

Apereo Board Meeting Minutes:

25 May 2022

Officers: Chair: Anne-Marie Scott Treasurer: Theresa Rowe	Vice Chair: Josh Wilson Secretary: Francois Campbell
Interim General Manager: Patrick Masson	

Called to Order: 15:00 SAST	Adjourned: 16:03 SAST
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Attending

- Thierry Koscielniak
- Theresa Rowe (NV)
- Josh Wilson
- Shoji Kajita
- Mathilde Guerin
- Patrick Masson (NV)
- Francois Campbell
- Stuart Phillipson
- Anne-Marie Scott

Absent with apologies

- Sam Lee Pan
- Inge Donkervoort
- Salvador Pellicer

Absent

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Guests

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Quorum: 7

Agenda

1. Secretary's Report

- 1.1. Minutes of the April 2022 Board Meeting
- 1.2. **MOTION:** Approve the April 2022 Board Meeting Minutes.
 - 1.2.1. Josh: Motioned and Stuart: Seconded

2. Treasurer's Report

- 2.1. Monthly Financial Reports
 - Note:* The figures reported are specific to the organizational level. Project-specific figures do not reflect the reallocation of funds based on the Financial Committee's review and recommendations.
 - 2.1.1. The process has been concluded. The proposal being presented to the board is to be accepted in the following action.
- 2.2. Finance Committee Minutes
 - 2.2.1. Prioritization of finances has been made.
 - 2.2.2. Resolution has been drafted, to be reviewed and approved.
- 2.3. Board Resolution Draft
 - MOTION:** RESOLVED, that Apereo Foundation reclassifies certain 2013 to 2022 membership invoices to fiscal sponsors including Bedework, CAS, Opencast, Sakai, and uPortal based on published usage, historic trends, and pre-Sakai Foundation/JASIG Foundation membership records.
 - 2.3.1. Clarification and questions posed around the process and impact of the end result.
 - 2.3.2. Methodology expanded upon and rationales provided.
 - 2.3.3. Thanks and gratitude to Jim Helwig for his continued commitment to resolving this activity to ensure the accuracy and integrity of our accounts.
 - 2.3.4. Thanks and gratitude Laura and Phyllis for steadfast commitment to analyze and verify this historical information.
 - 2.3.5. **Motion:** Josh , seconded: Francois

3. Chair's Report

3.1. None in Anne-Marie's absence.

4. G.M. Report

4.1. Operational Planning and Management

4.1.1. Board Elections

4.1.1.1. [Directors' webpage](#) updated to include terms.

4.1.1.1.1. Noted

4.1.1.2. Candidates:

Thierry Koscielniak: Organizational Member Seat

Clint Lalonde: Organizational Member Seat

Salvador Pellicer: Organizational Member Seat

Wes Turner: Individual Member Seat

4.1.1.2.1 Background discussed, the candidates have key insights and skills which will aid Apereo in its duties and responsibilities.

4.1.1.3. Timeline:

27 May 2022 – Proxy ballot papers to organizational voting reps.

10 June 2022 – Deadline for receipt of proxy ballot papers.

14 June 2022 – Election at Foundation AGM during Open Apereo

4.1.1.3.1 Noted

4.1.1.4. Use of online election system, Helios. Sample ballot feedback.

4.1.1.4.1. Discussed and the implications unpacked.

4.1.1.4.2. Covid impact on travel is still a deciding factor

4.1.1.4.3. Electronic voting will be used this year as the pandemic is in-force during planning and execution of our conference.

4.1.2. Apereo Foundation: Organizational Review

4.1.2.1. Modified to better conform to US Tax law.

4.1.2.2. Changes to terms of awards and allocations

4.2. Constituent Communities and Programs

4.2.1. Work continues with Michele Hall on the census of Apereo communities and contacts.

4.2.1.1. Discussed

4.3. Human resources planning and management

4.3.1. GM / ED Permanent Hire

4.3.1.1. Payroll

4.3.1.1.1. Discussed and clarified.

4.4. Financial Planning and Management

4.4.1. [Vendor Policy Page](#) published.

4.4.1.1. Discussed

4.4.2. Finance Committee and Treasurer

4.4.2.1. April 2022 Finance Committee Minutes

4.4.2.1.1. Treasurer has assumed their posts.

4.5. Community Relations and Advocacy

4.5.1. Open Apereo

4.5.1.1. Leadership Track: promote Apereo and open source with campus decision-makers.

[Danese Cooper](#)

[Stephen Jacobs](#)

[James Stewart](#)

4.5.1.1.1. Discussed, the focus on OpenSource and our approach to servicing our communities. Opportunities and relationships may result from our guests.

4.5.1.2. Stack-Hack: Develop an Apereo reference implementation.

4.5.1.2.1. Internal collaboration and work to : gain participation; model and generation of knowledge. Future use of output to be utilized.

4.5.2. Gates Foundation

4.5.2.1. In-progress.

4.6. Risk management

4.6.1. [Apereo Conflict of Interest & Declarations](#)

4.6.1.1. All board members to submit at earliest convenience post-conference

5. Other Business

5.1. Board member on-boarding resources and training.

5.1.1. The board will review the draft and provide feedback.

Motion to adjourn the meeting.

- Moved and Seconded (11:03am ET)

Article VI (7) Quorum:

“Fifty percent (50%) of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors shall not conduct any formal actions, motions, decisions, policies or any related functions on behalf of the Foundation absent a quorum, unless specifically allowed under these Bylaws. The Directors present at a duly organized meeting of the Board of Directors may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board of Directors.” The Board currently has 11 voting directors, and 1 non-voting directors. The current quorum is therefore 6.