

Apereo Board Meeting Minutes:

27 April 2022

Call-in Information:

<http://apereo.blindsidenetworks.net>

Use the drop-down menu, choose 'Board Room', enter your name, and the password apereob1 (Board Room is the last on the drop-down)

To join this meeting by phone, dial:

(352) 293-2460

(855) 215-5935 (United States toll-free)

Then enter 27934 as the conference pin. NB This occasionally doesn't work outside the US

Officers:

Chair: Anne-Marie Scott

Vice Chair: Josh Wilson

Treasurer: Vacant

Secretary: Francois Campbell

Interim General Manager: Patrick Masson

Called to Order: 15:00 SAST

Adjourned: 15:58 SAST

Attending

- Josh Wilson
- Salvador Pellicer
- Shoji Kajita
- Mathilde Guerin
- Sam Lee Pan
- Patrick Masson (NV)
- Francois Campbell

- Stuart Phillipson

Absent with apologies

- Inge Donkervoort
- Anne-Marie Scott

Absent

- Thierry Koscielniak

Guests

- Theresa Rowe

Quorum: 7

Agenda

1. Introduction of Theresa Rowe

2. Secretary's Report

2.1. Minutes of the March 2022 Board Call

2.2. **MOTION:** Approved

2.2.1. Moved and Seconded

3. Treasurer's Report

3.1. Monthly Financial Reports

3.1.1. Apereo: Not available (see Allocation Analysis)

3.1.1.1. The numbers are now correct in view of the analysis, re-allocation is in progress to bring into alignment.

3.1.2. Projects: Not available (see Allocation Analysis)

3.1.2.1. Working with the projects to better understand the re-allocation over time.

3.1.3. Finance Committee Minutes

3.1.3.1. Expense and specific contributions are being reviewed. Communication with projects and communities in progress.

3.1.3.2. International wires that have not been processed are now being processed. Account changes resulted in some funds being uncollected. This is being corrected.

4. Chair's Report

4.1. No report at this time.

5. G.M. Report

- 5.1. Operational Planning and Management
 - 5.1.1. Apereo Allocation Analysis
 - 5.1.1.1. The process methodology has been outlined for the correctly historical allocation of historical funds.
 - 5.1.1.2. **Action:** Boards approval is required for approval of methodology and results, for approval in the May 2022 board meeting.
 - 5.1.1.3. A full review of contributors and services. This has been taken into consideration and the percentage of amounts has been applied over the specific period.
 - 5.1.1.4. Methodology was explained and the board posed questions which were answered.
 - 5.1.2. Apereo Expense Analysis
 - 5.1.2.1. Allocations of all expenses made by Apereo on behalf of communities have been listed for use in further analysis.
 - 5.1.3. Board Elections
 - 5.1.3.1. [Directors' webpage](#) updated to include terms.
 - 5.1.3.1.1. Board Membership and Election Detail, 2022
 - 5.1.3.1.2. Board seating discussed and appointments process clarified.
 - 5.1.3.1.3. Recommendations for being representative of the organization is desired.
 - 5.1.3.2. Timeline:
 - 2 May 2022 – Nominations open for four seats (3 org reps, 2 ind. rep.)
 - 20 May 2022 – Nominations close
 - 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
 - 5.1.3.3. Process
 - 5.1.3.3.1. Review and follow up actions to commence.
 - 5.1.4. Apereo Foundation: Organizational Review
- 5.2. Constituent Communities and Programs
 - 5.2.1. Census of Apereo communities and contacts.
 - 5.2.1.1. Completed notifying all projects, affiliates and communities to confirm our contacts are accurate and up to date.
- 5.3. Human resources planning and management
 - 5.3.1. GM / ED Permanent Hire
 - 5.3.1.1. Payroll
 - 5.3.1.1.1. Clarified and further discussions scheduled.
- 5.4. Financial Planning and Management
 - 5.4.1. Finance Committee and Treasurer
 - 5.4.1.1. April 2022 Finance Committee Minutes

- 5.4.2. Closing Iron Mountain Account
 - Substantial savings per year
 - Contents will be reviewed and archived
 - 5.4.2.1. Board informed.
- 5.5. Community Relations and Advocacy
 - 5.5.1. Open Apereo
 - 5.5.1.1. Leadership Track: promote Apereo and open source with campus decision-makers.
 - [Danese Cooper](#)
 - [Stephen Jacobs](#)
 - [James Stewart](#)
 - 5.5.1.1.1. Themes and motivations discussed (helping campus IT decision-makers adopt open source culture and methods to improve their organizations even if open source software isn't being actively developed), this will be a great
 - 5.5.1.2. Stack-Hack: Develop an Apereo reference implementation.
 - 5.5.1.2.1. Reference implementation of Apereo tools, community building, cross community development. Underlying technologies and techniques to be promoted.
 - 5.5.2. Gates Foundation
 - 5.5.2.1. Process is on-going, progress discussed.
- 5.6. Risk management
 - 5.6.1. Apereo Conflict of Interest & Declarations
 - 5.6.1.1. Action: Board members to sign Conflict of interest and declare any.
- 6. Other Business
 - 6.1. Board member on-boarding resources and training.
 - 6.1.1. The board will review the draft and provide feedback.
 - 6.1.1.1. A request to provide any additional thoughts or feedback.
 - 6.2. Motion to offer Theresa the treasurer role.
 - 6.2.1. Moved: Mathilde, Seconded: Stuart
 - 6.3. Motion to form a finance committee (2022 Finance Committee Charter), contingent on acceptance.
 - 6.3.1. Moved: Francois Campbell; Seconded: Josh Wilson.

Motion to adjourn the meeting.

- Moved and Seconded (15:58 SAST)

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.