

DRAFT Apereo Board Meeting Minutes:

29 June 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: 16:01 SAST
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Attending

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

Absent with apologies

- Sam Lee Pan
- Anne-Marie Scott

Absent

- Inge Donkervoort

Guests

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Quorum: 7

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Agenda

1. Secretary's Report

- 1.1. Minutes of the May 2022 Board Meeting
- 1.2. **MOTION:** Approve the May 2022 Board Meeting Minutes. Proposed and Thierry

2. Treasurer's Report

- 2.1. May 2022 Financial Reports
 - 2.1.1. May reports include 95% of revenue reallocation; reports do not include expense reallocation.
 - 2.1.1.1. Much progress has been made on implementing the resolutions adopted. Additional IGM discussions have been raised for discussion.
- 2.2. Finance Committee Minutes
 - 2.2.1. There is no requirement in the Apereo By-laws that the minutes of the Financial Committee (i.e., Audit and Retention Committee) be published publicly. "The Secretary shall keep minutes of the meetings of the Board of Directors in agreed and appropriate media formats, and shall work with appropriate executive and administrative staff to ensure compliance with the Foundation's [document retention policy](#)." [Article VII, Section 8](#).
 - 2.2.1.1. Confirmed that there is no obligation to release any finance reports to the general public. However in the interest of transparency an alternative scheduled report is being devised.
- 2.3. Expense reallocation
 - 2.3.1. The Apereo Expense Cleanup indicates Sakai possibly contributed to the Executive Director's salary.
 - 2.3.1.1. Report on the history of the Reymans allocation of funds to the Executive Directors compensation.

- 2.3.2. Board Resolution Draft: RESOLVED, that Apereo Foundation reclassifies certain payments from the Sakai Project related to management and professional compensation and non-Sakai expense reimbursements of the Executive Director. Not to exceed \$535,000.
 - 2.3.2.1. Historical charges are being reviewed for compensation around the expense of the role.
 - 2.3.2.2. Conceptual and initial assumptions were distributed.
 - 2.3.2.3. The rationale is being reviewed and adjustments proposed.
 - 2.3.2.4. Period in question is 2012 to 2020.
 - 2.3.2.5. Questions and thoughts discussed.
 - 2.3.2.5.1. **Motion to adopt the resolution:**
 - 2.3.2.5.1.1. Moved: Stuart , Seconded: Francois
 - 2.3.2.5.2. **Vote:** No opposition , 1 abstention
 - 2.3.2.5.3. Vote is passed.
 - 2.3.3. Develop a structured plan for the Sakai Project that informs ongoing spending and repayment.
 - 2.3.3.1. Discussion and request for guidance on structuring a plan for ongoing spending and documentation with an aim to standardize our processes.
 - 2.3.3.2. We are working on ensuring documentation as well as bridging the gap in processes which arose while we did not have a treasurer.
 - 2.3.3.3. Description of the proposed processes to avoid
- 2.4. Contracting
 - 2.4.1. EDF Invoicing.
 - 2.4.1.1. Availability of funds.
 - 2.4.1.2. Confirm the amounts billed.
 - 2.4.1.2.1. **Motion:** extend funds to Sakai to pay EDF invoices
 - 2.4.1.2.1.1. Moved: Stuart, Seconded: Francois
 - 2.4.1.2.2. Vote:
 - 2.4.1.2.2.1. Opposed: None, 2 Abstentions, 4 in-favor.
 - 2.4.1.3. Formalize procurement and contracting policies and practices.
 - 2.4.1.3.1. Finance group to return with drafts for the board to review.
 - 2.4.1.4. Develop contracting and vendor engagement policies to guide projects in budgeting and spending.
 - 2.4.1.4.1. Finance group to return with drafts for the board to review.
 - 2.4.1.5. The finance committee recommends extending the [Apereo conflict of interest policy](#) to all governing and budgeting groups within projects. Each member of an identified group should also sign a declaration of conflicts each year.
 - 2.4.1.5.1. Finance group to return with drafts for the board to review, but the board is strongly in favor of this action.
 - 2.4.1.6. The conflict of interests declarations will be available at the AGM, and presented to the Apereo Board for completion.

- 2.4.1.6.1. All board members will complete the conflict of interest of interest policy as well as new board members.
- 2.4.1.6.2. Action: GM to distribute and collect the required documentation.
- 2.4.1.7. Interim General Manager
 - 2.4.1.7.1. Contract renewal, six months.
 - 2.4.1.7.1.1. Hiring permanent E.D. delayed by implementing payroll and human resources. Work to begin after revenue reallocation and expense reallocation projects are complete and revised numbers turned over to the auditors.
 - 2.4.1.7.1.1.1. Jun 21, 2022
 - 2.4.1.7.1.1.2. Motion: Passed**
 - 2.4.1.7.1.1.2.1. Moved: Stuart, seconded: Josh
 - 2.4.1.7.1.1.3. Vote:**
 - 2.4.1.7.1.1.3.1. Favor: 6, Opposed: 0 Abstention: 0
- 2.4.1.8. Iron Mountain
 - 2.4.1.8.1. Apereo received the final, closing invoice from Iron Mountain. All documents will be forwarded to the Interim General Manager for review and, if required, archiving.
 - 2.4.1.8.1.1. Noted, and closed.**

3. Chair's Report

3.1. None at this time.

4. G.M. Report

(Weekly notes)

4.1. Operational Planning and Management

4.1.1. Apereo General Meeting: July 27, 2022.

4.1.1.1. Apereo Foundation: Organizational Review

4.1.1.1.1. All processes to be completed in the AGM, new board members to be inducted.

4.1.2. Board Elections

4.1.2.1. Organizational Member results: Thierry Koscielniak, 24; Clint Lalonde, 24; Salvador Pellicer, 23.

4.1.2.2. Individual Member results: Wes Turner, 5

4.1.2.3. Board election results presented for approval during AGM, July 27, 2022.

4.1.2.4. Onboarding.

4.2. Constituent Communities and Programs

4.2.1. OAE

4.2.1.1. Process for winding down projects and initiatives (e.g., FARM)

4.2.1.1.1. There has not been prior-practice in winding down projects
A strategy and plan of action is to be developed and

executed. Also this process will be formalized and generalized to form a template for future use;

- 4.3. Human resources planning and management
 - 4.3.1. GM / ED Permanent Hire underway, waiting on Payroll/HR system adoption and implementation.
 - 4.3.1.1. Unable to
 - 4.4. Financial Planning and Management
 - 4.4.1. Budgeting
 - 4.4.1.1. April 13: Reallocation activities: *underway*.
 - 4.4.1.2. Early July: Review fiscal sponsoree (projects) expenses for 2019-2022 YTD and ask each project head to assist in preparing a budget for 2022 and 2023.
 - 4.4.1.3. End-July: work on Foundation budget (will know Board's hiring plan)
 - 4.4.1.4. Early August: consolidated budget goes to Finance Committee, then to Board (date TBD).
 - 4.5. Community Relations and Advocacy
 - 4.5.1. Open Apereo
 - 4.5.1.1. Report from Program Committee and Concentra in development.
 - 4.6. Risk management
 - 4.6.1. Apereo Conflict of Interest & Declarations
 - 4.6.2. Use of Apereo email for Apereo business.
5. Other Business
- 5.1.

Motion to adjourn the meeting.

- Moved and Seconded (10:01 am ET)
 - Stuart, Seconded Francois

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.