

Apereo Board Meeting Minutes:

January 26, 2022

Officers:	
Chair: Anne-Marie Scott	Vice Chair: Vacant
Treasurer: Vacant	Secretary: Francois Campbell
Interim Executive Director: Patrick Masson	

Called to Order: 16:00 SAST	Adjourned: 17:05 SAST
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Attending

- Patrick Masson (nv)
- Anne-Marie Scott
- Francois Campbell
- Sam Lee Pan
- Shoji Kajita
- Inge Donkervoort
- Josh Wilson
- Mathilde Guerin
- Salvador Pellicer
- Thierry Koscielniak

Absent with apologies

- Stuart Phillipson
- Boeta Pretorius

Absent

- None

Guests

- None

Quorum: 9

Agenda

1. Secretary's Report

- 1.1. Minutes of the January 2022 Board Call
 - 1.1.1. **MOTION:** Approved Draft Minutes 24 November 2021
 - 1.1.2. Moved and Seconded

2. President's Report

- 2.1. Resignation of Boeta Pretorius from Apereo Board.
 - 2.1.1. Greatly appreciate his contribution to the foundation and we wish him the absolute best going forward.
 - 2.1.2. Impact of the vacancy on the officers and follow-up actions

3. Treasurer's Report

- 3.1. **MOTION:** With the recommendation of the Finance Group, approve 2022 Finance Committee Charter
 - 3.1.1. Moved and Seconded.
 - 3.1.2. Recruitment process discussed, suggestions made, proceeding to implementation.

4. Monthly Financial Reports

- 4.1. Jan. 19, 2020 Finance Group Call Minutes
 - 4.1.1. Open issues discovered have been greatly reduced
 - 4.1.2. Audit process has been discussed in-depth and accuracy of reporting since changing accountants has shown marked improvement.
 - 4.1.3. The process and proposed actions were queried, concerns raised and discussed.
 - 4.1.4. Fiscal Sponsorship model being refined.
- 4.2. Apereo Foundation
 - 4.2.1. Apereo Foundation Financial Statements, December 2021
 - 4.2.2. Apereo Foundation Financial Statements, November 2021
- 4.3. Apereo Projects
 - 4.3.1. Bedework Financial Statement, December 2021

- 4.3.2. CAS Financial Statement, December 2021
- 4.3.3. OAE Financial Statement, December 2021
- 4.3.4. Opencast Financial Statement, December 2021
- 4.3.5. Sakai Financial Statement, December 2021
- 4.3.6. uPortal Financial Statement, December 2021

5. E.D. Report

- 5.1. Operational Planning and Management
 - 5.1.1. Website updates / redesign
 - 5.1.1.1. Focus on accuracy is being prioritized.
 - 5.1.1.2. Project sites and membership continuity and consistency is being pursued.
- 5.2. Constituent Communities and Programs
 - 5.2.1. Open Apereo 22
 - 5.2.1.1. Planning proceeded well and as planned.
 - 5.2.2. ESUP-Portail / Apereo Days
 - 5.2.2.1. Board informed
 - 5.2.3. Apereo Community and EDUCAUSE Openness Constituent Group Meet-ups
 - 5.2.3.1. Discussed
 - 5.2.4. Gates Foundation Open Source Project Assessment
 - 5.2.4.1. Discussed.
 - 5.2.5. Brandeis University Open Source Technology Management Program
 - 5.2.5.1. Discussed, non-technology focus on contributing to Open Source. Opportunity to extend partnerships with universities and teaching and learning institutions.
- 5.3. Human resources planning and management
 - 5.3.1. **MOTION:** With the recommendation of the Finance Group, approve 2022 contracts for Concentra, Dobbs, Graves, and Hall.
Concentra 2022 contract renewal
Phyllis Dobbs 2022 contract renewal
Laura Graves 2022 contract renewal
Michelle Hall 2022 contract renewal
 - 5.3.1.1. Moved and Seconded
- 5.4. Community Relations and Advocacy
 - 5.4.1. **MOTION:** With the recommendation of the Finance Group, approve Open Apereo Budget
 - 5.4.1.1. Moved and Seconded
 - 5.4.2. **MOTION:** With the recommendation of the Finance Group, approve Concentra Open Apereo Contract
 - 5.4.2.1. Moved and Seconded
- 5.5. Risk management
 - 5.5.1. Executive Director classification.
 - 5.5.1.1. Discussed for further review in the next board meeting.

Other Business

Motion to adjourn the meeting.

- Move and Seconded

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.