

Apereo Board Meeting Minutes:

27 July 2022

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

Called to Order: 15:00 SAST	Adjourned: 15:30 SAST
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Attending

- Theresa Rowe (NV)
- Josh Wilson
- Shoji Kajita
- Patrick Masson (NV)
- Francois Campbell
- Salvador Pellicer
- Inge Donkervoort
- Anne-Marie Scott
- Clint Lalonde
- Wesley Turner

Absent with apologies

- Mathilde Guérin
- Stuart Phillipson
- Sam Lee Pan

Absent

- Thierry Koscielniak

Guests

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Quorum: 7

Agenda:

1. Motion to adopt agenda: Francois, seconded Josh
2. Board Elections
 - a. The 2022 Apereo Board elections opened on June 10, 2022, and ended on June 15, 2022. The election was held online via [Helios Voting](#). Fifty-three percent of the eligible voters cast a ballot in the Organizational Membership election. Seventy-one percent of eligible voters cast a ballot in the Individual Membership election.
 - b. Organizational Member results:
Thierry Koscielniak
Clint Lalonde
Salvador Pellicer
 - i. Motion:Josh ; Seconded: Inge
 - c. Individual Member results:
Wes Turner
 - i. Motion:Josh ;Seconded: Inge.
 - ii.

Motion to appoint Thierry Koscielniak, Clint Lalonde, and Salvador Pellicer to the three open Organizational Member seats on the Apereo Board, each serving a three-year term, beginning July 27, 2022, and ending July 26, 2025, and also appoint Wes Turner to the one open Individual Member seat on the Apereo Board, serving a three-year term, beginning July 27, 2022, and ending July 26, 2025.

3. Election of Officers
 - a. Foundation Board Chair
 - i. Nominee: Anne-Marrie, Nomination: Francois; Second: Josh
 - b. Foundation Board Vice-Chair
 - i. Nominee: Josh, Nomination: Anne-Merre, Second: Inge
 - c. Foundation Secretary
 - i. Nominee: Francois, Nomination: Anne-Marie, Second: Josh
 - d. Foundation Treasurer
 - i. Nominee: Therresa, Nomination:Francois , Second: Inge

4. Presentation of Draft Annual Report

- Report presented and unpacked. Focus: Review and reflection on practices and processes. Clearly blessed by having Ian Dolphin during the founding, growth,
- Gaps:
 - Business continuity
 - Community development and health
 - Exploring opportunities that still
- Foundation would benefit from a thorough review of finances over all spheres
 - Completing the in-progress audits
 - Improvements
 - Processes
 - Practices
 - Accuracy and integrity of the output
 - Documenting
- External and internal review of the website and information on the projects
- Incubation process review
- Home of open source projects for educational software
- Financial Report description and unpacking.
 - Introduction of the team members
 - Accounting services
- Membership and diversity of community
- Awards and initiatives

Motion: Francois, Second: Josh

Called to Order: 15:30 SAST

Adjourned: 15:57 SAST

Attending

- Theresa Rowe (NV)
- Josh Wilson
- Shoji Kajita
- Patrick Masson (NV)
- Francois Campbell
- Salvador Pellicer
- Inge Donkervoort
- Anne-Marie Scott
- Clint Lalonde

- Wesly Turner

Absent with apologies

- Mathilde Guérin
- Stuart Phillipson
- Sam Lee Pan

Absent

- Thierry Koscielniak

Guests

-

Quorum: 8

Agenda

Motion: Josh, Second: Francois

1. Secretary's Report

- 1.1. Minutes of the June 2022 Board Meeting
- 1.2. **MOTION:** Approve the June 2022 Board Meeting Minutes.
 - 1.2.1. Motion: Josh ; Second: Clint.

2. Treasurer's Report

- 2.1. June 2022 Financial Reports
 - 2.1.1. Pending due to continued reallocation efforts.
- 2.2. Finance Committee Minutes
 - 2.2.1. Unexpected delay to complete, responses from sources are inconsistent communication loops.
- 2.3. Expense reallocation work continues.
 - 2.3.1. All expenses now reviewed and being applied.
 - 2.3.2. Most significant work involves ED compensation.
 - 2.3.2.1. Unpacked and rationales delivered.

3. Chair's Report

- 3.1. No report

4. G.M. Report

(Weekly notes)

- 4.1. Operational Planning and Management

- 4.1.1. Onboarding new board members.
 - 4.1.1.1. New members to be inducted and on-boarded.
- 4.2. Constituent Communities and Programs
 - 4.2.1. Apereo participation in Axies' Hiroshima Declaration for Global Open Source and Open Standard toward 2030.
 - 4.2.1.1. A valuable initiative to collaborate with Axies to deliver input in the this event.
 - 4.2.1.2. Follow up actions planned.
- 4.3. Human resources planning and management
 - 4.3.1. Payroll and HR services for ED role.
 - 4.3.1.1. Updated the budgeting as a result on the audit and re-allocations
 - 4.3.1.2. Auditors have provided feedback and the intention is to complete it at their standard.
- 4.4. Financial Planning and Management
 - 4.4.1. Budgeting
 - 4.4.1.1. Timeline will need to be updated based on completion of reallocation efforts and 2019 audit.
 - 4.4.1.1.1. To be included in next months reports
- 4.5. Community Relations and Advocacy
 - 4.5.1. Open Apereo
 - 4.5.1.1. Described for further discussion.
 - 4.5.2. "Fireside chats"
 - 4.5.2.1. Described for further discussion.
 - 4.5.3. Quarterly online events
 - 4.5.3.1. Described for further discussion.
 - 4.5.4. Partnering with aligned peer events/communities to create regional opportunities.
- 4.6. Risk management
 - 4.6.1. Apereo Conflict of Interest & Declarations
 - 4.6.1.1. To be completed by all in order to confirm compliance.
- 5. Other Business
 - 5.1. Feedback requested on the onboarding process documentation.
 - 5.2. Specific attention to be paid to financial and fiduciary responsibilities.
 - 5.2.1. Thanks to Inge for initiating the project and driving it forward.

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.

Motion to adjourn:

Moved Josh, Seconded: Inge;