

Apereo Board Meeting Minutes:

27 September 2022

Call-in Information:

Online: please log in to BigBlueButton at:
<https://apereo.gl.rna1.blindsidenetworks.com/pat-i7z-wu8-pi1>

All participants should be able to "Start" the meeting.

All participants should have "Moderator/Presenter" access.

Join using your phone

Dial: 1-863-208-0022

PIN number: 578 913 470

Tip: Press the '0' key on your phone to mute/unmute yourself.

Officers:

Chair: Anne-Marie Scott

Vice Chair: Josh Wilson

Treasurer: Theresa Rowe

Secretary: Francois Campbell

Interim General Manager: Patrick Masson

Called to Order:

Adjourned:

Attending

- Thierry Koscielniak
- Clint Lalonde

- Stuart Phillipson
- Josh Wilson
- Wes Turner
- Theresa Rowe (NV)
- Patrick Masson (NV)
- Anne-Marie Scott
- Shoji Kajita
- Francois Campbell
- Inge Donkervoort
- Sam Lee Pan

Absent with apologies

- Mathilde Guerin

Absent

- Salvador Pellicer

Guests

-

Quorum: 10

Agenda:

1. Secretary's Report

- a. Minutes of the August 2022 Board Meeting
 - i. **MOTION:** Approve minutes of the August 2022 Board Meeting
 1. Moved: Stuart, Second: Wesley

2. Treasurer's report

- a. August 2022 Financial Reports (Directory of all files)
 - i. Updates to formatting/data
 1. Reduced 2022 revenue for Foundation and Sakai, as well as Accounts Receivable
 - a. Described and context unpacked, some linked to scheduling and cancellation.
 - b. Alternative projects being promoted for institutions who are considering or canceling memberships.

2. Adjust trend graphs to be YTD August instead of full year for previous years
 - a. Updated and accurate.
 3. Add bar graph showing total August revenue and revenue-to-go
 - a. Discussed.
 4. Add cash trend graph to dashboard (note this has increased over the past few years at the same time our revenue has gone down because we have cut expenses significantly)
 - a. Current position and understanding of revenue is good in terms of forecasting.
 - b. Forecast suggests a new strategy to address reduced memberships.
 - c. Observations were made.
 - i. Memberships
 - ii. Organizational views around membership versus subscriptions and the umbrella of projects.
 - iii. Perception of APEREO being a Vendor rather than an Open Source Incubator.
 - iv. Reviewing different resourcing models
 - v. Health metrics and measures
 1. Code contributions
 2. Community engagement
 3. Documentation
- ii. Review of AR
 1. Void CCCT
 - a. Discussed.
 2. Void NYU
 - a. Discussed.
 3. Mark UVA as a potential withdrawal
 - a. Discussed.
 - iii. Loss of membership and funding
 1. Discussed and actions planned.
- b. September 2022 Finance Committee meeting minutes
 - i. Report to be provided to all project steering committees upon approval from the board.
 - ii. Discussed publicly publishing a summary of the financial report.

1. To be unpacked and practice confirmed in the finance committee in-keeping with transparency, standards and community expectations.
- c. Apereo Fellows Tracking Sheet
 - i. **Motion: The Board moves that grants and awards offered and not accepted by Apereo Fellows and ATLAS winners before January 1, 2020 expired as of June 30, 2020 and are no longer available for recipients to claim.**
 1. Moved: Josh, Second: Inge

3. President's report

- a. Strategy (define next activities, aligning budget).
 - i. Scheduling?
 1. Strategy: How we go forward
 2. In person vs virtual
 3. Office hours versus after hours
 4. Time Zone considerations
 5. Outcomes and goals
 - ii. Committee?
 1. Members have volunteered, additional material to be shared and co-ordinated via list.
- b. Board retreat?
 - i. Defining the mechanism for the format and timing to be established.
 - ii. Online board meeting

4. GM report

- a. Annual report.
 - i. Still in development: 2021 year end financials
 1. Discussed
 2. Appointment with PMC to outline Sakai finances.
 - ii. Project updates.
 - 1.
- b. HR.
 - i. Contract signed.
 1. Informed
- c. Financial planning.
 - i. Board retreat?
 1. Discussed above
- d. Community relations, advocacy.
 - i. Working with Campus Tech magazine re: open source resource guide.

1. Discussed
 - ii. code.edu
 1. An opportunity to reserve the domain if we as an organization wish to broaden our services.
 2. Apereo has applied for the above domain but was denied. We do meet the requirement, but would like to follow with this request in the hopes of mutual interest and cooperation for education.
 - iii. Gates project.
 1. Good discussions however Gates has partnered with a different organization.
 2. Outputs will be incorporated into our ongoing processes and practices.
 - e. Risk Management.
 - i. Patrick reminding board members of the need to read conflict of interest policy; return declaration of conflict of interest to Patrick.
 1. Discussed.
 - ii. These forms need to be included with USA tax form 990. Hasn't been done in recent years.
 1. Discussed.
5. Other business
- a. Mathilde Guerin will be stepping down from Esup-Portail. We would like to thank Mathilde for her dedication and long service. We would like to commend her for the commitment and professionalism over a significant period of time.
 - b. Esup-Portail will nominate a member from their organization to join Apereo..
6. Move to adjourn.
- a. 16:04 am SAST.
 - b. Moved Josh, 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.