

Board Minutes 2010 Aug 26

Sakai Board Meeting Minutes 26-Aug-2010

Submitted by: Mary Miles

Present: Josh Baron (Chair), Stephen Marquard, Michael Feldstein, Maggie Lunch, John Norman, Jutta Treviranus, Chuck Severance, Ian Dolphin (ex-officio), Mary Miles (staff)

Absent: Ian Boston

Guests: Tamy Arthur (accountant)

Opening Remarks:

- The Board expressed their gratitude to Lois Brooks for all she had done for the staff, Board and community in her role as Interim Executive Director.
- The Board welcomed Ian Dolphin as the new Executive Director and thanked him for the excellent work done over the first month in this position.

State of the Foundation:

- In the first month in his new position, Ian's focus has been mostly spent coming up to speed. The work is so broad that he has only scraped the surface. A Community Relationship Management system is being investigated. Currently staff have no way to exchange information. Options are being investigated.

Finance:

- Membership discounts were immediately reduced from 20% to 10% as in interim step.
- Procedures are being refined, implemented, and will be circulated to staff.
- A Foundation budget is being prepared and should be ready by the end of September. This could result in a new membership model that will be completed in the October/November timeframe.

Policy and Procedure:

- IRS Form 990 needed to be completed in August. Changing requirements indicate that the Foundation does not have adequate documented policies in a number of areas. The ED and Accountant are working together to establish a list of polices needed. A subset of these needs will be circulated to the Board by the end of the week.
- Basic procedures will become more formalized with the staff.
- After taking legal advice in the UK and the US, it was determined that the current contracts reflected a employer/employee relationship, rather than an independent contractor relationship. These must be modified quickly.
- No immediate threat to the Foundation's non-profit status is perceived, but these measures need to be taken in order to have as correct an I-990 as possible.
- A clear line of delineation between operating procedures (ED approved) and Foundation procedures (Board approved).
- A Foundation Treasurer should be involved in this process.

Formation of a Policy Committee

- Maggie Lynch has agreed to chair this group, with Ian Dolphin serving as an ex-officio member. Two or more others are needed.
- This group will review existing policies (code of ethics, conflict of interest), as well as look at new policies that need to be adopted.

Communications:

- This is a matter of housekeeping.
- Early messages need to go to the newsletter and SCAs.
- A statement describing the software that the foundation supports is needed. Clay Fenlason has agreed to lead on this, with early work visible shortly.
- Another priority is the re-development of the website, with a goal of having something in place in time for Educause.
- The website should be a hook for the community that does some triage and meets an immediate need as well as providing a broader conception than has previously been the case.
- The website should show the vibrancy of the community more strongly.
- The "value proposition" needs to be strongly stated.

Sakai 3:

- It's critical to get an understanding from the Board of the level of detail and level of engagement they want with this project.
- General details will be shared with the Board, in particular those items where the Board can be of assistance. Messaging issues and challenges that might be developing in the community will also be shared.
- The Board also suggested that the Sakai 3 project should raise the visibility of people working on the project, especially those who are not yet widely known in the community. This will provide a good opportunity for longer term socialization.
- The Sakai 3 Project needs to be formally adopted as a Foundation project. This issue needs to be resolved prior to the next Board meeting. The following statement was suggested: "The Board is fully supportive of the Sakai 3 effort and the work led by the steering committee. The documentation of that project will be more fully reviewed to be sure the criteria has been met to move into the product development stage as an official Sakai project." If the criteria are substantially met, the Sakai 3 project will be reviewed prior to the next meeting when formal approval as a Sakai Foundation Project will be determined.
- Ian Dolphin, Josh Baron, and any other interested Board members will work to follow the statement above, with more formal adoption once a plan is in place.

Financial Review with Accountant

- Tamy Arthur, the Foundation's accountant, joined the call to further review the financial data.
- More extensive analysis will be presented at the September Board meeting.
- The Board requested that all future reports be presented on an accrual basis, rather than actual.
- The Board also requested that labor be identified by individual, what funds are being used to pay them, what their role or function is, and what we are paying for in the conference.
- The Cash Position Report provides a representation of cash on hand, current receivables, and current payables.
- This report means to give a realistic understanding of cash position now and also into the future. The optimistic portion of this is Accounts Receivable where funds have been invoiced but have not yet been collected.
- The Board requested that Sakai 3 cash balances and cash receivables be broken out along with the pre-paid memberships
- The Board requested some interim reports in two weeks.
- The Contingency Committee (Josh, Maggie, Stephen) will reassemble with Ian next week and review their plan with the Board via email. The original contingency document will be shared with Ian immediately.

With no further business before the board, the call ended at 3:00 p.m.