

Board Minutes 2008 Feb 20

Sakai Foundation Board of Directors Conference Call of 20 Feb 2008

This document contains minutes from the Sakai Foundation Board of Directors conference call held on February 20, 2008. Corrections, suggestions should be sent to John Norman and Mary Miles.

These minutes capture both the discussion and formal resolutions of the board. Simply because something was discussed does not mean that it is the agreed-upon position of the board. When the board makes a formal resolution to approve an item, it will be noted as such in the minutes. If there is no such notation, readers should assume that the minutes are simply the notes of the board discussions.

Board members present: John Norman, Joseph Hardin, Chris Coppola, Clay Fenlason, Jutta Treviranus, Lois Brooks, Mara Hancock, Josh Baron, Ian Dolphin, Michael Korcuska (ex-officio), Mary Miles (staff)

Board members absent: Lance Speelmon

Topic: Call for additions to the agenda

No topics were added to the formal agenda.

Topic: Approval of 10 Jan 2008 Minutes

The minutes were approved with the following addition: John Norman was also thanked for his assistance in the review process of the UX position. His name was inadvertently omitted from the list of contributors.

Topic: Executive Director Updates

Michael Korcuska presented a brief snapshot of finances to date. Collections have been good and expenses *relatively low so balances should increase over time. Michael will continue to closely watch both revenues and expenses. A more thorough budget analysis is planned for the April Board Meeting. Any needed change of course will be considered at that time.

A list of members who have signaled their intention not to renew their membership was reviewed. Conversations to determine the status of these memberships conducted to determine what can be done to retain them. In many cases, it's a matter of getting to the right level of the organization – while an individual unit may not have funding to continue membership in the Foundation, someone at the CIO level may see this as a worthwhile expenditure.

The assistance of the Board was requested for those member institutions and/or commercial affiliates where members may have personal relationships. Efforts will be renewed to personally contact the remainder of the membership.

Topic: UX Initiative

Nathan Pearson has been retained to head the UX Initiative. Board members who are not on the existing list were encouraged to send Nathan a note if they were interested in speaking with him directly. Nathan is hired as an independent contractor on an open-ended basis. Discussions on fixed deliverable and other issues will occur after Michael returns from his travels.

Topic: Foundation Staff

In order to improve communication, Michael has asked the Sakai staff to do a weekly blog or activities update to be sent out on a regular basis so that the community is more aware of their activities.

Topic: MOU with University of Michigan

The Memorandum of Understanding with the University of Michigan is nearing completion. Chris Coppola and Mara Hancock volunteered to assist Michael by reviewing the proposed agreement. Michael will send the latest version to everyone for review and count on getting comments back from Chris and Mara. The signing of this MOU will complete the expense disentanglement of the Sakai Foundation from the University of Michigan.

Topic: Paris Conference

The Board by-laws require official approval of a conference co-chair. Yves Epelboin of the Universite Pierre et Marie Curie has been nominated to serve in that role.

Action: Joseph Hardin moved that Yves Epelboin be accepted as co-chair of the Paris Conference. Chris Coppola seconded the motion. This was unanimously approved.

Topic: Next process change: Contrib/Provisional/Core

Michael indicated that the next process change he plans to examine is that for contrib/provisional/core. Board members were asked to let him know if this was not a direction they would like him to pursue.

Topic: Treasurer's Role

Best practice suggests that the Treasurer role be filled by a board member, hopefully one with financial acumen, or one with external financial support to assist in providing detail as needed. With the upcoming retirement of Lon Raley, currently serving that role, Michael has requested that someone from the Board provide this role. The Treasurer would provide oversight of the spending and budgeting process. While the job is not highly detailed, it will take some time to review the budgets and work with the external accountant for taxes and occasional expense audits. John Norman suggested that Lance Speelmon be asked to accept that role. If Lance declines, Lois will consider filling the role.

Action: John (as chair) will contact Lance to ask him to accept this role.

Topic: Proposal Language for Board Member Terms

Michael reviewed a document which sets forth Board Terms and Elections, and the procedure for the election of Board Officers. The board felt it was not necessary to have a legal review of the document.

Action: Board members will review the document submitted and send comments/corrections directly to Michael. Unless corrections are needed, this document was accepted by the Board.

Topic: New Membership Options

Inquiries have been received from small firms who were thinking about doing Sakai work but had some trepidation about the \$10K fee. New membership options are being proposed that may serve to attract smaller commercial affiliates and independent contractors. Further discussion and finalization was deferred until March. At that time, a proposal will be brought forward by Chris Coppola that identifies methods of getting commercial affiliates more involved with bringing in new members. Michael will use his discretion as to how SCAs are represented on the Sakai website.

Action: SCA membership dues will be calculated as \$2,000 per \$1 million in latest fiscal year revenues (rounded up to the nearest thousand), with a minimum of \$5,000 and a maximum of \$10,000.

After discussion of the proposal for independent contractors, there were still questions on the issue of voting rights for independent contractors. This was not resolved and will require further discussion.

Action: Independent contractors or sole proprietorships can join the foundation as members for an annual fee of \$500. The issue of voting rights will be discussed off-line and again at the March meeting.

An additional part of the document was new payment options members. It was suggested that perhaps this was a good time to look at membership dues with an eye toward providing a discount for advance payment. Another consideration would be a common pay cycle with all memberships expiring on a common date. Michael will consider this further and bring it back to a future meeting.

With no further business before the Board, the meeting was adjourned at 3:35 p.m.

Respectfully submitted,

Mary Miles