

# Board Minutes 2008 Dec 14

## Sakai Foundation Board of Directors Conference Call - December 14, 2008

This document contains minutes from the Sakai Foundation Board of Directors conference call held on December 14, 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, Mara Hancock, Chris Coppola, Josh Baron, Clay Fenlason, Lance Speelmon, Jutta Treviranus, Lois Brooks, Michael Korcuska (ex-officio), Mary Miles (staff)

**Board members absent:** Joseph Hardin

### **Topic: Review of October and November Minutes**

Revised October and November minutes were not posted soon enough for the Board members to review for approval. Mary will send minutes to Board members, obtain their approval via email and post to Confluence as quickly as possible.

### **Topic: Financial Update**

The financial picture remains unchanged since the last board meeting. Finances continue below the target threshold but an increase in collections is expected in the next 30 days. The Board recommended continuing to review this issue, but make no changes at this time.

A high-level review of expenditures for 2007 versus 2008 was presented. Finances under the old UM agreement have been shifted and the Foundation no longer owes any additional funds. The accounts with a remaining positive balance will be applied to future expenses. The Foundation has moved to a Quick Books-based financial system which will make classification of expenses easier in the future, although work is still needed to get all of the data entered. This work will be completed as quickly as possible. An Aging A/R report was reviewed, but also is not accurate pending the completion of data recording.

### **Topic: Bylaw Revisions**

The Board previously approved an intent to have Appointed Directors as well as Elected Directors, which requires a revision to the by-laws. Prior to implementation, the by-laws need to be reviewed by an attorney before giving the community 30 days to comment. The proposed revision allows for appointed members to serve 2-year terms, for up to 3 consecutive terms. Appointed board members will be approved by the board based on a 2/3 majority vote of elected board members.

**Decision:** The by-laws revision will be reviewed by an attorney with particular emphasis on the number of appointed members, term length, and re-appointment terms. If, after review, the attorney approves the revision as proposed, the by-laws will be approved as amended and sent to the community for comment. If a legal problem arises from the legal review, that issue will be brought back to the Board for further discussion.

The current by-laws stipulate that the Board shall appoint a conference program chair and track leads. This is deemed to be an internal decision that should be removed from the by-laws.

**Decision:** Removal of this clause is approved and will be included in the revised by-laws.

### **Topic: Board Member Transition and Chair/Vice-Chair Elections**

The election process for Board officers was reviewed. Elections for a Chair and Vice-Chair are scheduled to be conducted after the general board election results are announced and before the first meeting of the new calendar year. Board officers will be elected by the current and incoming board member(s), with the outgoing Board members having no vote. Nominations are to be sent to Mary Miles.

**Decision:** The process as outlined will once again be followed.

### **Topic: 2009 Board Retreat**

Several facilitator candidates were identified and narrowed by the Board to two. Michael was charged with conducting a preliminary interview with the potential candidates, asking to submit a brief 2-page proposal (including costs). Once that material has been received, Michael and Mara will conduct phone interviews to make the final decision.

**Decision:** Michael and Mara will take the steps outlined above and report the results back to the Board.

### **Topic: 2009 Budget Document**

A preliminary budget document was briefly reviewed but will not be finalized until after the February retreat. Several areas still require additional work, one of which is conference expenses. Michael and Mary will continue to compile information on anticipated conference expenses.

**Action:** Michael will present a more detailed budget document at the January board meeting.

### **Topic: Sakai 3 Resource Allocation**

A Sakai 3 Resource Allocation draft was provided for discussion. As the end of the meeting was rapidly approaching, Board members were asked to carefully review this document and comment directly to Michael and the Board via the email list.

**Topic: Next meetings**

The Board was reminded that the next meetings were scheduled for January 15 and 29th. These will be added to the board calendar and a reminder sent prior to the meetings. The Board Retreat is scheduled for February 9-11, 2009 at Marist College.

With no further business before the board, the call adjourned at 3:50 p.m.

Respectfully submitted,

Mary Miles