

# Board Minutes 2009 Dec 10

## Sakai Foundation Board of Directors Meeting

December 10, 2009

This document contains minutes from the Sakai Foundation Board of Directors meeting held on December 10, 2009. Corrections, suggestions should be sent to Josh Baron 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: Josh Baron, John Norman, Jutta Treviranus, Stephen Marquard, Joseph Hardin, Mara Hancock, Lois Brooks, Michael Korcusk (ex-officio), Mary Miles (staff)

Board members absent: None

Guests: Ian Boston, Maggie Lunch, Michael Feldstein, Chuck Severance

### Topic: Welcome to New Board Members and Review of Board Rules

Josh expressed his sincere gratitude to the departing board members for their tireless service and early leadership which was invaluable to the entire Foundation. He also welcomed the incoming board members who are attending this meeting as guests. They will officially take their seats on January 1.

As a reminder to the entire board, Josh reminded everyone to submit agenda items one week in advance of scheduled board meetings with any relevant background materials being submitted at that time as well so that it can be reviewed in advance of the meeting. He pointed out the Conflict of Interest policy that is incorporated into the by-laws, noting that Article VI requires that each year all of Board members sign a statement of compliance. This practice will be followed in January. Michael and Josh will draft a statement of compliance which will be sent to all Board members for signature.

Josh stated that in the past there has been an agreement to not discuss publicly board issues until minutes have been approved and released. If time-sensitive issues arise prior to approval of minutes, those issues can be explicitly approved for publication prior to the release of the minutes. The incoming board members all agreed to abide by this policy.

The roles of the Chair and Vice-Chair were discussed. The current chair (Josh Baron) will continue to serve through the first meeting of 2010, but prior to that time, elections will be held for new officers and announced to the Board.

### General Board Business:

The November minutes were circulated earlier. A question arose around one of the issues discussed. The minutes were approved in general, but will not be published until Michael has had a chance to clarify the section in question.

### Financial Update:

As this meeting is a week earlier than usually scheduled, financial information was unavailable for reporting. Michael will prepare the financial reports and send out a complete financial statement early next week. In general, things are proceeding just as predicted. The cash balance is currently lower than anticipated but over \$50K of dues have been received thus far this month. At end of year, we will be approximately where the financial model indicated we should be in terms of cash.

### Formation of Contingency Planning Sub-Committee:

This issue has been discussed since Educause, but this needs to be more formalized. A group should be formed to develop a contingency plan in case the fundraising plan falls short which will possibly involve a reduction of staff. Over the next 6-8 weeks, a small group should work with Michael so that when March comes around and we have some indication of how the fundraising plan is going a decision can be made as to how to proceed. This is likely to involve a significant amount of time to develop even though Michael will do the majority of the work.

The following people volunteered to assist Michael in this effort: Josh Baron, Maggie Lynch, and Stephen Marquard

Josh suggested setting up a schedule this week to begin meeting. Michael will send an email by the end of this week to begin the process. Josh asked whether this group will look at new pricing models as part of this. Michael was unsure but felt that the group needs to assume that at least for the short-term that the pricing model will not change and the decision should be based on existing pricing structure.

### Fundraising update & board participation:

Josh reminded the Board that the current fundraising effort is hoping to recruit 12 new members. Michael sent a link earlier to a Google spreadsheet that has a list of 60 or so institutions that are being targeted. It would be very helpful for Board members to look down list and identify where connections already exist.

Michael noted that Mary continues to schedule meetings but we are looking for information on the best person to contact. Board members were asked to identify those institutions where there is some particular knowledge or where the Board member might be willing to help in moving forward.















