

# Board Minutes 2007 June 11

## Sakai Foundation Board of Directors Meeting June 11, 2007

This document contains minutes from the Sakai Foundation Board of Directors Meeting held on June 11, 2007, in Amsterdam. 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: Ian Dolphin, Joseph Hardin, Clay Fenlason, Chris Coppola, Vivie Sinou, Mara Hancock, Jutta Treviranus, Michael Korcuska (ex-officio), Mary Miles (staff)

Board members absent: Brad Wheeler, Lois Brooks

### I. Topic: Board Agenda Policy

Agenda items for Board meetings are to be submitted a minimum of one week prior to the scheduled meeting, with supporting materials circulated at that time. This allows for review of materials prior to the meeting, enabling a more informed discussion. If agenda items are submitted less than one week prior to the scheduled meeting, they will be carried over to the next scheduled meeting.

Action: The procedure outlined was approved and will be effective beginning with the next scheduled meeting.

### II. Topic: Finance

John reported on the budget presentation Chuck Severance will give at the conference on June 12. The picture is more or less the same as previously presented. A board meeting will be scheduled after the new Executive Director has time to assess the legal and other financial status to identify any gaps. That meeting should also include an intellectual property analysis.

Decision:

- Spending guidelines were established as follows: amounts up to \$5,000 are at the discretion of the Executive Director and do not need the approval of the board.
- Michael will prepare and submit for approval a document further detailing the approval process for items above the \$5,000 limit, identifying the spending limit which requires only the approval of the Chair, and the limit which requires approval by the entire board.
- Chris Coppola will provide materials for Michael's review related to the intellectual property analysis.
- Finance and Administration updates from the Executive Director will be a standing Board item.

### III. Topic: Board Function and Compensation

Under the terms of the by-laws, the board shall be composed of no less than 7 and no more than 11 members. The term is ambiguous, but is normally a term of 3 years. Elections are generally held in October, with the new board members assuming their seat in December.

The Board will approve operational issues, but will not direct operational issues - that is the role of the Executive Director, to whom the Board provides guidance. The Executive Director will allocate resources within a defined budget, submitting the budget to the full board for approval. The Board can affect strategic decision by allocating resources in a strategic direction, based on the recommendation of the Executive Director.

The Board suggests that more teaching and learning influence be reflected in the Board membership and will encourage people with a focus in that area to stand for election, thus encouraging a more diverse representation. A better defined position description for Board members is needed. The Board should be reflective of the community, and should encourage the voting members to choose wisely. Making better use of the lists is one key way to do this. It was suggested that "Advocacy" should be renamed to better reflect that direction. Suggestions for a name change should be sent to Michael.

Decisions:

- The board is responsible for financial issues, brand protection, and legal responsibilities of the foundation.
- Chris will submit a message to Advocacy to seed the upcoming elections.

### IV. Executive Director Transition

As a result of the Project Coordination meeting, it was apparent that there is no clear awareness of where the Sakai software is headed, making it hard for those involved to figure out where to spend their time and where to contribute. Most attendees did not seem to know how to get involved, making it difficult to deploy foundation resources. This demonstrates an underlying difference of opinion as Sakai goes forward: 1) more distributed, decentralized, organic model, or 2) get somebody together to make and/or mandate decisions. The board felt that consensus building was a better approach than decisions making, and that the board should help the community focus on some of the more difficult points. The philosophy of emergent property was discussed. Coordinated staff needs to be identified and focused. Without the strategic engagement of the schools, there is no method to allocate the resources available. Of the members who have been running pilots, a good number are going into production and more will follow, pointing out the need for more awareness of the transitions that institutions go through in engagement with open source. A form of induction process is needed, which tracks institutions who are on that path. There are currently 150 Sakai production facilities, 115 pilots, and 100 members. A good sense of direction is needed from the community, with the financial resources available identified to address how these challenges could be resolved. The problem areas can then be identified and a decision made on those which are reasonable. The board also needs to find ways to work with other open source communities within higher education.

V. Patent Update

The general view is that everything seems to be going according to the plan identified earlier. The Board remains as confident as ever.

With no other business before the board, the meeting was adjourned.

Respectfully submitted,

Mary Miles