

# Board Minutes 2005 Oct 18

Sakai Board of Directors Meeting  
October 18, 2005

This document contains minutes from the meeting of the Sakai Board held on October 18, 2005. Corrections, suggestions should be sent to Joseph Hardin and Mary Miles.

Board members present: Brad Wheeler, Babi Mitra, Joseph Hardin, Jeff Merriman, Jim Farmer, Jutta Treviranus, Lois Brooks, Carl Jacobson, Mara Hancock, Chuck Severance, Mary Miles (staff)

Guests: Ira Fuchs, Kevin Guthrie

Meeting began at 12:50 P.M. Ira Fuchs of the Mellon Foundation spoke regarding ideas surrounding an organization to support open source efforts in higher education that he and others have been discussing.

Agenda Item: Updates

Tulane has accepted our offer of assistance and is requesting comp rooms in Austin. They will be sending 6 people who are willing to double up. In addition, James Eid from Tulane will contact Chuck regarding their technical requirements. It was felt that someone may need to go there to help them.

Decision: Three comp rooms will be provided to Tulane so that members of their organization can attend the Austin Conference.

The Austin Conference was discussed. Joseph noted that there will be two handouts available tomorrow, one on the foundation and one on the Austin conference. We are currently running at a regression rate for an attendance of about 400. We need to get the information out and encourage people to attend the conference.

Agenda item: Licensing Issues

Chris Coppola reported on a work group chartered to figure out where Sakai stands on this issue. Within about 12 modules, there are 130 third-party modules or scripts that Sakai uses that have licenses other than ECL. Of those, we all but about 12-15 have been completely assessed and they expect to have the others done within the next week. About 87 are known to be in compliance, 36 are in some form of non-compliance. Of these, 7 are easy fixes and have been logged on to Jira. A meeting is scheduled with Barnaby Gibson on Tuesday to go over them. Once we get through all of this, there should be very few problems, but most of them will be resolved. At that point, the board is going to have to make decisions about risks. There are a few instances where it's unclear as to the status of what we need to do to be in compliance. All of this work should be done by the end of next week.

Next step is to develop a guideline for folks working on the code in the future. Some practices will be introduced as options. Chris indicated that his interest is to make sure that nobody gets a black eye from intellectual property. IBM told Chris specifically that they can't legally work directly with Sakai until it is clean. This will affect 2.1 and forward.

The process for 2.1 is that once we have something in as part of the mock QA, it is cleared from there. This should be part of the work group.

Joseph asked if there was a working draft of the contributor's agreement. Chris responded that this has not been a part of his focus. It was agreed that a contributors agreement is in itself not always sufficient evidence that you have done due diligence, but it's very valuable, and this work group will make a recommendation back to the board as to what restrictions would be acceptable.

Decision: Chris Coppola will develop a contributor's agreement and come back to the board with a presentation within the next two weeks.

Agenda Item: Foundation Updates

Joseph reported that the next step is to file the 501 (c) 3 application. An employee identification number has been obtained and there is now an official post office box address for the Sakai Foundation.

Motion: Joseph Hardin made a motion that since there was a quorum of incorporators in the room that they appoint the current board of the Sakai Project to be the board of the Sakai Foundation. Seconded by Brad Wheeler.

Decision: Unanimous approval.

Agenda Item: Annual Fees

Jim Farmer did some work on a fee structure for non-US members. Currently everyone in the US is paying more than they would if we tried to convert funds from one currency to another.

Decision: Jim and Joseph will work together to make a reasonable cut-off on annual fees.

Agenda item: Election Update

Carl reported that there are currently 14 nominations, but that nominations are open until Friday. Each nominee is sent a letter advising that they have been nominated and asking if they accept or decline. Those letters will be sent out this week, and followed by a two-week period for people to accept or decline. Those who accept their nomination will be asked to post a bio, platform statement, and photo which will be incorporated into ballot. Voting is scheduled for a 2-week period beginning on November 7. Carl reminded the board that new board members should be at the Austin conference.

Everything is in place for the elections. The ballot will be sent to the official representative from each organization, who can vote for up to 3 people. In the case of a tie, the board will make the final decision. Carl judged none of the nominees to be ineligible due to a conflict of interest.

Brad Wheeler made the motion that Board Members will not hold a paid position within the Sakai Foundation. This was seconded by Joseph Hardin.

Decision: Unanimously approved. Carl will prepare a brief paragraph that states this which will be distributed to all nominees.

It has also been suggested that the current board members also post their bio, platform statement and photo. This should be completed during the time the bios for candidates are being posted. Jim Farmer also suggested doing profiles in the newsletter.

Agenda Item: Roll-off of Board Members

The current by-laws state that a board member serves for a term of three years. There are three board members leaving the board at this time, and three more being elected. Next year, however, three additional members need to leave the board and there is not a method in place for determining which 3 that should be. For those leaving the board, their term will end at midnight on December 5. The new members will become active on December 6. Carl will determine how to handle contacting the nominees so they will be aware of the outcome and we can assure their attendance in Austin.

Decision: Leave this decision to the new board.

Agenda Item: DG/WG Charter Process

A debate has arisen over the process for forming a DG/WG. Since the procedures for forming a DG or a WG came from OSP, it was deliberately meant to be very simple, with only a few questions to determine whether it was a discussion group or a work group, and a sunset date was involved. Then, it was submitted to and approved by the board as that was the only mechanism available.

Decision: In the future, the Executive Director will vet and approve the charter. Joseph suggested that as an interim step, all requests for DGs or WGs be sent to Mark who would send them to the board. If there is no objection after 72 hours, it is approved.

Action Items:

¿ Mark Norton will build an "official" list of approved DGs and WGs and send to Susan.

¿ Future DG/WGs must have charter approved before they are assigned a log-in.

¿ Mark Norton and Jim Farmer assigned to work with Susan on [sakaiproject.org](http://sakaiproject.org); John Leasia assigned to work with Susan on collab; and Peter Knoop assigned to work with Susan on Jira to make sure all of the DGs and WGs are synchronized.

The Board Meeting was concluded and the members moved into private session to discuss personnel issues.