

Open Library Foundation

Meeting Minutes

September 1, 2016

I. Call to order

Michael Winkler, Managing Director of the Open Library Environment (OLE), called to order the inaugural meeting of the Open Library Foundation at 2pm EDT on September 1, 2016 at via a WebEx.

II. Present

The following persons were present:

- Michael Winkler (MW), Managing Director of OLE
- David Carlson (DC), Dean of University Libraries, Texas A&M University
- Sam Brooks (SB), EVP, Marketing, Sales, Publisher Relations & Strategic Partnerships
- Christopher Spalding (CS), VP, Open Source Platforms & Communities

III. New business

- a) Initial decision and declaration of the inaugural board:

Declaration of the founding members was made by SB, DC and MW.

- b) Bylaws presented:

The initial bylaws were proposed and discussed. Because of prior work completed on the bylaws, little discussion occurred outside the question on bringing on new members (SB, “How many and how soon”) and officers (MW, “Not all officers need to be board directors”). SB motioned for a vote on the bylaws. All were in favor of instantiating the current bylaws. Bylaws have been entered into the minutes and now stand as record.

- c) Populating the Board:

SB requested that the Board move to fill all seats (12) on the Board. DC suggested that we move to stagger board membership and onboard 3-4 at a time. Suggested process from MW: identify, invite, vote to accept, move to onboard. Once a member’s candidacy is accepted, the new member would join the next board meeting as a full director. A unanimous decision was made to onboard members as they agree to join. A list of candidates was requested and would be discussed in email or during next meeting.

SB suggested that said list would be divided up and Board members would approach proposed candidates.

MW put forward the motion that CS, not a member of the board, would be acting Foundation secretary for a term of one year. A unanimous vote in favor of CS holding the position of secretary was passed. The minutes note that CS is now Foundation Secretary.

DC asked what traits are needed for board members: Open, international, heads, strategic thinkers, other service providers? SB noted “Influencers”.

MW agreed and suggested: Positions of influence, not just deans, teaching and learning focused. DC and SB suggested a single pitch / talking points for approaching candidates as well as a formal invite.

d) Need for work on tax exempt status:

MW noted the immediate need for engagement with outside counsel to assist with the IRS 1023 submission for tax exempt status. CS took this on as a task to continue work on form and organize meeting with outside counsel.

IV. Actions

- Send earlier list of candidates
- CS Organize 1023 meetings with MW
- Gather talking points
- Organize next meeting
- Finish minutes

V. Adjournment

Michael Winkler, Managing Director of the Open Library Environment (OLE), adjourned the meeting at 3.05 EDT.

Minutes submitted by: Christopher Spalding, Secretary, Open Library Foundation