## OLF Board Meeting March 25, 2019 – Virtual Conference Call – Minutes

**In attendance:** David Carlson (President) (DC), Sam Brooks (SB), Deborah Jakubs (DJ), Ross MacIntyre (RM), Kristin Antelman (KA), Tom Cramer (TC), Mike Winkler (treasurer) (MW), Christopher Spalding (secretary) (CS), Stephanie Buck (assistance secretary) (SBu), Ginny Boyer (managing director) (GB)

- Call to order and welcome from DC
- *Approved*: Minutes: 12/12/2019 (Washington, DC)
- Update from the Treasurer MW
  - Budget update and brief discussion on FOLIO stakeholder vs OLE stakeholders. Brief question and discussion on FOLIO contributions moving forward - how will they contribute vs. draw on the foundation in the future? The question was left open for future discussion.
  - The tax filing is not done yet. The 990 is nearly ready to submit for 2018. There may be a small fine for not having filed in 2016 and 2017.
  - MW formally announced his retirement at the end of August 2019. SB thanked him for his work and dedication to FOLIO and the OLF
- Update from the Managing Director, GB
  - Goals/Objectives for 2019 available for the board in case of questions
  - Brief discussion of term appointments for Elected Officers in June and need for codified document outlining election process. GB will draft process and email to the Board for approval before the June 3, 2019 meeting.
- Discussion of OLF Organizational Updates
  - OLF Marketing & Communications Team has been convened by Rachel Fadlon. The team charge is linked above. The team manages WOLFcon, the OLF website and branding, and publisher relations. The Board agrees a summary or report of what the team / committee has worked on at each meeting would be helpful and GB offered to manage. KA requested a member list of each committee. The Board agreed it would be helpful to invite committee representatives to portions of Board meetings as needed.
  - WOLFCon planning for 2020 at Texas A&M is underway.
    - Budget Discussions are ongoing.
    - There was discussion around messaging of WOLFcon and why other projects (not FOLIO) would want to participate, how meeting locations are chosen, and how the event is funded membership line item vs. registration fees. Membership line item isn't as practical as the size of the event grows. The importance of sponsorships was noted as a way to keep registration fees as low as possible. Higher registration fees mean smaller projects and communities may not be able to attend. All agreed the OLF should not underwrite the event long-term.
    - All agreed January is generally a good month for the event.

- The Board would like the Marketing Committee to develop a statement on the value of attending WOLFCon, as well as recommend potential locations for 2021.
- Discussion of Proposed OLF Organization
  - Executive teams are common on other boards. The Board would like the scope as outlined in link above refined, along with further clarifying of authority and limits. Otherwise the Board agrees the Executive team should form.
  - The Projects and Initiatives Team was discussed as a way to strengthen and build closer relationships between projects, as well as a way to respond to the letter discussed at the December Board meeting, without directly replying. The Board agreed the Executive Team would build a charge for the Committee to be created and to send a draft to the letter writers asking for comment.
  - A draft Charge is linked here OLF Infrastructure Team, and here an Infrastructure Inventory. CS noted that FOLIO's Github folio-org organization, FOLIO's JIRA site, FOLIO's Wiki and Discuss sites and InMotion hosting will all be moving to the OLF infrastructure. Discussion of the need for specific people already involved with infrastructure to be on the new team followed, as well as an inclusive invitation to the communities. The board agreed the team is necessary. GB proposed the Charge be reviewed and responded to by May 1, 2019, the Board agreed.
  - CS will create an Advisory Committee for OLF projects leveraging the OKAPI platform. CS will send messages to both FOLIO and ReShare to organize the group.
- Discussion of Other Business
  - CS reviewed the topics of the upcoming meeting with Ropes & Gray (lawyers)
    - To be discussed in the meeting: a review of what we can expect from Charter reviews / boiler plate language to avoid legal counsel each time a community joins and an exit clause and any ramifications an exit clause would have on OLF bylaws.
    - The meeting will occur within next 2 weeks. They can advise within 6 weeks.
    - There was brief discussion of how OLF receives services from Ropes & Gray – the letter of engagement and rider is through EBSCO – and further discussion of the Foundation looking into its own council or law firm to have on retainer.
    - The Board and EBSCO agree that the arrangement with Ropes & Gray works for now.
  - MW updated the Board on Privacy Statement(s). The Foundation needs a statement, but individual projects don't. The Board agrees the short statement (linked above) will work. DJ offered to run the statement by Dave Hanson, AUL and a lawyer interested in privacy. SB suggests the Infrastructure Team ensures

the Foundation is able to remove a person's data if asked, as noted in the privacy statement.

- GB led a brief discussion of Board Liaisons. Projects aren't asking for it because it wasn't offered in initial and onboarding conversations. RM, TC and DC think Liaisons would be helpful to the Board and to the Community. Discussion of how Liaisons are assigned, and if it is internal or external. The Board agreed it a Liaison would be decided at the Board level as part of the Onboarding process, and that names of Board Liaisons for each Community would be posted to the website.
- OLF Communities Updates
  - FOLIO fundraising job description changes were approved and incorporated. Discussion of how to move forward with posting and hiring the position. TAMU is offering to host. The Foundation will execute a memorandum of understanding with the host institution noting that the OLF will reimburse the university for the position. MW offered to work with TAMU to get the process started. A Managing Director position has come up in various discussion again, because the fundraising position doesn't have a central point of contact at FOLIO. It was agreed that FOLIO Stakeholders are the central point of contact for the OLF Board, and the fundraiser.
  - MW expects OLE to add another partner from Germany, a library network, in the next few weeks.
  - MW updated the Board on ReShare. They are starting to commit code and have some of the funding they need. They have applied for an IMLS grant to support further code.
- Onboarding Updates
  - VuFind and CORAL have adopted OLF and are waiting on responses from the Board. They are both working with a GPL license. VuFind has requested a gift agreement for IP.
  - GOKb's Charter is complete and it should be ready for Board approval. KA will send Charter to GB to send to the Board for review. A vote via email is sufficient if the Board is ready before the next meeting. This should be the process for Charter approval moving forward.
- Recruitment Updates
  - ARC (Advanced Research Consortium) was contacted by DC in December 2018.
    MW will send DC a list of OLF services for next communication.
  - CC Plus was pleased to be contacted by RM. They meet in a few days.
  - Deep Backfile Project Proposal is a copyright clearing and affirming project. They are still building a community, and MW will stay in contact.