

Open Library Foundation

Meeting Minutes

January 26, 2017

I. Call to order

David Carlson (DC), Dean of University Libraries, Texas A&M University (Board Member), called to order the meeting of the Open Library Foundation at 1:15 pm EDT on January 26, 2017 at the Loews Hotel, 154 Berkeley Street Boston, MA, 02116. The meeting took place after the FOLIO Stakeholders meeting.

II. Present

The following persons were present:

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

III. Proposed Agenda

- Discussion of requirements for budgeting, governance, policies
- Discussion of new community recruitment
- New Board recruitment

IV. New business

- a) CS circulated minutes from October 28th, 2016 meeting. Minutes were unanimously approved by board members.
- b) MW gave update on 501c3 process and Ropes & Gray initial thoughts on likelihood of exempt status. Reported that process would take at least 90 days for the IRS to comment.
- c) MW noted that Cornell had begun process around recruitment for developers, but would not hire until exempt status was gained. MW said that Mellon would also not execute a grant until status was known and official.
- d) MW and CS spoke about the proposed invites for communities (as suggested by DC in an earlier email) and the need for a lightweight charter. This was

approved via email and discussed as process going forward. SB brought up other organizations he would like to see invited in the future: VUFind, Blacklight and Code4Lib. All agreed that such communities would be a good fit for the Foundation.

- e) MW suggested that MW and CS work on policy documents for the Foundation and email them to the group. Policies in areas like: signatory abilities, staggered board seat process, incubation of new project, governance templates for onboarded communities, etc. All agreed and tasked MW and CS with project.
- f) SB suggested that we look again at the list of proposed board members and prioritize who will speak with each candidate. DC asked that we wait until the Foundation had been given an exempt designation from the IRS. All agreed.

V. Actions

- Keep Board up to date regarding 501c3 application – MW, CS
- Create policy documents for approval by Board – MW, CS

VI. Adjournment

David Carlson (DC), Dean of University Libraries, Texas A&M University (Board Member), adjourned the meeting at 2:05 pm EDT.

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