

Open Library Foundation

Meeting Minutes

October 28, 2016

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 12.30 pm EDT on October 28, 2016 at the at the Duke in DC offices at 1201 New York Ave, NW Suite 1110, Washington DC.

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. New business

- a) Christopher Spalding (CS) circulated minutes from Sept. 1 meeting. Minutes were unanimously approved by board members.
- b) Michael Winkler (MW) and CS: Update on Ropes & Gray Meeting. CS and MW noted meetings with Ropes & Gray and forward movement on submission of IRS form 1023 for assignment of tax exempt status [501(c)(3)]. Ropes & Gray suggested one change to foundation's bylaws regarding majority vote. Discussion to move from unanimous vote to super-majority ended in a vote in favor to make the requested changes.
- c) Board member selection discussion. Sam Brooks (SB) suggested we continue discussion on extending the board to 5 to 7 members in short order. Discussion determined the board would have a phased approach of first asking two candidates and then once on boarded would propose and approach two more. Initial discussions on candidates determined a handful of valuable suggestions. David Carlson (DC) and SB suggested that MW and CS compile a list of talking points before DC and SB would approach candidates. It was

determined that talking points should be delivered and final candidate list be approached after next Open Library Foundation (OLF) meeting.

- d) MW noted the need for various foundational documents for the OLF to function. MW suggested that we create a boiler plate contributor license to ensure that contributed code does not expose the foundation to risk. CS suggested that he approach EBSCO Legal as well as Ropes & Gray for some options. Suggested drafts would be circulated. MW proposed project charters from the current projects (FOLIO, OLE and GOKb) to officially join the OLF. MW proposed that MW and CS begin work on the charters within the various projects. Proposal was approved by board.

MW and CS also discussed creating a legal instrument to transfer IP that is being created by Index Data to the foundation. CS suggested that EBSCO Legal already has something that could be employed to do this, but would check. CS proposed that once the instrument was located it should be passed to Ropes & Gray to comment and then be circulated to board members. CS took as an action item.

- e) MW noted the immediate need for a treasurer to assist with operational process (e.g. opening a banking account for the OLF). DC nominated MW, SB seconded. The motion was unanimously approved. Michael Winkler was approved for the officer role of “Treasurer” for the Open Library Foundation.
- f) MW noted the need for signatories for the OLF. MW suggested MW and CS. DC, SB and MW approved of the suggestion, noting that documentation would need to be drafted for the board to approve noting what each party could sign for, and for what operational functions would the secretary (CS) or treasurer (MW) need to glean approval of the board. MW and CS took creating such a document as an action item.
- g) MW noted the foundation would need working capital for shared resources, (legal, accounting, administrative, and infrastructure). MW noted money being transfer from current OLE accounts to foundation. CS said he would investigate how EBSCO plans to assist in supporting OLF operations.
- h) MW noted the need to begin to discuss a process on incubating other open source projects that might want to join the foundation for administrative support. He asked what that might look like. DC suggested that MW propose some ideas and bring back to the board. CS said he would support MW in that endeavor.

- i) MW and DC asked where future the board meeting minutes will be posted along with future documents or legal instruments. CS suggested on the OLF website. CS took the action item to investigate building out a repository for these documents with the current web team supporting the site.

IV. Actions

- Gather talking points for approaching board candidates – MW, CS
- Discuss updates to bylaws with Ropes & Gray – MW, CS
- Documents to be created to protect OLF or for donating IP – MW, CS
- Propose document for signatory responsibilities – MW, CS
- Check on working capital – CS
- Investigate repository for documents to be public – CS
- Incubation ideas or proposal – MW

V. Adjournment

David Carlson (DC), Dean of University Libraries, Texas A&M University (board member), adjourned the meeting at 1.35 EDT.

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