

# ***Open Library Foundation***

## ***Meeting Minutes***

August 29, 2017

### **I. Call to order**

David Carlson (DC), Dean of University Libraries, Texas A&M University (Board President), called to order the meeting of the Open Library Foundation at 12:30 pm EDT on August 29, 2017 at the Loews Hotel, 154 Berkeley Street Boston, MA, 02116.

### **II. Present**

The following persons were present:

- Kristin Antelman (KA): University Librarian, California Institute of Technology (Board Member)
- Sam Brooks (SB): EVP, Marketing, Sales, Publisher Relations & Strategic Partnerships, EBSCO (Board Member)
- David Carlson (DC): Dean of University Libraries, Texas A&M University (Board President) [via video conferencing]
- Deborah Jakubs (DJ): University Librarian & Vice Provost for Library Affairs, Duke University (Board Member)
- Christopher Spalding (CS): VP, Open Source Platforms & Communities, EBSCO, Open Library Foundation, Secretary (Officer)
- Michael Winkler (MW): Managing Director of OLE, Open Library Foundation, Treasurer (Board Member)

Absent:

- Ross MacIntyre (RM): Head of Library Analytics Services at Jisc (Board Member)
- Qiang Zhu (QZ): Library Director at Peking University and Deputy Director of CALIS (Board Member)

### **III. Proposed Agenda**

- Initial Foundation report out
  - Financial report to date
- Board membership especially representation of affiliated members
- The Work of the Foundation
  - What is it?
  - What are the services to members?
  - How is the foundation funded?
    - Discussion on financial models and sustainability
  - How is it staffed?
  - Discuss around program or roadmap for foundation

- Missing procedures or documentation?
  - Website and stated mission
- Future meetings:
  - Schedule and location (note Intrl representation)

#### **IV. New business**

- a) DC called the board meeting to order and apologized for his absence from room (Hurricane Harvey had prevented his travel from Houston, TX). DC then welcomed the new members of the board (DJ, KA, RM and QZ ) to the meeting.
- b) MW presented the initial financials report to the board. See attached. He noted overhead costs and lack of communication from the accounting firm (which has recently changed its name to Profit Foundry). SB suggested we look for alternatives. MW noted he had suggestions from contacts at Duraspace. MW reported that the initial \$500K within the Open Library Foundation (OLF) accounts represents money transferred from the Kuali account closures, as well as recent OLE (Open Library Environment) partner dues. OLE has transferred \$20k into the OLF accounts to help manage operational needs: Amazon Web Services, GSuite, Zoom Conferencing, legal counsel, accounting and tax services. MW noted expenses will change going forward with new projects coming onboard, but these new projects will help offset these costs. Board requested that a policy be built around expense approvals as well as a reporting process that will lead to reports being added to an open web repository on the OLF website. MW requested that EBSCO look to match OLE support for the OLF. SB requested the OLF invoice EBSCO in the same manner it will invoice OLE.
- c) Board requested that MW and CS create a menu of services that can be offered to new open source projects interested creating a relationship with the foundation. Outside of the services noted above, thoughts around exposure to donors and strategic leadership was voiced.
- d) Discussion on open seat and the need to fill the board position in the next six months. MW noted that he would reach out to Millicent Gaskell to glean interest.
- e) Recorded vote to accept the VuFind proposal to join the foundation. Proposal attached. Board voted unanimously (via email) to bring VuFind into the foundation as an associated project.
- f) Discussion regarding a membership committee was put forward by SB and expanded upon by the group. The membership committee would vet

incoming request to join the foundation and make proposals / suggestions to the board. Membership of the committee would be from the projects housed by the foundation. The chair of the committee would either hold an ex officio or voting seat on the board. This requires more discussion.

- g) Discussion on the FOLIO Infrastructure Special Interest Group (SIG) looking to expand their role to a foundation level outlook. This would be done to help consolidate infrastructure or services across all projects under the OLF. Further discussion is required since said SIG has just begun their analysis work.
- h) It was noted that many policy documents need to be put into place. MW and CS took the role to draft these documents for the boards reading and approval.
- i) MW noted that the foundation needs to finish tax reporting.
- j) CS noted website updates will be coming soon. All work would need to be approved by board.

## **V. Actions**

- Policy documents (e.g., expenses policy, request to charter policy for new projects, contributing license boilerplate, etc.). – MW, CS
- Website work to be finished and passed to board for approval. – MW, CS
- Arrange board call in November/December. – CS
- Send suggested dates for face to face. – CS
- Update VuFind on acceptance of charter. – MW
- Invoice EBSCO for operations costs. – MW
- Reach out Millicent Gaskell. – MW
- Look to change accountants. – MW

## **VI. Next Board Meeting**

CS is to schedule a call during November or December for an update on policy work and any decisions to be made by board. CS should also look to schedule the next face to face meeting sometime in the late spring / early summer timeframe.

## **VII. Adjournment**

David Carlson (DC), Dean of University Libraries, Texas A&M University (Board President), adjourned the meeting at 4:10 pm EDT.

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