



Open Library Foundation Board Meeting Minutes

January 24, 2020 (Texas A&M), 9AM - 3PM CST

In attendance: Deborah Jakubs, Kristin Antelman, Sam Brooks, Tom Cramer, David Carlson, Mr. Liu Wei (for Dr. Yunhai Tong), Peter Murray, Christopher Spalding, Ginny Boyer, Scott Anderson, Stephanie Buck. Partial attendance: Patrick Zinn, Kate Waldron, Rachel Fadlon.

- Call to order and welcome from David at 9:05 am.
- OLF Marketing & Communications Committee
 - Rachel Fadlon, Kate Waldron, and Patrick Zinn attended the first portion of the meeting to give an update on WOLFcon, which occurred Jan. 22 through Jan. 24, 2020, and other OLF marketing efforts.
 - In 2019, the OLF Marketing & Communications committee created a new team, who worked on setting up a new foundation website and new twitter, among other activities.
 - WOLFcon was successful with just under 200 people registering. The Board set a goal for the conference to be budget neutral. The WOLFcon planning team believes there will be a slight surplus to the budget. There was discussion about what to make better for future years. A feedback survey will be sent to all attendees. WOLFcon 2021 will be hosted in Hamburg, Germany, most likely in March.
- **Approved unanimously:** Minutes, with minor edits provided by Kristin Antleman, September 19, 2019 (Virtual). The Board agrees that minutes can be approved by email vote moving forward.
- Update from the Managing Director
 - Ginny noted the considerable work done by the Executive Committee to review the Foundation's accounting processes and practices that began with the onboarding of Scott Anderson as Treasurer. New practices and processes are in place and should work to protect the Foundation from legal or financial risk.
 - Discussion ranged from the Foundation's dependence on the FOLIO project's success, to infrastructure costs, the CPA the Foundation uses, and how best to pay for Foundation staff.
 - There was discussion of overlap between the Managing Director of the OLF position, and the future leadership position within FOLIO.

- **Approved unanimously:** The Board reviewed and approved the amended 2017 and 2018 tax filings.
- There was discussion about the Foundation's 501c3 status, and ensuring that separate parties are responsible for accounting activities and tax preparation and filing.
- Ginny reviewed the Foundation's operating budget, highlighting the main expenses as administrative expenses and collaborative infrastructure costs. The Executive Committee was asked to put together a position statement for the Board outlining the separation of FOLIO and the OLF.
- There was discussion of how best to manage the funds in a Foundation bank account that is set to be closed.
- Update from the Treasurer
 - Scott reviewed the work done on processes, transitioning to a new bank, credit card payments and outstanding invoices due to the Foundation.
 - There was discussion of the Foundation's need for liability insurance.
 - Scott noted the Board might start thinking about new accountants and auditors come this spring.
- Update on Legal
 - Ginny outlined the work done so far by Fox Rothschild, and the work that remains.
 - The Board approved up to \$10,000 to move forward with the remaining work.
- OLF Infrastructure Review
 - Peter Murray updated the Board on the AWS/GitHub assessment and cleanup, which included a recalibration of the FOLIO budget with cost savings.
 - Peter also noted that the Foundation's shared Google folder will be transferred to a shared Google Drive. He recommends exploring integration with JIRA and Confluence for integration.
 - Regarding the infrastructure support, Peter reminded the Board that the responsibility for managing the AWS infrastructure is with the projects. The Committee can provide guidance and oversight and consent when needed.
 - The Infrastructure Committee is in the process of rethinking Slack, Jira & Confluence, which will depend on the outcomes of the governance work at the FOLIO project.
- OLF Business Model
 - Ginny reviewed the proposed business model with the Board. There was discussion of the process in creating the second draft, and the incorporation of feedback from communities.
 - **Approved unanimously:** Each project joining the Foundation will need to become an SMLLC under, and with guidance from, the OLF

- The Board asked Ginny to outline three options around the Leadership Roundtable and Board representation which can be voted on by email.
- There was discussion about membership fees, and the Board asked Ginny to clarify what non-profit means.
- **Approved unanimously:** the proposed membership levels and fees, with non-profit clarification.
- The Board asked that the Foundation's bylaws be updated to extend Board Officer seat terms to three years, to match the terms of the Directors.
- Other business
 - David Carlson ARC's (Advanced Research Consortium) request to Charter with the Foundation. The Board agreed that ARC would be a good addition, and will proceed with onboarding ARC.
 - The Board reviewed a draft Gifts Policy and suggested minor changes. The Board will vote via email when the draft is finalized.
 - There was discussion around the timing of face to face Foundation Board meetings in the coming year.

Meeting adjourned at 3:03 pm.

Respectfully submitted,

Stephanie Buck
Assistant Secretary