



## Open Library Foundation Board Meeting Minutes

March 10, 2020, Virtual, 10AM - 1PM EST

**In attendance:** Deborah Jakubs, Kristin Antelman, Sam Brooks, Tom Cramer, Ross MacIntyre, Christopher Spalding, Ginny Boyer, Scott Anderson, Stephanie Buck.

Ginny Boyer welcomed everyone and called the meeting to order at 10:07 am.

**Approved unanimously:** Minutes, January 24, 2020 Texas A&M meeting.

Updates from the Managing Director Ginny Boyer & Scott Anderson

- OLF Accounting and Retrospective
  - 990s
    - Submitted, pending receipt approval from IRS
    - Following acceptance, the Treasurer and Ginny will focus on the 2019 990
  - Quote Pending from Association Headquarters re: Accounting Services and Liability Insurance
    - We won't receive quote until 990's are submitted
    - We have received an updated quote from Profit Foundry as well
  - Review of OLF Operating Budget
    - Ginny has taken on coding and approving of expenses in bills.com so that funds are accounted for and spent appropriately
    - FY19/20
      - 50-25-25 EBSCO/OLE/ID Split for Solvency -
      - Pending payments from ID to weather the remainder of FY
    - FY20/21
      - The Board entered Executive Session at 10:36 am and exited Executive Session at 11:15 am
      - *Approved unanimously:* Request to FOLIO Stakeholders for Funding in the interim year while the Foundation moves forward with it's Membership and fee structures:
        - OLF Base Operating: \$50,000
        - FOLIO/OLE Infrastructure: \$119,000
        - TOTAL: \$169,000
- Update on Legal
  - Documents for Review

- SMLLC - FOLIO used as Template
      - FOLIO Stakeholders will need to look at this and provide comment
        - Ginny will schedule a meeting
    - COI Policy
      - There was discussion of the COI as *a standard policy among charitable, educational, and scientific nonprofit organizations.*
      - There was discussion on the need for COIs beyond financial interests.
      - The Board will review the policy and vote on it via email
      - Ginny will follow up on liability insurance quote
  - Update on OLF Business Model & Governance
    - Mobilizing the new Business Model
      - Supporting Membership w. Existing Resources
        - Marketing & Communications Plan Forthcoming
          - There was discussion of the need for transparency from both the OLF and projects
          - Ginny will have structure outlined for next Board meeting in June
        - Membership Committee being Assembled
        - NetSuite being re-evaluated as a CRM to Support Membership
      - Existing OLF Projects - Next Steps
        - Ginny will call meeting with each of the projects individually to present final membership model and begin conversations around whether projects want to formally join the OLF
          - Steph will support Ginny on calls from the Exec Team level
          - David will be involved as President
        - There was discussion of the potential for communities that have already Chartered with the OLF not being interested in joining with the new membership structure
      - ARC Interest in Chartering
        - Ginny will review membership with them to pursue Chartering, with David and Steph
    - Regarding Board Director seats, the Board voted to include a Leadership Roundtable member as a Director and on the Executive Committee
      - The Board will need to create a timeline around projects joining the OLF, the Leadership Roundtable, and then elected to the Board
        - If possible, align with the start of the fiscal year (July 1, 2020) with other Director seat vacancies

## OLF Executive Committee Update

- Board Terms & Roles
  - Re-election of Officers
    - There was discussion of assistant officer roles, mainly Assistant Secretary and Assistant Treasurer
    - A Vice President was discussed as needed for when the President is unable to attend meetings
    - **Approved unanimously:** All current officers were reelected for the coming year. David Carlson, president; Scott Anderson, treasurer; Christopher Spalding, secretary; Stephanie Buck, assistant secretary
    - **Approved unanimously:** Tom Cramer as vice president of the Board of Directors of the Open Library Foundation
  - Ross MacIntyre will be retiring and nominates Siobhan Burke, a colleague at Jisc.
  - Kristin Antleman is stepping down and would like to nominate someone from ReShare/GOKb.
  - There was discussion of a slate of nominations and the process for Director seats for the Board to consider and vote on, along with a community period of time for comment.
    - There should be a set of criteria for Board balance, i.e., international presence etc.
    - The Executive Committee can work on the criteria for nominations, like a personal statement or expression of interest, international participation, balance, etc.
    - The Board should suggest nominees through mid-April when a slate will be share with the community with a write-in option; an expression of interest should be delivered to the Board by April 30

## Other Business

- The Board supports the recommendations made by Peter Murray for the OLF Infrastructure and corresponding budget
- Amazon has approved an AWS Open Source promotional credit of \$25,000
- The Gifts Policy discussed at the January 24, 2020 OLF meeting is now a formal OLF policy
- The OLF Board meeting scheduled for June 10 at Stanford may be a virtual meeting depending on the state of COVID-19 and the novel coronavirus. The Executive Committee will touch base with Tom at the end of April.

## OLF Organizational Updates

- Fox Rothschild will handle filing 501c3 paperwork in future WOLFcon locations so that we can receive the appropriate tax benefits. This has been a challenge since we did not do this for WOLFcon 2020 in Texas as we were unaware of the requirements.

#### OLF Board Upcoming Meetings

- OLF Board
  - June 10, 2020, Stanford University, 10am - 3pm
  - September 10, 2020, Virtual, 10 am - 1 pm (EST)
  - January 15, 2021, Virtual, 10 am - 1 pm (EST)

Respectfully submitted,

Stephanie Buck, Assistant Secretary