



## **Open Library Foundation Board Meeting Minutes**

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

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

Ginny Boyer and David Carlson welcomed everyone and called the meeting to order at 10:04 am.

**Approved unanimously:** Minutes, March 10, 2020 virtual meeting and May 4, 2020 virtual.

Update from the Managing Director, Ginny Boyer

- The current Managing director's term ends in December 2020. The Board will work on identifying and recruiting a new part-time volunteer to fill the role moving forward.
  - The Executive Committee will work to update the job description. A candidate with strengths in outreach and communications would be ideal. It was agreed that a two-year appointment would work well.
- A review of the OLF Operating Budget shows expected expenses for the coming fiscal year.
- The Foundation may need an audit to accompany the filing of FY2019's 990, but cost estimates for the work so far are high. There was discussion around why the Foundation should have an audit completed. Scott and Ginny will work on potential alternatives to a full audit.
- The Foundation's FY2019 990 needs to be filed by July 15, 2020, or an extension should be requested.
- Ginny updated the Board on the Executive Committee's work with legal on the documents needed to implement the new organizational structure. The Board agrees that the Executive Committee will review the documents and work with legal to assemble the documents for release to projects and communities.
- There was discussion of the makeup of the Membership Committee and its goal of supporting onboarding and recruitment. It was decided that there should be a Board liaison, a representative from each community, and a representative from a community University. Stephanie Buck volunteered to serve as Board liaison, and Tom Cramer volunteered to represent community Universities. There was further discussion of including representatives from the Marketing & Outreach committee in the core group.

- Ginny reported that she and Peter Murray are looking at NetSuite as a potential tool to support membership. Ginny will include Christopher Spalding in future discussions around possible configuration and implementation, because of his past engagement with the pro bono NetSuite services.

#### Executive Committee Update

- The Board of Directors will have two vacancies come July 2020 with Kristin Antleman stepping down, and Ross McIntyre's retirement.
  - One Director's seat will be filled by the Board as indicated in the Bylaws. The Board agreed to develop a slate of nominees by June 30 for discussion in early July. The Board will vote electronically by July 15.
  - The second seat will be filled by an OLF Community representative, which will come from the Leadership Roundtable in the future. The Board agreed with the Executive Committee's recommendation:
    - The Executive Committee recommends that an interim BOD be elected for a single year from within the bounds of our existing community of projects (FOLIO, ReShare, VuFind, CORAL, GOKb). We would seek nominations from community leads to develop a slate for BOD voting. It can be clearly stated that this is an interim measure prior to an instantiated OLF LR which will elect its own Board representative next year.
    - Ginny will email the communities to build a slate for the Board to vote from.
- Ginny reviewed a draft Conflict of Interest Policy with the Board. It is a standard policy among charitable, educational, and scientific nonprofit organizations. It only covers financial conflicts of interest, and does not address duality.
  - The Board agreed that duality does not need to be included in the policy, and that they will review the policy ahead of the early July Board meeting so it can be voted on then.
  - The policy will be replicated at the project level.

#### OLF Organizational Updates

- Ginny reviewed a WOLFcon 2021 update from Kate Waldron and Rachel Fadlon. The Planning Committee recommended postponing WOLFcon to 2022 given the unknowns surrounding COVID-19. There was discussion of cancellation clauses in contracts, event planning and COVID-19.
  - The Board decided to move forward with planning for a May 2021 in-person conference as it is now. They will revisit the recommendation to cancel or postpone until 2022 at the September Board meeting. They encouraged the

Planning Committee to pursue virtual programming along with in-person programming.

The meeting adjourned at 12:21 pm.

Respectfully submitted,

Stephanie Buck, Assistant Secretary