



Open Library Foundation Board Meeting Minutes

September 10, 2020, Virtual, 10 am – 1 pm EST

Present: Chris Keene, David Carlson, Ginny Boyer, Deborah Jakubs, Christopher Spalding, Scott Anderson, Sam Brooks, Tom Cramer, Stephanie Buck

David Carlson welcomed newest Board Director Chris Keene and the meeting was called to order at 10:03 am.

Approved unanimously: June 2020 and July 2020 meeting minutes

Treasurer's Report & Accounting Update, Scott Anderson

- All accounts due to the OLF have been paid
- 2019 accounts have not yet been reviewed and the 990 has not been filed (Sept. 15 deadline with extension)
- The plan moving forward is to file 2019 return for 12 months, then 2020 return for first six months of this year
- This will move filings to align with our fiscal year, July 1, 2020
- Attempting to secure review of accounting before filing and hope to be all wrapped up with both filings by February 2021
 - The first firm who was recommended by our current accountant, Gindler, Chappell, Morrison & Co., P.C. were confused about who was doing what between our accountant and the reviewer and several questions went unanswered between early July and until early September. During that interim Ginny and Scott consulted the lawyers for recommendations of suitable firms. A second firm recommended by our current lawyer, Gillam Bell Moser, is sending a quote. Once that is in hand, Scott will make a decision between the two firms and commence this review and 990 filings by the close of next week.

Update from the Managing Director, Ginny Boyer

- Review of the OLF Operating Budget contains no surprises
 - Funds earmarked for accounting may change depending on which accounting firm is chosen
- Accounts reconciliation due Monday, September 14, 2020 for the month of August
 - Ginny will reconcile and get back to the Board with an updated cash balance

- FOLIO fully intends to formally join the OLF
 - Ginny and Scott are working to separate OLF and FOLIO funds via sub-funds with PNC bank
 - FOLIO dues have already been paid into OLF
 - There was discussion of operating costs in both budgets
- Update on Legal Initiatives
 - SMLLC, Project COI + Articles of Inc. are a **GO!** Next steps w. Legal + Accounting:
 - FOLIO will be the first formal OLF member and they have already filed with the State of Delaware as an SMLLC
 - Ginny provided an update of conversations within FOLIO pertaining to who will be interim Managers of the Company
 - There was discussion of the interim Managers for FOLIO and of OLF Board approval of Projects operational appointees in general
 - Bylaw Review is progress with Fox Rothschild now
 - At the last Board meeting a Conflict of Interest was approved and adopted. Stephanie will send the Board and Officers the document for signature.
- Update on OLF Business Model & Governance
 - There was discussion on how best to support Foundation Membership with existing resources
 - The Membership Committee has formed with a few representatives from FOLIO
 - Currently, Stephanie Buck is the committee convener, though in the future, the convener should be someone dedicated to Membership for the Foundation
 - The committee will be asked to take international membership into consideration; Chris Keene agreed to join the committee
 - The committees plan for increasing membership in the next year to 18 months was reviewed and discussed
 - David asked that the committee consider onboarding ARC, the humanities organization
 - When there is no longer a Managing Director, Stephanie will be the point of contact regarding membership inquiries
 - Ginny gave an update on OLF Project membership and there was brief discussion of next steps
 - There was discussion of the administrative work to be done when the Foundation no longer has a Managing Director
 - While discussing Officer time constraints, the possibility of adding a Assistant Treasurer to the Executive Committee, as outlined in the Bylaws, was discussed
 - Scott Anderson will consider what would be required of the role if it were to be created and filled

OLF Executive Committee Update

- David's pending retirement and exit from the Board was noted (with sadness) and the need for transition planning was discussed

- **Approved unanimously:** Tom Cramer will succeed David as President of the Open Library Foundation Board, with a January 2021 transition
- The Board reviewed and discussed the revised job descriptions for the volunteer roles that will replace the Managing Director role
 - The roles will be volunteer Visiting Program Officers, one dedicated to Membership and the other dedicated to Strategy
 - Ginny will revise the descriptions as discussed and send to the Board for approval
 - Once approved, the jobs will be posted to the OLF website and professional listservs
 - The Executive Committee will review candidates and provide recommendations to the Board
- There was brief discussion of the OLF Leadership Roundtable interim Board seat slate
 - FOLIO will identify a candidate for a slate and then it will be complete
 - Once all projects have nominated a representative to the slate, Stephanie will send the slate to the Board for a vote

OLF Organizational Updates

- OLF Marketing & Communications Team
 - WOLFcon 2021 will be virtual
 - There was discussion of what to charge for a virtual conference and it was noted that the planning committee should think about sponsorship
 - Cost neutral or profit geared? Registration fee?
- [OLF Infrastructure Team Update](#) Peter Murray

OLF Board Upcoming Meetings

- Stephanie will schedule virtual meetings for the Board for the coming year, including a check-in in November 2020 to review candidates for the Program Officer roles
- Meetings will be scheduled for January, April, June, and September 2021 (10 am to 1 pm EST)

The Board thanked Ginny for the time, effort and excellent work she accomplished as Managing Director. She will be missed by the Board and the OLF community.

Meeting adjourned at 12:21 pm

Appended (and approved) October 15, 2020 to include the following:

RESOLVED, that effective upon the date of formation of OLF Folio LLC (the "Company"), the following persons be and hereby are elected as the initial Managers of the Company, each to serve, subject to the Limited Liability Company Agreement of the Company, until such Manager's successor is duly elected and qualified:

1. Boaz Nadav Manes (Lehigh) - Manager
2. Scott Anderson (Millersville) - Treasurer
3. Mike Gorrell (Index Data) - Secretary

Respectfully submitted,

Stephanie Buck
Assistant Secretary