

Open Library Foundation Board Meeting Minutes

Monday June 3, 2019

Jisc, London, UK

In attendance: David Carlson, Kristin Antleman, Deborah Jakubs, Sam Brooks, Tom Cramer, Michael Winkler, Ross MacIntyre, Christopher Spalding, Ginny Boyer, Stephanie Buck

- Call to order and welcome from David at 10:10 am.
- **Approved unanimously:** Minutes: 03/25/2019 (Virtual)
- Update from the Treasurer
 - A brief budget update noted that we're in the final month of the fiscal year and reviewed income and expenses for the year. There was discussion of new expenses coming in, and how to create and plan for the budget moving forward, particularly regarding supporting charitable programs.
 - The tax filing for 2017 and 2018 should be done in early June, 2019. The tax accountant volunteered to represent the Foundation with the IRS regarding late filing fees. There was discussion regarding projects maintaining financial responsibility for themselves, and how that is reflected in tax filings.
 - There was further discussion around planning for the future of the Foundation through committees, appropriate planning for the Board, and financial planning.
- Update from the Managing Director
 - Update on Fox Rothschild
 - Our previous legal counsel was through Ropes & Gray, but they are now too expensive for our current needs, mainly around intellectual property and organizational structure. The Executive Committee reached out to Fox Rothschild for initial conversations around the Foundation's needs. Fox Rothschild provided estimates for the work we need to do, and their pricing is reasonable. The team we've spoken with is very competent, and it appears they will provide good counsel around the needs of the foundation.
 - Fox Rothschild will work on a project basis for the Foundation, not on retainer. Some expenditures will flex based on the size and scope of the projects. They have provided the Foundation with a services agreement, a list of projects ranked by priority, and an estimate of fees.
 - There was discussion about how the Foundation would pay for the services of Fox Rothschild, noting the need for their services is great. The Foundation would like to work through and resolve issues around professional services agreements, CLAs, licensing agreements, etc.
 - The Board agreed to move forward with Fox Rothschild with costs to be absorbed in the next fiscal year.
- Update on Fundraising Position
 - David noted that EBSCO has offered to pay for the position with TAMU hosting. The administrative processes within TAMU are moving slowly. If things do not

move forward within the next month or two, the Board should think about a backup plan. Cornell has indicated that they would think about hosting. The role is a full time position dedicated to generating leads on income from a philanthropic perspective.

- Board Representation Discussion
 - CALIS representation on the Board was discussed as the Board had been working on it for a year. CALIS and Peking University are committed to FOLIO but there were multiple changes in leadership slowing the process considerably. A third person was suggested and is going through the administrative approval process now. Christopher and Stephanie will ensure David has contact information for the new potential Director from CALIS.
 - There was discussion of representation of OLF Communities on the Board. Concerns from the community about transparency will be helped by the new website, and an upcoming newsletter from the Managing Director. Communities will have access to the Board and representation on the Board as previously agreed by Board Liaisons.
 - The Project Committee needs a chair and a convener. The Chair will join board meetings by invitation as needed, the same as other committees. GOKb and CORAL need representatives on the committee.
 - Protocols for electing conveners has not been thought out completely. Ginny will draft a document outlining representation, terms, etc.
 - The Board reviewed prior discussions on the ideal size of the Board. When helping to form the Foundation, Ropes and Gray noted that when a Board has corporate representation, the ideal number of Directors on the Board is seven. More than seven may flag the attention of the IRS and other oversight bodies.
- Board Terms & Roles
 - Steph Buck reviewed Officer and Board terms as stated in the Foundation's Bylaws. There is a need for documentation outlining the election process for Officers, as well as an organizational description and processes for management and nominations. Documentation around Board of Director processes are also needed. Moving forward, Officers and Directors will be elected in March, to be approved by the Board at the following quarterly meeting in June. Officer calls for nomination will occur in December, with a slate announced in January and closed in February to align with March elections. Ginny and Stephanie will draft documents for the Executive Committee and Board.
 - **Approved unanimously:** Reelection of David Carlson to the Board of Directors and reelection of Sam Brooks to the Board of Directors.
 - **Approved unanimously:** Reelection of the following officers: President, David Carlson; Secretary, Christopher Spalding; Assistant Secretary, Stephanie Buck.
 - The Board discussed a new candidate for the office of the Treasurer, Scott Anderson from Millersville University, and part of ReShare.
 - **Approved unanimously:** The election of Scott Anderson as Treasurer for the Board of Directors.

contributing towards a business model and long term growth of FOLIO, and will begin to position itself to dissolve.

- OLE would like to see FOLIO create a position for a manager that will act as a spokesperson and central body for the project. Ideally it will be someone from the library open source community.
- OLE would like to see OLE libraries implementing FOLIO by 2020.
- Other Business
 - The Board discussed the recent announcements of Invest in Open Infrastructure, Launch Announcement. There was discussion of how to respond. The Board agreed that the OLF should sign the IOI and that each OLF project should be asked to complete the 2.5% census/survey. The Executive Team will also reach out to contacts at IOI.
- OLF Organizational Updates
 - OLF Marketing & Communications Team
 - The OLF Marketing and Communications Team is being led by Rachel Fadlon and will be formally launched on June 27 with a meeting bringing together stakeholders from all of the communities and projects in OLF. In the meantime, Rachel Fadlon and Patrick Zinn created a formal charge for the group that outlined governance, meetings, responsibilities and membership. A logo and color palette were created for OLF imagining what the visual brand identity would look like for version 1.0. Adjacent to the logo, this team along with EBSCO web teams have been working to create a wireframe and implement visual branding for the OLF website using these tools. Current Roles: Rachel Fadlon, Marketing Leader; Patrick Zinn, Branding and Web Design; Kathleen McEvoy, Public Relations; Kate Waldron, WOLFcon/Events
 - Patrick Zinn presented website wireframes via Zoom. There were questions and discussion of a donation button or donation page, along with logo size and branding, calls to action, contacts and general design. Patrick took notes to take back to the web team so they can incorporate feedback and requested changes. Their goal is to launch the website by the end of August 2019.
 - Kathleen McEvoy is leading the PR & Communications team in developing communication channels for the OLF, and a newsletter from the Managing Director is also under development.
 - The OLF Infrastructure Team will meet June 4, 2019 to finalize their charter and elect a Convener. The administrative ownership of GitHub and AWS has been moved to the OLF. Technical aspects are a priority for the team.
 - The OLF Projects team is still working on a date to complete their charge and elect a Convener.
- OLF Communities Updates

- FOLIO: Christopher reported that Chalmers University has a live instance of FOLIO. FOLIO is gaining more interest internationally. There is a Stakeholders meeting scheduled for July 2019.
 - ReShare: Ginny reported that she has been working with Jill Morris and will be the OLE representative pending Michael's retirement. ReShare has voiced concerns about the foundations business model, but is encouraged by recent progress at the Board level. ReShare expects a deliverable by the end of the year.
 - VuFind (onboarding): Ginny reported that VuFind has concerns similar to ReShare, and will wait for more information on a business model and legal matters before signing on with the OLF.
 - CORAL (onboarding): Kristin noted that CORAL is waiting on answers to their questions around licensing and an exit clause. The Executive Team will prioritize these needs with Fox Rosthchild.
 - GOKb (onboarding): Kristin reported that GOKb is working on CORAL integration, as is CalTech. It has had success with the German State Library of Berlin and has developed a new ingest tool to integrate old data. They are not yet ready to engage collaborators outside of their own community.
 - ARC (Advanced Research Consortium) [recruitment]
 - David reported that he has contacted them, asking about their status and got a reply that noted ARC is working on their product. Their participation will depend on the coming OLF business model, most likely, and whether they can afford it. They will need to be convinced of the value of OLF as an organization. ARC would be a good addition to OLF with a different suite of services than the rest of the community.
 - CC Plus [recruitment]
 - Ross noted that Michael attended a recent project meeting. He received a positive note from Jill offering for CC Plus to suggest to us what they might expect from membership. They also had questions around an OLF business model and IP ownership. They have no code to share yet.
 - Deep Back File
 - Michael reported that they have no partners yet, so the OLD would take on the responsibility of building a community. He compared it to a project of love vs. necessity. There was discussion of the differences between Deep Back File and other projects in the OLF. The Board decided it is not in support of a full invitation at this time.
- Sam Brooks made a motion to acknowledge the hard work and dedication of outgoing Treasurer, Michael Winkler. The motion was unanimously approved by the Board.
 - Meeting adjourned at 4:37 pm.