



Open Library Foundation Board Meeting Minutes

September 19, 2019 (Virtual), 10AM - 1PM EST

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

- Call to order and welcome from David at 10:15 am.
- David Carlson extended a welcome to new Board of Director member Dr. Yunhai Tong, and the new Treasurer to the Board, Scott Anderson.
- **Approved unanimously:** Minutes, June 3, 2019, London, U.K.
- Update from the Treasurer
 - Scott Anderson described the work involved in transitioning into the role of Treasurer. His main focus has been learning about ongoing expenses and project budgets. Scott and Ginny will continue to work together on ensuring the budget reflects expenses and income.
 - There was discussion on the status of the OLF as a 501 (c)(3) and how to best work with communities and projects within the non-profit framework, legally and financially. It was agreed that the Managing Director will send remaining questions to Fox Rothschild and will share their responses with the Board.
- Update from the Managing Director
 - Ginny Boyer updated the Board on the work to be done by lawyers Fox Rothschild.
 - Stephanie Buck outlined changes to the OLF Bylaws that were suggested by Fox Rothschild. The majority of changes we accepted by the Board as they consisted of clarifying changes. Stephanie will seek further clarification from Fox Rothschild on two items before those are approved by the Board.
- Executive Committee Update
 - Ginny Boyer lead the Board through the business model proposal the Executive Committee had been working on since June.
 - There was discussion on legal ramifications, community/project participation and the OLF mission and philosophy.
 - There was discussion on a Leadership Roundtable, where communities/projects could engage with the Board directly. The Board agrees the projects should be able to participate in a group like this, though perhaps under a different name.

- The Board agreed that the business model should be tested with the communities described within. Ginny and the rest of the Executive Committee will gather feedback for the Board.
- FOLIO Stakeholders Report
 - Ginny updated the Board on the main goal of the group, which is to work on financial sustainability and community engagement.
 - Ginny also updated the Board on the OKAPI Advisory Group, which is taking its time talking through the issues. The group is meant to be a forum for communities to communicate around the use OKAPI.
- Other Business
 - Ginny updated the Board on the participation of OLF communities completing the IOI (Invest in Open Infrastructure) census.
 - The Board approved the Election Process submitted by the Executive Committee.
- Upcoming Board Meetings
 - OLF Board
 - January 24, 2020 = Texas A&M, WOLFCon (½ day)
 - March 10, 2020, Virtual, 10 am - 1 pm (EST)
 - **Scheduling 2020 F2F Meeting**
 - Stephanie will send a poll to the Board regarding the location of the Spring 2020 in-person OLF Board meeting. Beijing, China, Durham N.C., and Palo Alto or Santa Barbara, CA are the options to choose from.
 - WOLFCon
 - January 21 - 23, 2020 = Texas A&M, WOLFCon
 - January 21, 2020 = FOLIO Stakeholders Meeting
 - 2021 = Germany
- The Board entered into Executive Session at 12:40 pm.
- The Board exited Executive Session at 1:05 pm and the meeting adjourned.