



Open Library Foundation Board Meeting Agenda January 17, 2024, Virtual

Present: Tom Cramer (P), Nancy Kirkpatrick (D), Agnese Galeffi (D), Donna Bacon (D), Sam Brooks (D), Scott Anderson (O), Stephanie Buck (O), Christopher Spalding (O)

P=President, D=Director, O=Officer

Regrets: Keven Liu (D), Jesse Koennecke (O)

P=President, D=Director, O=Officer

The meeting came to order at 9:08 EST.

Welcome:

- Board President, Tom Cramer, opened the virtual meeting by calling out regrets and noting quorum had been met as per the Bylaws.
- Introductions and welcome to the new Open Library Foundation Board Director, Donna Bacon

Business:

- Meeting minutes were unanimously accepted into record for the past two Board meetings. The October 2, 2023 meeting was lacking quorum, so the vote of acceptance was carried forward:
 - Meeting minutes:
 - [OLF Meeting Minutes for October 2, 2023 Board Meeting](#)
 - [OLF Meeting Minutes for June 21, 2023 Board Meeting](#)
- A financials update was given by Treasurer, Scott Anderson:
 - Mid 2023-2024 financials (restated July - Dec 2023)
 - [Consolidated through Dec 31, 2023](#)
 - [OLF through Dec 31, 2023](#)
 - [FOLIO through Dec 31, 2023](#)
 - [VuFIND through Dec 31, 2023](#)

- Restated due to timing of FOLIO membership payments (restated by accountant at behest of auditor/tax return preparer)
 - Director & Officer (D&O) Insurance policy
 - Mr. Anderson reported that final draft of D&O was in hand and ready to be executed
 - D&O insurance will cover OLF Board and officers as well as OLF subsidiaries
 - Tax Returns
 - 2020-2021 resolved
 - 2022-2023 in draft and will be distribute for board review prior to submission
- Travel fund discussion noting need for stated policy; Ms. Buck brought forward a past [example](#) that could be used going forward. Motion accepted to use process.
- Funding discussion and payment timeline for WOLFcon24 was discussed
- Brainstorming discussion regarding development drive. Areas to flesh out:
 - Granting organizations for project funding
 - More institutions to join and description of benefits there to
 - Trainings as a service
 - Engagement with other groups
 - Should membership be \$500 or less?
 - Approaches to fee structures: Consortia fees, ARL fees, and small library fees
- New SMLLC document was created and discussed with the Board. The changes allow for ownership of IP to be held by the SMLLC
 - Board allowed for the new agreement to move forward so as to bring on new projects
- Community Board seat
 - Motion approved to name the community seat Hans-Jörg Lieder Board of Directors Community Roundtable Seat. The Secretary was tasked to run a new election immediately.
- Reminder was given by Ms. Buck for all to read and sign the [Conflict of interest policy](#)
- WOLFcon '24 updates for the meeting at Senate House, London
 - Shoulder Board meeting planning for meeting and dinner: Dinner will be Sunday, Sept. 22, and the Board meeting will take place on Monday, Sept. 23.
 - Planning committee is kicking off their work
 - Looking for sponsors, shoulder meeting space and keynote speakers
 - Workshops are also in planning mode. Some ideas:
 - Open scholarship
 - Privacy

Upcoming Board meetings:

- **Next Board Meetings (9 AM-11 AM ET)**
 - March 25, 2024
 - June 11th, 2024 (changed)

- o August 21, 2024, canceled and plan to meet in September in London.
- o WOLFCon24, London:
 - Dinner, September 22
 - Meeting, September 23

Meeting concluded at 10:32 EST.

Submitted for consideration and recording by Open Library Secretary:

Christopher Spalding