

### **Proposed Interim Dryad Governance plan**

In May two governance documents were presented to the management board: a constitution and bylaws. Our hope would be that these would be ratified at the December meeting. It has become clear that the ratification of these documents may be premature. There are two reasons for this: 1) ratification, and actions discussed in the constitution, require members, but technically no partner can currently qualify for full membership; 2) legal status as a non-profit organization will require a number of aspects of governance, such as an independent Board of Directors with fiduciary responsibility. We are not in a position to organize this full structure at this time. Therefore, we believe we should work on a provisional governance structure for now which will allow for decision making as we go forward in constituting the consortium. We propose the following as an interim governance structure.

Dryad is governed and managed by the following parties:

**The Dryad Consortium Board** consists of a representative from each journal that expects to join Dryad as a Full Partner. Full partnership will consist of one or more of the following criteria:

- Formal adoption of the Joint Data Archiving Policy, or an equivalent policy requiring submission of data as a condition of publication
- Commitment to developing a self-sustainable business model for Dryad
- Appointing a representative to the Dryad Consortium Board with full voting authority.

Interim Partners of the Dryad Consortium Board are those journals that have been recommended by the Executive committee on the basis of a good faith intention to ultimately join as a Full Partner. The membership of the Interim Board consists of one representative from each journal designated an Interim Partners. Each Interim Partner has one vote in matters brought to the board. Other journals are welcome to join meetings of the board and express their opinion in discussion, but do not have formal voting rights on the board.

Meetings of the Dryad Consortium Board will be called by the Executive Committee. A quorum will consist of two thirds of the membership participating either in person or by electronic means. Measures will pass when supported by a majority of those board members present for the discussion (in person or by electronic means) of the measure. The executive committee may also elect to put a measure to vote of the full membership by written or electronic ballot, in which case a measure will pass by majority of those voting provided a quorum of two-thirds of the membership registers a vote.

**The Dryad Consortium Executive Committee** consists of 5 members who are representatives of Interim Partners, with the Executive Director serving as an *ex officio* member. The executive committee is responsible for soliciting from among the full membership potential candidates for election to the executive committee; it then provides a slate of nominees to the board for a vote. The executive committee is responsible for determining the term of office and the rotation schedule; we suggest that members on the executive committee serve a minimum of 2 years. The executive committee elects a chair from among their membership.

The executive committee is responsible for setting routine repository policy and business goals, and has the discretion to bring these to discussion and vote by the board. It is also responsible for overseeing the development a full governance model and long term business plan. The governance model and business plan must be brought to the full Consortium Board for discussion and vote. The executive committee is responsible for developing the criteria for Full Partners and determining when it is appropriate to require that members of the board meet them. A quorum of the executive committee consists of 4 members (present either in person or electronically); motions are passed by 3 votes of those present for discussion of the motion.

At this time, the **Executive Director of the Dryad Consortium** is the PI on the Dryad grant from the NSF or his designee. A full time Executive Director may be appointed, with the approval of the executive committee, to implement the business plan. The executive director is responsible for supervising Dryad staff and working with the chair of the executive committee to call meetings and implement all decisions of the executive committee and board.

This provisional governance document expires on December 31, 2010. At that time it must be renewed or replaced by the Dryad Consortium Board.