



Dryad Board of Directors - Meeting Minutes

23-25 July, 2012

Durham, North Carolina USA

Board Members:

Present: Theo Bloom, Lee Dirks (call-in), Liz Ferguson, Simon Hodson (call-in), Marcel Holyoak, Brian Lavoie, Bill Michener, Allen Moore, Susanna-Assunta Sansone, Eefke Smit (call-in), Todd Vision, Mike Whitlock.

Absent: none

Quorum? Yes

Others Present:

Marty Martin (July 23 only), consulting attorney.

Elena Feinstein, Peggy Schaeffer, Peter Midford, Ryan Scherle; Dryad staff.

Proceedings:

1. Martin chaired meeting to start.
2. Board members briefly introduced themselves.
3. Presentation by Martin, consulting attorney, on introduction to responsibilities and legalities of Boards of Directors, and an overview of organizing and managing a nonprofit 501(c)(3) organization. Key points include:
 - a. Constraints exist around political advocacy work, lobbying and meetings with elected officials; no political campaigns are permissible.
 - b. To succeed, nonprofits require trust, accountability, and transparency.
 - c. The board must define metrics for Dryad's performance.
 - d. Proposed definition of performance for a non-profit: developing, sustaining and improving on the delivery of the mission. Every decision that the Board makes should relate to and enhance the mission.
 - e. There is very little difference between the standards for boards of nonprofit and for-profit corporations. Therefore, the Dryad Board members have a great responsibility to manage the organization and to manage themselves as a Board. The Board is accountable to both the public and its stakeholders. The Board is responsible for setting the strategy and direction of Dryad, and evaluating success in that work.

- f. The Board should develop clarity around its values and assumptions and express this culture so that it is passed on to the successors. Board culture is expressed in all the organization's documents, website, blog and other public presentations.
- g. The Board should develop a Board manual with all documents and policies, with each policy explicitly stated along with its rationale. This is highly beneficial to transmit the Board's culture as new directors join the Board.
- h. Board actions must comply with international, federal, state, and local law; needs of internal and external stakeholders; and the court of public opinion.
- i. Board members serve as individuals but should realize that their institutional affiliations may have a bearing on their role on the Board. The Conflict of Interest policy determines how members' professional and personal interests interact with their role as Board members, and describes how Board members' activities outside the Board may pose a COI. Insider transactions are those that might benefit the Board members. Board members are "disqualified persons", as are families, people who receive salaries, people who receive "excess benefits". Disqualification extends for 5 years after leaving the Board. There can be both direct and indirect benefits from transactions; and board members may be personally responsible for fines levied by the IRS. Board members' possible Conflicts of Interest must be disclosed annually, and monitored by the Board and staff.
- j. Directors have legal responsibilities: they each must operate in good faith, have a duty of care (responsibility to prepare and participate in Board actions), duty of loyalty (to uphold the decisions of the Board, not speak publicly on behalf of the Board with outsiders unless authorized to do so), and act upon actual knowledge of a problem (a director with knowledge of a problem has an affirmative duty to bring that problem to the attention of the Board). Board members are stewards of the organization during the time that they serve.
- k. A nonprofit will be strongest when the Board is strong and takes control of the organization; it will be much weaker if everything depends on the Executive Director. The tension between Board and Executive Director can be creative and challenging.
- l. It is key for the Board to set up structures to handle and monitor information, and manage expected and actual results.
- m. The IRS 990 tax form must be approved by the board. It must be publicly available, meaning that we give a copy to anyone who requests it.
- n. Board operations include meetings, committees, task forces and other *ad hoc* groups, and executive management (when and if an Executive Director is hired.)
- o. Risk management: Audits and reviews are some protection against problems; but having policies and procedures in place is especially important. Specific issues could arise over access to data, for

example, and Dryad may need to be prudent about this. Dryad policies need to address these risks; i.e. Terms of Service.

- p. It is important to obtain Directors and Officers Liabilities Insurance. The Board operates under a certain degree of immunity, but there are exceptions, including: when Board members receive compensation, operate a motor vehicle, and do not act in good faith.
4. Board formation. Martin appointed the Board members by name as the founding Board of Dryad.
 - a. Adoption of Bylaws: **MOTION** called and seconded. All in favor, except for two absences (Dirks, Smit).
 - b. Appointment of Board members to terms: Three-year staggered terms as follows were proposed, based on previously stated Board preferences; **MOTION** to accept these terms was accepted and seconded, and approved unanimously:
 - 1 year term: Dirks, Moore, Sansone, Whitlock
 - 2- year term: Bloom, Ferguson, Holyoak, Lavoie
 - 3- year term: Hodson, Michener, Smit, Vision
 - c. Nomination and selection of Officers:
 - Chair: Bloom and Michener both nominated and seconded; Michener elected Chair by majority vote (with candidates not in room).
 - Vice-chair: Bloom and Vision nominated and seconded. Bloom elected Vice-chair by majority vote (with candidates not in room).
 - Secretary: Vision nominated; unanimously elected.
 - Treasurer: Hodson & Dirks express willingness to serve; discussion of whether a non-US citizen Treasurer might have practical problems. Lavoie nominated; elected unanimously.Michener assumed Chair responsibilities for the remainder of the meeting.
 - d. **MOTION** to ratify actions of Incorporator: Board moved to approve attorney actions to incorporate; passed unanimously.
 - e. **MOTION** to approve Bylaws: moved and seconded, passed unanimously.
 - f. Resolution to approve choice of bank: Vision suggested Bank of America, and moved to authorize officers to open account at Bank of America; moved and seconded; passed unanimously.
 - g. **MOTION** to seek tax-exempt status: moved and seconded; passed unanimously.
 - The process of obtaining tax exempt status may take 4-5 months, and will be retroactive to July 19, 2012. All information about the tax-exempt status of Dryad during this time must clearly state that the application is pending.
 - Fiscal year of Dryad starts July 1. The IRS 990 form is due 5 months after the end of the fiscal year, unless an extension is received. The Board can hire an accountant to complete this filing.

- **ACTION:** Treasurer to get information about local accountants, references and feedback for each.
 - Duke and its grant subcontractors currently handle finances related to Dryad. Dryad manages no funds directly. Going forward, Duke is reluctant to handle finances on behalf of an independent corporation.
- h. **MOTION** to retain Counsel: After discussion, MOTION made and seconded to retain Martin as Counsel, passed unanimously.
 - i. **ACTION:** Conflict of Interest forms: Board members were asked to complete forms and return to Schaeffer.
5. Current status of repository and near term plans.
- a. Overview of usage, technical and organizational partnerships (e.g. DataCite, DataONE, CLOCKSS) and R&D projects (e.g. [HIVE](#), [DryadUK](#), ODIN) (Vision)
 - b. Demo of new features and overview of project management ([Trello](#)), (Scherle)
 - c. Update on current and future curation practices (Feinstein)
 - d. Discussion of future grant opportunities.
6. Discussion of cost recovery. Whitlock presented an overview of how the cost recovery models were developed over the last few years. The cost recovery framework from the July 2011 meeting of the Dryad Interim Board in Vancouver, Canada was presented.

Discussion topics included:

- How subscription plans and incentives differ for journals depending on the proportion of articles with data deposits.
- What costs are associated with transaction processing and non-payment, "credit control", overhead with waivers and contract negotiations.
- Extending membership to universities, funders and other institutions with interests in data management.
- Concern that requiring a 3-5 year contract might be an obstacle to new members. Institutions may be interested in starting with shorter contracts until they are more comfortable paying for data archiving.
- Whether Dryad's scope was an obstacle to being seen as a solution to institutions with broad disciplinary coverage.
- The need for continued periodic review of the structure of all cost recovery plans.

MOTION to adopt the general structure of a cost recovery framework based on 4 tiers of cost recovery, with a separate membership fee. Moved and seconded. Passed by unanimous vote.

Further discussion of cost recovery issues continued.

- a. Implementation and timing of cost recovery plans: a "natural" time for Dryad would be at the start of Dryad's next fiscal year, July 1, 2013.

1. **MOTION:** Membership fees begin July 2012; existing charter members have a 3 year grace period for the membership fee from July 2012- June 30, 2015. Moved and seconded. Passed by majority vote.
 2. **MOTION:** On January 1, 2013, Dryad will start charging individual authors associated with journals that are not integrated. On January 1, 2014 the full cost recovery plan goes into effect. Motioned and seconded. Passed unanimously.
 - b. Membership fee: \$1,000 annual fee proposed by Interim Board.
 1. Fee expected to offset the costs of annual meetings and member communications.
 2. Should the membership year be the calendar year, or based on Dryad's fiscal year? Undecided.
 3. Membership entities can include journals, societies, publishers, or other institutions. Overlapping entities may join (e.g., individual journals and their parent publisher).
 4. Discussion of different tiers of membership.
 5. **MOTION:** Annual membership fee of \$1000 for organizations that earn less than \$10 million US in revenue per year, and \$5000 for members with revenue above \$10 million US per year. Moved and seconded. Passed unanimously.
 - c. Implementing waivers:
 1. PLoS policy is no questions asked. BMC policy model is automatic waiver to authors from countries identified by World Bank as low-income.
 2. Discussion of significant staff time required to evaluate case-by-case decisions. Exceptions to be only rarely considered.
 3. Subsidizing deposits from low-income countries makes a strong social statement, excellent fund-raising opportunity. Straw poll: most in favor of a blanket no-questions asked waiver based on location of depositor.
 4. **MOTION** to have a policy of waivers for deposits from low-income countries, with no waivers given otherwise. Moved and seconded. Passed unanimously.
7. Members signed up for committees.
 - a. Governance: Whitlock (chair), Vision, Bloom, Sansone, Moore, Michener
 - b. Finance: Lavoie (chair), Ferguson, Hodson, Dirks, Holyoak**MOTION** to approve committee membership. Motioned and seconded. Approved by unanimous vote.
 8. Board members participated in a strategy session, led by the Chair, Bill Michener. The goal of the session was to get feedback on top priorities and issues:

- Mission, vision, goals and objectives
- Membership: a roadmap and marketing plan for future growth
- Consideration of the competitive landscape
- Executive staff needs
- Priorities for the repository, both production service and R&D
- Funding and partnership opportunities

The session resulted in lists of top priority journals to approach about integration, sponsors and funders to contact, technical partnerships to pursue, and priorities for repository development. Additionally the Board suggested milestones and strategies for growth.

Goals set for numbers of journals to integrate in coming years:

- a. before July 2013: 10
- b. July 2013-- July 2014: 15
- c. July 2014-July 2015: 20

A number of strategies for achieving these milestones were discussed, including:

- Reach out to individual prospects and then prioritize follow-ups based on initial response
- Obtain user testimonials and evidence of re-use
- Arrange social events with groups of journal editors at conferences
- Focus on newer ventures that are philosophically aligned
- Distribute a short, high-level video presentation on Dryad
- Focus on large societies with many journals to achieve scale quickly and increase impact
- Host preconference kickoff event at publisher conferences (SSP, BSP, CSE, ASP, ALSP); extend invites but make it open to all
- Seek endorsements from influential individuals
- Hold webinars for society councils
- Target specific disciplines. Establish the scientific scope thoughtfully; then go after groups across that scope.
- Hold discipline oriented workshops
- Find ways of approaching groups like-minded organizations together

Technical partnerships to pursue were identified, as well as funders and sponsors to approach.

Priorities for repository development were proposed:

- Redesign of the website based on usability testing
- Tracking data citations, inclusion of "data cited by" information on data package pages, widgets for researchers to show usage on their own website
- API for programmatic search and retrieval
- Deposit handshaking with additional repositories

9. Finance Committee breakout meeting: the committee discussed the cost recovery plan and made a preliminary recommendation to set the baseline

deposit fee above cost, at \$70. The committee will informally gather feedback and market analysis regarding proposed fees, as well as information on transaction costs. The committee plans report back to the Board in September.

ACTION: The committee asked Dryad staff to provide information from about anticipated transaction costs.

ACTION: The committee requested the following reporting items:

- a. Quarterly: accounting of revenues and expenditures (within 4 weeks of close of each quarter, from staff, reported by Executive Director)
- b. Six months: forecast for the upcoming year, and budget analysis against strategic plan (coincide with every other quarterly report, from committee to Board)
- c. Forecast for upcoming year needed by May (to present at annual meeting) for July fiscal year
- d. Annual independent audit (to Finance Committee and then full Board)

10. Governance Committee breakout meeting: The Governance committee met to discuss process, set meeting frequency and format for the year and to consider the job description and recruitment plan for an Executive Director. The committee proposed a draft job description and an initial strategy for hiring for an "interim" ED.

The committee proposed that the Dryad Board should have one more in-person meeting before January 2013, and should hold monthly videoconferences. There will be a Board of Directors meeting before the Annual membership meeting in May 2013, and another Board meeting six months after the Annual meeting.

ACTION items (with responsible party):

- a. Retain an accounting firm to perform an annual audit and file tax forms (Finance Committee, Treasurer) and consider retaining a management firm (Officers, staff)
- b. Research and purchase Board of Directors liability insurance (Secretary)
- c. Formalize future relationship with Duke (Governance committee)
- d. Establish document retention and destruction policy (Secretary)
- e. File 1023 application (officers, legal counsel)
- f. Transfer DNS, assets and trademarks to Dryad Inc. (staff)
- g. Establish Memoranda of Understanding with Dryad external partners (DataCite, CLOCKSS) (officers)
- h. Create Board Policy manual and train new Board members (Governance committee, Chair, staff)
- i. Schedule and plan annual meeting (Board)

- j. Establish Board meeting frequency, length, venue and/or remote meeting technology (Governance committee)
- k. Establish procedures for management of Executive Director & other staff (Governance committee)
- l. Short- and long-term strategy documents (planning cycles 1, 3, 5 yrs) (Governance committee, Board)
- m. Board composition (nominations, skills audit, officers) (Governance committee)
- n. Consider External Advisory Board, committee inputs (Governance Committee, Board)
- o. Establish & review task forces & ad hoc committees, duties and durations (Governance committee, Chair)
- p. Create users group, developer forum (Board, staff)
- q. Consider other issues in the transition from grant-funded startup to non-profit inc. (Governance committee, Board)
- r. Consider staffing plan (Board, Executive Director)
- s. Develop risk management strategy (Board)
- t. Establish membership criteria, incl. eligibility, rights and responsibilities; Memoranda of Understanding (Governance committee, or Task Force to be appointed)
- u. Retain counsel (Officers)

11. Review of repository policies:

- a. Collection policy:
 - 1. **MOTION:** wording changes:
 - 1st paragraph: "underlying peer reviewed scientific and medical literature particularly data for which.... " passed unanimously.
 - delete whole sentence beginning "While priority..."
 - 2. **MOTION:** 2nd paragraph: change scientific publication to scholarly publication; moved and seconded, passed by acclamation.
 - 3. **MOTION:** 4th paragraph, software: add "unlicensed software code," Moved and seconded, passed by acclamation.
 - 4. Discussion of concerns expressed by federal agencies (NASA, USGS) over use of CC0 for data. General agreement that there is no perfect solution to the legal issues but we can be clear about intent. Concluding consensus for first sentence of paragraph 6: "All new materials are made freely available in the public domain."
 - 5. **ACTION:** segregated non-CC0 content so it doesn't present problems about how we describe licensing
 - 6. **ACTION:** reword statement about large data files to be "Special accommodations will be made for larger submissions."
- b. Terms of service:

1. **ACTION:** Scope, change biosciences to *authors of scientific and medical publications*.
 2. **ACTION:** Add punctuation of bulleted points in intro.
 - c. Preservation policy:
 1. **ACTION:** remove bioscience from section 1
 - d. **MOTION** to accept the Collection and Terms of Service Policies with the changes above. Moved and seconded. Approved by acclamation.
12. Review of mission, vision and objectives: Board members discussed the mission statement and the description of Dryad on the repository homepage. Changes to the description were proposed:
- a. [ADD LEGALLY CORRECT STATEMENT OF THE ORGANIZATION HERE] Dryad is an international repository of data underlying scientific and medical publications. Dryad’s objectives are to enable scientists to validate published findings, explore new analysis methodologies, repurpose data for research questions unanticipated by the original authors, and perform synthetic studies. [OMIT CURRENT LAST SENTENCE]
 - b. Objectives: include educational purposes, and include objectives on website description of Dryad.
13. May 2013 Annual meeting: The Bylaws specify that the annual membership meeting will be held in May of each year. Possible locations of the first meeting were considered.
- ACTION:** the Chair will follow up on costs and locations.
14. Assessment of the meeting: Board members were asked to complete a short survey to gather their feedback about the meeting.
15. The Chair adjourned the meeting at noon on July 25, 2012.

Document history:

Minutes approved by the Board Nov. 18, 2012