

February Dryad Board Teleconference Minutes

Plus email motions

Monday, February 17, 2014 from 12:00 PM to 1:30 PM US ET

Approved May 25, 2014

Present: Theo Bloom, Martin Fenner, Chuck Fox, Liz Ferguson, Simon Hodson, Marcel Holyoak, Brian Lavoie, Bill Michener, Susanna Sansone, Eefke Smit, Carol Tenopir, Todd Vision, Laura Wendell, plus Peggy Schaeffer taking notes

Absent: None

1. Meeting called to order and attendance taken by Bill Michener at 12PM US ET
2. Review and approval of Minutes from November Board Meeting
Approved unanimously with no changes.
3. Financial and Submissions Reports (Wendell)
 - a. Submissions have increased dramatically, 11 new journals have payment plans, several more are in process.
 - b. Board reviewed statement of financial position and activities for the previous quarter and fiscal year to date. No questions.
 - c. Board reviewed the budget report including a new section on estimated obligations.
4. Committee/TF Reports
 - a. Finance Committee (Lavoie)
 - i. Dryad's financial position is growing stronger; submissions are stable and the payment system is working well.
 - ii. Lavoie recognized Wendell for her commitment, which has been critical for success.
 - iii. Lavoie will be rotating off the Board in May and hence a new Treasurer will be needed.
 - iv. "Guidelines for Financial Decision Making" presented and accepted at the Paris meeting to define role of Treasurer/Finance Committee.
 - b. Nominating Committee (Michener)
 - i. The Board members on the committee met, and invited three representatives from member organizations to serve.
 - ii. The committee membership is Bill Michener, Simon Hodson, Carol Tenopir, Liz Baker (BES), Bill Matthews (Highwire), Lyubo Penev (Pensoft).
 - iii. They are seeking nominees, aware that financial expertise will be needed. They will prepare slate in April for the election in May.
 - c. Membership and Outreach Task Force (Ferguson)
 - i. The TF is approaching marketing consultancy services for the purpose of generating strategy for membership growth.

- ii. New \$500 category of membership was approved in Paris and the TF will go ahead without waiting for consultants.
 - iii. Board members were reminded to recruit and target new organizations that might become members.
 - d. Preservation TF (Michener) *Need to schedule a call; pending.*
 - e. *ED review: pending*
- 5. Discussion of priorities of NSF grant and nonprofit side of Dryad (Michener)
 - a. *Vision: Presented overview of grant budget through 2016 and placed a priority on determining which development goals can/will be mapped to the grant budget vs the nonprofit budget.*
 - b. Board Action Items from November
 - i. Develop longer term budget showing the schedule for phasing out NSF funding - assigned to Vision.
 - ii. Describe the divergence between the goals of the NSF grant and the goals of highest value for Dryad - assigned to Vision, carried forward - assigned to Vision.
 - iii. Regularly discuss issues related to transition for NSF to nonprofit - to be included in meeting agendas.
 - c. Increasing communication with the Board
 - i. Add news/issues to monthly newsletter, including staffing changes, representation at conferences and other outreach - assigned to Wendell
 - ii. Inform Board, through monthly newsletter and/or other means, about what budget items are covered by the NSF grant and which must be covered by the nonprofit including the grey areas that are up for discussion or that may change during the transition period - assigned to Wendell/Vision
- 6. Duke MOU (Vision)

Duke has approved the MOU thru end 2014. Duke will appoint a non-voting member to participate in Board meetings for the duration of the MOU.
- 7. Boston Meetings (Michener)
 - a. Reviewed the Current proposed Outline, which includes items suggested in November, 2013, as well as requirements from the bylaws.
 - b. Suggestion to add a half-day on Sunday, May 25

Purpose: Would allow US residents to travel in the morning, and give those coming from Europe more time to acclimate as well as allowing more time for the strategic planning process. Suggestion approved: Vision/Wendell to check with MIT about building access.
 - c. Michener, Hodson, Wendell obtained a quote from a facilitator for the strategic planning sessions. Vision agreed that the facilitator's travel will be paid by NSF grant;

Motion to approve expenditure up to \$5K for preparation, planning, facilitation and reporting of the strategic planning sessions. **Approved.**

- d. Vision provided an overview of the membership meeting plans and SSP presentation. Agreed that CHORUS and SHARE should be included in emerging issues forum only if both are able to participate.
 - e. General discussion: how Board can help with PR, number of attendees expected, budget, who may attend (public meetings, but only members may vote), registration/voting logistics, ability to stream the meetings.
 - f. Consensus reached to change the order of draft agenda and put the business meeting at the end.
8. Actions and tasks needing volunteers: (Michener)
- d. Establish meeting task force that will address the following:
 - i. Propose and invite keynotes
 - ii. Develop program for the community meeting
 - iii. Structure Emerging Issues Forum if we are going to have one
 - iv. Invite potential members and other strategic partners
 - e. Membership and Outreach TF plus Vision agreed to work on i-iv above
9. Meeting adjourned at 1:30 PM US ET

Let the record show that the following three motions were distributed and voted upon via email as described below:

Budget Motion Sent to Dryad Board via Email by Brian Lavoie on 1/30/2014

Seconded by Liz Ferguson on 1/30/2014

Approved unanimously by email: Theo Bloom, William Michener, Brian Lavoie, Liz Ferguson, Carol Tenopir, Marcel Holyoak, Chuck Fox, Simon Hodson, Susanna Sansone, Martin Fenner, Todd Vision, Eefke Smit

Colleagues,

Dryad Senior Curator Sara Mannheimer is leaving at the end of February. We are searching for a replacement, but it will likely be early- to mid-March before a new curator is in place. We have two assistant curators who can take on many of Sara's responsibilities, but they will be stretched thin during the transition. To ensure quality and continuity of curation, it is necessary to contract an information professional to train with Sara and assist with the transition. A number of administrative barriers exist to using grant funds for this purpose, so Dryad funds are the next-best option to hire a contractor.

Laura informs me that a candidate is available with suitable qualifications who could

serve as a part-time senior curator over the next couple of months, while the search continues for a full-time replacement. We can fund this through the curation/business process line item in the budget. These funds were ear-marked for planning/consulting around how to scale up curation and related business processes, but maintaining current curation capacity and quality has to be our top priority. So it would make sense to re-allocate \$8,000 of the \$35,000 in this line item for the part-time contractor, and adjust our planning/consultation strategy accordingly.

Given that \$8,000 is a substantial sum, I think it is best if the full board approved this measure. Therefore, I'd like to make the following motion:

Move that the Board approve the use of up to \$8,000 of the \$35,000 budgeted for "curation/business processes" to contract an information professional to assist with the transition to a new senior curator from mid-February to mid-April.

I would appreciate it if someone would second this motion, and that all board members cast their vote. Please send second/votes to the board list by end of day Friday January 31.

If you have any questions about this motion please let me know. Apologies for doing this via e-mail. We could have waited until the board teleconference in a few weeks, but we need to address this as soon as possible.

Regards,
Brian
Dryad Board Treasurer

Dryad Motion Circulated to the Board by Brian Lavoie (Treasurer) via email on 4/17/2014

Approved by email: Brian Lavoie, Todd Vision, Eefke Smit, Susanna Sansone, Marcel Holyoak, Liz Ferguson, Carol Tenopir, Chuck Fox, Martin Fenner, Simon Hodson, Theo Bloom.

Not able to respond due to travel: Bill Michener

Colleagues,

A couple of budgetary items have come up that I'd like to bring to the Board's attention. At the November Board meeting, Dryad staff were asked to develop a proposal for curation/business practices consulting, and the Marketing and Membership Task Force was asked to solicit and vet proposals for marketing consultants. It was agreed that the proposals would be submitted to the Board for

approval before any disbursement of funds.

In conjunction with these proposals, the following funds need to be released, as per the budget re-cast approved at the November Board meeting.

1. **Up to \$8,000 to extend Elizabeth Hull's contract for two additional months (May and June, 2014).** Elizabeth has been serving as the Dryad interim curator 15-20 hours/week since March; her contract ends April 30. The new curator is scheduled to start on 14 April. Elizabeth will be training her, as well as completing the training of our permanent, back-up curator, Jamie Lamkin, during the last two weeks of April. The request is for an additional \$8,000 to leverage Elizabeth's expertise with the submission system and to document the features, training materials and other inputs required to double our curation capacity. If this request is approved, the total curation funds released for FY13-14 would be \$16,000 of the \$34,000 budgeted (the FY ends June 30, 2014). According to our current disbursement policies, these funds require a Board vote.
2. **Up to \$7,500 to implement Phases Ia, II and III of the marketing proposal selected by the Membership and Outreach TF.** After reviewing competitive bids from 4 marketing companies, the Task Force decided to recommend the proposal by Maverick Publishing Specialists (please see attached document). \$3,000 was released to the TF in November for immediate use without further approval so this request just pertains to approval of the remaining \$4,500. With the release of the additional funds, the total marketing funds released for FY13-14 would be \$7,500 of the \$37,000 budgeted (the FY ends June 30, 2014). According to our current disbursement policies, these funds can be approved at the discretion of the Treasurer because they are less than \$5,000. However, I believe the Board should have the opportunity to review and approve the proposal in conjunction with releasing the funds, so I am going to defer to the Board in regard to this decision.

I would like to initiate a Board vote on Item #1 and Item #2 above. As with past budgetary decisions requiring Board approval, I think an electronic vote is sufficient to make a decision, subject to achieving a quorum. This is the procedure we used to pass the budget last year. Please cast two votes (Yes/No/Abstain) – one for each of the two items above – via e-mail to the Board list by 5 PM EST Thursday April 24. Please let me know if you have any questions etc.

Regards,
Brian

Dryad Motion Circulated to the Board by Brian Lavoie (Chair) via email on 5/9/2014

Approved unanimously by email: Bill Michener, Brian Lavoie, Todd Vision, Eefke Smit, Susanna Sansone, Marcel Holyoak, Liz Ferguson, Carol Tenopir, Chuck Fox, Martin Fenner, Simon Hodson, Theo Bloom

Colleagues,

I have a couple more budget-related motions that require your attention (and votes). As part of the transition plan for a new Executive Director (as well as our FY15 budget planning which is currently underway), Dryad must fund an interim solution for the business management and customer engagement activities performed by Laura. It is necessary to approve this solution prior to Laura's departure May 30th so that she will have time to train the interim service providers.

Motions:

1. Contract a Business Manager:

Engage FASEB to provide business management services as per the attached proposal. These duties are currently performed by the Dryad ED; FASEB proposes to provide them on an interim basis for 6 months. The contract could be extended if needed. The net cost to the nonprofit for the 6 month contract would be \$9,500 (gross cost of \$13,500 minus \$4,000 that the nonprofit would have paid the ED).

Dryad currently contracts with FASEB to manage Dryad's membership and payment plan contracts. The business management services in the new proposal are an extension of the existing arrangement, and FASEB is already familiar with Dryad's books and our business model. The existing contract is funded by our NSF grant. The additional business management service would be covered by a separate contract funded directly by the nonprofit.

2. Expand Jamie Lamkin's duties to include more customer engagement, oversight and reporting

Jamie Lamkin currently manages the journal integration process at Dryad and also routes incoming help tickets, which makes her the ideal staff person to handle inquiries about membership and payment plans (FASEB handles billing and renewals). She will also monitor and troubleshoot individual payments, create monthly submissions reports and manage the membership and payment plan activities at FASEB.

Due to her increased responsibilities (equivalent to about 0.25 FTE), I propose that

the nonprofit pay her a salary supplement of \$12,000 annually. Her current salary, paid through the grant, is \$47,000. This salary was determined by the university's classification for her position and is well below an appropriate salary for someone with her qualifications and performance. I recommend that the supplement be considered permanent (contingent on continued satisfactory performance).

[A complete list of additional duties was linked here]

Pending approval of these motions, these expenditures would primarily be reflected in the upcoming FY15 budget. Depending on how quickly we implement these changes, there could be about a \$5,000 impact on the current FY14 budget, but one that we could accommodate given our current financial situation.

I would like to initiate a Board vote on Item #1 and Item #2 above. As with past budgetary decisions requiring Board approval, an electronic vote is sufficient to make a decision, subject to achieving a quorum. Please cast two votes (Yes/No/Abstain) – one for each of the two items above – via e-mail to the Board list by 5 PM EST Tuesday May 13. Please let me know if you have any questions etc.

By the way, in case anyone is wondering, Laura tells me that the results of these electronic votes will be officially recorded as an addendum to the minutes to the upcoming Board meeting.

Regards,
Brian