

Dryad Board of Directors Teleconference Meeting 8 June 2012, 1100-1200 EST

Directors present: Theo Bloom, Lee Dirks, Liz Ferguson, Simon Hodson, Brian Lavoie, Eefke Smit, Todd Vision, Mike Whitlock, Bill Michener.

Directors absent: Marcel Holyoak, Allen Moore, Susanna-Assunta Sansone.

Others present: Peggy Schaeffer

Notes: Todd Vision and Peggy Schaeffer

Agenda & Notes

1. Introductions
2. Note regarding informal legal status prior to adopting ByLaws at first meeting
3. Board organization (reviewed Article 4 of ByLaws)
 - a. Board members serve as individuals
 - b. Duty to abstain and leave in case of any potential conflict of interest; US law requires annual disclosure of conflict of interest (Section 4)
 - c. Liability, insurance against liability, and reliance upon others (Sections 5 and 6)
 - d. Attendance (Section 10)
 - i. From Bylaws: *Any Director or committee member who misses three consecutive regularly scheduled meetings or who, in the course of the calendar year, misses more than fifty (50%) per cent of the regularly scheduled or special meetings shall be deemed to have resigned immediately and automatically.*
 - ii. Exception for “*significant medical considerations*”
 - iii. Virtual attendance acceptable, if technology permits full participation by all board members simultaneously.
 - e. Term Durations (Section 2)
 - i. From Bylaws: *The initial Board of Directors shall be equally divided with one third being elected to serve an initial one (1) year term, one third elected to serve an initial two (2) year term and one third elected to serve an initial three (3) year term. Upon the conclusion of their initial term, a Director may be eligible for reelection to a three (3) year term as set forth above.*
 - ii. Who prefers to serve for what duration? Agreement to proposal by Lee D. to obtain everyone’s preferences before the meeting.
 - iii. Eefke and others expressed desire to see some of those serving for shortened terms to stand for re-election
 - iv. Process for deciding: once preferences have been satisfied, the terms will be decided by a drawing of straws at the meeting (proposed by Bill M.)
 - f. Officers (Article 5)
 - i. Chairperson, Vice-Chairperson, and Secretary, and Treasurer
 - ii. 1 year terms, Secretary and Treasurer eligible to serve up to 3 consecutive terms
 - iii. Process for selecting
 1. Bill: Chair should have experience in a previous similar capacity
 2. Decision: Poll members before meeting about willingness to serve, accept nominations and volunteers at meeting, have nominees make statements, and then conduct a vote

4. Committees & staff
 - a. Governance (required)
 - b. Finance (required) - important that a subset be willing to serve 3 yr term
 - c. Audit (optional)
 - d. Advisory Board (optional)
 - e. Other committees (optional)
 - f. Executive director (to be recruited), Legal Counsel, Accounting (seeking suggestions for accountant)
 - g. Process for filling committees: A Doodle poll regarding willingness or interest to serve on the different committees; also allow people to self-nominate at the July meeting. [Process after this is not clear - presumably the slate is voted on by the full Board.]
5. July Board meeting
 - a. Logistics
 - i. All day July 23 and 24, and morning of 25th
 - ii. Travel on 22nd and 25th (flying in and out of RDU)
 - iii. Travel arrangements should only be made through the authorized travel agent, so that tickets can be charged directly to Dryad. Details to follow shortly from Peggy/NESCent.
 - iv. Lee and Eefke have requested to attend remotely
 - b. Agenda items for July
 - i. Board structure, officers, committees, terms
 - ii. Cost Recovery Plan: approval and implementation timing, budgets, anticipated growth
 1. Simon: stressed importance of this
 - iii. Membership: goals and implementation, marketing strategies
 - iv. Approve repository policies
 1. Terms of Service
 2. Collection policy
 3. Preservation policy
 - v. Lee: Technical partnerships and connections vis-a-vis Dryad (ORCID, DataCite, DataONE, CLOCKSS, etc.)
 - vi. Lee: discuss mission, vision, goals and objectives [Todd: could be combined with facilitated strategy meeting below]
 - vii. Brian: current plans for development, goals, plans for 1-2 years from now
 - viii. Simon: cost recovery estimates, targets for sustainability
 - ix. Lee: roadmap of future growth
 - x. Bill: suggest walkthrough of repository or demo (seconded)
 - xi. Funding plans and prospects for R&D
 - xii. Eefke, Theo: Competitive landscape, who else is doing what
 - xiii. Would appreciate having opportunity for *short* board member presentations
 - xiv. Eefke, Theo, Simon: a *facilitated* strategy meeting would be useful if possible
 - c. Preparatory committees
 - i. Agenda committee
 1. Bill, Lee, Liz, Mike, Peggy (ex officio), Todd as needed
 2. Will send around draft agenda to full board, list of potential topics
 - ii. Cost-recovery plan committee
 1. Simon, Brian, Mike, Todd
 - iii. Also: check with absent board members about willingness to help with either committee