



## **Board of Directors meeting November 2012**

### **Minutes**

Dulles VA, USA

17-18 November 2012

### **Board Members:**

Present: Theo Bloom, Liz Ferguson, Simon Hodson, Marcel Holyoak, Brian Lavoie, William Michener, Susanna-Assunta Sansone, Eefke Smit (remotely), Todd Vision, Mike Whitlock

Absent: Allen Moore

Quorum: Yes

### **Other participants:**

Peggy Schaeffer, Ryan Scherle (remotely), Laura Wendell.

### **Motions**

- 1 MOTION: start charging membership fees in Jan 2013; start charging deposit fees Sept. 1, 2013. MOTION CARRIED UNANIMOUSLY.
- 2 MOTION: Marketing & Membership Task Force formed, composed of Mike Whitlock (chair), Theo Bloom, Liz Ferguson, Simon Hodson. MOTION CARRIED UNANIMOUSLY.
- 3 MOTION: Dissolve the Management Services and Membership Task Forces formed in September Board meeting. MOTION CARRIED UNANIMOUSLY.

### **Proceedings**

- 1 **Bill Michener, Chair, opened the meeting.** Board members introduced themselves briefly, as did Peggy Schaeffer, Communications Coordinator, and Laura Wendell, proposed Interim Executive Director.

- a Todd Vision described two new Dryad staff members who have joined the project recently, Dan Leeher, programmer, and Mercedes Gosby, user interface designer.
  - b The minutes of the September 24, 2012 Board meeting teleconference were presented for the Board to review.
- 2 **Software development updates:** Ryan Scherle provided updates on the current status of the repository and an overview of recent development activities. [Trello](#) is being used to manage development priorities. Current work includes improvements to the DOI registration process, support for the DataONE API, streamlining large file transfers, website redesign, and development of capabilities for journals such as data previews.
- 3 **Website redesign:** Scherle presented mockups for parts of the website, which had been informed by a usability study from the UNC Metadata Research Center. Board feedback noted that the mockups addressed individual researcher needs but not those of potential new members and journals. He continued with the presentation of mockups for [payment of deposit fees](#) ([PPT Summary](#)) and additional board feedback was solicited.
- 4 **Other organizational updates:** Organizational updates were provided by Vision and Schaeffer. New and upcoming integrated journals (since the July meeting) include:
  - i eLife, integrated in October
  - ii British Ecological Society journals, starting with Functional Ecology (integrated in November)
  - iii Royal Society journals, starting with Biology Letters (integration underway)
  - iv Two BioMedCentral journals (underway, delayed to early 2013).
  - v In active discussion: F1000 Research, German Medical Sciences (ZBMed), PLOS Genetics, Elementa, PeerJ
- 5 **Outreach, journal integration and expansion:** Board members proposed target journals for Dryad staff to approach about possible integration. Priority should be placed on those journals that might become members and also sign up for one of the payment plans.
- 6 **Current and pending partnerships:** Vision shared brief summaries of current and pending Dryad partnerships: CLOCKSS, ORCID, DataCite.
- 7 **Organizational issues:**
  - a Document Retention Policy: A document policy is needed for the Board and the organization. Wendell will begin to develop this policy, with use of standards and legal requirements. Board members asked questions about electronic correspondence, Wendell will find model documents for non-profits and share these with the Board.

- b IRS 1023 application: the Finance committee is to come up with budget projections for 3 years, and Wendell will assist in the submission of the application in early 2013.
  - c Directors and Officers Liability insurance: Schaeffer described options for obtaining Directors and Officers Liability insurance, which has an estimated cost of \$800-\$1200 per year. Internet coverage is available to cover cases of authors posting material which they do not have the right to share. Wendell to pursue this in early 2013.
- 8 **Treasurer's report:** Lavoie summarized research to date into securing professional bookkeeping and accounting services. The hiring of an Interim Executive Director is anticipated to enable Dryad to handle bookkeeping in-house. Wendell to work with Lavoie to secure professional support for financial services starting in January.
- 9 **Governance committee report:** Whitlock presented a short report on activities since the July Board meeting.
  - a The committee is developing Membership criteria, including eligibility criteria, rights and responsibilities, and also a draft Board Policy Manual.
  - b The committee is seeking nominations for the 4 Board positions to fill before the May 2013 meeting. Board members and others are asked to send nominations to Whitlock.
- 10 **Competitive and Collaborative Landscape review:** Board members participated in an analysis of the competitive and collaborative landscape led by Bloom. The formation of a Marketing Task Force was proposed to direct the creation of marketing and outreach materials by Jan. 2013.
  - a TASKS: finalize text, engage design company, determine materials to be created, create materials.
  - b MOTION: Marketing & Membership Task Force formed, Members: Whitlock, Bloom, Ferguson, Hodson. MOTION CARRIES UNANIMOUSLY.
- 11 **Finance committee breakout meeting:** Committee members provided input on the payment system mockups, edits to the pricing description, and related recommendations.
- 12 **Governance committee breakout meeting:** Committee members reviewed the staffing plans for the organization, and the discussions with Duke for a Memorandum of Understanding. Michener distributed a draft Board Policy Manual. Schaeffer and Wendell to assist in its completion and help with locating key policies to include as links.
- 13 **Membership and deposit fees:** After discussion, the Board MOVED to start charging annual membership fees in Jan 2013, and to start charging deposit fees on September 1, 2013. MOTION CARRIED UNANIMOUSLY. January 1, 2013 is the start of first year of membership. Charter members are grandfathered for three years. New members will start paying for 2013 to be eligible to vote at the May 2013 Annual Membership meeting.

- 14 **Annual Membership Meeting planning:** The first Annual Membership Meeting will be held in May 2013, in conjunction with a Board meeting, and possibly a one-day research and data symposium being co-organized by Hodson on data publication. The membership meeting will be open to prospective members and other interested parties, though only members will have a vote. Possible locations for the meetings include London and Oxford, UK. Venues and programme to be researched by Bloom, Hodson, Michener, Smit, Sansone, and Vision.
- 15 **2013 Board meetings** were planned as follows, with quarterly, rather than bi-monthly, phone calls, possibly at 11 am EST:
- i Conference call in February or March (Schaeffer and Michener to find a suitable date)
  - ii Meeting the week of May 19 in conjunction with the Annual Membership meeting
  - iii Conference call in July or August
  - iv Early November face to face meeting, location TBA (date and details to be set at May meeting)
- 16 **Task Forces, Working Groups, and Committees:** In addition to forming the Marketing and Membership Task Force, and the May 2013 Meeting Planning Committee, described above, the Board voted on a MOTION to dissolve the Management Services and Membership Task Forces formed during the Board's meeting by teleconference on September 24 2012. The Board supported a proposal for an informal working group to consider Dryad's policies and processes regarding long-term digital preservation, chaired by Jane Greenberg of the Metadata Research Center. The Board encourages the working group to present its recommendations at the May Board meeting. Sansone proposed that the Board create a template charter for Task Forces and working groups; Wendell to work on creating a model for this.
- 17 **Repository Certification:** The Board briefly considered several existing repository certifications options and recommended that staff not pursue the Data Seal of Approval, the ICSU World Data System, or the Trustworthy Repositories Audit and Certification (TRAC) process at this time, but revisit the options again at a later date.
- 18 **Nominating and electing the 2013 Board:** The Board discussed nominations for the four open positions on the Board Directors; six names will be sought by Dec 15. Schaeffer to distribute letter seeking nominations to all Dryad members, with the intention to start the election in Jan. Election of Directors to take place at the May Annual Membership Meeting.
- a Nominations to solicit expertise in the following areas: active researchers in fields not currently represented on the board; those with experience in non-profit governance in academic and library settings; those with experience in organizations with similar revenue models.

- b Discussion on mechanics of election: Possibility discussed of having board seats designated for certain expertise areas (e.g. research, publishing, libraries, technology, legal or accounting). DECISION: not to be implemented for 2013, but to consider for future years.
- 19 **Risk Analysis:** Michener led the group in a process of identifying risks to the Dryad repository and organization, which resulted in a spreadsheet of potential risks, with associated prevention and mitigation strategies.
- 20 **Marketing and Membership Task Force:** A task force was created to recommend the contents of marketing materials to use for the 2013 membership drive. Duration: Jan 1 2013 for initial recommendations to staff, report out at February board meeting. Mike Whitlock (chair), Theo Bloom, Liz Ferguson, Simon Hodson.
- 21 **Preservation working group.** The board commended a proposal from Jane Greenberg and Elena Feinstein to convene an expert working group of limited duration on digital preservation to make recommendations to Dryad regarding its digital curation and preservation policies and processes.
- 22 **The chair adjourned** the meeting at 3pm on Nov. 18, 2012.

#### **Document history**

Jan. 28, 2013: Minutes submitted by Todd Vision.

Feb. 11, 2013: Minutes approved at Feb. 11 Board teleconference.