

# Minutes of the Dryad Board of Directors, December 2015

By teleconference, Thursday, December 3, 2015

Approved November 30, 2016

1. Meeting called to Order by Vision (chair) at 1:02 pm EST

*Directors in Attendance: Vision, Fox, Tenopir, Hull, Baird, Michener, Bruna, Morovati, Bloom  
Regrets: Ferguson, Hodson, Sansone, Fenner*

2. Approval of minutes

**Motion: To revise pending minutes before approving. Proposed by Bruna, seconded by Michener. Approved unanimously**

**Motion: A financial summary will be provided to members in the annual report at the Executive Director's discretion. Financial statements (balance sheet, income statements, and 990) are not to be included in the annual report but available on request. Proposed by Fox, seconded by Ferguson. Approved unanimously.**

3. Reports. Morovati provided an Executive Director report focussing on the new pricing rollout later in December, and a staffing update. Vision provided an update on current grants and proposals. Fox provided a Financial report. Morovati and Fox reported about creating a Dryad line of credit.

**Motion: The finance committee will review pricing, currency, and other financial arrangements at least annually (prior to the membership meeting). Proposed by Bloom, seconded by Fox. Approved unanimously.**

**Motion: Dryad to apply for a line of credit, provided that it can only be used with Treasurer approval. Proposed by Fox, seconded by Bloom.**

**Amendment from Michener: In case the Treasurer is unavailable, Finance Committee chair or BOD chair can approve. Amended motion passes unanimously**

**Motion: Publicly provide financial information annually as part of the annual report). Seconded by Michener.**

**Amendment from Vision. To make Form 990 available on the website. Motion passes unanimously**

4. Discussion of Community Meeting. Staff are planning for a virtual Membership Meeting in May. The BOD decided by general agreement that separating membership and community meeting this year would be acceptable.
5. GOVERNANCE Committee

- a. Discussion of candidates to replace Smit (class of 2018).

**Motion: To approve a confidential slate of candidates to replace Smit. Proposed by Baird, seconded by Bruna. Motion approved unanimously.**

- b. BoD ballot for class of 2019. Graduating class is: Martin Fenner, Charles Fox, Susanna-Assunta Sansone, Carol Tenopir. All four are willing to stand again.

**Motion: To approve a ballot for Class of 2019 including Fenner, Fox, Sansone, Tenopir. Proposed by Michener. Seconded by Bruna. Passed unanimously.**

Adjourned at 2:10pm EST