

ORCID Board Meeting Summary

Meeting Date: February 28–March 1, 2017

Meeting Location: Boston, MA, US

In attendance:

- Micah Altman
- Patricia Brennan
- Andrew Cormack
- Richard De Grijns
- Daniel Hook
- Rick Ikeda
- Veronique Kiermer (Chair)
- Robert Kiley
- Salvatore Mele
- Ed Pentz (Past Chair)
- Linda O'Brien
- Bernie Rous
- Chris Shillum
- Simeon Warner
- Edward Wates (Treasurer)

Non-Voting Attendees:

- Josh Brown
- Jackie Ewenstein (external counsel)
- Laure Haak (ex officio and Secretary)
- Sarah Hershberger
- Alice Meadows
- Laura Paglione
- Robert Peters
- Doug Wright

Summary: The Board welcomed new members Andrew Cormac, Richard de Grijs, Daniel Hook, and Linda O'Brien and the re-election of Patricia Brennan and Chris Shillum for their second term. The Board elected the officers: Veronique Kiermer as Chair, Edward Wates as Treasurer, and Laure Haak as Secretary. The Board also approved the Executive Committee, with Veronique Kiermer as chair, Edward Wates as Treasurer, Laure Haak as Secretary, Robert Kiley, Ed Pentz, Chris Shillum, and Simeon Warner. The Board voted on chairs and membership for the Nominating Committee (Robert Kiley, chair) and the Audit Committee (Patricia Brennan, chair). The Board reviewed 2016 milestones, commented on a draft of the 2016 Annual Report and the 2016 year-end financials, and heard updates from ad hoc committees. The Board updated the bylaws based on feedback from the 2016 election cycle, reviewed 2017 plans and discussed upcoming for scenario planning exercises.

Motions Passed:

MOTION: To approve October Board meeting minutes with noted adjustments. VOTE: Unanimous, no abstentions.

MOTION: To approve Veronique Kiermer as Chair, Edward Wates continuing as Treasurer, and Laure Haak continuing as Secretary. VOTE: Unanimous, no abstentions. (voted for the slate)

MOTION: Board expresses their gratitude to Ed Pentz for his 4 years of service as board chair. VOTE: Unanimous, no abstentions.

MOTION: To approve Executive Committee (ExCo) Membership: Veronique Kiermer (Chair), Ed Pentz (Past Chair), Edward Wates (Treasurer), Laure Haak (Secretary, *ex officio*), Robert Kiley, Chris Shillum, Simeon Warner. VOTE: Unanimous, with each proposed member abstaining with respect to their election.

MOTION: Amend the bylaws (Article II, Section 7) so that any member meeting can be held all or in part by remote/virtual means, unless otherwise determined by the Board or ExCo. VOTE: Unanimous, no abstentions.

MOTION: Amend the bylaws (Article II Section 7) to indicate that the Annual Meeting of the Members will take place in advance of the Annual Meeting the Directors, unless otherwise determined by the Board. VOTE: Unanimous, no abstentions.

MOTION: Amend the bylaws (Article III Section 2b) to provide that Members are able to nominate alternate candidates in a period of 30 days after the slate is announced. VOTE: Unanimous, no abstentions.

MOTION: Amend the bylaws (Article II Section 9) to set the record date 60 days before the date of the Annual Member meeting. VOTE: Unanimous, no abstentions.

MOTION: To approve Richard de Grijs as Chair, Robert Kiley, and Patricia Brennan as Board members of the Nominating Committee, and to delegate to the committee to invite 2 non-Board members with attention to regional, sector, and gender diversity. VOTE: Approved with proposed members abstaining.

MOTION: To approve Patricia Brennan as Chair, and Chris Shillum, Lisa Hart (non-voting), and Bernie Rous as members of the Audit Committee. VOTE: Approved with proposed members abstaining.