

ORCID Board Meeting Summary

Meeting Date: January 18, 2012

Location: New York City, New York, USA, hosted by Elsevier.

In attendance:

- Liz Allen, Wellcome Trust
- Geoff Bilder, Interim ORCID staff
- Amy Brand, Harvard
- Jackie Ewenstein, ORCID counsel
- Martin Fenner, Hannover
- Diane Geraci, MIT
- Thomas Hickey, OCLC
- Karen Hunter, Elsevier alternate
- David Kochalko, Thomson Reuters
- Salvatore Mele, CERN
- Ed Pentz, CrossRef
- Howard Ratner, NPG
- Bernard Rous, ACM
- Chris Shillum, Elsevier
- Hideaki Takeda, NII
- Craig Van Dyck, Wiley
- Simeon Warner, Cornell
- Brian Wilson, Thomson Reuters alternate (by phone)

Summary:

Among the key topics discussed at this meeting were: ORCID governance, tax exempt status, and annual meeting; hiring of staff; sponsorship and outreach activities; use of funds policies; update on technical implementation and launch plan for the phase 1 system; privacy policies; key partnerships; whether and how to establish an ORCIDYEU entity.

Motions Passed:

MOTION: To approve minutes of the September 22, 2011 meeting. (14 aye, 0 nay, 0 abstain)

MOTION: Article III (Board of Directors), Section 2 (Number, Election, Term of Office, Vacancies, Removal and Resignation) of the By Laws shall be amended to add a new section h, to state: "h. Election and Term of Office prior to Affinity Membership Program. Notwithstanding the foregoing subsections (a)-(g), prior to the initiation of the Affinity Membership program, directors shall be elected and shall serve for the terms set forth in this subsection (h). The directors shall be elected at the Annual Meeting of the Voting Members from candidates proposed by the Nominating Committee or if not so proposed, by the Board. The directors shall be elected for a term of one year by a majority of votes cast at the meeting, and each will hold office until the election or appointment and qualification of such director's successor or until such director's earlier death, resignation, or removal. Directors may serve unlimited successive terms prior to the initiation of the Affinity Membership program and such service shall not be counted in calculating the two-consecutive three-year term limit set forth in subsection (c). (14 aye, 0 nay, 0 abstain)

MOTION: Article XI shall be amended to state: "Section 1. Bylaws. The Voting Members (as defined in Article II, Section 2) shall have the exclusive power to make, alter, amend and repeal the Bylaws by the affirmative vote of two-thirds of the Voting Members present and entitled to vote at any meeting at which a quorum is present or by unanimous written consent; provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the Voting Members in the case of a meeting. Section 2. Certificate of Incorporation. The Board shall have the exclusive power to make, alter, amend and repeal the Bylaws and Certificate of Incorporation of the Corporation by the affirmative vote of two-thirds of the directors present and entitled to vote at any meeting at which a quorum is present, or by unanimous written consent, subject to obtaining necessary governmental approval for any such action; provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the directors in the case of a meeting. Section 3. Qualification as tax-exempt organization. Notwithstanding Sections 1 and 2, no such action shall be taken that would adversely affect the qualification of the Corporation as an organization exempt from Federal

income taxation under Section 501(c(3)) of the Internal Revenue Code of 1986, as amended. (14 aye, 0 nay, 0 abstain)

MOTION: To re-appoint currently serving Directors for another year. (14 aye, 0 nay, 0 abstain)

MOTION: To re-elect currently serving Officers (Howard Ratner (chair), Dave Kochalko(treasurer), and Amy Brand (secretary)) for another year. (11 aye, 0 nay, 0 abstain, 3 recused)

MOTION: The Board empowers the Executive Committee to approve and file the 1023 application. (14 aye, 0 nay, 0 abstain).

MOTION: To revise Executive Director selection procedures such that the list of six finalists will be reviewed by non-applying Board members, who are invited to submit comments to the Interview Committee chairs within one week. (14 aye, 0 nay, 0 abstain).

MOTION: (1) The ED will have the authority to release expenditures, defined as cumulative if these are multi-year commitments, set in the operating budget of up to \$50,000, with check-signing continuing as a separate function to be handled by Lisa Hart or other authorized signatory. (2) For expenditures between \$50K-100K, the ED will seek ExCo approval. (3) For expenditures over \$100K, the ED will seek Board approval. (4) For 2013 budget and onwards, the ED will draft the operating budget to be approved by the Board and optionally by ExCo. (5) The ED will have the contract signing authority currently vested in the Chairman via board resolution and the authority to sign standard agreements, with the Board Chair serving as back-up signing authority; all modifications to standard agreements are subject to attorney review and ExCo approval. (14 aye, 0 nay, 0 abstain).

MOTION: ExCo has the authority to approve up to \$25,000 in fees to a consultant to produce and run an implementation training program for institutions and publishers, subject to Board direction on the training program plans. (14 aye, 0 nay, 0 abstain).

MOTION: The Board delegates to ExCo the authority to approve up to \$20,000 in funding for a consultant to conduct ORCID business model market testing under the direction of the BWG. (14 aye, 0 nay, 0 abstain).

MOTION: Board gives ExCo authority to pursue formation of ORCIDKEU subject to Jackie's recommendations and assuming an initial outlay of less than \$10,000 after CERN's contribution. (14 aye, 0 nay, 0 abstain).