

ORCID Board Meeting Summary

Meeting Date: January 22, 2013

Location: Elsevier, New York, NY, USA

In Attendance:

- Liz Allen
- Micah Altman
- Amy Brand
- Thom Hickey
- Dave Kochalko
- Salvatore Mele
- Ed Pentz
- Howard Ratner (Chair)
- Bernie Rous
- Chris Shillum
- Hideaki Takeda
- Craig van Dyck
- Todd Vision
- Simeon Warner

Non-Voting Attendees

- Jackie Ewenstein (legal counsel)
- Martin Fenner (ORCID EU staff)
- Laure Haak (ex officio)
- Veronique Kiermer (alternate)
- Catalina Oyler (staff)
- Laura Paglione (staff)
- Rob Peters (staff)

Summary: The Board initiated the Affinity members program, voted to create a slot on the board for an unaffiliated researcher, and held elections. A new Executive Committee was approved. The Board reviewed a member model for consortia and service providers, discussed the 2013 Outreach Plan and technical status and plans. The Board approved the Open Source plan, reviewed 2012 financials, and discussed 2013 goals for the organization.

Motions Passed:

MOTION: Approve Minutes. 12 aye, 1 abstention (TH)

MEMBER MOTION: Resolved, that ARTICLE III (Board of Directors), Section 2B (Election; Qualification, Alternates) of the bylaws shall be amended to read in its entirety to read:

“The directors shall be elected at the Annual Meeting of the Board by the vote of a majority of the directors then in office, from the candidates proposed to the Board by the Nominating Committee or proposed in writing by any group of twenty (20) or more Affinity Members, provided that such written nominations are accompanied by the consent of the nominee and submitted to the Secretary of the Corporation at least thirty (30) days prior to the date of the Annual Meeting of the Board at which they will be voted on. Once the Affinity Membership program is established, each candidate for director shall be an employee, officer or director of an Affinity Member; provided however, that the Board may waive the requirement that each candidate be affiliated with an Affinity Member to secure the representation of up to two researchers not affiliated with an Affinity Member and selected by the Board to serve as directors. No Affinity Member may be represented by more than one candidate for election to the Board in any election. Any Affinity Member whose candidate is elected to the Board may designate an alternate for such director. Each alternate so designated may attend meetings of the Board and shall be deemed to be a member of the Board for all purposes but only for the duration of such designation. No such designation shall operate to increase the representation on the Board of the Affinity Member designating the alternate, and in the event that both the alternate and the director are present at any Board meeting only the director shall have the right to vote at the meeting.” VOTE: Unanimous

MOTION: That any organization entering into a member or subscriber license agreement with ORCID shall be an Affinity Member. No further application shall be required. VOTE: Unanimous

MOTION: Effective as of the January 2013 board meeting, the Affinity Membership structure for board nominations and elections shall be put into place. VOTE: Unanimous

MOTION: To effect the staggered terms contemplated by Article II, Section 2c (Term of Office) of the Directors, the directors selected at the January 2013 meeting shall be elected to serve for one, two, or three year terms. VOTE: Unanimous

MOTION: Election of Directors. Proposal from Nomination Committee to forward slate for vote. VOTE: Unanimous (with each Director recusing himself or herself from voting on his or her own election).

MOTION: Election of Officers. Proposal from the Nominating Committee to forward slate for vote: 2013: Chair – Ed Pentz, Treasurer – Dave Kochalko, Secretary – Laure Haak. VOTE for Chair and Treasurer: 12 aye, 0 nay, 1 abstention (TV), 1 recusal (Each of ED and DK recused himself respectively for vote on his appointment). VOTE for Secretary: 13 aye, 0 nay, 1 abstention (TV)

MOTION: Appointment of Executive Committee. EP as chair, HR as past chair, DK as Treasurer, LH as Executive Director, LA, AB, CVD, and BR. Term is one year, until next election. VOTE: Unanimous (with each Director recusing himself or herself from voting on his or her appointment).

MOTION: Standing Committees. SW nominated to serve as chair of Nominating Committee. VOTE: Unanimous. CVD agreed to remain as chair of Audit Committee.

MOTION: Approve member policy as presented but collapse standard and affiliate in external presentation. VOTE: Unanimous.

MOTION: Delegate review and approval of changes to Ts and Cs and Privacy Policy to ExCo. Needs to include technical implications involved with mass mailing. VOTE: Unanimous.

MOTION: Approve Open Source plan, revised appropriately for public release and blog post, and to release the code as soon as is reasonably possible. VOTE: Unanimous.

MOTION: To amend Article 2 of the Certificate of Incorporation to state in its entirety: The address of the registered agent of the Corporation is 3411 Silverside Road Rodney Building #104, Wilmington, Delaware 19810 in New Castle County. The name of the registered agent of the Corporation at that address is Corporate Creations, Inc. VOTE: Unanimous.

MOTION: Delegate to ExCo to review and approve revised language for Terms and Conditions of Use, Privacy Policy, and Membership License Agreement relating to release of Public Data File under CC0 without restrictions. VOTE: Unanimous.

MOTION: ORCID to perform audit of 2012 financials. VOTE: Unanimous.

MOTION: Approve policy with amendment to clarify that computers purchased are property of ORCID and to be used only for ORCID business. VOTE: Unanimous.