

## ORCID Board Meeting Summary

### Meeting Date: November 5-6, 2015

**Meeting Location:** Github, San Francisco, US

**In Attendance:**

- Marta Soler
- Simeon Warner
- Salvatore Mele
- Ed Pentz (Chair)
- Hideaki Takeda
- Micah Altman
- Chris Shillum
- John Carroll
- Daniel Forsman
- Thomas Hickey
- Robert Kiley

*Not Attending*

- Bernie Rous (Treasurer)
- Edward Wates

*Non-Voting Attendees:*

- Josh Brown
- Jackie Ewenstein (external counsel)
- Laure Haak (ex officio and Secretary)
- Claudia Soriano
- Laura Paglione
- Alice Meadows
- Doug Wright

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**Summary:** The Chair summarized decisions of the ExCo taken since the last meeting, including the appointment of Robert Kiley (Wellcome Trust) to replace Liz Allen, Daniel Forsman (Chalmers University) to replace Jonas Gilbert, John Carroll (Nature) to replace Veronique Kiermer, and Edward Wates (Wiley) to replace Craig van Dyck; all departing Board members had vacated their positions due to changes in affiliation and were replaced by alternates as per ORCID bylaws. The Board discussed the preceding Outreach meeting. The Executive Director introduced new staff onboarded since May, reviewed 3Q achievements, and presented 2016 goals and plan. The five high-level goals for 2016 are: (i) increasing membership to hit break even, (ii) supporting adoption through improved communications, (iii) increasing proportion of records with associated data, (iv) Increasing awareness globally, and (v) enhancing the transparency of governance. The Chair presented the Treasurer's 3Q financial report, staff reviewed the membership pipeline and revenue forecast, and presented the 2016 Budget proposal. Staff reviewed consortium membership onboarding. The Board discussed the batch create service offering and voted to discontinue the Member Create membership option and with it batch create services for new members. Staff will be contacting current members to discuss transitioning to the Trusted Party membership and Create on Demand services. Board discussed current trend toward mandating ORCID, in particular by funders, and approved a measure to amend the membership agreement to support enforcement of privacy policy by the mandating member. Board discussed staff proposal for Levels Program to encourage quality implementations. Staff presented 2015 workshops and 2016 plans. Board discussed 2016 plans for outreach meetings and town halls. Staff reviewed the survey and 2015 communications initiatives and 2016 plans. The Audit committee gave a report on the completed 2014 audit, recommended ORCID move to accrual-based financial reporting starting in 2016, suggested change to audit charter, and noted plans for identifying a new audit firm for the 2016 audit. The Nominating Committee presented its slate for 2016 elections. Staff presented an update on ORCID EU activities, including status of repayment of a loan from ORCID Inc to ORCID EU. Staff presented on the launch of auto-update facilities by ORCID, Crossref, and DataCite. Board reviewed proposals for changes to bylaws to institute member voting, remove alternates, provide flexibility when Directors become unaffiliated mid-term, address community concerns about the permanent openness of the ORCID Registry, and to add in a provision stating that the Executive Director has signing authority. Board reviewed proposed changes to Certificate of Incorporation. [LH1] Board approved 2016 budget proposal.

**Motions Passed:**

**MOTION:** Approve minutes of May meeting. VOTE: Unanimous.

**MOTION:** To add Chris Shillum to ExCo. VOTE: All in favor with abstention by candidate and Daniel Forsman.

**MOTION:** That ORCID cease offering Member Create agreement moving forward. VOTE: 8 in favor, 2 opposed, and 1 abstention.

**MOTION:** To approve Patricia Brennan as chair and Thom Hickey as member of the Audit committee until the next Board meeting. VOTE: Unanimous, with candidates abstaining.

**MOTION:** Board to delegate approval of audit firm to the ExCo. VOTE: Unanimous.

**MOTION:** To extend the base of the loan to ORCID EU to 28 Feb 2016. VOTE: Unanimous, with members of the ORCID EU Board abstaining.

**MOTION:** To approve amendments to Bylaws to institute member voting, remove alternates, provide flexibility when Directors become unaffiliated mid-term, address community concerns about the permanent openness of the ORCID Registry, and to add in a provision stating that the Executive Director has signing authority. VOTE: Unanimous.

**MOTION:** To approve a new section Eighth to the Certificate of Incorporation to meet Delaware law provisions to clarify Board powers in light of bylaw amendments. VOTE: Unanimous.

**MOTION:** To approve changes to the member agreement to clarify that the person listed as main contact in the license will be the default person for member voting and for notices. VOTE: Unanimous.

**MOTION:** To add section 1.2(v) to the member agreement clarifying additional rights of members mandating ORCID iDs. VOTE: Unanimous.

**MOTION:** To approve 2016 budget as stated. VOTE: Unanimous.