

# ORCID Board Meeting Summary - May 2022

**Meeting Date:** 25-26 May 2022

**Meeting Location:** This meeting was held virtually via Zoom.

## 25 May Attendance:

- **Voting Members:** Linda O'Brien, Clare Appavoo, Paul Gemmill, Yuko Harayama, Lisa Janicke Hinchliffe, Daniel Hook, Amal Amin Ibrahim, Calvin Johnson, Katherine McNeill, Katharina Ruckstuhl, Lori Ann Schultz, Daisy Selematsela, Michael Ullyot
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio), Tom Demeranville, Sarah Hershberger, Julie Petro, Will Simpson, Ivo Wijnbergen, Laura Paglione (consultant, joined for discussion of Global Participation Program), Mary McDonald (legal counsel)
- **Regrets:** Alison Mitchell, Jesse Xiao, Stephanie Harley

## 26 May Attendance

- **Voting Members:** Linda O'Brien, Clare Appavoo, Yuko Harayama, Lisa Janicke Hinchliffe, Daniel Hook, Amal Amin Ibrahim, Calvin Johnson, Katherine McNeill, Alison Mitchell, Katharina Ruckstuhl, Lori Ann Schultz, Daisy Selematsela
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio), Tom Demeranville, Sarah Hershberger, Julie Petro, Will Simpson, Ivo Wijnbergen, Mary McDonald in Jackie Ewenstein's absence (legal counsel) and taking minutes in Stephanie Harley's absence.
- **Regrets:** Paul Gemmill, Michael Ullyot, Jesse Xiao, Stephanie Harley

## Summary:

On Day One, the Board discussed Committee memberships, ratified committee membership appointments and appointed the members of the Executive Committee. The Executive Director updated the Board on the Metrics DashBoard and provided a progress report. Laura Paglione gave a presentation regarding the Global Participation Program (GPP) and the Global Participation Fund (GPF). The Board split into three discussion groups and each group reported back to the entire Board regarding proposed GPF objectives,

grant evaluation criteria, and fund metrics and evaluation. The Nominating Committee provided an update to the Board regarding NomCom charter revisions and the Board approved the changes.

On Day Two, the Board Chair reminded the Board that ORCID is seeking expressions of interest for the role of Board Chair and Treasurer for 2023. The Board discussed ORCID's finances including a second quarter budget reforecast which the Board approved. The Finance Committee provided an update and asked for Board approval of the revised Schedule of Authorities. The Board discussed the proposed changes to consortium fees and adopted a new fee model to be effective 1 January 2023. The Membership and Fees Committee discussed its priorities. Director of Engagement, Ivo Wijnbergen, discussed a proposal to waive the annual fee for the newly formed Ukrainian consortium which the Board supported and approved. The Audit and Risk Committee asked Board members to suggest candidates with specific knowledge of privacy regulations and cybersecurity to assist it in monitoring and addressing potential risks. The Committee requested that the ExCo be delegated to appoint such external candidates to serve on the Committee, subject to the ratification of the Board.

### **Motions Passed:**

**MOTION:** To approve the March 2022 Board Meeting Minutes. **VOTE:** Approved, unanimously. **Abstentions:** None.

**MOTION:** To ratify ExCo's appointment of Board members to serve on the Audit & Risk, Finance, Membership & Fees, and Nominating Committees and approve the appointment of external members as set forth below:

#### **Audit & Risk Committee**

- Katharina Ruckstuhl (Committee Chair)
- Paul Gemmill
- Katy McNeill
- External members pending: TBC

#### **Finance Committee**

- Daniel Hook (Treasurer and Committee Chair)
- Clare Appavoo
- Lisa Janicke Hinchliffe
- Lori Schultz

- Andrew Preston, Cassyni (external member, ORCID Board alumni)
- Fedor Zeyer, VdW Bayern Treuhand (external member)

### **Membership & Fees Committee**

- Alison Mitchell (Committee Chair)
- Clare Appavoo
- Paul Gemmill
- Lori Schultz
- Daisy Selematsela
- Jesse Xiao
- Heath Marks, Australian Access Federation (external member)
- Britta Dreyer, TIB (external member)

### **Nominating Committee**

- Yuko Harayama (Committee Chair)
- Linda O'Brien
- Amal Amin Ibrahim
- Calvin Johnson
- Daisy Selematsela
- Patricia Brennan, Chan Zuckerberg Initiative (external member, ORCID Board alumni)
- Salvatore Mele, CERN (external member, ORCID Board alumni)
- Andrew Stammer, CSIRO Publishing (external member)

**VOTE:** Approved, unanimously. **Abstentions:** None.

**MOTION:** To appoint the members of the Board's Executive Committee (ExCo) as per the recommendation as set forth below:

- Linda O'Brien (Committee Chair, Ex officio)
- Daniel Hook (Treasurer, Ex officio)
- Chris Shillum (Executive Director, Ex officio, non voting)
- Yuko Harayama (NomCom Chair)
- Lisa Janicke Hinchliffe
- Katy McNeill
- Katharina Ruckstuhl (Audit & Risk Committee Chair)
- Michael Ulyot

**VOTE:** Approved, unanimously. **Abstentions:** None.

**MOTION:** To approve the NomCom Charter changes as set forth in the Board Book.

**VOTE:** Approved, unanimously. **Abstentions:** None.

**MOTION:** To approve the proposed 2022 Q2 budget reforecast (RF2) **VOTE:** Approved, unanimously by those voting. **Abstentions:** CJ.

**MOTION:** To approve the proposed Schedule of Authorities as attached hereto with the adjustment that the ED should be able to sign all other contracts without financial commitments. The Schedule of Authorities will supersede the authorities outlined in the current Accounting Manual. **VOTE:** Approved, unanimously by those voting. **Abstentions:** CJ.

**MOTION:** To approve a new fee model for consortia per 1 January 2023 with three tiers, where:

- The tiers are defined by the legal entity's total annual operating budget (excluding any pass-through funds, cost of goods sold, etc.) in USD;
- The first tier fee receives a 50% reduction in relation to the second tier fee; the second tier fee is based on our current standard consortium fee; the third tier fee receives a 35% increase in relation to the second tier fee;
- The first tier is defined as any legal entity that has total operating expenses of less than USD 10 million; the second tier is defined as any legal entity that has total operating expenses between USD 10 million and USD 1 billion; the third tier is defined as any legal entity that has total operating expenses above USD 1 billion;
- Further, to increase the standard consortium fee (Tier 2) for 2023 by 3% compared with 2022.

**VOTE:** Approved, unanimously by those voting. **Abstentions:** CJ.

**MOTION:** To approve waiving the annual fee for the newly formed Ukrainian consortium, to be launched in Q4 2022, for the next three years. **VOTE:** Approved, unanimously by those voting. **Abstentions:** CJ.

**MOTION:** To delegate ExCo to appoint two external Audit & Risk Committee members to be ratified by the Board to cover privacy and technology risk once recruited by the Committee. **VOTE:** Approved, unanimously. **Abstentions:** none.

**MOTION:** To adopt the attached Capital One Bank Deposit Account Resolution and Authorization for Business Entities. **VOTE:** Approved, unanimously. **Abstentions:** None.

