



Board Meeting Summary - May 2023

Meeting Date: 23-24 May 2023

Meeting Location: This meeting was held virtually via Zoom.

23 May

- **Voting Members:** Lisa Janicke Hinchliffe (Chair), Amal Amin Ibrahim (joined during the ED's Report and left during the Governance Session), Clare Appavoo, Nicolas Fressengeas, Paul Gemmill, Gregory Gordon, Calvin Johnson, Kalynn Kennon, Heath Marks, Steve Pinchotti, Janet Remington, Lori Ann Schultz (left during the Governance Session), Michael Ulyot, Jesse Xiao
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio), Tom Demeranville, Stephanie Harley (Secretary), Julie Petro, Will Simpson, Tommy Tepper, Jackie Ewenstein (Legal Counsel)
- **Regrets:** None

24 May

- **Voting Members:** Lisa Janicke Hinchliffe, Amal Amin Ibrahim, Clare Appavoo, Nicolas Fressengeas, Paul Gemmill, Gregory Gordon, Calvin Johnson, Kalynn Kennon, Heath Marks, Steve Pinchotti, Janet Remington, Lori Ann Schultz, Michael Ulyot
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio), Tom Demeranville, Stephanie Harley (Secretary), Julie Petro, Will Simpson, Tommy Tepper, Jackie Ewenstein (Legal Counsel)
- **Regrets:** Jesse Xiao

Summary:

On Day One, the Board reviewed the Executive Director's report and then dedicated the rest of the meeting to a holistic governance review. This review was meant to build the Board's understanding of ORCID's key governance documents and identify any pain points across them.

On Day Two, the Board continued its governance review and then ratified committee 2023 membership, made a call for expressions of interest for 2024 leadership positions, and discussed possible Board training or an external Board review. The Board received an update from the Nominating Committee around priorities for the 2024 slate, as well as an



update from the Audit and Risk Committee on its recent meeting to review the risk register. The Board approved the expansion of ORCID's national Consortium program with a Regional Consortium option, approved the reforecasted 2023 budget, as well as approved a loan repayment to Crossref. Finally, it voted to increase the capitalization threshold and reviewed the Finance Committee's updated work plan for 2023.

Motions Passed:

MOTION: To approve the March 2023 Board Meeting Minutes. (PG/CA) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To ratify ExCo's appointment of external members to serve on the Membership & Fees and Nominating Committees. (LS/CJ) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the expansion of our national Consortium program with a Regional Consortium option (CA/PG) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the second reforecast of 2023 (GG/PG) **VOTE:** Approved, unanimously. **Abstentions:** CJ.

MOTION: To approve of a loan payment to Crossref of US\$382,467 due in July 2023. (GG/LS) **VOTE:** Approved, unanimously. **Abstentions:** CJ.

MOTION: To approve of the change in our capitalization threshold from \$3,500 to \$5,000. (LS/HM) **VOTE:** Approved, unanimously. **Abstentions:** CJ.

MOTION: To approve the updated Finance Committee's 2023 work plan. (AI/HM) **VOTE:** Approved, unanimously. **Abstentions:** CJ.