



Board Meeting Summary - October 2023

Meeting Date: 12-13 October 2023

Meeting Location: This meeting was held in person at the South Bank Rydges Hotel and the Queensland Conservatorium at Griffith University in Brisbane, Australia.

12 October

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

13 October

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

Summary:

On Day One, the Board noted the affiliation changes of two Board members (PG and JX) and approved their service on the Board through the end of the year. The Board then reviewed and approved updates to the governance documents to make them easier to navigate, decrease duplication across multiple documents, remove unnecessary detail from the higher-level documents and ensure that they are up-to-date and reflect current organizational practices. The Board discussed and approved the 2024 board election slate, the 2024 meeting schedule, and reviewed the Executive Director's report. Staff provided updates on the strategy planning cycle as well as trust maker discussions. The Board discussed and approved an Investment Policy Statement, as recommended by the Finance



Committee, as well as conducted breakout sessions on risk appetite. The Board reviewed the role of ORCID legal counsel as well.

On Day Two, the Board participated in a workshop on decentralized identity, received an update on the audit process from the Audit and Risk Committee, and approved the recommended 2023 “RF3” reforecast and 2024 budget. The Board also approved a membership fee increase in 2024, as well as the 2024 Board officers and 2024 Board committee chairs.

Motions Passed:

MOTION: To approve the continued service of Paul Gemmill and Jesse Xiao through the end 2023, or until the first Board meeting of 2024 if pending changes in the bylaws are approved. (LS/GG) **VOTE:** Approved, unanimously. **Abstentions:** PG.

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

MOTION: To approve the updated Committee Charters. (CA/GG). **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the updated Bylaws. (GG/CA) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the To approve the updated Board Charter, as amended. (CA/LS) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the 2024 slate put forward by NomCom. (PG/MU) **VOTE:** Approved, unanimously. **Abstentions:** CA, LJH.

MOTION: To approve the Investment Policy Statement, and adopt the recommended: 1) selection of asset classes, asset allocation ranges, and performance objectives for the portfolio; 2) amounts to be retained in cash reserves versus long-term capital reserves; and 3) selection of a Fund Manager and specific funds for investment of the portfolio. (CA/PG) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve the addition of conflicts related to the investments policy to ORCID’s Conflict of Interest Policy. (CA/LS) **VOTE:** Approved, unanimously. **Abstentions:** None.



MOTION: To approve the recommended 2023 “RF3” reforecast and 2024 budget as presented by management. (CA/GG) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To approve a 3% increase in membership fees for all members per January 1, 2024 (PG/GG) **VOTE:** Approved, unanimously. **Abstentions:** None.

MOTION: To reappoint Lisa Janicke Hinchliffe as ORCID Board Chair, pending her re-election to the Board, and to appoint Gregg Gordon as Treasurer for 2024. (HM/LS) **VOTE:** Approved, unanimously. **Abstentions:** LJH, GG.

MOTION: To appoint Heath Marks as Chair of the Nominating Committee. (LS/MU) **VOTE:** Approved, unanimously. **Abstentions:** HM.

MOTION: To appoint Lori Schulz as Chair of the Audit & Risk Committee and Janet Remington as Chair of the Membership and Fees Committee. **VOTE:** Approved with nine votes for LS to serve as ARC Chair and seven votes for JR to serve as M&F Chair. **Abstentions:** LS.