

## Board Meeting Summary - February 2025

**Meeting Date:** 12-13 February 2025

**Meeting Location:** This meeting was held in person at Ludwig-Maximilians-Universität München in Munich, Germany.

### 12 February

- **Voting Members:** Lisa Janicke Hinchliffe (Chair), Clare Appavoo, Soledad Bravo (remote), Nicolas Fressengeas, Lasith Gunawardena, Kalynn Kennon, Heath Marks, Steve Pinchotti, Simon Porter, Janet Remington, Cesar Rendon, Carly Robinson, Lori Schultz, Elaine Tham, Ellen Tise, Alla Zharinova (remote)
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio, remote), Tom Demeranville, Stephanie Harley (Secretary), Julie Petro, Will Simpson, Tommy Tepper, Ivo Wijnbergen, Jackie Ewenstein (Legal Counsel), Sophia Zherebchuk (remote translator)
- **Regrets:** None

### 13 February

- **Voting Members:** Lisa Janicke Hinchliffe (Chair), Clare Appavoo, Soledad Bravo (remote), Nicolas Fressengeas, Lasith Gunawardena, Kalynn Kennon, Heath Marks, Steve Pinchotti, Simon Porter, Janet Remington, Cesar Rendon, Carly Robinson, Lori Schultz, Elaine Tham, Ellen Tise, Alla Zharinova (remote)
- **Non-Voting Members & Staff:** Chris Shillum (Ex Officio, remote), Tom Demeranville, Stephanie Harley (Secretary), Julie Petro, Will Simpson, Tommy Tepper, Ivo Wijnbergen, Jackie Ewenstein (Legal Counsel, left after Generative AI Tool Usage Policy), Daniel Hook (speaker, left after presentation), Sophia Zherebchuk (remote translator)
- **Regrets:** None

### Summary:

On Day One, the Board reviewed the 2025 annual plan, Executive Director's report, and metrics dashboard. The Board also approved a resolution on ORCID's banking relationship. The rest of the day was spent participating in a strategic planning workshop.

On Day Two, the Board participated in an AI workshop and approved ORCID's generative AI tool usage policy. It reviewed ORCID's Finance & Membership Report and provided input to



the Nominating Committee on priorities for this year's Board election. It also approved the Executive Director's 2025 objectives and 2025 Board committee membership.

**Motions Passed:**

**MOTION:** To approve the December 2024 Board Meeting Minutes, as amended. (LS/ET)

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

**MOTION:** To approve the following resolution authorizing management to engage PNC Financial as the banking partner on behalf of ORCID (CA/LS):

*WHEREAS, the Board of Directors ORCID, Inc. ("ORCID") deems it appropriate and in the best interest of the ORCID to engage and maintain a depository banking institution for the purposes of the organization's financial management and financial operations; and*

*WHEREAS, ORCID desires to switch its depository banking institution;*

*NOW THEREFORE RESOLVED, that the Executive Director may select one or more depository banks for the Corporation and is further authorized to take all necessary action, including but not limited to execution on behalf of ORCID and filing with such bank or other institution such contracts, or other documentation required to or advisable to establish accounts and otherwise effect this resolution, in connection with opening bank accounts on behalf of ORCID for the purpose of receiving, holding and distributing funds in furtherance of ORCID's mission;*

*FURTHER RESOLVED, that the signature of any two officers of the Corporation on the form of certificate of resolutions customarily required by the selected depository bank in connection with establishing an account shall constitute and be construed as the adoption of such resolutions by the Board, and the Secretary of the Corporation be, and hereby is, authorized to certify to such resolutions so signed by such officers of the Corporation in such form as the depository bank may customarily require; and*

*FURTHER RESOLVED, that the Board Chair, the Treasurer, the Executive Director and the Director of Finance and Operations are each hereby authorized to be signatories on any such accounts in accordance with the Corporation's Schedule*



*of Authorizations, provided however, that no signatory may alone authorize any payment or sign any check payable to himself or herself.*

**VOTE:** All in favor. **Abstentions:** AZ, CRo.

**MOTION:** To adopt the Generative AI Usage Policy as drafted. (ETi/LS) **VOTE:** Approved, unanimously. **Abstentions:** AZ.

**MOTION:** To empower the Executive Committee to review and, if appropriate, approve the finalized RF1 reforecast for the year 2025 provided such reforecast is ready for approval prior to the May 2025 Board Meeting. (KK/CA) **VOTE:** All in favor. **Abstentions:** CRo.

**MOTION:** To appoint the following individuals to ORCID Board Committees. (CA/HM)

Audit & Risk Committee:

- Heath Marks (*Director member*)
- Janet Remington (*Director member*)
- Alla Zharinova (*Director member*)
- Ryan Ko, University of Queensland (*external member*)
- Marlon Domingus, Erasmus University Rotterdam (*external member*)

Executive Committee:

- Ellen Tise (*Director member*)
- Nicolas Fressengeas (*Director member*)
- Lori Schultz (*Director member*)
- Simon Porter (*Director member*)

Finance Committee:

- Clare Appavoo (*Director member*)
- Cesar Rendon (*Director member*)
- Kate Motonaga, PLOS (*external member*)
- Tony Alves, Highwire Press (*external member*)

Membership & Fees Committee:

- Clare Appavoo (*Director member*)
- Simon Porter (*Director member*)
- Cesar Rendon (*Director member*)
- Elaine Tham (*Director member*)
- Owen Iyoha, Eko-Konnect (*external member*)



- Alex Kohls, *CERN (external member)*

Nominating Committee.

- Soledad Bravo (*Director member*)
- Lasith Gunawardena (*Director member*)
- Kalynn Kennon (*Director member*)
- Carly Robinson (*Director member*)

**VOTE:** All in favor. **Abstentions:** None.

**MOTION:** To empower ExCo to appoint external committee members (for committees on which non-directors may participate) in consultation with the relevant committee Chairs, for later ratification by the full Board at its next meeting. (CA/HM) **VOTE:** All in favor.

**Abstentions:** None.

**MOTION:** To approve the Executive Director's 2025 objectives. (CA/SPo) **VOTE:** Approved, unanimously. **Abstentions:** None.

**MOTION:** To approve the revised 2024 annual review for the Executive Director. **VOTE:** All in favor. **Abstentions:** CRo.