



DRYAD BOD November 2021

Meeting Minutes

Approved: November 23, 2021

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Secretary Signature:

Meeting Information

Date: November 15, 2021

Time: 10AM (Eastern Time US/Canada)

Location: Online

Meeting type: Regular

Notice given: October 15, 2021

Attending

Board of Directors

Board members present: Scott Edmonds, Brooks Hanson, Catriona MacCallum, Johan Nilsson
Naomi Penfold, Iratxe Puebla, Judy Ruttenberg, Caroline Sutton, Günter Waibel (Ex Officio) Jason Williams

Board members absent: Wolfram Horstmann, Ian Mulvany, Fiona Murphy

Board members (late or early departure): Scott Edmunds, Brooks Hanson, Caroline Sutton

Board Chair/Secretary Present: Yes

Quorum: Yes

Guests

Jennifer Gibson, Executive Director; Daniella Lowenberg, Dryad/California Digital Library

Agenda Items

A. Inclusion and participation (Johan, Chair)

Notes: Welcome by Johan to members, introductory comments.

B. Introductions (All)

Notes: Welcome to new member (Iratxe Puebla) and brief self-introductions.

C. Approval of past minutes (Jason, Secretary)

- a. Presentation of July 17, 2021 meeting minutes

Notes: Motion passed.

D. Bank account (Jen, Executive Director)

- a. Board approval is required to change the authorised signers on the Dryad bank account, at Bank of America in Durham, North Carolina
- b. The board is asked to please approve:
 - i. The addition of Jennifer Gibson, Executive Director
 - ii. The addition of Jessica Herzog, Data Curator
 - iii. The removal of Elizabeth Hull, past team member

Notes: Revised motion passed.

E. BOD reactions to the first 30 days of new Executive Director (All)

Notes: Members of the board expressed their positive comments on the first 30 days of the new Executive Director's service. The Board commended her level of attention to details, and communication with each individual member. The Board communicated its perception that we are moving in the right direction.

F. Executive Director's reactions to the first 30 days (Jen, Executive Director)

- a. Board relations
- b. CDL (California Digital Library) relations
- c. Monitoring projects and demands: Trello
- d. Priorities (Appendix)
 - i. Go-to teams

Notes: Jen expressed the desire to regularize communication with the Board, keeping them informed of her thinking and progress on the variety of projects and priorities. Making sure the ED has support from the Board will be key, as well as developing healthy boundaries and balance for her and for the staff.

The Board has expressed its interest in better understanding Dryad's relationship with CDL. Good communication between Jen and CDL will be important to helping everyone clarify the relationship and set expectations that can ensure smooth functioning. Günter expressed similar sentiments and support of CDL.

Jen shared with the Board how she lays out work priorities on Trello; this is an FYI to the Board. Interested members are welcome to join this Trello board in the interest of transparency.

In early December, Jen will be preparing our first report on key performance indicators.

Jen reviewed priorities listed in appendix notes including review of the current publisher model, curation, financial health, organizational growth, and CDL partnership. She will be following up with individual Directors for input on specific objectives.

G. Appointment of Officers (Johan, Chair)

- a. Chair
- b. Treasurer
- c. Secretary
- d. Vice Chair

Notes: Johan, Naomi, and Jason have agreed to put their names forward to continue on. The Executive Committee has suggested that we delay the appointment of Vice Chair to allow all Directors consider the possibility of standing for this position. Fiona has offered to continue as Vice Chair until a new appointment is made.

Motions of Johan for Chair, Naomi for Treasurer, and Jason for Secretary Passed. Motion to defer election of Vice Chair until no later than next BOD meeting Passed.

H. Appointment of Committees (Johan, Chair)

- a. (Officers form the Executive Committee)
- b. Planned revisions to the By-laws
- c. Finance Committee

Notes:

By-laws last edited in 2016 and a revision prepared with the advice of legal counsel will be ready for review by the Executive Director and Board. All (Judy, Scott, Wolfram, with Naomi and ED) on the finance committee have agreed to continue on to work on outlined priorities. This work will continue to be supported by Ken Crittenden, (CxORE).

Any members wanting to join should speak with Naomi in the next two weeks.

I. How we'll work (Johan, Chair; Jen, Executive Director)

- a. Expectations
- b. DRAFT meetings and updates schedule:

	Meetings	Email updates
Board of Directors	Quarterly from January	Monthly
Transition Taskforce (through January)	Twice monthly	None
Executive Committee	Monthly (January - March)	TBC
Finance Committee	TBC	TBC
Go-to teams (November - January)	As needed	Regular
Chair and ED	Weekly	

Notes: Jennifer proposed a schedule of regular meetings and email updates she hopes to communicate with the Board, specific committees, and teams. The Board comments that this looks reasonable and can be adjusted as needed.

Meeting adjournment: 11:30 AM (Eastern Time US/Canada)

Summary

Motions and Actions

1. **Action:** Jen will follow up on the Notarized documents needed, and legal requirements to make this change (Requires in-person bank visit). Brooks and Judy will work with Jen to get documents notarized.

Motion (1): *To approve the minutes for the July Board meeting (Jason)*

Seconded: Catriona

Result: **Passed**

Motion (2): *To approve the addition of Jennifer Gibson and Jessica Herzog to, and the removal of Elizabeth Hull from, the Dryad bank account at Bank of America*

Revised: *That the sole authorized signers on the Dryad Bank of America account be Jennifer Gibson and Jessica Herzog. (Jason)*

Seconded: Naomi

Result: **Revised motion is Passed**

Notes: Jen will follow up on the Notarized documents needed, and legal requirements to make this change (Requires in-person bank visit).

Motion (3): *To approve the appointment of Johan Nilsson as Chair of the Dryad Board of Directors (Catriona)*

Seconded: Brooks

Result: **Passed**

Motion (4): *To approve the appointment of Naomi Penfold as Treasurer of the Dryad Board of Directors (Brooks)*

Seconded: Judy

Result: **Passed**

Motion (5): *To approve the appointment of Jason Williams as Secretary of the Dryad Board of Directors (Naomi)*

Seconded: Iratxe

Result: **Passed**

Motion (7): *To defer the appointment of Vice Chair until no later than the next*

meeting of the Board of Directors to allow current members to consider and submit their candidacy for the position. (Jason)

Seconded: Catriona
Result: **Passed**

Motion (8) by email: *The Dryad Board of Directors approves meeting minutes for the November 2021 Board of Directors Meeting. (Jason)*

Seconded: Naomi (by Email, November 17)
Result: **Passed**

Notes: Email sent to BOD November 16th 2021, Vote closed November 23rd, 2021. Quorum achieved (10 votes in favor, none opposed). Jason to post public minutes and prepare a copy for Notary (as per Motion 2).

Fiduciary Duties

1. Signatories on Dryad Bank of America account updated (**Motion 2**)