

In Veritate Speramus

(motto candidate 1.)

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About this document

(Note: see version history)

On 2024-04-05, the Ronin Board of Directors sent an email to announce their decision to dissolve the Ronin Institute, along with their intention to resign. With this document, we'd like to collaborate with fellow Ronin Scholars (Immediate Goal - IG0) to explore how to (Additional Goal AG1) retain the community, (AG2) retain the services, (AG3) do a retrospective of what led to the resignation (AG4) formulate a short/long term plan to foster independent scholarship. For things not fitting this structure, there is the [Open Space](#) section.

The overall goal is to make an effort to connect and share ideas on what is next for those associated with Ronin Institute.

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Note that versioned snapshots of this document are available via

<https://github.com/jhpoelen/ronin> as well as

https://archive.softwareheritage.org/browse/origin/directory/?origin_url=https://github.com/jhpoelen/ronin .

History of the document: Jorrit Poelen and Daniel Mietchen (Ronin scholars with no official role at the Institute) started this document on 2024-04-08. They invited anyone who is a current Ronin scholar to comment/add to the document.

Related Working Documents

[The New Ronin?](#)

[CONSENSUS GOVERNANCE PROCESS AND TOOLS](#)

Contributing to this document

If you are a Ronin Scholar, we'd like to invite you to contribute to this document.

When making contributions, please enable "suggest mode" or use "comments" to share your ideas.

Suggested contributions will be left in suggestion mode for a certain amount of time (until it gets too messy to understand the doc) so that others get a chance to see who wrote it and any related comments. Exceptions are formatting suggestions, which should be cleaned up as soon as possible.

Document editors will have the role of accepting suggestions and resolving comments.

Please do *not* delete content unless you get permission from the original author, or feel confident that the change doesn't change the intent of the text.

Editors (proposed)

Daniel Mietchen (not a Ronin board member)

Jorrit Poelen (not a Ronin board member)

The role of an editor is to help facilitate contributions and structure the text.

If you are interested in being a document editor please let Daniel or Jorrit know.

Contributors

[Please add your name if you'd like to be acknowledged for contributing to this document.]

Daniel Mietchen (not a Ronin board member)

Jorrit Poelen (not a Ronin board member)

Arika Virapongse (not a Ronin board member)

Paola Di Maio (adding a link to governance doc started 7th april) and related documents (not a Ronin board member)

Evangelos Roussos (Evan) (not a Ronin board member)

Brandon Whitehead (not a Ronin board member)

Rami Saydjari (not a Ronin board member)

Tom Lawrence (not a Ronin board member)

Hilmar Lapp (not a Ronin board member)

Nick Jackson (not a Ronin board member)

Anne Thessen - I have fairly extensive non-profit experience and I can help in that capacity (not a Ronin board member)

John Kunze (not a Ronin board member)

Open Questions

Tier 1

- What issues have caused the Board to decide that dissolving the institute is necessary?
- What is the current legal status of the Ronin Institute?
- What is the current capacity of the (former?) Board of Directors? Do they still legally represent Ronin as an Institute? If not, how do we elect an interim Board?
- What are the available paths forward for any current Ronin facilitated grant holders?

Tier 2

- Does the dissolution resolve the issues in any way or do they persist, and if so, how?
- What was the nature of the data incident - an act of sabotage, an attempt to help or something else entirely? (what data incident??) See [Appendix C. Data Breach Email](#)
- What happens to the assets or liabilities (digital or otherwise) of the Ronin Institute (e.g., internet domain registration, logo copyright, taxes, bank account, outstanding grants)?
- What are alternative not-for-profit 501(c)(3) organizations that will permit you to have PI status and accept Ronin's 10% de minimis Indirect Costs or 25% overhead [citation needed] with NSF?

Action Items (who is working on what)

1. (Jorrit/Daniel, **done**) Propose a framework to collaborate on ways to reframe Ronin and learn from this experience. Note by Jorrit: This current "Reframing Ronin" document was created to help encourage discussion in the short term. It appears the next step is to set up a Governance WG to enable decision-making on important things like: infrastructure, communication channels etc.
2. (**ongoing, see associated doc for more info**) Set up round of meetings, and follow the standard Ronin Governance model step by step request members to vote on decisions see also [CONSENSUS GOVERNANCE PROCESS AND TOOLS](#) .
Draft open letter to the board expressing a sense of our opinions as Ronin Scholars regarding the current status of our community, and especially our need for information about why the decisions were made.
3. (**Rami Saydjari/Ongoing**) We should endeavor in any contact with the board to obtain the latest backup of the website and member database. A great deal of sweat equity, and frankly intellectual property were invested in its creation. Any Ronin members with back channel access to the current board members are encouraged to advocate on our behalf for release of this intellectual property.

Immediate Goals

IG0. Appreciate all the work that went into Ronin - the countless hours spent on keeping the organization alive, the effort put into resolving conflict, dealing with massive amounts of paperwork, and carrying the weight of unprocessed events and miscommunication. Despite all

our differences, I believe we have many things in common, especially the pursuit of independent scholarship. (I am feeling a bit cheesy now, but I think I mean it. . .). In short - figure out how to hit the "pause" button, thank each other and reflect.

IG1. ~~Confirm with the Board their decision to resign~~ Determine the next steps for having formal leadership in place to make crucial decisions. An "interim board"?

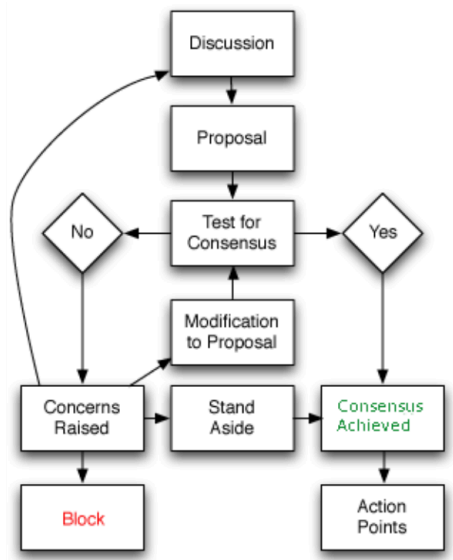
- Do we need to issue an acceptance of resignation letter and get as many scholars as possible to sign it? Also, find out who owns /controls the digital resources (entered a to do item in the consensus doc)
 - The Ronin Bylaws (see [Appendix B. Ronin Bylaws](#)) appear to give full power to the Board of Directors to do whatever they want, regardless of the desires of other members of the Ronin Institute. Hence, non-officers accepting (or not accepting) the Board's decisions is at most symbolic in meaning, and not of any legal consequence.
- We'd like to see/know the dissolution plans of the current Ronin Board
- Decide whether/who is to write, sign, and send an open letter to the Ronin Board expressing the outcomes of our current collaboration and express our the desires of the folks (likely a subset of Ronin Scholars) that signed the letter. (see associated action item above)

IG2. Understand what the scope of the problem is, and why the Board thinks that dissolving the institute is a necessary step.. Host a listening session with the current board and any former Advisory Board members who are willing to attend. This will help us decide if we can reform the current institute or need to create a new one (in the case that the financial/legal circumstances are insurmountable).

IG3. Organize ourselves (highest priority), decide a governance structure and process, [document the process](#)

IG4. Follow an agreed upon decision-making approach:

- Consensus Model for Decision Making (see also <https://www.sociocracyforall.org/sociocracy/>). Paola's Note: Happy Medium for whom?. Please see the Consensus document for a discussion, we may adopt the do-ocracy consensus model whereby a motion is passed unless more than 25 percent of the voter base object, or something. For more details see separate document at [☰ CONSENSUS GOVERNANCE PROCESS AND TOOLS](#) .



- Establish communication channels (suggest to cross-post announcements across slack/discord/google groups for the time being as all three channels appear active)
 - candidates:
 - Slack <https://app.slack.com/client/T0990TU4V>
 - Discord (a dedicated discord server is available at <https://discord.gg/hEZNGvVV>)
 - [Google Group started on April 7th](#) please join!
- (inspired by Paola/Brandon/Evangelos comment thread) Create Voter Roll (who can vote? how to register to vote?) and establish a method to create, distribute, and publish resolutions to vote on.
 - Use [Loomio](#)?
 - Use slido?
 - Google Forms — 100% free survey tool.
 - SurveyPlanet — Best for unlimited question types and responses.
 -

- (Paola) have Governance WG facilitate voting for the time being.

It is not just a question of voting, it is a question of setting up a consensus governance process that members can be part of . Voting is part of a governance mechanism that has been missing from Ronin Institute (there was an intention of having it was never implemented) Here is a [doc containing a suggested way to to about it](#). please contribute by asking edit access (so that only logged in editors can make edits)

(Evan) How cash strapped are we? I'm trying to gather information about possible voting/polling platforms and some of them come at a cost for teams of over 100 participants (of the order of, say, \$60 per month). But they promise a more professional experience. Should we only aim at open source/free solutions? I'm unsure as to how developed they are at the moment, I must say... someone suggested google forms, free, reliable. Transparent, I d consider that. Yes, I am researching that one too. (Evan)

-

- Set up an organizational structure, formulate and distribute tasks
 - Who's doing what?
 - What needs to be done?
 - Are there any legal obligations that need attention?
 - According to Bylaws, only the board of directors is responsible for Ronin as an organization.

Additional Goals

AG1. Retaining community

How can we make sure that Ronins can stay in touch ?

Answer 1: By joining the [Google group](#)

Answer 2: By joining the [Discord discussion space](#)

Answer 3: Continue with the Ronin Slack workspace for now, since every time you change infrastructure in a community, you lose people. At this point, we need to stick together.

Answer 4: LinkedIn

Answer 5: Create a membership database by (or get control of the current one which exists as the newsletter.

AG2. Retaining services

Here are the services that the Ronin Institute provides:

1. Sponsored Research Office
2. Human Subjects Research ethics review (via Rutgers U.)
 - a. Background: Exempt review was offered at Ronin without a cost to membership for about a year up until March 2023. , but it was a cost to Ronin and only provided benefits to the few people who used it. This program still officially exists, so a scholar can still pay Rutgers to do the reviews (Ronin still has this relationship with Rutgers active). But without a qualified and formally appointed HSR chair, Ronin can no longer review protocols for in-house "Exempt" designation. These are guidelines set by the U.S. Federal Health and Human Services.
3. Affiliation and membership (via the website). This affiliation has allowed members to obtain discounts on software and physical library access. This includes use of the Ronin institutional postal address and use of the Ronin logo.
 - a. Current status: Website is owned by Jon Wilkins (previous Ronin Institute President). Admin is Dana Cohen and possibly others. [This claim is supported by publicly available information related to domain name registration information in Appendix F. : roninstitute.org domain was last renewed on 2024-03-09 via <https://inmotionhosting.com> , registered to

organization "Jon Wilkins" and expires on 2025-03-19,] Attempts have been made over the last year to transfer the website to the new board (or Ronin controlling members/email alias address), but without success (JW did not respond and/or he did not follow through with requests).

4. Communication with each other and self-organization (via Slack)
 - a. Status: Owned by Jon Wilkins; Admin: Alex L., Dana C., Arika V., and Ronin alias.
 - b. Attempts have been made over the last year to transfer the website to the new board (or Ronin controlling members/email alias address), but without success (JW did not respond and/or he did not follow through with requests).
5. Promoting the successes of our membership (via Newsletter and social media)
6. An email account for most members. As we ran out of disk space in 2022, we made it optional for members to have an email account.

AG3. Retrospective

What led up to the board's decision to dissolve?

What led to Jon Wilkins and Arika to suddenly resign in 2023?

AG4. Formulating long/short term plans to continue to foster independent scholarship.
(existing or proposed plans to continue to foster independent scholarship)

[please feel free to add additional goals or reformulate existing ones]...

Here are some proposals that has come up so far:

1. Nick Halper, Executive Director of [Neuromatch Inc.](#) offers fiscal sponsorship or helping post-Ronin navigate starting a new non-profit
2. Merc Fox, Executive Director from [CODATA](#) offers to host the Ronin Institute to help preserve the current grants.
3. Gavin Taylor (global board member) and Rebecca Willen (founder) from [IGDORE](#) propose that Ronin becomes a US-IGDORE arm or an institutional affiliate, and they may be able to help provide some basic resources to help get us started.
4. Arika Virapongse proposes that the community of the Ronin Institute re-organizes into a new nonprofit cooperative (with an entirely new name and branding) that initially aims to preserve/prioritize the community and stabilize the infrastructure/governance. It should separate itself completely from the Ronin Institute, and in time may be able to administer grants again. Importantly, in the organizational structure of a cooperative the members (research scholars) would cooperatively own the corporation, which is substantially different to the current organizational structure of the Ronin Institute.
5. The formation of a new company was proposed by Paola Di Maio in an email to all on 5th of March

If proposal No. 4 is finally selected, we will probably need to apply for a new 501(c)(3) legal status(?). What is the cost, and how do we plan to raise this initial amount?

- Crowdfunding? (This could use a popular crowdfunding platform, and could include a one-off appeal to members and the wider public. In the longer term, it could be used for regular appeals, sponsored events, etc.)
- Philanthropic funding? (We could make contact with other organisations which receive funding from foundations etc and learn what works from them. Ronin's aims and ethos could be a good match for many foundations. However, they may have their own criteria for governance of recipients.)
- Member contributions?

The Law Firm for Non Profits can do this a lot cheaper than that: <https://www.lfnp.com/>
They set up my non-profit, and helped redo the ESIP non-profit.

Note that, as Gary McDowell clarified, if proposal No. 3 is selected, Ronin/IGDORE-US members can also be members of the umbrella IGDORE organisation. (Evan)

AG5. Setting up structures for the long term

Bylaws or articles of governance should ensure ultimate accountability to the scholars. This could include:

- Annual General Meetings (AGMs), to include reports on a) accounts and other financial matters, b) membership (scholars), c) IT matters. Scholars to be treated as members with voting rights at AGM.
- Accountability mechanisms for IT administrators/safeguards against misuse.
- Ensuring all scholars have access to all meeting papers of the Board (a right currently given to "members" in the [Bylaws](#), Section 4 c)).

It could be helpful to Identify roles which require regular work of 0.5 FTE or more, and how we will fill these (for example, start with call for volunteers, then if still vacant, recruit). Bylaw/articles of governance should ensure that the people in these posts have necessary authorisation to fulfill these duties.

Open space

If you have thoughts or ideas that do not fit into the document's structures above, feel free to put them here.

Appendix A. Resignation Letter of Ronin Board of Directors

On 2024-04-05, the Ronin Board of Directors wrote the following email:

Dear Ronin Scholars,

It is with great sadness and regret that we announce the intended resignation of the Board of Directors and the concomitant closure of the Ronin Institute.

We joined the Board to make a difference and serve the community. Unfortunately, we inherited many serious issues, some of which cannot be resolved. These burdens have resulted in a situation that has become untenable.

We have done everything that we possibly can, having had to carry out our roles as almost full-time jobs for the last 2-3 months. Unfortunately, things have now come to a head, and continuing is no longer feasible. This is an extremely unfortunate situation, but we are unanimous that there is now no other option.

All things considered, knowing what we do now, it would likely have been best if the Institute had closed several months ago rather than establishing a new Board to address all the previous problems.

Sincerely,

Dana, Cheryl, and Jens

Appendix B. Ronin Bylaws

https://web.archive.org/web/20240408161800/https://ronininstitute.org/wp-content/uploads/2023/05/Ronin_Institute_Bylaws_2012.pdf

Appendix C. Data Breach Email

The following email was sent from the "board of directors" email address board@ronininstitute.org on 2024-03-28 .

Note that Arika V. refuted the claim by commenting on 2024-04-08 in this google doc "I can also assure you that it was NOT a data breach. It was a miscommunication--simply someone internally doing a back up of the system."

Dear Ronin Scholars,

Regrettably, the Board is writing to inform you of a data breach on the Ronin Institute server. An unauthorized download of the website, email accounts, and databases from the Ronin Institute server to a personal computer and subsequently to a private, remotely hosted server account has come to our attention. These were carried out without authorization or knowledge of the Board of Directors.

We learned only on Sunday March 25 that, for a whole month from, we believe, February 24, data from the cpanel of the Institute's web server was backed up and downloaded onto an individual's personal home computer. The data contained the website, its databases, and also the personal email accounts of the entire Ronin Institute membership. The individual who carried out this unauthorized activity was immediately notified to remove all data from the home computer, and any other Server, remote or otherwise, and to then send email confirmation that permanent deletion was complete. This confirmation was provided to us on March 26. A day later, on March 27, we subsequently learned by accident that these data have also been migrated to a Namecheap Hosting server account, privately owned by this individual. Until that time we had no knowledge of this, we were never informed, and the new server account cannot be accessed by the Board. Bluntly, this is a full breach of records on the Ronin Institute server.

The Board acknowledges its obligations to swiftly and directly address this matter. Accordingly, the individual concerned has been removed from their post in the Institute, appropriate authorities have been informed of this breach of personal data, and Namecheap Hosting is being informed of this activity, and that they are to delete all information related to the Ronin Institute from their servers.

All Ronin Scholars must realize that these data are not only personal (e.g. private Email addresses) but may also include personal financial information, contracts, including government contracts, connections with government projects and agencies, and details of (federal) grants that are confidential, and may also be sensitive in nature. In addition, administrative email accounts include company data such as invoices, payroll, retirement, and financial accounting. Simply put, this unknown and unauthorized download from the Institute server to personal or other computers/devices/servers in any form whatsoever, should not have taken place. We have been assured (March 28) that all the data have been deleted. Having said this,

since this Board has no access to the private computer, or hosting server with the clone of the Institute website and database, we cannot say what may have been done with the data, nor whether access/permission has been given for others to make copies of the data as well.

Please be patient as we await word from authorities on how to proceed. We will keep you informed as we learn more.

Respectfully,

Dana, Cheryl, Jens

- The Board of Directors

Appendix C1. Scholar discussion about data breach

Please see [comments in Slack](#) about the data breach, also copied below for convenience, or in the event Slack goes away unexpectedly...

Actually it was never hacked and there was no real data breach. The board didn't understand that there wasn't enough disk space on Ronin systems to run a backup and the volunteer who had been doing that made a backup on his own system and went out and got a new server space off his machine to hold it until Ronin could get a bigger disk space; but when he told the Board that, rather than thanking him they sent out that ridiculous email and canned him.

So of course, there is no one maintaining the infrastructure at the moment. And how you even can fire someone who is volunteering, especially when there are no standard operating procedures and one of the very first rules of conduct for Ronin is to "Act in Good Faith and Assume Good Faith from Others" I do not know; but the moment I saw that email, I knew the organization was probably dead.

On the other hand, given that he followed their instructions to delete stuff off his machine, etc. the only data breach I can think of is that it isn't clear to me that the Board has a clue how to manage the main copy of the data on the Ronin servers, especially now that they all have resigned... Now that is very, very concerning (speaking as someone who has run several grants and contracts through Ronin).

Appendix D: Ronin Institute most recent Tax Returns?

Form 990s filed with the IRS can be looked up online at <https://apps.irs.gov/app/eos/details/>. The EIN for the Ronin Institute is 45-4524080 and can be used for unambiguous lookup. The most recent form 990 available in this way is for tax year 2021, meaning the form 990 for 2022 is not yet posted. However, according to Laurel Haak "tax filings were in order" as of January

2024, and the latest filing was in process at the time, suggesting that the 990 form for 2022 had either been filed or was in the process of being filed at that time.

I (Nick Jackson) am not familiar with financial aspects of a 501c3 but I note that the last tax return listed is in 2021 (for the 2020 tax year). My reading is that not filing a return for three consecutive years leads to revocation of tax exempt status.

https://apps.irs.gov/pub/epostcard/cor/454524080_202109_990_2022082920302841.pdf
<https://www.irs.gov/charities-non-profits/charitable-organizations/automatic-revocation-how-to-have-your-tax-exempt-status-reinstated>

Arika: I'm pretty sure that taxes were filed in 2022, since an extensive financial audit was conducted during that year, so that would have covered tax year 2021. Nick: I see that as well, and that is good news. I grabbed information from here, and it is listed as Tax year 2021 (dated August 15, 2022): <https://apps.irs.gov/app/eos/details/>

Appendix E: Consensus Governance Model

Setting up and testing the [consensus governance model](#) for the New Institute (which includes testing

A polling facility and issuing a recommendation for adoption)

Appendix F: Ronin Institute Domain Name Registration

On running a "whois" command on 2024-04-09, the following information was retrieved -

```
$ whois roninstitute.org
```

```
Domain Name: roninstitute.org
```

```
Registry Domain ID: aad9c20d31a8423abe2d54e772bd2fe7-LROR
```

```
Registrar WHOIS Server: whois.tucows.com
```

```
Registrar URL: http://www.tucows.com
```

```
Updated Date: 2024-03-09T13:29:12Z
```

```
Creation Date: 2011-03-19T04:51:07Z
```

```
Registry Expiry Date: 2025-03-19T04:51:07Z
```

```
Registrar: Tucows Domains Inc.
```

```
Registrar IANA ID: 69
```

```
Registrar Abuse Contact Email: domainabuse@tucows.com
```

```
Registrar Abuse Contact Phone: +1.4165350123
```

Domain Status: ok <https://icann.org/epp#ok>

Registry Registrant ID: REDACTED FOR PRIVACY

Registrant Name: REDACTED FOR PRIVACY

Registrant Organization: Jon Wilkins

Registrant Street: REDACTED FOR PRIVACY

Registrant City: REDACTED FOR PRIVACY

Registrant State/Province: NJ

Registrant Postal Code: REDACTED FOR PRIVACY

Registrant Country: US

Registrant Phone: REDACTED FOR PRIVACY

Registrant Phone Ext: REDACTED FOR PRIVACY

Registrant Fax: REDACTED FOR PRIVACY

Registrant Fax Ext: REDACTED FOR PRIVACY

Registrant Email: Please query the RDDS service of the Registrar of Record identified in this output for information on how to contact the Registrant, Admin, or Tech contact of the queried domain name.

Registry Admin ID: REDACTED FOR PRIVACY

Admin Name: REDACTED FOR PRIVACY

Admin Organization: REDACTED FOR PRIVACY

Admin Street: REDACTED FOR PRIVACY

Admin City: REDACTED FOR PRIVACY

Admin State/Province: REDACTED FOR PRIVACY

Admin Postal Code: REDACTED FOR PRIVACY

Admin Country: REDACTED FOR PRIVACY

Admin Phone: REDACTED FOR PRIVACY

Admin Phone Ext: REDACTED FOR PRIVACY

Admin Fax: REDACTED FOR PRIVACY

Admin Fax Ext: REDACTED FOR PRIVACY

Admin Email: Please query the RDDS service of the Registrar of Record identified in this output for information on how to contact the Registrant, Admin, or Tech contact of the queried domain name.

Registry Tech ID: REDACTED FOR PRIVACY

Tech Name: REDACTED FOR PRIVACY

Tech Organization: REDACTED FOR PRIVACY

Tech Street: REDACTED FOR PRIVACY

Tech City: REDACTED FOR PRIVACY

Tech State/Province: REDACTED FOR PRIVACY

Tech Postal Code: REDACTED FOR PRIVACY

Tech Country: REDACTED FOR PRIVACY

Tech Phone: REDACTED FOR PRIVACY

Tech Phone Ext: REDACTED FOR PRIVACY

Tech Fax: REDACTED FOR PRIVACY

Tech Fax Ext: REDACTED FOR PRIVACY

Tech Email: Please query the RDDS service of the Registrar of Record identified in this output for information on how to contact the Registrant, Admin, or Tech contact of the queried domain name.

Name Server: ns.inmotionhosting.com

Name Server: ns2.inmotionhosting.com

DNSSEC: unsigned

URL of the ICANN Whois Inaccuracy Complaint Form: <https://www.icann.org/wicf/>

>>> Last update of WHOIS database: 2024-04-09T14:25:10Z <<<

Appendix G. Board members, Advisory Board members, Employees

Board members:

Founding of Ronin in 2012 until March 2023

Rich Murray

Steven Orzack

Jon Wilkins (also President)

March 2023-around Nov 2023

Steven Orzack (President)

Nov 2023 to current

Steven Orzack (left Jan 2024)

Laure Haak (left Feb 2024) //Laurel says in the comments: she resigned on 24 Feb 2024, and also worked as part time accountant please check, edit..//

Dana Cohen (President)

Cheryl Sundberg

Jens Coorsen

Administrative Employees (all fractional roles):

Jon Wilkins - President (not sure start date - Jan 2024)

Arika Virapongse - Community Director (March 2020-March 2023)

Advisory Board (disbanded in March 2023)

Arika Virapongse - Governance

Jon Wilkins - Governance

John Paulas - Membership

Tanja Pelzmann - Membership

Alex Lancaster - Infrastructure
Keith Tse - Communication
Heather O'Connor - Communication
Jeni Huniecutt - Events
Syb De Clark- Events
Michelle Sudbury Hill - Research
Herbert Bernstein - Research

Others who held posts in the Advisory Board (March 2020- Dec 2022)

Emily Monosson - Communication
Rami Saydjari - Infrastructure
Vesta Korniakova - Infrastructure
Gloria Montebruno - Events? (may have had a different name or was part of a different WG)
Victoria Costa - (before the WGs were really formed)
Sheilamae Reyes Ablay - Membership