

Minutes: 10 February 2016

Minutes

Formal Business of the BoD

- Note of vote on officers of the board - Cameron
- Paper on approvals process and sign off - [Paper](#) - Cameron
- Conflict of Interest forms – Stephanie

Attendees

- Dan
- Cameron (CN)
- Tim
- Stephanie
- Cassie
- Dave
- Paul

Formal sessions

- The meeting was formally opened by Cameron at 5:14pm UK time

Election of Officers of the Board

- Cameron noted that there was a quorum present as one third of the board is required according to the bylaws
- Cameron asked that the minutes reflect that following a vote by email Cameron was voted as president, Tim as treasurer, Laure as secretary, Dan as Vice President

Conflict of Interest Forms

- Cameron noted that Stephanie sent a request to all the directors to read the Conflict of Interest policy and to sign the conflict of interest form. This is a legal requirement for the organisation.
 - Action: All to sign form and report any conflicts of interest
- There was a discussion of the potential for real or perceived conflicts of interest to arise for board members where they received funds or were responsible for the management of grants provided to FORCE11
 - It was agreed that we should by default make full disclosure and be fully transparent on any existing or potential issues

Proposal to modify bylaws and introduce a policy on payments approval

- Cameron noted that there is a potential issue with bylaws which have specific issues for the signing of checks. He suggested that it would be more appropriate to change the bylaws so that approval procedures could be a matter of board policy.
- Cameron tabled a paper suggesting changes to the bylaws and containing a draft policy
- Cameron noted that the policy did not take account of PIs for grants that are administered by FORCE11 and that the policy needs refinement

- Action: All to look at policy and suggest the best way of handling approval processes for regular payments and costs as well as administered grants. A key question is that of requiring approval prior to payments vs retrospectively.
- Cameron asked whether there were any concerns about changing the bylaws as per the tabled paper. None were raised.
- Dan stated that with the senior administration of FORCE11 is split across continents there is a need for a change in procedures. We need to ensure transparency.
- Cameron stated that the current process for payments over \$USD2,500 is for approval by email from President, Treasurer, VP or Secretary.

End of formal business

- There being no further business the formal meeting of the FORCE11 Board was adjourned at 5:39pm UK time

Summary of Actions

- Action: All to sign / report on conflict of interest forms
- Action: All to comment on bylaw change with respect to approvals around
- Action: Cameron to finalise Approvals paper

Further Informal Business

Discussion of board meetings organization

Paper

- Cameron goes through his paper
- Dan: +1 on the paper
- Tim: A regular meeting time is best. It may be difficult in the short term but in the longer term it will be more reliable
- Tim: Need to ensure that useable calendar invites go out to all of Board
 - Action: Cameron - to investigate and provide instructions on how to get calendar invites sent and properly received
- Paul: Do we have a procedure for proxies at board meetings
 - Action for Stephanie: check bylaws on proxy votes
 - Cameron: It would improve the process to have agenda and papers in advance so people can comment before hand
 - Stephanie: are we moving to having regular formal meetings rather than our existing process of meetings only being formal when required?
 - Cameron: No. The object is to be more proactively transparent so that board members and the community more generally can provide their views. Need to give sufficient notice so people can give their view.
- Action: We will seek a regular monthly date for meetings. Agenda and requests for papers and reminders of actions will go out a week before that meeting. Meetings will be one hour. This means subgroups will be needed to focus on specific issues and report back.

Reports from Retreat Groups

([Retreat Notes](#) Page 9 - 11) and ([Flip Chart Pictures](#)). [Retreat BOD Folder](#)

At the Board Retreat in January a series of sub-groups were formed to work on specific issues. Three of these groups reported back:

- [Process](#) - Paul
 - Prepared an org chart that developed relationships and also demonstrated linkages
 - Membership document raises a set of issues. We need to consider members as per registered on the website vs members as they exist in the bylaws
 - Working groups are a key issue to work on
 - Questions that relate to the conference organisation, comments can be answered in the org chart
 - Action: Develop a line of responsibilities chart from the existing chart
 - Paul: Would be better to answer the questions that arise from this diagram before we try and develop the responsibilities. Resolve the communication issues first.
 - Action: Paul to colour the chart to identify points of reporting
 - Next Steps: Paul
 - Need to finalise the membership document
 - Finalise Board responsibilities
 - Get agreement on the org chart
- [Mission/Vision](#) - Ed, Dave
 - Dave Reported for the Mission/Vision Group
 - A series of documents generated using existing text. Dave is still to wordsmith
 - Noted that these are quite long. A short, sharp statement would be very useful.
 - One philosophical point around the use of the word publishing. Might want to address that.

- Action: Everyone needs to give feedback on these documents.
- Cameron: a mission statement/principles would clarify things.
- Cameron: what do we mean by inclusion and consensus?
 - What is the appropriate assumption about consultation?
 - Looking for guidance.
 - Cameron: Concerns being reported about the way working groups are not reporting
 - Cameron: What are our expectations of working groups.
 - What are the fundamental expectations around communication
 - What is due diligence around other people's perspective? Is that central?
 - Cameron: unique value is a convening power.
 - Cameron: question to Dave, can you craft a statement around these notions?
- Action: Dave to wordsmith, and give Ed feedback. Reflecting consensus and comms issue.
- Communication and Community
 - These groups were not present and did not report
 - Action: Confirm names for Communication and Community groups
- Sustainability - Stephanie, Tim
 - Stephanie: A cash flow budget prepared and Laure is looking at it.
 - August 1: no more funding for anybody
 - Discussion around extending funding
 - Action: Cassie and Stephanie to convene a meeting of representatives of the Scholarly Commons group and of the board to decide whether it is appropriate to seek follow on funding from Helmsley
- Next steps

Discussion of Working Groups

[Paper](#)[CN] - [Paper](#)[Process Group]

- A separate meeting will be scheduled to discuss working groups.
- Action: Convene a meeting on working groups to discuss papers

Report on Insurance

- Liability and D&O
 - [New document in the documents folders: liability and D&O insurance](#)
 - We now have Directors and Officers insurance up to \$1M
 - Premium is \$600
 - Based on not being a membership organisation
 - Another policy on Liability
 - Protects the society on liability for accidents
 - Does not cover trampolines or terrorism (if POTUS declares it a terrorist attack)
 - Based on 350 people at the annual conference
 - Dan: changing membership model has impact on our costs. Need to be aware.
 - Dave: check on international aspects?
 - Stephanie: if we do something in an international locations, need to get a certificate for that.

Outstanding items and other business

- No other business was raised and the meeting was closed

Summary of Actions

- Action: All to sign / report on conflict of interest forms

- Action: All to comment on bylaw change with respect to approvals around
- Action: We will seek a regular monthly date for meetings. Agenda and requests for papers and reminders of actions will go out a week before that meeting. Meetings will be one hour. This means subgroups will be needed to focus on specific issues and report back.
- Process Subgroup:
 - Action: Develop a line of responsibilities chart from the existing chart
 - Action: Paul to colour the chart to identify points of reporting
 - Next Steps: Paul
 - Need to finalise the membership document
 - Finalise Board responsibilities
 - Get agreement on the org chart
- Vision Subgroup:
 - Action: Everyone needs to give feedback on these documents.
 - Action: Dave to wordsmith, and give Ed feedback. Reflecting consensus and comms issue
- Sustainability:
 - Action: Cassie and Stephanie to convene a meeting of representatives of the Scholarly Commons group and of the board to decide whether it is appropriate to seek follow on funding from Helmsley
- Other Subgroups:
 - Action: Confirm names for Communication and Community groups
- Action: Convene a meeting on working groups to discuss papers