

## Board of Directors Call November 16, 2012

### *Participating:*

DPLA Board Members: Cathy Casserly (Treasurer), Laura DeBonis (Secretary), Luis Herrera, John Palfrey (President) [*absent: Paul Courant*]

DPLA Secretariat Members: Maura Marx, Kenny Whitebloom

### **INTRODUCTION**

John Palfrey, President of the Board, commenced the call with a round of introductions by members of the Board. The current officers of the Board and their terms were established for founding purposes in September 2012 and will be revisited by April 2013, when the DPLA prototype launches. Two committees—a search committee for an executive director and a nominating committee to fill the two open seats on the Board—exist. These committees are composed of the following Board members:

- Search Committee: Laura DeBonis, John Palfrey
- Nominating Committee: Paul Courant, Luis Herrera

The Board approved the idea that additional members be added to these committees over the coming months.

### **DPLA BRAND**

The Board discussed the DPLA's name and whether a change ought to be pursued in advance of the April 2013 launch. Early in the planning initiative some expressed concern that the word 'public' in "Digital Public Library of America" might diminish governmental funding to public libraries. General consensus among Board members was that there is no compelling reason to pursue a name change. The Board and Secretariat will revisit the issue at a future date.

### **ADVISORY COMMITTEE**

The Steering Committee officially handed off leadership of the DPLA to the Board of Directors at the October 2012 [DPLA Midwest](#) plenary in Chicago, IL. Since that time the idea to transition the Steering Committee to a formal advisory committee composed of

Steering Committee members who choose to participate. Many have expressed approval and/or interest.

The Board reviewed the following proposal from the DPLA Secretariat:

**PROPOSAL:** The new Board has prioritized continuing the deep and broad engagement of members of the Steering Committee. As a leading possibility, we are thinking of creating a formal advisory committee and asking if Steering Committee members would consider opting in to serve on such a committee. The goal of the committee would be to provide advice to the Board from the broadest possible stakeholder group (including libraries, museums, archives, technologists, educators, attorneys, state and local government, foundations, and other innovators).

The Board approved the aforementioned proposal and requested that the Secretariat develop a proposal for the structure of this committee, to be discussed at the December 2012 Board call. This proposal will include:

1. Charge, role, and expectations
2. Composition and size
3. Member terms
4. Member selection

**ADDITIONAL COMMITTEES**

It is understood that over the coming months the six DPLA workstreams will transition into new entities loosely associated with the Board or the DPLA organization itself (reporting to the Executive Director). The Board discussed the types of committees that would be of value to the Board and the new organization. They discussed two categories of committees that might be created: (1) standard Board committees, and (2) committees derived from the workstreams. Board members brainstormed a number of committees that might reside within these two categories:

<i>Standard Board entities</i>	<i>Workstream-derived committees</i>
Audit and Finance	Content Strategy
Nominating Committee	Governance/Finance
Short-term Search Committee for Executive Director	Technology Advisory

Board members discussed the hierarchy of such committees. Historically the DPLA planning initiative has avoided strict hierarchies, operating in a manner similar to

Internet-based organizations as the IETF or Wikipedia. General consensus was that policy-making committees would fall under the purview of the Board, while operational committees that derive from the functions of the workstreams would report directly to the executive director.

The DPLA Secretariat was tasked with developing a proposal that would articulate a few specific ideas about setting up Board committees and operational committees.

## **GOVERNANCE UPDATE**

Palfrey said that forward progress is being made with regard to the DPLA's governance, noting that DPLA, Inc. has been formed and that the filing process is well underway. As per suggestions from the community, the [charter/certificate of incorporation](#) and [bylaws](#) have been put online for public review.

The Board reviewed a draft conflict of interest policy prepared by pro-bono legal counsel WilmerHale. Consensus was reached that the document was acceptable.

The future counsel of WilmerHale was discussed as well. WilmerHale agreed to assist with the DPLA's "setting up" process; no long-term commitment was given. The Board will discuss the topic of legal counsel during future calls/meetings.

The Board will discuss acquiring an insurance policy for the Board and its officers before April 2013.

## **FILING STATUS**

Palfrey asked for consensus on the filing process for DPLA, Inc. The Board approved a process that would see concurrent filing of the IRS Form 1023 and refinement of the DPLA's charter and bylaws.

## **RECRUITMENT OF TWO NEW BOARD MEMBERS**

The Nominating Committee that proposed the inaugural Board of Directors in August/September 2012 deliberately left two seats open, to be filled by April 2013. The goal was to allow for flexibility and a diversity of experience, background, and skill set on the Board. The Board discussed the process by which the Nominating Committee, currently composed of Directors Luis Herrera and Paul Courant, would move forward in filling the two open seats.

General consensus was that the Nominating Committee ought to be as open and inclusive as possible. Toward that end, the Board recommended the DPLA Secretariat create a form on the DPLA website through which members of the public can nominate or self-nominate individuals to the Board.

## **EXECUTIVE DIRECTOR SEARCH**

SpencerStuart, a globally-recognized executive search firm, is engaged in the executive director search process. The firm is writing an extensive position description that builds on the [draft job outline](#) prepared in September/October 2012. A small search committee composed of Board President John Palfrey and Board Secretary Laura DeBonis has been formed, with a call to the Steering Committee for additional members.

The primary responsibility of the DPLA Executive Director Search Committee is to interview and review a slate of candidates suggested by Spencer Stuart for the role of DPLA executive director. The Search Committee will then recommend candidates to the Board of Directors for its review and selection. Members of the Search Committee are expected to attend a 1-2 day meeting in Boston, MA during which they will interview and discuss promising candidates.

The Board agreed upon this process for identifying an executive director.

## **QUESTIONS/COMMENTS FROM THE PUBLIC**

A member of the public asked whether there was a deadline to finalize the charter and bylaws. Palfrey responded that the Board would like to get an updated charter and bylaws created by April 2013, but anything done earlier than that would be preferable.

Palfrey also reiterated the DPLA's approach in filing the original charter and bylaws, which one member of the public mentioned were vague in parts. These documents are a very standard, broad set meant to help get the new organization started. The workstreams have been able to answer some of the key questions through their work over the course of the planning initiative, and between now and April 2013, the Board will work with the Governance Workstream and Secretariat to pull this work into the charter and bylaws. The Board has been advised by external parties that such a strategy is sound.

**FINAL NOTES**

Palfrey thanked Nate Hill, Audience and Participation Workstream Co-Chair, for hosting the November 8-9, 2012 [Appfest Hackathon](#) in Chattanooga, TN. Herrera reiterated Palfrey's praise for Appfest, noting that it "brought what the DPLA is doing to life." Herrera highlighted the work of a California-based digital archive of Latino history as another example of where the DPLA can work with passionate third parties and volunteers to engage local communities.

The Audience and Participation Workstream will host a [workshop](#) (its third) and hackathon on December 6, 2012 at the Roy Rosenzweig Center for History and New Media at George Mason University in Fairfax, VA.

The Secretariat is preparing for the April 18-19, 2013 DPLA launch event. Details are forthcoming.

The next Board of Directors call will take place on Monday, December 17, 2012, at 11:00 AM EST; call-in information is as follows:

Dial: 800-501-8979

Access Code: 2739336

Palfrey concluded the call at 12:00 PM EST.