

DSpace Governance Advisory Board

Minutes of the second meeting of the DSpace Governance Advisory Board held as a conference call from 9am to 10:30am EST on June 5, 2006

Present on the call: Michel Benard (HP), Matthew Cockerill (BioMed Central), Susan Gibbons (University of Rochester), Geneva Henry (Rice University), James Hilton (UVA), Clifford Lynch (CNI), ARD Prasad (Indian Statistical Institute), Chris Rusbridge - Chair (Digital Curation Centre), MacKenzie Smith (MIT), Nick Wainwright (HP), Peter Walgemoed (Carelliance BV), Julie Walker (MIT), and Ann Wolpert (MIT).

The agenda and minutes for the call are as follows:

1. Important updates to the board

Chris Rusbridge introduced Michel Benard from HP as a new member of the Governance Advisory Board. Michel is Director of Technology Programs in HP's University Relations organization.

Robert Tansley is now working for Google Labs but will continue as a Committer to the DSpace project. Nick Wainwright is in the process of hiring a replacement for Robert at HP.

A request was made for minutes from the March 30-31, 2006 meeting of the Governance Advisory Board.

Action: Julie Walker will send out the minutes to the Governance Advisory Board and post them to the DSpace Governance wiki.

2. Review and discussion of issues presented in white paper

Julie Walker gave a brief overview of the white paper she prepared: *Founding a DSpace 501(c)(3) Non-Profit*.

Ann Wolpert suggested that we work with a lawyer she has worked with to start a non-profit for MIT's Technology Review magazine to draft the founding documents for the DSpace non-profit.

Action: Julie Walker to get the lawyer's contact information from Ann and get in touch with him.

The question was raised about whether DSpace should incorporate in the U.S. There was general agreement from the advisory board that it would be easier to transfer the DSpace intellectual property to a U.S. non-profit, since both MIT and HP are U.S.-based entities. The recommendation was made to incorporate DSpace in the U.S.

The *mission statement*, drafted at the first meeting of the Governance Advisory Board, was reviewed. The decision was made to carry on with it as a working draft.

Action: Julie Walker will send a copy of the mission statement to the lawyer to confirm that it meets the federal requirements for tax-exempt status.

The *membership* structure of the DSpace non-profit was discussed. The recommendation was made that the DSpace non-profit should be a membership organization. A question was raised about the powers granted to members. Susan Gibbons expressed a preference that members have the right to vote for the Board of Directors. Geneva Henry asked about the role of the non-profit relative to the DSpace developer community. The Board discussed whether members would have voting rights about the technical direction of the software code. Another question was raised about whether membership would be by institution or individual. Various suggestions were made about different powers and membership incentives that might be offered.

Action: A working committee was formed to propose, in consultation with a lawyer, a set of bylaws which will include further definition of the membership structure. The working committee is: Chris Rusbridge, Ann Wolpert, Michel Benard, and Julie Walker. The advisory board will review the proposed bylaws and the entire DSpace community will have the opportunity to comment via the DSpace wiki. The Board of Directors will provide final approval of the bylaws prior to filing for incorporation and tax-exempt status. The goal is to complete the founding documents and hold the initial meeting of the Board of Directors by the end of July.

The structure and membership of the *Board of Directors* was discussed. It was agreed that a Board of approximately 7 members would be sufficient initially. A question was raised and discussion ensued over designated roles. The following designated slots were proposed: U.S. DSpace user, Non-U.S. DSpace user, Non-U.S. DSpace user from a developing country, for-profit member that is a DSpace commercial service provider, Chair or representative from DSpace's technical working committee, and a representative from a related project(s) with strategic importance to the DSpace community.

Action: A nominating committee was formed to propose a structure for and nominate specific individuals to the Board of Directors, including the Chair. The nominating committee is: MacKenzie Smith, Geneva Henry, Peter Walgemoed and Julie Walker.

3. Update on progress forming the technical working group: MacKenzie Smith

MacKenzie Smith is forming a technical working group. She proposes to convene a group of technical experts for one week (with ongoing conference calls thereafter to complete their work) to look at the architecture and identify areas for improvement. The group will draft a roadmap and technical plan for DSpace's future development. In a chair for this group, MacKenzie sought someone who represents a neutral perspective, is a strong facilitator and has domain expertise. A candidate has been identified and will be announced to the DSpace community in the coming months.