

DPLA Board of Directors Governance Committee Call

April 16, 2014: 1:00 PM EDT

Present: Amy Ryan, Laura DeBonis, Robert Darnton, Dan Cohen (*Ex Officio member*, DPLA Staff), Kenny Whitebloom (DPLA Staff)

Purpose of the Governance Committee

Robert Darnton (RD) provided an overview of the DPLA Committee structure. We're at a moment where these structures haven't yet crystallized, so the Governance Committee is in the position to evaluate and suggest improvements.

Darnton asked the other members of the committee to provide their comments on the roles and purposes of the Governance Committee, and what matters most to them.

Luis Herrera (LH): The nominations process and Board terms, or Board composition in general, is important. Secondly, looking into various committees and deciding whether their function has been successful, and whether a committee can align itself with greater staff support.

Amy Ryan (AR): Governance Committee should maintain and oversee the agreed upon level of organizational transparency (i.e., open calls).

Should we consider ourselves a "committee of committees"? AR and RD agreed that the committee could function as an umbrella incorporating the operational committees, taking in recommendations from the respective operational committees (via their co-chairs) and eventually serving them up the entire Board.

Has there been any major overlap of operational committee focus? Executive Director Dan Cohen (DC) says, not in particular, but in terms of governance between the committees the two most likely to overlap are the content and technical committees. Nothing has come to a head, but there has been some overlap evident in the open committee calls.

One member asked whether the Gov. Committee may consider a charge like the one outlined above? DC says there is still some expectations management to be done; inform and discuss with the committees the bounds of reasonable activity. These are advisory committees, and DPLA staff wants help, but there are cases where we could

see a committee overstepping their bounds by asking staff to pursue activities that are out of scope or beyond its capacity.

AR: We could operate as a clarifier of priorities amongst the committees, which DC seconded.

Should we draft a statement of purpose for the Committee now or later? DC thinks it would be helpful. AR said it should be addressed to the Board.

On whether the statement should be written now: this will likely be an iterative process, so produce a draft now and present to the Board, and then work on improvements. Let's circulate draft amongst the committee chairs. **RD agreed to take the first pass at a draft statement.**

The Gov. Committee will also focus on Board development.

Does the size of the Board work as is? DC says that we may need more attention paid to the size or engagement of our operational committees. Soliciting more members who would be active in a helpful way might be more useful, as opposed to the Board specifically. We've enjoyed lots of engagement on the open tech calls, for instance, but there aren't tons of folks who can provide targeted advice or counsel.

Could the Community Reps serve as a feeder system for the committees? It's hard to say at this point, but we can keep our eye out for potential nominees. The Gov. Committee could share their recommendations directly to Kenny W. and Franky A. (DPLA staffers managing the Reps program).

Should our role be to suggest additional members to the committees, either to the Board or DC? DC says that would be great. Gov. Comm. can work with operational committee co-chairs to identify people and to lean on current members to increase participation. **LH will write up with a short statement addressed to the Committees to encourage engagement.**

Group agreed that a quarterly call of committee co-chairs would be a good idea.

Governance Committee and Policy Questions

Should we consider ourselves a forum of policy considerations and recommendations, even those that go beyond DPLA itself (e.g., should DPLA take up a position on

FASTR, etc.)? Many liked the idea in concept, but most agreed it would perhaps better fall under the purview of the Legal Committee or the Advisory Committee.

How could we make the most of the Advisory Committee?

RD: It needs a Chair, for one.

AR: The Board could jump start it by having them identify the most critical issues affecting DPLA.

LH: Concurred with AR and said the Advisory Committee would need to start meeting on a regular basis.

Should we increase the overall size of the Board?

Laura DeBonis (LD): Yes, because we're underrepresented in certain domains.

LH: Would support that if we take a look at the Board's skills matrix and identify some needed areas.

AR: Concurred.

Group agreed to expand the Board and to set up some sort of mechanism for cycling off Board members who have fully served their terms. Will also compile a list of prospective candidates. Group will pick up the conversation during a subsequent Gov. Committee call.

Public Comments/Questions

No questions raised.

Next Steps

1. Draft list of potential new Board members and a process for cycling off current members who have fully served their terms.
2. Draft statement of purpose for the committee.
3. Draft message to committees focused on engagement.