

**Minutes of ND LTD Board of Directors Meeting
May 20, 2003**

Convened at: Erwin Schrödinger-Zentrum Room 2'112
Humboldt University, Berlin, Germany

Present:

Suzie Allard (scribe)
Peter Diepold
Susanne Dobratz
Scott Eldredge
Edward A. Fox
Jean-Claude Guédon
John Hagen
Thomas Hickey
Sarantos Kapidakis
Delphine Lewis
Ana Pavani
Axel Plathe
Sharon Reeves
Peter Schirmbacher
Felix Ubogu
Shalini Urs
Eric Van de Velde

Not Present:

Denise A.D. Bedford
Julia C. Blixrud
José Borbinha
Alex Byrne
Vinod Chachra
Joan Lippincott
Gail McMillan
Claudio Menezes
Joe Moxley
Mohsen Tawfik

Guests:

Jude Edminster
Vilius Kuciukas
Austin McLean
Alexander Plemnek
Natalia Sokolova
Antanas_treimikis Streimikis
Andrew Wells

Meeting began at 9:10 am.

Fox welcomed attendees including visitors and thanked Schirmbacher for hosting ETD 2003 and providing a venue for the Board of Directors to meet. Fox noted that this was the first meeting of the newly incorporated NDLTD Board of Directors and that he would start by acting as Interim Executive Director, until the Board held elections later in the meeting. He noted that the Bylaws allow for up to 35 directors and that 26 are currently named.

Review Agenda – Fox

To be a legal meeting of the Board, there must be one more than half the number of directors at the meeting. 17 of 26 board members attended this meeting. Therefore there are a sufficient number of board members present to qualify this as a legal meeting. Board members who were present signed consent forms (Consent of Incorporation, Organizational Consent of Directors) at appropriate times in the course of the meeting to finish incorporating the NDLTD and to formalize the board.

Report on ETD 2003 – Schirmbacher

- There are 210 participants from 46 countries.
- 100 attendees are participating in tutorials
- There are 68 speakers and full papers about these presentations are available through the conference system. An overview of all sessions is available on page 67 of the ETD 2003 program.
- An exhibition of vendors representing nine countries will be open throughout much of the conference.
- A welcome reception will be held in the Humboldt University Main Building. Transportation for attendees is provided and includes sightseeing tours of Berlin.
- The conference ends on Friday.
- Schirmbacher thanked all who helped and those who sponsored the event including UNESCO Information Technologies Division, the Open Society Institute, the German Research Foundation, the German Academic Exchange, the German National Library, and DINI, the German Initiative for Networked Information. Corporate sponsors include Brocade, CISCO Systems, c.a.r.u.s., Controlware Communications Systems, Enterasys, Ex Libris, IBM, ImageWare, Lib-It GmbH, NIONEX, SUN Microsystems, and T Systems. Participation from these individuals supported travel and accommodations for 55 attendees from developing nations.
- Schirmbacher gave special recognition to Susanne Dobratz for her efforts.

Approval of Minutes from Last Meeting

Lewis moved to approve the minutes of the last meeting of the NDLTD Steering Committee. Reeves seconded. The motion was carried unanimously.

Report on ETD 2004 – Allard

- Allard recognized the work of her colleague, Beth Kraemer, who was unable to attend ETD 2003.
- Brochures about ETD 2004 are available for distribution to ETD2003 attendees. They were printed courtesy of the University of Kentucky (UK) Libraries and School of Library and Information Science.
- The ETD 2004 logo was the result of a student contest sponsored by the UK Undergraduate Dean which helped build early visibility for the conference.
- West Virginia University, represented by John Hagen, has joined as a collaborating partner.
- The University of Tennessee, represented by Suzie Allard, will be joining as a collaborating partner as of August 1, 2003.
- UK Conference Management has been retained to provide support for conference registration and events. The 2004 committee is continuing to build financial support, although a state budgetary crisis makes it more difficult.
- Conference setting: Conference rooms, including the theater for plenary sessions are reserved. All are located within two connected buildings to provide easy all-weather access.
- Accommodations: Rooms are reserved at the Hyatt Regency Lexington at \$89 a night for conference attendees. The rate is good for double occupancy; triple or quadruple occupancy is \$10 more. The hotel will provide free transportation from and to the Lexington Bluegrass Airport for guests.
- Conference program: Currently planning for four plenary and 17 breakout sessions with two keynote speakers.
- Social program: UK University Libraries has committed to hosting a reception at the William T. Young Library. Conference registration also will include an evening with dinner and music at the Kentucky Horse Park Museum.
- Conference registration will include continental breakfast, lunch, and break refreshments.
- Allard noted they are assembling the program committee, and are working on the online submission for papers. They also are considering adding a poster session.
- ETD 2004 is making efforts to gain funding for scholarships for attendees.

The State of NDLTD: Membership – Fox

- There are 176 members – 155 universities and 21 others
- UNESCO is considering funding Hussein Suleman at University of Capetown in South Africa to improve the NDLTD website. This includes further improving and automating the membership contact information.

Board of Directors membership & Committee formation– Fox

- Members reviewed the Board of Directors list (attached as an addendum). Members are listed alphabetically and the number preceding the name (either a 1, 2, or 3) represents the term of the board appointment. There are three different terms for the initial Board so that approximately a third of the members will be replaced in any given year. At this time, eight people are appointed for one year, nine people are appointed for two years, and nine people are appointed for three years.
- At this meeting, the Board should appoint a nominating committee and determine how to nominate and add people to the Board.
- Other committees also will be established during the meeting. Committees must be chaired by a Board member, however committee members can come from the membership-at-large. Additional committee members also could be added at a later date.

All committees were charged with providing the Board with a statement of purpose, and listing of goals by July 1, 2003.

- Incorporation should not jeopardize the spirit that has guided NDLTD in terms of volunteers working to develop the initiative and disseminate the information and products to others in the ETD community.

Later in the meeting, the Board determined that a committee chair shall serve a one year term.

Discussion about Board Membership

In discussion it was noted that Board members are serving as individuals, who have an affiliation with an organization, and that the members are acting as individuals not as representatives of the organization to which they belong. As individuals, Board members provide the perspective of their organization but it is not expected that they be in a capacity to commit their organization to decisions. Each Board member is responsible for determining and following pertinent policy within their own organization regarding serving on boards.

Plathe noted that he needed to confirm UNESCO's policies about individuals serving on the Board, and how many individuals from the organization could be on the Board.

Guédon brought up the concept of national chapters to create greater transparency and increase worldwide representation. Discussion of this was considered to be an appropriate topic for the membership committee that would be formed later in the meeting.

Articles of Incorporation (see Addendum)

- The wording in the Articles of Incorporation states that The Networked Digital Library of Theses and Dissertations (NDLTD) is incorporated as "...a nonstock, not-for-profit corporation under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia..."
- Under United States law, NDLTD is identified as a 501 c3 corporation, which means it is nonstock, nonprofit, and tax exempt. NDLTD was incorporated in Virginia because that was the location of the initiative's founder, Fox.
- NDLTD needed to incorporate for several reasons:
 - To create structure that would encourage organizational longevity
 - To allow for the collection of dues to support NDLTD initiatives
 - To offer scholarships and other benefits to individuals at member institutions
- Article IV notes that NDLTD has three classes of membership: universities, consortia of universities, and other non-profit organizations and for-profit entities that support NDLTD.

Discussion of Articles of Incorporation and Bylaws

Wells was concerned about providing voting rights to all members. Fox noted that creating an appropriate voting mechanism is more costly than NDLTD can afford, however members can be polled for advice effectively.

Guédon wants to assure that regional dimensions are maintained, and would prefer for the wording not to explicitly state that there are no voting rights. Van de Velde suggested that the

Board adopt the Bylaws in their current form and that a Bylaws Committee be formed to study the issue and suggest changes for the Board to consider in the next year.

Guédon noted that the Bylaws specifically state that alternating years of the conference will be held in the United States. He suggested that this not be so specific to allow for greater flexibility in conference site selection and to better serve the needs of the ETD community.

Plathe noted that the Articles of Incorporation do not address the international aspect of NDLTD. This could be addressed by highlighting the international nature of the organization in the Bylaws by being sure that all modalities and procedures reflect the international membership. Board members agreed that items should be added to the bylaws to highlight the international aspect.

Bylaws Ratified

Van de Velde moved that the Bylaws be ratified in their entirety. Guédon seconded the motion. The motion was carried unanimously.

Bylaws Committee Formed

This committee was charged with working with officers and lawyers to study what changes and refinements should be made in the bylaws. The following Board members were named to the Bylaws Committee: Van de Velde (chair), Byrne, Chachra, Guédon, and Plathe.

Review of Bylaws

Board members accepted Articles I through VI as they were written.

General Discussion about Article VII: Members

There was extensive discussion about membership issues including the classes of membership and the question of dues. It was noted that an earlier meeting of the Steering Committee had recommended dues to help support the organization. Plathe noted that the Board reports to members at the Annual Conference, and suggested that a General Assembly be added for all members. Guédon discussed ways to include membership in all countries so that a balance was created between democracy and efficiency. Fox noted that many of these issues had been addressed in an earlier version of the Bylaws but that it had been too complex. During discussion it was suggested that these issues could be reviewed by the Bylaws, Membership, and Finance committees so that solutions could be forwarded to the Board.

For recruiting activities, Plathe noted it would be useful to contact the International Association of Universities.

Suggested Changes to Article VI

These items are suggestions to be considered by the Bylaws Committee.

Item 2: Add to the end of the sentence "...under the Code and are decided by the Board of Directors."

Item 5 (b): Delete second sentence which begins with "Unless otherwise determined..." Add the following sentence "The Board of Directors will determine the site of the Annual conference considering the recommendation of the Conference Committee and in order to reflect the international nature of the organization."

General Discussion about Article VIII: Board of Directors

There was some discussion about Article VIII. It was recommended that the Board of Directors meeting be held in conjunction with the Annual Conference.

It was noted that rules of procedure should be developed to guide future meetings.

Suggested Changes to Article VIII

These items are suggestions to be considered by the Bylaws Committee.

Item 10: The second sentence should read, "If he is not present, the Secretary shall preside, and if he is not present, then the Treasurer shall preside."

Item 12: The Committee list should be updated to reflect the committees established at this meeting including Awards, Bylaws, Conference, Elections, Membership, and Standards.

Membership Committee Formed

This committee was charged with exploring membership issues including but not limited to membership categories, outreach and benefits, as well as dues schedules in order to present the Board with appropriate policies and procedures to address concerns. The following individuals were named to the Membership Committee: Urs (Chair), Allard, Pavani, Ubogu, Van de Velde, and Wells (non Board member).

Suggestions for issues to be considered by the Membership Committee

- Holding a membership meeting in conjunction with the Annual conference. How to reach members?
- Reviewing databases from UNESCO and ETD 2003 to see who is involved with the initiative and who is a member.
- Clearly defining membership benefits, i.e., awards, conference attendance, web space, training programs.
- Working with Finance Committee to determine operating budget for NDLTD to help guide dues schedules.
- In the future how can NDLTD have dialog with members, both those who attend the Annual Meeting and those who do not? Work with Conference Committee to explore the concept of a two hall membership meeting at future conferences.
- Should there be some status with no dues?
- How should consortium dues be computed?
- Should there be an in-kind option for dues?
- Is membership institutional or can it be by department?
- Defining metrics to judge success of the NDLTD. It was suggested that UNESCO may be able to assist in providing funding to determine these benchmarks.

Conference Committee Formed

This committee was charged with addressing issues related to the Annual Conference including but not limited to making recommendations for host sites and working with conference planners. The following individuals were named to the Conference Committee: Allard (chair), Dobratz (not a board member), Eldredge, Hagen, and Schirmbacher.

Among the issues to be addressed by the conference committee are how to handle profits from conferences, and whether the profit can be budgeted into the membership fee structure. It was recommended that the Conference and working Membership committees work together on this issue.

ETD 2004 Host Site Confirmed

Allard moved that ETD 2004 be held in Lexington, Kentucky, USA, to be hosted by the University of Kentucky. Diepold seconded. The motion was carried unanimously.

ETD 2005 Bid Presented – Wells

Wells presented the University of New South Wales' bid to host ETD 2005. He noted that this would be the first ETD conference in the Southern hemisphere. The conference could be held in either July or September. UNSW feels that September is preferable in terms of their academic dates and the weather, however they understand that July may be more attractive to North American and European participants.

ETD 2005 Host Site Confirmed

Guédon moved that ETD 2005 be held in Sydney, Australia to be hosted by the University of New South Wales. Diepold seconded. The motion was carried unanimously. Specifics regarding July or September dates will be discussed within the Conference Committee and recommendations presented to the Board.

Finance Committee Formed

This committee was charged with addressing issues related to NDLTD finances. The following individuals were named to the Conference Committee: Eldredge (chair), and Lippincott. Bedford, who was not in attendance, also will be asked to join the committee.

Report on ETD Initiative in Russia – Sokolova and Plemnek

They are working to create a National level initiative through the National Library. Currently there are several centers and they would like to consolidate this for all of Russia. They are working to achieve a ruling from the Board that certifies students that ETDs are recommended which would help encourage ETD authoring throughout the country.

Treasurer's Report – Eldredge

\$5000 from ETD 2001 at CalTech

\$ 500 from VTLS

_____ (\$ 200 may be coming from Ubogu)

\$5500 Total Income

<3500> Attorney invoice

\$2000 Current Balance

There was a discussion regarding the NDLTD expenses in the coming year. It was noted that there should be funding for the NDLTD student author awards for exceptional Masters and Doctoral ETDs, as well as for the service award. Corporate funding for these awards would be sought, however, it was suggested that this should be included as a budget item in case a sponsor is not found.

There was also a discussion about whether the Board of Directors should receive any reimbursement. Fox noted that he felt that Directors should not receive money from NDLTD for their work or expenses.

Union Catalog Report – Hickey, Fox for Chachra

Chachra could not be present because he was receiving an award at another event. At this time VTLS has software with a front-end in 21 languages. Currently, the Union Catalog is using the Open Archives Initiative protocol and 20 groups are now online. OCLC is also running a harvester.

Standards Committee Formed

This committee was charged with addressing issues related to standards and making recommendations to the Board. The following individuals were named to the Standards Committee: Hickey (chair), Dobratz, Pavani, and Reeves.

Union Catalog Committee Formed

This committee was charged with addressing issues related to the union catalog and making recommendations to the Board. The following individuals were named to the Union Catalog Committee: Chachra (chair), Fox, Hickey, and Reeves.

Software Distribution Committee Formed

This committee was charged with addressing issues related to software development and distribution and making recommendations to the Board. The following individuals were named to the Software Committee: Guédon (chair), Cargnleutti (not a board member), Edminster (not a board member), and Lund (not a board member).

It was noted that it would be important to encourage communication between the Standards, Union Catalog, and Software Distribution Committees. It was suggested that perhaps they should be turned into working groups that had clearly delineated tasks that included what they would study, and how they would report to the other groups in order to assure that there was adequate communication between them.

Nominating Committee Formed

This committee was charged with identifying individuals to run for the Board of Directors. The following individuals were named to the Nominating Committee: Guédon (chair), Lewis, and Lippincott.

Guédon suggested that it would be beneficial to identify ways that membership could have a voice in providing the nominating committee with suggestions for nominees. Perhaps there could be a system that would allow some nominees to be chosen by the Board and others by the membership. During further discussion another idea was developed – perhaps the Board should be presented with a slate of candidates that they then approve as a whole.

Awards Committee Formed

This committee was charged with administering ND LTD sponsored awards. The following Board members were named to the Awards Committee: Guédon (chair), Edminster (not a board member), and Hagen.

Executive Committee Formed

This committee was charged with acting in a capacity to make decisions that allowed for the day-to-day operation of the ND LTD. Rather than selecting individuals to serve on this committee, it was decided that membership would be identified as including the executive director, secretary, and treasurer, as well as the chairs of the following committees – Bylaws, Conference, and Membership.

Elections Committee Formed

This committee was charged with overseeing elections and is composed of the Executive Director, Secretary, and Treasurer.

Elections held for officers

Van de Velde made the motion to appoint Fox as Executive Director, McMillan as Secretary, and Eldredge as Treasurer. The motion was seconded by Peter Diepold. The vote was unanimous to elect this slate as officers.

Reports from Board Members: [PLEASE send me your electronic version of the report so I can insert it here!]

Appalachian Consortium – Hagen

Budget items - Lippincott via printed report

Standards Committee - Hickey

Africa Report– Ubogu

Australia Report – Wells

Canada Report – Reeves

India Report – Urs

Proquest Report – Lewis

UNESCO Report – Plathe

Next Meeting

Site of the next meeting of the Board of Directors will be at the offices of CNI in Washington, D.C. in either September or October. The proposed date is Friday, September 26 but that may be changed depending on the availability of Board members.

Fiscal Year

The NDLTD fiscal year was identified as being the calendar year January to December.

Meeting adjourned at 17:25.

Motion to adjourn by Van de Velde. Seconded by Hagen. Carried unanimously.