

**Evergreen Governance Committee**  
**Meeting Minutes**  
**Tuesday, June 1, 2010, 1:00 p.m. EDT**  
**Conference Call**

**Attendance:**

John Houser, Access PA/HCLS  
Andrea Neimann, Kent County Library System  
Matt Carlson, King County Library System  
James Fournie, SITKA  
Michele Montague, Michigan Evergreen  
Amy Terlaga, Bibliomation  
Lori Bowen Ayre, Galecia Group  
Dan Scott, Laurentian University  
Chris Sharp, GPLS  
Elizabeth McKinney, GPLS  
Steve Wills, Lyrasis  
Catherine Lemmer, Indiana State Library  
Jim Corridan, Indiana State Library

**Changes in Membership**

Ray McBride, SLENDS has joined the committee  
John Houser is replacing Debbie Hensler

**Communications Committee**

Lori covered the actions of the committee

- evaluated the needs of the community
- identify existing resources
- informal needs assessment
- draft guidelines for moving forward
- made information architecture of existing resources
- need to set next meeting

<http://open-ils.org/dokuwiki/doku.php?id=communications> – where the meeting minutes are posted

Amy – Community Directory – asked for Governance Committee input in how this can be done

This effort will result in a form to collect this data from the libraries.

Lori – point person on RSCCL

Chris – investigating open-ils.org

Steve – interfacing with the Evergreen development community

Development Wishlist – informal place to share development needs and seek partnership opportunities

- KCLS – Acquisitions
- goal of being able to track at granular level

The Communications Committee agreed that Launchpad was not appropriate for this effort.

There is an “Enhancement Tracker” – on RSCEL site.

## **Governance**

Structure – Elizabeth will be working on this during the summer

Catherine discussed the issue of Formal Organization

- There is a need some sort of entity
  - provides liability protections
  - responsible for being controlling entity
  - able to respond to actions that threaten the software such as copyright or trademark violations
  - use a new group or an already existing entity (a pass-through organization)?
    - Software Freedom Conservancy is an example
    - tax exempt status can be attained through the entity
    - built-in expertise in defending the licensing of the software
    - Free Software Foundation provides assistance/advice
  - Catherine's Recommendation:
    - set up own entity
    - apply for state & federal tax exempt status
    - incorporation gives some protections, opposed to a loose governance structure
    - entity would be located in a state
      - permanence of address
      - corporate law protections
    - form it in Canada?
      - Affects international law, which is outside this group's expertise
      - Dan – some protections, but no software projects in Canada that allow tax-exempt donations
      - Foundation could established in United States and associated organizations could be formed on a nation by nation basis
      - Known example: OpenBSD Foundation – incorporated in Canada – export controls on cryptography
    - corporation and apply to the IRS for tax-exempt status
    - stay away from “membership” - this adds layers of complexity regarding the tax code
    - Mozilla & Apache Foundations as models

The issue of membership dues was discussed:

- Voting vs. non-voting membership – examples – Catherine will provide ways to deal with it either way
- membership dues are not tax-deductible

Dan will send link to Podcast about differences in foundation – 501c3 vs 501c6

Bylaws – may depend on structure

There may be existing bylaws we can adapt/copy.

It was suggested to ask the Software Freedom Conservancy for help.

Mozilla and Apache links – Catherine will provide.

Steve asked about – “sponsor” and “donor” roles – vs. “members” and whether it made a difference.

### **Evergreen Conference**

Amy reported on the status of the 2012 Conference committee.

Next year's conference, 2011 to be held in Austin is being headed up by Deanna Frazee.

Cynthia Williamson – head of 2012 committee.

The 2011 Conference Committee is close to securing a venue.

They are putting out a request for respondents to do homework for travel/accommodation pricing and strongly suggesting that whoever puts in a request can attend previous year's conference to make a smoother hand-off.

They expect RFP responses as early as next week. Vancouver is submitting a proposal.

There is a phone conference scheduled for June 8

### **Other Business**

John Houser will be joining communication committee

Ray McBride, Chairman of the SCLENDS consortium, introduced himself to the committee.

*Submitted by Chris Sharp, PINES Program Manager, Georgia Public Library Service.*