

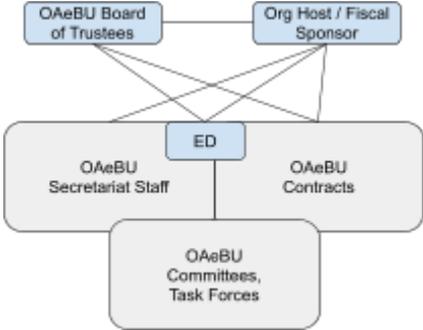
## OAeBU Data Trust: 2022-2025 Governance Documentation for Initial Board of Trustees

This document records the roles and responsibilities of the first Board of Trustees of the OAeBU Data Trust (OAeBU DT). The Inaugural Board of Trustees will serve beginning January 2022, and will guide the development of the full Data Trust governance structure as it transitions into its first formal fiscal sponsor, i.e. the Prime institution acting as fiscal sponsor to the 2022-2025 Data Trust Governance Building Blocks grant. The Board of Trustees will establish the parameters and processes for ongoing governance of the OAeBU DT by January 2025.

This document has been prepared by the OAeBU DT Task Team (Jon Elwell, Jill Emery, Kevin Hawkins, Jennifer Kemp, and Charles Watkinson; facilitated by Katherine Skinner and Christina Drummond) via a series of Governance and Business Modeling conversations held between June-October 2021. It was submitted to the OAeBU DT Advisory Board and Project Team for review and approval on October 29, 2021.

<b>Governance Group Name</b>	OAeBU Data Trust (OAeBU DT) Board of Trustees
<b>Number of Trustees</b>	Between 7-9 Trustees, plus non-voting, <i>ex officio</i> representatives (Fiscal Sponsor's designated representative and the OAeBU DT's Executive Director)
<b>Trustee term length, renewals, limits for the first Board</b>	<p><b>Term length:</b> 3-year terms; the first Board of Trustees will be elected as a single group, but will divide into three cohorts with up to 3 members of each cohort serving 1-year terms, 2-year terms, and 3-year terms so rolling cohorts are established</p> <p><b>Renewal options:</b></p> <ul style="list-style-type: none"> <li>Yes, one term renewal subject to appointment/approval by the Board (including the first Board of Trustees)</li> </ul> <p><b>Term limits:</b> yes, after the second term</p>
<b>Start Date</b>	January 1, 2022
<b>Selection process for the first Board</b> <i>e.g. appointment, nomination, and/or approval processes</i>	<p><b>Nomination Process:</b></p> <ul style="list-style-type: none"> <li>Anyone may nominate themselves or another person to serve as a Trustee on the inaugural Board of Trustees. An invitation to nominate will be sent to the public OAeBU DT announcement list to reach as many potentially interested parties as possible.</li> <li>The nomination period will run from November 16 to December 3, 2021.</li> <li>Nominees will be screened against the qualification criteria by the OAeBU DT Project Team. Qualifications and disqualifications are documented below.</li> <li>Eligible nominees will be contacted by the Project Team to confirm their intent to serve the week of December 6; confirmed nominees must provide a short biography for distribution to the OAeBU DT Project Team and the Advisory Board by December 10 in order to be considered.</li> <li>The Election will take place during the period December 13-16, 2021. All members of the OAeBU DT Project Team and Advisory Board will be eligible to vote. Members of these groups will bear in mind the need to balance the Trustee Characteristics documented below when deciding how to set up voting and when voting. Voting will be conducted by secret ballot or its digital equivalent.</li> <li>Following election, the initial Board of Trustees members will determine amongst themselves, and with conscious work to balance these groups according to the "qualifications" criteria as necessary (skills/diversity dimensions/geo-location/sector/role represented), who will serve in each of three cohorts, one serving a one-year term (Jan 2022-Dec 2022), one serving a two-year term (Jan 2022-Dec 2023), and one serving a three-year term (Jan 2022-Dec 2024).</li> <li>Term renewals may be made for one three-year term for every Trustee after their first term concludes.</li> </ul>

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<p><b>Meeting Schedule</b></p>	<p><b>Frequency:</b></p> <ul style="list-style-type: none"> <li>At least 6 times in the first year and as needed; OAeBU DT Board of Trustees/ED may determine thereafter</li> </ul> <hr/> <p><b>Convened by:</b></p> <ul style="list-style-type: none"> <li>Chair</li> </ul> <hr/> <p><b>Agenda developed by:</b></p> <ul style="list-style-type: none"> <li>Chair and ED</li> </ul>
<p><b>Decision-making process</b> <i>(consensus, vote, quorum for official business to happen)</i></p>	<p><b>Process:</b></p> <ul style="list-style-type: none"> <li>(Lazy) Robert's Rules</li> </ul> <hr/> <p><b>Quorum requirement:</b></p> <ul style="list-style-type: none"> <li>A quorum for voting will consist of the full Board of Trustees, and any decisions requiring a vote must be based on the full Board of Trustees accordingly, not just those present at a given meeting.</li> </ul>
<p><b>Officers</b></p>	<p><b>Positions and responsibilities:</b></p> <ul style="list-style-type: none"> <li><b>Chair:</b> Convene, lead Board</li> <li><b>Treasurer:</b> Fiscal oversight lead</li> <li><b>Secretary:</b> Minutes and record-keeping lead</li> </ul> <hr/> <p><b>Term length and limits for officer positions:</b></p> <ul style="list-style-type: none"> <li>Two-year terms for officers in this first phase of work</li> <li>Officer terms are renewable once</li> </ul> <hr/> <p><b>Process for officer selection, first officers:</b></p> <ul style="list-style-type: none"> <li>Nominations/Self-nominations are identified by and within the initial voting Board in January 2022</li> <li>The Board of Trustees may need to balance stakeholder groups in considering which nominations/self-nominations to move forward for Officer positions</li> <li>If more than 1 candidate is running for a specific officer role, the Board will either negotiate (based on stakeholder group balancing as needed, or the Board will conduct an election. Voting will be conducted by secret ballot or its digital equivalent among the full BoT.</li> <li>Officers will be elected on or before February 28, 2022.</li> </ul>
<p><b>Governing Structure</b> <i>Authority and supervisory responsibility</i></p>  <pre> graph TD     BOT[Oaebu Board of Trustees] --- ED[ED]     OHS[Org Host / Fiscal Sponsor] --- ED     BOT --- ED     OHS --- ED     ED --- SS[Oaebu Secretariat Staff]     ED --- C[Oaebu Contracts]     ED --- CTC[Oaebu Committees, Task Forces]     </pre>	<p>The <b>Fiscal Sponsor's Board and representative (e.g., ED/CEO)</b> provides oversight for:</p> <ul style="list-style-type: none"> <li>OAeBU DT legal and fiscal commitments, including contracts and grants</li> <li>OAeBU DT Executive Director hiring, management, and termination (via the Fiscal Sponsor's ED/CEO in conjunction with Oaebu DT BoT)</li> <li>OAeBU DT staff hiring and termination (in conjunction with Oaebu DT ED)</li> <li>Hosting and administration arrangement/agreement with Oaebu DT (including termination rights with appropriate notice)</li> </ul> <p><b>OAeBU DT Board of Trustees</b> supervises:</p> <ul style="list-style-type: none"> <li>Strategy development</li> <li>Hosting and administration arrangement/agreement with the Fiscal Sponsor (including termination rights with appropriate notice)</li> <li>OAeBU DT Executive Director (in conjunction with Fiscal Sponsor's representative)</li> <li>OAeBU DT Finances (in conjunction with the Fiscal Sponsor's Board)</li> </ul> <p><b>OAeBU DT Executive Director</b> supervises:</p> <ul style="list-style-type: none"> <li>OAeBU DT staff and contractors, including independent legal counsel</li> <li>Committees, Task Forces</li> <li>Strategy implementation</li> <li>Daily operations</li> <li>Project outputs and progress and reports</li> <li>Contracts (in conjunction with the Fiscal Sponsor Board/ED/CEO)</li> <li>Grant development/prep (submission is legal/fiscal and under Fiscal Sponsor)</li> </ul>

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“Governing Structure” determines how the chain of responsibility and checks and balances function.

OAeBU DT will be striking a balance across three main groups as this work moves forward: 1) Fiscal Sponsor/Organizational Host Board and ED/CEO, 2) Oaebu DT Board of Trustees, and 3) Oaebu DT Executive Director.

The **Fiscal Sponsor** will be the legal/fiscal identity under which Oaebu DT does business. The Fiscal Sponsor Board and staff representative (e.g., ED/CEO) will oversee those activities of Oaebu DT that implicate its own legal/fiscal identity. Oaebu DT’s budget will roll up into the Fiscal Sponsor’s budget; Oaebu DT’s ED and staff will report up to both the Fiscal Sponsor ED/CEO and the Oaebu DT Board of Trustees. Strategy should be set by the Oaebu DT Board of Trustees. The Fiscal Sponsor/Organizational Host will be able to terminate the relationship with Oaebu DT for any reason with at least six months notice in writing received and acknowledged by both the Oaebu DT Board of Trustees and the Oaebu DT Executive Director; all assets of Oaebu DT, including financial, contract/grant based, and data should be maintained by the Fiscal Sponsor/Organizational Host so that it can be transferred to a new Oaebu DT host as needed.

The Oaebu DT **Board of Trustees** is a working board, and as such, is responsible for setting strategy and monitoring its implementation. The Board of Trustees serves in a supervisory role over the Oaebu DT ED (in conjunction with the Fiscal Sponsor/Organizational Host), and gives the Oaebu DT ED responsibility for hiring/structuring/management of Oaebu DT’s staff and for implementing strategy. The Board of Trustees will also draft and approve the Oaebu DT budget and monitor its budget-to-actuals over the year, even though the Fiscal Sponsor/Organizational Host will maintain top-level fiscal oversight. The Board of Trustees and/or Oaebu DT ED also needs to participate in co-signing all contracts/agreements signed by the Fiscal Sponsor on Oaebu DT’s behalf, and these contracts/agreements should always include a clause specifying what happens in case of dissolution of relationship between Oaebu DT and the Fiscal Sponsor/Organizational Host. The Board of Trustees will be able to terminate the relationship with the Fiscal Sponsor/Organizational Host for any reason with at least six months notice in writing received and acknowledged by both the Fiscal Sponsor/Organizational Host Board and Executive Director; all assets of Oaebu DT, including financial, contract/grant based, and data should be transferred to a new Oaebu DT fiscal sponsor or host as needed.

OAeBU DT ED should be responsible for assisting the Oaebu DT Board of Trustees with strategy development. The Oaebu DT ED is responsible for strategy implementation via daily operations and staff management for Oaebu DT. Oaebu DT ED will also lead grant development and PI research projects, and spin up committees/task forces. The Oaebu DT ED will report jointly to the Fiscal Sponsor ED and to the Oaebu DT Board of Trustees with the understanding that the Fiscal Sponsor ED will need the right to intervene if/when the Oaebu DT ED’s actions are compromising the Fiscal Sponsor’s own strategy or operations, and such intervention will always begin with negotiation with the Oaebu DT Board of Trustees.

<p><b>Trustee Conflict of Interest</b></p>	<p><b>OAeBU DT recognizes that its Trustees and Officers will have diverse professional and financial interests. To reduce the potential for conflict and/or duality of these interests, all Trustees must disclose all relationships which may influence the way Trustees carry out their responsibilities, including any involvement during the past 12 months, whether or not still current. This is necessary to protect the reputation and integrity of Oaebu DT from actual, perceived, or apparent conflicts or dualities of interest.</b></p> <p><b>Process for reporting and/or identification:</b></p> <p><b>Self-report:</b> In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the professional or financial interest and be given the opportunity to disclose all material facts to the Board of Trustees considering the proposed transaction or arrangement.</p> <p>After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Trustees meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.</p> <p><b>Failure to disclose:</b> If the Board of Trustees has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.</p> <p>If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Board of Trustees determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.</p>
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<p><b>Trustee Characteristics</b></p>	<p><b>Trustee Qualifications</b></p> <ul style="list-style-type: none"> <li>● Experience with and understanding of “usage data” and some of the communities and players involved in tracking and reporting</li> <li>● Positive track record of work on equity and accessibility</li> <li>● Deeply collaborative</li> <li>● Willing and available to put time and energy towards the work</li> <li>● Global, system-wide perspective</li> <li>● Knowledge of and/or great interest in data trusts, collaboratives, and/or intermediaries</li> <li>● Experience working with a fiscal sponsor</li> <li>● Experience serving on a board of directors or board of trustees</li> <li>● Openness to the goals of both commercial and noncommercial actors in book publishing</li> <li>● Understanding of at least one (and preferably more than one) type of stakeholder in book publishing</li> </ul> <hr/> <p><b>Trustee Disqualifications</b></p> <ul style="list-style-type: none"> <li>● Bringing a narrow focus or organizational agenda to service on the Board</li> </ul> <hr/> <p><b>Trustee Characteristics to balance</b></p> <ul style="list-style-type: none"> <li>● Strategic and operational knowledge (practitioners and administrators)</li> <li>● Size/tier of publisher</li> <li>● Geographic region represented, based on <a href="#">World Bank classifications</a></li> <li>● Usage data providers and data users</li> <li>● Representatives of larger or. smaller organizations</li> <li>● Sector-based representation (e.g., government, commercial, not-for-profit, academic not-for-profit voices)</li> </ul>
<p><b>Board Representation and Balancing</b>  Voting power  Non-voting</p> <ul style="list-style-type: none"> <li>● Ex-officio <ul style="list-style-type: none"> <li>○ Executive Director</li> </ul> </li> <li>● Attends / contributes to discussion <ul style="list-style-type: none"> <li>○ Staff</li> <li>○ Committee/WG leads</li> </ul> </li> </ul>	<p><b>Diversity should include</b>  (NOTE: %s and #s are approximate and indicative, not proscriptive; no singular group should have a controlling majority)</p> <p><b>Stakeholder Type</b>  Aim for 1-2 in each of the following categories</p> <ul style="list-style-type: none"> <li>● Publishing platforms and services</li> <li>● Libraries interested in OA</li> <li>● Funders</li> <li>● OA distributors</li> <li>● Standards organization</li> <li>● Other platforms and services</li> </ul>

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	<ul style="list-style-type: none"><li>• OA publisher - Commercial</li><li>• OA publisher - Nonprofit</li></ul> <hr/> <p><b>Geographic Representation</b></p> <ul style="list-style-type: none"><li>• 45% N America</li><li>• 40% Europe</li><li>• 15% Beyond N America and Europe</li></ul> <hr/> <p><b>Data Ecosystem Stakeholders</b> (see note above)</p> <ul style="list-style-type: none"><li>• 30% Data Users</li><li>• 30% Data Users &amp; Providers</li><li>• 30% Data Providers</li><li>• 10% Standards Orgs</li></ul> <hr/> <p><b>Business Models / Organizational Structures</b> (see note above)</p> <ul style="list-style-type: none"><li>• 33% Not for profit/charity/foundation (includes funders)</li><li>• 33% Commercial</li><li>• 33% University based</li></ul>
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