Digital Scriptorium, Executive Committee Meeting
Pius XII Library, Room 101C
Saint Louis University, St. Louis, Missouri
Friday, February 12, 2016
9:00am -5:00pm

Minutes

The first meeting of the nine-member Executive Board elected at the 2015 Annual Meeting (Grolier Club, September 11, 2015) took place in the Pius XII Library at Saint Louis University. Hosted by Executive Director Debra Cashion, the primary purpose of the meeting was to revise the bylaws to streamline governance processes. In attendance were:

Debra Cashion, Executive Director   Vanessa Wilkie, Membership Chair
Janine Pollock, Deputy Director   E.C. Schroeder, At Large
Lynn Ransom, Secretary   Cherry Williams, At Large
Lynne Grigsby, Technology Host

Not in attendance were:

Consuelo Dutschke, At Large (Director Emeritus)
David De Lorenzo, Management Host/Treasurer

Debra Cashion called the meeting to order at 9:00am, welcomed attendees, and began with the following announcements.

1) Board members who are at the Annual Meeting of the Medieval Academy of America (MAA) to be held in Boston, February 25-28, 2016, will meet informally with Lisa Fagin Davis, Executive Director of the Medieval Academy on Thursday, February 25, 2016, at 3:30pm, in the Cambridge Room, Hyatt Regency, 4th floor, to discuss the possibility of collaboration with the MAA. The meeting is for informational purposes only.
2) The date for the annual meeting of DS membership has been confirmed for Friday, September 23, 2016. It will be hosted by former Executive Board Member Bill Stoneman and held at the Houghton Library, Harvard University
3) David De Lorenzo has resigned from the Executive Committee and from his position as Management Host and Treasurer.

Cashion also announced plans to create a Governance Committee chaired by Janine Pollock. All agreed that this was a good and necessary step forward.

Following these announcements, discussion turned to De Lorenzo's replacement. Members felt strongly that the next Treasurer should not also be the Management Host and should be someone from the existing board. It was agreed, due to extenuating circumstances, to nominate At-Large member E. C. Schroeder and to have him assume responsibilities of Treasurer at this time. His official appointment will be voted upon and confirmed at the annual membership meeting.

Discussion then turned to the focus of the meeting: the revision of the Bylaws, which no longer conform to existing governance practices, and a review of the mission and governance of Digital Scriptorium. Because of the length and depth of the discussion, these minutes will not record the

details of discussion but will instead provide a summary report of the major results of the discussion: 1) a draft of a revised Mission, Vision, and Goals statement; and 2) a draft of the revised Bylaws.

1) Mission, Vision, and Goals Statement revisions
Cashion asked the group to examine the current mission statement of DS as an exercise in focusing our thoughts before proceeding to the Bylaws and with the intention of composing a new statement that expressed in clear terms what DS is, what we envision DS achievements to be, and what the actionable goals to make that vision a reality are. In short, the group revised the current Mission Statement into a Mission, Vision, and Goals statement (here). This exercise allowed the group to coalesce around a clearer sense of purpose that was lacking due to recent changes in governance practice and to the lack of historical perspective that many in the group did not have. Once completed, the draft Mission, Vision, and Goals statement will be up for the Board's final review and approval first, followed by the voting membership's approval at the Annual Meeting.

2) Bylaws revision
The group approached the revision of the Bylaws with the intent of clarifying organizational and governance structures and identifying and removing wording that did not belong in the Bylaws. This process involved the definition of all parties and terms of governing and participating entities. In some cases, the examination resulted in renaming and reclassifying roles and responsibilities of some entities. To a large extent, the process of revision is documented in the tracked changes of the original draft document which will be made available.

Key changes were:

1) Renaming the Executive Committee of nine elected members to Board of Directors. Previously, representatives of voting member institutions were defined as the Board of Directors, but with the expansion of the Executive Committee to nine, this definition created unnecessary confusion and duplication of governance. The Board of Directors is led by the executive offices of Director, Deputy Director, Secretary, and Treasurer.
2) Removal of language and items that pertained to specifics of membership agreements (re ip issues, ownership of data, accessibility, etc) and to Technology Host and Management Host agreements (re what each party can expect from the other). These issues will be treated in separate documents that will serve as the basis for contracts and/or Memoranda of Understanding.
3) The September meeting is now to be called the Annual Membership Meeting and will focus on relaying to members what activities the board has undertaken in the past year and what plans are for the coming year. It will also be the opportunity for members to vote on issues such as new members, board elections, and other substantive changes in the governance of DS. It was suggested that this meeting provide an opportunity for select members to do a presentation on their collections. Board business will limited at this meeting to avoid governance confusion. The Board will begin meeting separately in late winter/early spring annual to do the majority of its work.

Aside from these key changes, there were many refinements to wording and process that are still under review. The Bylaws remain in a draft form here, to be edited by Janine Pollock, Chair of Governance, that will require further refinement in order to bring them up to a standard suitable for a possible move to 501(c)(3) status, which Cashion has begun to investigate. Discussions will be ongoing either by email or by video conference call until a final draft is complete and can be distributed in advance of the annual meeting.

At 3:30pm, discussion of the Bylaws was closed in order to move on to committee reports for the last thirty minutes.

Website Committee
At the September 2015 Annual Meeting, when all the committees were formed, the Website Committee was tasked with improving content and identifying easily fixable structural problems. Cashion reported on the work that committee member Elizabeth Teviotdale had done on editing content and on her work in updating the list of voting and non-voting member institutions. These changes were passed on to Lynne Grigsby (chair) who will begin working directly with Liz to begin updates to the website.

Membership and Outreach Committee
Vanessa Wilke (chair) reported that it has been difficult to reach out to existing and new members because she needs a clearer idea of what the future of DS is and what it can offer to members before she feels she can proceed. Discussion addressed current obstacles to membership, including technical procedures for images and records. The group agreed that a more universal access for data input could greatly facilitate new members.

Strategic Planning Committee
Following upon Vanessa's comments, Lynn Ransom (chair) suggested a multi-day planning meeting/conference that would include members and invited participants with expertise in related projects and database management and design and other people who could help shape a vision of DS should be and how it should work. E. C. Schroeder suggested holding such an event at the Beinecke Library. No formal vote was taken, but there seemed to be general agreement that this step would be beneficial in helping to move the project forward.

Next Steps
As the meeting came to a close the committee drafted a series of "next steps" to continue the work that was started at this meeting. These were:

1) Finish the revision of Mission/Vision/Goals statement and Bylaws
2) Write a Memorandum of Understanding for members
3) Write a Technology Host agreement/contract
4) Write a Management Host agreement/contract
5) Begin planning a 2-2.5 day Planning Meeting

The meeting officially closed at 4pm and was followed by a reception at the Vatican Film Library.

APPENDIX I

Mission/Vision/Goals Statement [draft]

Current mission statement:

The mission of Digital Scriptorium is to provide cross-institutional digital access to medieval and renaissance manuscripts and thus to enhance knowledge and appreciation of the material:

- through images that expand descriptions and correct their errors
- through searches that provide answers and provoke questions
- through descriptions that share the demands and the expertise of the library, the academic and the cultural communities.

Proposed Mission Statement:

Digital Scriptorium (DS) is a consortium of American libraries and museums with collections of pre-modern manuscripts that is committed to providing cross-institutional digital access to their collections. DS encourages its Members to support open access to works in the public domain and to generously share their images and metadata about these works.

Vision:

To enhance access and appreciation of historically significant but often understudied materials.

Goals:

To fulfill our mission DS commits to the establishment of a digital union catalog that will:

- provide bibliographic descriptions according to recognized standards of practice
- provide images that complement, expand, and correct verbal descriptions;
- facilitate searches that provide answers, provoke questions, and invite collaboration;
- create a community of scholars, librarians, curators, and other citizen-scholars for the purpose of sharing the scholarship and expertise of the collections, the academy, and cultural heritage communities