



Catholic Research Resources Alliance

Agenda for CRRA Board of Directors Thursday January 6, 2011

1:00 p.m. – 5:00 p.m. Eastern
Noon – 4 p.m. Central
10 a.m. – 2 p.m. Pacific

On-site

164 Conference Room G
Kroc Institute for Peace and Justice
Across from the Copley Library, University of San Diego
Campus map at http://www.sandiego.edu/maps/pdf_print.php#

Webcast

To join the meeting
Meeting Name: CRRA Meeting
<http://connectpro87278527.adobeconnect.com/crra/>
Invited By: Jeff Rach (jrach@sandiego.edu)

Audio call-in

Phone: (619) 260-7810 888-762-9233
619-260-8800
Code: 1208
Password: 890123

1. Welcome and introductions of Board members and guests – see background below
2. Confirm approval of minutes – November 29, 2010. The [draft minutes](#) are posted in the administrative area. Go to <http://www.catholicresearch.net/>. Choose admin area. User name is “catholic” and password is “portal.” Choose the tab for Documents, then Board of Directors, then 2010 and select the file for 11-29-10.
3. Member recruitment update – Jennifer Younger
4. Mid-year financial update – Jennifer Younger
5. Discussion on membership levels, associated governance rights and dues
Purpose: Raise awareness of issues and provide input
 1. Membership levels, dues and work of [Membership Dues and Cost Sharing Task Force](#) – Janice Welburn

2. Member governance activities in regard to electing the Board of Directors – Steve Connaghan
6. Review of [Process for Developing the CRRA Strategic Plan](#)– Jennifer Younger
Purpose: Ensure awareness of process, timeline and opportunities for Board input
7. Budget development and proposals for 2011/12 - Janice Welburn, Artemis Kirk and Jennifer Younger
Purpose: Raise awareness of issues and provide input
 - a. Current budget expenses
 - b. Staffing needs and opportunities
 - c. Need for and use of contingency funds
 - d. Possibility of digitization awards
 - e. Revenue projections, budget options and level of dues for 2011/12
 - f. Board vote expected on budget - March 30, 2011

Minutes of Meeting

Present: Theresa Byrd, Steve Connaghan, Artemis Kirk, Tom Leonhardt, Tom Wall, Janice Welburn, Jennifer Younger
Guests: Susan Ohmer, Tyrone Cannon

1. Jennifer Younger opened the meeting at 10:40 a.m. with special thanks for everyone's patience in getting the video and audio components arrangements made. She welcomed members and guests. Due to the late start, the Board determined to begin with item seven on budget development, to be followed by the discussion on membership levels, associated governance rights and dues.
2. The Board confirmed the November 29, 2010 minutes as posted.
3. Due to the late start, Jennifer briefly summarized the membership. As of December 2010, there are 19 members. All are listed on the website under [Participants](#). Discussions are underway with about 20 Catholic universities and colleges. She will work with Kris Brancolini and other current AJCU member directors to plan an update at the AJCU library directors meeting in April. Jennifer is working with the ACCU president on a membership initiative to all ACCU members and will distribute that information to the Board and CRRA members prior to the ACCU annual conference (January 29-31, 2011).
4. The FY2010/11 budget was updated to reflect dues revenue of all 19 members and distributed with the agenda. In addition, Jennifer noted that all member dues are either paid or in the process of being paid. Spending is on target: 49% of the budget remains to be spent with 50% of the year remaining. Sufficient cash is on hand to pay expenses for the remainder of the fiscal year with the expectation of carrying forward the reserve fund as well as some additional cash into the next year.
5. In the meeting, this discussion followed discussion of number seven on budget development but is reported here in order of the agenda as distributed. Janice opened with background on the charge to the task force, work to date, the participation of Jennifer and Steve Connaghan (anticipated), and a summary of the current three levels of dues: \$7,500, \$5,000 and \$2,500. Dues are and will remain the primary

revenue source for the immediate future. Affordability for members and sustainability for mission-support are dual objectives. Key questions include how much revenue is needed and should there be one or more levels of dues. Discussion resulted in both questions and observations around key points:

- a. Dues revenue will result in \$110K to a high of \$200K for next year.
 - b. Multiple levels are important for affordability.
 - c. There is value in having members who don't have a lot of financial capability.
 - d. In ORBIS, everyone pays a fair amount but not the same amount.
 - e. Some vendors use the Carnegie classification in setting a tiered dues structure.
 - f. **Decision: The Board agreed that multiple levels of dues are necessary for affordability and sustainability. Janice will convey this to the task force.**
 - g. Would associate members be eligible to serve on the Board?
 - h. It would be useful to look at what the Board and/or committees need.
 - i. There is precedent for associate members to serve on committees but not on the Board.
 - j. There should be no taxation without representation.
 - k. Board composition could include a seat to represent associate members.
 - l. **Decision: The Board agreed there is merit in continuing with a representative board – in numbers and in representation in some way of all members.**
 - m. **Decision: The Board further agreed that although the issues of dues and governance are intertwined, dues can be addressed separately from issues of governance. The focus now should be on establishing the categories and levels of dues so that the budget can be set well before the end of the year.**
6. Jennifer noted briefly the purpose of this topic was to highlight Board opportunities for input and role in the process of developing, discussing and adopting the strategic plan.
7. Jennifer opened the discussion on behalf of the Budget and Personnel Committee members who are Artemis Kirk, Janice Welburn and Jennifer Younger. They are in the process of developing a draft budget for Board review with anticipated adoption at the March Board meeting. She reviewed the four budget categories. Some increase is needed for merit (salary), travel and office support such as domain renewal, conference calls and email newsletter services.

Janice Welburn conveyed the Committee's discussion on the fine work done by the CRRA Digital Projects Librarian and the need for an executive director. She noted that Jennifer Younger is currently filling this role with her salary generously supported by Notre Dame and proposed the CRRA budget increase next year to include the salary of an executive director. Susan Ohmer noted Notre Dame would consider how it might provide additional support which Janice Welburn and Artemis Kirk in their role on the Budget and Personnel Committee will discuss with her.

Decision: The Board agreed unanimously an executive director is needed, with part-time or full-time to be determined, and to appoint Jennifer in this role.

Discussion followed on the need for and use of contingency funds for infrastructure support or other services. Jennifer gave examples in which members provided services through their staff and financial support by paying CRRA expenses directly. Some dollars, however, may be needed if such support is beyond member capacity. She also raised the suggestion of allocating some dollars for digitization or other awards as this was discussed by the Board Budget and Personnel Committee. It was pointed out that if such awards are made from dues revenue, it is a redistribution of dollars among members. Board members also expressed concern for disappearing collections of religious orders and see a possible role for the CRRA in identifying and assisting in future housing and preservation.

Last, factors in projecting total revenue for next year include the number of institutions committed to membership for next year, including current and new, as well as use of the reserve fund and/or additional cash. Jennifer projected revenue from dues is likely to range from \$110K to a high of \$200K. The Budget and Personnel Committee will develop a budget for Board review based on the best available information in spring 2011.

The Board agreed much substantive work had been accomplished and decided not to reconvene after lunch.

Respectfully submitted,
Jennifer Younger
Chair and recorder

Background information distributed as part of agenda

2. Meeting guests. Tyrone Cannon, Library Dean, University of San Francisco; Susan Ohmer, Assistant Provost and Interim Director of the Hesburgh Libraries, University of Notre Dame. The CRRA operates with a representative Board of Directors comprised of 8 members. Although the Board does not generally invite other individuals from CRRA member institutions to participate in Board meetings, we hold an open meeting policy with necessary exceptions for executive sessions on personnel or other confidential matters and have responded affirmatively to requests from others to attend the Board meetings.

3. Membership continues at 19 members with the two most recent being DePaul and Dayton. An up-to-date list of members is the CRRA site: <http://www.catholicresearch.net/About/Participants>. Thanks to Pat for the map and list.

4. Mid-year financial update. Revised budget incorporating current year dues revenue from new members is attached. The budget has not been posted on the CRRA administrative site as it includes salary and benefits information.

5.1. Charge to [Membership Dues Task Force](#)

5.2. Recommendations and discussion points on member governance activities in regard to the CRRA Board from Steve Connaghan and Jennifer Younger

New CRRA members have, and are, asking how they and/or their staff can participate in CRRA governance and other activities. The CRRA Board is defined in the *Bylaws* as a self-perpetuating board. One Board activity is to establish committees. To date, we have populated the CRRA Board and other committees with individuals largely from the original founding members and selected by one or more current Board members on behalf of the Board. While this process has been efficient and useful in getting started, we want to identify how other members can participate. We want to enable the voices and expertise of new members to help us move forward in developing and maintaining the Catholic portal.

We used as our starting point the CRRA Bylaws which state: “Full members will have the ability to participate fully in the activities of the CRRA in accordance with the CRRA Prospectus. Full membership shall include participation in governance of the organization and the right to vote on membership decisions.” What is full membership participation? How can we enact full membership participation? Based on our review of other membership organizations, including the Digital Scriptorium, Center for Research Libraries, Association of Research Libraries, the MetaArchive Cooperative and others, a first step is to move beyond a self-perpetuating board and enable other voting members to participate in the selection and election of board members.

Our immediate focus therefore is on enacting governance by giving full members the opportunity to elect Board members. We believe this action would be in harmony with the current provisions in the [Bylaws](#) (at <http://www.catholicresearch.net>, click on the admin area, choose Bylaws and Membership, choose Bylaws).

Recommendations

1. Continue with a representative Board of Directors as a small subset of the whole membership.
2. The Board should be elected by the membership.
3. All official representatives of full members are eligible to be nominated and elected.
4. Only official representatives of full members are eligible to be nominated and elected.
5. Only the official representatives of full (voting) members are eligible to vote in elections for board members.
6. Each full (voting) member shall identify its official representative and a list of official representatives be compiled. (The *CRRA Bylaws* say that each member shall appoint one (1) official representative who shall have one (1) vote. The name and address of the official representative shall be submitted by the voting member to the Chair of the CRRA Board.)
7. There should be a permanent seat on the board for the secretariat or hosting institution(s).

Discussion points for Board composition and implementing member elections

1. How to ensure appropriate communication and coordination with CRRA committees?
Through ex-officio, non-voting representation for chairs of CRRA committees on the Board?
Through Board members serving as liaisons with individual committees?
2. What are the ways to implement an elected board? A slate developed by a nominating committee or by the Board? Should it be a single or multiple candidates per seat? The Bylaws do not specify a nominating committee; however, the Board is empowered to create committees as needed.
3. Should there be defined term lengths? Repeatable? Staggered rolling terms so full Board not elected at any single time?
4. A subsequent area to explore is what matters go to the full membership for a vote? Such as approval of the budget or dues, and/or strategic plan?