First Annual General Assembly (AGAC)

August 28 – September 8, 2023

Attending: Lidia Uziel (Chair of the Board of Stewards), Janneke Adema (Organisational Secretary), Toby Steiner (Administrative Secretary), Francesca Corazza (Administrative Secretary), Peter Barr (Full Custodian, representative of the Library Caucus), Dominic Broadhurst (Full Custodian, representative of the Library Caucus [observer]), Joe Deville (Full Custodian, representative of the Publisher Caucus), Rupert Gatti (Full Custodian, representative of the Publisher Caucus), Andreas Kirchner (Full Custodian, representative of the Publisher Caucus), Clare McKenzie (Full Custodian, representative of the Library Caucus), Samuel Moore (Full Custodian, representative of the Library Caucus), Dave Park (Full Custodian, representative of the Publisher Caucus), James Rice (Full Custodian, representative of the Publisher Caucus), Rachel Schulkins (Full Custodian, representative of the Library Caucus, [observer]), Brian Skib (Full Custodian, representative of the Library Caucus), Livy Snyder (Full Custodian, representative of the Publisher Caucus), Niels Stern (Full Custodian, representative of the Publisher/Service Provider Caucus), Louann Terveer (Full Custodian, representative of the Library Caucus), Sarah Thompson (Full Custodian, representative of the Library Caucus), Demmy Verbeke (Full Custodian, representative of the Library Caucus).

Apologies: none

Agenda

1. Opening of the AGAC
2. Notification that the AGAC is valid and constitutes a quorum
3. Accepting the agenda of the AGAC
4. Presentation of the OBC’s current financial accounts, overview of main achievements and future plans
5. Vote to adopt changes to the OBC’s Articles of Association by Special Resolution
6. Vote on nominations for open Steward positions on the Board of Stewards (BoS) as part of the OBC BoS Elections
7. AOB
8. Closing of the AGAC

Notes:

**AP1-3 Opening of the AGAC, Notification that the AGAC is valid and constitutes a quorum, Accepting the agenda of the AGAC**

Meeting opened by Lidia Uziel (Chair of the Board of Stewards), acting as the Chair of this AGAC. Francesca Corazza acts as the recording Secretary, Toby Steiner and Janneke Adema (Administrative and Organisational Secretary of the OBC) will act as scrutinisers of the minutes and as counters of the votes.
The AGAC consists of Full Custodians of the OBC. With full attendance of the AGAC Members, Quorum is present.

Chair provides a brief overview of the meeting agenda.

**AP 4 Presentation of the OBC’s current financial accounts, overview of main achievements and future plans**

Chair introduces the OBC accounts and the Managing Director’s report. Documents do not need to formally be signed off by Custodians of the OBC but serve as an update on the OBC development since its launch in 2022. Chair invites feedback and ideas from Custodians on the OBC current work and how to better engage with key stakeholders.

Custodians agree that testimonials from initiatives and institutions already supporting the OBC could form part of the advocacy materials being produced. SM observes that focus for OBC should be aimed at explaining how the OBC is beneficial for librarians’ work. DB notes that University of Salford is developing new web pages about commitment to OA monographs and will reference their support for OBC. JR offers to supply an endorsement about White Horse Press’ positive experience of working with OBC. LT suggests a few relevant US conferences for the OBC to attend, either as an exhibitor or in partnership with US librarians. OBC team keen to take on and implement all suggestions provided.

Custodians engage in a discussion of an OBC agreement with Jisc. ST notes that some of the OBC publishers and service providers already have supporting library members who pay via Jisc and asks if there is any plan to work with Jisc on transitioning those existing supporters over to OBC. FC clarifies that OBC is in conversation with Jisc and is now finalising an agreement to make all the OBC initiatives available for support via Jisc. LS raises the question of how libraries might respond to potentially higher fees, even if they are transparently communicated on the site. JD explains that Jisc charges a Transaction Management Charge of £50 for invoices less than £1,000 and £100 for invoices of £1,000 and above and notes that several libraries are willing to support the OBC through Jisc even if charged with a slightly higher fee given the added value received.

PB notes that in the UK context paying via Jisc gives an acquisition team more cover if required to justify spending to non-library finance departments. Outside of the library it can be hard to articulate why a library should commit funds that does not result in a direct service or product. OBC is keen to be as transparent as possible about its fees both in the relevant contract and in wider communications with libraries. OBC fees cover both the OBC operating costs and the Collective Development Fund, expected to be launched next year. The OBC Collective Development Fund will provide small grants to OA publishers and infrastructure providers looking to build capacity related to publishing or distributing OA books.

DV stresses the importance for the OBC to ensure that libraries do not pay twice for supporting via the OBC an initiative already supported via another system.
OBC team committed to work with OBC publisher/service provider members to check on existing memberships and, if relevant, pro rate new OBC subscriptions to avoid double payment.

**AP5 Vote to adopt changes to the OBC’s Articles of Association by Special Resolution**

Chair provides an overview of the proposed changes to the Articles of Association of the OBC ([available here](#)). These changes would enable Stewards’ terms of appointment to line up with AGACs and future elections. A ‘special resolution of the members’ is needed to adopt these changes. This type of resolution requires a majority of at least 75% of the total votes.

Custodians have received a link from Choice Voting enabling them to vote. With 100% of members having cast their vote, quorum for the Special Resolution is present.

Members unanimously **ADOPT BY SPECIAL RESOLUTION** the suggested proposal to add the following wording to Article 25.2 of the Open Book Collective’s Articles of Association: “Stewards will stand down at the AGAC nearest to the third year of their appointment”.

**AP6 Vote on nominations for open Steward positions on the Board of Stewards (BoS) as part of the OBC BoS Elections**

Chair thanks the Stewards who previously stood down or are currently standing down for their support to the OBC: Joe Deville (publisher caucus - currently standing for re-election), Eileen Joy (publisher caucus), and Patrick Hart (library caucus).

Chair clarifies the all the nominations received are from men from the Global North due to the small pool of Full Custodians eligible for election this year. It is expected that the membership of the OBC will grow and become more diverse as per the objectives of the Open Book Futures project for next year’s election. OBC is committed to diversity in its Boards and governance systems and is following the guidelines developed as part of its DEIA statement: [https://openbookcollective.pubpub.org/pub/obc-diversity-equity-inclusion-and-accessibility-deia-statement/release/1](https://openbookcollective.pubpub.org/pub/obc-diversity-equity-inclusion-and-accessibility-deia-statement/release/1). To ensure the diversity of the Board of Stewards also in terms of race, gender, ethnicity, nationality, and geographic location going forward, a self-audit on the demographic make-up of our Boards and Membership will be conducted.

Chair calls for formal vote on nominations for open Steward positions on the Board of Stewards (BoS).

For the publisher caucus, Members unanimously agree to elect **Rupert Gatti (OBP)**, and **Joe Deville (Mattering Press)** to the 2 open positions of Publisher Caucus representative.

For the library caucus, Member votes are split 50:50 between the two candidates, Demmy Verbeke (KU Leuven Libraries) and Samuel Moore (Cambridge University Libraries), standing for the 1 open position of Library Caucus representative. Following
official UK Electoral Commission guidance, the method of casting of a lot is applied. Following an equality of votes, lots are drawn and, as a consequence, an additional vote is allotted to candidate Demmy Verbeke (KU Leuven Libraries), confirmed as elected representative for the Library Caucus.

AP7 - AOB

No other business raised.

AP 8 – Closing of the AGAC

Chair closes the AGAC thanking outgoing Organisational and Administrative Secretary, Janneke Adema and Toby Steiner, who have been helping in the transition from the COPIM project and the support they provided during this period. Francesca Corazza will be taking over as Secretary going forward.

Documents circulated:

- OBC Financial Statement: https://cloud.openbookcollective.org/s/TNqMESffe6tZZbN
- OBC Managing Director’s report: https://cloud.openbookcollective.org/s/5CDbBJjTjse3cWg
- Suggested changes to the OBC Articles of Association: https://cloud.openbookcollective.org/s/dDCfADzEZcK3D22

Signed as a complete and accurate record of the meeting

Lidia Uziel, Chair or the Board of Stewards, and acting Chair of the AGAC

Janneke Adema, Organisational Secretary, 18 September 2023

Toby Steiner, Administrative Secretary, and counter of votes, 18 September 2023

Francesca Corazza, Administrative Secretary