



Notes of the HathiTrust Constitutional Convention October 8-9, 2011

Prefatory note:

Background documents on the Constitutional Convention (e.g. Agenda, Ballot Proposals, Delegates, Weighting Voting Model, and Three-Year Review) are available at http://www.hathitrust.org/constitutional_convention2011. The terms *member* and *partner* are used interchangeably throughout. Similarly, the terms *cost* (as in “cost model”, which is actually a *pricing model* in this context) and *price* are used interchangeably when referring to the much-discussed cost model. Apologies for inconsistencies in voice and tense.

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Day 1: Saturday, October 8

Session 1: Overview of Where HathiTrust is and Upcoming Work

HathiTrust’s Past Present and Future – an overview by John Wilkin, Executive Director, HathiTrust.



John Wilkin's remarks are available at <http://bit.ly/qdZitQ>, with an accompanying PowerPoint presentation.

Mr. Wilkin welcomed the assembled delegates and proceeded to present a “libraries writ large” success story of effective collaboration, emphasizing the degree to which HathiTrust's accomplishments in the last several years have been made possible by the collective action of a membership that has been willing to commit significant energy, imagination and staff time to pursue a common mission. The main themes of Mr. Wilkin's talk were the following:

- HathiTrust as an integral part of our institutions, not separate from us
- HathiTrust as a community resource, of benefit not just to partners but to the broad community of libraries
- HathiTrust as an organization that facilitates collective action on a grand scale
- HathiTrust as an example of how working collectively facilitates development of distinctive services at the local institutional level
- *We*, as a community, have built HathiTrust. This is our story, and one that we need to understand and celebrate.

Mr. Wilkin's talk included discussion of:

- HathiTrust's progress towards short- and long-term functional objectives, highlighting HathiTrust's certification as a Trustworthy Digital Repository, the development of full-text search, and establishment of a HathiTrust Research Center.
- Accomplishments related to the overlap of HathiTrust digital collections with print holdings of member libraries, and the new pricing model, which reflects the benefits partners gain from this overlap
- Publisher relations and publishing work, noting how HathiTrust has made it possible for rights holders to open access to works in HathiTrust, for publishers to deposit digital master files in HathiTrust for perpetual archiving in exchange for open access, and how HathiTrust is working to support publication of open access works directly into the repository, simultaneously meeting archiving and access needs for these materials
- Facilitation of lawful uses of in-copyright materials, including access for users who have print disabilities, access to orphan works, and section 108 uses, as well as the infrastructure put in place to make these uses possible
- The ways HathiTrust is changing the landscape of libraries: institutions pooling resources and mobilizing expertise to address common problems; beginning to approach the question of fair use in a large and coordinated way
- HathiTrust's commitment to moving forward: to enhancing its access and retrieval systems, adding content, continuing work on assembling partner holdings information and advancing the new pricing model

- The future of the organization, including that it is time to expand the organization, but that this can be done without creating a new 501(c)3 or intensely consolidating staff
- HathiTrust as a remarkable example of collective action, of our community working together to solve a common problem, and of the changes we can affect for our users and the library profession

Discussion:

Questions/comments from delegates and responses from John Wilkin are grouped by theme:

Governance:

- The value of incorporation (501(c)3 status) as a way forward.
Mr. Wilkin explained that incorporation can be useful in a variety of ways and noted that he was not speaking against it – his concern was not to lose the connection between the organization and its members.
- The distinction drawn in the remarks between OCLC and HathiTrust (OCLC not having holdings data). Would it be useful for HathiTrust to rationalize its relationship with WorldCat?
Mr. Wilkin stated that to frame the relationship as stark opposition (HathiTrust having holdings data and OCLC not) would be incorrect. OCLC does not focus primarily on holdings, but on records; OCLC does not focus on the condition of materials, for example. HathiTrust was well on the path to collaborating with OCLC in these and other matters.
- Would there be further opportunity to discuss the cost model?
Mr. Wilkin said that he hoped so. The primary concern of the meeting was the business of the Convention, though it was hoped some time would be left over at the end for further discussion of issues such as this.
- An issue that needs to be discussed is whether fees for members in consortia will be assessed on basis of consortial holdings.
Mr. Wilkin explained that fees would be calculated at the institutional level, and it would be up to consortia how the fees were distributed among their members.
- Would you speculate on the growth of HathiTrust membership, where it might be going and how to get there?
Mr. Wilkin noted that we may not have time to discuss at this meeting, but it deserved attention.
- What plans did HathiTrust have for international cooperation, including its relationship to Europeana?
Mr. Wilkin answered that HathiTrust was never conceived as a strictly American enterprise, but that HathiTrust has not yet turned its attention fully to the international dimension of its mission. A large distinction between HathiTrust and Europeana is that HathiTrust

holds the preservation resources, and Europeana does not. Mr. Wilkin noted he would like to see cooperation between the two organizations and a more international effort; however there are cross-boundary issues that would need to be addressed, e.g. rights issues and politics.

- How will decisions such as possible 501(c)3 incorporation and hiring of a fulltime Executive Director with a small staff be made in the future?
Mr. Wilkin noted that ballot proposal 3 proposes a Board of Governors to decide issues such as these.
- Would you speculate on proposed changes in governance in relation to nature of the Authors Guild suit?
Mr. Wilkin answered that he did not know.

Aspirations:

- What can we do to get 50 million digitized volumes?
Mr. Wilkin said he did not think there were that many volumes to digitize; that there was a need for better metrics and a need to work together on that challenge. He stated that we know there are over 1 billion volumes in our libraries, but we don't know the number of unique titles. Mr. Wilkin outlined steps that would lead to HathiTrust preserving 20 million digitized volumes: deposit by Stanford, the CIC, Harvard, and University of Virginia, of already-digitized materials, and ongoing digitization from CIC institutions and other Google partner libraries.
- People want HathiTrust to move into new genres, beyond books and journals: how difficult would it be to do this?
Mr. Wilkin responded that technically this was not that hard, but that the problems lay around collection management and development. For example, in depositing image content and sharing with others it is harder to make choices without an established published record as a backdrop.

Other:

- What is the potential for OCR correction?
Mr. Wilkin answered that he did not see a solution at scale on the horizon.
- Question regarding HathiTrust coordination of digitization
Mr. Wilkin answered that HathiTrust has not done this to-date and does not currently, but that it could in future.
- There is a need for strategies for prospective work, e.g. working with university presses to capture born-digital publications.
Mr. Wilkin agreed that this was a fruitful area for cooperation.
- What about rights clearance and rights determination? Different institutions have different risk tolerances.
Mr. Wilkin stated that rights clearance (permission from rights holders) is an important opportunity. Mr. Wilkin believed that rights

determination needed to become a distributed process. Rights determination was started (through the Copyright Review Management System) as a central process, but this has resulted in bottlenecks. The second IMLS grant for copyright review, which was recently received, incorporates certification through online training and the development of a body of de-centralized experts to conduct certification procedures for staff so that work can be done in a de-centralized manner; a move towards a crowd-sourced solution.

- What about the relationship of HathiTrust to Digital Public Library of America?

Mr. Wilkin said that the relationship was not yet defined. He noted that HathiTrust members were on the DPLA Steering Committee, and that it was not yet clear what DPLA's mission was. Mr. Wilkin felt that it was clear that any library effort "of America" would necessarily be international in scope, and that HathiTrust had already "done" this, in the progress it had made towards establishing a collaborative model and paths forward.

Overview of facilitated sessions, announcements and general business

Julia Lovett from the University of Michigan, who handled logistics for the meeting, made several announcements, and noted that the hash tag "#htcc" was being used for the meeting.

Meeting convener Abby Smith Rumsey advised delegates that notes of meeting were being taken and would be distributed. There were no restrictions on blogging or tweeting, but delegates were asked to "tweet responsibly".

Ms. Rumsey said she was honored at being asked to convene this historic meeting, taking place during a deliberate transition to 21st century modes of scholarly communication. Through HathiTrust we continue our responsibility to the print record, while at the same time embracing the digital.

Ms. Rumsey noted that her role was to keep the conversation smooth, fair and transparent. We would observe the spirit of Roberts Rules, but not all the niceties. Ms. Rumsey's first rule was fairness and transparency in all things. She made it clear that commonsense would prevail over procedural punctiliousness. Ms. Rumsey introduced Parliamentarian Alan Mattlage, HathiTrust staff member Jeremy York, and Convention Secretary Sam Demas.

There followed a quick logistical review. Ms. Rumsey noted that the current day's discussions would be relatively unstructured, while the subsequent day's would

follow the [rules for discussions and motions](#) distributed prior to the Convention, in which only delegates would be able to speak. Ms. Rumsey explained that the rules were intended to ensure an expeditious process for consideration of all the proposals. Proposals not addressed in this meeting would be postponed and would possibly not be addressed for a long time. Ms. Rumsey noted that time limits for speaking would be strictly enforced and a visible and audible timer would be provided. She emphasized that delegates did not have to take the full time allotted them, and were encouraged to be concise. Amendments should be offered in writing in advance of the following day's meeting so they could be projected on screen during deliberations.

Ms. Rumsey then summarized the substantive concerns she had heard thus far in the discussions, and invited others to add topics that might be addressed later in the meeting, time permitting. Mr. Wilkin was asked to address some of the topics on the spot as they came up. Mr. Wilkin explained that expeditious process would be developed to provide delegates with answers to questions during the Convention that could not be addressed quickly. The following is a list of the topics identified by delegates for further conversation:

- The cost/pricing model
- Rights clearance
- Governance, and in particular 501(c)3 status
- The relationship between DPLA and HathiTrust
- The need to rationalize HathiTrust and WorldCat going forward
- International connections
- Some of the ballot proposals did not address cost implications of the proposed actions
- How large the membership should grow
- The types of collections to be included in HathiTrust
- To define concept of "host institution" in relation to HathiTrust governance. How many hosts are there and what roles do they have?
- With no constitution, how did ballot initiatives fit into the total governance model?
- The tension between the need for bureaucracy, process and procedure, and the desire for a lean, innovative organization. Right-sizing the organization.
- Balance between institutions that depend on HathiTrust to preserve materials, versus those who want to be part of the organization to secure access, but don't need the archival services.
- Is there a tension between preservation and access as HathiTrust moves more into access?

Mr. Wilkin answered that HathiTrust was first and foremost a preservation effort, in which partners viewed access as an integral and inseparable part. He agreed that there would always be a tension between the preservation and access components of the mission.

- Under current and proposed governance, would all members be sued if HathiTrust were sued?
Mr. Wilkin pointed out that this question was addressed in partners' existing agreements with HathiTrust: the University of Michigan has the primary liability. However, if a member took a specific action, it may be liable for that action.
- HathiTrust serves both members and the public at large. What are the boundaries and priorities in this?

Session 2: Report on the three-year review of HathiTrust

Ed Van Gemert (UW-Madison) and Trisha Cruse (California Digital Library) for the HathiTrust Strategic Advisory Board began by reviewing the membership and charges of both the Executive Committee and the Strategic Advisory Boards:

The Executive Committee charge:

- Defines mission, goals, and objectives
- Reviews recommendations of the Strategic Advisory Board
- Manages budget and finances
- Determines strategic directions
- Demonstrates leadership
- Communicates about HathiTrust
- Oversees HathiTrust operations through the appointment of an Executive Director
- In coordination with the Executive Director, establishes operational working groups
- Oversees the HathiTrust Research Center

Membership of Executive Committee:

- Paul Courant, University of Michigan
- Laine Farley, California Digital Library
- Brenda Johnson, Indiana University
- Paula Kaufman, University of Illinois
- John Leslie King, University of Michigan
- Brian Schottlaender, University of California, San Diego
- Ed Van Gemert (ex officio, as Chair of the Strategic Advisory Board), University of Wisconsin, Madison
- Brad Wheeler, Indiana University
- John Wilkin (as Executive Director), University of Michigan

The Strategic Advisory Board charge:

- Reviews the HathiTrust *development agenda* and considers implications



- Reports to the Executive Committee recommended alterations to the *development agenda*
- Develops position papers for the academic library community
- Works with the Executive Committee to develop policies for HathiTrust and its partners

Strategic Advisory Board membership:

- Ed Van Gemert (chair), University of Wisconsin, Madison
- John Butler, University of Minnesota
- Patricia Cruse, California Digital Library
- Todd Grappone, University of California, Los Angeles
- Julia Kochi, University of California, San Francisco
- Sarah Pritchard, Northwestern University
- Paul Soderdahl, University of Iowa
- John Wilkin, Executive Director (ex officio)
- Bob Wolven, Columbia University

They then summarized the process of commissioning the three-year review and the rationale for the three-year review by Ithaka S+R as a means of helping to prepare for and shape the Constitutional Convention.

Mr. Van Gemert and Ms. Cruse reviewed the HathiTrust mission and goals:

HathiTrust Mission:

To contribute to the common good by collecting, organizing, preserving, communicating, and sharing the record of human knowledge.

HathiTrust Goals:

- build a reliable and increasingly comprehensive digital archive of library materials converted from print that is co-owned and managed by a number of academic institutions.
- improve access to these materials in ways that, first and foremost, meet the needs of the co-owning institutions.
- preserve these important human records by creating reliable and accessible electronic representations.
- stimulate redoubled efforts to coordinate shared storage strategies among libraries, thus reducing long-term capital and operating costs of libraries associated with the storage and care of print collections.
- create and sustain this “public good” in a way that mitigates the problem of free-riders.
- create a technical framework that is simultaneously responsive to members through the centralized creation of functionality and sufficiently open to the creation of tools and services not created by the central organization.

Mr. Van Gemert and Ms. Cruse then presented highlights of the Three-year Review:

Ithaca S+R used both quantitative (web-based survey) and qualitative (in-depth interviews) research methods in their review, which are detailed in the *Briefing Paper on Progress and Opportunities for HathiTrust* (<http://www.hathitrust.org/documents/hathitrust-3year-review-2011.pdf>). The review focused on three strands of inquiry. The findings in each strand are briefly outlined below and are discussed more fully in the *Briefing Paper*:

1. How participating libraries perceive the value of HathiTrust (*short-term functional objectives*)
 - a. HathiTrust is valued as a preservation service
 - b. HathiTrust is perceived as an alternative that is “growing from, and led by the research community”
 - c. There is considerable goodwill and enthusiasm for the HathiTrust initiative and mission

Progress in meeting objectives:

 - a. Respondents emphasized the importance of branding, especially in proving value to budgeting organizations, and some suggested improvements;
 - b. The user interface needs a few tweaks, e.g. the importance of reflecting serial holdings accurately in search results.
 - c. Promise/expectations of realizing cost savings and/or cost avoidance have not been fully realized at most institutions. Mr. Van Gemert cited cost savings of 1/3 in cost of storing archival files at University of Wisconsin, and the cost-avoidance value of the IMLS-funded project on rights identification and clearance.
 - d. The potential for saving or cost avoidance in managing local print collections has also not been fully realized, but the potential is great and Ballot Proposal 1 speaks to this.
2. Participating libraries expectations for operating and governing the initiative moving forward.
 - a. Getting the right mix of local and centralized staffing is crucial
 - b. High-level of resource contribution. Is it sustainable to build an organization based on volunteer effort? Mr. Van Gemert suggested that Ithaca’s use of the term “volunteer effort” was not an accurate characterization of labor contributed by partner institutions, as institutional staff were nominated for HathiTrust working group positions and selected because of their expertise in relevant areas.
 - c. How best to govern HathiTrust
 - i. Desire for consultation and input; people want to be part of the decision-making process;

- ii. Desire to establish a process for nominating and selecting representatives
 - d. Fundamental governance issues are:
 - i. Should those who make greater contributions have greater weight in voting?
 - ii. Roles of large vs. small contributing members
 - e. Need to better define objectives for next 3-5 years;
 - f. Clear communication about strategic objectives
 - i. Cost model is complicated
 - ii. Need for more discussion
 - g. Need to define intersection with other digital library initiatives.
- 3. Views of libraries that do not yet participate in HathiTrust
 - a. Strong interest in the mission and preservation function of HathiTrust from libraries with rare and unique collections
 - b. There is a perception that HathiTrust does not have an effective ingest method for special collections.
 - c. International libraries are hesitant to join a U.S.-based initiative. What are the barriers?
 - d. Costs: regional and consortial digital library projects may see HathiTrust as duplicative.

Recommendations for building on the value of HathiTrust:

- a. More actively pursue permissions from publishers;
- b. Possibly focus on ingesting special collections materials;
- c. Develop a strategy for tangible materials;
- d. Demonstrate sustainability and feasibility of the new cost model; and
- e. Needs for tools for scholars to use curated collections.

Potential next steps:

- a. To move beyond foundational activities the organization will need to fully leverage all of its shared resources;
- b. The viability of HathiTrust is dependent on effectively mobilizing the expertise and the resources of its members;
- c. Clearly define objectives for the next 3-5 years;
- d. Enhance communications with partner libraries;
- e. Examine the governance structure.

Questions from the audience concerning the three-year review:

Carol Mandel (New York University) said it would be helpful to have a sense of how projects emerge and are prioritized. This was not entirely clear to those not close to the inner workings.

Mr. Van Gemert answered that institutions have brought ideas for projects forward based on local interest (he offered providing access for users who



have print disabilities as an example), and central development work has been provided; the University of Michigan, HathiTrust, and development staff have also initiated projects.

Mr. Wilkin responded that it has been an organic process, and pointed to Ballot Proposal 2, which was designed to establish a more formal review process.

Sarah Pritchard (Northwestern University) observed that the kick-off list of core objectives and tasks was set by founding members; thereafter the process was less formal.

Bob Wolven (Columbia University) stated that the matter bore further discussion.

Oya Rieger (Cornell University) asked if there were a correlation when the data from Ithaca's S+R quantitative and qualitative data were compared?

Mr. Van Gemert and Ms. Cruse answered that they didn't see any variation, but it would be a good question to ask Roger Schonfeld from Ithaca S+R, who would be holding a question and answer session the following morning.

Anne Kenney (Cornell University) said that she appreciated the process for setting priorities, but wondered how cost analysis for initiatives was taken into account in setting priorities?

Mr. Van Gemert answered that we needed to pay more attention to this; including how to effect greater de-centralization of development work. Paul Courant (University of Michigan) added that the model of reliance on contributions by member staff and collective effort was a good thing, but perhaps not a sustainable model going forward, and we needed a sustainable staffing model.

Mr. Van Gemert commented on the challenges of building a collaborative organization that addressed the balance/tension between central and de-centralized support. He said he would like to ask Mr. Schonfeld the following day what special challenges HathiTrust presented to Ithaca S+R, vis-à-vis staffing and the "volunteer" model. He noted that characterizing the contributed work of member staff as "volunteerism" missed the point of the HathiTrust ethos and organization, and several speakers, including Mr. Courant, concurred.

Wendy Lougee (University of Minnesota) offered as clarification that members do not only contribute their time; some have brought grant funding to HathiTrust as well. That is, some of the resources contributed by partner institutions have been and are supported by grant funding.

Mr. Van Gemert added that it was not necessary for all members to join in on all initiatives

Brian Schottlaender (University of California) asked the presenters to parse the statement that HathiTrust needs to “Clearly define objectives for the next 3-5 years”. Were respondents indicating that they did not know what the objectives were, or that they did not agree with them?

Mr. Van Gemert answered that the statement was about communication of objectives rather than agreement. Mr. Wilkin agreed.

Ms. Pritchard, as a member of the Strategic Advisory Board and liaison from the SAB to the Communications Working Group, stated that the Communications Group had put in a great deal of good volunteer work for HathiTrust, but it should be noted that there has at times been confusion about who should do what parts of communications work. For example the handling of communication around the Authors Guild suit raised the need for clarity in defining “volunteer” work.

Following these questions, Ms. Rumsey offered clarifications and answered procedural questions concerning amendments to the Ballot Proposals that would be discussed and voted on the following day.

Day 2: Sunday, October 9, 2011

Q & A with Roger Schonfeld, Ithaca S+R

Regarding their *Briefing Paper on Progress and Opportunities for HathiTrust* (<http://www.hathitrust.org/documents/HathiTrust-ConCon-Procedures.pdf>).<http://www.hath>

Before opening the floor to questions, Mr. Schonfeld reviewed the charge received from the Strategic Advisory Board, the methodology of the study, some key findings, and potential next steps, echoing the summary the previous day by Ms. Cruse and Mr. Van Gemert.

Q & A session:

Ann Wolpert (MIT) noted that she was just finishing a term as chair of ICPSR Board, and observed that one of ICPSR's strengths is its contractual relationship with University of Michigan. She wondered structurally, what the relationship of HathiTrust to host institutions would be, particularly in relation to sovereign immunity?

Mr. Schonfeld answered that the study did not investigate governance models in depth; he noted that there could be advantages to a model like that of ICPSR, which is one of many models that should be considered.

Mr. Schonfeld further observed that the current structure of HathiTrust is somewhat unique in that it is a collaboration that is trying to deeply operationalize tasks in a distributed, volunteer mode. This is an opportunity to investigate collaborative staffing models and is perhaps a key role for HathiTrust with its innovative spirit.

Someone commented that there was need for an extended tutorial on the cost model, in particular about adjusting the "X" multiplier (this was provided in the afternoon session – see below).

Ms. Pritchard mentioned that the Strategic Advisory Board (SAB) didn't think to ask Ithaca S+R to look at the SAB itself, and wondered if Roger had any comment on its role and its efficacy, and its communication with executive and operational leadership.

Mr. Schonfeld answered he did not; the study had not looked at this.

When will survey data be released?

Mr. Schonfeld answered that Ithaca had given data to the Strategic Advisory Board and the release was up to them. They would first need to remove any identifying information. [It was later clarified by Ed Van Gemert that the Strategic Advisory Board had passed along the survey data to HathiTrust staff, and that they had forgotten to put it on the website, which they would do ASAP. He emphasized that this was a simple oversight and not a failure in transparency.]

Ruth Jackson (UC Riverside) asked for clarification on the survey audience and if Mr. Schonfeld would remark on the information gleaned from non-members.

Mr. Schonfeld answered that the survey was of HathiTrust members only, but that they interviewed non-members. Respondents fell into three categories:

- One group of respondents was interested in contributing special collections materials,
- Another already participates in a consortium and saw the HathiTrust model/infrastructure as potentially duplicative, and
- A third group didn't have strong preservation interest.

Wendy Lougee (University of Minnesota) asked Mr. Schonfeld to comment on whether ICPSR was a good model for HathiTrust to emulate. What was different in the case of HathiTrust was that HathiTrust was about collaborative development, which needed to address the fact that some institutions were contributing more than others.

Mr. Schonfeld answered that perhaps the ICPSR model had some relevance; a HathiTrust governance model needed to address shared infrastructure, shared staff, and a shared collection.

Here commences discussion of and voting on a series of the seven Ballot Proposals.

The full text of the final proposals and accompanying materials is available at: http://www.hathitrust.org/constitutional_convention2011_ballot_proposals.

Ms. Rumsey reviewed the procedures for consideration of proposals, including: there is no distinction between terms “member” and “partner”, which are used synonymously throughout the proposal documentation; the purposes of having the proposers introduce each proposal; and the time allotments and procedures for cutting off remarks that run over the time allotted.

Session 3: Governance, facilitated session

Ballot Proposal 3: Governance

Summary: A proposal to establish an effective governance structure.

Yes/No Formulation:

Shall HathiTrust establish a stable and effective governance structure consisting of a Board, a Board Executive Committee, and Board-appointed Committees to ensure timely review of current issues, including periodic review of the cost model, and shall HathiTrust’s governance be based on a set of clearly articulated Bylaws and a process for amending them?

Proposed by the Committee on Institutional Cooperation.

Jim Mullins (CIC) ceded his time to Paula Kaufmann (CIC) to introduce the Ballot Proposal on behalf of the CIC University Librarians. Paula Kaufman explained that the current governance structure was developed organically within HathiTrust and it was now time to develop a more formal permanent structure. Under the proposal, six seats would be held by original members (Host Institutions and Founding



Members), five would be elected by membership, and one (non-voting) seat would be held by the HathiTrust Executive Director.

Discussion:

Betsy Wilson (University of Washington) requested clarification of the meaning of voting impact. Was there differential voting weight on the board? If so, how would it be manifest in board composition?

Jim Mullins answered that yes, voting power will be differentiated according to a formula to be determined by the Board of Governors.

Betsy Wilson requested further clarification: Would voting impact be defined within the Board structure, or would elected members carry the voting weight accorded their institutions? If the later, she expressed concern that there would be a disincentive to vote for people who did not carry greater voting impact by dint of institutional affiliation.

Jim Neal (Columbia University) ceded time to Bob Wolven (Columbia University), who reiterated that Board composition would include both appointed and elected members according to a formula to be determined by the Board of Governors.

John Mark Ockerbloom (University of Pennsylvania) asked if the weighting formula would be subject to member approval, and if so, how that voting would be handled?

Jim Neal answered that will be up to the Board of Governors to determine.

Mr. Ockerbloom asked whether this process of Ballot Initiatives would be continued in the future, or if it was a one-time event until the Board of Governors is appointed? He also asked, since the cost model was not on a ballot initiative, if approving the governance measure was effectively approving the cost model?

Jim Neal answered no, endorsing this governance measure was not an endorsement of the cost model, which was separate from this proposal.

Joyce Ogburn (University of Utah) asked how the nominating process for the six elected members would be carried out? Will there be a nominating Committee?

Jim Neal answered that the Board of Governors would have power to appoint Committees, and would doubtless appoint a nominating Committee.

Brian Schottlaender (University of California) drew attention to the fact that the Board of Governors would elect a five member Executive Committee, which would produce bylaws. Those bylaws would answer many of the questions being raised.

Karen Wittenborg (University of Virginia) expressed concern about the potential for an endless proliferation of Committees. She said she would like to see sunset clauses on Committees, to ensure that there are few Committees, and urged that we strive for simplicity and to retain the nimbleness that has characterized HathiTrust.

Mary Lee Kennedy (Harvard University) asked if the Executive Committee would come from the Board of Governors and how the chair of the Board of Governors would be selected?

Jim Neal answered that it was not yet decided how to compose membership of the Executive Committee; this would be done by the Board of Governors. The chairperson of the Board of Governors would be elected by the Board of Governors.

Peter Hirtle (Cornell University) asked what impact a change in governance structure would have on the liability of members. It seemed there should be a legal opinion on this before voting on the governance structure. Is the University of Michigan willing to cede governance to the HathiTrust Board of Governors? What would the relationship of HathiTrust be to the University of Michigan?

Anne Kenney (Cornell University) asked if HathiTrust would continue to be owned by Trustees of the University of Michigan?

Paul Courant (University of Michigan) answered that nothing in this proposal would change the relationship between HathiTrust and the University of Michigan. The place where things could get sticky would also be unchanged: if HathiTrust decided to do something that put the University of Michigan at risk, that would be a problem, but that is true now and would be equally true if the governance proposal were passed. Mr. Courant made another clarification that the cost model was approved by the Executive Committee, and the Board of Governors would have an opportunity to vote on this. Therefore, voting on this proposal did not approve the cost model. We were voting on a structure that would allow for ongoing discussion of the cost model.

Vote on proposal to establish an effective governance structure:

Final text voted on: unchanged from original proposal

Results of roll call vote: 28 yes, 1 abstention
Proposal passed.

Calibration:

Jim Neal (Columbia University) noted that the question raised about whether CIC and University of California staff would be eligible to run for at-large membership would need to be clarified.

Anne Kenny (Cornell University) suggested a decennial review of board composition based on participation levels.

Session 4: HathiTrust Development and Implementation, facilitated session

Ballot Proposal 2: Approval process for development initiatives by HathiTrust partner organizations

Summary: A proposal for HathiTrust to formalize a transparent process for inviting, evaluating, ranking and launching development initiatives from HathiTrust partner institutions.

Yes/No Formulation:

Shall HathiTrust formalize a transparent process for inviting, evaluating, ranking, launching and assessing development initiatives (including the incorporation of existing services and tools along with those to be newly developed) from HathiTrust partner institutions?

Proposed by: University of California, Cornell University, and Columbia University

Laine Farley (California Digital Library) presented Proposal 2, emphasizing that it was not intended to impose a level of bureaucracy that would slow things down, but rather to address the need for a formal process for approving development projects. She gave three examples of recent development projects and how each might have been handled under this proposal: metadata management, search widget, and page-turner enhancements. Laine noted the need for a lightweight process with enough cohesion to ensure proper review, and with thresholds to ensure this does not result in review of initiatives that do not require such scrutiny. She noted that Proposal 6 is complementary in that it proposes a similar review process before services and policies are implemented.

Discussion:

Wendy Lougee (University of Minnesota) said she interpreted this to include development requests, but not policy issues.

Ms. Farley replied yes, however at times development requests prompt policy issues so there will be a need to identify these and coordinate with the Executive Committee and/or other bodies as necessary.

Paul Courant (University of Michigan) asked if we were talking only about proposals that implicate HathiTrust resources, or also about projects that are being done completely independently?

Ms. Farley answered that the review process might not include independent activities, but that would depend on the threshold definitions. The determinant is whether the development initiative has the potential to impact HathiTrust membership broadly.

Paul Courant noted that he would prefer that the thresholds be high.



Brad Wheeler (Indiana University) spoke in favor of the proposal, noting that we needed something between the cathedral and the bazaar, i.e. we needed both formal structure and the messiness of innovation and play. We needed clarity on aims, an assessment of the impact on the majority, and identification of costs. And we needed to avoid bureaucracy, while assuring that we could move forward in a coordinated way.

Vote on proposal to establish an approval process for development initiatives by HathiTrust partner organizations:

Final text vote on: unchanged from the original proposal

Results of roll call vote: 29 yes
Proposal passed.

Calibration:

A delegate asked whether the Strategic Advisory Board (SAB) would continue. With the possibility of increasing innovation in development around the corpus, would there be a corresponding opening up of the composition of the SAB?

Sarah Pritchard said she assumed it would be up to the Board of Governors to determine this.

Brian Schottlaender (University of California) said that in the spirit of the broadening of the current Executive Committee and Board of Governors, he couldn't imagine that the SAB wouldn't be similarly reconstituted.

Ballot Proposal 6: HathiTrust Implementation Review Committee

Summary:

A proposal to create a HathiTrust Committee to review the implications and applicability of services, policies, and procedures developed by its members before they are adopted by HathiTrust as a community service.

Yes/No Formulation:

Shall HathiTrust create a Committee to review and approve new policies and procedures developed originally by its members before they are implemented by HathiTrust for the use of the larger community?

Proposed by Cornell University, Columbia University, and University of California. Anne Kenney (Cornell University) presented the proposal noting that it was very similar in intent to Proposal 2, i.e. that it is not intended to create bureaucracy and stifle creativity. Rather its purpose was to ensure up-front review of the implications of new policies and programs that would have broad impact on the

membership. It was not intended to address minor matters. Anne provided the example of the use of Shibboleth in connection with access for users who have print disabilities, which was found *after implementation* to present problems for Cornell (i.e. at Cornell, access through Shibboleth required the release of information about users that disabilities offices did not retain, resulting in the need for a costly customized implementation. Ms. Kenney said there had been discussion of combining Proposals 2 and 6, but it was decided that since Proposal 2 addresses technical development, while Proposal 6 addresses implementation, it was best to keep them separate.

Discussion:

Carol Mandel (New York University) spoke in favor of the proposal, but suggested it would feel better if the proposal spoke in terms of implementing a *mechanism*, rather than a *Committee* to review the implications and applicability of services.

This was proposed as a friendly amendment and accepted.

Paula Kaufmann (University of Illinois) questioned what the adoption of this proposal would mean for the role of the Executive Committee and Board of Governors? Since we have just created this governance structure, we should let it do its work rather than create Committees in this Constitutional Convention process.

Brenda Johnson (Indiana University) spoke against the proposal as perpetuating unnecessary bureaucracy.

Greg Raschke (Triangle Research Libraries Network) noted that this proposal seemed to risk slowing things down and posing a risk to innovation.

Laine Farley (University of California), speaking in favor of the proposal, noted that the establishment of thresholds would guard against slowing things down. Not every policy or program would be subjected to review.

Mary Lee Kennedy (Harvard University) asked if we were assuming that the Executive Committee would approve all new policies and procedures? If so, this proposal may not be necessary.

Anne Kenney answered that the intent was to offer a period of reflection before Executive Committee consideration, rather than a barrier to innovation.

Paul Courant (University of Michigan), speaking against the proposal, noted that he supported the idea of a creating a “mechanism” rather than a “Committee”. However, he felt it was the job of the governance process to work out such review processes; we should put this on their agenda to address.



Joyce Ogburn (University of Utah): Speaking against the proposal, noted that it could be in conflict with Proposal 2.

Betsy Wilson (University of Washington), speaking against the proposal due to redundancy with proposal 2, suggested that the intent of Proposal 6 could be given to Board of Governors to address.

Brad Wheeler (Indiana University) said he had concerns about the proposal, and confidence that the governance process could deal with the issues the proposal sought to address.

Mary Lee Kennedy (Harvard University) asked how policies would be brought to the Executive Committee through the proposed process?

Ms. Kenney answered that the process would be used as a screen to alleviate the workload of the Executive Committee.

Carol Mandel (New York University) noted that while inclined to vote for the proposal, she understood the concerns delegates were expressing and asked current Executive Committee members if they felt passage would tie the hands of the Executive Committee and Board of Governors. She did not want to put unnecessary restraints on the governance process.

Brian Schottlaender (University of California) stated that he would be surprised if it ended up tying anyone's hands because it was intimately related to proposal 2. He noted that California, Cornell, and Columbia had tried to merge the two proposals, but there was not enough time to do so; there was also a conviction that the Executive Committee would welcome this kind of review input. He spoke to the value of having a mechanism to evaluate proposals, so the Executive Committee could act with benefit of a prior analysis.

Karen Wittenborg (University of Virginia), speaking against the proposal, reiterated that we had just set up a governance structure to handle such things and we should trust it.

Paul Courant (University of Michigan) said he did not know if the proposed process would cause friction and slow things down, however the Shibboleth example pointed to the fact that campuses respond differently to things. While it was important that the governing structure was aware of these differences, they may not be the deciding factor. He was opposed to the proposal.

Jim Neal (Columbia) noted that the Executive Committee and Board of Governors needed a mechanism to refer issues that needed further analysis before their consideration. This proposal was a logical complement to Proposal 2.



Vote on proposal to create a HathiTrust Committee to review the implications and applicability of services, policies, and procedures:

Final text voted on: aside from the friendly amendment to replace the word *Committee* with *mechanism*, the proposal was unchanged from the original

Results of roll call vote: 11 yes, 16 no, 2 abstentions
Proposal failed.

Calibration:

Someone noted that an important purpose of the Constitutional Convention process was to raise issues; and on this vote there was a genuine difference of opinion. This vote would inform future discussions of the issues it addresses.

Sarah Michalak (TRLN): Expressed confidence that a Board of Governors would find a mechanism to conduct the purposes of proposal 6.

Session 5: Shared Print Monograph Storage

Ballot Proposal 1: HathiTrust Distributed Print Monographs Archive

Summary: Proposes establishment of a distributed print archive of monographic holdings corresponding to the volumes represented within HathiTrust that is collectively supported by the HathiTrust membership.

Yes/No Formulation:

Shall HathiTrust establish a distributed print monograph archiving program among HathiTrust member libraries?

Proposed by the HathiTrust Collections Committee, on behalf of the HathiTrust Executive Committee.

Ivy Anderson (University of California), Chair of the HathiTrust Collections Committee, presented the proposal, noting that while there were many efforts to coordinate print retention, none were on the scale proposed here. HathiTrust was well positioned to make this contribution to national preservation efforts, which would give faculty confidence in our ability to preserve monographic collections. She noted that there was a great need to coordinate the holdings of storage facilities within the membership and that this proposal would be a step in this direction. The HathiTrust digital corpus was a key national resource for preservation, and 75% of corpus is already in remote storage facility. Upon passage, the HathiTrust Collections Committee would undertake a planning process and develop a cost model in full consultation with the membership. She asserted HathiTrust was the

right organization to do this, it was clearly part of the HathiTrust mission and goals, and we were the right group of libraries.

Discussion:

Amendment proposed: Brian Schottlaender (University of California) moved slight language changes, i.e.:

1. In 2nd resolve clause, remove “and their constituents”
2. At end of penultimate resolve clause, remove “and their constituents”.

Seconded by NYPL

Vote on amendment:

Amendment passed by show of hands with no nays and no abstentions.

Jim Neal (Columbia University) said that there was a crying need for leadership in this arena, HathiTrust has built an infrastructure to support this effort, and this was an important opportunity to lead the library community. His only concern was that this effort not compromise HathiTrust’s commitment to digital preservation. Jim expressed confidence that the HathiTrust Board of Governors would address this concern and heartily supported the proposal.

David Magier (Princeton University) speaking in favor of the proposal, requested clarification of the degree of subsidy of participating print repositories in this effort. He was not clear if subsidies would be full or partial.

Brian Schottlaender (University of California) answered that since we were imagining retention of materials already in storage, it was assumed a partial compensation would be sufficient.

Betsy Wilson (University of Washington) spoke in favor of the proposal, with the understanding that there would be a vetting of the cost model for this program with the membership and the Board of Governors.

Manuela Palafox (Universidad Complutense de Madrid) asked how this proposal would affect international institutions and address issues related to transnational borders?

Ivy Anderson (University of California) answered that we did not have an answer yet; the proposed planning process would take this into account.

Vote on amended proposal on a Distributed Print Monographs Archive

Final text voted on: slightly modified from the original proposal text per changes in the Amendment noted above.

Results of roll call vote: 25 Yes, 2 no, 2 abstain



Proposal passed.

Calibration:

Anne Kenney (Cornell University) noted that there would be a need to consider access to the stored print versions.

John Mark Ockerbloom (University of Pennsylvania) stressed that there would be a need to consider access *and* to re-evaluate the program in the future.

Session 6: Content Deposit

Ballot Proposal 7: HathiTrust fee-for-service content deposit

Summary:

A proposal for HathiTrust to have a fee-for-service model to allow contribution of content from non-partner entities.

Yes/No Formulation:

Shall HathiTrust develop and vet a fee-for-service model to allow contribution of content from non-partner entities?

Proposed by University of Michigan

John Wilkin presented the proposal, noting that there had been significant interest from non-partner entities in depositing content in HathiTrust for preservation and access. The passage of this proposal would provide HathiTrust the flexibility to admit content that would enrich its collections and add value to researchers, while at the same time accommodating the needs of organizations for cost-effective preservation and access for their digitized content.

Three amendments were proposed by the University of California delegation:

Brian Schottlaender (University of California) presented **Amendment 1:**

Replace the word “implement” in first *Resolved* clause with “develop and vet”, with the reasoning that it is difficult to implement a model if it hasn’t been developed and vetted.

Second by Anne Kenney (Cornell University)

Amendment 1 adopted by show of hands.

Brian Schottlaender (University of California) presented **Amendment 2:**

In second and third *Resolved* clauses substitute “Board of Governors” for “Executive Committee”

Seconded by Winston Tabb (Johns Hopkins University)

Paul Courant (University of Michigan) asked if it were contemplated that the Board of Governors would approve every ingest?



Mr. Schottlaender answered that no, the Board of Governors would develop a mechanism for this.

Bob Wolven (Columbia) suggested as well that we could leave this to the governance structure to address.

Amendment adopted by show of hands.

Brian Schottlaender (University of California) presented **Amendment 3**: In the penultimate *Resolved* clause: insert the word “content” between the words “additional access”.

Amendment 3 adopted by show of hands.

Discussion:

Eliz Kirk (Dartmouth College) observed there was no language in the proposal that said that ingest of non-member content would *not* be at the expense of the members.

Susan Nutter (Triangle Research Libraries Network) asked whether the non-member content distinguished between for-profit and non-profit organizations?

John Wilkin answered that the Board of Governors would decide this but the proposal did not.

Anne Kenny (Cornell University) asked if should not specify that the cost of non-member ingest be paid by non-members?

Vote on proposal 7 as amended:

Final text voted on: slightly modified from the original proposal, per changes in Amendments 1 – 3 noted above

Result of roll call vote: Proposal passed unanimously.

Calibration:

Betsy Wilson (University of Washington) suggested that language be considered to the effect that the non-member would *normally* pay for ingest, allowing for circumstances in which we’d like to absorb the cost for the benefit to HathiTrust members.

Ballot Proposal 4: Expanded coverage and enhanced access to U.S. Government Documents



Summary: U.S. federal documents represent a significant resource for research and education. The CIC's initiative to digitize a comprehensive corpus of print documents is making significant headway, but an expanded effort is proposed. Further, problems with cataloging records and basic metadata do not provide sufficiently robust discovery to these complex resources.

Yes/No Formulation:

Shall HathiTrust, through coordinated and collective action, expand and enhance access to U.S. federal publications including those issued by GPO and other federal agencies?

Proposed by the Committee on Institutional Cooperation (CIC). Jim Mullins (CIC) ceded time to Wendy Lougee (CIC) to introduce the proposal. Ms. Lougee stated that nearly all HathiTrust members were federal depositories. We have the opportunity to produce a comprehensive corpus and enhance access to it.

Brian Schottlaender (University of California) proposed **Amendment 1:** Add a phrase to end of first *Resolved* clause: "including those issued by the GPO and other federal agencies", reasoning that it is important to make the point that this includes GPO.

Jeffrey Horrell (Dartmouth College) second

Amendment 1 passed by show of hands.

Wendy Lougee (University of Minnesota) proposed **Amendment 2:** Add three *Resolved* clauses that would replace the last two in the original version. These clarify but do not change the substance of the proposal:

Resolved that the HathiTrust initiate and carry out a planning process to coordinate operational plans and a business model to further and sustain coordinated digitization, ingest, and display of US government documents.

Resolved that HathiTrust develop a process of catalog record review to ensure accurate and full display of government documents.

Resolved that HathiTrust develop a process and implement enhanced access protocols to fully realize the potential of government documents corpus.

Jim Neal (Columbia University) asked how we could, in this amendment, address the need for preservation of born-digital publications.

John Mark Ockerbloom (University of Pennsylvania) stated that he regretted the omission of the second *Resolved* statement caused by **Amendment 2** because linked data could be applied more generally in the repository. The amendment focuses



only on Government Documents, so we were losing something of value to the greater corpus.

Brian Schottlaender (University of California) wondered about a drift in language from “federal publications” to “government documents”; are they the same thing? Or is one a super ordination of the other?

Anne Kenney (Cornell University) asked whether “federal documents” did not encompass everything collected, for example, by NARA (National Archives and Records Administration)?

With unanimous consent, Judith Russell (University of Florida and not a voting delegate), was invited to offer her expert opinion on this matter. Judith stated that Brian and Anne were correct about the breadth of the term “federal documents”, and recommended use of the term “US Government Publications” instead.

Brian Schottlaender offered a friendly amendment to that effect, which was accepted.

David Magier (Princeton University) asked for a clarification of the use of term “collective investment”. How much would be direct investment from HathiTrust? Were there any limits on this?

Wendy Lougee (University of Minnesota) proposed substituting “collective action” for “collective investment” in the Yes/No formulation.

Judy Ogburn (University of Utah): Stated that she liked the term collective investment.

There followed a great deal of caucusing as delegates sought to craft wording for an amendment that would satisfy the sense of the group on issues of terminology and substance. {Note: the Convention Secretary was not able to capture the full range of amendment discussion and text.}

Vote on final **Amendment 2** proposed by CIC included revisions to several sections of the *Resolved* clauses in the proposal. See below (Final text of amended proposal to be voted on:) for amendment language.

Amendment 2 passed by roll call with one abstention.

After passage of Amendment 2, the Committee on Institutional Cooperation offered a friendly amendment, which was accepted, to change the language in the Yes/No Formulation to:



Shall HathiTrust, through coordinated and collective action, expand and enhance access to US federal publications, including those issued by GPO and other federal agencies?

Jim Neal (Columbia University) proposed a friendly amendment to add the following *Resolved* statement to the text to ensure the proposal covered born-digital materials, which was accepted:

Resolved, that this operational planning and business modeling begin consideration of born-digital publications of the Government Printing Office and other federal agencies.

Vote on the amended proposal for expanded coverage and enhanced access to U.S. Government Documents:

Final text of amended proposal to be voted on: See above revised wording of Yes/No Formulation. The final wording of the entire set of *Resolved* clauses in the amended proposal is included here:

Resolved, that HathiTrust facilitate collective action to create a comprehensive digital corpus of U.S. federal publications including those issued by GPO and other federal agencies.

Resolved, that the HathiTrust initiate and carry out a planning process to coordinate operational plans and a business model to further and sustain coordinated digitization, ingest, and display of U.S. federal publications including those issued by GPO and other federal agencies.

Resolved, that this operational planning and business modeling begin consideration of born-digital publications of GPO and other federal agencies

Resolved, that HathiTrust develop a process of catalog record review to ensure accurate and full display of U.S. federal publications including those issued by GPO and other federal agencies.

Resolved, that HathiTrust develop a process to implement enhanced access protocols to fully realize the potential of a comprehensive corpus of U.S. federal publications including those issued by GPO and other federal agencies.

Results of the roll call vote: 27 yes, 1 no, 1 abstention
Proposal passed.

Running well ahead of schedule, the delegates at this juncture took a break for lunch.

Ballot Proposal 5: Mission and Goals

Summary: A proposal to broaden the stated mission of HathiTrust.

Yes/No Formulation:

Shall the current subsidiary goals under the HathiTrust mission statement be broadened by the addition of a goal that looks beyond the current stated focus on building a *“a digital archive of library materials converted from print,”* instead opening the door to consideration of the full range of *“digital assets of intellectual value to our scholars and the academic research enterprise”*?

Proposed by the Committee on Institutional Cooperation (CIC). Jim Mullins presented the proposal, explaining that this proposal was intended to expand the comprehensiveness of the corpus. The CIC proposed two changes to the HathiTrust mission:

1. That a second subsidiary goal be added: *“To collaboratively develop cost-effective and meaningful infrastructure for ingesting digital assets of intellectual value to university scholars and the research enterprise.”*, and
2. That the current fourth subsidiary goal be amended to read: *“To build a more distributed infrastructure that facilitates cost-effective and productive collaboration among partnering institutions to reduce the long-term capital and operating costs of securing campus intellectual assets.”*

Brian Schottlaender (University of California) **proposed an Amendment** to insert the phrase “a more distributed” in the fourth subsidiary goal to read: *“To build a more distributed infrastructure that facilitates cost-effective and productive collaboration among partnering institutions to reduce the long term.....”*

John Wilkin (University of Michigan) observed that this sounded like a rider on a bill in that it took the goal in a different direction. He noted that he was not opposed to a more distributed infrastructure, but was opposed to adding the wording to the proposal.

Mr. Schottlaender responded that the reasoning was that the University of California believed that pieces of infrastructure are less likely to be centralized in the future than currently, and likely to be more cost-effective.

Paul Courant (University of Michigan) agreed with Mr. Schottlaender’s analysis that in many cases a distributed infrastructure would be cost-effective, but this was different from having a mandate that all infrastructure should be distributed.

Anne Kenney (Cornell University) **offered a friendly amendment**, accepted by Mr. Schottlaender, and subsequently by Mark Sandler for the CIC. The friendly amendment resulted in the following proposed amendment:

Resolved that the current fourth subsidiary goal be amended to read, *“To evaluate, and, if appropriate, build infrastructure (including both centralized and distributed elements) that facilitates cost-effective and productive*



collaboration among partnering institution to reduce the long-term capital and operating costs of securing campus intellectual assets.

Carol Mandel (New York University) and Joyce Ogburn (University of Utah) both spoke against the amendment, expressing concern that the word-smithing was making the proposal too convoluted, and expressing concern that we were being overly ambitious.

Roll call vote on amendment: unanimously defeated

Return to discussion of the original proposal:

A delegate noted that the first proposed new goal stated “intellectual value to university scholars”, and asked if this were intended to restrict to university scholars?

David Magier (Princeton University) stated that the proposal was too ambitious. He noted that we may wish to broaden the goals of HathiTrust in the future, but that it not be done now. It amounted to mission creep and was potentially taking on too much.

Brad Wheeler (Indiana University) suggested that, to the contrary, he believed this was not mission creep, but mission leap, and supported the proposal, arguing that it was essential to achieving broader scale and greater innovation.

Bob Wolven (Columbia University) asked for clarification from the proposers on what the proposal was really trying to accomplish; it seemed too broad. What were the practical steps the proposers would like to see coming out of this?

Jim Mullins (Committee on Institutional Cooperation) answered that the proposal was not conceived with any specific projects or timetable in mind, but rather to broaden the mission in anticipation of opportunities that will arise in future.

John Mark Ockerbloom (University of Pennsylvania) stated that the proposal greatly expanded the ambitions of HathiTrust; the costs and risks were unknown, and we were not ready for this.

John Wilkin (University of Michigan) speaking as Executive Director and as a member of the Executive Committee noted that the proposal did not constitute an expansion of the scope of HathiTrust; it rather acknowledged what we had aspired to all along and were already doing (citing the pilot initiatives around image and audio content, and work to support preservation and publication of born-digital content).

Friendly amendments were proposed to remove the word “campus” near the end of the first Resolved clause, and “university” in the last phrase of the second Resolved clause.

Another friendly amendment was offered to eliminate the second proposed change to the HathiTrust goals. Considerable discussion ensued, which was cut short when Mr. Schottlaender **made a motion** (with the University of California reserving the right to change its mind!), seconded by Betsy Wilson (University of Washington) ***to refer Proposal 5 to the incoming Board of Governors.***

Jim Neal (Columbia University) asked whether the decision of the Board of Governors on this proposal be subject to vote of membership?

Mr. Schottlaender answered yes.

Roll call vote on motion to refer Proposal 5 to the incoming Board of Governors:

Motion passed unanimously.

Calibration:

Thanks to Abby Smith Rumsey’s able shepherding of the process, Alan Mattlage’s good work as Parliamentarian, and the disciplined debate and discussion of the delegates, shortly after mid-day on Day 2 the Constitutional Convention found itself hours ahead of schedule.

Ms. Rumsey congratulated the assembly for having completed the voting on Ballot Proposals earlier than expected, and there ensued a discussion of whether to continue the meeting into Monday morning as planned. It was decided through a show of hands to proceed with an in-depth tutorial on the cost model by John Wilkin and Paul Courant, followed by a plenary discussion with the HathiTrust Executive Committee. It was agreed by acclaim that at the end of the afternoon the delegates would be asked if the session adequately addressed the issues identified, and whether they wished to re-convene the next morning (Day 3) as planned, or felt comfortable adjourning at the end of Day 2.

Ms. Rumsey summarized the range of questions that were raised during the previous discussions, which would be addressed as time permitted in the final session:

1. Cost model/capitalization scheme
2. International outreach
3. Mission creep
4. Communication strategies
5. HathiTrust Research Center – how to sustain?
6. Size of membership

Tutorial on the Cost Model: John Wilkin, and Paul Courant

Paul Courant spoke first:

The Executive Committee convened in 2009 to discuss a cost model for 2013. Member input was solicited in 2010 and the resulting input was posted on the HathiTrust website. Subsequently the Executive Committee adopted a new pricing model that will take effect in January 2013. **John and Paul emphasized that this is actually a pricing model, not a cost model, despite the fact that it often referred to as the cost model.**

The HathiTrust budget for next year (2012) will be approximately \$1,900,000.

Components of costs are:

Storage, sync, & maintenance	47.3%
Tape backup	13.5%
Machine room	6.2%
Staff	24.8%
Servers:	8.3%

The new pricing model is based principles of *common good* and *public good* economics, which are manifest in the formulae to determine actual fee per institution. A key principle inherent in the model is that fees are based on the degree of overlap between an institution's print holdings and the HathiTrust digital corpus. Fees are calculated according to the following formulae:

1. Public Domain volumes are open to everyone in the world. This is a *public good* component of the model. All members contribute equally to the cost of maintaining the public domain titles, which is a method of eliminating the free rider problem. The formula for calculating the annual fee for archiving and providing access to public domain materials is:

$$(PD*X*C)/N$$

Where:

PD = the number of public domain volumes in HathiTrust corpus

X = the "X factor", a multiplier determined by the Executive Committee that allows HathiTrust to undertake initiatives in the interest of the membership. "X" may change over time depending on what the partnership is doing. For instance, if we are doing a lot of interesting things, X may go up to support that work. If we are not, X may go down.

C = the per-volume cost of ensuring preservation and access

N = the total number of HathiTrust members

3. In-copyright volumes range from *common good* to *private costs*, depending on the number of holders, i.e. if only 1 or 2 institutions held a title, the fee per holding institution would be higher than if many or all libraries held it. The

formula for calculating the annual fee to institutions for a given public domain volume was:

$$IC=(C*X)/H$$

Where:

IC = the cost/price of maintaining a given in-copyright title

C = the per volume cost of ensuring preservation and access

X = the “X factor”, as above.

H = the number of libraries holding a particular in-copyright title.

If an institution contributes unique material, $H=1$ so that institution has sole use of the item and bears sole cost, (i.e. a *private cost*). If $H = 2$, then cost is shared by two institutions, etc. Mr. Wilkin noted that even if $H=1$, a library is receiving preservation services more cost-effectively than would be possible in an individually-maintained repository.

Questions/discussion:

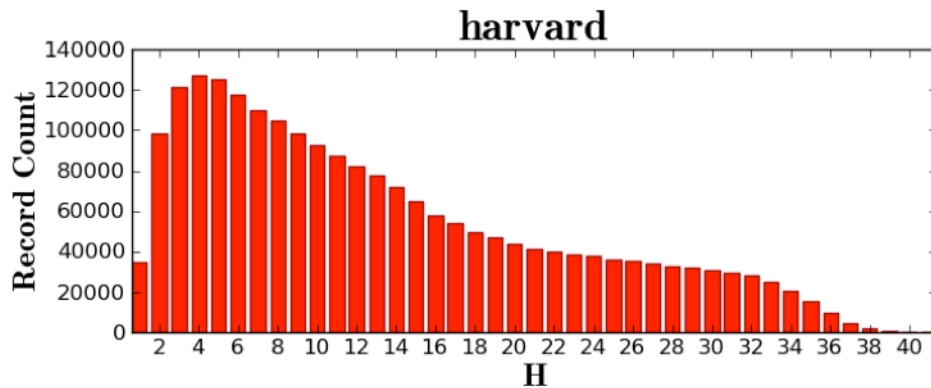
Susan Gibbons (Yale University) asked whether new cost models might emerge to support new initiatives or if they were built into the X factor, e.g. how will new initiatives such as government documents and shared print be paid for?

Mr. Courant answered that we would need to review the model with new initiatives. It was a hybrid situation currently. Government documents, for example, would fit into the PD model, while other initiatives might best be built into the “X factor”. The Executive Committee would need to review the pricing model periodically in relation to new initiatives.

Betsy Wilson (University of Washington) asked how we would think about moving forward with mass digitization in the wake of the Google project?

Mr. Courant answered that we probably could not afford a project of the scale of Google, but we could develop targeted, strategic approaches to scanning.

The discussion then turned to a review of slides depicting the range of overlap in selected member libraries, led by John Wilkin. The Harvard example was explicated here as an example of the highest range of uniqueness and cost. Slides depicting overlap of other institutions were included in the presented slides to depict a range of cases.



In late 2010 and 2011, HathiTrust requested holdings data from all partner institutions for single- and multi-part monographic volumes, and for serials. Data for single-part monographs was requested first and has been received from nearly all institutions. Institutions' libraries, as opposed to WorldCat, are the source of all the data received.

The slide above depicts the overlap of Harvard's collection of single-part print monographs (both public domain and in-copyright) with HathiTrust, and the number of other HathiTrust partner institutions that hold those monographs. The x-axis represents the number of libraries holding the item, and the y-axis represents the number of records (items). The number of unique items held by Harvard that are in HathiTrust, i.e., items contributed by Harvard, is approximately 35,000. The number of items for which 2 libraries (including Harvard) hold the item is approximately 100,000, and so forth. As can be seen, Harvard holds many more unique or scarcely held titles than other institutions. The purpose of this slide is to emphasize the different overlap profiles that institutions have with HathiTrust, and the corresponding need for and impact of institutions making local decisions about collection development, finances, etc. based on the commonly shared resource.

To make calculations as accurate as possible, HathiTrust works with OCLC to get a mapping cluster of OCLC numbers that identify the same work. These clusters are then matched with the partner records to determine the number of holding partners. Unfortunately matching does not work equally well for all types of materials, e.g. for serials, due to unevenness of holdings data. It has proved very difficult to resolve the differences in the manner in which different institutions record holdings information. Therefore serials holdings will be determined at the title level for 2013, with each institution assumed to hold all volumes of a title, and receiving services for those volumes accordingly.



Discussion of the cost/price model:

Anne Kenney (Cornell) asked what happened if an institution withdrew print holdings?

Mr. Wilkin answered that price is not affected because the HathiTrust pricing model includes volumes that an institution "*holds or held*".

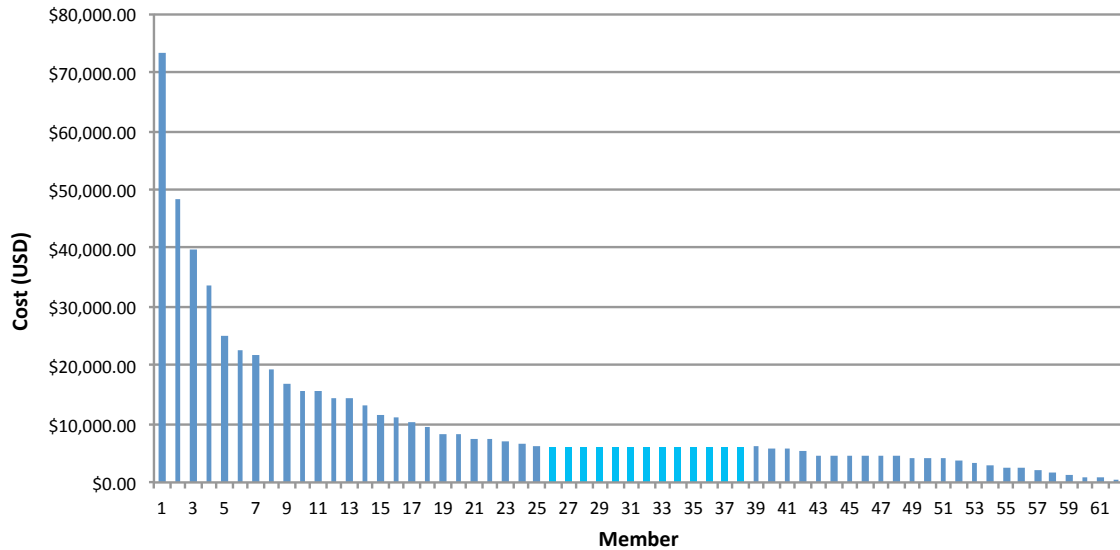
Ivy Anderson (University of California) asked what HathiTrust was doing about institutions with records that lack OCLC numbers or with few OCLC numbers?

Mr. Wilkin answered that we were working with those institutions and with OCLC to obtain OCLC numbers for the records.

Bob Wolven (Columbia University) commented that we were moving from individual responsibility for preserving digital collections to group responsibility for preserving all of our collections. The current cost model was based on each institution bearing the expense of volumes deposited in the HathiTrust corpus. The new model (beginning 2013) was that each member shared the cost of preserving all the volumes in their collections (print and digital), with other institutions that also held those volumes.

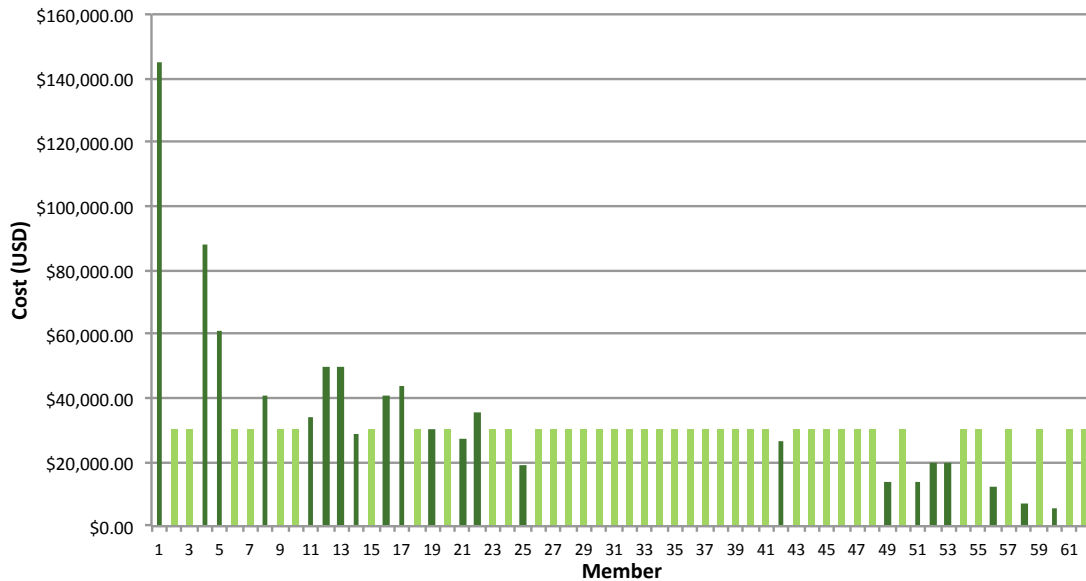
The conversation then turned to slides depicting price estimates for in-copyright monographs and serials separately, and for the sum of the two.

IC Single-part Monographs



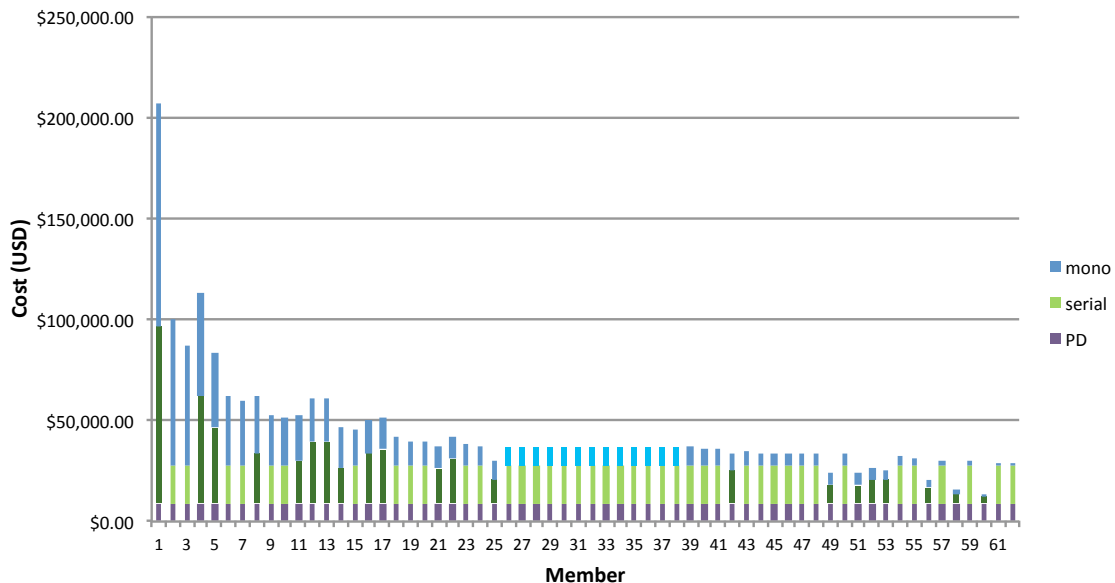
This slide shows partner prices for in-copyright, single-part monographs. The x-axis represents specific partner institutions, with the names removed. The y-axis represents the yearly fee for each institution. The turquoise bars in the middle (institutions 26-38) represent partners for whom HathiTrust does not yet have holdings data; these are temporarily assigned the median fee until holdings data are received.

IC Serials



This slide shows partner prices for in-copyright serial volumes. The x-axis represents specific partner institutions, with the names removed. The y-axis represents the yearly fee for each institution. The light green bars represent partners for whom HathiTrust does not yet have holdings data; these are temporarily assigned the median fee until holdings data are received.

All Costs



This slide represents the sum of the two price components, monographs (blue) and serials (green), plus the public domain title (purple, the same number for all institutions). It shows total annual price per partner, which range from a low of about \$15,000 per year (member 59) to a high of over \$200,000 per year (the University of Michigan). The University of Michigan has the highest cost because the largest number of volumes have been digitized from its collection, resulting of course in the highest overlap of materials.

Annual updates of holdings data will be run for each member to re-calculate the yearly fee.

Mr. Wilkin reiterated that the new cost model was based on overlap with a member institution's print holdings, and costs were therefore shared by all members who held an in-copyright item; the more partners holding an item, the less expensive for all holding members.

In response to a question from Catherine Tierney (Stanford University), Mr. Wilkin clarified that in the new pricing model the unit cost of storage would be the same whether a partner chose to deposit digital files of 300,000 volumes or 1,000,000 volumes; the fee depended on the degree of overlap, not the number of volumes deposited.

A delegate asked what would happen if people withdrew from membership? Would their content go away?

Mr. Wilkin answered that withdrawal of support for volumes had not been considered with regard to the fee-for-service model of deposit and was something that would need further discussion. In the case of public domain materials, however, if a partner withdrew the remaining partners could decide to keep the materials and everyone would share the cost if deemed valuable to the membership.

Plenary discussion with Executive Committee

The following issues were discussed during this session, and/or mentioned as topics for future action or investigation:

1. The Communications Working Group would be promulgating their objectives for the year.
2. Composition of the new Board of Governors:
 - a. Could at-large slots include nominees from the University of California and from the CIC?

Brian Schottlaender answered that it was not the intention of the CIC that University of California and CIC members could be nominated.
 - b. Will institutions get weighted votes in the election of Board of Governors members?
 - c. When people are elected to the Board, will their votes on the Board be weighted?

Paul Courant answered yes, so that the Board would be broadly representative. Bob Wolven (Columbia University) and others noted that this could present a problem. Paul mentioned that this had been a significant area of research for him in the past and he would welcome participation from interested parties in developing a working model.

In further discussion the point was raised that we may need to develop a statement of principles and values to ensure that the voting weighting issue does not get in the way. The question was posed to those assembled of how the group felt about this. Additional concern was expressed about the weighting of votes. The pricing model was based on “common good”, but the weighting model would still be in effect and would favor

certain interests. A resolution of these issues should be reflected in the bylaws, also in mission and goals document.

3. What is the timeframe for implementing the new governance model and establishing the Board of Governors?
John Wilkin answered that the Executive Committee would aim for a timeframe of 6 months. There was need for an organizational chart to depict the new governance.
4. There has to be a process that honors the founders and welcomes new members. How can we be sure that the values that brought HathiTrust this far are brought forward, and also make room for new values? What does it mean to be a member? Are all members in all initiatives, or will some programs be opt-in?
5. We need to anticipate increasing complexity as the membership grows.
6. Committees should have clear charters and we should address the sun setting of Committees to guard against a proliferation of Committees. How to stay lightweight and agile is a key concern. Keeping process from getting in the way of product. Retain the nimbleness of organization.
7. Finding the right balance between central staff and Committee work. Defining scope and roles of Committees and staff.
8. How will the X factor be calculated in the future and how will the membership be involved in this?
9. Who will initiate the new initiatives (e.g. shared print archiving and government documents) and when? We will need to generate the revenue necessary to support these.
10. What does the membership think our priorities should be? Should we expand the corpus? What goals do we have with respect to international partnership? Ingesting special collections content?
11. Impact of the Authors Guild lawsuit.
12. What are our priorities for lighting up parts of the corpus? How can we parse the challenge? When can we proceed with this? How do we get the membership involved in this?
13. Dealing with the fact that as many new members are private institutions, there will be differences in appetite for risk/liability, and in speed of acting.

- How do we resolve these tensions? Will institutions and individuals be protected from liability?
14. Can we consider working with our campus authors to secure rights clearance to their materials? Should we mount a campaign nationally?
 15. Are there other disability concerns that we might address aside from print disabilities (e.g., learning disabilities)?
 16. How will handoff from current Executive Committee to the new Board of Governors be handled and are there risks in this?
 17. We want to sustain the culture we have built in HathiTrust without having all the answers in advance; we need really smart leadership for the common good. We want to keep the current level of engagement among members.
 18. Concern was expressed that we not go forward with a US-centric view; need to move towards international cooperation. What are the implications of this for cost model? Are there ways of taking advantage of some differences in copyright law internationally?
 19. How do we know we are successful? What metrics can we use in assessment?
 20. What priority should be accorded to the new initiatives (print archiving and government documents) and how do we decide on resource allocation for these?
 21. International dimension of the partnership: partnerships with individual institutions versus alliances with existing groups.
 22. How do we move forward with rights clearance campaign? Ask Communications group to develop a campaign that can be run locally with authors and/or with presses, individually or nationally? Work with university presses as well as individual authors.
 23. Pros and cons of incorporation as a 501c3?

Closing

Following this plenary discussion with the Executive Committee Abby Smith Rumsey asked the assembled if they felt the issues had been adequately covered, or if they preferred to reconvene tomorrow morning. By acclaim, the assembled voted to consider the proceedings closed with this session.



John Wilkin offered thanks to those who had worked hard on meeting logistics, including:

Abby Smith Rumsey, Convention Convener
Allan Mattlage, Convention Parliamentarian
Julia Lovett, Project Librarian, HathiTrust
Jeremy York, Special Projects Librarian, University of Michigan
Angelina Zaytsev, Project Assistant, HathiTrust
Kat Hagedorn, Project Manager for Digital Projects, University of Michigan
Sam Demas, Convention Secretary

Ms. Rumsey and Mr. Wilkin expressed their appreciation to the assembled body for all their good work, and amazement at all that we accomplished over the last two days. This prompted a spontaneous standing ovation from the assembly, and the assembled body was palpably charged with energy, excitement, and great anticipation for the future of HathiTrust and its contributions to library community.

The assembled body eagerly moved on to drinks, discussion and celebration at the convention reception.

Respectfully submitted,
Sam Demas
Convention Secretary