

Organisation structure and Governance Committee in OLS

Part-1 is an adaptation of an original work by the International Labour Office (ILO). See the original work: [Onboarding handbook for board members of small employer and business membership organisations](#), draft Copyright © of International Labour Organisation 2021 First published 2021, shared under CC-BY 4.0 License

Part-2 is an adaptation of the. Governance documentation by the MetaDocencia Governance Chair. See the original work:. (2022). MataDocencia Governance. Zenodo. doi: 10.5281/zenodo.7399003



Adapted for Open Life Science by Malvika Sharan, 2022

Structure and governance checklist

All new Governance Committee members are required to read and acknowledge the following information describing the constitution, organisation structure, the Governance Committee's obligations and responsibilities of each individual participating in this Committee.

Part-1: Overview

- Constitution
 - Vision statement
 - Mission statement
 - Guiding principles
 - Community guidelines
 - History and annual reports
 - Legal status
- Organisation chart
 - Board of Directors
 - Governance Committee
 - Other key stakeholders
 - Important Contacts

Vision statement

Seeding open and equitable research communities

Mission statement

[Open Life Science](#) (OLS) is an open science capacity building organisation with a mission to upskill, connect and support a distributed network of ambassadors enabling the adoption of open science principles in their local communities.

Our Guiding Principle

The governance of Open Life Science (OLS) is designed around six principles that centres diversity/intersectionality, equity, inclusion, collaboration and accessibility:

1. Recognise and reward all (volunteer) labour!
2. Ensure operational continuity of OLS services
3. Integrate contextual approaches in all engagements
4. Establish evidence-based practices through research and impact study
5. Build collaboration across open science projects and community members
6. Embed long-term sustainability processes and values in all our work

Community Guidelines

Our community guidelines orient all activities and proposals developed by OLS. They were created with the board, taking into account our vision, mission and values.

People participating in OLS' activities accept, respect and encourage compliance with these community guidelines. We are committed to fostering an open, safe and friendly environment by sustaining restorative practices. The guidelines are available on our [website](#).

Scope: These Community Guidelines apply to all spaces related to OLS. This includes our email accounts, Slack, social networks, courses, workshops, discussions, meetings, our GitHub organisation and all its repositories and any other media that is part of OLS.

History

Here we provide some major milestones of OLS:

[An Image will be added]

All detailed reports have been shared in Zenodo:

- Community report 2020: <https://zenodo.org/record/4778472>
- Project report 2021: <https://zenodo.org/record/5907922>
- Project Report 2022: <https://zenodo.org/record/7305243>

Legal status

OLS is a non-profit charitable company limited by guarantee, based in the United Kingdom. <http://data.companieshouse.gov.uk/doc/company/12824090>

Organisation chart

Board of Directors is a governing body made up of a group of individuals who, together, are ultimately responsible for overseeing its operations and are making sure it is working towards achieving its purpose. They are authorised and responsible for the management of the organisation and its operations as expressed in the organisation's constitution. The Board of Directors in OLS include the founders and organisers of OLS who became involved in the OLS leadership between 2019-2021. Since 2022, these members have taken on formalised roles in paid capacity.

Yo Yehudi is the Executive Director, and Bérénice Batut, Emmy Tsang and Malvika Sharan are co-directors who are leading on different areas of business and operations in OLS. They will facilitate the selection and election of the Governance Committee members, who, in turn, may work in smaller groups independently between the Governance Committee meetings. The Committee Members can elect a Chair who has a primary responsibility to foster and maintain a constructive and effective culture in the best

interest of the organisation. The primary function of the Chair is to ensure that the board operates in a manner that is conducive to the achievement of the strategic outcomes and purposes of the organisation.

Currently, OLS is establishing a Committee that will identify, plan and carry out the various strategies and support the OLS Board in the implementation of the approved work plan as suitable for the OLS organisational structure and with the invited Committee members listed in the [governance overview document](#). The Committee is a small group with close association to the OLS who will get together regularly (2-3 months) in formal meetings to review progress on issues (around and beyond the suggested priority areas) that affect the organisation substantially, or address urgent crises as identified by them. We describe the meeting details in part 2 of this document.

The board of OLS relies on the Committee to continue offering services and receive the support of the community. Work undertaken by the Committee allows board members to more effectively deal with complex or specialised issues and manage organisation's direction with the recommendations by carefully presenting various interests of both shareholders and management. The Committee also provides opportunities to develop knowledge within the organisation to facilitate board members' skills on areas that will most benefit the organisation. Additionally, the existence of the Committee can advocate for interests from general members and stakeholders to help prioritise board's goals for the organisation in benefit of the community.

OLS Core Team including resident fellows and staff members are closer to the action and see the organisational culture at work. They may engage in a range of activities alongside the governance group. They however will not participate in the voting and consensus building process of the Committee.

For the annual director's meeting, the membership will be asked to submit ideas and suggestions for programmes the organisation can consider undertaking in the coming year. These suggestions are then discussed and priorities are established at the organisation's annual planning session.

Organisational Reporting

Reporting obligations for the OLS is bound to the funder's requirements. Annually, the organisation's performance will be explained in both internal and external project and financial reports. As part of the Committee, there is a duty of care to ensure you have a level of interest in understanding the nature of the organisation's activities. The Committee will help ensure the integrity of the project and financial reporting.

Part - 2: Governance Procedure

Principles of Governance

OLS is led by a Board of Directors that is composed of an Executive Director and three Co-Directors, each leading on specific projects and areas of work in open science training, research, infrastructure, partnership and business development.

- The board of directors are responsible for overall goals, operations, delivery and leadership objectives. They represent OLS internally and externally.
- The Executive Director executes and oversees the execution of all of OLS' goals, operations, delivery and leadership objectives according to its vision, mission and values.
- They propose and implement strategies that guarantee the subsistence of the organisation in the medium and long term.
- They carry out all the functions that may arise as necessary to fulfil the mission of OLS.
- They will onboard the invited and elected members to the Governance Committee drawing diverse representation, to the degree it's possible, from different continents where the OLS community members join from: Asia, Africa, Europe, Latin America, Middle East, North Americas, and New Zealand and Australia.
- The [OLS Code of Conduct](#) applies to all OLS members including the Board of Directors and the Governance Committee

Governance Committee Composition

The Governance Committee is composed of a minimum of three people in advisory-based roles and three community representatives taking on action-based roles beneficial for local interests. All of its members will receive honoraria payments with funds allocated in the OLS budget. All members will align their roles with the guiding principles and priority areas of OLS. The Committee will include people with diverse backgrounds, identities and experiences to make OLS a richer and more representative space. The number of members may vary in each revision of the OLS Governance.

A board member will be designated as the Committee Liaison. The Board Liaison will support the Committee Chair in planning committee meetings. They will invite contributions and inputs from the membership in setting agenda and objectives for each meeting. They will support the Governance Committee in operational and decision-making processes such as by providing admin support, ensuring knowledge exchange and timely feedback to the OLS Leadership team. Expectations should be set by the Governance Committee to define their level of involvement. In temporary absence of designated Chair, the Board Liaison or another member from the committee will step in. In case of Liaison's absence, the board will appoint an interim Liaison from the board/employees to assume the functions of the Committee.

Advisory-based individual roles (Invited individuals)

- We will invite individuals who have taken active leadership, collaborative or advisory roles in OLS.
- **Purpose:** Advisors will support, coach and provide recommendations for the other Committees.

Action-based local Capacity Representation roles (Invited communities)

- We invite individuals from partner organisations to support strategic and ongoing collaboration for capacity building
- **Purpose:** Community Representatives will work with OLS team to explore and create recommendations to support local skills, resources and support system

In the future iteration, we will invite community champions to provide this space for more members to serve in leadership roles (elected members)

- We invite individuals through open calls to work alongside the governance advisors and community representative groups
- **Purpose:** Building leadership capacity of our graduates/members

Priority areas for 2023

The inaugural Committee will strengthen OLS' community participation and support structure - helping make the process clear, transparent and equitable.

Code of Conduct (CoC) and community guidelines

Related guidelines operating in OLS

- Maintain and improve CoC
- Receive reported CoC violations and follow report handling guidelines
- Adjudicate reported CoC violations
- Identify what other community guidelines are needed
- Guide the development and enforcement of organisation policies (beyond CoC)

Accessibility and community participation (for community members)

Access-centred efforts to improve participation in OLS

- Digital Accessibility (technical, geographical and disability considerations)
- Microgrants and honoraria for equitable participation
- Seed funding and supporting potential projects (co-authoring funding applications)
- Improving community members' participation in leadership roles

Training, workshops and upskilling (activities)

Training activities ongoing in OLS

- Ally Skills
- Mentors onboarding/training
- Facilitators onboarding/training
- Local/international/external OLS cohorts

- Technical skills workshops

Review Process for Community-Based Research

Research ongoing in OLS

- OLS community impact study
- Community development research
- Sustainable localisation efforts
- Open science research (community building, governance, open source tech etc.)
- Other community proposed or commissioned research

The Committee will be taking the **advisory-based** and **action-based** roles, defining success and goals (aligned with OLS' principles), and engaging the community in building key outcomes that can be reused by OLS as well as community members in their local contexts.

Priority areas related working groups

For each priority area, working groups will be established by the Committee members drawing members from the community. In these smaller groups, Committee members will guide (through advisory-roles) and actively align OLS goals with local needs (through action-based roles) to 1-2 priority areas of their interests with the involvement of community members (who are not already involved in the Committee work). They will develop processes for community participation, roadmap with different milestones and oversee the delivery of all goals they set for their respective working groups.

We have 'invited individuals' in the Committee who will take on advisory/chair roles to support, coach and provide recommendations for the other members of the working group.

We have 'invited individual representatives from partner organisations' who will take on the co-chair role in aligning the working group's goals to support strategic and ongoing collaboration for capacity building in their local communities. These members will work with OLS team to explore and create recommendations to generalise OLS policies and outputs to support local skills, resources and support system.

At a given duration, committee members will choose to contribute to 1-2 working groups based on the priority areas of their choice in alignment with their ongoing work in the OLS/open science community. They can revise their participation to the specific working groups with the awareness of the full committee.

Each working group will have members from the OLS Core Team who may engage in a range of activities alongside the governance group and may even participate in more hands-on, paid roles around the priority areas. For instance, helping design activities, document activity/meeting outcomes, acting on recommendations made by the committee, leading advocacy work or participating in the organisational work. They can provide admin support, ensure knowledge exchange and timely feedback to the OLS

Leadership team. They however will not participate in the voting and consensus building process of the Committee.

Specific details regarding roles, responsibilities, decision-making in working groups and roadmap, including level of OLS Core Team involvement will be co-developed with the members of the Committees, working across the four areas discussed above.

Participation, Term of office and OLS Team support

Active participation: A person is considered to be actively participating in the Committee if they were present in at least 75% of the annual meetings. It is intended and expected that each member of the Committee will notify the Chair and the Board Liaison, via Slack or other communication channels set by the OLS team if circumstances do not allow them to meet the minimum required dedication (approximately two hours per month) to vote and/or carry out the tasks at any time during the year. Committee Chair and Board Liaison will keep a record open to the rest of the Committee of absent and/or inactive persons.

- **Time commitment:** Suggested time for each member on this role is an average of 2 hours per month. This may vary throughout the year based on the tasks undertaken by the Governance Committee.
- **Term length:** Ideally, term lengths of 1.5-2 years; staggered so that we don't have the whole board rotating off all at once
- **Legal status:** These roles are invited on a volunteer basis and will be given honoraria under the allowed budget.
- **OLS Team Support:** The level of involvement from the OLS core team should be decided by the committee. They can participate in different capacities, as suggested here but will not participate in the voting and consensus building process of the Committee.
 - **OLS Board Representative:** The Governance Committee will have a OLS Board representative in its meetings to support the operational and decision-making process, provide admin support, ensure knowledge exchange and timely feedback to the OLS Leadership team
 - **OLS team support for priority areas:** Ideally each group working on different priority areas will have a representative from the OLS Core Team. OLS Core Team may engage in a range of activities alongside the governance group and Core Team members may even participate in more hands-on, paid roles around the priority areas. For instance, helping design activities, document activity/meeting outcomes, acting on recommendations made by the committee, leading advocacy work or participating in the organisational work. They can provide admin support, ensure knowledge exchange and timely feedback to the OLS Leadership team.

Absence or inactivity of members: Absence or inactivity is defined as missing more than one of the scheduled meetings. Exceptions to this definition may be contemplated for

absences due to unforeseeable circumstances. In case of prolonged inactivity, inability or resignation of any member of the Committee, the position shall be considered vacant and an extraordinary meeting shall be called to propose new profiles to complete the office term.

Renewal of membership

Three months prior to the ending/renewal/step-down of the membership, Committee members will let the full Committee know before the upcoming meeting. If renewing membership, a general consensus vote during the meeting will renew the membership for a second term. If a member plans to step down or end their term (at the end of term length), the offboarding process can begin at the meeting. This will also lead to committee and board proposed nomination for the invited members. For elected member positions, a call for nomination will remain open for at least 1 month. At the end of the period, the Committee will vote on the membership for nominated people to fill the available positions. In the event of a tie, Board Liaison or Executive Director of OLS will break the tie. In cases where it is not necessary to renew the entire Committee, all available positions will be open for invited and elected members using the procedures described above with the support of the previous Committee.

Meetings

Quorum: The meetings of the Committee shall require the presence of minimum 50% Committee members and the Committee Chair to vote on any decision. In addition, the Board Liaison or another Board member must be present, and will vote only when tiebreaker vote is necessary,

Character and frequency: The Committee shall convene in regular meetings and shall have the possibility of scheduling extraordinary meetings.

- **Regular meetings:** Regular meetings of the Committee will be *every second month*, each future meeting agreed upon after a Committee meeting through consensus.
- **Working Group meetings:** Each working group can decide the frequency of their meetings at the beginning of the working group formation - suggested frequency is every month. An OLS team member will join the group and provide both logistical and team liaison support.
- **Extraordinary meetings:** An extraordinary meeting will be called when requested by the Board or upon request of two of the Committee members. Summons will be made through the available communications channels, at least five and no more than ten working days in advance and considering the time availability of the majority of the members of the Committee.

Modality: Committee meetings will be virtual (or hybrid if possible) and synchronous, with asynchronous work to complete any activities that could not be undertaken synchronously. It is not always practical for a full Committee, especially from different time zones, to gather in all meetings to take some necessary action. The Committee will

hence be recorded and minutes available in a sharable format. Preparation for a meeting includes reviewing the minutes of a previous meeting and sharing agenda for the next meeting.

Minutes: The minutes of each committee meeting will capture the key deliberations, show options for action and make recommendations for the board members to endorse or decide upon. The minutes, or written report of the meeting, should be included in the next meeting. The information contained should reflect the needs of the Committee, such as highlighting the issues, options and recommendations for approval.

Transparency and sharing of meeting minutes: Committee meeting agendas will be accessible by all members of the OLS Core team to consult and add items to, with prior notice to the Board. OLS Team members will be able to access the meeting minutes but will not participate in or vote during the Committee meetings.

Outside the committee meetings, each group working on different priority areas should have a representative from the OLS Core Team. OLS Core Team members who are involved in the priority areas related work and will contribute to the work and participate in the meetings, and hence have full access to the relevant documents and meeting minutes.

Between regular meetings, the board will share a monthly asynchronous informal report to keep the Committee up to date and Committee members involved in different areas of work will report on the status of the work.

In addition, six-monthly formal reports will be prepared and submitted by the Board to the Committee and shared with the OLS community Slack channels to which the entire internal team and active community members will have access. An annual report will be prepared with inputs from the board. Whenever meeting minutes and memos are shared openly, sensitive data privacy and protection must be taken into account.

Synthesis

Meetings:

- There will be **full committee meetings** and **working group meetings** periodically.
- Hosted as **virtual and synchronous**, with asynchronous tasks if further work is needed.
- **Slack and emails** will be used for asynchronous collaborative work and coordination with the Committee members.
- Agenda draft will be **open** to the OLS Core Team (Board and Employees), who will be able to raise topics for the agenda.
- meetings will be **recorded** for other Committee members not in attendance.
- The OLS Core Team will have **access to meeting minutes** to consider Committee recommendations in their work.
- will require the presence of 50% Committee members, a Committee Chair and a Board Liaison/member.

- Regular updates will be maintained monthly between the Board and the Committee

Voting

Agenda. Each meeting will have an agenda with the topics to be addressed, elaborated by the Committee. The first version of this agenda will be shared through an exclusive channel for the Committee at least one week before each meeting and may be updated until the previous day. Each member of the Committee and OLS internal team will be able to add topics or issues that they consider appropriate to be addressed collectively.

Voting modalities. In order to encourage the voice and vote of those who actively participate in the Committee, two voting modalities will be enabled, one synchronous and the other asynchronous.

Informed voting. In order to encourage informed voting, the Committee is committed to address the items by listening to all voices, considering both arguments for and against, in both voting modalities.

Types of voting. In the case of each proposal subject to debate, each active member may make a statement, indicating name and surname (roll call vote) and according to the times set for each modality: whether they "Agrees", "Disagrees" or "Abstains" from the initiative presented. In case of abstention, they must justify the reasons in the register provided in order to help us improve the decision-making process.

Protocols

1. **Synchronous mode.** After the discussion and exchange of different points of view, the topic is voted on. The person coordinating the meeting repeats and clarifies orally what is to be voted on, in order to encourage informed voting and allow everyone to know what is being voted on.

Recording and counting of votes. Then, the vote is recorded in a collaborative document specially enabled to do so in an open and reusable format, in which each person will have individual access to write their vote.

In case any person is unable for any reason to use that channel, the person who counts the votes will ask them to make a statement in some way and will facilitate their registration. This figure assists the person coordinating the meeting, accompanies the voting process, facilitates registration and promotes voting accessibility. Operationally, it replicates the instructions in the collaborative document and/or chat integrated in the video conference system.

2. **Asynchronous mode.** Voting is done in the same collaborative document specially enabled to do so. It is explicitly announced in the Communications channel of OLS:

- initiatives subject to voting
- options for each initiative
- deadline date and time for voting
- link to the form for each person to register his or her vote.

Each person will have to vote whether they "Agree" or "Disagree" with each option or "Abstain" from voting on the initiative. Voting will close no more than 5 business days from the notification on the channel #consejo-asesor.

Committee's decision making

Decisions must be approved by the affirmative vote of at least two thirds of those members who actively participate in the Committee.

It is critically important to recognise that the Committee can make recommendations through their decision-making process to the full Board, which retains responsibility for final action that affects the organisation's activities.

Tied votes. In the event of tied alternatives, the Board Liaison vote shall determine the decision. If this person abstains, at least one Board member shall have the duty to resolve the issue with their vote between the tied alternatives.

Red flags. As a remedy in exceptional situations, the Chair or active Committee members can activate this mechanism when they consider that the issues addressed or submitted to vote do not or may not comply with OLS's values. To do so, they can email the full Committee via Slack or Email within 5 working days and the issue must be discussed again asynchronously or in an extraordinary meeting.

Recording and publicity of voting. The outcome of voting in both synchronous and asynchronous meetings will be open to the OLS team and will be documented in an internal and collaborative record to integrate the recommendations into their work with the guidance and support from the Board.

Priority Areas for Committees decisions

- **First iteration.** For the first iteration priority areas have been identified by the Board: (i) Accessibility, (ii) Code of Conduct (CoC) and community guidelines, (iii) Trainers and presenters, (iv) Institutional Community-Based Research. Decision-making in those areas will be facilitated through action-based and advisory-based roles offered by the Committee. Goals for each areas will be set with specific
- **Next iterations.** The progress in the previous item will be reviewed and depending on the Committee's performance during its first term, the priority areas for subsequent years will be proposed by the Committee. The governance process will be improved with the commitment to move towards a more democratic and representative governance, increasingly reflective of OLS's

values.

Duties and functions of the Committee

- A. Familiarise themselves with OLS organisation structure, annual reports and priority areas for the Committee.
- B. Identify themselves as the individual invited members, invited community or elected members.
 - a. Invited members will work largely in advisory-based capacity, but may take action-based roles - they will represent larger open science related goals in alignment with their areas of expertise and interest in the OLS priority areas
 - b. Invited community will work largely in action-based capacity, but may take advisory roles - they will represent local interest in the Committee, helping extend the OLS strategy to work with their local communities and mobilise local networks in alignment with their areas of expertise and interest in the OLS priority areas
- C. Select 1-2 priority areas as described in this document which they will base their advisory and action-based roles in the Committee around.
- D. Define 1-2 goals around their area of activities as open science experts and community representatives through their participation in the committee aligning them with 1-2 priority areas as described in this document.
- E. Ratify, know, comply with, and enforce OLS participation guidelines.
- F. Build general policies to formalise their processes and build accountability for the OLS Board.
- G. Suggest new members for the Committee.
- H. Promote the orderly onboarding and offboarding of the Committee members.
- I. Provide feedback on activities and their alignment with OLS's mission, vision, and values.
- J. Contribute to the national, regional, and international positioning of OLS.
- K. Evaluate the performance of the OLS Team and its strategic orientation according to the vision, mission, and values.
- L. Nurture and approve the annual work plan and budget.
- M. Represent OLS at different venues (for example, events, meetings, decision-making tables) to be determined by OLS' strategic planning.
- N. Provide support for economic sustainability by recommending participation in funding opportunities and building links with other communities.
- O. Share recommendations with the OLS board through formal and informal channels.
- P. And all the functions that the Committee considers necessary to advance the work and the mission of OLS.

Governance Committee Chair

These are additional functions and responsibilities of the Governance Committee Chair:

- A. Be one of the members of the governance committee.

- B. Liaise with the Board Liaison to organise the Committee's meetings and be responsible for its operations.
- C. Represent the Committee in OLS Team-related engagements.
- D. Maintain meeting notes and clarify any error/unclear statements
- E. Chair the meetings and approve the meeting minutes for circulation among the Committee members and OLS Team members
- F. Enables voting
- G. Shares action points and recommendations with the OLS Board
- H. Facilitate any conflict and enforcement of Code of Conduct in the Committee
- I. Resolve conflictive or emerging issues by advising the Committee and the Board members.

OLS Representatives

- J. Create a direct line of contact between the Committee and the OLS Team.
- K. Supports with logistical and operational needs of the Committee
- L. Manages resources, communications channels and follow up with the Committee members
- M. Works with the Board to prepare monthly and six-monthly reports for the Committee.
- N. Prepare, with the support of the OLS Team and Committee an annual report, the balance sheet and the account of expenses and resources. These documents will be reviewed and approved by the Executive Director. They will then be presented to the Committee for the final approval.
- O. Carry out all functions in the Committee that may arise as necessary to carry out OLS' mission.

Review of this governance and next iteration

The Committee will review this document in depth in December 2023 based on lessons learned during its operation between May 2023 and November 2023. The Committee may add operating policies to this governance during that period. If any part of this document impedes the operation of the Committee, minimal and strictly necessary modifications are acceptable.