ANNEX 2

OPENCITATIONS ORGANIZATIONAL BODIES AND FINANCES

Article 1   Organizational Bodies

The organizational structure of OpenCitations shall comprise the following bodies.

1.1. The OpenCitations Council

The OpenCitations Council ("the Council") will comprise one delegate appointed by each OpenCitations Member. A Consortium, being an OpenCitations Member, may appoint only a single delegate to represent the entire Consortium. Each delegate should have the mandate to speak on behalf of his/her Party, and should have sufficient expertise to participate in informed discussion and to vote on Council proposals. The Council meetings will be chaired and convened by one of the Directors of OpenCitations. Meetings may be convened either face-to-face or on-line.

Decisions of the Council are taken by a simple majority. Each delegate may cast one vote, or may abstain. If the votes cast for and against a proposal are equal, the Chair will cast the deciding vote, but will otherwise not have a vote. If a delegate is unable to participate in a Council meeting, the Party may nominate a substitute (deputy) who is also a member of that delegate's Party, or may nominate the delegate of another Party to act as a proxy. Each Party delegate may not exercise more than two proxies on behalf of other Parties. Any decision of the Council is valid only if there is a quorum of at least 50% + 1 of all the Party delegates.

The mandate of the OpenCitations Council is to elect new members of the International Advisory Board for OpenCitations from among those candidates nominated by the Council or by the International Advisory Board, and to discuss the following topics, thereby offering advice to the International Advisory Board for OpenCitations and the Directors:

- advice on the membership benefits and on the levels of contribution for each of the membership levels;
- advice on the long term strategy of OpenCitations, including providing feedback on changes proposed by the Board;
- advice in response to the biannual reports of the activities of OpenCitations prepared by the Directors;
- advice on other matters at the request of the OpenCitations International Advisory Board.

The OpenCitations Council will meet regularly once a year. Extraordinary meetings of the Council may be convened at any time upon written request to the Chair from the Board or from at least one third of the Council delegates. Council delegates will bear no personal liability for the financial affairs of OpenCitations or of the Research Centre for Open Scholarly Metadata at the University of Bologna.

1.2. The International Advisory Board for OpenCitations

The International Advisory Board for OpenCitations (hereinafter also "the Board") is a committee of the Research Centre for Open Scholarly Metadata at the University of Bologna. The purpose of the International Advisory Board for OpenCitations is to guide the future developments of OpenCitations in terms of its policies, strategies and activities, to build the OpenCitations collaborations, membership and support community, and to ensure its financial sustainability. The International Advisory Board will assist the OpenCitations Directors in their role.

The Board shall comprise:

- eight appointed members, being leading figures within the Open Science community, and
- a representative of each Party that is a Strategic Member of OpenCitations.

The initial appointed members are: John Chodacki, Ginny Hendricks, Vincent Larivière, Philippe Laredo, Catriona Maccallum, Cameron Neylon, Catherine Stihler, Ludo Waltman.

The Board will initially be chaired for a period of three years by Ludo Waltman, Professor of Quantitative Science Studies and Deputy Director at the Centre for Science and Technology Studies (CWTS) at Leiden University. The Board will nominate and appoint subsequent Chairs from among its membership.

To permit staggered replacement, appointed members will initially serve for a period of one, two or three years (to be decided by the Board), and will thereafter normally serve for three years.

Potential replacements of a retiring appointed Board member may be nominated by another Board member, being selected from among leading members of the OpenCitations stakeholder community, *and/or* may be nominated by a Council member from among the representatives of all the OpenCitations Members.

Each replacement for a retiring appointed member will then be elected from among the nominated individuals by a vote of the Council. The nominee receiving the largest number of Council votes will be invited to serve on the Board. In the case of a tie, Council members will vote again to decide between the two or more front-runners. If the person invited declines, the person receiving the next-highest number of votes will then be invited to serve.

Representatives of Parties that are Strategic Members of OpenCitations will serve for the duration of that Party's membership. However, if an employee of such a Party is already, or is elected to become, an appointed Board member, that organization will not be entitled to have an additional representative on the Board.

The main tasks of the OpenCitations Board are to:

- advise on any activity needed for operation of the OpenCitations infrastructure, according to the application form submitted to SCOSS;
- receive, appraise and provide comments upon the draft annual financial report for OpenCitations prepared by the Research Centre for Open Scholarly Metadata;

- advise on the future policies, activities and collaborations of OpenCitations, and on its support for other international open data initiatives;
- propose the terms of reference and policies for any major changes in the future organization and governance of OpenCitations;
- propose changes in the long term strategy of OpenCitations, to be submitted to the Council for feedback;
- advise on the communication strategies to be pursued by OpenCitations;
- propose replacement members of the Board, for election by the Council;
- assist the Directors, if requested, on any other relevant matters, including revision of the eligibility criteria for OpenCitations Membership;
- approve each application for Strategic Membership, requiring at least 50% + 1 votes. If the votes cast for and against are equal, the Chair of the Board will cast the deciding vote;
- advise on the termination of the Membership participation of a Party, according to Annex 1, article 4.

Membership of the Board is honourary and without remuneration, but the Research Centre for Open Scholarly Metadata will reimburse all reasonable expenses for travel, accommodation and meals incurred by Board members in attending Board meetings within the budget dedicated to such expenses. In the implementation of their duties as described above, Board members will bear no personal liability for the financial affairs of OpenCitations or of the Research Centre for Open Scholarly Metadata at the University of Bologna.

The Board aims to meet face-to-face at least once each year, and at other times online by mutual agreement or as required. Such additional meetings may be requested by the Directors, by the Chair of the Board, or by at least five Board members, and must be scheduled by the Chair of the Board within six weeks of such a request. Normal written communications between the Chair and Board members will be by email.

1.3. Common rules for the operational bodies

Normally, the date of the next meeting of a body will be decided at the preceding meeting. Extraordinary meetings of the Council, and additional meetings of the Board, must be scheduled by the respective Chair within six weeks of a request for such a meeting. The Chair of a body shall give formal notice of a meeting through posting a notice on the OpenCitations website and by writing personally via email (with automatic acknowledgement of receipt) to each member of that body as soon as possible and no later than 20 calendar days preceding the meeting (7 calendar days in case of extraordinary meetings of the Council), also including an agenda for the business of that meeting and details of its venue, whether face-to-face or online.

The Chair shall produce (or appoint someone to produce) written minutes of each meeting which shall constitute the formal record of the business of the meeting and of all decisions taken. The draft minutes shall be sent to all members of the body within 15 calendar days of the meeting.

The minutes shall be considered as accepted if, within 10 calendar days of sending, no member of the body has sent an objection in writing to the Chair with respect to the accuracy of the draft of the minutes.

Meetings of each body may be held face-to-face (i.e. by physical co-location) or online by teleconference or other telecommunication means.

Written procedure: any decision may also be taken without a meeting if the Chair circulates to all members a written document, which is then agreed by the necessary majority of all members of such body. Such documents shall include the deadline for responses.

1.4 Conflicts of interests

The legal representatives of all Parties, and their designated representatives on the Bodies, shall be required to declare any private, professional or commercial interests which might conceivably give rise to a conflict of interest with the activities of OpenCitations during their participation in the Bodies.

1.5. Directors of OpenCitations

OpenCitations shall have one or two Directors, who may serve for an unlimited period of time. New directors are appointed by the University of Bologna after seeking advice from the Board. The Board's advice is not binding. At least one of the directors must be necessarily affiliated to the University of Bologna. The Directors have ultimate responsibility for the purpose, development, operation, and financial management of OpenCitations.

OpenCitations is presently co-directed by Prof. Silvio Peroni of Alma Mater Studiorum – University of Bologna and by Dr. David Shotton.

Prof. Silvio Peroni is also Director of the Research Centre for Scholarly Metadata, and will be responsible for the day-to-day maintenance, direction and technical development of OpenCitations. He will ensure, with the collaboration of the Board, the efficient organization and operation of all activities. He will coordinate all the activities of the IT supporting infrastructure of OpenCitations, and its accounting, legal and administration activities. He also will appoint, direct and supervise the Management Team (see the following article 1.6), and will supervise the preparation by the Management Team of the biannual OpenCitations progress reports and the annual financial report.

Dr. David Shotton, who is also Associate Director of the Research Centre for Scholarly Metadata, will assist Professor Peroni, will guide the continuing development of OpenCitations, will represent OpenCitations within the stakeholder community, and will provide publicity for OpenCitations.

1.6. Management Team of Research Centre for Open Scholarly Metadata

The OpenCitations Management Team ("the Team") is part of the Research Centre for Open Scholarly Metadata at the University of Bologna under the direction of Professor Silvio Peroni, and

will coordinate all the administrative and accounting activities of OpenCitations. The Team will support both the Directors and the Board by undertaking administrative and secretarial tasks, and, under the supervision of Prof. Silvio Peroni, by preparing the biannual OpenCitations progress reports and the annual OpenCitations financial report.

Article 2   Finances

Each Party that is a Member of OpenCitations undertakes to make available to OpenCitations an annual financial contribution to cover partially the costs of OpenCitations activities according to the application form endorsed by SCOSS and its subsequent developments, as approved according to the terms in Annex 1.

The amount of contribution is decided by each Party at its discretion at the time of the request of admission to Membership of OpenCitations.

The overall budget required for running OpenCitations during the calendar years 2020-2022 is described in the application form submitted to SCOSS and will be managed accordingly.

The financial management of OpenCitations will be implemented by the Management Team in accordance with the administrative and accounting rules of the University of Bologna as a Public Academic Entity.

At the end of each year, the Management Team will draw up the annual financial reports and accounts of the activities.

The annual financial reports will be regularly published on the OpenCitations website.

Since they are considered to be for the purposes of research, the funds transferred to the Research Centre for Open Scholarly Metadata for the benefit of OpenCitations shall be VAT exempted, according to Italian DPR 633/1972.

Upon receiving such financial contributions, the Research Centre for Open Scholarly Metadata shall deliver appropriate receipts to the Parties, and shall record detailed and proper evidence of any expenditure made by OpenCitations using the contributions received.

Such receipts shall be issued within 30 days of receipt of funds following accession of a new Party to Membership of OpenCitations, and, in the subsequent years (if appropriate), within 30 days of receipt of subsequent annual funds.

Each Party is entitled to examine the financial reports and the documentation of the expenses made by OpenCitations.