

Borealis: The Canadian Dataverse Repository

BYLAWS

ARTICLE 1 – Purpose

About Borealis

Borealis is a collaboration of Canadian academic libraries to provide a shared research data repository governed in partnership by regional academic library consortia: [Partenariat des bibliothèques universitaires du Québec](#) (PBUQ), [Council of Atlantic Academic Libraries](#) (CAAL-CBPA), [Council of Prairie and Pacific University Libraries](#) (COPPUL), and [Ontario Council of University Libraries](#) (OCUL) and operated by the service provider, [University of Toronto Libraries](#).

The mission is to provide a bilingual, scalable, and secure Canadian research data repository service in partnership with academic libraries and research organizations to enhance open sharing, discovery, access, preservation, and reuse of research data.

Governance Framework

The Borealis governance framework, as detailed in the bylaws in this document, is based on a collaboration of independent regional library consortia (the Member Consortia) working with the University of Toronto Library as the technical and administrative service provider for Borealis (the Service Provider). Borealis itself is not an independent entity and has no legal standing outside the agreements signed between the Member Consortia and the Service Provider.

Governance of Borealis will be based on the following principles:

- Operation of a national service
- Shared and equitable multi-consortia oversight
- Clear, transparent, and responsive governance
- Simple and lightweight governance
- Commitment to a fully bilingual service
- A governance model flexible and durable enough to withstand changes in service providers
- Sustainability and longevity (governance structure, budget, service)

The following bylaws are also intended to support these operational goals:

- Appropriate researcher engagement and advisory mechanisms
- Engage creative, technical, and service-orientated expertise for ongoing development
- Establish a sustainable and predictable core budget model
- Equity of participation and support across all consortia

- Regular review and revision of terms of current MOU/agreements with the Service Provider

ARTICLE 2 – Members and Member Consortia

“Members” are defined as libraries or other related organizations, represented through one of four governing regional academic library consortia (COPPUL, OCUL, PBUQ, CAAL-CBPA) (the “Member Consortia”).

Individually, Member Consortia have entered into service agreements with the Service Provider on behalf of Members they represent to develop shared research data repository services for their collective communities of researchers and students. Governance of the service is vested in the Member Consortia on behalf of the Members.

Section 1 – Qualifications for Membership

Any library or research organization that is a part of one of the governing Member Consortia, or is sponsored by a Member or Member Consortia, is eligible to use the shared Borealis platform under the Terms established in the service agreement between the Member Consortia and the Service Provider. Sponsored groups must agree to the terms outlined by Member and/or Member Consortia that acts as sponsor.

Section 2 – Participation of Additional Consortia and Non-Consortia Members

Notwithstanding the previous section, consortia, institutions and research organizations that are not part of one of the Member Consortia may be granted the right to use Borealis upon agreement of the Steering Committee and of the Service Provider. These organizations will operate under separate service agreements with the Service Provider and will not be automatically represented on the Steering Committee.

Those organizations that are not represented by Member Consortia, may be invited to be represented on the Steering Committee and participate in aspects of the governance of the service, as individual Members or as Additional Consortia, at the discretion of the Steering Committee.

Additional Consortia can be considered for acceptance as a new Member Consortia upon approval of the Borealis Steering Committee and with a Bylaw amendment.

ARTICLE 3 – Steering Committee

Section 1 - Membership

Governance of the Borealis service shall rest with a Steering Committee composed of:

Voting Members

1. A representative from each of the Member Consortia
2. Up to two appointed members from the Expert Advisory Council (EAC), including the Chair of the EAC, and one EAC member at large

Other Members (Non-voting)

1. At the discretion of the Steering Committee, other organizations not represented by current Member Consortia may be invited to participate in aspects of the governance

Ex Officio Members (Non-voting)

1. A representative for the Service Provider
2. The Borealis Director
3. At the discretion of the Steering Committee, representative(s) from organizations with an interest in the operation of Borealis including service funders

Section 2 – Responsibilities

The Steering Committee provides oversight and is responsible for the continued successful functioning of Borealis. It sets strategic priorities and actions and advises the Borealis Director on new initiatives and developments.

The Steering Committee is responsible for the following:

- Budget oversight and approval
- Policy approval
- Strategic direction setting
- Approval of work plan/priorities
- Advocacy and promotion
- Reporting to and receiving input from consortia
- Seeking and responding to feedback

Section 3 – Voting

Votes on budget matters will be restricted to Member Consortia representatives only (voting members). Votes on all other policy and operational issues will be open to all Voting Members of the Steering Committee.

A two-thirds majority of Voting Members present at the meeting is required for approval on all non-budget matters. Votes on budget matters are limited to Member Consortia only, and must be decided by a unanimous vote.

Section 4 – Terms of Office

Voting members of the Steering Committee will serve for a minimum of two years to a maximum of up to five years, and renewable at the discretion of each Member Consortia.

The two members drawn from the Expert Advisory Council will serve two-year terms, eligible for renewal for one additional term. The Service Provider representative will be appointed by and serve on behalf of the Service Provider.

ARTICLE 4 – Steering Committee Procedures

Section 1 – Regular Meetings

The Steering Committee will meet three times throughout the year, with additional meetings as agreed to by the voting members.

Section 2 – Budget Meeting and Annual Fees

At least once a year, prior to the end of the fiscal year (defined as May 1 to April 30), the Service Provider shall prepare a Borealis budget with a view to covering all expected operating costs, and share it with the Steering Committee in advance of the meeting where it will be approved. The Steering Committee will meet to review, amend as necessary, and approve the budget for Borealis for the following fiscal year. A schedule of fees will also be approved as part of the budget process.

Section 3 – Notice of Meetings

A schedule of meetings for the coming year will be established at the end of each calendar year.

Section 4 - Manner of Acting

Proceedings of the meetings will follow as its authority “Procedure at Meetings in Canada” by Arthur Beauchesne.

Section 5 – Quorum

At least three Voting Members must be present at any meeting to establish a quorum. Any meeting that includes a vote on the budget must have full representation from Member Consortia Voting Members.

Section 6 – Proxies

A proxy (or delegate) may be appointed by a voting member on a meeting-by-meeting basis.

Section 7 - Minutes

Steering Committee meetings will be minuted and minutes made available for review and approval at the next scheduled meeting.

ARTICLE 5 – Expert Advisory Council

An Expert Advisory Council (EAC) will be appointed by the Steering Committee with the mandate to provide expert and researcher advice to the Steering Committee on matters related to the Borealis repository. This includes services and developments, storage needs, policies, and various research and community initiatives associated with the Borealis repository.

Section 1 – Membership

The Steering Committee shall appoint up to 10 EAC members. The EAC should include a wide representation of stakeholders, experts, and researchers, with attention in appointment to the following criteria:

- Diversity and equity, including ensuring linguistic and regional diversity
- Representation of a broad range of research disciplines
- Representation from institutions of varying sizes and types

Section 2 – Responsibilities

The Expert Advisory Council (EAC) will be responsible for:

- Providing feedback on work priorities to the Steering Committee, Borealis Director, and Service Provider
- Advising on emerging needs and funding opportunities
- Assisting with service assessment
- Responding to Steering Committee requests regarding strategic planning activities and yearly planning
- Outreach and engagement with relevant researchers and other communities, including formal and informal consultations with those communities with the endorsement of the Steering Committee (e.g. Global Dataverse project, Borealis administrators community,

Digital Research Alliance of Canada community (including the Network of Experts),
Dataverse North, etc.)

Section 3 – Appointments

New EAC members will be appointed by the Steering Committee in consultation with the current EAC membership.

Section 4 – Terms of Office

EAC members will be appointed for two-year terms, with the option to renew for an additional term on approval of the Steering Committee.

Section 5 – Compensation

No compensation will be provided for expenses incurred by individual EAC members, though general costs of EAC meetings may be covered by the Steering Committee at its discretion.

Section 6 – Meetings

The Director of Borealis will work with EAC members to establish a schedule of meetings and set agendas for each meeting.

Section 7 – Reporting

An annual report on EAC activities will be prepared each year by the EAC before the end of the fiscal year for review by the Steering Committee.

ARTICLE 6 – Officers

Section 1: Election of Chair

The voting members of the Steering Committee will select a Chair from among their membership to serve a term of two years as Chair of the Steering Committee, renewable once for a maximum of two terms.

Section 2: Vacancies

If the role of Chair becomes vacant, the Steering Committee will select a new Chair to serve out the balance of the departing Chair's term.

Section 3: Scope of Responsibilities

As a collaboration of Member Consortia, Borealis itself holds no formal legal status. Officers of Borealis, including the Chair, serve in a voluntary capacity with authority to advise and approve, but without responsibility over the daily operations of the service. Responsibility for the daily operations of the service will rest with the Service Provider. These reserved responsibilities will include hiring of the Borealis Director, authorization of expenditures according to the approved budget, signing contracts with third parties on behalf of Borealis, and the collection of fees from members.

Section 4: Director of Borealis

There shall be a Director of Borealis to manage the day-to-day operations of the service. The Borealis Director will (normally) be employed by the Service Provider and will be selected through formal consultation with the Steering Committee. The Borealis Director will serve as an ex-officio, non-voting member of the Steering Committee and as a supporting member of the Expert Advisory Council (EAC).

Section 5: Duties of Director

The Director shall be responsible for managing the daily operations of Borealis, including its office and personnel. Core duties will include:

- Conducting the administrative affairs of Borealis according to established procedures of the Service Provider
- Executing directives of the Steering Committee
- In consultation with the financial officers of the Service Provider, preparing an annual budget
- Preparing an annual report on operations for the Steering Committee

ARTICLE 7 – Fiscal Year

The fiscal year is defined as May 1 on a given year to the following April 30.

ARTICLE 8 – Amendment of Bylaws

These Bylaws may be amended, up to and including dissolution of Borealis, at the discretion of the Steering Committee. A review schedule shall be established by the Steering Committee, on a five year cycle, with a two thirds majority vote required to make Bylaw amendments.