History of Science Society Business Meeting

4 November 2018
7:45-8:45am PST
Seattle, WA

Minutes

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Officers attending

Bernie Lightman (President), Jan Golinski (Vice President), Floris Cohen (Editor),
    Gwen Kay (Treasurer), Luis Campos (Secretary), and Jay Malone (Executive
    Director)

Meeting called to order at 7:48 am PST.

President’s Welcome (Bernie Lightman)

Bernie offered his welcome, and thanked everyone coming to the business meeting. He described the “marathon” series of meetings with Executive Committee and with Council at the start of the conference, and noted that the Business Meeting is the best opportunity for the membership to be briefed about the major activities around the Society. He also thanked the local hosts, program organizers, and Jay and Ryan for having orchestrated a superb conference. The room applauded. Bernie thanked Floris Cohen for his longstanding service as Society Editor, which would be concluding in 2019, and all of his team. And he welcomed the Society Editors-elect, Alex Hui and Matt Lavine, and indicated he was looking forward to working with them.

Secretary’s Report (Luis Campos)

Approval of the Business Meeting Minutes from November 2017. (The minutes were posted online at www.hsonline.org/Meeting/, and some paper copies were also provided.) Sally Kohlstedt moved to approve the minutes; Peggy Kidwell seconded. There were no amendments, and the motion was approved by acclamation.

Action Items

Several action items were brought for consideration.

1. Restoration of the Society Editor’s Voting Rights

Bernie noted that he had had full voting rights during his term as Society Editor. Having been away from the Executive Committee for a year, he was
surprised to discover when he returned (as Vice President) that the voting rights of the Editor had been removed. He was surprised, given that the Editor has many important views to share with the EC. It didn’t strike him as appropriate for the Editor not have the opportunity to vote. In fact, he said, there were a few occasions where the lack of this vote affected deliberations negatively, such as the in the selection of a Sarton Prize winner. (Several necessary recusals—nominators who were also on EC—meant that the EC sometimes found itself in situations with a rather reduced number of votes or a tie.) Bernie noted that he would like for the Society to treat the Editor as an individual who may have to recuse herself on occasion, for those decisions made that may affect *Isis* or the Editor’s own business, but that he didn’t think the complete removal of voting rights on every issue was helpful or appropriate, even if it were the case that the Editor received a modest honorarium. Bernie noted that the restoration of voting rights had been discussed by EC and by Council and been passed. He opened the floor to discussion.

Marc Rothenberg asked how the voting would work with the existence of co-editors coming on board. Bernie replied that this had been clarified, and that only one co-editor would serve as the formal representative to the EC, and would having voting rights. Michael Barany expressed a procedural and a structural concern: “The procedural concern is the lack of transparency for how it was brought about.” Floris left the room. Michael said that the agenda was only posted this morning, and that he had been unable to learn from members of Council or EC about the rationale and procedures behind this proposed change. “If this is a Society that believes in participatory governance then we should be reluctant to give a rubber stamp to resolutions of this level of consequence that have been brought to us with this little communication,” he noted. His structural concern was that he felt that voting privileges were taken away from the Editor and were changed for very sound reasons: “The Society Editor is a categorically different kind of officer for the Society. We have different infrastructural commitments that complicate how the Editor can be removed or retained. Their terms are different, their appointment process is different.” What’s more, he noted, everyone else who votes on Council is directly accorded that vote by the
direct authorization of the membership, which is not the case with the Editor (or Editors-elect). He was concerned that if a vote were ever to hinge on the vote of the Editor, that this might cause dissent, confusion, or disagreement, and could cause a “kind of serious legal jeopardy that I don’t think has been adequately thought through.” He proposed rejecting the bylaw amendment until these issues could be thoroughly discussed by the membership.

Audra Wolfe noted that she had been part of the bylaws committee that instituted the removal of the Editor’s voting rights. She stated that it was a deliberate effort to have the Society’s leadership positions be elected by the membership of the Society, rather than be appointed by the EC or elected by Council members. The goal was very much to enable Society members to have more voice in selecting the leadership of the organization. The Editor’s position, because of financial and editorial responsibilities, necessarily fell into a different category. She was troubled by the prospect of having a voting member not selected by the membership, and argued that this was a fundamental point about Society governance, and the values that the bylaws revision committee built into our bylaws.

Bernie thanked Audra for that broader context. Jay apologized for the procedural problem. He noted that Council had voted to restore the Editor’s voting rights in June, but that he had forgotten and so the item came up again briefly at Thursday’s meeting before he recalled that it had been passed unanimously. It is difficult to get information on the website during the meeting, and he apologized for that, and acknowledged that being busy is not an excuse for not being transparent. Regarding the structural concern, Jay felt that Audra’s points were good ones, as only two members of the EC had previously been elected by the membership. With the popular election for Treasurer, Secretary, and Council Delegate, he says that we now have more members of the EC that are elected by the membership than we did before.

Jim Endersby largely agreed with Audra, and that he felt there would still be ample opportunity for the Editor to speak and be heard, and to influence Council’s deliberations in a helpful and useful way. Only in the most
contentious cases on Council would it even be conceivable that the Editor’s vote might matter. “We should leave this as is,” he concluded. Mild chaos ensued for a minute as the room considered other potential amendments to the wording of the bylaws.

Bernie called the room to order. The revision presented for consideration was:

Article V, Section 3 The Council shall consist of the six (6) elected Officers of the HSS (President, Vice President, Secretary, Treasurer, Editor (non-voting), Executive Director (non-voting)) and that number of elected Council members as determined by the Council from time to time (hereinafter referred to as “Council Members At-Large”), but there shall always be at least three (3) Council Members At-Large in addition to the elected Officers.

Bernie called for a show of hands to approve Council’s decision to restore the voting rights of the Editor in EC and Council, as reflected in the above wording. The motion was defeated. Floris returned to the room.

2. Clarification of Procedures for Removing a Council Member

The motion for consideration was presented on the projection:

Council Agenda Item 19b, Bylaws Revision

Please note that our lawyer has advised us to strike the clauses “with or without cause” and “at Council’s discretion” regarding the bylaw change that appears in the briefing books (19b). He advised us to add language that refers to the relevant DC statute. New text is underlined.

Section 4. Election and Removal of Council Members At-Large. A Council Member At-Large may be removed from office with or without cause pursuant to §29-406.08 of the District of Columbia Nonprofit Corporations Law by a two-thirds (2/3) vote of the voting members of Council who are eligible to vote or at Council’s discretion, the majority vote of the members of the HSS.

Jay introduced this motion, and noted that there appeared to be some confusion about the process described. This change was not because of any
current issue, but that clarity would be helpful. The Society’s lawyer advised that the Council cannot “at its discretion” remove a member, and also added in reference to a statute from the District of Columbia, where HSS is incorporated, to bring the bylaws into alignment with law. Brian Ogilvie moved, and Anita Guerrini seconded. The floor was opened for discussion.

Michael Barany objected that this was posted so recently that he hadn’t had a chance to look up nonprofit incorporation law in the District of Columbia and what it says about removal for cause and otherwise. Jay noted that this is 120 pages long, and that even if he were able to cite chapter and verse, he relies on the Society’s lawyer for his expertise in interpreting the law. Michael questioned whether anyone on Council was concerned by our ignorance of the statute. Jay replied that the lawyer advised us to put this language in place, and so this wasn’t properly to be considered “ignorance.” Michael objected that Council had approved this change without knowing how it affects our ability to dismiss an officer with or without cause. Jay reiterated that Council relies on the expertise of the Society’s lawyer in bringing the Society into compliance with DC law. “That’s not an answer,” Michael replied. Jay noted that law is a matter of interpretation, and that the Society relies on its lawyer’s interpretations to interpret the incorporation laws for the District of Columbia. Michael objected again, and said that it seemed “very important with respect to our governance to know how this change affects cause or lack of thereof for removal of a Council member, and the fact that we don’t know whether approving this would change conditions under which we can remove a Council member would be deeply problematic and I would reject this change.”

Anita Guerrini replied that this is precisely why we have a lawyer. “None of us in this room are experts in the law, and we hire a lawyer so that we are in compliance with the laws where we are incorporated. I don’t see that removing vague language and making it more precise to be in compliance with the laws of the DC is problematic. That’s what this is about.” Mary Morgan asked whether this change was routine legal housekeeping, or whether there was special cause to request this change. Jay replied that these bylaw revisions were
approved by the membership three or four years ago. EC reviewed the bylaws again, noted some ambiguities that could be clarified, and sent these to the lawyer to make sure that such proposed changes were in compliance with DC law. He noted that we hoped that we could be grandfathered into the DC nonprofit law from the early twentieth century, but that this did not happen and so we had to become compliant with more than 100 pages of law instead of the prior 12 pages. The effort here was to make sure that our bylaws match the new DC law for the incorporation of nonprofits.

Various members of the audience began to perform online legal research in real time. Robin Scheffler wondered if the code referenced was accurate, or if a discrepancy existed between “directors” and “Council members,” or if a recent revision of the law (dated October 30) might also cause a discrepancy if we were to adopt the proposed wording. He was not sure that the referenced section was relevant to the question of removal. Daniel Goldstein noted, as a union member, that changing our bylaws doesn’t change what we are allowed to do, because we are governed by the law. But he agreed that Council members should have a deeper familiarity with the relevant rules than appeared to have been expressed that morning. Jan Golinski reiterated that he was not a lawyer, but that we do have lawyers who help us with these issues. In response to Robin’s comment, he noted that the officers of the Society are defined as directors in the bylaws. He also felt that the proposed change has no implications for removal for cause or non-cause, as Michael had suggested. It simply would establish that removal procedures can occur in two different ways: with a 2/3 majority vote of Council or by a majority vote of the members of the Society: “that is the actual content of the change that is being proposed.”

An unidentified member of the audience, echoing Robin, expressed her concern that the chapter-and-verse citation might be wrong. Robin then said that, in light of Jan’s comment, it appears he had made a mistake in his comment, and seemed to withdraw his objection. Jim Endersby related that it is common and appropriate practice to rely on lawyers for legal advice, and that it is important that we don’t all “ thrash around in the bushes trying to be lawyers
when none of us know what we are talking about.” He felt the proposed changes were fine.

Michael questioned this reliance on expertise, and that lawyers are merely advisory. “I personally don’t feel this lawyer has been giving us excellent advice,” and that Society governance required a higher level of involvement than mere consent, and involved questions about our responsibilities to each other and how we want to govern ourselves. “I think it is absolutely irresponsible” to simply do what the lawyer says. “It deeply concerns me that we are being asked to make a decision that we manifestly don’t understand.”

Jan asked what it was that Michael felt he didn’t understand. Michael said he was in favor of the second half of the revisions, but was “deeply concerned with reference to statutes that none of us in this room appears to have contemplated or digested and we are familiar with phenomenon of broken URLs… What is the value added of having specific reference to law, liable to revision? And in the unlikely event we have to invoke this law, having a potentially out-of-date reference could create serious governance problems that I don’t think this revision equips us to deal with.”

Marc asked if it would be useful for Jay to read this section of the law at this moment—that the relevant paragraphs are only six paragraphs, and restricts what one can or cannot do under DC law. Jay said he read the entire thing six months ago, but that he would fail in trying to interpret it on the spot right now. Marc noted that what the room needs to know right now is that there are very explicit limitations on what we can do to remove a Council member (felony, mental incompetence, etc.)

Bernie called for a vote. The membership, but for one individual, voted in favor of the proposed clarification.

3. **Vote for Secretary**

Jay explained the circumstances that required the election to be conducted at this meeting (there was no option to vote for him or for Gwen in the spring election when other members ran for office—so even though the races are uncontested, with only one nominee each, a formal election is required).
The nominee for re-election for Secretary, Luis Campos, exited the room. Bernie called for a vote. Luis was welcomed back to the room, and informed that the vote was unanimous re-electing him for another term as Secretary. (He was also informed that he was elected “Secretary for Life.”)

4. Vote for Treasurer

The nominee for re-election, Gwen Kay, had also exited the room for the vote. She was also re-elected as Treasurer or another term.

Executive Director’s Report (Jay Malone)

Jay expressed his gratitude for an active and involved membership that pushed back and questioned rather than simply accepting things as presented. He expressed particular gratitude to Michael and to Audra. He described in particular detail the recent “land acknowledgment” ceremony, the result of an effort led by Rosanna Dent and Marissa Petrou. Tribal histories and land rights in the Seattle region are convoluted, due to various treaties signed in the nineteenth century. Although the initial idea had been to invite all six elders from associated tribes to participate, and to set aside maybe a couple of hours for a land acknowledgment ceremony, for practical reasons this was difficult to enact. After much work and discussions with the Kim Tallbear and the plenary speakers, with the director of the American Anthropological Association, and with the head of the anthropology department at Notre Dame, Jay invited Chairwoman Hansen of the Duwamish tribe to give her welcome. For future meetings, Jay noted that local organizers will be charged with ensuring that the Society displays appropriate cultural sensitivity for the locations in which we meet. A land acknowledgment ceremony would not necessarily be appropriate in Utrecht, for example, but details will be left to our local organizers.

Jay then described a change in Notre Dame’s willingness to pay his and Ryan’s benefits, which has implications for the Society’s budget and for the future home of the executive office. These austerity changes are being enacted university-wide. Moving the EO is something we may need to consider, but it would be difficult to do so right now as we are planning for an Utrecht meeting in July. The
added expenses will be offset somewhat by the departure of Jessica Baron, who had served half-time as our “Director of Media and Engagement.” Jay expects that our new contract with Notre Dame will be a three-year contract that will provide computer support and a computer refresh, and a half-time graduate student, while also eliminating coverage of benefits.

**Editor’s Report (Floris Cohen)**

Floris delivered a valedictory farewell address, and noted that his final day as Editor next July 1 will coincide with his 73rd birthday. He described steps underway for a smooth transition to the next editorial team, and expressed his confidence that *Isis* will be in very competent hands. He also wanted to correct a “myth” going around that *Isis* was somehow not a welcoming place to publish as an early career scholar, and listed some numbers and initiatives he had undertaken. He was very keen to provide valuable editorial experience for students at Utrecht, and had nothing but praise to offer for his team of (over the years) fourteen assistants and the *Isis* backbone staff. He also expressed his gratitude to the Descartes Center, its director Bert Theunissen, and the Utrecht faculty of the humanities. There was sustained applause.

Mary Morgan asked if he could describe the numbers he mentioned in terms of proportion of papers submitted, to have a better sense of the presence of early career scholars in *Isis*. Floris said that he had not provided anything like statistics but only quantitative proof that it is very well possible for early career scholars to get an article published in *Isis*. Nor is he interested in such statistics: the point is that it can very well be done. At times he is not even aware that an article is by an early career scholar until he has accepted it.

**Treasurer’s Report (Gwen Kay)**

Gwen noted that the draw from our budget from last year was less than we had budgeted. Unlike previous years, where we had had a higher draw than we would like in an anticipated budget, the draw was a bit lower at the end of the last fiscal year: 4.2%. Gwen also reiterated the increasing costs the Society would have
to bear for the Executive Office (Notre Dame’s disassociation from paying benefits for Jay and Ryan), and how this would increase from 50% to being 100% our responsibility. She also noted that we are at long last moving our endowment monies from US Trust to Vanguard, which she anticipated will save the Society about $22,000 in fees. She thanked Adam Apt for doing some of the research that made this possible. Finally, Gwen noted, our audit was completed, and we have a received a clean letter, so things are going very well. The membership expressed its relief with joyous applause.

**Committee Reports (Synopsis by Jay Malone)**

*Committee on Meetings and Programs.* HSS will be meeting with SHOT in Mérida, Mexico, in November 2021, with Edna Suárez Diaz and Gisela Mateo will be local organizers. He has visited the location, and notes that we will have two properties located across the street from each other. There will be no designated SHOT vs. HSS hotel, so members from both groups will be encouraged to cross-populate and sessions will held in both properties. This joint meeting is an early outcome from Council’s desire that HSS seek to meet with other societies than PSA, such as SHOT and 4S (although meeting with 4S is complicated because of their international rotation). The 2019 meeting is upcoming in Utrecht from July 23-27. The call for papers will be online shortly. The Utrecht meeting will begin on Tuesday evening with a plenary, and will run until Saturday morning. Tuesday and Saturday mornings may be reserved for local excursions (such as to the Museum Boerhaave). Meeting space is always tight at our meetings, and there is extreme pressure in trying to find space especially for our special interest groups, whose numbers are growing year by year (two last year, and two more in the offing), to meet. SHOT has addressed these issues by setting aside Sunday morning. Given that we will be meeting with SHOT once if not twice in the coming years, we are considering doing something similar—perhaps on Friday morning in Utrecht, and on Sunday morning when meeting with SHOT to align our schedules—and welcome feedback from the membership about this idea. Rima Apple noted that she was concerned about having all the interest groups meet at the same time, as she is a member of several of them. (The thought is to have interest
groups and roundtables meet on the same morning, but interspersed over a three-hour span, so not every interest group would be in direct conflict with every hour.) Jay says he worries about many things in his job, but Utrecht isn’t one of them—he praised the marvelous organizing committee at work, and said he thinks our first meeting outside of North America will be a wonderful one.

Jay anticipated attendance for our Seattle meeting to be around 750, and that it looks like it may end up being around 700. West coast meetings typically don’t have the same attendance as meetings on the east coast. Looking ahead, we may have a co-located meeting with SHOT and SLSA in New Orleans in 2020 (perhaps Oct 7-11, or 18-21, although the hotels would prefer that we meet in September’s hurricane season). Jay will visit New Orleans in December for a site-visit. Here he anticipates that SHOT and HSS would be in one hotel and SLSA in another hotel, at a short distance from each other. He noted that there were many positive comments about our meeting with SLSA in 2016.

Accessibility. Jay encouraged all session participants to use microphones when available, out of respect for our members’ varying needs. He is considering the possibility of an “accessibility organizer,” who could request various accommodations, such as printed copies of presentations available for consultation only during the session. He welcomed feedback.

**Diversity Committee.** Jay noted that Council approved the creation of a “Diversity Committee,” an idea first put forward as a subcommittee of the Women’s Caucus, but which Council has established as its own committee with co-chairs Myrna Perez Sheldon and Don Opitz. The committee’s work is too important to be siloed, and so it is hoped that the committee will be representative of Society as a whole, with a member from CoMP serving *ex officio*, and that there are reserved spots for scholars who reside outside of the United States.

**Committee on Membership.** The committee is moving ahead with a plan for discounted membership with sister societies, something that SHOT is eager to get going. SHOT members will receive a special code offering a 15% discount, and vice versa, a reciprocal membership benefit that will be particularly welcome with co-located meetings. Nine other societies are also being considered for similar
arrangements, and it is hoped that this will launch in January 2019. Jay also encouraged the membership to help with our Sponsor-A-Scholar program, which is designed to assist scholars coming from non-OECD countries, and who may not be able to afford HSS membership otherwise. He welcomed nominations.

Committee on Honors and Prizes. An agreement is being finalized for a kind of “independent scholar” prize, endowed by Virginia Trimble, an astronomer and a generous supporter to Society. Jay noted that he hopes to be able to announce that independent scholar prize on 31 Dec 2018 and award it in Utrecht for the first time.

Committee on Education and Engagement and the Committee on Advocacy have met together to chart a path forward, after having been somnolent this past year. Jay noted that committees need firm directions and a goal in mind to move ahead. He once again envisions doing some sort of event in partnership with National History Day, perhaps a lunch series of webinars to help teachers in secondary school (grades 8-12) to incorporate history of science into History Day projects, with perhaps a culminating public engagement event in New Orleans (potentially at the WWII Museum). JCSEPHUS might also coordinate with such an event. He hopes that something might emerge.

HSS@Work has not been working, and the co-chairs Jessica Baron and Matt Shindell didn’t have an opportunity to put anything together for Seattle meeting. Jay noted that nothing had been done for the Toronto meeting either, and so the Society is looking for interested volunteers, scholars who work outside of the traditional academy, to join and direct this important work.

Women’s Caucus. Jay asked Marsha to report that the annual breakfast has now been endowed by an anonymous donor.

Bernie thanked everyone for attending, and wished them well with the remainder of the conference.

New Business
The meeting adjourned at 8:52 am.
Minutes duly recorded by Luis Campos, Secretary

**In attendance**

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<td>David Baneke</td>
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<td>Michael Barany</td>
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<td>Ariane den Daas (non-member)</td>
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