

**Memorandum of Understanding
between the
South Asia Open Archives
and the
Council on Library and Information Resources**

March 2025

This Memorandum of Understanding (MOU) outlines the agreement between the South Asia Open Archives (SAOA) and the Council on Library and Information Resources (CLIR) whereby CLIR will serve as fiscal and legal host for SAOA, as SAOA does not have its own separate legal status under U.S. law.

Sections:

[Financial and legal responsibilities](#)

[Personnel management](#)

[Membership management](#)

[General operational support](#)

[Term of agreement](#)

[Fees](#)

Financial and legal responsibilities

CLIR will serve as a legal entity on SAOA's behalf. CLIR's responsibilities in this area include:

- Serving as the legal signatory on contracts on behalf of SAOA.
- Applying for and accepting grants on behalf of SAOA.

CLIR will handle SAOA's funds with direction from SAOA's Executive Board and its designated managing director. CLIR's responsibilities in this area include:

- Serving as a "banker" for SAOA by receiving and disbursing funds on SAOA's behalf.
 - CLIR will handle these funds using its own banking and investment accounts but will ensure funds are not commingled with other CLIR funds by maintaining a separate internal account code for SAOA in which all income (including interest earnings) and disbursements are accounted for.
 - SAOA funds will be maintained in an Escrow account at CLIR's bank (Capital One Bank). Interest will accrue and deposit directly into the separate SAOA Escrow account.
 - SAOA has the option to invest funds in a separate sub-account at Merrill Lynch, where CLIR has an investment advisor. (currently led by Richard Coppola at Merrill Lynch) or, if requested in writing, in accounts designated by the SAOA's Executive Board. All interest and income earned on these accounts will be allocated to SAOA.
 - Funds will be disbursed only with the approval of the managing director of SAOA and/or another individual(s) designated by the SAOA Executive Board. Payments in the amount of \$15,000 or larger require two approvals from SAOA designated individuals.

- Providing monthly reporting of the SAOA account balance(s) to the SAOA Executive Board and managing director.
- Providing SAOA with a copy of CLIR's annual audit.
- Providing budgeting services from CLIR's chief financial officer (CFO). If requested, the CFO will attend meetings to present financials to the Executive Board, with travel costs to be covered by SAOA where applicable.

SAOA will:

- Pay for all SAOA related wire transfer, banking, and credit card fees and be responsible for any currency valuation exchanges.
- Maintain best practices for approval of expenses by submitting a check request to CLIR for payment of expenses using CLIR's standard check request form.
 - Check requests will be approved by a member of the SAOA Executive Board or, if applicable, a staff member employed by CLIR on SAOA's behalf who has been granted appropriate authority by the SAOA Executive Board.
 - Approvals may be made by signature or by e-mail.
 - Expenses over \$15,000 will require approval from at least two authorized individuals.

Personnel management

CLIR will be the legal employer for staff hired to carry out duties for SAOA. CLIR will also act as the signing party on any contracts signed with consultants or contractors SAOA retains to carry out its activities.

CLIR will:

- Provide SAOA with access to CLIR's recruitment platform(s) to facilitate SAOA's recruitment and hiring processes.
- Assist with writing and issuing offer letters as requested by SAOA. Note that even where letters are issued by SAOA staff or governance, CLIR will necessarily serve as signatory or co-signatory on all offer letters as CLIR will be the formal employer.
- Pay salaries, wages, and consultant or contractor fees as designated by the relevant letter of employment, agreement, or contract.
 - Regular employees hired on SAOA's behalf, whether full or part-time, will be paid on CLIR's regular twice-monthly payroll schedule. CLIR employees are paid on the 15th and last business day of each month. Payments will be issued via CLIR's payroll system.
 - Consultants and contractors will be paid on the schedule agreed to in their contracts.
- Ensure applicable local, state, and federal laws are followed regarding payroll, taxes, benefits, trainings, and other conditions involving employees.
- Maintain required state and local registrations in locations where SAOA employees work.
- Hold insurance policies providing financial coverage in the event an SAOA employee files a legal complaint against the organization.

- Provide employees hired on behalf of SAOA with the full range of benefits offered to other CLIR employees of similar status. Benefits may be changed at any time at CLIR's discretion. SAOA will be notified as soon as possible of any changes to CLIR benefits and, where possible, given the chance to elect to maintain their employees' benefits at the previous level.
 - Currently, all full-time regular employees at CLIR (generally considered to be those who work 30 hours or more per week) and certain part-time employees (generally those who work more than 20 but less than 30 hours per week) are eligible for the entire range of CLIR's benefits, including health insurance and a 15% no-match contribution of the employee's base salary to a 403(b) plan.
 - Information about the range of benefits CLIR offers its employees and a copy of the current employment manual can be found in a public Box Drive folder, here: <https://clir-dlf.box.com/s/8d6qqw3mqy7ijfdj4g6mqe5blwdtiwx>.
- SAOA employees will be encouraged to attend CLIR staff meetings both online and in-person.

SAOA will:

- Cover all direct expenses incurred on behalf of or by the employees, consultants, and contractors CLIR employs on the SAOA's behalf, including e.g.:
 - Salaries, bonuses, and other compensation;
 - benefits costs; and
 - expense reimbursements, including travel costs, in line with CLIR's [travel policy](#).
- Handle most personnel management responsibilities for employees hired by CLIR on behalf of SAOA, including:
 - recruitment;
 - defining the title, job description, and salary;
 - performance reviews and related matters such as developing and implementing professional development or performance improvement plans;
 - promotions; and
 - determining raises and bonuses.

Note that where CLIR has legal obligations regarding an employee (e.g. must provide information to an employee regarding their rights under relevant labor laws, receive requests for accommodations under the ADA, provide required employee training such as anti-harassment training), CLIR will act as needed. The SAOA Executive Board will be kept apprised of any situations arising which require CLIR's action and their advice will be sought and followed insofar as possible.

Membership management

CLIR will:

- Issue and process invoices associated with membership
 - CLIR will provide SAOA access to CLIR's membership database and issue weekly reports of payments made.

SAOA will:

- Send a file with details for all invoices associated with membership.
- Perform all membership communications.
- Track membership payments and share financial reports provided by CLIR with the SAOA Executive Board.

CLIR may provide support from our conferences and events program manager or other staff upon request to assist SAOA with conferences or other events. Where this support is requested, SAOA and CLIR will agree beforehand on any applicable charges for non-SAOA CLIR staff time and establish a separate MOU for the work as appropriate.

General operational support

CLIR will provide SAOA with general operational support as part of this agreement. Such support includes the activities listed in the sections above

- CLIR's communications staff will facilitate the inclusion of SAOA news and events into CLIR communications as relevant.
- CLIR's development staff will serve as a resource for SAOA staff.
- CLIR's chief operating officer will provide general assistance, including human resources-related assistance to SAOA staff.
- CLIR will provide IT support for employees hired on SAOA's behalf.
 - SAOA staff will be granted access to standard office software including Microsoft 365, Box Drive, Slack, Zoom, and password management software (currently 1Password). Note that Adobe products are not considered a standard software under this agreement and use of these products may incur a pass-through cost to SAOA.
 - SAOA staff will be provided with a CLIR email address.
- CLIR will provide any regular staff employed on SAOA's behalf with a CLIR credit card.

SAOA will:

- Provide CLIR's communications staff with appropriate news and events from SAOA for use in CLIR communications.
- Keep CLIR apprised of any human resource-related issues, including hiring, promotions, bonuses, performance issues (including performance improvement plans), decisions to eliminate staff or positions, etc.

Term of Agreement

This agreement will remain in force until cancellation. This agreement can be canceled by either party without prejudice by giving 90 days notice.

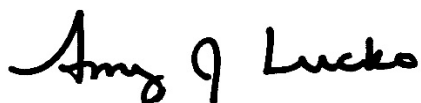
Fees

The fees for this service will be 12% of all revenues collected during SAOA's time as a CLIR affiliate. Note: the original transfer of SAOA's existing funds to CLIR will not incur the 12% fee as it is not considered revenue.

For the purposes of this agreement, "revenues" means any income collected by CLIR on SAOA's behalf for membership dues or payments as well as payments collected from those participating in SAOA events. Grants awarded to CLIR on behalf of the SAOA are exempt from these fees, although CLIR and SAOA may mutually agree to allocate overhead/indirect funds or selected direct costs awarded as part of a grant to CLIR to offset costs associated with management of the grant or other general overhead.

**Signed on behalf of
Council on Library and Information
Resources**

South Asia Open Archives



Signature

Amy J. Lucko

Printed Name

Chief Operating Officer

Title

March 5, 2025

Date



Signature

C. Ryan Perkins

Printed Name

SAOA Executive Board Chair

Title

March 6, 2025

Date