

## **Content Strategy Committee Terms of Reference**

(succeeds NRT TOR Revised: CRKN Board of Directors, October 22, 2012)

**Approved: CRKN Board of Directors, March 9, 2015**

**Revised: CRKN Board of Directors, September 7, 2017**

### **Purpose:**

The purpose of the CRKN Content Strategy Committee (CSC) is to assist the Board in fulfilling its oversight responsibilities by reviewing and making recommendations to the Board regarding the overall direction of the CRKN content program.

### **Terms of Reference:**

The CRKN Content Strategy Committee is established by the Board of Directors as a Standing Committee of the Board, pursuant to section 12 of the Corporations' by-Laws. The CSC is responsible for:

- developing and overseeing systematic means of needs analysis with members, to ensure meaningful consultation with regard to members' priorities, requirements and specifications for the identification, negotiation, implementation and perpetual access of electronic resources;
- maintaining an awareness of developments in the scholarly publishing landscape and potential opportunities to advance members' interests;
- developing objectives, principles, strategies, and specifications for vendor and open access negotiations and license agreements, for recommendation to the Board as appropriate;
- monitoring the execution of agreed-upon negotiations strategies by staff, and assisting/serving as a resource to the staff negotiator(s) according to the objectives established by the Board of Directors;
- evaluating the results of negotiations, and apprising the Board of progress, developments, issues and resulting contract terms achieved through negotiations;
- advising and assisting staff with effective implementation of resulting license agreements and access (including, for example, serials management and perpetual access details);
- contributing strategic insights and operations expertise from members' professional practice to support overall CRKN planning, program implementation and communications;
- working closely with other Committees to ensure alignment of committee objectives with respect to license fees and cost-sharing;
- Apprising the Board and staff of any policy and/or operational issues arising from the committee's work that may require delegation to another group or action elsewhere within the organization;
- Assuming such other responsibilities as from time to time may be delegated by the Board.

The Committee will take a consultative approach to its work, engaging members as appropriate, and will provide regular feedback to members through the channels outlined below in Lines of Communication.

### **Membership:**

- One (1) librarian elected to the position of CSC Chair on the Board of Directors.
- One (1) librarian appointed by the Board of Directors at the recommendation of the Executive Committee as Vice-Chair.

- Eight (8) librarians, two (2) from each regional library group<sup>1</sup>, with electronic collections / services and negotiations experience.
- One (1) librarian from an institution in Band 13, with digital collections / services and negotiations experience.
- Two (2) or one (1) CRKN Licensing staff as non-voting members.

Pursuant to section 13(4) of the Corporation's by-laws, the CRKN Executive Director is entitled to be present at and to participate in all meetings of any committee of the Board (unless the chair of the meeting requests that the Executive Director not be present for all or part of a meeting), and is entitled to receive notice of meetings and all information provided to members of any such committee relating to matters before the committee, but will have no right to vote as a member of a committee with respect to any matter.

At the discretion of the Executive Director, and in consultation with the Committee Chair, other CRKN staff may be called upon to participate in meetings as resource personnel, as required.

#### **Appointment Process:**

- The Chair of the CSC is an elected position to the Board of Directors, according to the by-laws of the organization and serves as liaison to the Board
- The CSC Vice-Chair is appointed by the Board of Directors based on the recommendation of the Executive Committee.
- The librarians from each regional library group are nominated by those respective organizations<sup>1</sup> and reviewed by the Executive Committee to ensure diversity of committee membership. Nominations should include expertise and areas of interest of the nominees. The Executive Committee may request an alternate nomination should it feel that the CSC requires more diversity of representation.
- The librarian from a Band 13 institution is nominated by agreement of all institutions in Band 13 based on the expertise, areas of interest and perspective that they would bring to the CSC. The Executive Committee receives and approves the nomination on behalf of CRKN.

#### **Term:**

- The CSC Vice-Chair and the eight regional librarians are ordinarily appointed for a three year staggered terms, normally once renewable
- The Band 13 representative is appointed by and at the option of members in Band 13, with no set term length. The Band 13 members have the ability to designate another representative at any time. In general, should the nominee change roles significantly or retire from their organization, the Band 13 members would be required to appoint a replacement representative.
- The term of the Chair cannot extend beyond their term on the Board.

#### **Chair:**

- The Committee is chaired by the Chair of the CSC as elected by the CRKN membership, pursuant to section 8(2)(c) of the by-laws.

#### **Meetings:**

- Meetings may be held at any place as the Chair may determine
- Meetings may be held at any time provided written notice has been given to each committee member at least 7 days, exclusive of the day on which notice is given, before the meeting is to take place. Notice of meetings may be waived by unanimous written consent of committee members

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<sup>1</sup> Council of Atlantic University Libraries (CAUL); Council of Prairie and Pacific University Libraries (COPPUL); Bureau de coopération interuniversitaire (BCI) (anciennement connu sous le nom de la CREPUQ); Ontario Council of University Libraries (OCUL)

- Quorum for meetings is a majority of committee members, provided that at least one designate from 3 of the 4 regional groups is present
- Normally the CSC meets bi-monthly via teleconference, and 2-3 times per year in person, as required
- Additional deliberations may be conducted via email between meetings as required
- In order to maintain the balance of representation and to ensure continuity and effectiveness of the CSC, substitution of representatives at meetings is not permitted

**Lines of Accountability and Communication:**

- The CSC is accountable to the Board of Directors
- The Chair of the CSC reports on its activities to the Board of Directors, and submits written recommendations as required for the Board of Directors' consideration
- Minutes and documents of the CSC are held confidential, and not for redistribution by committee members
- Following each CSC meeting, a summary of the meeting is prepared by staff, reviewed by the Executive Director and the CSC Chair for posting and circulation to the CRKN membership.
- Distribution of meeting summaries, minutes and documents is handled by the Executive Director through the corporation office, to ensure accurate and consistent information is distributed to appropriate parties
- Upon approval of the minutes of CSC meetings, CRKN staff posts a copy in the restricted Committees area of the website, accessible only to members of the CSC and the Board of Directors
- Official documents and communications are made available in French and English

**Financial and Administrative Policies:**

- Service on the CSC is non-remunerative
- Travel and meeting expenses for CSC members are reimbursed according to the policies of CRKN, including the Travel Expense Policy
- Members of the committee will comply with Board-approved governance and organizational policies, including code of conduct and conflict of interest policies