

Management Committee Minutes

11:00 to 12:30 Tuesday 21 April London Book Fair

Attendees

Management Committee

Jens Bammel, IPA
James Boyd, IFRRO [for Olav Stokkmo]
Fabrice Deschamps, Le Cercle de la Librairie
Peter Kilborn, BIC
Paola Mazzucchi, AIE
Ronald Schild, MVP
[Manfred Gravelius, MVP]
Eefke Smit, STM-FEP
Julian Sowa, ISBN
Neil Wilson, BL
Alicia Wise, PLS

Board

Piero Attanasio [apologies]
Wendell Lotz
Friedemann Weigel
Olaf Winslow

Staff

Mark Bide
Brian Green
Stella Griffiths

Minutes

1. Minutes of previous meeting [26 March] and matters arising

- 1.1. The minutes were approved as an accurate record of the meeting
- 1.2. There were no strong views expressed on attendance at the IDF Annual Meeting;
MB will make a decision in the light of other commitments

ACTION: MB

1.3. On EDItEUR Open Meetings it was suggested:

- 1.3.1. That meetings might alternate between the London Book Fair and ALA
- 1.3.2. That the Frankfurt Book Fair is probably sufficient in terms of providing a locus for meeting European libraries
- 1.3.3. That combined meetings with BISG (at BEA) and NISO (at ALA or ALA Midwinter) should be strongly pursued

ACTION: MB will continue discussions with BISG and NISO about possible US meetings, with a view to having the first of these in 2010.

2. EDItEUR Scope Definition

- 2.1. It was agreed that the scope statement should be more explicit with respect to defining the standards that EDItEUR itself develops (communication in support of ecommerce); it was also agreed that capacity is limited, and that EDItEUR may need to develop processes for choosing between priorities.
- 2.2. Otherwise, and subject to some minor editorial amendment, the scope statement contained in *090413 v01 EDItEUR Scope, Governance & Funding – Management Committee Discussion Document* was agreed.

ACTION: MB to recommend to the Board that this scoping statement be accepted; and subject to Board approval, to adopt this statement as the public definition of EDItEUR's role

3. Governance

- 3.1. The requirement for transparency of governance processes was again stressed.
- 3.2. It was agreed that there should be a bias in favour of a consensual model of governance, with a requirement for formal voting procedures avoided so far as this is possible.
- 3.3. There was some confusion over the way the term “membership organisation” was used in the document to define the potential eligibility criterion for board membership. This was intended to mean “a representative organisation with its own members” (for example, a Trade Association) not simply “an organisation in membership of EDItEUR” (which would be the equivalent of saying that every member of EDItEUR should be represented at Board level). This needs to be clear in the final documentation of the governance structure.
- 3.4. It was agreed that the problem of those stakeholder communities which are not represented by appropriate Trade Associations would need to be resolved by those communities.
- 3.5. The general principle of a two-tier structure [as proposed in *090413 v01 EDItEUR Scope, Governance & Funding – Management Committee Discussion Document*] – a larger Board and a smaller Management Committee – was generally agreed to be acceptable, although before final recommendations on this structure could be made to the Board, the committee would need fully to understand the terms of reference for each. This is subject to legal advice, but in outline the Board will exercise fiduciary, financial and strategic oversight, while the Management Committee will manage within the guidelines established by the Board.
- 3.6. It was suggested that members of the Board (with one exception – it is essential to have one “natural person” as a Board member) could be corporate rather than individual (and be the same organisations as the “members of the company” – EDItEUR is a company limited by guarantee established under UK law). This would obviously be a desirable outcome from the point of view of administration (subject to legal review).
- 3.7. A Board of up-to 20 members was not seen as creating unmanageable problems. If EDItEUR grows in size to the point where it has more than 20 “membership organisations” seeking to be members of the company (and the Board), the problems of success can be managed, presumably by election (subject to legal review).
- 3.8. It was agreed that the Board should elect officers – Chairman, Treasurer, Secretary (subject to legal review)
- 3.9. It was agreed that the Management Committee should be chaired by the Executive Director, to create a clear reporting relationship between the Management Committee and the Board
- 3.10. One annual “open” meeting would become the EDItEUR AGM, at which all members of EDItEUR would have the opportunity to question the Board (and the Executive Director) as well as providing input. It would make sense for this to be the Frankfurt meeting (subject to legal review)
- 3.11. It was agreed that in principle membership of the Management Committee should be expertise-based rather than representative. Members of the Management Committee need not themselves be members of the Board, and indeed it would be desirable for at least some members to be drawn from the wider membership. Governance instruments will need to identify appropriate mechanisms for election

to the Management Committee, while recognising that the reality is likely to be that members will need to be invited to stand rather than facing real substantial competition.

- 3.12. It should not be necessary in principle for standards organisations for which EDItEUR provides services to be represented on the Management Committee, although the specific circumstances of the relationship with ISBN justify this in the particular circumstances
- 3.13. The question of standards approval was left unresolved. However, it was agreed that a process is required, and should be agreed as part of the EDItEUR process review that will follow the completion of the governance review.

ACTION: MB to take legal advice on redraft of Mem & Arts, and prepare next stage documentation for the Management Committee before next meeting

4. Funding

- 4.1. Funding discussions were inconclusive and will need to be pursued in more depth at a subsequent meeting
- 4.2. It was agreed that, should it be decided to maintain a substantially higher rate for Charter Members, it would be possible for the Board to agree exceptions in case of genuine inability to pay where it was regarded as desirable for an organisation to be represented on the Board – members might contribute in kind rather than cash
- 4.3. However, it was also agreed that membership rates should be transparent and publicly available
- 4.4. Some concern was expressed at any plan to increase membership rates for 2010, in view of the current financially challenging environment
- 4.5. Clearly it would be highly desirable to increase membership overall, particularly in the UK and the US which are currently under-represented
- 4.6. It was generally considered that a complex “tiered” membership arrangement would be likely to be counterproductive, although the possibility of differential rates for members in developing countries was floated
- 4.7. In marketing membership, it is essential to take a close look at the potential for increasing the benefits of membership. However, although there was some support for the idea of charging for usage of EDItEUR standards, it was agreed that (on the basis of the available evidence) this really works only in the context of identifier standards (where it is clear what is being charged for – a prefix, a block of numbers, a clear set of services) or for standards incorporating patented technology
- 4.8. It was agreed that we should become more rigorous in excluding from membership of EDItEUR committees representatives of companies that are not themselves in membership of EDItEUR.

ACTION: MB to take further soundings and produce a new discussion paper on funding and membership benefits for the Management Committee.

5. Next Meeting

The next meeting of the Management Committee will be a phone conference. MB will poll members for possible dates.