



EPIC Terms of Reference for Consortium Governance

EPIC Governance Group (EGG)

1. Introduction

In May 2003 The National Library of New Zealand agreed to fund a Proof-of-Concept project to investigate the viability of collaborative purchasing of full-text electronic resources, with the view, to the consortium eventually being self-sustaining if successful. December 2003 saw the signing of the contracts between vendors and the National Library, and between the National Library and New Zealand libraries.

Early in 2004, the PER:NA Steering Committee recommended that:

- 1) the name be changed from PER:NA to EPIC, and
- 2) a governance structure be set up for the first year of operation whereby the National Library of New Zealand acts as lead agency but that the strategic direction of the consortium is managed by a cross sector body, namely, the EPIC Governance Group (EGG).

Governance will be reviewed by December 2004 with the view to making changes as appropriate. Should these changes include the move to an incorporated society, then there would be no continuing role for a lead agency.

2. Name

The name of the consortium is EPIC.

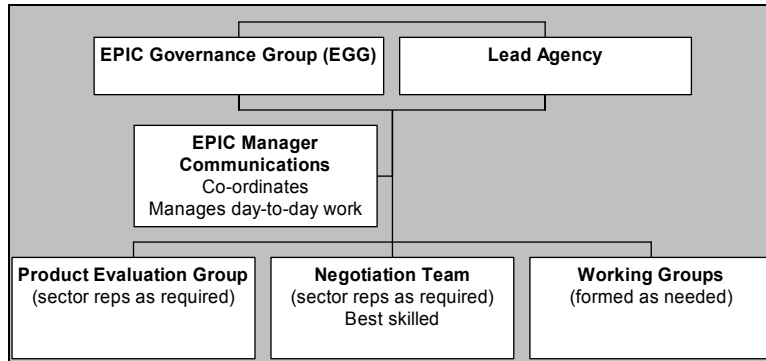
The name of the EPIC governance team is the EPIC Governance Group (EGG).

3. Purpose of the Consortium

EPIC is a non-profit consortium with a common interest to enhance access to e-Resources for all New Zealanders and to negotiate and facilitate access to quality e-Resources for library and information organisations and their customers.

4. EPIC Governance

The EPIC Governance Group (EGG) will guide the operation of the consortium and work to promote and stimulate the expansion of the consortium's offerings to as wide a New Zealand library market as possible. It is responsible for the strategic direction of the consortium and for ensuring that the operations match the consortium's stated purpose.



4.1 EPIC Principles for decision making:

These principles guide the behaviours and decision making processes of the consortium. Members of the consortium will aim to:

- Work collaboratively
- Promote inclusion
- Achieve sustainability
- Expand access to information
- Exemplify a partnering approach with vendors and members: a collaborative approach

5. Membership of the EPIC Governance Group (EGG)

5.1 Membership

A mix of libraries so that sectors are represented and a breadth of viewpoint is expressed. Members are nominated to represent their sector.

5.2 Sector representatives

The EGG shall comprise customer members from the following sectors.

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| • Universities | 1 member |
| • Wananga: | 1 member |
| • Large public libraries: | 1 member |
| • Medium/small public libraries: | 1 member |
| • Polytechnics/ Colleges of Education: | 1 member |
| • Research libraries (CRI/non-CRI); Special libraries (Law, Health, Government, Industry, Local authority) | 2 members from different sub-sectors |
| • Schools (primary and secondary) & School Services – National Library of New Zealand | 1 member for schools 1 for School Services |
| • National Library of New Zealand | 1 member |

A quorum is required for a meeting and decision making. 7 members are needed to constitute a quorum.

NOTE: Ideally all members will attend meetings, however, a nominated representative can stand in on occasions.



5.3 Process to Appoint Members of the EGG for Determining Initial Membership

NOTE: Members must be a signed up member of EPIC. EGG has the ability to review membership representatives in alignment with financial membership.

EGG process for determining Membership:

The EPIC Project Steering Committee shall approach the following sectors to provide a representative by asking each sector to seek nominations and vote if necessary from among consortium members in that sector:

- **Universities:** the University representative on the Steering Committee will consult with CONZUL chair
- **Wananga:** a Steering Committee representative will email each Wananga member
- **Large public libraries:** the Public Library representative on the Steering Committee will email Metronet members
- **Small & medium public libraries:** the Public Library representative on the Steering Committee will email each Consortium member
- **Polytechnics, College of Education:** the Polytechnic Library representative will contact the Polytechnics and the Colleges of Education
- **School Services:** Director School Services will nominate a representative.
- **Schools:** SLANZA representative on the Steering Committee will contact SLANZA
- **Special Libraries:** Special Library representative on the Steering Committee to email the EPIC members in this sector
- **National Library:** The National Library will nominate a representative

5.4 Term of Office

- A two year term of appointment with some of the initial appointments being three years.
- Rolling membership to ensure continuity of at least four members at any time.

For the initial appointments, the following terms will apply:

Universities	2 years
Wananga	2 years
Polytechnic, Colleges of Education	3 years
Large Public Libraries	3years
Medium and small Public Libraries	2 years
Specials – 2 members from different sectors	1 member 2 years & 1 member 3 years
Schools	3 years
School Services – National Library of New Zealand	2 years
National Library	3 years

5.5 Process to Appoint Members in an Ongoing Manner

NOTE: Members must be a signed up member of EPIC. EGG has the ability to review membership representatives in alignment with financial membership.

- EPIC Manager to email the appropriate sector to state that membership is due to be renewed and asking for nominations to be sent in to EPIC manager with a brief biography. Details of nominated persons will be published and voted on by the sector.

5.6 Proceedings:

The group shall:

- Elect a Chairperson, to be reviewed annually or as determined by the group
- Meet at intervals, a minimum of three meetings (face to face) per annum and others as required.
- Establish principles around confidentiality of documents and meeting records
- Have written agendas and minutes
- Have a consensus approach to decision-making
- Be serviced by the EPIC office
- Have travel costs covered by the EPIC administration budget.
- Delegations: there may be some financial and Human Relations matters which are delegated to a sub-group of EGG.

6. EPIC - Governance roles & responsibilities

6.1 The following table lists the responsibilities of the EPIC Governance Group, the Lead Agency and the EPIC Manager.

EGG will:	Lead Agency will:	EPIC Manager will:
1. Determine strategic direction		Implement the strategic direction -manage the day-to-day operations of EPIC -support and advise EGG -research industry, political & international trends
2. Be accountable for these financial activities: <ul style="list-style-type: none"> • Approve the budget • Approve cost allocation models • Develop a strategy to ensure long term financial sustainability • Commission an annual audit of accounts 	2. Lead Agency will provide systems and processes to support the EPIC Manager: <ul style="list-style-type: none"> • Pay approved invoices • Produce financial reports for EGG • Invoice customer libraries 	2. Manage the budget: <ul style="list-style-type: none"> • Monitor Income and Expenditure • Prepare and present reports • Maintain the cost allocation models • Approve invoices within delegation • Comply with financial processes • Report on debtors

EGG will:	Lead Agency will:	EPIC Manager will:
3. Approve the communications strategy & approve the annual report to members	3. Assist with the delivery of the communications strategy	3. Prepare the communications strategy & prepare the annual report to members - Implement the communication strategy
4. Establish the Terms of Reference for working groups	4. Contribute membership to the working groups	4. Support and advise working groups
5. Receive and make decisions on recommendations from working groups - authorise Lead Agency to enter into contracts	5. Enter into contracts recommended by EGG provided the recommendations are accepted by NLNZ	5. Manage contracts and relationship with vendors
6. Relationship management -promote co-operation with groups that have similar objectives -actively promote & champion the consortium -continue the excellent working relationship with the lead agency -maintain open and positive working relationship with the EPIC Manager - build and maintain excellent working relationships with NZ libraries.	6. Relationship management -continue the excellent working relationship with the EGG -maintain the contractual relationship with vendors and member libraries -maintain open and positive working relationship with the EPIC Manager	6. Relationship management -maintain open and positive working relationship with the EGG and Lead Agency and its staff -maintain day-to-day relationship with vendors and member libraries
7. Approve new members		7. Communicate with new members
8. Manage and resolve disputes		8. Be the first contact for dispute resolution



EGG will:	Lead Agency will:	EPIC Manager will:
9. Involved with appointment of EPIC Manager Set strategic priorities for the EPIC Manager	9. Employs the EPIC Manager NOTE: For employment contract only while the Lead Agency exists. Contract would need technical redundancy clause. So if new entity set up person will need to be transferred across.	

6.2 Working groups

There are two standing working groups:

- Negotiation Team
- Product Evaluation Group

In addition, the EGG may convene working groups on an as-needed basis to address specific issues or for specific projects.

6.2.1 Negotiation Team roles

Roles and responsibilities

1. Negotiate terms and conditions of the licence to recommend to EGG.
2. Recommend product licence and contract terms to the EGG.
3. Prepare and recommend a cost model.
4. Recommend to the EGG the establishment of specialised project groups to address issues arising from licence implementation, as required.

Membership:

- Best skilled
- Changes over time
- At least three members, no more than five
- Rolling membership to ensure continuity
- One member to have skills in cost modelling
- Drawn from a list compiled by the EGG of librarians experienced in negotiation
- When a new product is to be negotiated, the membership of the group should be reviewed to ensure appropriate sector coverage.
- May co-opt others to assist with aspects of a negotiation
- Serviced by the EPIC Manager

Term:

Any one person to be on the team for a maximum of four years – to be reviewed from time-to-time within that time-span by the EGG.

6.2.2 Product Evaluation Team roles

Roles and responsibilities

1. Evaluate proposed products
2. Recommend products to the EGG
3. Recommend to the EGG the establishment of specialised project groups to address issues, as required.

Membership:

- Drawn from a list compiled by the EGG of librarians experienced in the management of e-Resources

Term:

Maximum of two years – to be reviewed from time to time within that time span by the EGG.

7. Definitions

In these Terms of Reference, unless the context otherwise requires:

Auditor means the auditor of the consortium finances

Aggregator: A publisher who makes a collection of **e-Resources** available to libraries as a package. A package may consist of:

- electronic publications on a particular specialist subject area
- electronic publications across a range of subject areas (multidisciplinary)

Consortium: A grouping of mostly libraries formed to negotiate with suppliers. The consortium provides suppliers with a wider customer base, including organisations that would not normally be able to afford their product, in exchange for a lower pricing arrangement for individual customers.

Electronic site licensing: in this consortium, the arrangement whereby a single contract is negotiated between an aggregator and the lead agency, rather than entering into a contract with each consortium member. A site license specifies the conditions of access to the e-Resources.

e-Resource: (also known as Product or e-Product)

An information resource accessed electronically.

The e-Resource may provide:

- access to electronic publications through a single user interface
- searching and browsing functionality of the aggregated electronic publications

Lead Agency:

The Lead Agency, the National Library of New Zealand, purchases licences to e-Resources and makes these available to those New Zealand libraries who are consortium members. The National Library has relationships with the vendors and has contractual relationships with member libraries.

Library sectors: For the purposes of this project the Library Community has been segmented into the following Library Sectors:

- Tertiary
- Special
- Public Libraries
- Schools
- National Library

PER:NA: Purchasing Electronic Resources : a National Approach

The project name for a proof of concept feasibility study aimed at finding out whether a national consortium approach for New Zealand libraries purchasing electronic information resources would work. Once the project reached the milestone 'go live' a name for the consortium was sought from the membership. EPIC is the chosen name.

8. Sunset clause

Review of the Terms of Reference

The EGG will consider annually whether it needs to continue in existence and report to the Consortium members if, in its opinion, the Governance structure needs to change. If it considers that EGG should continue, the Terms of Reference will be reviewed and any required changes will be recommended to the Consortium members.