

Policy and Governance Committee Charter

12 Oct 2022: Approved by BoT

Purpose of the Committee

The Policy and Governance Committee (the "Committee") supports the work of the OA Book Usage Data Trust by:

- (i) developing and/or amending formal governance procedures and governance bylaws
 - (ii) supporting the OAeBU Data Trust Board of Trustees by establishing, refining and maintaining policies as determined by the Board of Trustees.
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Committee Membership

The Chair of the Committee

A Trustee appointed by the Board of Trustees is the Chair of the Committee.

Members of the Committee

In addition to the Chair, the Committee may be composed of up to 5 members, invited and appointed by the Board of Trustees upon recommendation by the Committee Chair. Committee members may include Trustees and invited community members representing OA book usage data stakeholders.¹ The Executive Director of the OA Book Usage Data Trust, or their designee, will participate as an Ex Officio member of the Committee. Overall, committee membership should reflect the diversity of roles and stakeholders related to the committee's purpose as pertains to OA book usage data exchange.

Nomination Process

Any one member of the Board of Trustees may nominate themselves or another person to serve as a committee member. Board of Trustees members will determine Committee membership with conscious effort to balance perspectives from OA book usage data stakeholders as described in the OA Book Usage Data Trust's Governance Guidelines.²

Committee Member Authority and Responsibilities

Each committee member is expected to thoughtfully participate and engage with the work of the committee. Policy and Governance Committee members are expected to:

- Establish, refine and maintain policies as determined by the Board of Trustees, and in the spirit of the mission and values of the OAEBU.
- Developing and, or amending formal governance procedures and governance bylaws
- Develop policies and procedures in line with current legal and regulatory requirements as determined by the fiscal sponsor or organisation's home institution and country.

¹ More information about OA book usage data stakeholders can be found in 2021 OA Books Supply Chain Mapping Report by Clarke and Ricci. On the web at: <https://doi.org/10.5281/zenodo.4681725>

² OA book usage data stakeholders are defined in the Board Representation and Balancing section of the OAeBU Data Trust: 2022-2025 Governance Documentation for Initial Board of Trustees on the web at: <https://doi.org/10.5281/zenodo.5703745>

Length of term

Committee members serve the committee for a one year, renewable term that runs from January 1 through December 31.

Virtual Meeting Participation

Committee members are expected to participate in all committee meetings held during their term, either online (preferred) or offline by contributing feedback and comments to the Chair in advance of a virtual session should they be unavailable. The Committee Chair and Executive Director will co-develop and share an agenda in advance of each meeting and communicate meeting details to Committee members in a timely fashion.

The committee will meet a minimum of quarterly, with the Chair to determine additional meetings as deemed necessary to meet the Committee's responsibilities. The Committee will meet virtually, and at such times, places, and manner as its Chair and OAeBU Data Trust staff may determine. Meetings will be conducted according to the OAeBU Data Trust's rules related to quorum, "Lazy" Roberts Rules of Order, and electronic voting.³

Intra-Committee Communications

Google Groups are used to manage the Committee's records access and editing privileges, email announcements, and calendar invitations. Trello is used to monitor the progress of actions and record future actions for each Committee. Slack channels within the OA Usage Data Trust workspace are used for committee business between meetings.

Minutes, recordings, and report outs

The OAeBU Data Trust staff will prepare meeting minutes for restricted committee member use. The Chair may approve redacted minutes to be made publicly available while ensuring the privacy and personal data about individuals or commercial confidentiality in respect when tenders/proposals/nominations the Committee may have discussed.

With the agreement of the Committee members, OA Book Usage Data Trust staff may record meetings to assist in minute taking or to provide background for Committee members unable to attend all or part of a meeting. Staff will regularly delete recordings as they are no longer required. The Chair of the Committee will provide verbal and/or written reports of the work and outputs of the Committee to the OAeBU DT Board of Trustees.

³ Board Committees follow the same process as the Board of Trustees, described in the Decision-making Process section of the OAeBU Data Trust: 2022-2025 Governance Documentation for Initial Board of Trustees on the web at: <https://doi.org/10.5281/zenodo.5703745>