



DELIVERABLE

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D2.1. Revised governance arrangements for The European Library

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D2.1. Revised governance arrangements for The European Library

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1. Summary

1.1. Introduction

This report documents changes to the governance structure of The European Library that have been agreed between CENL (The Foundation Conference of European National Libraries), LIBER (The Association of European Research Libraries) and CERL (The Consortium of European Research Libraries). The report is Deliverable D2.1 of the Europeana Libraries project. It presents the background to the changes, describes the process by which they were agreed, and incorporates the final Memorandum of Understanding recording the agreed changes, which will take effect in January 2013.

A review of governance was necessitated by the opening up of The European Library to research library members from the LIBER and CERL networks, The European Library having been previously governed by and for national library members. The inclusion of research library members in The European Library is being facilitated by the *Europeana Libraries* project. Revisions to The European Library's governance arrangements are part of the wider project task of producing a three-year business plan for the sustainability of the expanded The European Library.

1.2. The revision process

The CENL Board, as the current 'owner' of The European Library, agreed a simple process for the review of governance, based on the timetable set out in the *Europeana Libraries* project. A videoconference on 16 April 2012 brought together a joint group of board representatives for discussions on governance issues. The participants in the videoconference were:

- Paul Ayris – President of LIBER, Director of UCL Library Services and UCL Copyright Officer, UCL (University College London), UK
- Ulf Göranson – Chair of CERL, University Librarian at Uppsala University Library, Sweden
- Erland Kolding Nielsen – Chair of TEL Management Committee, Director of The Royal Library, Denmark
- Bruno Racine – Chair of the CENL, President of the Bibliothèque nationale de France

The meeting successfully defined the governance requirements of the three boards. These were encapsulated in a Memorandum of Understanding, which was drawn up by CENL, and circulated to the relevant board members for comment and refinement.

1.3. Outcomes of the revision

The finalised Memorandum of Understanding was signed by a representative of each board in June 2012. The key changes to the governance of The European Library that will take effect from January 2013 are these:

- Both national and research libraries to be represented at board level.
- Four of the ten seats on The European Library Management Committee to be taken by representatives elected from LIBER and CERL libraries.
- Chair and Treasurer of the Management Committee to be members of CENL
- Vice-Chair to be a representative of LIBER
- New governance arrangements to be reviewed after two years

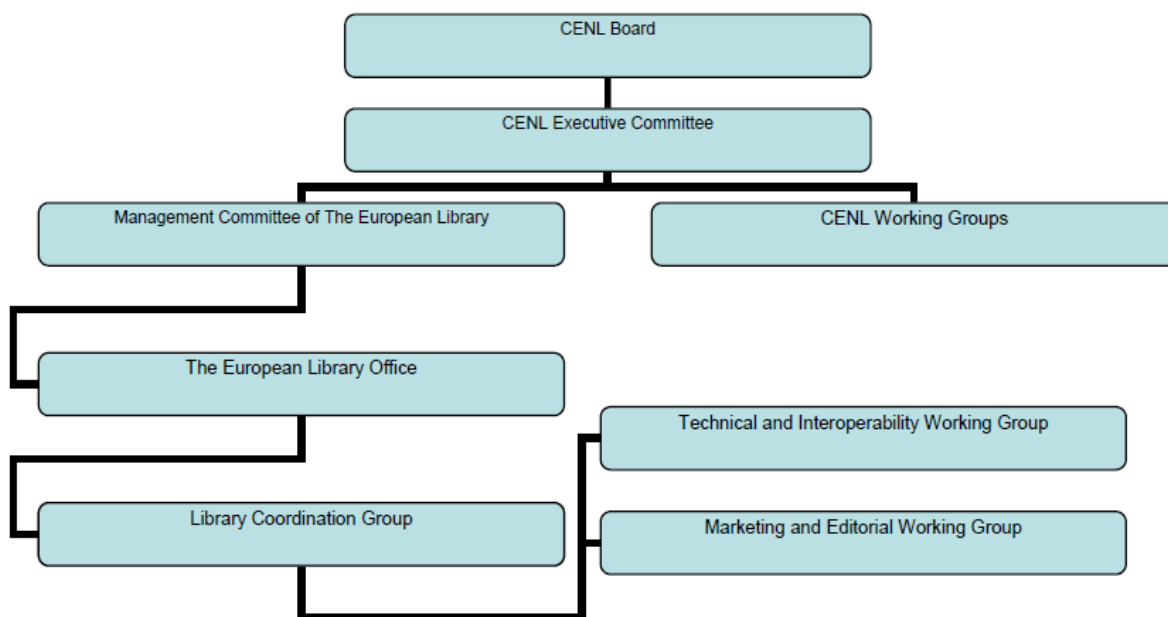
The Memorandum of Understanding, signed by representatives of the three Boards, is reproduced below (section 3).

2. Governance arrangements of The European Library

This section documents the governance arrangements of The European Library prior to the admission of research libraries from the LIBER and CERL networks into membership.

2.1. Committee structure

The European Library committee structure was last reviewed in 2008, resulting in the following framework, which has been in place since 2009.



2.2. Roles and responsibilities

2.2.1. CENL Board

The CENL Board comprises all CENL members and meets once a year to approve The European Library's strategy, annual plan and report, and budget.

2.2.2. CENL Executive Committee

The CENL Executive acts on behalf of the CENL Board on certain matters. The Executive has mandated The European Library Management Committee to supervise The European Library Office, be responsible for the strategic and annual plans and budget, plus the setting of membership fees, all of which must be approved by the CENL Executive.

2.2.3. Management Committee of The European Library

The European Library Management Committee reports to the CENL Executive Committee and, ultimately, to the CENL Board. Once the CENL Board has approved the overall strategy for The European Library, the Management Committee gets on with the task of overseeing the implementation of strategy, the running of the service and its effective performance. The Committee must ensure there are strong lines of communication and consultation with all Board members.

The Management Committee is responsible for recommendations on strategy, approval of the annual plan, overseeing financial management, operational performance and the appointment of the Director of The European Library Office. The Management Committee meets every two months.

The Management Committee's Terms of Reference are given below at 2.5.

2.2.4. The European Library Office

The European Library Office carries out the day-to-day work of The European Library. It is accountable to The European Library Management Committee.

2.2.5. Working Groups of the European Library

Working groups support The European Library Office and report to it. The Libraries Coordination Group is made up of representatives nominated by each national library to be the main point of contact with The European Library Office; it is the representative's job to ensure that the national library meets its obligations to The European Library. The Coordination Group has three sub-groups: a Marketing and Editorial Group, a Technical Working Group and a Metadata Working Group. Each meets twice per year at The European Library's main meetings.

2.3. Legal structure underpinning The European Library

The Management Committee is classed as a working group of CENL. It focuses only on issues related to The European Library.

At library level, membership of The European Library is based on a Partnership Agreement between CENL and each national library.

The operational running of The European Library is undertaken by the National Library of the Netherlands, on the basis of a Service Level Agreement with CENL. From 1st January 2013, this arrangement will be transferred to the Europeana Foundation, which will employ staff and provide operational systems and services.

2.4. Membership and officers of the Management Committee of The European Library

2.4.1. Membership

The Management Committee currently comprises 10 members. According to the governance document approved by the CENL Board, only CENL Board members are eligible to represent CENL on the Management Committee; this rule is under consideration by the CENL Executive because it is not always practicable. The optimal size of the Management Committee is considered to be around 10 members in total.

It is possible to co-opt outside experts or representatives from external organisations onto the Management Committee. Such members must be put forward by the CENL Executive Committee and the CENL Executive Committee reserves the right to co-opt any further members onto the Management Committee.

2.4.2. Method of electing members

The election process is managed by the CENL Executive Committee, which is responsible for ensuring broad and fair representation across the partner libraries (all Council of Europe states are eligible for membership of The European Library). Elections are held every three years. Members may be re-elected for an additional term. Should vacancies arise mid-term, an election process is

followed, and the term of office of for members joining mid-term has the same end as for the rest of the Management Committee.

Nominations are encouraged from across all partner libraries. Candidates must be nominated by one institution that is not their own. A candidate may stand as an officer (Chair, Vice-Chair and Treasurer) or as an ordinary member. He/she should be prepared to serve for up to 3 years, have a good level of English and be willing to travel probably twice a year to meetings. Every CENL member can nominate as many candidates as s/he likes.

2.4.3. Officers of the Management Committee

The positions of Chair, Vice-Chair and Treasurer are proposed by The European Library Management Committee and approved by the CENL Executive Committee/Board. The Chair of the Management Committee reports to the CENL Executive Committee and is invited to the meetings of the Executive Committee, as appropriate.

2.5. Terms of Reference of the Management Committee of The European Library

Role

- To represent the directors of European national libraries taking part in The European Library
- To ensure effective strategic leadership of The European Library
- To ensure that The European Library provides a cost-effective service that operates within budget

Main tasks

- To oversee the drafting of the three-year strategic plan and annual product and service plan, which shall be approved by the CENL Executive Committee
- To oversee the drafting of an annual budget for The European Library service, which shall be approved by the CENL Executive Committee
- To approve the annual and interim reports and accounts prepared by The European Library Office at the Koninklijke Bibliotheek, which shall be audited externally each year
- To propose the level of subscription fee to be paid by new members and the annual fees for all members, to be approved by the CENL Executive Committee
- To appoint the director of The European Library, who shall report to the Management Committee
- To monitor the activities of The European Library Office

Appointment

- Around 8 or 9 CENL Board members; only CENL Board members are eligible to represent CENL on The European Library Management Committee
- The CENL Executive Committee reserves the right to co-opt other members to the Management Committee; the hosting library shall be an ex-officio member
- Elections shall be held every 3 years; members may stand for one additional three-year period at the end of their first year
- The positions of Chair, Vice-Chair and Treasurer shall be elected by the CENL Board

Accountability

- The Management Committee reports to the Executive Committee of CENL.
- The Chair of the Management Committee reports to the CENL Executive Committee and attends its meetings when there are matters that relate to The European Library

Meetings

- To meet quarterly, to coincide with the schedule of reporting against the annual plan
- Meetings may be physical or virtual, as appropriate
- The Chair of the CENL Executive Committee shall attend meetings of the Management Committee in order to optimise communication between the two bodies

3. Governance changes effective from January 2013**3.1. Summary**

This section documents the changes that have been agreed to the governance structure of The European Library, to take effect from 01 January 2013. The changes are captured in a Memorandum of Understanding (see 3.2), drafted by CENL and signed by representatives of all three boards.

The changes agreed are constitutional. The committee structure shown at 2.1, and the roles outlined at 2.2, remain unchanged.

The key changes are these:

- Both national and research libraries are to be represented at board level.
- Four of the ten seats on The European Library Management Committee are to be taken by representatives elected from LIBER and CERL libraries.
- The Chair and Treasurer of the Management Committee are to be members of CENL
- The Vice-Chair is to be a representative of LIBER
- The new governance arrangements are to be reviewed after two years

3.2. Memorandum of Understanding between CENL, LIBER and CERL on changes to the current governance structure of The European Library

Representatives of the Boards of CENL, LIBER and CERL board have signed a Memorandum of Understanding confirming that they have reached the following agreement as a solution to the future governance of TEL:

1. The current working groups of TEL can be opened to representatives from research libraries in addition to national libraries.
2. The TEL Management Committee shall be composed of a total of 10 members, with LIBER and CERL to receive 40 % of the seats.
3. CENL and TEL Management Committee will thus admit 4 new members to the TEL Management Committee from LIBER and CERL. This will be regulated later according to the change in structure.
4. This new governance structure will be tested for 2 years starting from 1st January 2013.
5. The Chair and the Treasurer of the TEL Management Committee shall come from CENL.

6. The Vice-Chair shall come from LIBER.
7. The LIBER and CERL Boards may nominate representatives and ratify the election of these representatives.
8. This formal agreement on governance is a deliverable to the European Commission by 30th June 2012.
9. A new election to the TEL Management Committee shall be instigated in October 2012, during the CENL annual meeting in Vaduz, Liechtenstein. CENL shall ratify the new governance structure, re-elect the CENL members who already hold valid seats, and elect 4 members from LIBER and CERL.
10. The new Management Committee to be in place by January 2013.
11. A meeting between the current MoU signatories to take place in October or November 2012 (date to be determined), before the new TEL Management Committee is in place by January 2013.

The Memorandum of Understanding has been signed by the following network representatives:

Bruno Racine
Chair, CENL

Paul Ayris
Chair, LIBER

Ulf Göranson
Chair, CERL

4. Next steps

4.1. Europeana Libraries: project tasks

The Europeana Libraries project will incorporate the revised governance arrangements in the business and network development plan that is in preparation for delivery (D2.3) in November 2012.

4.2. The European Library governance framework

An election to elect 4 new members from CERL and LIBER to the Management Committee will be arranged by The European Library office for October 2012.

The revisions to the governance of The European Library described above will be carried through into various supporting documents, namely:

- Mandate from CENL Executive to The European Library Management Committee
- Terms of reference of The European Library Management Committee
- Partnership Agreement of The European Library

These updates will be co-ordinated by The European Library Office for completion by the end of 2012.