

## Schedule 2 – Trove Strategic Advisory Committee

### 1. Purpose

- 1.1 Trove’s digital infrastructure provide access to national, combined collections on Australia’s cultural history where rights permit. Trove Partners provide access to their collections to the Trove platform and contribute to the operational cost of Trove. Trove Partners include organisations that contribute to and benefit from the Trove content, access and delivery platform.
- 1.2 The Trove Strategic Advisory Committee is the principal advisory body through which the NLA will seek input from Trove Partners around Trove’s strategic direction. The NLA will consult closely with the committee and seek advice to inform decision-making on priorities and investment strategies affecting Trove. The intention is to ensure that decisions affecting the future evolution of collaborative digital services are not made in isolation.
- 1.3 The Trove Strategic Advisory Committee is not a legal entity and will not have legal or contractual responsibility for the delivery of Services offered through Trove. The NLA retains ultimate financial risk, accountability and decision-making authority.

### 2. Responsibilities/Terms of Reference

- 2.1 Specific responsibilities of the Trove Strategic Advisory Committee include:
- a) Providing strategic advice as input to the development of policies and infrastructure affecting the suite of services delivered through Trove;
  - b) Assisting the NLA to evaluate and prioritise existing services; and
  - c) Consulting with Trove Partner organisations that are not directly represented on the Committee when appropriate.

### 3. Structure and Membership

- 3.1 The committee will comprise both elected and appointed representatives to ensure balanced and equitable representation of Trove Partners. The Committee will operate as a strategic leadership group as well as a representative sample of this diverse set of organisations.
- 3.2 To ensure the Committee recognises both sectoral interests, service-driven interests and level of investment appropriately, the membership base of the committee will be as follows:
- a) Trove Partners from the Content Contribution, Core, Core Plus and Traditional Packages (Group A) will elect three members from within that cohort to represent them;
  - b) Trove Partners from the Traditional Plus and Premium Packages (Group B) will elect three members from within that cohort to represent them;
  - c) Up to four partners may be appointed at the discretion of the Director-General of the NLA. The purpose of these appointees is to ensure the Committee represents both the broad spectrum of interests across the partnership base and can provide appropriate leadership advice to inform decision-making;
  - d) The Director-General of the NLA; and
  - e) One Assistant Directors-General from the NLA, who will participate in an ex officio capacity.

Number	Mechanism for selection and appointment
Three	Elected by and from Trove Partners in the Content Contribution, Core, Core Plus and Traditional Packages (Group A)
Three	Elected by and from Trove Partners in the Traditional Plus and Premium Packages (Group B)
Up to four	Appointed by invitation from the NLA
One	Director-General of the NLA
One (ex officio)	Assistant Directors-General, NLA

#### **4. Elected Members**

- 4.1 Two election processes will be conducted simultaneously to appoint Committee members to represent Group A and Group B. Members of each group will be eligible to nominate and vote for three positions for their group only. Each Trove Partner in each group will have one vote.
- 4.2 The NLA will invite those nominees who receive the highest number of votes to join the Committee. The highest number of votes will be determined in accordance with a preferential voting process whereby:
- a) The candidate who receives the fewest first preference votes will be excluded and each of their first preference votes will be counted to the next un-excluded candidate in the order of preference indicated by the voter and will be regarded as first preference votes; and
  - b) The process of eliminating candidates who have received the fewest first preference votes will be repeated until the number of candidates remaining equals the number of vacancies for the relevant Group.
- 4.3 Where the preferential voting process results in a tie for the third and final vacancy, the candidate with the most first preference votes prior to the allocation of first preference votes from the excluded candidates will be elected.
- 4.4 Elections will be conducted to replace or reappoint (as the case may be) elected members at the end of their term on the Committee.
- 4.5 The NLA may engage an external service provider to conduct the elections referred to in paragraph 4.1 and 4.4.

#### **5. Appointed Members**

- 5.1 The NLA may co-opt up to four individuals to join the Trove Strategic Advisory Committee at its discretion. Co-opted members will be chosen by the NLA to complement the skills and expertise of the elected Committee members and ensure diversity of representation on the Committee.

#### **6. Term**

- 6.1 Committee members will be elected or appointed for three-year terms. Committee members may serve for a maximum of three terms. Terms do not need to be served consecutively.

#### **7. Replacement of Committee members**

- 7.1 Where a Committee member relinquishes their membership of the Committee, the Committee member may be replaced by:
- a) If the member was appointed by the NLA pursuant to paragraph 3.2(d), the NLA appointing a replacement Committee member; and
  - b) If the member was elected pursuant to paragraph 4, the Committee appointing a replacement Committee member.

#### **8. Chair**

- 8.1 The Director-General will seek nominations for the election of the Chair (and any replacement Chair) of the Trove Strategic Advisory Committee from amongst the elected and appointed representatives. The Committee then elects the Chair by majority vote. NLA Committee members are not eligible to be the Chair.
- 8.2 The role of the Chair is primarily administrative, ie running meetings, and representational, ie speaking in public fora. Where the Committee holds a vote and there is a tied result, the Chair may make a casting vote.

## **9. Committee Meetings and Recommendations**

- 9.1 Trove Strategic Advisory Committee meetings will be convened by the NLA not less than once per quarter, and at least two Committee meetings will be face-to-face per annum where possible. The NLA will arrange and meet all reasonable travel and accommodation costs for Committee members.
- 9.2 The NLA will consult with and seek advice from the Trove Strategic Advisory Committee on issues that, in the NLA's judgement, could have a material effect on the delivery of Trove Collaborative Services.
- 9.3 The purpose of the Committee will be to develop options and make recommendations for consideration by the NLA. It is desirable that recommendations are acceptable to all members of the Committee and the Committee should strive to reach consensus. Where this is not possible, the Chair may call for a vote. A simple majority of Committee members present for the vote will determine the outcome. If a majority of the Committee members do not vote in favour of a recommendation, the recommendation will not be presented to the NLA.
- 9.4 The NLA will review all recommendations by the Committee and provide a written response to the Committee.
- 9.5 The Committee may establish short-term task forces or seek expert advice from the broader Trove Partner group (or both) to assist with its deliberations. Any costs associated with task forces must be approved by the Director-General of the NLA.
- 9.6 The Committee may develop procedures to assist it with its deliberations or the operation of the Committee generally. Such procedures must be approved by the NLA prior to being implemented.

## **10. Quorum**

- 10.1 A quorum for a meeting of the Committee will be achieved where a majority of the current Committee members are in attendance at the relevant meeting.
- 10.2 A committee member is not permitted to appoint a delegate to represent them where they cannot attend a Committee meeting.

## **11. Secretariat**

- 11.1 In consultation with the Chair, the NLA will prepare the agenda and associated papers for discussion at Committee meetings. Trove Partners may request that items be included on the agenda for a meeting. The NLA will prepare minutes of each Committee meeting. Following each Committee meeting, a short document with key messages and discussion points arising from the meeting will be prepared by the NLA for the Chair's approval, and it will be made available to Trove Partners through the Trove website after the Chair has approved the document.
- 11.2 NLA staff may attend Trove Strategic Advisory Committee meetings to present papers and perform Secretariat functions but will not be members of the Committee.

## **12. Confidential Information**

- 12.1 Members of the Trove Strategic Advisory Committee and others with access to Committee documents due to their involvement with the Committee must sign a formal undertaking that they will respect the confidentiality of information to which they have access in the course of performing their role. The signed undertaking must be provided to the Chair. The NLA will inform Committee members and other persons with access to Committee documents or information when documents and information can be shared beyond the Committee.