



Vendor Licensing Committee Charter August 9, 2016 – Updated November 2018

NERCOMP Board members have approved the following charter documenting the Vendor Licensing Committee procedures and expectations for its work.

Committee Charge: Within the overarching goal of best serving our members, NERCOMP has specific goals for vendor and licensing agreements which define how to prioritize the range of possible services the V&L committee provides. In particular, our specific goals for agreements are to:

- Save our members as much money on licensing agreements as possible for vendors and products they already use or are likely to use in the future
- Simplify the licensing process for our members by negotiating and/or clarifying legal issues and/or terms with vendors, especially for complex agreements which can be difficult or time consuming for members to evaluate on their own
- Provide our members greater influence in the marketplace by creating a united group of institutions working together for mutual benefit
- Evaluate innovative new products or product areas and highlight up and coming vendors for consideration by our membership

Leadership Appointment:

Each year, the NERCOMP Board will appoint Committee Chairs, typically from Board membership or NERCOMP staff. Subcommittee Chairs may be either Board or non-Board members.

(NOTE: Per Bylaws, Chairs of Board Committees, e.g. Governance, Finance and Executive, must be Trustees).

Responsibilities of Chair:

The role of the chair is to provide leadership and accountability for the planning and coordination of the V&L committee to fulfill its charge. Specific responsibilities include, but are not limited to, the following:

- Liaison with NERCOMP staff to create and distribute agendas and relevant materials in advance of meetings
- Lead/manage meetings to ensure agenda items are addressed, action/follow-up items are clearly identified and assigned, and all voices are heard
- Be accountable, and hold members accountable, for committee activities, including decision-making and deliverables
- Ensure committee work is progressing in a timely manner and aligned with the NERCOMP Strategic plan and goals
- Provide updates to the Board on Committee activities upon request

[Note: Delegation of tasks is acceptable as long as the chair is accountable and ensures completion.]

Committee Members' Role: Committee members are responsible for the evaluation of potential vendor partnership agreements. Committee members participate in the negotiation process with vendors chosen through the onboarding process outlined in the Vendor and Licensing Vendor Selection Guidelines and Policies (2015). Committee members also make final recommendation to the board for execution of said agreements.

Membership, Selection and Term Length:

- *Membership:* The Vendor Licensing Committee shall consist of no less than **4 Board members** plus an additional number appointed from outside Board membership, as needed. The total number of Vendor Licensing committee members **shall not exceed 15**. NERCOMP staff members who are assigned to each committee will be considered active members of the committee in addition to providing administrative support as necessary.

- Membership reflects the diversity of NERCOMP member institutions and represents a cross-section of the key constituencies involved in the use of information resources in higher education (i.e. Academic Technology, Libraries, Networks or Systems, User Support, Administrative Computing, Research Technology, Faculty, Higher Education Administration, and so on).
- *Selection:* Board members make committee commitments in April after the election of Officers. Potential non-Board members are appointed by the Vendor Licensing Committee Chair, as needed, by July or as needed.
- *Term Length:* Members are expected to serve a one-year term at a minimum. Appointments are renewable at the discretion of the Vendor Licensing Committee Chair for up to two additional years. Ideally, after three consecutive years, members rotate off the Committee for a period of at least one year before beginning a new term of service. At the end of each Committee member's service s/he will receive a letter of appreciation from the NERCOMP Board Chair.

Meetings:

Each committee meets as determined by the Vendor Licensing Committee Chair and membership, no fewer than four times per year.

Decision-making and Procedural Details:

In accordance with NERCOMP's Bylaws, one-half of the total Committee members present shall constitute a quorum and the vote of a majority of the committee members present at any meeting at which there is a quorum shall constitute an act of the Committee.

Responsibilities of Members:

Members of the Vendor Licensing Committee are expected to participate actively in all activities of the committee. Additionally, they are expected to serve as representatives and advocates of NERCOMP in general. Attendance and assistance at the Annual Conference are also encouraged. As these activities represent a significant time and financial commitment, potential members are asked to carefully consider their involvement prior to joining the Vendor Licensing Committee, including discussing their involvement with their supervisors. Members failing to meet these

responsibilities may be removed at the discretion of the Committee Chair. Vendor Licensing Committee members are also required to sign the Conflict of Interest Policy – Letter of Understanding each year and submit to the Vendor Licensing Chair.

Reporting:

Based on the work of the committee, the Committee Chair will provide regular feedback to the Board at least four times per year. In accordance with NERCOMP's Bylaws, the Vendor Licensing Committee will provide a record of each meeting to the Board, as well as make other reports as requested by the Board.