

ORCID Consortium Governance Committee

Terms of Reference

Purpose

The ORCID Consortium Governance Committee will provide guidance for the decision making of the Consortium in order for it to operate effectively and support future sustainably.

The Committee will:

- monitor and review the structure and costing of the Consortium and Consortium model
- provide advice and guidance to the Consortium Lead and members on matters relating to the operations of the Consortium
- advise on the strategic direction of the Consortium in building its capabilities into the future
- advocate for new members to grow the consortium.

The Committee will use best endeavours to reflect the collective view of its members, whilst noting that the Committee does not purport to represent the diverse views of individual members.

The Committee will be advised by the Australian ORCID Advisory Group and may establish other sub-committees as required.

Membership

The Committee shall consist of the following Members:

- Independent Chair
- Chair of the Australian ORCID Advisory Group, *ex officio*
- Chair of the Board of the Consortium Lead, or nominee
- Chair of the CAUL, or nominee
- Chair of ARMS, or nominee
- Chair of Universities Australia Deputy Vice-Chancellors, Research Committee, or nominee
- A representative from the NHMRC, nominated by the CEO
- A representative from the ARC, nominated by the CEO
- An Australian ORCID.org Board Member (if elected), *ex officio*.

The Committee shall nominate an independent Chair.

Secretarial support for the committee will be provided by the Consortium Lead.

The committee may, from time to time, issue a standing invitation to a member of the Consortium not otherwise represented on the Committee for their expertise.

Term

The term for the chair will be three years with the option to run for a second term.

Members will complete a three year term in their current representative roles. Should a member representative leave the member organisation, their successor will step into the ORCID Governance Committee member role.

There is no limit to the number of terms an individual may serve on the committee, provided their nomination continues to be supported by the nominating organisation.

Powers of the Committee

The Committee may not make any decisions or act in a manner that jeopardises the ability of the Consortium Lead and Consortium members in fulfilling their requirements as outlined in the ORCID Agreement.

Decision Making

Decisions at a meeting of the Committee, or of any sub-committee appointed by the Committee, are decided by a majority of the votes of members of the Committee or sub-committee present at the meeting.

Each member present at a meeting of the Committee, or of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote, but if the votes on any question are equal, the person presiding may exercise a second or casting vote.

A decision will be deemed to have been made at a Committee meeting if a majority of members are in favour of the decision.

If equal votes are cast for and against a decision at a Committee meeting, and the person presiding at the meeting does not exercise a casting vote, that decision is not carried.

If all members of the Committee have signed a circulated statement or email that they are in favour of a decision set out in the document or email, that decision is deemed to have been passed at a meeting of the Committee held on the day the document or email was last signed by a member of the Committee.

Should the committee issue a standing invitation to a member of the Consortium not otherwise represented on the Committee for their expertise, this role will be a non-voting role.

All Committee members must declare any conflicts of interest. Conflict of interest is defined as any instance where a member has a direct financial or other interest which influences, or may appear to influence, proper consideration within the Committee on a matter or proposed matter. Where the member does not voluntarily exclude themselves from any decision making process, the Committee will, where the remaining members deem it necessary, decide by resolution of the remaining members whether the member should exclude themselves from the consideration of the item.

Meeting Frequency & Quorum

The Committee will meet at least twice each calendar year at the place and time that the Committee may decide.

A meeting may be conducted by videoconference or teleconference at the discretion of the Committee. Items may be dealt with outside of meetings via email under the guidance of the Chair as required.

A quorum shall be 50% of the voting members of the Committee plus one. If a quorum is not present, the meeting will be dissolved.

At meetings of the Committee, the Chair presides. If the Chair is not present, a remaining member of the Committee may be chosen by the members present to preside.

**Appointment
of Committee
Members**

Committee members must disclose any potential conflicts of interest upon formation of the Committee and update this annually or when their circumstances change.

**Honorarium
and costs**

Committee members will not receive an honorarium or bursary for their services on the Committee.

The cost of flights, accommodation and other travel related out of pocket expenses will be covered by Committee members' respective organisations.
