

Terms of Reference

Executive Committee

Approved: March 2025

Purpose and duties of the Executive Committee

The Executive Committee is responsible for overseeing operational activities which deliver on COUNTER Metrics' mission to bring the knowledge community together to agree and adopt the global standard for measuring and reporting content usage through normalised metrics. It has particular responsibility for our strategic objective of ensuring COUNTER is operationally resilient and financially sustainable, and in doing so is required to:

- Monitor the organisation's financial performance against budgets that have been approved by the Board of Directors;
- Recommend investments in resources that will benefit the COUNTER membership for Board consideration;
- Monitor and facilitate day-to-day operations and projects against the strategic plan;
- Monitor activities for compliance with GDPR and other relevant regulations;
- Oversee development of the COUNTER Code of Practice and its associated technologies and policies, with due reference to the breadth of publishing activity across different types of output and licensing models;
- Delegate technical development and maintenance of the Code to the Code Team;
- Ensure community engagement with COUNTER by facilitating the work of the Advisory Committee and of the Education Committee;
- Oversee Best Practice Working Groups on specific topics, as advised by other committees and the Executive Director.

Composition of the Executive Committee

- The Executive Committee consists of up to twelve members representing the breadth of the COUNTER community;
- New members are nominated by the COUNTER membership and appointed by the Board;
- Members will serve for a fixed term of three years. One further term of three years may be served upon re-appointment;
- The Chair of the Executive Committee may ask members of the Committee who are inactive to step down.
- The Co-Chairs of the Advisory Committee and the Chair of the Education Committee are de facto members of the Executive Committee;
- The Chair of the Board of Directors may elect to attend Executive Committee meetings at their discretion.

Chair of the Executive Committee

- The Chair should help the Committee to exercise its responsibilities and ensure the receipt of timely and sufficient information to enable the Committee to perform its role;
- The Chair is responsible for ensuring meetings are conducted in an atmosphere conducive to constructive and open dialogue;
- The Chair will be nominated from within the membership of the Committee for ratification by the Board
- The Chair will serve for a term of three years. One further term may be served upon re-appointment;
- The Chair will be required to work with and support the Board and Executive Director outside of formal meetings of the Committee;
- The Committee may elect a Deputy Chair to serve as the Chair in the Chair's absence.

Meetings of the Executive Committee

- The Committee will set an annual cycle of meetings of which the agenda will reflect and support COUNTER's business processes;
- Meetings of the Committee will usually be held online, unless previously agreed by a simple majority of the Committee;
- The Committee agenda will be set by the Chair advised by the Executive Director;
- The Executive Director will prepare any supporting papers in consultation with the Chair and will circulate these at least three working days before a meeting of the Committee;
- The Executive Director will retain digital copies of the Committee papers for a minimum of seven years and ensure these are available to Committee members on request.

Quorum

- The quorum for the transaction of the business of the Committee is one third of the members, unless otherwise specified by the Committee;
- If the numbers of votes for and against a certain proposal are equal, the Chair has a casting vote.

Communications

- The Executive Director shall maintain an email list which facilitates easy communication by Committee members.