

BIC ACQUISITIONS & DIVESTMENTS TASK & FINISH WORKING GROUP – Minutes**Location:** GoToMeeting / Conference Call**Date and time:** Friday 4th May 2018, 2pm**Minutes taken by:** Alaina-Marie Bassett**Present**

Alaina-Marie Bassett, BIC
 Joanne Billings, Taylor & Francis
 Karina Luke, BIC (Chair)
 Brian O’Leary, BISG
 David Seymour, Taylor & Francis
 Emma Stevens, Nielsen
 Jack Tipping, Bowker
 Gabrielle Wallington, Waterstones
 Reeta Windsor, Nielsen

Apologies

Noah Genner, Booknet Canada
 Gareth Jarrett, Taylor & Francis
 Mark Majurey, Taylor & Francis
 Pam Singh, PLS
 Sophia Sophocleous, BIC

1. Introductions and apologies

KL welcomed the Group to the meeting and delivered the apologies.

2. Competition Law – Conduct Reminder

The Group was reminded about BIC’s Competition Law Policy – please click on the following link for more information regarding this policy: <http://www.bic.org.uk/149/BIC-Competition-Law-Policy/>.

3. Review minutes and actions from the previous meeting

The minutes from the previous meeting were approved. The actions were discussed as follows:

- **ACTION:** AMB to amend the minutes from the last meeting, listing RW in the apologies.
- Nielsen’s total number of ISBNs that code “not updated in 8 years or more” have been assigned to GW noted that this topic is also under discussion by a Publishers Association (PA)’s Working Group.
 - **ACTION CARRIED OVER:** RW to circulate her document on this topic, ASAP.
 - **ACTION:** KL to liaise with Peter Mathews (Project Consultant) regarding including a question in the BIC Metadata Map questionnaire to ascertain what organisations do for products that haven’t changed in 8 years, and what they do if they don’t have rights for a title any longer.
 - **ACTION:** AMB to add this topic for discussion to the agenda for the next meeting of the BIC Price & Availability (P&A) Task & Finish Working Group (T&FWG).
- Feedback from the BIC Physical Supply Chain (PSC) Committee
 AMB reported that the next meeting of this Committee will take place on Thursday 5th July 2018.
 - **ACTION CARRIED OVER:** AMB to add an item regarding whether to include information about when distributors merge / distribution ownership changes in the Acquisitions & Divestments Best Practice document for print / physical products to the agenda for the PSC Committee.
 - **ACTION:** KL to invite the members of the BIC PSC Committee to attend the next meeting of this T&FWG, once it has been scheduled, to discuss this topic more fully.

4. Review of the Best Practice document for print / physical products

GW noted that BOL raised unused ISBNs for discussion at the previous meeting although an action was not assigned on this topic.

- **ACTION:** KL to liaise with the International ISBN Agency, with a view to reporting back at the next meeting, regarding unused ISBNs (i.e. what happens to purchased ISBNs that are not assigned).
- Step 6 – the group agreed that:
Information regarding the timeline for ingesting metadata (i.e. 30 calendar days) should be included; Publisher C should allocate a resource to ensure that a combined feed is distributed; ownership needs to be defined so that transition is smooth and it's clear which feed is authoritative and which has been disabled; reviews and ratings are not of relevance to print products; pre-orders should remain in this section and backorders should be included; the role of distributors, especially in relation to their responsibilities for P&A feeds, will need to be considered for the purpose of this document.
 - ❖ **DECISION:** A separate workflow should be produced to outline the steps required when a publisher is changing only its distributor (rather than its full ownership).
- Step 7
It was noted that cover images, descriptions and other marketing assets are included in the term "metadata" in this step.
 - ❖ **DECISION:** Information regarding new titles / contracts that are a work-in-progress needs to be communicated clearly and fully; they should be briefly mentioned in the due diligence section of Step 7 and referred to in Step 1, Item 6.
- Checklist of documents required
 - Step 1 – the Group agreed that:
Information regarding new titles / contracts that are a work-in-progress, plus OP / withdrawn titles, will need to be included here; a list confirming which assets are not affected by the transfer of ownership for Publisher B should be included.
 - Step 2
Information pertaining to what is not included in the acquisition should be overtly stated here.
 - Step 3
JB suggested that references to GDPR compliance and any existing, third party contracts should be added to this step.
 - Step 4
The wording for the Transitional Service Agreement bullet point was amended during the meeting.
 - Step 5
The Group agreed that this document's recommendation to supply transfer notices via ONIX 3.0 should not be added to this checklist.

- Step 6 and 7

The Group did not have any amendments for this section.

- **ACTION:** KL to amend this document according to the feedback received during the meeting, ASAP.
- **ACTION:** GW to review amended document to check that the use of “Publisher A” relates to the acquirer and “Publisher B” to the acquired organisation.
- **ACTION:** KL to produce a Publisher C appendix, circulating it prior to the next meeting.

The Group discussed Auto Stock Replenishment (ASR) and Print On Demand (POD).

- ❖ **DECISION:** ASR and POD should not be referred to in this document as they are commercial decisions relating to method of manufacture.
- **ACTION:** KL to remove references to ASR / POD from the Best Practice document.

5. Update on the BIC Price & Availability (P&A) Task & Finish Working Group (T&FWG)

GW reported that the BIC P&A T&FWG is currently focussing on the second phase of its project: price – in particular, industry requirements for personalised price feeds.

- **ACTION:** ALL to provide any feedback on this topic and/or anonymised P&A feeds to AMB.

6. Deadline for project completion (as per item 7.2.4 of BIC’s 2018 Strategy Implementation Plan)

KL reminded the Group that the deadline for this project’s completion is the end of December 2018.

7. Agree next steps (with regards to project deliverables)

- The BIC PSC Committee should discuss whether distributors and their responsibilities relating to P&A feeds are in scope for this project.
- Sign-off on the final document by the BIC PSC Committee and Operational Board.
- Publication to BIC website and promotion.
- A combined document, containing the Best Practice documents for both digital and physical products, could be produced in future, if deemed necessary.

8. A.O.B.

The Group did not have anything further to report.

9. Date of next meeting

Friday 13th July 2018.