

BIC Acquisitions and Divestments Task & Finish Working Group – Minutes**Location:** Conference Call**Date and time:** Thursday 28th July 2016, 2pm**Minutes taken by:** Sophia Sophocleous**Present**

Ruth Jones, Ingram Content
Hazel Kenyon, Nielsen (delegate)
Karina Luke, BIC (Chair)
Mark Majurey, Taylor & Francis
Sophia Sophocleous, BIC
Jack Tipping, Bowker
Gabrielle Wallington, Waterstones

Apologies

Alaina-Marie Bassett, BIC
Andre Breedt, Nielsen
Noah Genner, Booknet Canada
Kim Graff, BISG
Gareth Jarrett, Taylor & Francis
David Seymour, Taylor & Francis
Pam Singh, PLS

1. Introductions and apologies

KL welcomed the Group to the meeting and delivered the apologies. KL noted that she keeps in regular contact with BISG even if representatives may not always be able to attend a meeting.

2. Competition Law – Conduct Reminder

KL reminded the Group about BIC's Competition Law Policy, summarising what constitutes appropriate conduct (in relation to competition law) and noting that this conduct applies to all BIC meetings. Further information about BIC's Competition Law Policy can be found here: <http://www.bic.org.uk/149/BIC-Competition-Law-Policy/>

3. Review of actions and minutes from previous meeting

KL noted that all the actions from the previous meeting were concerned with amending the Strawman Document which has been done.

4. Update on the Straw Man Document

KL invited the Group to provide their feedback on Draft Version 0.6 of the Strawman Proposal beginning with 'Step 1: Inform the Supply Chain'. JT informed the Group that he had an academic publisher contact him regarding two publishers that Taylor & Francis (T&F) had recently acquired, and that he is unsure where these two acquisitions should be placed in terms of T&F hierarchy. MM noted that this is a good point but that practically, these decisions are not easy to make. KL noted that JT would still need to know the hierarchy of the two new acquisitions and speculated whether clarifying the hierarchy with regards to new acquisitions should be included in the Strawman Proposal. MM stated that this is made clear under 'Definitions: Declaration of Transfer'; that they sit under the T&F umbrella. MM added that ONIX messaging can be used to clarify this and stated that it is already under 'Step 6: Cessation and re-starting of ONIX messages'. MM noted that if T&F have acquired the whole company then the company should fall under the umbrella of T&F, as the owner. The Group agreed that an ISBN list must be provided in all cases and discussed the possible wording for this in the Document. GW suggested adding the following: "if the acquiring publisher has specific

requirements of how the books they are acquiring should be presented bibliographically, now is the time to state this”.

- **ACTION:** KL to amend the following to Step 6: “if Publisher A has specific requirements of how the books they are acquiring should be presented bibliographically, now is the time to state this”.

‘Step 2: Publisher to Publisher Information Exchange’.

RJ noted that the document must be consistent throughout and pointed out the different ways that ‘3rd parties’ had been referred to (3rd party vendors, vendor/distributor/3rd party).

- **ACTION:** KL to amend the Strawman document to ensure that 3rd parties, vendors and distributors are consistently referred to as “**3rd parties**” throughout.

Step 3: Transfer Sales Reporting was approved without any changes. RJ suggested replacing the word ‘apportioned’ with ‘assigned’ in the last sentence under ‘Step 4: Transition Period’.

- **ACTION:** KL to amend the last sentence under Step 4: Transition Period to read “by the end of this transition period, all sales should be correctly **assigned** to Publisher A”.

Steps ‘5: Notice of Transfer’ and ‘6: Cessation and re-starting of ONIX messages’ were approved without any changes.

KL speculated whether there is danger in giving the misconception that the listed checks under ‘Step 7: Transfer Completion’ are exhaustive. The Group agreed that one further bullet point should be added reading “Other”.

- **ACTION:** KL to add a further bullet point for “**Other**” under Step 7: Transfer Completion.

The Group agreed that steps 2 and 4 under ‘Areas to still investigate’ should be removed. The Group agreed that the following should be added to ‘Areas to still investigate’: “Publisher A should give due consideration to any changes to reviews, pre-orders and ratings on 3rd party websites”.

- **ACTION:** KL to remove steps 2 and 4 under ‘Areas to still investigate’.
- **ACTION:** KL to add the following to ‘Areas to still investigate’: “**Publisher A should give due consideration to any changes to reviews, pre-orders and ratings on 3rd party websites**”.

All steps on the ‘Checklist’ of documents required were approved.

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

KL asked the Group whether the next step would be to put the document out for consultation or publish it. GW suggested getting wider feedback on the document first. KL stated that she will circulate the document to the BIC Digital Supply Chain Committee, BIC Metadata Committee and Operational Board for review.

GW stated that if a publisher is acquired while a pre-order title of theirs is embargoed, this could be complicated. She noted that this scenario is more likely to happen to trade publishers and they may

be able to provide suggestions to help the process if approached. MM agreed that at least two trade publishers should review the document.

The Group agreed that liaising with contacts at Hachette, HarperCollins and Bloomsbury would be useful. KL agreed to chase and circulate the document to BISG and BookNet Canada for review. The Group agreed on giving the deadline of 12th September 2016 for final comments. KL stated that once feedback has been received the document will be promoted and a BIC Breakfast will take place.

- **ACTION:** KL to circulate the Strawman document to the BIC Digital Supply Chain Committee, BIC Metadata Committee and Operational Board for review with the deadline of 12th September 2016.
- **ACTION:** KL to contact George Walkley of Hachette, John Bell of Harper Collins and Richard Charkin of Bloomsbury to review the Strawman document with the deadline of 12th September 2016.
- **ACTION:** KL to chase and circulate the Strawman document to BISG and BookNet Canada with the deadline of 12th September 2016.

The Group discussed the design of the document, all agreeing that although it will be more costly, it will be worth having it well designed.. Considering the additional time required for the design of the document, the Group agreed that the finish date for the work of this Group would be towards the end of October 2016. KL noted that another T&FWG will then be formed to focus on the Strawman Document for print books. She added that the new BIC website should be ready by the end of 2016.

- **ACTION:** KL to liaise with TAG regarding the design of the Strawman document.
- **ACTION:** ALL to review final feedback once received on the Strawman document.

6. Update on the Price & Availability Task & Finish Working Group

GW informed the Group that the last meeting of this Group had unfortunately been postponed due to unforeseen circumstances and as such there is no progress to report on for the moment. KL invited GW to request any help needed from other members of BIC Groups.

7. A.O.B.

KL asked the Group whether Co-publication was in or out of scope. The Group agreed that 'co-publisher' would surely be considered a '3rd party' and decided to leave it out of scope, unless a lot of feedback is received on the topic.

8. Date of Next Meeting

The Group agreed that there will be no need for another meeting for this Group and that feedback may be reviewed via email when it is received.