

Guidance notes for business archivists (drafts for comment)

As part of its continuing commitment to the development of a national strategy for business archives, The National Archives is pleased to issue for wider comment, on behalf of Nigel Hardman, two draft Guidance Notes for business archivists. The present document contains:

1. Draft Guidance Note entitled:
Provision of an in house Archive/Records Management Service
2. Draft Guidance Note entitled:
Guiding principles for terms of deposit

These are discussion drafts, exposed for wider comment. Any comments or suggestions for improvements should be sent by email to nigel.hardman@alliance-leicester.co.uk and NOT to The National Archives

Discussion Draft 1

BUSINESS ARCHIVES Provision of an in house Archive / Records Management Service

As any business is aware nowadays there is an ever-increasing demand to retain, maintain and make records, in both paper and electronic formats, and to keep these for a variety of regulatory authorities and inspection regimes. How Companies manage these records and the demands made upon them can often determine their reputation and standing.

In order to ensure good governance and best practice in this area, professional standards need to be applied to the management of these records. The best course of action is to employ professional archivists and record managers. As information professionals, these will bring a host of benefits to the Company but most importantly:

- 1 The service will provide a well organised and accessible collection of the company's legal and administrative documents proving the Company's right to exist as an entity, to trade with its customers and interact with its suppliers and partners.
- 2 It will provide a range of information which has crucial evidential value for the company whenever it needs to enter a court room or is in legal dispute with its customers, suppliers or partners.
- 3 Administratively the service will ensure that all the company's vital records are identified, logged and tracked so that they can be found and accessed as and when required.
- 4 In conjunction with the Company Secretary's department / Group Legal it will identify the range of information required to be kept by the various regulatory regimes which now govern the business life of the UK. It will ensure that these records are kept for as long as is needed and are then disposed of in a timely, professional and confidential manner and in accordance with data protection and related issues.
- 5 The service's record management programme will ensure the efficient management of the company's semi and non current records. This is especially important in view of the Sarbanes Oxley requirements, for directors to be personally responsible for record keeping programmes, which are now law in the USA.
- 6 The issue of Corporate Governance and the need to visibly demonstrate that your company has adhered to its requirements, is becoming a major concern for

all companies. The archive service can be used to ensure that all the necessary documentation is preserved, recorded and available to support this important part of the company's public face.

7 The issue of ensuring that a company provides best practice in all areas of its operation can be both supported and enhanced by a well controlled information management system.

8 Social Responsibility can be demonstrated by the Business's willingness to care for its archival heritage which in itself can demonstrate how the company has contributed and still is contributing to the development of the locality in which it is placed. If you are able to open your archives to the public this shows a further willingness to share your heritage with both the local and wider communities in which your company has operated.

9 Again in conjunction with the Group Legal Department the service can identify brand and copyright protection issues, especially for your historical material and assist in its controlled exploitation by the company, especially in these days of heritage nostalgia.

10 In itself the History of the company can be used internally to give current employees a sense of corporate identity and historical context for the company. Anniversaries can be used to celebrate the company, support the Brand and involve shareholders, partners, employees in the company's achievements.

All these functions will bring tangible benefits to the company and will both directly and indirectly bring financial benefits, which will, in most companies, far outweigh the costs of setting up and maintaining the service.

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Discussion Draft 2

BUSINESS ARCHIVES GUIDING PRINCIPLES FOR TERMS OF DEPOSIT

The following principles are recommended to Businesses considering entering into a partnership arrangement with a publicly funded archive service, by depositing their archival material.

A. General

A 1 The Business must ensure that a properly authorised business decision is taken to deposit the material (and that the decision carries a proper legal weight).

A 2 Any deposit agreement should cover the transfer of the archives, their long-term management, and effect on the archives of any future restructuring of the Business.

A 3 The Business will have to negotiate with the public repository to agree the type and quantity of the records it is prepared to accommodate.

A 4 The Business should be aware that there are certain standards, such as BS 5454 *Recommendations for the storage and exhibition of archival documents* and The National Archives *Standard for Record Repositories*, which public repositories seek to meet. Before entering into any deposit arrangements the Business may wish to consider the extent to which a particular repository meets these standards.

A 5 It may also be appropriate in certain circumstances for the Business to use more than one record office. For example where amalgamations and take-overs have resulted in a number of locally based companies joining into one conglomerate, the records of each constituent company might have more relevance to the locality in which they were founded and therefore to their local public repository.

A 6 Businesses which have multi national interests will of course have to make an informed decision about where best to place their archives, taking into account any restrictions imposed by the countries in which they operate.

A 7 General advice on suitable record repositories may be obtained free of charge from the organisations listed at the end of this Guidance Note.

B. Type of Agreement

Do you wish to make a gift or a loan?

B 1 A gift made in good faith, by an authorised person as defined above, will transfer complete ownership of the archives to the public repository which will then be able to deal with them as it sees fit.

B 2 A properly constituted loan will enable the business to retain a legal interest in its archives. This will allow the Business to specify conditions for the use and opening of the archives and, within the restrictions set out below, enable the business to retrieve its records if it so decides at a future date. However the Business must check whether the public repository is willing to take material as a loan rather than a gift.

Loan

B 3 Many repositories now request / require a minimum period of loan, say of the order of 20 years, to protect themselves from having to use scarce resources on records which then do not remain available to the public for a reasonable time. If so, this must be set out in the transfer document.

B 4 Some public repositories may wish to impose an agreed scale of charges, diminishing over time, to cover any work carried out by the repository on the collection, in the event that the business wishes to retrieve the material prior to the end of the agreed period of loan. If so this must be set out in the transfer document (This work may include surveying, cataloguing, conservation, boxing and transport.)

You will need to define the following: -

Legal ownership of the records

B 5 If you wish to retain legal ownership, you will have to ensure that this is made clear and written into any agreement with the public repository. Otherwise you will need to clearly transfer such rights to the public repository.

Access and closure of sensitive records

B 6 You should agree clearly defined access rules to the material (e.g. who can see it? do they need your permission? are there any restrictions on viewing?) and also clearly state any closure periods required for sensitive material.

B 7 You should discuss with the public repository the production of a proper catalogue of the material.

B 8 You should also agree the distribution of the catalogue to the National Register of Archives maintained by The National Archives and on the various national archival on line databases.

Copyright and copying (Intellectual Property Rights)

B 9 You must agree on any issues concerning the Copyright and Intellectual Property rights of your material e.g. ownership, control and use and also whether material can be photocopied, photographed, filmed or digitised.

Other points

B 10 These agreements and the relationship with the public repository should be maintained and monitored by the Company Secretary and / or Group Legal Services . It must be noted that the archives remain a very valuable asset for the business which it will have cause to consult and use from time to time.

B 11 If the business is in receivership or liquidation and the receiver or liquidator decides that there is no commercial value to be raised from the archives, they will be able to transfer them to a public repository. This transfer will have to be minuted by the receiver or liquidator and it must be recognised that *de facto* the archives have been gifted to the public repository.

B 12 By depositing the material on loan, you will have entered into a relationship with a particular public repository and it is recommended that any future deposits should normally be offered to the same office in the first instance. However, if in due course, the business decides to make its own arrangements to maintain its archives in house, provided these arrangements are satisfactory in terms of staffing and storage, and that the material is not the subject of a gift agreement, then it does have the right to retrieve its records from the public repository, provided there is nothing contrary to that in the terms of the deposit agreement.

For further information and advice, on suitable repositories and on terms and conditions of deposit you are invited in the first instance to contact the following:

[contact details to be supplied before publication for The National Archives, the Business Archives Council, The Business Archives Council Scotland, The Business Records Group of the Society of Archivists]

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