

MEMBERSHIP AND GOVERNANCE PROTOCOLS, JUNE 2013 REVISION

HISTORY

Approved by OCLC Members Council, 10 February 2009. Ratified by OCLC Board of Trustees, 20 April 2009. Replacement Article II approved by Members Council, 19 May 2009, and ratified by Board of Trustees, 8 June 2009. Revised by OCLC Board of Trustees, 14 June 2010, ratified by Global Council electronic vote, 21 June 2010. This revision was approved by the Board of Trustees on 10 June 2013, and ratified by the Global Council 19 June 2013 by electronic vote.

I. PREAMBLE AND DEFINITIONS

This document sets forth the following protocols for membership in and for the governance of the OCLC cooperative. It is authorized by Article IV and succeeding passages of the OCLC Code of Regulations.

The foundation of OCLC is sharing, including records, materials in many formats, people, and research. From 1977 to date, use of WorldCat for holdings and resource sharing has been the basis for OCLC membership and the prerequisite for participation in governance. Expanding membership in the cooperative has been an ongoing goal. For member institutions, the broader diversity means a greater wealth of resources available in WorldCat and a broader base to share the costs of operations, research, and advocacy. The new WorldShare network will facilitate easier and more efficient sharing among institutions.

OCLC's governance structure has significantly evolved over the past decade. The organization has become more global and the information technology environment has migrated and transformed, making the resources of libraries around the globe more accessible. Beginning with the "transitional delegates" who were added to the then-Members Council from six unrepresented countries in 2001, OCLC has sought to increase and diversify representation in order to understand the global library market and to connect libraries worldwide.

Over the past decade, OCLC has purchased several companies that produce integrated library systems. Many of these libraries are unrepresented in the governance process because their systems do not integrate easily with WorldCat, so setting holdings and using global resource sharing, a prerequisite for membership, is not possible. OCLC has embarked on an ambitious program to bring these current services (and others under development) together in a new WorldShare network. OCLC now seeks to add the voices of future and potential WorldShare network users to governance by providing membership to libraries using OCLC services that have not previously qualified for that status. The goal is to nurture an environment that values the sharing of intellectual content and mutual institutional support across the new network from its earliest stages.

The network will provide all participating institutions with the opportunity to share intellectual content, making sharing the default rather than an option. This transformation offers opportunities for inclusion while staying true to the ongoing mission of “furthering access to the world’s information and reducing the rate of rise of library costs.”

To live up to its vision, “The World’s Libraries. Connected.,” OCLC must serve its member institutions with a clear process that honors tradition while accommodating new models. Both the transitional delegates to Members Council in the mid-2000s and the lively and productive discussions in the various product user groups prove that great ideas come from many places. Input from individuals who work in institutions that have not previously participated in governance under current rules could benefit the entire cooperative.

For purposes of this document, the following definitions shall apply:

- **Administratively independent entity:** An OCLC member is “administratively independent” if it directs its own policies or expenditures; is recognized as being independent for tax or legal reasons; or, if it is the highest reporting operational unit, with, for example, sub-units reporting to it and it reporting to a board of trustees, college president, dean, provost, vice-president, or some other lead operating officer or office. Similarly, a member is “administratively independent” if it is at the highest level of its administrative hierarchy, that is, if sub-units report to it (if there are sub-units).
- **Corporation, or Nonprofit Corporation:** See “OCLC.”
- **OCLC:** OCLC Online Computer Library Center is a library service and research membership organization dedicated to the public purposes of furthering access to the world’s information and reducing the rate of rise of library costs. Under US tax laws, OCLC is recognized as a nonprofit, tax-exempt organization. In other countries, OCLC operations may be structured under local tax law as a wholly owned, for-profit subsidiary of the US organization.
- **OCLC cooperative:** The phrase “OCLC cooperative” references collectively: OCLC members (typically libraries, archives, or museums), the OCLC governance structure (Board of Trustees and Global and Regional Councils), and the OCLC corporation.
- **“Global resource sharing”:** This refers to the opportunity offered by OCLC systems to share a member institution’s intellectual assets beyond the institution’s immediate circle with the broader OCLC cooperative.

II.MEMBERS

Qualifying institutions

Article IV of the OCLC Code of Regulations states, “Members shall be those entities that meet the minimum but continuing threshold of engagement with OCLC, as set forth in OCLC’s Membership and Governance Protocols.” Article IV, Section A of the Code empowers the Membership Committee to develop the definition of Membership for the review and approval of the Global Council and the Board of Trustees. Libraries, archives, or museums embracing the OCLC values of cooperation and sharing are welcome to join.

An institution qualifies for OCLC membership by doing one or more of the following on an ongoing basis:

- Sharing intellectual content and/or participating in global resource or reference sharing via a subscription or contract for an OCLC system; or
- Contributing intellectual content or participating in global resource or reference sharing through an OCLC system provided by another organization, such as a local or regional cooperative or consortium, a state or provincial library, or a national library; or
- Subscribing or contracting for an OCLC library management system that will facilitate global sharing when transitioned to WorldShare.

As a matter of policy, whenever possible, agreements with such local or regional cooperatives or consortia, state or provincial libraries, or national libraries should include language giving OCLC reasonable access to all of the participants in the group represented by those organizations.

An institution may decide to opt out of exercising its membership rights at any time. Institutions may request to be removed from mailing lists by clicking on the appropriate links included with each e-mail. To opt out of voting rolls, institution directors may contact the Global and Regional Councils Division at OCLC.

Library vendors and commercial providers of metadata are not eligible for membership; they can participate through OCLC's Partner Program.

The cooperative is strengthened by its membership's diversity, such as geographical, institutional type, or size. Members are united by similar and complementary content and processes, and connected through mutual purpose; shared enterprise; and the creation, sharing, and stewardship of metadata, content, and other resources. For example, WorldCat is maintained through the cooperative efforts of OCLC members.

Commitment to innovative cooperation and mutual success

Members are guided by pertinent OCLC policies, specifying good practices for members in the cooperative based on shared values, trust and reciprocity in understanding rights and responsibilities. These policies focus on members' rights and responsibilities with the aim of fostering innovation and sharing, as well as maintaining the integrity and fiscal viability of the cooperative's shared resources.

OCLC members share in a variety of ways, such as (not limited to):

- Contributing metadata, including authority records, to WorldCat;
- Sharing holdings information;
- Sharing staff resources and expertise, such as in a reference cooperative;
- Making digital content available to other members;
- Sharing materials using OCLC services; or
- Subscribing or contracting for an OCLC library management system that will facilitate global sharing when transitioned to WorldShare.

Reciprocally, in their budgeting and development decisions, the Board of Trustees and the management of OCLC should support services that attract and retain members and that encourage collaboration.

Voting rights

Voting rights for members are as set forth in the OCLC Code of Regulations. Membership shall continue for one year beyond the last date of activity under the subscription or contractual agreement. Notification should be provided to institutions within a reasonable timeframe of such a status change. Institutions also may voluntarily cancel their memberships by notifying the Global and Regional Councils Division at OCLC, and thus no longer participate in OCLC governance. The Membership Committee will facilitate resolution of any unresolved disputes about membership status.

Global Council Member Delegates (as described below in Section V) come from member institutions. All elected delegates are full voting members of the Global Council itself.

Review of transition qualifications

Since these changes in membership qualifications are intended to connect libraries in transition with the cooperative, these Protocols shall be reviewed annually by the Membership Committee within the context of the implementation of the WorldShare network. No later than the third anniversary of the effective date of these Protocols, the Membership Committee will undertake a complete reconsideration of the qualifications for membership to adhere to the mission, vision, and public purpose of the cooperative: "Furthering access to the world's information, and reducing the rate of rise of library costs."

III. REGIONS

There are currently three OCLC Regions: OCLC Europe, the Middle East and Africa; OCLC Asia Pacific; and OCLC the Americas. These regions may be increased, merged, subdivided, or otherwise changed as needed to reflect changes in the working environment.

As OCLC grows and evolves, the Regional Councils may be similarly increased, merged, subdivided, or changed. Changes in the number or definition of Regional Councils require a change in these Protocols, as outlined in Section VII, below. Nothing in this document is intended to eliminate, reduce, or discourage other advisory groups composed of OCLC members.

IV. REGIONAL COUNCILS

Within each region, a Regional Council will advise OCLC. The Regional Council is defined as an assembly of the constituency of the OCLC members in that region.

Charge

Regional Councils will serve as:

- A unit of OCLC governance that elects Member Delegates to the Global Council, as described in Article IV of the OCLC Code of Regulations;
- A two-way conduit to allow the broadest, most inclusive conversation among OCLC staff, members, participants, and interested parties;
- Incubators for new ideas and initiatives within the cooperative;
- An inclusive forum and a vehicle to allow interested library, archive, or museum representatives to learn more about OCLC and opportunities for participation in the cooperative.

Purpose

The Regional Councils participate in OCLC governance by electing delegates to the Global Council (see below, and Article IV, Sections C–G of the OCLC Code of Regulations). The Regional Councils facilitate discussion of issues with the OCLC cooperative.

Governance

Each Regional Council will have a chairperson, who shall be an employee or a member of the governing board of an OCLC member within that region. The chairperson may not be an employee of OCLC. Each Regional Council will create and amend its own internal procedures. Where the internal procedures are silent, the current edition of *The Standard Code of Parliamentary Procedure*, by Alice Sturgis, shall be the procedural authority. For the sake of procedural consistency among the regions, these procedures may be finally amended by majority vote of the Global Council Executive Committee, as defined later herein, should the Global Council Executive Committee deem it appropriate.

Meetings

Organization. The chairperson, in cooperation with OCLC staff, shall plan and execute at least one Regional Council in-person meeting annually.

Funding. Each region will receive an annual appropriation from the OCLC budget for running this in-person meeting. The appropriation will be determined as part of the annual budget process.

Organizing committee. The chairperson, in consultation with OCLC staff, may appoint an organizing committee to plan an agenda and carry out the Regional Council meetings. The members of the organizing committee may be reimbursed for actual expenses they incur in the performance of their duties.

Agenda. Each Regional Council agenda shall include a mixture of regional and global issues, and should include discussion of OCLC's strategic direction.

OCLC Staff and Board of Trustees Participation

At each Regional Council meeting, the OCLC staff shall be represented by senior management of the cooperative, including the President and CEO or appropriate Vice President(s) who can respond meaningfully to questions and concerns of the members. OCLC will make every effort to ensure that at least one trustee attends each Regional Council meeting.

Voting

At the Regional Council meeting, each OCLC member shall be entitled to cast one (1) vote in person, electronically, or by proxy on each matter properly submitted to the Regional Council for vote, consent, waiver, release, or other action. Each OCLC member shall designate a representative to cast its vote at Regional Council meetings.

Open meetings

The Regional Council meetings shall be open, although only OCLC members are eligible to participate and to vote.

Costs

Except as noted above, costs and expenses of attendance shall be the responsibility of the OCLC member or the individual attending.

Committees

The Regional Councils shall create such committees as they deem necessary or desirable to carry out their purposes, within the budget limitations of each Regional Council.

Officers

The Regional Council shall create such offices and select such officers to conduct their internal business as they shall deem appropriate, provided, however, no such officers shall have or represent to any third party the authority to bind OCLC.

Other meetings

Additional meetings of the Regional Council may be held from time to time at the joint call of the Chairperson and the President and CEO of OCLC or his/her designee.

Nothing in this document is intended to prohibit or discourage other types of meetings, such as meetings of national advisory committees or ad hoc groups addressing specific topics.

V. ANNUAL GLOBAL COUNCIL MEETING

Meetings

The Global Council shall meet in person at least once each year. At this meeting, hereinafter referred to as the Annual Global Council Meeting (“AGCM”), the Global Council shall elect its officers, ratify or reject amendments to the Code and the Articles of OCLC as proposed by the Board of Trustees, and elect trustees to the OCLC Board.

Member Delegates

Member Delegates to the Global Council shall be selected at the meetings of the Regional Councils to represent the OCLC members who make up each of those Regional Councils. The process for selecting the Member Delegates shall be established according to local norms and codified in the procedures referenced in the section “Governance,” above.

Qualifications

Member Delegates must be employees or members of the governing boards of OCLC members. Employees of OCLC are not eligible to serve as Member Delegates.

Responsibilities

The Member Delegates have two governance responsibilities:

- Elect six (6) trustees to the OCLC Board for four-year terms.
- Ratify or reject by majority vote changes to the OCLC foundation documents, the Code of Regulations and the Articles of Incorporation.

The Member Delegates will also:

- Be eligible to serve on the Board of Trustees' Membership Committee
- Reflect and articulate the various interests and concerns of their regions to the Board and OCLC management
- Advise the Board and OCLC management of emerging, critical issues that require OCLC tracking, planning, or other responses so that OCLC's own strategic planning is informed by this input
- Provide comment to the Board and OCLC management on OCLC's strategic directions
- Strengthen the cooperative throughout the world.

Advance notice

In order to permit local discussions and elections to proceed in a timely fashion, the OCLC Board of Trustees shall notify the President of the Global Council, the Vice President, Global and Regional Councils, and the chairpersons of each Regional Council of any proposed changes to the foundation documents as noted above as early as possible, and no less than ten (10) days before the AGCM.

Voting

At the AGCM, each Member Delegate shall be entitled to cast one (1) vote, in person or by proxy, in all votes, consents, waivers, releases, and trustee elections.

Committees

At each AGCM, a Nominating Committee will be selected. The charge to this committee is to accept nominations and recommendations for the following year's trustee openings. The Nominating Committee will submit a slate of two nominees for each trustee seat open. The Nominating Committee will consist of two Member Delegates from each OCLC region selected by that region's chairperson, and a committee chairperson selected by the President of the Global Council with the advice of the Executive Committee. The Nominating Committee shall notify the President of the Global Council, the Vice President, Global and Regional Councils, and the chairpersons of each Regional Council of its nominees for the Board of Trustees no less than sixty (60) days before the AGCM.

Member Delegates shall create other such committees as they deem necessary or desirable to carry out their purposes.

Officers

The Member Delegates shall create such offices and elect such officers to conduct their internal business as they shall deem appropriate, provided however, no such officers shall have or represent to any third party the authority to bind OCLC.

Costs

Costs and expenses of the AGCM and the Member Delegates' attendance shall be paid by OCLC upon such total budgeted amounts as are determined by the Board of Trustees.

Agenda

The agendas of the Global Council meetings will reflect the issues and concerns brought forth from the Regional Councils, as well as issues of global concern to the cooperative.

VI. DELEGATE ALLOCATION FORMULA

OCLC is and will continue to be a membership organization. Member institutions are administratively independent entities, not, for example, branches, service points, or departmental sub-units of lead organizations. While revenue is used as the basis for this formula, revenue alone does not constitute or equate to membership in the cooperative, and is being used only as the metric to approximate intellectual contribution for the computation of representation.

There will be forty-eight (48) Member Delegates to the Global Council. Each December, the Global Council staff will determine the number of delegates to represent each region in the Global Council by applying the following formula:

Twenty-five percent (25%) of the total number of delegates will be set aside as a core number of Member Delegates equally distributed across the regions.

Each region will be allocated a percentage of the remaining 75% of the Member Delegates in proportion to that region's percentage of the total revenue generated by OCLC in the three (3) complete fiscal years prior to the allocation. This revenue basis will be the total revenue to OCLC from all its services and products, measured in US dollars, as specified in the annual audited financial statements.

The number of allocated Member Delegates will be reviewed periodically to ascertain that the number of such Delegates is both effective and representative of the cooperative.

VII. PROCEDURES FOR CHANGING THIS DOCUMENT

Proposed changes to this document will be initiated by the Board of Trustees' Membership Committee. Such changes must be approved by the Board of Trustees by an affirmative vote of

two-third (2/3) of those trustees voting. The proposed amendment(s) must be then be ratified by a majority vote of Member Delegates present (i) at a Global Council meeting called for that purpose at which a quorum is present, or (ii) by virtue of an electronic vote.

VIII. EFFECTIVE DATE

These Protocols originally took effect 1 July 2009. This revision is effective 1 July 2013.