

MEMBERSHIP AND GOVERNANCE PROTOCOLS

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Ratified by OCLC Board of Trustees, 20 April 2009

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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.

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

- Memory institution: A library, museum, archives, historical society, or similar institution.
- OCLC: Founded in 1967, OCLC Online Computer Library Center is a nonprofit, membership, computer library service and research organization dedicated to the public purposes of furthering access to the world's information and reducing the rate of rise of library costs.
- OCLC cooperative or Cooperative: See OCLC
- Corporation: See OCLC

II. MEMBERS

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.

Any library or other memory institution that embraces the OCLC values of collaboration and sharing is welcome. Institutions worldwide become members of OCLC by contractually agreeing to contribute intellectual content or share resources. Our cooperative is strengthened by our membership's diversity, such as geographical, institutional type, or size.

OCLC members are united by similar and complementary content and processes. They are 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 collaborative efforts of OCLC members. Members respect the intellectual property rights of other members and the cooperative.

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

- Contributing metadata;
- 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 by
- Contributing to OCLC in other ways (in the future appended to this list) indicating an agreed upon significant level of engagement with the cooperative.

OCLC services and products qualifying for membership status are identified annually. These services and products are proposed by OCLC staff, reviewed by the Membership Committee, and any changes are approved by the Global Council and the Board of Trustees.

Members financially support OCLC through purchase of services or products. Without the ongoing contribution of intellectual content or sharing of resources, such purchases do not qualify an institution for Membership.

Voting rights for members are as set forth in the OCLC Code of Regulations. 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.

III. REGIONS

At the adoption of these Protocols, there will be 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 which 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 memory institutions 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 between 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 incurred by them 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 the 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, herein after 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 a four year term.
- 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 collaborative 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 Program Director, Global Council, 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 Program Director, Global Council, 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.

Transition

The transition from the previous Members Council to the new Global Council, including the establishment of the executive committee and the constitution of the initial Regional Councils, will be addressed by the Members Council Executive Committee and the Board Transition Committee, and will be documented in the Transition Procedures document.

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. While revenue is used as the basis for this formula, revenue 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:

25% of the total number of delegates will be set aside as a core number of Member Delegates equally distributed across the Regions. A desired outcome of this set aside is to encourage a broad representation from of all types memory institutions within each Region.

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. To reiterate, intellectual contribution and engagement in the collaborative are the foundation of the OCLC collaborative. Revenue is solely being used as a simple and fair means of proportioning allocated delegates between Regions, a proxy that results in a Global Council delegation that mirrors member institutions' needs and helps realize OCLC's global promise.

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 will take effect on July 1, 2009.