We move further, faster

together

Global Council Handbook
2018–2019
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Welcome to OCLC Global Council

We are librarians, technologists, researchers, writers, managers, administrators, leaders and learners. Together as OCLC, we transform the way people engage with information, and together we make breakthroughs possible.

OCLC is a global library cooperative that provides shared technology services, original research and programs for its members and the library community at large.

Because OCLC is a member-driven cooperative, members have an important role in the governance of the organization. Your role as an elected delegate to Global Council/Regional Council is to use your experience and expertise to reflect and communicate the interests, needs and views of the global OCLC member community on the major issues facing libraries today.

Your contributions and participation help to shape, inform and influence OCLC strategic and service directions to advance the work of libraries around the globe. We appreciate and thank you for your willingness to contribute your time and expertise to the success of the OCLC cooperative and the future of libraries.
NEW DELEGATE RESOURCES

Your new delegate information packet contains materials to acquaint you with your role as a Global Council delegate. Among these resources you will find short webinars, videos and virtual meeting invitations to help you better understand OCLC, the structure of Global Council and your role as a delegate. Your Regional Council liaison is also be available to provide support and answer any questions.

GC Connect (oc.lc/GCconnect) serves as your online resource for all council meetings materials, discussions and announcements. Your log-in Information for this ‘council-only’ site is provided in your welcome packet.

The New Delegate Packet includes:

- Welcome letter
- Global Council Handbook
- GC Connect access and personal log-in information
- Instructions for joining a WebEx meeting
- Legal agreement to allow OCLC to share your data online (biography, photo, etc.)
To help you get familiar with your new role as a Global Council delegate, an OCLC Member Relations Liaison will work with you to make certain you have obtained information on all of the following topics:

- General information
- The OCLC cooperative: organization, products, lines of business, and leadership overview
- Your role on your Regional Council and as a Global Council delegate
- Regional and Global Councils meetings
- Your important roles in the election processes
- Working with OCLC staff and the Board of Trustees
- OCLC governing documents
- Representing OCLC

Please note that if you have been appointed to any Council Committees, there will be separate introductory sessions to help you become familiar with those committees and their charters and responsibilities. Please plan on attending all the orientation sessions that are part of your registration process.

**Note:** Throughout this handbook you will encounter references to several key resources of importance to Global Council delegates. You will find URLs on page 29 of the handbook that will direct you to these resources on the OCLC website.
OCLC Membership Handbook

OCLC operates under principles and systems of shared governance across several groups: Global and Regional Councils, the Board of Trustees and the OCLC Executive Management Team. Members help guide the development of OCLC’s programs, policies, strategy and services. That responsibility is reflected in our leadership structure and specified in the foundational documents.

Membership qualifying activities

OCLC Membership is founded on the principles of cooperation and sharing. This is fully defined in the “Membership and Governance Protocols.” Members qualify by contractually agreeing to participate in cooperative services and by completing at least one of these activities annually:

- Contributing metadata;
- Sharing holdings information;
- Sharing staff resources and expertise in the OCLC virtual reference cooperative, QuestionPoint;
- Making digital content available to other members through CONTENTdm or through the WorldCat Digital Collection Gateway;
- Sharing materials using OCLC services such as WorldShare Interlibrary Loan and Tipasa;
- Subscribing to an OCLC library management system that will facilitate global sharing when transitioned to WorldShare;
- And other activities that have been defined as qualifying activities by the OCLC Board Membership Committee.
Eligibility for Global Council delegates

To be eligible to run for a seat on their Regional Councils, all candidates and delegates must:

- Be from a member institution that meets the qualifying criteria as of 30 September each year;
- Be current employees or members of the governing boards of OCLC member institutions;
- Hold a leadership position within their organization;
- Meet additional Regional Council criteria as outlined in the “OCLC Global Council Elections Handbook.”

OCLC will inform delegates annually if their institutions have had a change in membership status which would affect their eligibility on Councils. Similarly, delegates should inform OCLC immediately if they change institutions or jobs within institutions to ensure that they still meet eligibility requirements.
Delegate allocation

The number of delegates for each of three geographic regions is based on an annual calculation established by the Board Membership Committee and fully described in the “Membership and Governance Protocols.” This calculation allocates 48 available seats across the three regions. The allocation is made in the following way:

- **25%** of the 48 (12 seats) are equally distributed across the regions.
- **75%** of the 48 (36 seats) are allocated across the three regions based on a calculation that serves as a proxy for intellectual contribution to the cooperative. This calculation is based on the percent of total OCLC revenue for that region for a three-year period.

For example, if a region generates 25% of the total OCLC revenue from 2015–2018, that region’s delegation would be calculated this way:

- 4 seats equally distributed (25% of the 48 seats)
- + 9 seats (based on 25% of the remaining 36 seats)

**13 delegates for that region**
Global Council

The OCLC Global Council is an essential part of the OCLC governance structure. With colleagues from around the world, your role as a delegate is vital to the strength and success of the cooperative. Global Council member-elected delegates work in the interest of libraries to address, inform and advise OCLC on the issues, trends, concerns and views of libraries worldwide.

The Global Council is the joint assembly of 48 delegates elected to represent the three Regional Councils. Each Regional Council is facilitated by an Executive Committee composed of representatives from within the Regional Council.

A directory of Global Council delegates is available at oc.lc/GCdelegates.
Regional Councils

The three Regional Councils facilitate connections among OCLC members within the three world regions: Europe, the Middle East and Africa Regional Council (EMEA or EMEARC); Asia Pacific Regional Council (APRC); and the Americas Regional Council (ARC). These Regional Councils strengthen the cooperative by helping the organization understand the global, national and regional needs of members.

All Regional Councils have an Executive Committee led by a Chair and Vice-Chair/Chair-Elect. The Executive Committees for each Regional Council are responsible for setting the regional agenda, creating an annual regional plan and convening the annual Regional Council Membership meeting. The Chairs and Vice-Chairs also serve on the Global Council Executive Committee where they represent their regions and guide Global Council planning and direction.

Each Regional Council has oversight for the nominations and election of delegates for its region. Details on the elections and a timeline can be found in the “Global Council Elections Handbook,” and the Global and Regional Council Bylaws.

The Regional Councils adhere to a few common activities:

- Reflecting the views of the regions they represent to inform and educate OCLC on issues of prime importance to libraries;
- Assembling an annual meeting of members within a region to engage in active dialogue around relevant and timely issues and trends;
- Providing a vehicle to allow an exchange of ideas among libraries, their elected leaders, and the Board of Trustees.
Board of Trustees

The Global Council works with the OCLC Board of Trustees and OCLC management. The 15-member Board of Trustees approaches its responsibilities in a unique way—it answers to and represents members, not shareholders or venture capitalists. The Board guides the vision of the cooperative, shaping OCLC’s strategy and goals. It also fulfills the fiduciary duty of protecting OCLC’s shared assets and investments. In addition, the Board is responsible for recruiting and working with the OCLC President and CEO, and for monitoring the cooperative through a dedicated audit process.

To ensure that OCLC remains a strong collaborative, the Board encourages a culture of cooperation and vigorous debate. Trustees listen carefully to members from all types of libraries and from countries around the globe to better understand issues affecting libraries.

The Board meets four times a year. Six members of the Board are elected by the Global Council. The work of the Board is done by seven committees:

- Audit Committee
- Board Governance Committee
- Executive Committee
- Finance and Investment Committee
- Membership Committee
- Personnel and Compensation Committee
- Technology Planning Committee

The Board Membership Committee is unique in that it is composed of both Trustees and Global Council delegates (Chairs and Vice-Chairs of each region). This committee works to ensure that the “Membership and Governance Protocols”—how membership is defined—are kept current. They also work to facilitate dialogue and information sharing among Regional Councils, trustees and the membership.
Governing documents

Several documents guide and govern the cooperative. Membership related functions reside with the Board and the Global Council. The Global Council plays a central role in OCLC’s governance by ratifying amendments to the “Membership and Governance Protocols,” and to Article IV of the “Code of Regulations.”

The Board is responsible for documents that pertain to the business of OCLC. Under law, the Board has a fiduciary duty to carry out these requirements and act in the best interest of OCLC. These documents include:

- **“Code of Regulations”**: Regulates and governs the internal affairs of the corporation and the relationship among its stakeholders. It describes the governance and management of the organization. With the exception of Article IV of the Code (see below), the Board has the responsibility for making any changes or amendments.

- **“Amended Articles of Incorporation”**: Filed with the State of Ohio and legally establishes OCLC as a corporation. The Articles is the company formation document describing the purpose of the corporation and establishing its existence in the state of incorporation. The Board has the responsibility for making any changes or amendments.
The Board and Global Council share responsibility for the documents that define and relate to membership:

- **“Code of Regulations,” Article IV. OCLC Members.** Article IV of the Code of Regulations sets forth the official establishment of OCLC membership, Global Council, member delegates, purpose of Councils and voting rights to elect six Trustees to the Board. It cannot be changed or amended without ratification by the Global Council delegates.

- **“Membership and Governance Protocols.”** This document defines the criteria for membership, role of Councils and the delegation allocation formula used to determine the number of delegate representatives for each region. Through the Membership Committee, both Council-elected library Board members and Council delegates have oversight on changes and ensure the document continues to represent member interests in the cooperative. This document cannot be changed or amended without ratification by the Global Council delegates.

Global Council is responsible for the documents that relate to the work of the Councils:

- **The Global and Regional Councils Bylaws:** guide the operations of the Councils.

- **The Global Council Elections Handbook:** describes procedures and best practices to be followed through the election cycles.

It is important for delegates to familiarize themselves with these documents, and to have a general understanding of the role and content of each governing document. All governance documents can be found on GC Connect and on the Membership Resources website oc.lc/GCConnect.
The Global Council Executive Committee

The Global Council Executive Committee is composed of the six Chairs and Vice-Chairs/Chairs-Elect from the three Regional Councils. The Executive Committee meets virtually at least six times per year to help guide the activities of the Global Council.

According to the bylaws, the purpose of Global and Regional Councils is to bring worldwide viewpoints together to:

- Take a proactive role in reflecting the interest, issues, concerns and challenges that face OCLC members;
- Encourage and inform cooperative efforts that benefit OCLC members;
- Facilitate the flow of information among Regional Council members, OCLC and the Board by providing feedback, inclusive conversation, outreach and engagement, strategic assessment and information on emerging issues and strategic directions;
- Exchange information on collaborative initiatives within and among the Regional Councils; and
- Promote the cooperative worldwide.
Chair of Global Council

The chair is elected from among the Chairs and Vice Chairs/Chairs-Elect of the three Regional Councils and serves for a one-year term. The Global Council Chair serves as both an officer of their region and of the Global Council.

The chair has the formal duties to:

• Lead the work and activities of the Global Council;
• Preside over Executive Committee meetings and Global Council meetings;
• Serve as spokesperson and report on Global Council activities to OCLC’s President and to the Board of Trustees;
• Serve as an ex-officio member of all committees (except Nominating Committees);
• Perform other duties as directed by the Global Council.
**Vice Chair of Global Council**

The Global Council Vice Chair will be elected by the Global Council Executive Committee to assist the Global Council Chair. He/she will be elected from among the five Executive Committee members not serving as Chair and serves for a one-year term. The Global Council Vice Chair serves as both an officer of their region and of the Global Council.

The Vice Chair has the formal duties to:

- Perform the duties of the Chair in cases in which the Chair is absent or unable to serve;
- Perform such duties as the Chair directs;
- Participate with the Chair in quarterly meetings with the OCLC President and CEO and Chair of the OCLC Board of Trustees;
- Perform other duties as directed by the Chair and/or the Global Council.
COMMITTEES

Global and Regional Council Nominating Committees

Two types of nominating committees are formed each year. One is for the election of delegates to each Regional Council; the other is for the election of members to the OCLC Board of Trustees.

REGIONAL COUNCILS NOMINATING COMMITTEE

Each Regional Council forms its own nominating committee to elect member delegates. All member institutions participate in this election by evaluating nominations submitted for consideration, introducing additional candidates, and determining the final slate to be presented to the Regional membership for election. Using the guidelines set out in the Global and Regional Council Bylaws, the Chair of each Regional Council appoints this committee prior to the start of the election cycle.

GLOBAL COUNCIL NOMINATING COMMITTEE

The Global Council Nominating Committee is charged with submitting a slate of candidates for Global Council-elected members to the OCLC Board of Trustees.

The Global Council Nominating Committee develops a slate of candidates for open seats on the Board. The Committee considers the needs of the Board and global community interests for candidates and accepts nominations from, but not limited to, seated Global Council delegates. The Nominating Committee may also consider nominations made by the Board Membership Committee.
The Global Council Nominating Committee is composed of the three Regional Councils’ Vice-Chairs and one Delegate from each Regional Council. The delegate appointments are made by the Global Council Executive Committee. The committee selects a chair from its members.

Refer to the “Global and Regional Council Bylaws” and “Global Council Elections Handbook” for additional details. Delegates who would like to be considered for appointment to one of these Nominating Committees should speak with their Regional Council Chair.

**Global Council Program Committee**

The Program Committee is responsible for developing an annual Council discussion and engagement plan that supports Councils’ role to inform and advise OCLC on member engagement activities that facilitate regional member discussions and dialogue. These activities shape and guide annual meetings, member communications and delegate activities throughout the year.

The committee reports to the Global Council Executive Committee. It is appointed by the Global Council Chair and is composed of the Vice Chair and one extra delegate from each of the three Regional Councils.
Board of Trustees
Membership Committee

Through its Membership Committee, the OCLC Board of Trustees is charged with overseeing OCLC membership and facilitating dialogue among the Board, the Councils, and the membership. It is the only Board committee that is composed of both Trustees and Global Council delegates. The committee is appointed by the Board Chair and includes the Chairs and Vice-Chairs of the three Regional Councils.

The Membership Committee has three primary responsibilities:

1. “Membership and Governance Protocols.”
   The committee recommends amendments and revisions to the “Membership and Governance Protocols” and ensures, each year, that the protocols reflect the standards, rights, criteria and expectations of the OCLC membership;

2. Strengthen Board-to-Council and Board-to-member interaction and information exchange.
   The committee identifies and recommends opportunities for increased engagement with the delegates and the members, fostering routine and ongoing communications among the Board, the Council and the membership at large;

3. Cultivation and development of future and potential candidates for member-elected trustee positions.
   The Membership Committee serves as a conduit for improving the understanding of Board succession planning needs and ensuring the Global Council Nominating Committee has a clear understanding of these needs as it relates to member-elected trustee positions. The committee supports the Nominating Committee by identifying potential candidates from the cooperative’s membership for their consideration.
Ad hoc committees

Global Council ad hoc committees are established as needed and members are appointed by the Global Council Chair with the approval of the Executive Committee. All ad hoc committees are given a defined charge and specified timeline in which to complete their work and report to Council.

Members of these special groups may include member delegates or other individuals who may have qualifications that are needed to complete the assigned tasks.
YOUR ROLE AS A DELEGATE

Responsibilities

As an OCLC Global Council delegate, you have been elected to represent library and member interests at the local, regional and global level. Based on your experience and leadership you will be invited to reflect on issues of importance to libraries today.

Global Council has two principal governance responsibilities:

1. Electing six Trustees to the OCLC Board of Trustees for four-year terms; and

2. Ratifying changes to the, “Membership and Governance Protocols,” and Article IV of the, “Code of Regulations,” which are two of the three legal documents that define membership and member representation.

16,000+
Member institutions elect

48
Global Council delegates who elect

6
OCLC Board members
Global Council delegates serve several important roles:

- Solicit input and feedback from colleagues about OCLC and more broadly the future of libraries and bring those comments to the attention of Council;
- Reflect the interests of OCLC members in your region;
- Attend and actively participate in discussions at Council meetings, both in-person and virtually, and in plenary and small group sessions;
- Report back to your colleagues about the work of the Council through local newsletters, listservs and blogs, and on social media;
- Participate in OCLC activities at local, state, regional, national and/or international conferences;
- Participate in discussions with OCLC management and members of the OCLC Board of Trustees to reflect on member interests’ and needs within your region
- Contribute to regular and open communication between members and OCLC;
- Provide honest, informed opinions and ideas about the direction of the library and information community;
- Attend and participate in all Regional Council meetings where applicable, and attend one, in-person meeting each year.

**Alternate delegates**

Alternate delegates serve in the place of Regional Council Delegates who are unable to attend a Global Council Meeting. While serving in this role, alternate delegates have all the rights and responsibilities of a member delegate as outlined in the “OCLC Global and Regional Council Bylaws.” In the rare case when a delegate is unable to serve their complete term, an alternate chosen by their Regional Council will be asked to assume the elected term.
Attending meetings and activities

There are several types of meetings held by the Global and Regional Councils.

THE GLOBAL COUNCIL ANNUAL MEETING

Global Council meets in-person once a year. This is the official meeting of the Global Council where all delegates come together to conduct their business, connect with OCLC management and the Board of Trustees, and work on member engagement plans and activities. The meeting agenda is developed by the Global Council Executive Committee, in conjunction with the Program Committee.

Attendance at this meeting is an essential duty of the delegates. Under the rare circumstance that you are unable to attend, you must notify your Regional Council Chair and the Member Relations team as soon as possible. Any delegate who fails to attend two consecutive Global Council meetings will forfeit his/her office.

Typically, this meeting is held at OCLC’s headquarters in Dublin, Ohio, USA. Global Council meetings are conducted in English. Global Council delegates are expected to attend meetings fully prepared to participate and to execute their responsibilities.
REGIONAL COUNCIL EXECUTIVE AND OTHER COMMITTEE MEETINGS

Regional Council Executive Committees and the other committee meetings typically meet monthly using WebEx and, on occasion, (e.g., during conferences) meet face-to-face. All committee members are expected to attend or notify their Chair if they are unable to attend.

Meeting agendas, notes and recordings are available for review on GC Connect.

REGIONAL CONFERENCES

Every year, each Regional Council organizes a regional member conference. These conferences follow a global theme and are intended to facilitate communication among members and provide an opportunity for discussion of issues of importance.

Delegates participate in the planning and conducting of these conferences and serve as hosts. These gatherings are held in person at different locations in each region from year to year. All delegates are encouraged to attend these conferences in their region and take advantage of the opportunity to meet with members.
COMMUNICATIONS

GC Connect, email lists and e-newsletter

Global and Regional Councils communicate with one another and with OCLC in many ways. Communications, meeting announcements and the sharing of documents are done through GC Connect, email lists and a monthly e-newsletter.

GC Connect (oc.lc/GCconnect): All current delegates and alternates to the Global and Regional Councils have access to GC Connect. This is a website designed for delegate use to give you access to Global Council materials, discuss topics with other delegates and receive news and announcements.

Through GC Connect you also have full access to the OCLC Community Center, which is a tool for the users of various OCLC products and services to connect with their peers, ask questions and share ideas. Access to these communities is normally limited to registered users, but as delegates, you will have access to all of the Community Center communities to give you access to member conversations and perspectives about their use of OCLC services.

Log-in credentials and instructions are provided in your Welcome Packet.
**Email lists:** All delegates and alternates are enrolled in two key email lists effective July 1 of the year elected. The main email list (GC-L) is the general list and reaches all delegates, alternates, and OCLC Member Relations team members. The second (one listed below) is a general list for your specific Regional Council.

- Americas Regional Council: ARC-L
- Asia Pacific Regional Council: APRC-L
- EMEA Regional Council: EMEA-L

There are three other lists, one each for the Global Council Executive Committee (GCEC-L), the ARC Executive Committee (ARCEC-L) and the Global Council Program Committee (GCPC-L).

Please set your spam filter to accept email from the domain “oclclists.org” to ensure these emails reach you.

**E-newsletter:** Once a month, you will receive a Global Council email newsletter. This is a quick monthly update on what each Regional Council is working on, news from OCLC and other updates related to Global and Regional Councils.
Working with OCLC and OCLC staff

OCLC Member Relations staff are your liaisons to the work of Council. They help guide day-to-day activities, assist with the work of committees and task forces, budget, organize and attend committee and Council meetings, facilitate projects and act as general liaisons between OCLC management and the Global Council.

The Member Relations team is always available to assist and answer your questions. Please contact them at memberrelations@oclc.org anytime you need assistance.

Member Relations Team (from left to right): Meryl Cinnamon, Susan Saggio, Pam Bailey, Julie Seuront, Helene Blowers, Christina Rodriques, and Nancy Lensenmayer.
LOGISTICS

Travel and reimbursement policy

Expenses for delegate travel to the annual Global Council meeting is budgeted and paid by OCLC. Delegates are urged to travel in a safe and cost-effective manner. Travel cost reimbursement for attending regional meetings varies by the region. Your OCLC liaison can clarify these allowable reimbursements with you.

OCLC will assist by arranging certain aspects of your travel plans. You will be reimbursed only for those expenses that are directly related to Global and Regional Council activities, not for personal activities or business meetings unrelated to the work of Councils. Global Council meeting-related expenses, which includes travel to and from the annual meeting, lodging and meals, are covered.

Delegates are asked to follow OCLC non-staff travel policies as outlined below.

**Coordination:** The Member Relations Team will assist you in booking and coordinating travel. A Flight Request form can be found in GC Connect (oc.lc/GCConnect) to indicate your travel preferences. Delegates must also complete the meeting Registration Form after their flights are booked to provide details on travel, transportation and dietary needs.

**Airfare:** OCLC works with a preferred travel partner to book flights, so that tickets are directly billed to OCLC. The Travel Request form should be used to indicate your flight date and time preferences. If you obtain a lower rate through other means, please notify the OCLC Member Relations team for approval before booking your flights. OCLC will provide you with an expense report to fill out and submit along with a copy of your airfare receipt. You will be reimbursed for airfare directly related to travel to and from the site of the Global Council meeting. Reimbursement includes only economy class fares. Exceptions can be made, given permission received first, to allow
“business class travel” (excluding first class) if you embark on an individual flight that is longer than 10 hours. Airfare for International flights exceeding $5,000 USD will not be reimbursed without prior approval from the Executive Director of Member Relations. All delegates are asked to exercise fiscal responsibility in booking their travel.

As meetings are often held in Dublin, Ohio, USA, please make sure your travel documents are up to date and that you have the necessary documents to enter the United States (visa, ESTA or other, as applicable). While not currently required by US Customs, a personalized letter stating you are traveling to the United States on official OCLC business is available upon request. Contact memberrelations@oclc.org to request your copy.

**Ground transportation:** Transportation to and from your home or office to your home airport and parking, as well as transportation from the airport to the meeting site or hotel, are reimbursable expenses. Under most circumstances, OCLC will make all ground transportation arrangements to attend the Global Council meeting, including transportation to and from the airport as well as between hotels, meeting sites and activities. If you choose to rent a car, please note this is not a reimbursable expense.
Lodging: OCLC secures a group rate for lodging during the Global Council meeting. Reimbursable expenses include the room rate and taxes for the nights during the meeting and one night immediately before and/or after the meeting. We ask that you cover any non-reimbursable charges added to your room at check-out.

Food: Food costs are included as reimbursable items during your travel to and from the meeting, as well as for those times when group meals have not been arranged. You are asked to keep your daily total meal cost in line with OCLC’s standard per diem.

Nonreimbursable expenses: Non-reimbursable items include, but are not limited to, bar tabs, movie rentals, entertainment, personal expenses, laundry and excessive meal costs that exceed the per diem.

GETTING REIMBURSED FOR EXPENSES

To ensure the timely processing of your travel expenses, submit your expense report to memberrelations@oclc.org within 30 days of your completed travel. All expenses must be processed before the end of the fiscal year (June 30). If you incur charges before the meeting (such as airfare), an expense form can be sent to you for processing. Keep records of your reimbursable costs and send OCLC scanned copies of receipts along with your expense reports.
ONLINE RESOURCES FOR
GLOBAL COUNCIL DELEGATES

**Articles of Incorporation**: [oc.lc/ArticlesOfIncorporation](oc.lc/ArticlesOfIncorporation)

**GC Connect**: [oc.lc/GCconnect](oc.lc/GCconnect)

**Global Council Directory**: [oc.lc/GCDelegates](oc.lc/GCDelegates)

**Global Council Elections Handbook**: see [oc.lc/GCconnect](oc.lc/GCconnect)

**Global Council Handbook**: [oc.lc/GCHandbook](oc.lc/GCHandbook)

**Member Resources website**: [oc.lc/MemberResources](oc.lc/MemberResources)

**Membership and Governance Protocols**: [oc.lc/MemGovProtocols](oc.lc/MemGovProtocols)

**OCLC Code of Regulations**: [oc.lc/CodeOfRegulations](oc.lc/CodeOfRegulations)

**OCLC Global & Regional Council Bylaws**: [oc.lc/GCBylaws](oc.lc/GCBylaws)
Together we make breakthroughs possible.