MEMBERSHIP AND GOVERNANCE PROTOCOLS, 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. Revised by the OCLC Board of Trustees on 10 June 2013, and ratified by the Global Council 19 June 2013 by electronic vote. Revised by the OCLC Board of Trustees on 16 November 2016 and ratified by the Global Council on 16 November 2016. Revised by the OCLC Board of Trustees on 8 June 2020 and ratified by the Global Council on 18 September 2020 by electronic vote. Revised by the OCLC Board of Trustees on 15 November 2021 and ratified by the Global Council on 17 December 2021 by electronic vote. This revision was approved by the OCLC Board of Trustees on 7 November 2022 and ratified by the Global Council on 12 December 2022 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.

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).
- OCLC, Corporation, or Nonprofit Corporation: OCLC 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.
- OCLC Partner Program: A program managed by OCLC’s Business Development Division where for-profit entities contract for OCLC services.
- Qualifying OCLC Product: A Qualifying OCLC Product means a subscription to software or hosted services that are owned and licensed annually by OCLC to an individual entity or group of entities.

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.

An institution may be an OCLC member if the institution has a subscription to a Qualifying OCLC Product.

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. To opt out of voting rolls, institution directors may contact the Membership & Research Division at OCLC.

Organizations who are part of OCLC’s Partner Program are not eligible for membership.

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 or other Qualifying OCLC Products.

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 as long as the institution meets the membership definition. Institutions also may voluntarily opt out of their voting rights by notifying OCLC Membership, and thus no longer participate in OCLC governance.
III. REPRESENTATION

OCLC Members participate in OCLC governance through the election of Member Delegates to OCLC Regional and Global Councils.

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. When combined together, these three Regional Councils are known as the Global Council.

The Global Council is part of the member governance structure. Global Council is comprised of the elected Regional Council Delegates from each of the three regions. The process for electing delegates is established in the Global Council and Regional Council Bylaws.

Global Council Member Delegates are elected by OCLC Members to represent library interests and participate in OCLC governance. Member Delegates are elected to serve a three-year term and are full voting members to both Global Council and their respective Regional Councils.

Global Council and governance participation

Global Council Member Delegates have two governance responsibilities:

- Elect six (6) trustees to the OCLC Board.
- Ratify or reject by majority vote amendments to the Membership and Governance Protocols and Article IV of the Code of Regulations.

In addition to Governance responsibilities, Member Delegates also:

- Advise OCLC on member engagement activities across the three regions by informing OCLC on best approaches to member activities, forums, product user groups, and product advisory groups
- 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
- Facilitate dialogue across the three regions, address global issues and trends, and serve as representatives of the full constituency of OCLC members in each region
- Strengthen the cooperative throughout the world.

Regional Councils additionally serve as:

- 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.
The Regional Councils participate in OCLC governance as delegates to the Global Council (see below, and Article IV, Sections C–G of the OCLC Code of Regulations) and serve as membership body distinctly separate from OCLC Board of Trustees.

Global and Regional Council administration

As a separate membership body from the OCLC Board of Trustees, the procedures and processes for the administration of Global and Regional Councils are defined by the Global Council and Regional Council Bylaws. These procedures include, but are not limited to, the:

- Election of six (6) trustees to OCLC Board
- Election of officers to provide leadership for the Global and Regional Councils
- Establishment of council committees and working groups to complete Global and Regional Council business
- Cadence for meeting (virtual and/or in-person) requirements to complete Global and Regional Council governance responsibilities and activities

Any changes to these administrative processes of the Global and Regional Councils must be developed through the establishment of a Global Council Bylaw Committee, with member delegate input and approved by Global Council in accordance with its Bylaws. All Bylaw procedures and processes to complete Global and Regional Council business should be developed in consultation with OCLC staff to ensure OCLC has the capacity and ability to support the business requirement.

IV. OCLC SUPPORT

OCLC shall provide support for Global and Regional Council activities in the form of staff assistance, communication platforms and software systems to facilitate meeting and business operations, and marketing coordination to communicate Council membership activities. OCLC staff will assist with the development of meeting agendas and communication; logistics for meeting participation; planning and execution of Council-led activities and outreach to OCLC membership on behalf of the Global Council and voting and governance activities.

Costs and travel expenses for Global Council Business Meetings and the Member Delegates’ in-person attendance shall be paid by OCLC upon such total budgeted amounts as are determined by the Board of Trustees.

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

V. 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 define membership in the cooperative, and is being used only as the metric to approximate relative participation across regions 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.

VI. 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-thirds (2/3) of those trustees voting. In accordance with the Advanced Notice requirements described below, proposed amendment(s) must 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.

Advance notice
In order to permit local discussions to proceed in a timely fashion, the OCLC Board of Trustees shall transmit any proposed amendments to the Membership and Governance Protocols to the Member Delegates for a vote as early as possible, and no less than ten (10) days in advance of such vote.

VII. EFFECTIVE DATE

These Protocols originally took effect 1 July 2009 and were revised effective 21 June 2010, 1 July 2013, 16 November 2016, 18 September 2020, 1 January 2022, and 12 December 2022. This revision is effective 12 December 2022.