

## HISTORY

### MEMBERSHIP AND GOVERNANCE PROTOCOLS, REVISION

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. Revised by the OCLC Board of Trustees on 7 November 2022 and ratified by the Global Council on 12 December 2022 by electronic vote. This revision was approved by the OCLC Board of Trustees on 18 March 2024 and ratified by the Global Council on 20 March 2024 (the “Effective Date”).

### 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 Amended and Restated Code of Regulations (the “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 the OCLC Leaders Council), 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 Joint Membership Committee to develop the definition of Membership for the review and approval of 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 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**

The OCLC Leaders Council is representative of the OCLC Members in the governance structure. Following the initial reduction process set forth below, the OCLC Leaders Council shall be comprised of no less than 20 nor more than 24 individuals (each, a “Councilor”) selected by the Joint Membership Committee and approved by the OCLC Board of Trustees.

### **OCLC Leaders Council governance participation**

The OCLC Leaders Council shall elect six (6) Trustees to the Board of Trustees in accordance with the Regulations.

In addition, the OCLC Leaders Council shall provide library perspectives that inform the Corporation’s strategic goals as established by the Board of Trustees and executive management team.

## **IV. OCLC SUPPORT**

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

Costs and travel expenses for the OCLC Leaders Council Business Meetings and the Councilors’ 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. COUNCILOR SELECTION**

Selection Process: In order to support continuity in leadership and good governance, and to effect the transition from the former Global Council and Regional Council model, the following reduction method and terms shall be used:

1. All Member Delegates on the Global Council as of the Effective Date shall complete their current terms on the Global Council as Councilors on the OCLC Leaders Council;
2. The Joint Membership Committee will then select five (5) individuals whose term

- expires in 2024 to extend their term for one (1) year to serve as a Councilor on the OCLC Leaders Council;
3. Beginning in 2025, the Councilors' terms will be extended and/or staggered as determined by the Joint Membership Committee;
  4. Beginning in 2026, Councilors are selected to serve a three-year term and are full voting members of the OCLC Leaders Council.

The Councilors selected to the OCLC Leaders Council shall be selected by the Joint Membership Committee from a slate of candidates provided by Councilors, the Board of Trustees, and OCLC staff, which are then ratified by the Board of Trustees on an annual basis. Councilors shall be library leaders with an emphasis on global inclusion.

*Representation:* Councilors shall be representative of each region as determined by the Board of Trustees in consultation with the Joint Membership Committee. Beginning in 2025, the OCLC Leaders Council shall include 10-12 Councilors from the Americas and 10-12 Councilors collectively from Europe, Middle East, Africa, and Asia Pacific regions.

*Chair, Vice-Chair, Councilor-At-Large:* The Chair and Vice Chair of the OCLC Leaders Council shall be from the Americas and from outside the Americas, respectively, with one (1) year terms each. By way of example, if the Chair is from the Americas, the Vice Chair will be from outside the Americas. When the Vice Chair from outside the Americas becomes the Chair, the new Vice Chair will be from the Americas. The Councilors shall elect the Chair, Vice-Chair/Chair-elect and Councilor-At-Large, with the first term beginning in November 2024. Each subsequent year, the Councilors will elect a new Vice Chair/Chair-elect, and Councilor-At-Large and the current Vice-Chair/Chair-elect will become Chair. The Chair, Vice Chair and Councilor-At-Large shall not be considered "officers" of the Corporation as determined by the Board of Trustees in accordance with the Regulations and shall simply serve in such positions on the OCLC Leaders Council.

*Terms:* Each Councilor shall serve the term set forth above until their successor has been selected and commenced their term. From time to time, a Councilor's term may be limited or extended to fewer than or more than three (3) years for purposes of providing continuity of representation. Councilors may serve multiple terms but no more than two (2) consecutive full terms and no more than three (3) terms or nine (9) years in total.

*Vacancy:* An alternate Councilor will be assigned to fill any vacancy on the OCLC Leaders Council, which will be selected by the Joint Membership Committee affirmed by the Board of Trustees. Any Councilor may be removed at any time and from time to time, with or without cause, by the Board of Trustees.

## **VI. PROCEDURES FOR CHANGING THIS DOCUMENT**

Proposed changes to this document will be initiated by the Board of Trustees' Joint 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.

### **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 as of the Effective Date.