To:	All HathiTrust Members
Subject:	A proposal to formalize HathiTrust's member criteria
Date:	October 24, 2018
From:	The Board of Governors

Introduction

The HathiTrust Board of Governors proposes to formally define HathiTrust's criteria for membership, as described below. This will be introduced at the 2018 Member Meeting and voted upon by the membership in early 2019.   The proposal is based upon the work of a subcommittee of the Board of Governors, which was reported on at the 2016 and 2017 Member Meetings.

A proposal to formally define HathiTrust's criteria for membership

At its June 7, 2018 meeting the Board of Governors approved the following criteria for membership to be presented to the membership. These criteria would be published as follows:

Requirements for All Members

Potential members in HathiTrust must be able to meet the following requirements:
- The organization/library must have the legal standing to enter into a Supporting Institution Agreement (Membership Agreement) with the University of Michigan on behalf of HathiTrust.
- To access member services, the organization/library should operate a SAML 2.0-compliant identity provider, such as Shibboleth or OpenAthens, release HathiTrust's required attributes, have membership in an accepted identity federation where available, such as the InCommon Federation (U.S.), RedIRIS (Spain), or UK Access Management Federation for Education and Research, and adhere to the federation's standards for trusted shared management of access to online resources. For full information about our authentication requirements see [include link to full, updated documentation]
- Members must be able to deliver library holdings data on a regular basis, employing HathiTrust specifications. [include link to full, updated documentation].

All new members must be approved by the Board of Governors.

Membership Categories

HathiTrust currently accepts members from one of the three categories

- Academic and research institutions
- University systems
- Consortia

These are explained in more detail below.

Academic and Research Institutions: Not-for-profit organizations, such as universities, colleges, museums, research centers, agencies that operate one or more libraries. Examples: the University of Pennsylvania, the Getty Research Institute, New York Public Library, Library of Congress.

University Systems: A multi-institution, not-for-profit higher education system, operating one or more libraries. The organization consolidates the communication and transactions between the organization's members and HathiTrust, thus offering a single point of contact between the organization and HathiTrust to handle fees and members' holdings data. Examples: The University of Texas System, the State University System of Florida. This option is available only to U.S. institutions.

HathiTrust expects the following of its system members:

- The system, through a service organization or a lead institution, handles all invoicing on behalf of the institutions, and supports unified provision of libraries' holdings data and collection deposits to HathiTrust.
- Member institutions of the system organization are treated as a single entity in governance and voting.
- Systems with more than one institution classified as Carnegie R1 will pay a public domain fee for each R1 institution, tiered according to its total library expenditures. For systems without an R1 institution, the member will pay a public domain fee based on the system's assignment to a tier that corresponds with the sum total expenditures of all institutions in the system. In-copyright fees are assessed for the entire system.
- Some university systems may operate a single identity provider for all of its campuses. As currently there is no approved standard Shibboleth attribute to carry specific campus-within-a-system affiliation information, it is not possible for HathiTrust to limit member-only access to a specific location in the system. In such cases, HathiTrust is unable to accept single campus or partial system membership and instead must consider the entire system to be a member, request that the system coordinate provision of data and collection deposits, and assess fees as described above.

Consortia: Multi-institution, non-profit consortia should operate services (beyond licensing) on behalf of member libraries. At a minimum, consortia wishing to become members of HathiTrust need to be able to legally sign a HathiTrust member agreement on behalf of the consortia's participant members, provide HathiTrust with consolidated data, and verify the full participation of all members, in a manner similar to that of state university systems.

Given the variability in configurations and governance of consortia, HathiTrust evaluates inquiries from consortia on a case-by-case basis, and the Board of Governors has responsibility for final review and approval of a consortium's membership in HathiTrust. Note: as a founding member of HathiTrust, the Big Ten Academic Alliance (an institutional consortium) is treated as a single entity with appointed representation on the Board. The University of Michigan and Indiana University, as host institutions, have appointed representation on the Board.

Research Libraries outside of the United States: We welcome inquiries from non-profit, non-U.S. research libraries, and their membership which will be reviewed on a case-by-case basis. Being based in the United States, HathiTrust services are closely linked to U.S. copyright law, and some of our programs are more closely aligned with the needs of research libraries located in the United States. At this time U.S. and non-U.S. members are assessed fees in the same way, and those fees must be paid in U.S. dollars. In certain circumstances HathiTrust's

Board may approve a modified fee model for specific non-U.S. members. Some services and content may not be available in all jurisdictions if local copyright laws do not permit them or if we cannot cost-effectively implement them in those jurisdictions.

Not Eligible for Membership: HathiTrust does not consider membership from:

- Libraries associated with for-profit organizations
- Public libraries without a clear research mission
- Public or private K-12 or secondary school libraries
- Non-libraries, including publishers
- Individuals

The above is not an exhaustive list.

Why are these criteria being proposed?

This is the last piece of business left over from the reorganization of our governance and membership models since we adopted the current bylaws in 2012.   The bylaws of HathiTrust require that criteria for membership be approved by the membership, but we had delayed their development while we reviewed our practices and discussed our desired strategy for memberships. The proposed criteria are based on recommendations made in 2016 to the Board of Governors by a subcommittee on Membership and Finance, but we delayed this proposal while we continued examining our fee model.

How is this different from what we have been doing?

The criteria follow very closely guidelines we have followed for several years, and in most ways this documents and confirms current practice.

There are some differences however. We have several members that are state university systems of higher education, where a central organization consolidates the communication and transactions between the organization's members and the HathiTrust, thus offering a single point of contact between the organization and HathiTrust to handle fees and members' holdings data.   Essentially the system serves as an umbrella member for a number of other institutions.

Prior to 2017, such members were assessed the public domain element of our fees for one institution, not the entirety of the systems colleges and universities. More recently, the Board of Governors determined that it would be more equitable to the remainder of the members if the public domain fee were assessed for each research intensive university (R1) associated with the system. The system could still have any number of non-research intensive universities associated with no additional impact on fees.

Since 2017, new members have been assessed fees in this manner, but previous members were grandfathered. Under this proposal, all members would be treated the same way.

What is the difference between state university systems and consortia?

A state university system can operate as a single legal entity for all the colleges and universities that it represents. Even though there are separate colleges and libraries, the collections can be shared across them. In these cases they are collectively operating as a library as defined in the US Copyright Act, and thus the collective can make use of the exemptions available to libraries in the Copyright Act.

Consortia often do operate some services jointly, but they rarely can represent themselves as a collective library in the way that state systems can.   In order for us to serve the libraries based on exceptions to the Copyright Act, each of those libraries would still need to sign an individual member agreement with us.   In effect, the cost to HathiTrust to maintain the member's services is no different, and thus we cannot justify the reduction in fees that are applied. However, some members, such as the Big Ten Academic Alliance, still choose to affiliate as a consortium for membership, and receive one invoice for all of its members, which they divvy up as they choose. These groups of members are then able to pool their votes to act collectively in membership governance.

Does this affect my membership standing?

No, with the exception of the details noted above for state university systems of higher education.   All current members of HathiTrust meet the criteria proposed.

Why is membership limited to libraries with a research or higher-education mission?

Our mission is more closely aligned with these libraries, and our programs and services have been developed to support their goals and interests. In developing these criteria, the Board of Governors considered membership categories for allied organizations, but did not feel that our services and programs suited them well, nor did we wish to develop new programs and services just for these groups.   We may reevaluate this in the future, but until then we remain open to other collaborations or partnerships with such organizations, however.

Does HathiTrust wish to have more international members?

Yes, but recruitment of members outside of the United States will be aligned with our overall mission and goals, strengthen the organization, and add minimal costs to administering the organization. HathiTrust is encouraging membership from institutions in Canada, Australia, New Zealand, and the United Kingdom.   This is not to diminish the contributions of members from outside of these countries, which have been significant, and we continue to welcome membership inquiries from any country, especially from those libraries wishing to deposit materials in HathiTrust.

Is there a target for growth in membership?

In its 2016 report, the Membership and Finance Committee recommended a strategy that would result in the addition of 5-10 members per year over the next several years.   Over the last six years, HathiTrust has added an average of 9.75 new members per year, and we don't anticipate that we will have trouble meeting the target of 5-10.

The Board has not set a maximum or ideal target for the total number of members. It's possible that there is some ideal number of members that will suit us perfectly, but we don't know what that is and we have not tried to guess it.

What is the relationship between membership growth and our financial status?

We are financially healthy, and membership growth has enabled us to better support existing services and add others. As we begin to act on the *2019-2023 Strategic Directions*, we do not wish to pursue a strategy of growth for growth's sake, or to exclusively fund an expansion of services. We believe that the membership is the most important part of HathiTrust, and that our recruitment of new members should strengthen, not weaken, our ability to work cooperatively. We also believe that the collection is key to our strategic work, and wish to see it continue to grow in size and diversity of subjects and materials. Our membership recruitment will prioritize these issues.

How can I offer feedback on the proposal?

Beginning in early November we will provide a number of ways for you to offer your feedback:

- Group video conferences. We plan to offer at least three web conferences beginning in November to outline this proposal and take questions. These will be reserved for members representatives, our listed direct contact, or their designates. We may need to limit the number of participants per session and if needed we will offer more.
- Written feedback via form or email. We will provide you with a specific email address to write with questions, suggestions, or concerns.
- Discussions. You may request a phone or video conference with the Executive Director and/or a member of the Board of Governors to talk about your specific library's circumstances. In some cases, we may contact you to suggest a discussion.

Who will decide if this is implemented?

The members will. The bylaws state that members have the authority "to approve...the formula or principle proposed by the Board of Governors by which the dues, fees, or other charges are to be levied against the Members" (Article IV, Section 7.d).

For the purposes of Member voting, HathiTrust employs a weighted voting to reflect the level of member investment in HathiTrust, and the proposal must be approved by a two-thirds majority of the weighted votes cast. Details of this formula may be found online at: https://www.hathitrust.org/explanation-of-weighted-voting

When will the vote be held?

We have not yet set a date for the vote, but expect that it would be held early in 2019 so that we have time to complete the necessary work before developing the 2020 budget. To give us adequate time to consult with the membership, we are considering early February.