

International Standard Name Identifier (ISNI) International Agency – Delegated Responsibilities CENL Resolution

Background

On 10 March 2010 Lynne Brindley asked Elisabeth Niggemann for support from the CENL Executive Committee regarding the International Standard Name Identifier (ISNI). Colleagues from the Bibliothèque nationale de France (BnF) and the British Library (BL) were working together on the ISNI to create a system that supports unique identification of people and organisations. A consortium was being set up to govern the implementation of this system by OCLC. The potential founding members of this consortium were principally federations or groups of organizations involved in rights management (CISAC, IPDA, IFRRO) or in bibliographic data management (Bowker, OCLC) along with BnF and BL.

Bruno Racine and Lynne Brindley recommended that CENL had the seat on the ISNI board to strengthen the role of national libraries in the development of ISNI and to ensure that the information needs of library users were central. BL and BnF would jointly represent the wider CENL community. BL and BnF would pay the membership subscription jointly. There would be no financial impact on CENL. Both believed this model worked well for the development of DOI and would welcome the support of the CENL EC in establishing the same model for the development of international name identifiers.

A Memorandum of Understanding for ISNI was due to be signed in March 2010 by the members of the consortium. On behalf of the CENL EC Elisabeth Niggemann gave the mandate to sign this MoU on behalf of CENL to Lynne Brindley and Bruno Racine.

The CENL Board members were informed about this initiative and the mandate via the CENL mailing list on 2 June 2010. There were no objections from any member.

CENL Resolution

The Articles of Association and the Memorandum of Understanding regarding the ISNI International Agency were signed in November 2010. Elisabeth Niggemann signed as CENL Chair on behalf of CENL. The documents were sent to be filed for incorporation and the formal establishment of the agency should be completed by mid-December 2010.

CENL Secretariat

The signing of these foundational documents marks the formal commencement of the role undertaken on behalf of CENL by The British Library and the Bibliothèque nationale de France to act as a member of the Consortium engaged in implementing the new ISO standard International Standard Name Identifier (ISNI) defined under ISO 27729. In order to implement the standard on behalf of ISO the Consortium requires legal incorporation as a not-for-profit company in conjunction with the MoU.

Since CENL is the formal partner in the Consortium the Chair of CENL is the required signatory to the Articles of Association and to the Memorandum of Understanding.

In order that the BL and BnF can continue to act on behalf of CENL on the Board of Directors of the ISNI International Agency the CENL Executive Committee must pass a resolution to authorise them to act on behalf of CENL – as outlined in the following articles:

4.2 Pursuant to the Companies Act, each of the Members may by resolution of its directors or other governing body, appoint a corporate representative to act as its representative at any meeting/s of the Company.

4.3 A corporate representative appointed by a Member pursuant to Clause 4.2 shall have full powers to exercise all the rights and powers on behalf of the Member as that corporation representative could exercise if it were an individual Member. A corporate representative may therefore (i) speak at meetings (ii) vote on a show of hands (iii) demand a poll (iv) vote on a poll (v) vote in different ways on a poll and (vi) appoint a proxy.

In undertaking the role of a Corporate Director on behalf of CENL, the BL and the BnF will be jointly responsible for the financial commitments of CENL as a founding member: specifically by paying the first 3 years annual subscriptions to the ISNI-IA, set at 12,500 Euros per year in the MoU. The BL and BnF will further jointly discharge all the membership obligations as outlined in the MoU, and will receive reimbursement of their subscriptions as they become due and available.

The BL and BnF request that this Resolution delegating responsibility to the BL and BnF in exercising CENL's rights and powers on the ISNI Board is approved by the CENL Executive Committee.

The CENL Executive Committee approved the Resolution at its meeting on 13 December 2010.