

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.  
Annual Meeting of the Board of Trustees  
November 16, 2015

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 5, 2015, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 12:07 p.m., local time, on November 16, 2015, at the Conference Center at OCLC Lakeside Annex, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair, and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Brady Deaton  
Berndt Dugall  
Cindy Hilsheimer  
Kathleen Keane  
Barbara Lison  
James Neal  
Barbara Preece  
John Patrick  
David Roselle  
John Szabo  
Ellen Tise  
Sandra Yee  
Jennifer Younger

Trustees Absent:

Loretta Parham

Also, present for all or portions of the meeting:

Brian Schottlaender, Trustee Emeritus  
David A. ("Skip") Prichard, President & CEO  
Julie Presas, Vice President, General Counsel and Secretary

Ms. Yee began the meeting by welcoming new Trustee Barbara Preece to the Board. Ms. Yee then introduced the Chair of the Board Governance Committee, Barbara Lison. Ms. Lison reported that the Committee has recently completed updating the Board Governance Committee Guidelines and described such changes to the Board. The Chair then brought forward the following resolution to the full Board for their approval:

**RESOLUTION**

RESOLVED, that upon the recommendation of the Global Council Executive Committee and review and recommendation of the Board Governance Committee, the following three Global Council Delegate Members are hereby approved and appointed as the new representatives to the Membership Committee from the Global Council beginning November 16, 2015 and ending November 14, 2016:

1. Craig Anderson, RMIT University
2. Fiona Parsons, University of  
Wolverhampton

3. Bonnie Allen, Middle Tennessee State University

There being no further discussion, the above resolution was moved, seconded and approved by unanimous vote of the Trustees present.

Ms. Lison then offered the following resolution for approval:

**RESOLUTION**

RESOLVED, that effective November 16, 2015, the membership on the committees of the Board of Trustees for calendar year 2016 is hereby constituted as follows:

<b>Audit</b>	Jennifer Younger, Chair Ellen Tise John Szabo Kathleen Keane Barbara Preece Cindy Hilsheimer (non-voting as chair of Finance & Investment Cmte) Sandra Yee Skip Prichard (non-voting)
<b>Executive</b>	Sandra Yee, Chair David Roselle, Vice Chair Cindy Hilsheimer John Patrick Barbara Lison Jim Neal Jennifer Younger Skip Prichard (non-voting)
<b>Finance &amp; Investment</b>	Cindy Hilsheimer, Chair John Patrick Jim Neal Barbara Lison Berndt Dugall Brady Deaton Loretta Parham Sandra Yee Skip Prichard (non-voting)
<b>Board Governance</b>	Barbara Lison, Chair Cindy Hilsheimer David Roselle Brady Deaton Berndt Dugall Sandra Yee Skip Prichard (non-voting)
<b>Personnel &amp; Compensation</b>	Jim Neal, Chair Ellen Tise David Roselle Kathleen Keane Jennifer Younger John Szabo Barbara Preece Sandy Yee Skip Prichard (non-voting)

**Membership Committee** Loretta Parham, Chair  
Ellen Tise  
Barbara Preece

**Committee on Technology Planning**  
John Patrick, Chair  
Brady Deaton  
Berndt Dugall  
Jennifer Younger  
Loretta Parham  
Sandra Yee  
Skip Prichard (non-voting)

The resolution having been recommended by the Board Governance Committee, there was no second necessary. The resolution was considered and approved by unanimous vote of the Trustees present.

Ms. Yee then called the meeting into executive session at 12:15 p.m., with Mr. Prichard and Ms. Presas present. The session concluded at 12:25 p.m. During the executive session, the Board moved and approved the following resolution:

#### **RESOLUTION**

RESOLVED, that effective November 16, 2015 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2016:

Vice Chair	David Roselle
Secretary	Julie Presas
Treasurer	William Rozek

FURTHER RESOLVED, that effective November 16, 2015, the following person is hereby elected to serve as Chair of the Board of Trustees for calendar year 2016 and calendar year 2017:

Chair	Sandra Yee
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The resolution was considered and approved by unanimous vote of the Trustees present with Mr. Roselle and Ms. Yee abstaining.

Ms. Yee then offered the following resolution for approval:

#### **RESOLUTION BRIAN SCHOTTLAENDER TRIBUTE**

WHEREAS, BRIAN SCHOTTLAENDER has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2010 through November 2015; and

WHEREAS, Brian served as Chair of the Committee on Technology Planning from 2011 through 2014, participated in the Board Cost Share and Pricing Models Committee in 2013 and the Board Task Force on Pricing in 2015; and

WHEREAS, during his tenure as a Trustee, he brought his considerable experience as an academic librarian and has been a strong advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, in his capacity as a Trustee, Brian has been an influential spokesperson for the OCLC cooperative and a champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, OCLC, its member libraries, museums and archives, and, most importantly, the users of libraries and information services around the world have benefited from his service as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Brian for his outstanding contributions to OCLC Online Computer Library Center, Inc. and for his steadfast devotion to OCLC's purpose of sharing the world's collected knowledge so that libraries can fuel learning, research and innovation; and

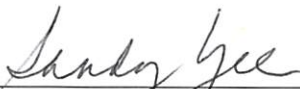
BE IT FURTHER RESOLVED, that Brian Schottlaender is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; and


BE IT FURTHER RESOLVED, that this resolution be included in the minutes of this meeting and shared with the membership of OCLC.

The above resolution was moved, seconded and approved by unanimous vote of the Trustees present. The Chair expressed her deep gratitude to Mr. Schottlaender for his service to OCLC.

Ms. Yee then called the meeting into executive session at 12:30 p.m. The session concluded at 12:35 p.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:35 p.m.

  
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Sandy Yee, Chair

  
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Julie Presas, Secretary