

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 18, 2002

The annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 8, 2002 and in accordance with Article VII, Section I of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 11:38 a.m., November 18, 2002, at the Willard Inter-Continental Washington Hotel, 1401 Pennsylvania Avenue, N.W., Washington, D.C. Mr. Crowe presided and Mr. Houfek kept the minutes of the meeting.

Trustees present:

Larry Alford
Bradley F. Baker
Edward W. Barry
William J. Crowe
Ralph K. Frasier
Maurice Glicksman
Martin Gómez
Barbara Gubbin
Victoria Hanawalt
Jay Jordan
David P. Lauer
Jane N. Ryland
Thomas W. Shaughnessy
Jerry Stephens
Lizabeth A. Wilson

Trustees Absent:

None

Also, present for all or portions of the meeting:

Christine Deschamps, Former Trustee
Nancy L. Eaton, Former Trustee
James T. Houfek, Vice President, General Counsel, and Secretary
Myer Kutz, Former Trustee
Sharon J. Rogers, Former Trustee

Mr. Crowe then introduced the resolutions as to the election of the officers of OCLC for the coming year. Upon motions duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the President is authorized to appoint the following persons to serve as officers of the Corporation:

Vice President, Digital & Preservation Resources
Margaret A. Bellinger
Vice President, Research
Lorcan Dempsey
Vice President, Corporate Marketing
Catherine De Rosa
Vice President, Cooperative Discovery Services
Frank J. Hermes
Vice President, General Counsel
James T. Houfek
Vice President, Metadata and Content Management Services
Gary R. Houk
Vice President, Information Technology
Fred Lauber
Vice President, Member Services
George M. Needham
Vice President, netLibrary Division
Rich Rosy
Vice President, Finance, and Human Resources
Rick J. Schwieterman
Vice President, Worldwide Library Services
Phyllis B. Spies

FURTHER RESOLVED, That additional officer appointments and changes of position may be made by the President, subject to confirmation by the Board at its next meeting following such appointments and changes.

FURTHER RESOLVED, That the officers of this Corporation be and they are each individually authorized to execute and deliver in the name and on behalf of this Corporation appropriate documentation, and to do such other acts and things as they or any of them individually shall deem necessary or appropriate to carry out the purposes and business of the Corporation.

Mr. Crowe then introduced the resolutions as to the election of the Board officers and Committee Members for the coming year. Upon motions duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the following persons are hereby elected to serve as officers of the Board of Trustees for the next year:

Chair	William J. Crowe
Vice Chair	Maurice Glicksman
Secretary	James T. Houfek
Treasurer	Rick J. Schwieterman

RESOLVED, That membership on the committees of the Board of Trustees is hereby constituted as follows:

Audit Committee

Ralph Frasier, Chair

Larry Alford

Ed Barry

Maurice Glicksman

Jane Ryland

Jerry Stephens

Chair, Ex-Officio

Executive Committee

William Crowe, Chair

Maurice Glicksman, Vice-Chair

Brad Baker

Ralph Frasier

Vickie Hanawalt

Jay Jordan

Dave Lauer

Betsy Wilson

Finance Committee

Dave Lauer, Chair

Larry Alford

Ed Barry

Ralph Frasier

Barbara Gubbin

Jay Jordan

Betsy Wilson

Chair, Ex-Officio

Nominating and Board Development Committee

Brad Baker, Chair

Martin Gómez

Dave Lauer

Jane Ryland

Tom Shaughnessy

Betsy Wilson

Chair, Ex-Officio

Personnel & Compensation Committee: Vickie Hanawalt, Chair

Martin Gómez

Barbara Gubbin

Jane Ryland

Tom Shaughnessy

Jerry Stephens

Chair, Ex-Officio

William J. Crowe, Chair of the Board is an ex-officio member of all committees.

Mr. Crowe then introduced the following tribute resolutions, each of which was read into the record, and each of which was accepted by acclamation:

CHRISTINE DESCHAMPS TRIBUTE

WHEREAS, Christine Deschamps has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc., since her election to the Board of Trustees by the OCLC Users Council in 1996, and

WHEREAS, Christine Deschamps is the first person from outside the United States to be elected to this Board of Trustees, and

WHEREAS she has served on and chaired committees of this Board of Trustees and has carried out all of the duties of her assignments with distinction and dedication, and

WHEREAS, this Board of Trustees is deeply grateful to Christine Deschamps for her just-completed six years of service to the members of the OCLC Online Computer Library Center, Inc.,

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Christine Deschamps for her outstanding contributions to this, the world's largest library cooperative, and for her steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Christine Deschamps for her many years of distinguished service.

SHARON J. ROGERS TRIBUTE

WHEREAS, Sharon J. Rogers has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc., since her election to the Board of Trustees by the OCLC Users Council, in 1992, and subsequent election by the Board itself, in 1998, and

WHEREAS, Sharon J. Rogers has served on and chaired committees of this Board of Trustees and as chair of the Board from 1997 through 1999, and has carried out all of the duties of her assignments with distinction and dedication, and

WHEREAS, this Board of Trustees is deeply grateful to Sharon J. Rogers for her just-completed ten years of service to the members of the OCLC Online Computer Library Center, Inc.,

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Sharon J. Rogers for her outstanding contributions to this, the world's largest library cooperative, and for her steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Sharon J. Rogers for her many years of distinguished service.

MYER KUTZ TRIBUTE

WHEREAS, Myer Kutz has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc., since his election to the Board of Trustees in 1988, and

WHEREAS, Myer Kutz has served on and chaired committees of this Board of Trustees and as vice chair of the Board, and has carried out all of his assignments with distinction and dedication, and

WHEREAS, this Board of Trustees is deeply grateful to Myer Kutz for his just-completed fourteen years of service to the members of the OCLC Online Computer Library Center, Inc.,

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Myer Kutz for his outstanding contributions to this, the world's largest library cooperative, and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Myer Kutz for his many years of distinguished service.

NANCY L. EATON TRIBUTE

WHEREAS, Nancy L. Eaton has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc., since her election to the Board of Trustees by the OCLC Users Council, in 1987 to serve the unexpired term of Hugh Atkinson, followed by her election to a full term, in 1988, by the OCLC Users Council, and subsequent election by the Board itself, in 1994 and 1998, and

WHEREAS, Nancy L. Eaton has served on and chaired committees of this Board of Trustees and as chair of the Board from 1993 through 1996, and has carried out all of the duties of her assignments with distinction and dedication, and

WHEREAS, this Board of Trustees is deeply grateful to Nancy L. Eaton for her just-completed sixteen years of service to the members of the OCLC Online Computer Library Center, Inc.,

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Nancy L. Eaton for her outstanding contributions to this, the world's largest library cooperative, and for her steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate of rise of the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Nancy L. Eaton for her many years of distinguished service.

Following the reading of each of the tribute resolutions, Mr. Jordan indicated that a donation would be made by OCLC in the name of each person so honored, to certain charities or programs as selected by the honored individuals themselves.

Mr. Crowe then called the Board into executive session at 11:48 a.m. The Board was reconvened into regular session at 12:00 p.m.

There being no further business to come before the meeting, it was on motion duly made and seconded, adjourned by Mr. Crowe at 12:00 p.m.

/s/
William J. Crowe, Chair

/s/
James T. Houfek, Secretary