

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 15, 2004

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 27, 2004 and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 12:14 p.m., local time, on November 15, 2004 at OCLC Online Computer Library Center, Inc., 6600 Frantz Road, Dublin, OH. Ms. Wilson 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
Martín Gómez
Victoria Johnson
Jay Jordan
David P. Lauer
Elisabeth Niggemann
David Roselle
Jane N. Ryland
Robert Seal
Jerry Stephens
Lizabeth A. Wilson

Trustees Absent:

None

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary
Rick J. Schwieterman, Vice President, Finance & Human Resources and Treasurer
Maurice Glicksman, Former Trustee
Barbara Gubbin, Former Trustee
Vickie Hanawalt, Former Trustee
Thomas Shaughnessy, Former Trustee

To begin the meeting, the Chair asked for a motion to approve the minutes of the last meeting, and upon motion duly made and seconded, the Board of Trustees unanimously approved the minutes of their November 17, 2003 meeting.

The Chair then introduced the first resolution located at Tab 6 in the Board materials. On the motion of Mr. Frasier, following discussion, the Board seconded and unanimously approved an amendment to the first resolution as it appeared at Tab 6, requiring approval of the Board for appointments of officers of the corporation at the *next* Board meeting, rather than at the *next annual* Board meeting. The Board then considered the first resolution at Tab 6 (as amended), which was, upon motion duly made and seconded, unanimously approved:

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

Vice President, Digital Collection & Preservation Services
Lizbeth J. Bishoff
Vice President, Corporate Marketing
Catherine De Rosa
Vice President, Finance, and Human Resources
Rick J. Schwieterman
Vice President, General Counsel
James T. Houfek
Vice President, Corporate Information Technology & Business Integration
Gary R. Houk
Vice President, Member Services
George M. Needham
Vice President, Content Management
Rich Rosy
Vice President, Research & Chief Strategist
Lorcan Dempsey
Vice President, Collection Management 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.

The Chair then introduced the second resolution located at Tab 6 in the Board materials. On motion duly made and no second required, the Board unanimously approved said resolution:

RESOLVED, that the following persons are hereby elected to serve as officers of the Board of Trustees immediately following the Trustee Members meeting on November 15, 2004.

Chair	Lizabeth Wilson
Vice Chair	David Lauer
Secretary	James Houfek
Treasurer	Rick Schwieterman

The Chair then introduced the third resolution located at Tab 6 in the Board materials. On motion duly made and no second required, the Board unanimously approved said resolution:

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

Audit Committee

Jerry Stephens, Chair

Larry Alford
Ed Barry
Ralph Frasier
Elisabeth Niggemann
Bob Seal

Executive

Betsy Wilson, Chair

Brad Baker
Ed Barry
Ralph Frasier (At-large)
Jay Jordan (ex officio)
Dave Lauer, Vice-Chair
Jane Ryland
Jerry Stephens

Finance Committee

Ed Barry, Chair

Larry Alford
William Crowe
Vickey Johnson
Jay Jordan (ex officio)
Dave Lauer
David Roselle
Jerry Stephens

Nominating & Board Development

Brad Baker, Chair

Larry Alford
William Crowe
Martín Gómez
Jay Jordan (ex officio)
Elisabeth Niggemann

Personnel & Compensation

Jane Ryland, Chair

Martín Gómez
Vickey Johnson
Dave Lauer
David Roselle
Bob Seal

Lizabeth Wilson, Chair of the Board is an ex-officio member of all committees.

Ms. Wilson then spoke to the significant contributions of those Trustees who had completed their terms on the Board, and then moved the following resolutions, also located at Tab 6 of the Board materials, which were duly seconded and unanimously approved:

BARBARA GUBBIN TRIBUTE

WHEREAS, Barbara Gubbin 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 1998, 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 Barbara Gubbin 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 Barbara Gubbin 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 Barbara Gubbin for her many years of distinguished service.

VICTORIA HANAWALT TRIBUTE

WHEREAS, Victoria Hanawalt 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 1998, and

WHEREAS, Victoria Hanawalt 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 Victoria Hanawalt 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 Victoria Hanawalt 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 Victoria Hanawalt for her many years of distinguished service.

MAURICE GLICKSMAN TRIBUTE

WHEREAS, Maurice Glicksman 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 1993 and

WHEREAS, Maurice Glicksman 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 Maurice Glicksman for his just-completed twelve 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 Maurice Glicksman 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 Maurice Glicksman for his many years of distinguished service.

THOMAS SHAUGHNESSY TRIBUTE

WHEREAS, Thomas Shaughnessy has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc., since his election to the Board of Trustees by the Board of Trustees in 1996; and

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

WHEREAS, this Board of Trustees is deeply grateful to Thomas Shaughnessy for his just-completed eight 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 Thomas Shaughnessy 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 Thomas Shaughnessy for his many years of distinguished service.

Ms. Wilson again expressed her thanks to these departing Trustees, stating that in each case their service to OCLC and to the Board had been unparalleled in terms of the wisdom and commitment imparted. The Chair then called for other business. There being no further business to

come before the meeting, on motion duly made and seconded, it was adjourned at approximately 12:30 p.m.

/s/
Lizabeth Wilson, Chair

/s/
James T. Houfek, Secretary