This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 1, 2006, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 10:10 a.m., local time, on November 13, 2006 at OCLC Online Computer Library Center, Inc., 6600 Kilgour Place, Dublin, Ohio. In the absence of Ms. Wilson, Mr. Lauer presided and Mr. Houfek kept the minutes of the meeting.

Trustees present:

Larry Alford  
Edward W. Barry  
William J. Crowe  
Maggie M. Farrell  
Ralph K. Frasier  
Victoria Johnson  
Jay Jordan  
David P. Lauer  
Bruce F. Newell  
Elisabeth Niggemann  
David Roselle  
Jane N. Ryland  
Robert Seal  
Jerry Stephens

Trustees Absent:

Lizabeth A. Wilson

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary  
Rick J. Schwieterman, Vice President, Chief Financial Officer and Treasurer  
Bradley F. Baker, Former Trustee  
Martín Gómez, Former Trustee  
Ernie Ingles, OCLC Members Council President

To begin the meeting, Mr. Lauer welcomed Ms. Farrell and Mr. Newell as new Board members.

Mr. Lauer then introduced the following resolution for discussion:
RESOLVED, that the President is authorized to appoint the following persons to serve as officers of the Corporation:

Vice President, Marketing and Library Services  
   Catherine De Rosa
Vice President, Programs & Research and Chief Strategist  
   Lorcan Dempsey
Vice President, General Counsel  
   James T. Houfek
Vice President, Corporate Information Technology & Business Integration  
   Gary R. Houk
Vice President, RLG Programs Development  
   James Michalko
Vice President, Member Services  
   George M. Needham
Vice President, New Services  
   William Nilges
Vice President, Content Management  
   Rich Rosy
Vice President and Chief Financial Officer  
   Rick J. Schwieterman
Vice President, Human Resources  
   Tammi N. Spayde
Vice President, Collection Management Services  
   Phyllis B. Spies
Vice President, Global Product Architecture  
   Michael Teets
Vice President, OCLC Digital Services  
   Greg Zick

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.

Following appropriate motion and second, the above resolution was unanimously approved.

Mr. Lauer then called on Mr. Alford who indicated that the Nominating and Board Development Committee had met in September, 2006 with all members present, and had discussed and approved the following two resolutions regarding Board Committee participation and Board Officer appointments:
BOARD OF TRUSTEES OFFICERS

RESOLVED, that effective November 13, 2006 the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2007:

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

BOARD OF TRUSTEES COMMITTEES

RESOLVED, that effective November 13, 2006 the membership on the committees of the Board of Trustees for calendar year 2007 is hereby constituted as follows:

Audit Committee  
Robert Seal, Chair  
Edward Barry  
Maggie Farrell  
Ralph Frasier  
Larry Alford

Executive  
Lizabeth Wilson, Chair  
David Lauer  
Larry Alford  
Elisabeth Niggemann  
Edward Barry  
Victoria Johnson  
Robert Seal  
Jay Jordan (ex officio)

Finance Committee  
Edward Barry, Chair  
Jerry Stephens  
David Lauer  
David Roselle  
Bruce Newell  
Elisabeth Niggemann  
Jane Ryland  
Larry Alford  
Jay Jordan (ex officio)

Nominating and Board Development  
Elisabeth Niggemann, Chair  
William Crowe  
Victoria Johnson  
Robert Seal  
Bruce Newell  
Larry Alford  
Jay Jordan (ex officio)
FURTHER RESOLVED, that the following appointment be made effective beginning November 13, 2006 and ending on June 30, 2007:

Joint Committee on Membership: Jerry Stephens

No second being necessary and no further comments being expressed, a separate vote was taken on each of the foregoing resolutions and each of said resolutions was unanimously approved, with Mr. Lauer abstaining on the Board Officers resolution.

Mr. Lauer 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 5 of the Board materials, which were duly seconded and unanimously approved:

BRADLEY BAKER TRIBUTE

WHEREAS, Bradley Baker 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 OCLC Users Council in 2000, and

WHEREAS he 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 Bradley Baker for his 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 Bradley Baker 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 Bradley Baker for his many years of distinguished service.
MARTÍN GÓMEZ TRIBUTE

WHEREAS, Martín Gómez 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 2002, and

WHEREAS, Martín Gómez has served on committees of this Board of Trustees and has carried out all of his assignments with distinction and dedication, and

WHEREAS, this Board of Trustees is deeply grateful to Martín Gómez for his just-completed four 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 Martín Gómez 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 Martín Gómez for his many years of distinguished service.

Following some discussion, Mr. Lauer again expressed his 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 10:30 a.m.

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David P. Lauer, Acting Chair    James T. Houfek, Secretary