

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Special Meeting of the Board of Trustees
March 31, 2008

This special meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated March 13, 2008, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:30 a.m., local time, on March 31, 2008 at the Hilton O'Hare Airport, Chicago, Illinois. Mr. Alford presided as Chair and kept the minutes of the meeting.

Trustees present:

Larry Alford
Edward W. Barry
William J. Crowe
Maggie Farrell
Jay Jordan
Bruce Newell
David Roselle
Jane N. Ryland
Jerry Stephens

Trustees attending by phone:

Ralph K. Frasier
Victoria Johnson
David P. Lauer
Robert Seal

Trustees Absent:

Elisabeth Niggemann
Lizabeth Wilson

The Board reviewed issues related to the recommendations for altering OCLC's governance structure identified during the Members Council discussions in February. The Board agreed to consider both the issues identified in the Members Council discussion table notes and the results of the straw-vote held by Members Council delegates on several governance issues as each recommended Code of Regulations change was discussed. The Board then discussed each proposed change to the governance documents using the outline of issues prepared by the Governance Transition Committee chaired by Ms. Farrell and the text of the proposed amendments prepared by Mr. Houfek. The Board reached informal agreement on all outstanding issues although in some cases opinion was not unanimous on a particular proposed change. Mr. Alford noted that he and Ms. Farrell would work with Mr. Houfek to revise the draft amendments to the Articles of Incorporation, the Code of Regulations, and the Governance Bylaws to reflect the

discussion. The amendments will be presented for formal consideration at the meeting of the Trustee Members scheduled for April 14, 2008. Mr. Alford thanked Ms. Farrell and the Governance Transition Committee for their work to prepare for and organize the discussion. He also thanked again Mr. Crowe as chair, Ms. Ryland, and the other members of the Governance Study Committee for their earlier work and recommendations which have formed the basis of the proposed changes to OCLC's governance structure. There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 2:00 p.m.

Larry Alford