

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Special Meeting of the Board of Trustees
November 9, 2009

This special meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 28, 2009, 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 November 9, 2009 at 6565 Kilgour Place, Dublin, Ohio, 43017. Mr. Alford presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive sessions, when Mr. Barry kept the minutes.

Trustees present:

Larry Alford
Edward W. Barry
Maggie Farrell
Tony Ferguson
Ralph K. Frasier (by conference telephone)
Kathleen Imhoff
Jay Jordan
David P. Lauer
Bruce Newell
Elisabeth Niggemann
David Roselle
Jane N. Ryland
Robert Seal
Betsy Wilson
Sandra Yee

Trustees Absent:

None

Also, present for all or portions of the meeting:

John Patrick, Trustee Elect
Karen Calhoun, Vice President, WorldCat and Metadata Services
Bruce Crocco, Vice President, Library Services for the Americas
Cathy De Rosa, Vice President of the Americas & Global VP of Marketing
James T. Houfek, Vice President, General Counsel and Secretary
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Tammi N. Spayde, Vice President, Human Resources
Lorcan Dempsey, Vice President, Programs and Research & Chief Strategist
Jim Michalko, Vice President, RLG Programs
Robin Murray, Vice President, Global Product Management
George Needham, Vice President, Global & Regional Councils
Chip Nilges, Vice President, Business Development
Gene Oliver, Executive Director, Systems Management
Mike Teets, Vice President, Enterprise Architecture
Rein Van Charldorp, Managing Director, OCLC EMEA
Andrew Wang, Vice President, OCLC Asia Pacific
Greg Zick, Vice President, Global Engineering
Jan Ison, OCLC Global Council President
Jennifer Younger, OCLC Global Council President-elect

Mr. Alford began by welcoming Trustee-Elect John Patrick, and thanking Ms. De Rosa, Mr. Dempsey and Mr. Barry for their work on the Board retreat on Sunday. Mr. Alford then inquired as to any changes to the proposed agenda. There being none, he requested a motion to approve the minutes of the meeting of the Board of Trustees held on September 21, 2009. Upon motion duly made and seconded, the Board of Trustees unanimously approved the minutes of said meeting.

The Chair then recognized Ms. Ison and asked for her report as Global Council President. Ms. Ison stated that: (i) she wished to express the Global Council's thanks to the Board and OCLC management for their quick responses to the WorldCat record issues, (ii) Regional Council meetings began with the Asia Pacific meeting which took place in September, and the other Regional Council meetings are scheduled in early 2010, (iii) eventually, all audio and video of the Regional Council meetings will be available through online access, (iv) the Global Council Steering Committee is considering differential pricing and regional coordination issues, and (v) the annual Global Council meeting will take place in April, 2010, with an additional virtual meeting in June of 2010. That concluded Ms. Ison's report.

The Board then heard a report from Ms. Spayde, Mr. Murray and Mr. Zick regarding the current state of the Change Management Project, followed by a report on the Board retreat from Mr. Dempsey and Ms. De Rosa. Finally, Mr. Schwieterman updated the Board on the current Land Use Planning on the OCLC campus.

The Chair then recognized Ms. Younger, who reported that the Record Use Policy Council has communicated regularly and, following additional discussions at the American Library Association meeting, will have a draft Record use Policy to the Board for review and comment, prior to the February 2010 meeting. The Board's recommendations will then be forwarded to the Global Council at its April 2010 meeting for comment and approval.

The Chair then called for the President's report. Mr. Jordan asked that the Board look to his written report for details, a copy of which could be found at Tab 2 of the Board materials, after which he related that: (i) a draft copy of the OCLC Annual Report was enclosed in the Board materials for the Trustee's review, and (ii) recent decreases in the value of the US dollar provided good opportunities in other countries (especially the BRIC countries). That completed Mr. Jordan's report.

The Chair then called the meeting into executive session at 10:18 a.m., following which a break was directed at 11:05. The meeting was reconvened in general session at 11:17 a.m.

Following the break, the Chair indicated that he had nothing to add to his Chair's report, which could be found at Tab 3 of the Board materials. Mr. Alford also indicated that the Executive Committee of the Board had not met since he last reported to the Board.

The Chair then called for the report of the Finance Committee. Mr. Roselle reported that the Committee met with all members present, and: (i) reviewed the financial information for the first 3 months of the current fiscal year as presented by Mr. Schwieterman, (ii) reviewed the investment portfolio results as presented in the Annual Report, (iii) discussed business segment information with Mr. Schwieterman, (iv) reviewed the current mergers and acquisitions status, and (v) determined that the annual budget approval should be extended to a later time than usual this year. That concluded Mr. Roselle's report.

The Chair then called for the report of the RLG Committee. Ms. Wilson indicated that the Committee had not met, but that she wished to update the Board regarding: (i) the continued discussion and consideration of the shape, nature and investment in the RLG program in future years, (ii) the hiring of a consultant to help advise the Committee on these issues, and (iii) a report and list of recommendations that will be presented to the Board for its review at the February meeting. That completed Ms. Wilson's report.

The Chair then called for other business, and a short discussion was had regarding the attendance by Trustees at the Global Council's regional meetings.

There being no further business to come before the meeting, a motion to adjourn was moved, seconded and unanimously approved by all of the Trustees, and the meeting was adjourned at 11:31 a.m.

Larry Alford, Chair

James T. Houfek, Secretary