

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 15, 2010

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 4, 2010, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 12:23 p.m., local time, on November 15, 2010 at 6600 Kilgour Place, Dublin, OH, 43017. Mr. Alford presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive session, when Mr. Barry kept the minutes of the meeting.

Trustees present:

Larry Alford
Edward W. Barry
Maggie Farrell
Tony Ferguson
Kathleen Imhoff
Jay Jordan
David P. Lauer
James Neal
Bruce Newell
Elisabeth Niggemann (via conference telephone)
John Patrick
David Roselle
Brian Schottlaender
Betsy Wilson
Sandra Yee

Trustees absent:

Bernadette Gray-Little

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Robert Seal, past Trustee

Mr. Alford then offered the following resolution for Board consideration and approval:

PROPOSED RESOLUTION

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

Vice President, Metadata Services & Global Member Engagement
Karen Calhoun
Vice President, Library Services for the Americas
Bruce Crocco
Vice President for the Americas & Global VP of Marketing
Catherine De Rosa
Vice President, Research & Chief Strategist
Lorcan Dempsey

Vice President, General Counsel
James T. Houfek
Vice President, Corporate Information Technology & Business Integration
To Be Appointed
Vice President, RLG Programs Development
James Michalko
Vice President, Global Product Management
Robin Murray
Vice President, Global & Regional Councils
George M. Needham
Vice President, Business Development
William Nilges
Executive Vice President and Chief Financial Officer
Rick J. Schwieterman
Vice President, Corporate HR
Tammi N. Spayde
Vice President, Innovation
Michael Teets
Vice President, OCLC Asia Pacific
Andrew Wang
Vice President, Global Engineering
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.

There being no further discussion, the above resolution was moved, seconded and unanimously approved by the Trustees present.

Mr. Alford then offered the following resolutions for approval. Having been recommended by the Nominating and Board Development Committee, there was no second necessary, and each of the resolutions was separately voted on and unanimously approved by the Trustees present (Mr. Alford and Mr. Barry abstained from voting on the first resolution below):

RESOLVED, that effective November 15, 2010, the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2011:

Chair	Larry Alford
Vice Chair	Ed Barry
Secretary	James Houfek
Treasurer	Rick Schwieterman

RESOLVED, that effective November 10, 2010 the membership on the committees of the Board of Trustees for calendar year 2011 is hereby constituted as follows:

Audit

Maggie Farrell, Chair

Anthony Ferguson
Bernadette Gray-Little
Kathleen Imhoff
Larry Alford (ex officio)

Executive

Larry Alford, Chair

Edward Barry
Maggie Farrell
Sandy Yee
John Patrick
Lizabeth Wilson
Jay Jordan (ex officio)

Finance and Investment

John Patrick, Chair

David Roselle
Kathleen Imhoff
Edward Barry
James Neal
Dave Lauer
Larry Alford (ex officio)
Jay Jordan (ex officio)

Board Governance

Lizabeth Wilson, Chair

Elisabeth Niggemann
Bruce Newell
Edward Barry
David Roselle
Larry Alford (ex officio)
Jay Jordan (ex officio)

Personnel & Compensation

Sandy Yee, Chair

David Lauer
Bernadette Gray-Little
James Neal
Maggie Farrell
Brian Schottlaender
Elisabeth Niggemann
Anthony Ferguson
Larry Alford (ex officio)

Membership

Bruce Newell, Chair

Kathleen Imhoff
Sandy Yee

(Larry Alford, Chair of the Board is an ex-officio member of the above committees.)

At this time, Mr. Alford offered the following resolution for consideration by the Board:

ROBERT SEAL

WHEREAS Robert Seal served as a delegate to the OCLC Members Council from 1998 to 2004; and

WHEREAS Robert Seal served as President of the OCLC Members Council in 2003-2004, during which time Members Council delegates gave increased attention to the globalization of the OCLC cooperative; and

WHEREAS Robert Seal did chair a Members Council Committee that created a "Statement on Principles of Membership of the OCLC Collaborative" that was adopted by the Members Council in 2002, and which subsequently informed the Council's actions to increase global participation in OCLC; and

WHEREAS the OCLC Members Council elected Robert Seal to the OCLC Board of Trustees in 2004; and

WHEREAS during Robert Seal's service to OCLC from 1998 to 2010, the number of participants in the OCLC cooperative did increase from 30,154 in 85 countries to 72,000 in 170 countries, and the WorldCat database did increase from 37.5 million bibliographic records and 668 million location listings to 210 million bibliographic records and 1.6 billion location listings; and

WHEREAS Robert Seal has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. from 2004 to 2010; and

WHEREAS Robert Seal has served on and chaired committees of this Board of Trustees and has carried out the duties of his assignments with distinction and dedication; and

WHEREAS Robert Seal has been a tireless and splendid advocate for libraries and the advancement of research, scholarship and education around the world;

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Robert Seal for his outstanding contributions to OCLC Online Computer Library Center 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 library costs;

AND BE IT FURTHER RESOLVED, that this resolution be spread upon the minutes of this meeting and shared with the membership of OCLC.

There being no further discussion, the above resolution was moved, seconded and unanimously approved by acclamation by the Trustees present.

The Chair then called the meeting into executive session at 12:30 p.m. There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:47 p.m.

Larry Alford, Chair

James T. Houfek, Secretary