OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Meeting of the Board of Trustees
April 11, 2011

        This meeting of the Board of Trustees of OCLC Online Computer Library Center,

Inc., pursuant to the notice of the Secretary dated March 30, 2011, and in accordance with

Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc.

convened at 7:45 a.m., local time, on April 11, 2011 at the Marriott Northwest Hotel, 5605 Blazer

Parkway, 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
        Kathleen Imhoff
        Jay Jordan
        David Lauer
        James Neal
        Bruce Newell
        Elisabeth Niggemann
        John Patrick
        David Roselle
        Brian Schottlaender
        Betsy Wilson
        Sandra Yee

    Trustees Absent:

        Bernadette Gray-Little

    Also, present for all or portions of the meeting:

        Karen Calhoun, Vice President WorldCat/Metadata Services
        Bruce Crocco, Vice President, Library Services for the Americas
        Bill Crowe, former Trustee and OCLC Consultant
        Cathy De Rosa, Vice President of the Americas & Global VP of Marketing
        Lorcan Dempsey, Vice President, Programs and Research & Chief Strategist
        Nancy Eaton, former Trustee and OCLC Consultant
        Kathryn Harnish, Senior Product Manager
        James T. Houfek, Vice President, General Counsel and Secretary
        Jenny Johnson, Executive Director, Branding & Creative Services
        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
        Julie Presas, Assistant General Counsel
        Gene Oliver, Executive Director, Systems Management
        Jeff Schilling, Product Manager
        Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
        Tammi N. Spayde, Vice President, Human Resources

Mike Teets, Vice President, Innovation
Eric van Lubeek, Managing Director, EMEA
Andrew Wang, Vice President, OCLC Asia Pacific
Greg Zick, Vice President, Global Engineering

Mr. Alford began the meeting by inquiring whether there were any changes to the meeting agenda. There being none, Mr. Alford then inquired as to any changes, objections to, removals from or discussion of the proposed Consent Agenda, and there being none, the Consent Agenda was approved. The Consent Agenda consisted of approval of the minutes of the February 7, 2011 Board of Trustees meeting, as well as approval of the following resolution:

PROPOSED RESOLUTION

RESOLVED, that regular meetings of the Board of Trustees shall be held, in calendar 2012, at the offices of the Corporation or at other locations designated by the Board at 8:30 a.m., local time, on the following dates:

February 6, 2012	September 17, 2012
April 16, 2012	November 5, 2012
June 11, 2012	

FURTHER RESOLVED, that the annual meeting of the Board of Trustees shall be held immediately following the annual meeting of the Trustee Members on November 5, 2012.

Ms. De Rosa then delivered an updated report on the OCLC communication and member engagement strategic plan. Following some discussion, Ms. De Rosa presented a review and update of the WMS service launch program and a brief discussion on OCLC's future strategy concepts.

The Chair then called for the President's report. Mr. Jordan asked that the Board look to his written report for details, and mentioned that: (i) OCLC has been increasingly engaged in discourse with other entities to better allow them to connect and interact with WorldCat, and (ii) R2 consultants have been retained to do some follow-up work on data analytics. That concluded Mr. Jordan's report.

The Chair then called for a short break at 9:05 a.m., after which the Board reconvened in executive session at 9:18 a.m., and the Strategic Leadership Team was asked to remain for the first part of the session.

Mr. Alford called for a break in the meeting at 11:35 a.m., after which the Board reconvened at 11:48 a.m., in regular session. Mr. Murray, Ms. Harnish and Mr. Schilling then presented an implementation update on OCLC's platform and associated applications.

Mr. Alford then delivered the Chair's report, indicating that he had nothing further to add to his written report contained in the Board's meeting materials.

The Chair then reported that the Executive Committee met, and: (i) reviewed proposed dates for meetings of the Board in 2012, which resolution was approved as a part of the Consent Agenda, (ii) discussed the plans for the June, 2012 Board meeting, (iii) reviewed the itinerary for the June 2011 Board meeting in Seattle, (iv) decided to reduce the Board's budget by six percent (6%), and (v) discussed current corporate issues with Mr. Jordan. That concluded Mr. Alford's report.

The Chair then called for the report of the RLG Committee. Mr. Neal indicated that the Committee met, and: (i) began their review of the outreach program to potential members of the newly established Research Libraries Partnership ("RLP"), (ii) reviewed OCLC's performance under its monetary and staff contractual obligations to RLG and found it to be in full compliance, (iii) continued to discuss the details of structure and function of the new RLP, (iv) begun to remove the "RLG markings" from the ongoing effort, (v) agreed to continue to report regularly to the OCLC Board of Trustees, and (vi) expressed their thanks to OCLC for all of its help and support during the past five years of the transition. That concluded Mr. Neal's report.

The Chair then called for the report of the Audit Committee. Ms. Farrell reported that the Committee met with all members present, and: (i) reviewed and discussed an internal audit presentation, (ii) received a progress report on the Product Management Life Cycle, (iii) received an update on the network/partners financials and noted no concerns, (iv) reviewed a KPMG enterprise risk assessment update, with a copy of the KPMG report to be distributed to all of the Trustees in June, (v) reviewed and approved a final form for the Board and Management Conflict of Interest statements, and (vi) reviewed the Committee Charter and recommended no changes to that document at this time. That concluded Ms. Farrell's report.

The Chair then called for the report of the Personnel and Compensation Committee. Ms. Yee indicated that the Committee met, and with a quorum present, reviewed: (i) the Management Incentive and Long Term Incentive Plan targets for FY2012, and (ii) the Human Resources Department strategy, as well as a talent management update from Ms. Spayde. That concluded Ms. Yee's report.

The Chair then called for the report of the Board Governance Committee. Ms. Wilson reported that the Committee met, and: (i) reviewed and began coordination with the Membership Committee on appointment dates in the future, (ii) continued its review of the joint planning retreat of the Board, (iii) discussed Trustee replacement candidates for future Board openings, and (iv) began consideration of Committee appointments for FY2012. That concluded Ms. Wilson's report.

Mr. Alford then requested the Ad-Hoc Committee on Technology Planning report. Mr. Schottlaender reported that the Committee met and continued its discussion regarding matters of global architecture with Mr. Oliver and the discovery framework with Mr. Zick, which included the areas of (i) external services adoption, (ii) data center transformation, (iii) modernizing the legacy IT infrastructure, and (iv) understanding the global process. That concluded Mr. Schottlaender's report.

Mr. Alford then requested the report of the Membership Committee. Mr. Newell reported that the Committee met with all members present and: (i) reviewed issues on public governance and protocols, (ii) discussed the staggering of Trustee terms, (iii) discussed the level of understanding within the library community as to the real significance of OCLC membership, (iv) discussed issues surrounding membership allocations and special library group processing and inclusion, and (v) reviewed and approved definitional language to further clarify the WorldCat Rights and Responsibilities document regarding the use of WorldCat records, which shall be forwarded to Global Council for its comment. That concluded Mr. Newell's report.

The Chair then called for the report of the Finance Committee. Mr. Patrick reported that the Committee met with all members present and: (i) reviewed the current financial position of the Company, including a review of the projected FY2011 final results, (ii) reviewed budget projections for FY2012-FY2014, (iii) continued the product segment review with Mr. Murray, (iv) reviewed the Enterprise Resource Plan with Mr. Murray and Mr. Zick, and (v) heard a financial summary from Mr. Schwieterman which discussed the alignment of resources with the strategic plan across the enterprise. This concluded Mr. Patrick's report.

The Chair then inquired if there was any further business, and there being none, at 12:50 p.m. a motion to adjourn was moved, seconded and unanimously approved by the Trustees.

_____   _____
        Larry Alford, Chair   James T. Houfek, Secretary