

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 7, 2011

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 27, 2011, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 12:25 p.m., local time, on November 7, 2011 at OCLC, 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
Cindy Hilsheimer
Kathleen Imhoff
Jay Jordan
Bernadette Gray-Little
James Neal
Bruce Newell
Elisabeth Niggemann
John Patrick
David Roselle
Brian Schottlaender
Betsy Wilson
Sandra Yee

Trustees absent:

None

Also, present for all or portions of the meeting:

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

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

RESOLUTION

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

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 and Secretary

James T. Houfek
Vice President, Corporate Information Technology & Business Integration
To Be Appointed
Vice President, OCLC Research Library Partnership
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 and Treasurer
Rick J. Schwieterman
Vice President, Corporate Human Resources
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 two 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:

RESOLUTION

RESOLVED, that effective November 7, 2011 the membership on the committees of the Board of Trustees for calendar year 2012 is hereby constituted as follows:

Audit	Maggie Farrell, Chair Cindy Hilsheimer Anthony Ferguson Bernadette Gray-Little Sandra Yee (ex officio) Larry Alford (ex officio)
Executive	Larry Alford, Chair Edward Barry, Vice Chair Maggie Farrell

John Patrick
Lizabeth Wilson
Sandra Yee
Jay Jordan (ex officio)

Finance & Investment John Patrick, Chair
David Roselle
James Neal
Edward Barry
Kathleen Imhoff
Lizabeth Wilson
Jay Jordan (ex officio)
Larry Alford (ex officio)
Sandra Yee (ex officio)

Board Governance Lizabeth Wilson, Chair
Elisabeth Niggemann
Bruce Newell
Edward Barry
David Roselle
Larry Alford (ex officio)
Jay Jordan (ex officio)
Sandra Yee (ex officio)

Personnel & Compensation Sandra Yee, Chair
Bernadette Gray-Little
Cindy Hilsheimer
James Neal
Brian Schottlaender
Elisabeth Niggemann
Anthony Ferguson
Maggie Farrell
Larry Alford (ex officio)

Membership Committee Kathleen Imhoff, Chair
Anthony Ferguson
Bruce Newell

Ad Hoc Committee on Technology Planning
Brian Schottlaender, Chair
Bruce Newell
John Patrick
Kathleen Imhoff

Larry Alford, Chair of the Board and Sandra Yee, Chair designee of the Board are ex-officio members of the above committees.

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

RESOLUTION

DAVID LAUER TRIBUTE

WHEREAS David Lauer 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 Trustee Members in 1999; and

WHEREAS, he has served on various committees of this Board of Trustees and did chair the Finance Committee from 2002 to 2004; and

WHEREAS he did Chair the Personnel and Compensation Committee from 2009 to 2010; and

WHEREAS he did serve as Vice Chair of this Board of Trustees from 2005 to 2008; and

WHEREAS David Lauer did carry out all the duties of his assignments on the Board with distinction and dedication; and

WHEREAS during David Lauer's service to OCLC from 1999 to 2011, the number of records in the WorldCat database did increase from 39.7 million bibliographic records and 720 million location listings to 246.5 million records and 1.77 billion location listings; and

WHEREAS, through his service on the Board, David Lauer has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, he has always been thoroughly prepared and brought his deep financial knowledge to bear in successfully leading the board through complex financial deliberations involving mergers, acquisitions and tax matters; and

WHEREAS, he has consistently exhibited a calm and balanced approach to every situation, and helped the board focus on the truly pivotal issues at hand, thereby making OCLC a stronger cooperative; and

WHEREAS, this Board of Trustees is deeply grateful to David Lauer for his just-completed twelve years of service to the members of OCLC Online Computer Library Center, Inc. as a Trustee;

NOW, THEREFORE BE IT

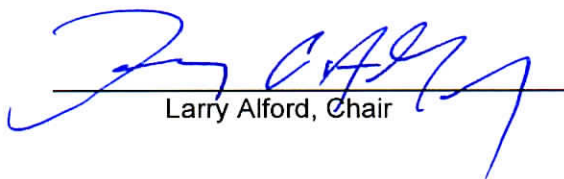
RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to David Lauer for his outstanding contributions to OCLC Online Computer Library Center, Inc. and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate-of-rise of per-unit library costs; and

RESOLVED that David Lauer is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; 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.

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 12:45 p.m.



Larry Alford, Chair



James T. Houfek, Secretary