

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Meeting of the Board of Trustees
April 16, 2012

This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated April, 5, 2012, 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 16, 2012, at the Marriott Northwest, Dublin, OH, 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
Cindy Hilsheimer
Kathleen Imhoff
Jay Jordan
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:

Bruce Crocco, Vice President, Library Services for the Americas
Lorcan Dempsey, Vice President, Research & Chief Strategist
James T. Houfek, Vice President, General Counsel and Secretary
Jim Michalko, Vice President, OCLC Research Library Partnership
Robin Murray, Vice President Global, Product Management
George Needham, Vice President, Global & Regional Councils
Gene Oliver, Vice President, Corporate Information Technology & Business Integration
Julie Presas, Assistant General Counsel
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Tammi N. Spayde, Vice President, Human Resources
Mike Teets, Vice President, Innovation
Andrew Wang, Vice President, OCLC Asia Pacific
Greg Zick, Vice President, Global Engineering

Mr. Alford began the meeting by removing the proposed resolution regarding Mr. Oliver from the consent agenda. Thereafter, the Chair inquired whether there were any other

changes, objections to, removals from or discussion of the proposed consent agenda, and there being none, the consent agenda was then unanimously approved. The consent agenda included the minutes of the February 6, 2012 Board of Trustees meeting, and the following resolution:

PROPOSED RESOLUTION

RESOLVED, that regular meetings of the Board of Trustees shall be held, in calendar 2013, 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 4, 2013
April 22, 2013
June 10, 2013
September 16, 2013
November 11, 2013

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 11, 2013.

Ms. Yee then moved the following resolution on recommendation of the Personnel & Compensation Committee:

PROPOSED RESOLUTION

RESOLVED, that the President's appointment of Gene Oliver as Vice President, Corporate Information Technology & Business Integration be approved effective March 28, 2012.

There was no further discussion, and with no second necessary, the Board unanimously approved the above resolution.

Mr. Murray then delivered an updated report on the current status of the WMS service rollout.

Following some discussion on the above report, the Chair then called for the President's report. Mr. Jordan asked that the Board look to his written report for details, and he additionally mentioned that (i) OCLC would be initiating a new data center in Canada sometime

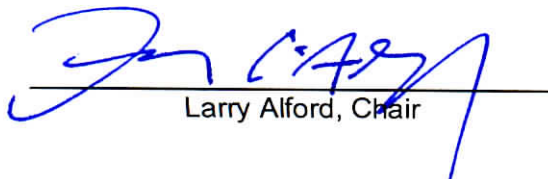
this summer, (ii) OCLC has achieved ISO 27001 certification, which will play an increasingly important part in future bid work, (iii) he recently visited North Dakota and met with many enthusiastic library staff from that state, (iv) OCLC has re-instituted its library directors conferences, with two scheduled in Los Angeles and Atlanta, (v) he recently visited Tokyo and had invited the CEO of Kinokuniya to visit Dublin in June, and (vi) efforts to work with alternate service providers on various fronts are continuing where appropriate. That concluded Mr. Jordan's report.

At 8:45 a.m., the Chair called the meeting into executive session, with the members of the Strategic Leadership Team (SLT) being asked to stay for the first portion of the session. At 9:45 a.m., the Board took a break and then resumed in executive session without the SLT at 9:50 a.m. At 12:15 p.m. the Board took a break, and then reconvened in executive session at 12:25 p.m. At 1:09 p.m., the Board ended the executive session and reconvened in regular session.

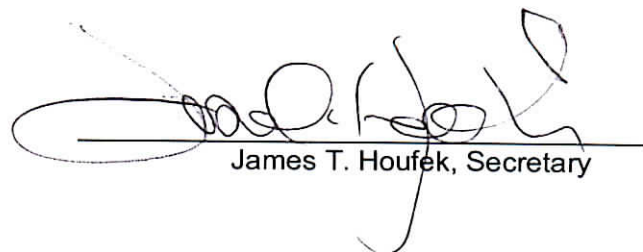
Mr. Alford then delivered the Chair's report, and after thanking Mr. Jordan for his recent Kilgour Chair Lecture Series presentation at the University of North Carolina Library School, he indicated that he had nothing further to add to his written report contained in the Board's meeting materials.

Given the late hour, and the need for further Board interaction with the Global Council, the Chair then inquired of all of the Committee Chairs whether there were any compelling/critical issues that they felt needed to report out to the Board. Ms. Farrell asked that the Board please refer to her minutes from the Audit Committee, which would be further discussed at the June 2012 meeting. No other Committee reports were presented.

At 1:12 p.m., the Chair inquired if there was any further business, and there being none, a motion to adjourn was moved, seconded, and unanimously approved by the Trustees.



Larry Alford, Chair



James T. Houfek, Secretary