

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 5, 2012

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 25, 2012, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 11:51 a.m., local time, on November 5, 2012 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.

Larry Alford
Edward W. Barry
Maggie Farrell
Tony Ferguson
Cindy Hilsheimer
Kathleen Imhoff
Jay Jordan
Barbara Lison
Bernadette Gray-Little
James Neal
Loretta Parham
John Patrick
David Roselle
Brian Schottlaender (Via Conference Telephone)
Sandra Yee
Jennifer Younger

Trustees Absent:
None

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary
Bruce Newell, Trustee Emeritus
Elisabeth Niggemann, Trustee Emeritus
Julie Presas, Assistant General Counsel
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Tammi N. Spayde, Vice President, Corporate Human Resources
Betsy Wilson, Trustee Emeritus

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, 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
Vice President, Global Systems & Information Technology
Gene Oliver
Executive Vice President and Chief Financial Officer and Treasurer
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 two resolutions for approval. The first resolution having been recommended by the Nominating and Board Development Committee, there was no second necessary. The second resolution was moved and seconded prior to being voted on. Each of the following two resolutions was considered separately and unanimously approved by the Trustees:

RESOLUTION

RESOLVED, that effective November 5, 2012 the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2013:

Chair	Sandra Yee
Vice Chair	Bernadette Gray-Little
Secretary	James Houfek
Treasurer	Rick Schwieterman

RESOLUTION

RESOLVED, that effective November 5, 2012 the membership on the committees of the Board of Trustees for calendar year 2013 is hereby constituted as follows:

Audit

Cindy Hilsheimer, Chair
Barbara Lison
Maggie Farrell
Anthony Ferguson
Jennifer Younger
Jim Neal
John Patrick (ex officio)
Sandra Yee (ex officio)

Executive

Sandy Yee, Chair
Bernadette Gray-Little, Vice Chair
Cindy Hilsheimer
John Patrick
Larry Alford
Jim Neal
Brian Schottlaender
Jay Jordan (ex officio)

Finance & Investment

John Patrick, Chair
Anthony Ferguson
David Roselle
Brian Schottlaender
Kathleen Imhoff
Barbara Lison
Jennifer Younger
Jay Jordan (ex officio)
Sandra Yee (ex officio)

Board Governance

Larry Alford, Chair
Bernadette Gray-Little
Brian Schottlaender
Edward Barry
Loretta Parham
Jay Jordan (ex officio)
Sandra Yee (ex officio)

Personnel & Compensation

Jim Neal, Chair
Loretta Parham
Cindy Hilsheimer
Edward Barry
David Roselle
Maggie Farrell
Larry Alford
Bernadette Gray-Little
Sandra Yee (ex officio)

Membership Committee

Kathleen Imhoff, Chair
Maggie Farrell
Loretta Parham

Committee on Technology Planning

Brian Schottlaender, Chair
John Patrick

Kathleen Imhoff
Edward Barry
Sandra Yee (ex officio)
Jay Jordan (ex officio)

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

As the newly appointed Chair, Ms. Yee then offered the following resolutions for consideration by the Board:

RESOLUTION
BRUCE NEWELL TRIBUTE

WHEREAS, Bruce Newell 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 OCLC Members Council in November 2006; and

WHEREAS, Bruce has served on various committees of this Board of Trustees and served as Chair of the Membership Committee (2009-2011); and

WHEREAS, he played a key role in the revision of the "Membership and Governance Protocols" of OCLC in 2009 that provided the framework for the transformation to OCLC's current governance structure; and

WHEREAS, in 2008, Bruce played a leadership role in the redesign of the Board website; and

WHEREAS, Bruce brought to this Board his vast experience with small, public and state libraries and his keen insights into their needs; and

WHEREAS, during Bruce's service to OCLC from 2006 to 2012, the number of records in the WorldCat database did increase from 86 million bibliographic records and 1.1 billion location listings to 284 million records and 1.9 billion location listings; and

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

WHEREAS, through Bruce's service on the Board, Bruce has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, Bruce 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 Bruce for his just-completed six years of service to the members of the 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 Bruce 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

BE IT FURTHER RESOLVED, that Bruce 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.

**RESOLUTION
ELISABETH NIGGEMANN TRIBUTE**

WHEREAS, Elisabeth Niggemann has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since her election to the Board of Trustees by the Trustee Members in November 2004; and

WHEREAS, Elisabeth has served on various committees of this Board of Trustees and did serve as Chair of the Board Governance Committee in 2007, 2009 and 2010; and

WHEREAS, under her leadership, the German National Library graciously hosted a meeting of the EMEA Regional Council in Frankfurt, Germany in 2011;

WHEREAS, while serving on the OCLC Board, Elisabeth also generously shared her wisdom and expertise with the greater library community by serving as Chair of the European Digital Library Foundation and serving as a member of the IFLA Standing Committee on National Libraries and the High Level Group on Digital Libraries of the European Commission as well as on other advisory boards; and

WHEREAS, during Elisabeth Niggemann's service to OCLC from 2004 to 2012, the number of records in the WorldCat database did increase from 58 million bibliographic records and 990 million location listings to 284 million records and 1.9 billion location listings; and

WHEREAS, Elisabeth did carry out all the duties of her assignments on the Board with distinction and dedication; and

WHEREAS, through Elisabeth's service on the Board, she has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, Elisabeth 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 Elisabeth for her just-completed eight years of service to the members of the 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 Elisabeth for her outstanding contributions to OCLC Online Computer Library Center, Inc. and for her 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

BE IT FURTHER RESOLVED, that Elisabeth Niggemann 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.

**RESOLUTION
BETSY WILSON TRIBUTE**

WHEREAS Betsy Wilson has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since the 2000 election to the Board of Trustees by the then OCLC Users Council in November, 2000; and

WHEREAS prior to her election to the Board, Betsy served as a Delegate on the former OCLC Users Council from 1994 to 2000 and served as President (1999-2000); and

WHEREAS, Betsy has served on various committees of this Board of Trustees and served as Chair of the Audit Committee (2002); Chair of the Board Governance Committee (2008; 2011-2012); and Chair, RLG Committee (2009-2010); and

WHEREAS, Betsy served as Chair of the Board (2003-2007) and played a leading role in 2006 in the one of the signal events in the history of the OCLC cooperative, the coming together of RLG and OCLC, whose combined resources and organizations have created new research, programs and alliances that are benefitting knowledge institutions around the world; and

WHEREAS, as Board Chair in 2007, Betsy set in motion a review of OCLC's governance structure that resulted in the creation of the OCLC Global and Regional Councils and extension of membership to more institutions around the world; and

WHEREAS, while serving on the OCLC Board, Betsy also generously shared her wisdom and expertise with the greater library community by serving as President of the Association of College and Research Libraries (2000-2001), as a member of the Board of Directors of the Association of Research Libraries (2003-2006), as Board Chair of the Orbis Cascade Alliance (2011-2012); and on the boards and leadership committees of numerous other professional organizations; and

WHEREAS, during Betsy's service to OCLC from 2000 to 2012, the number of records in the WorldCat database did increase from 45 million bibliographic records and 802 million location listings to 284 million records and 1.9 billion location listings; and

WHEREAS, Betsy did carry out all the duties of her assignments on the Board with distinction and dedication; and

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

WHEREAS, Betsy 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 Betsy for her just-completed 12 years of service to the members of the 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 Betsy for her outstanding contributions to OCLC Online Computer Library Center, Inc. and for Betsy's 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

BE IT FURTHER RESOLVED that Betsy 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.

RESOLUTION
LARRY ALFORD TRIBUTE

WHEREAS, Larry Alford has served loyally, diligently and effectively as Chair of the OCLC Board of Trustees from November 2007 through November 2012; and

WHEREAS, during his tenure as Chair, he presided over the transition of the OCLC cooperative to a new governance structure that includes the Global Council and three Regional Councils; and

WHEREAS under his leadership, in 2010, the Board and Global Council adopted a new record use policy, "WorldCat Rights and Responsibilities for the OCLC Cooperative;" and

WHEREAS, in 2012, the Board recommended that OCLC members begin using the Open Data Commons Attribution License when releasing WorldCat-derived library catalog data on the Web; and

WHEREAS, during Larry's term as Chair, OCLC began making WorldCat, the Virtual International Authority File and other data resources available as linked open data, thereby increasing their usefulness to people everywhere and helping library datasets work well in other environments on the Web; and

WHEREAS, in his capacity as Board Chair, Larry has been an articulate spokesperson for the OCLC cooperative and an ardent champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, Larry has traveled great distances and devoted significant time and effort to represent the OCLC Board of Trustees at various official gatherings of the cooperative, including the Asia Pacific Regional Council meeting in Tokyo, Japan in 2010; the EMEA Regional Council meetings in Leiden, Netherlands in 2010; and in Birmingham, United Kingdom in 2012; and the Americas Regional Council meetings in Boston, Massachusetts and Washington, DC in 2010; in San Diego, California and New Orleans, Louisiana in 2011; and Dallas, Texas and Anaheim, California, in 2012; and

WHEREAS, he has carried out all of the duties of that office with distinction and dedication; and

WHEREAS, he has demonstrated as Board Chair his commitment to information access, libraries, and the preservation and dissemination of knowledge; and

WHEREAS, he has been dedicated to strengthening and extending the OCLC collaborative among all types of libraries within the United States and globally; and

WHEREAS, he has led the Board with grace, wit and wisdom; and

WHEREAS, OCLC, its member libraries, museums and archives, and, most importantly, the users of libraries and information services around the world have benefited from his leadership as OCLC Board Chair;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Larry Alford for his aforementioned contribution to this, the world's largest library cooperative, 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 the cost of that information, and orders that this resolution be spread across the minutes of this meeting and that the membership be informed of OCLC's gratitude to Larry Alford for his five years of distinguished service in the role of Chair of the OCLC Board of Trustees.

There being no further discussion, each of the above resolutions was separately moved, seconded and unanimously approved by acclamation by the Trustees.

The Chair then called the meeting into executive session at 12:13 p.m., during which the following two resolutions were separately moved, seconded and unanimously approved:

RESOLUTION

WHEREAS, Robert L. Jordan and the OCLC Board of Trustees have agreed on Mr. Jordan's retirement from his current position as President and CEO of OCLC; and

WHEREAS, The Board has determined the need to appoint a successor President and CEO; and

WHEREAS, The Board has begun the search and selection process in connection with selecting final candidates for consideration of the full Board to become the successor President and CEO; and

WHEREAS, upon completion of that process and final selection by the full Board, it will be necessary to enter into an employment agreement with the selected individual;

NOW BE IT HEREBY RESOLVED, that the Board of Trustees of OCLC hereby authorizes the Board Chair to proceed with all matters and acts deemed necessary by the Chair to negotiate an appropriate Employment Agreement with the final candidate, including issues of travel expenditures and approvals, and such other documentation as may be deemed necessary by the Chair in order to complete the employment of said final candidate as President & CEO of OCLC, subject to such further terms and

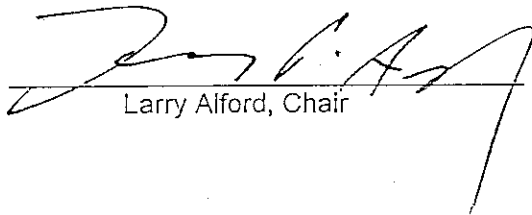
conditions as may be communicated to the Chair from time to time by further resolution of the Board.

FURTHER RESOLVED, the Chair is hereby granted the power and authority to take such steps and perform such acts as may be necessary and proper to carry out this assignment, including the authority to retain the services of such consultants as the Chair may deem necessary for the effective and efficient completion of the duties assigned herein.

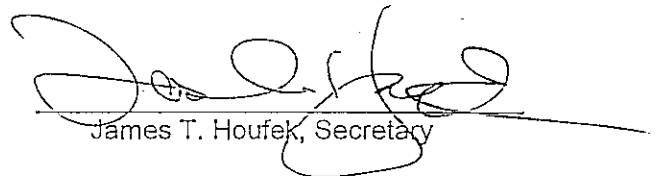
RESOLUTION

RESOLVED, the FY2013 Management Incentive Plan performance objectives for the President and Chief Executive Officer of the Corporation, as presented in executive session be, and the same are hereby approved.

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