

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.  
Annual Meeting of the Board of Trustees  
November 11, 2013

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 31, 2013, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 11:56 a.m., local time, on November 11, 2013 at OCLC, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive session, when Mr. Alford kept the minutes of the meeting.

Larry Alford  
Edward W. Barry  
Berndt Dugall  
Tony Ferguson  
Cindy Hilsheimer  
Kathleen Imhoff  
Barbara Lison  
Bernadette Gray-Little  
James Neal  
Loretta Parham  
John Patrick  
David Roselle  
Brian Schottlaender  
Sandra Yee  
Jennifer Younger

Trustees Absent:  
None

Also, present for all or portions of the meeting:

Maggie Farrell, Trustee Emeritus  
James T. Houfek, Vice President, General Counsel and Secretary  
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer  
Tammi N. Spayde, Vice President, Corporate Human Resources

Ms. Yee 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 & 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.

Ms. Yee then offered the following two resolutions for approval. Both said resolutions having been recommended by the Board Governance Committee, there was no second necessary. Each of the following two resolutions was considered separately and unanimously approved by the Trustees, with Ms. Gray-Little and Ms. Yee abstaining on the first resolution below:

#### **RESOLUTION**

RESOLVED, that effective November 11, 2013 the membership on the committees of the Board of Trustees for calendar year 2014 is hereby constituted as follows:

**Audit**     Cindy Hilsheimer, Chair  
              Kathleen Imhoff  
              Anthony Ferguson  
              Jennifer Younger  
              James Neal  
              John Patrick (ex officio)  
              Sandra Yee

**Executive**     Sandy Yee, Chair  
                  Bernadette Gray-Little, Vice Chair  
                  Cindy Hilsheimer  
                  John Patrick

Larry Alford  
Jim Neal  
Brian Schottlaender

**Finance & Investment** John Patrick, Chair  
David Roselle  
Brian Schottlaender  
Anthony Ferguson  
Jennifer Younger  
Berndt Dugall  
Edward Barry  
Barbara Lison  
Cindy Hilsheimer (non-voting ex officio)  
Sandra Yee

**Board Governance** Larry Alford, Chair  
Bernadette Gray-Little  
Loretta Parham  
Barbara Lison  
Cindy Hilsheimer  
David Roselle  
Sandra Yee

**Personnel & Compensation** Jim Neal, Chair  
Loretta Parham  
Edward Barry  
David Roselle  
Larry Alford  
Bernadette Gray-Little  
Barbara Lison  
Sandy Yee

**Membership Committee** Kathleen Imhoff, Chair  
Berndt Dugall  
Loretta Parham

**Committee on Technology Planning**  
Brian Schottlaender, Chair  
John Patrick  
Edward Barry  
Berndt Dugall  
Kathleen Imhoff  
Anthony Ferguson  
Sandy Yee

Ms. Yee then offered the following resolution for consideration by the Board:

**RESOLUTION  
MAGGIE FARRELL TRIBUTE**

WHEREAS Maggie Farrell 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 then OCLC Members Council in November 2006; and

WHEREAS prior to her election to the Board, Maggie served as a Delegate on the former OCLC Users/Members Council from 2000 to 2008, and served as President from 2005 to 2006; and

WHEREAS, the Trustee Members of the Board of Trustees appointed

her to the Board for a term of one year in November of 2012; and

WHEREAS, Maggie has served on various committees of this Board of Trustees and did serve as Chair of the Governance Transition Committee from 2008 to 2009, and as Chair of the Audit Committee from 2009 to 2012; and

WHEREAS, while serving on the OCLC Board, Maggie also generously shared her wisdom and expertise with the greater library community by publishing extensively in the professional literature and by serving on Council of the American Library Association (ALA) from 2010 to 2013 and as current Chair of the ALA Committee on Legislation, Federal Depository Library Program Task Force, as well as on other advisory boards; and

WHEREAS, during Maggie's service to OCLC from 2000 to 2013, the number of records in the WorldCat database did increase from 44 million records and 767 million location listings to 303 million records and 2 billion location listings; and

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

WHEREAS, through Maggie'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, Maggie 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 Maggie for her just-completed seven 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 Maggie 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

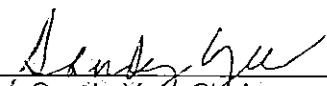
BE IT FURTHER RESOLVED, that Maggie Farrell is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; and

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

The above resolution was unanimously moved, seconded and unanimously approved.

Ms.Yee then called the meeting into executive session at 12:05 p.m. The session concluded at 12:19 p.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:20 p.m.

  
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Sandy Yee, Chair  
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James T. Houfek, Secretary