

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Meeting of the Board of Trustees
June 9, 2014

This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated May 29, 2014, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:29 a.m., local time, on June 9, 2014 at the Park Hyatt Toronto Yorkville, Bedford Meeting Room, 4 Avenue Road, Toronto, Ontario, Canada. Ms. Yee presided as Chair and Ms. Presas kept the minutes of the meeting, except during the executive sessions.

Trustees Present:

Larry Alford
Edward W. Barry
Berndt Dugall
Anthony Ferguson
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Imhoff (via telephone conference)
Barbara Lison
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:

David (Skip) Prichard, President & Chief Executive Officer
Julie Presas, General Counsel & Vice President of Legal Services
Rick J. Schwieterman, Executive Vice President & Chief Financial Officer
Tammi N. Spayde, Vice President, Corporate Human Resources

Ms. Yee called the meeting to order and inquired as to whether there were any changes to the meeting agenda, and there being none, Ms. Yee then inquired as to any changes, objections to, removals from or discussion of the proposed consent agenda, and there being none, she requested a motion to approve the consent agenda. Upon motion duly made and seconded, the Board of Trustees unanimously approved the consent agenda. The consent agenda contained the minutes of the April 14, 2014 Board of Trustees Meeting, and the following resolution:

WHEREAS, the current term date for the Global Council representatives to the Committee on Membership is June 30, 2014, and

WHEREAS, the Board wishes to align the term date with that of the Trustee Members,

NOW THEREFORE, be it hereby

RESOLVED, that upon the recommendation of the Board Governance Committee, the following three Global Council Delegate Members are hereby extended as representatives to the Committee on Membership from the Global Council through November 10, 2014:

1. Craig Anderson
2. Poul Erlandsen
3. Wilbur Stolt

The Chair then reported that the Executive Committee met with all members present, and had: (i) reviewed plans for the February, 2015 Board meeting in Florence, Italy, which is in advance of the EMEA Regional Council Meeting, and noted that the Trustees will be contacted soon about trip logistics, (ii) discussed the current governance structure, which was last updated in 2008, and (iii) announced that the governance structure is an item that will be discussed at the Board retreat in November. This concluded Ms. Yee's report.

The Chair then called for the report of the Finance and Investment Committee. Mr. Patrick reported that the Committee met with all members present, and had: (i) reviewed and discussed the Corporate Operating Plan for FY2015 - 2017, including the FY2015 budget, and the current financial position of the Company, (ii) received an update from Mr. Schwieterman on the COP, including the revenue projections for the next several years, (iii) reviewed a \$25 million financing planned, and (iv) reviewed and recommended the following resolution for approval by the full Board:

RESOLVED, that the fiscal year 2015 budget of the Corporate Operating Plan, as presented to this meeting, be and the same hereby is approved.

Needing no second, and with no further discussion, the resolution was voted on, and unanimously approved. This concluded Mr. Patrick's report.

The Chair then called for the President's report. Mr. Prichard asked that the Board look to his written report for details, including an update on finances. Mr. Prichard then provided a 2014 Year in Review presentation. In the presentation, Mr. Prichard provided an update on internal Company news, including facilities improvements at OCLC's offices, the recent hiring of the CIO and the various best places to work awards received by OCLC to date in 2014. As part of the presentation, Mr. Prichard played a video from OCLC's new CIO Jeff Jacobs and facilitated a live video conference between the Trustees and Mr. Jacobs. That concluded Mr. Prichard's report.

The Chair then called the Board into executive session at 10:06 a.m. The Board continued in executive session until 11:55 a.m., at which time Ms. Yee re-convened the Board in open session.

The Chair then called for the report of the Membership Committee. Ms. Imhoff reported that the Committee met with all members present, and had: (i) discussed updates to the Committee Charter and, (ii) reviewed and recommended the following resolution for approval by the full Board:

RESOLVED, that the proposed Membership Committee Charter, (attached), as presented to this Board, is hereby approved.

Needing no second, and with no further discussion, the resolution was voted on, and unanimously approved. This concluded Ms. Imhoff's report.

The Chair then re-convened the meeting in executive session at 11:57 a.m. The Board continued in executive session until 12:15 p.m., at which time Ms. Yee re-convened the Board in open session. During the executive session, the Board separately moved and unanimously approved the following two resolutions:

Resolution

RESOLVED, that following review by both the Personnel & Compensation Committee and the Board in executive session, the recommendations of the Personnel and Compensation Committee regarding a Management Incentive Plan award as presented in executive session be approved and the allocation of said funds be directed as follows:

Management Incentive Plan awards to non-executive plan participants of the Corporation be and the same are hereby approved, as determined by the President and Chief Executive Officer at the time OCLC's annual financial audit is completed, and further pursuant to the provisions of the Management Incentive Plan.

Resolution

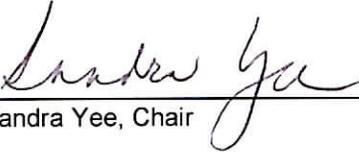
RESOLVED, that the President's appointment of Julie Presas as General Counsel & Vice President of Legal Services to serve as officer of the Corporation be approved effective March 1, 2014.

FURTHER RESOLVED, that the President's appointment of Jeffrey Jacobs as Chief Information Officer to serve as officer of the Corporation be approved effective May 19, 2014.

FURTHER RESOLVED, that, as officers of the Corporation, they are each individually authorized to execute and deliver in the name and on behalf of the 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.

Ms. Yee then thanked the Trustees for traveling to Toronto for the meeting. She expressed special thanks to Larry Alford and Tom Culbreth for their role in planning and hosting the Trustees and staff. Ms. Yee also acknowledged Skip Prichard, Tammi Spayde, Julie Presas and Rick Schwieterman for their participation in the events and meetings. Ms. Yee then conveyed her sincere appreciation to Anna Ryan for her thoughtful planning of the events and for Ms. Ryan's support during the course of the trip.

There being no further business to come before the Board at this time, a motion to adjourn was moved, seconded and unanimously approved at 12:16 p.m.


Sandra Yee, Chair


Julie Presas, Secretary

**OCLC Online Computer Library Center, Inc.
Membership Committee of the Board of Trustees
Proposed Membership Committee Charter**

In order to provide guidance to the Membership Committee (Committee) in fulfilling its responsibilities, this Membership Committee Charter (Charter) has been adopted by the Board of Trustees (Board) of OCLC Online Computer Library Center, Inc. (OCLC). The Membership Committee of the Board shall review and reassess this charter annually and recommend any proposed changes to the Board for approval.

Committee Role

The Membership Committee advises and from time to time makes recommendations to the Board, and through the Board to Global Council, on changes to standards, rights, and expectations of membership in the cooperative as set out in the “Membership and Governance Protocols” (Protocols).

The Committee’s job is to assist the Board and, by extension, the Global Council, to set overall policy and direction for standards of membership in the cooperative. These policies and directions are set forth in the Protocols, for which the Committee is responsible. Management is then responsible for carrying out these policies and directions.

Committee Membership and Organization

In accordance with the Bylaws of the Board, the Committee “shall be composed of three (3) or more Trustees, an equal number of (Global Council) Member Delegates, and such additional non-voting Trustee or non-Trustee participants as the Board and the Committee may determine from time to time.” Given the questions discussed by the Committee, the Board members of this committee are generally drawn from the Librarian Trustees.

The Board appoints the Chair of the Committee. The Chair is responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, and making regular reports to the Board. The OCLC Vice President, Global and Regional Councils, serves as the staff liaison to the Committee.

Uniquely within the Board structure, this Committee includes three Global Council delegates, who are designated annually by the President of the Council, and then confirmed by the Board. Traditionally, these delegates each represent one of the three Global Council regions.

With the overlapping schedules of Board and Council meetings, the goal is to have two face-to-face meetings of the Committee, with additional virtual meetings scheduled as deemed necessary by the Committee.

Responsibilities

Although the Committee may consider additional duties from time to time, the general responsibilities of the Committee in carrying out its policy and direction-setting are described below:

		Approximate dates
1.	Board appoints new Committee members and Chair, as needed Committee Chair reports issues arising to Board, as needed Organizational face-to-face meeting of Membership Committee, after Board adjourns, before or during Members Council meeting. Typical agenda items: <ul style="list-style-type: none"> Review updated list of qualifying and non-qualifying products and services Call for suggestions of points for review in Protocols to OCLC staff (new products or services, products or services evolving or being discontinued) Committee Chair reports issues arising to Council, as needed	November
2.	Review suggestions for changes from OCLC staff Committee communicates with Council concerning any proposed changes in the Protocols	November-February
3.	Present any changes to the Protocols to the Board for action, as needed Review the Committee Charter	February
4.	Committee meets face-to-face if there is any outstanding business Committee Chair presents any changes passed by the Board to Council for up or down vote, as needed	April
5.	Committee Chair reports to Board on any outstanding business, as needed	June
6.	Global Council nominates three members to the Committee for the next Board committee cycle	September