

OCLC, INC.  
Annual Meeting of the Board of Trustees  
November 11, 2019

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated November 1, 2019, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 12:20 p.m., local time, on November 11, 2019, at the Conference Center at OCLC Lakeside Room, 6600 Kilgour Place, Dublin, OH, 43017. Mr. Szabo and presided as Chair and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Craig Anderson  
Theresa Byrd  
Brady Deaton  
Bernadette Gray-Little  
Cindy Hilsheimer  
Kathleen Keane  
Madeleine Lefebvre  
Barbara Lison  
Jacques Malschaert  
James Neal  
John Patrick (via teleconference)  
David ("Skip") Prichard  
Ginny Steel  
John Szabo  
Sarah Thomas

Trustees Absent:

None

Also, present for all or portions of the meeting:

Barbara Preece, Trustee Emeritus  
Andrew Bordas, Vice President, Management and Customer Operations  
Bruce Crocco, Vice President, Library Services for the Americas  
Lorcan Dempsey, Chief Strategist, Vice President Membership & Research  
Barton Murphy, Chief Technology & Information Officer  
William ("Chip") Nilges, Vice President, Business Development  
Julie Presas, Vice President & General Counsel, Secretary  
William Rozek, Chief Financial Officer, Treasurer  
Tammi Spayde, Vice President, Human Resources, Marketing, Facilities  
Mary Sauer-Games, Vice President, Global Product Management  
Eric van Lubeek, Vice President, Managing Director, EMEA & APAC

The Chair began the meeting by welcoming new Trustee Theresa Byrd to the Board.

The Chair then introduced Trustee Barbara Lison who brought forward the following resolution to the full Board for their approval:

## RESOLUTION

RESOLVED, that effective November 11, 2019 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2020:

Chair	John Szabo
Vice Chair	Cindy Hilsheimer
Secretary	Julie Presas
Treasurer	William Rozek

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The resolution was considered and approved by unanimous vote with Mr. Szabo and Ms. Hilsheimer abstaining.

Chair Szabo then called on Ms. Lison, who offered the following resolution for approval:

## RESOLUTION

RESOLVED, that the following persons are hereby appointed to serve as officers of OCLC, Inc. (the "Corporation"), to serve in the office identified opposite his or her name until his or her successor shall be appointed and qualified, or until his or her earlier resignation, retirement, removal from office or death:

David "Skip" Prichard, President and CEO  
 Andrew Bordas, Vice President, Management and Customer Operations  
 Bruce Crocco, Vice President, Library Services for the Americas  
 Lorcan Dempsey, Vice President Membership & Research and Chief Strategist  
 Barton Murphy, Chief Technology & Information Officer  
 William Nilges, Vice President, Business Development  
 Julie Presas, Vice President, Legal and General Counsel  
 William Rozek, Chief Financial Officer  
 Mary Sauer-Games, Vice President, Global Product Management  
 Tammi Spayde, Vice President, Marketing, Human Resources and Facilities  
 Eric van Lubeek, Vice President, Managing Director EMEA & APAC

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; and

FURTHER RESOLVED, that each of the officers of the Corporation as references above be, and each of them

individually is 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.

The above resolution was moved, seconded and approved by unanimous vote.

Chair Szabo then called on Ms. Lison, who offered the following resolution for approval:

**RESOLUTION**

RESOLVED, that upon the recommendation of the Global Council Executive Committee and review and recommendation of the Board Governance Committee, the following Global Council Delegate Members are hereby approved and appointed as the new representatives to the Committee on Membership from the Global Council beginning November 11, 2019, and ending November 9, 2020:

- 1. Kuang-hua Chen, National Taiwan University
- 2. Stuart Hunt, University of Reading Library
- 3. Pilar Martinez, Edmonton Public Library
- 4. Jan Simane, Max-Planck-Institut, Kunsthistorisches Intitute in Florenz
- 5. Debbie Schachter, Capilano University
- 6. Constance Wiebrands, Edith Cowan University

The above resolution was moved, seconded and approved by unanimous vote .

Ms. Lison then offered the following resolution for approval:

**RESOLUTION**

RESOLVED, that effective November 12, 2019, the membership on the committees of the Board of Trustees for calendar year 2020 is hereby constituted as follows:

**Audit**  
 Craig Anderson  
 Theresa Byrd  
 Brady Deaton  
 Jacques Malschaert  
 John Patrick  
 John Szabo  
 Skip Prichard (non-voting)

Bernadette Gray-Little, Chair

**Executive**

John Szabo, Chair  
 Cindy Hilsheimer, Vice Chair  
 Brady Deaton  
 Bernadette Gray-Little  
 Kathleen Keane  
 Madeleine Lefebvre

Barbara Lison  
Ginny Steel  
Skip Prichard

**Finance & Investment**

Brady Deaton, Chair  
Bernadette Gray-Little(non-voting)  
Cindy Hilsheimer  
Kathleen Keane  
Jim Neal  
John Patrick  
Sarah Thomas  
John Szabo  
Skip Prichard

**Board Governance**

Barbara Lison, Chair  
Bernadette Gray-Little  
Kathleen Keane  
Madeleine Lefebvre  
Ginny Steel  
Sarah Thomas  
John Szabo  
Skip Prichard

**Personnel & Compensation**

Kathleen Keane, Chair  
Craig Anderson  
Cindy Hilsheimer  
Barbara Lison  
Jacques Malschaert  
Jim Neal  
John Szabo  
Skip Prichard (non-voting)

**Membership Committee**

Madeleine Lefebvre, Chair  
Theresa Byrd  
Jacques Malschaert  
Sarah Thomas

**Committee on Technology Planning'**

Ginny Steel, Chair  
Craig Anderson  
Theresa Byrd  
Jim Neal  
John Patrick  
John Szabo  
Skip Prichard

The resolution having been recommended by the Board Governance Committee, there was no second necessary. After discussion, the resolution was considered and approved by unanimous vote.

The Chair then offered the following resolution for approval:

**RESOLUTION  
BARBARA PREECE TRIBUTE**

WHEREAS, Barbara Preece has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2015, through November 2019; and

WHEREAS, Barbara has served on various committees of this Board of Trustees including Audit, Finance & Investment, Personnel & Compensation, and Executive, as well as served as Chair of the Membership Committee from November 2017 through November 2019; and

WHEREAS, as Chair of the Membership Committee, Barbara played a leadership role in enriching OCLC's governance structure, thereby strengthening the Board and the cooperative; and

WHEREAS, during her tenure as a Trustee, she brought her considerable experience as an academic library director and has been a strong advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, in her capacity as a Trustee, Barbara has been an influential spokesperson for the OCLC cooperative and a champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, OCLC, its member libraries and, most importantly, the users of libraries and information services around the world have benefitted from her service as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Barbara for her outstanding contributions to OCLC, Inc., and for her steadfast devotion to OCLC's public purpose of sharing the world's collected knowledge so that libraries can fuel learning, research and innovation; and

BE IT FURTHER RESOLVED, that Barbara Preece 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 included in the minutes of this meeting and shared with the membership of OCLC.

The above resolution was moved, seconded and approved by unanimous vote. The Chair expressed his deep gratitude to Ms. Preece for her service to OCLC.

The Chair then called the meeting into executive session at 12:24 p.m. The session concluded at 12:31 p.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:32 p.m.



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John Szabo, Chair



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Julie Presas, Secretary