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 Institut 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