

OCLC, INC.
Annual Meeting of the Board of Trustees
November 7, 2022

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated October 27, 2022, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 12:46 p.m., local time, on November 7, 2022, at the Conference Center at OCLC, Lakeside Room and via Microsoft Teams. Mr. Szabo presided as Chair and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Theresa Byrd
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Barbara Lison
Pilar Martinez
David ("Skip") Prichard
Debbie Schachter
Anja Smit
Dwight Eric Smith
Ginny Steel
John Szabo
Sarah Thomas
Janet Walls
Shirley Chiu-wing Wong

Trustees Absent:

None

Also, present for all or portions of the meeting:

Kathleen Keane, Trustee Emeritus
Craig Anderson, Trustee Emeritus
Andrew Bordas, Vice President, Management & Customer Operations
Bruce Crocco, Vice President, Library Services for the Americas
Barton Murphy, Chief Technology & Information Officer
William Nilges, Vice President, Business Development
Julie Presas, Vice President, Legal, General Counsel & Secretary
William Rozek, Chief Financial Officer & Treasurer
Mary Sauer-Games, Vice President, Global Product Management
Tammi Spayde, Vice President, Marketing, Human Resources and Facilities
Eric van Lubbeek, Vice President, Managing Director EMEA & APAC

The Chair began the meeting by welcoming new Trustees Pilar Martinez and Dwight Eric Smith to the Board.

The Chair then brought forward the following resolution to the full Board for their approval:

RESOLUTION

RESOLVED, that the actions of the Board of Trustees and the Officers of OCLC taken in the past twelve months are hereby ratified and affirmed.

Upon a motion duly made and seconded, the Trustees approved the minutes by a unanimous vote.

The Chair then introduced Board Governance Committee Chair Ginny Steel who brought forward the following resolutions to the full Board for their 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
- 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 Lubeeck, 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 referenced 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.

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The above resolution was approved by unanimous vote.

Ms. Steel then 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 7, 2022 and ending November 13, 2023:

1. Michael Levine-Clark, University of Denver
2. Matthijs van Otegem, Utrecht University
3. Gaye Rowley, Waseda University
4. Muh-Chyun Tang, National Taiwan University
5. Evi Tramantza, Anatolia College
6. Hong Yao, Queens Public Library

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The above resolution was approved by unanimous vote.

Ms. Steel then offered the following resolution for approval:

RESOLUTION

RESOLVED, that effective November 7, 2022 the following persons are hereby approved and appointed to serve as officers of the Board of Trustees for calendar year 2023:

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

FURTHER RESOLVED, that the Board has designated Virginia Steel as Chair-elect of the Board of Trustees and participate in all Committee meetings in calendar year 2023.

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

Ms. Steel then offered the following resolution for approval:

RESOLUTION

RESOLVED, that effective November 7, 2022 the membership on the committees of the Board of Trustees for calendar year 2023 is hereby constituted as follows:

Audit	Bernadette Gray-Little, Chair Brady Deaton Debbie Schachter Dwight Eric Smith Anja Smit Janet Walls Ginny Steel John Szabo Skip Prichard (non-voting)
Executive	John Szabo, Chair Cindy Hilsheimer, Board Vice Chair Theresa Byrd Brady Deaton Bernadette Gray-Little Ginny Steel Sarah Thomas Skip Prichard
Finance & Investment	Brady Deaton, Chair Bernadette Gray-Little (non-voting) Cindy Hilsheimer Barbara Lison Pilar Martinez Janet Walls Shirley Wong Ginny Steel John Szabo Skip Prichard
Board Governance	Ginny Steel, Chair Theresa Byrd Bernadette Gray-Little Barbara Lison

Anja Smit
Sarah Thomas
John Szabo
Skip Prichard

Personnel & Compensation Cindy Hilsheimer, Chair
Barbara Lison
Shirley Wong
Dwight Eric Smith
Janet Walls
Ginny Steel
John Szabo
Skip Prichard (non-voting)

Membership Committee Theresa Byrd, Chair
Pilar Martinez
Debbie Schachter
Shirley Wong

Technology Committee Sarah Thomas, Chair
Pilar Martinez
Debbie Schachter
Barbara Lison
Anja Smit
Dwight Eric Smith
Ginny Steel
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. This concluded Ms. Steel’s report.

The Chair then offered the following resolution for approval:

**RESOLUTION
CRAIG ANDERSON TRIBUTE**

WHEREAS, Craig Anderson has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2018 through November 2022; and

WHEREAS, Craig previously served on Global Council from 2014-2018 including as Chair of the APRC during the 2015-2016 and 2017-2018 terms; and

WHEREAS, Craig served on various committees during his term on the Board of Trustees including Finance & Investment, Audit and Personnel & Compensation; and

WHEREAS, while serving on the OCLC Board, Craig shared his wisdom and expertise in academic libraries and his important perspective as a library leader in Australia to the great benefit of the OCLC cooperative and libraries worldwide; and

WHEREAS, Craig carried out all the duties of his assignments on the Board with distinction, and dedication; and

WHEREAS, Craig has consistently taken a balanced approach to every situation, and helped the Board focus on vital issues facing the cooperative and libraries worldwide, thereby making OCLC a stronger cooperative; and

WHEREAS, this Board of Trustees is deeply grateful to Craig for his just-completed 4 years of service to the members of OCLC as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Craig for his outstanding contributions to OCLC and for his steadfast devotion to OCLC's public purposes of making information more accessible and more useful, and reducing library costs; and

BE IT FURTHER RESOLVED, that Craig Anderson 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 Mr. Anderson for his service to OCLC.

The Chair then offered the following resolution for approval:

**RESOLUTION
KATHLEEN KEANE TRIBUTE**

WHEREAS, KATHLEEN KEANE has served loyally, diligently and effectively as a member of the OCLC Board of Trustees since her appointment to the Board in November 2014; and

WHEREAS, Kathleen steadfastly served as Chair of the Personnel and Compensation Committee from November 2018 to November 2022, and served on the Executive,

Finance and Investment, Technology, Board Governance and Audit Committees.

WHEREAS, while serving on the OCLC Board, Kathleen shared her wisdom and expertise in academic publishing to the great benefit of the OCLC cooperative and libraries worldwide; and

WHEREAS, Kathleen has consistently helped the board focus on pivotal issues, thereby strengthening the cooperative; and

WHEREAS, this Board of Trustees is deeply grateful to Kathleen for her just-completed eight years of service to the members of OCLC as a Trustee;

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

BE IT FURTHER RESOLVED, that Kathleen Keane 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. Keane for her service to OCLC.

Chair Szabo then convened the meeting in executive session at 12:54 p.m. The Board continued in executive session until 1:17 p.m., at which time the Chair re-convened the Board in open session.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 1:17 p.m.



John Szabo, Chair

Julie Presas, Secretary