

OCLC, INC.
Meeting of the Board of Trustees
June 4, 2018

This meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated May 24, 2018, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 8:29 a.m., local time, on June 4, 2018, at the Andaz Amsterdam Hotel, Studio 1, Amsterdam, the Netherlands. Mr. Szabo presided as Chair and Ms. Presas kept the minutes of the meeting, except during the executive sessions, when Mr. Patrick kept the minutes.

Trustees present:

Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
James Neal
John Patrick
Barbara Preece
David ("Skip") Prichard
Ginny Steel
John Szabo
Ellen Tise
Sandra Yee

Trustees absent:

None

Also, present for all or portions of the meeting:

Julie Presas, General Counsel & Vice President of Legal, Secretary
William Rozek, Chief Financial Officer, Treasurer
Tammi Spayde, Vice President, Human Resources, Marketing, Facilities
Eric van Lubeeck, Vice President, Managing Director, EMEA & APAC
Indy Singh, Executive Director, Finance
Ger Nederpel, Director, Human Resources
D nelise L'Ecluse, Executive Director, Sales
Roel Theunissen, Operations Director
Axel Kaschte, Director, Product Strategy

The Chair called the meeting to order, welcomed the Trustees to Amsterdam, and offered a special welcome to new Trustee Ginny Steel. The Chair then noted one change to the agenda to remove the Board Governance Committee item in the 2nd executive session and inquired as to whether there were any additional changes to the meeting agenda, at which none were suggested. The Chair inquired as to any changes, objections to, removals from or discussion of the draft minutes of the March 26, 2018 Board meeting, and there being none, he requested a motion to approve the minutes. Upon a motion duly made and seconded, the Trustees approved the minutes by a unanimous vote.

The Chair then called for the President's report. Mr. Prichard asked that the Board look to his written report for details, which was previously provided to the Trustees. Mr. Prichard then asked Mr. Rozek to provide an overview of OCLC's finances for FY18 as of the end of the 3rd quarter. Mr. Prichard then provided a status update on significant product and development initiatives for FY18 including investments in back office infrastructure and OCLC services. As part of this presentation, Mr. Prichard also reported on significant sales wins in North America. Mr. Prichard then introduced Mr. van Lubeek to provide an overview of OCLC EMEA. Mr. van Lubeek provided an overview of the offices and leadership team. He then introduced Mr. Singh to provide a detailed overview of revenues for OCLC EMEA. Mr. Singh introduced Ms. L'Ecluse to discuss sales strategy and recent wins in EMEA. Ms. L'Ecluse introduced Mr. Kaschte to provide an overview of product strategy for the EMEA region. Mr. Kaschte handed it over to Mr. van Lubeek to close out the presentation. After discussion, Mr. van Lubeek delivered final remarks and thanked the team for their work. The Chair commended the team for the excellent presentations. This concluded the President's report.

The Chair then called for the report of the Finance and Investment Committee. Ms. Hilsheimer reported that the Committee met with all members present, and had: (i) reviewed the year to date operating results for FY18 and future projections, and (ii) reviewed the FY19 COP. After discussion by the Board, Ms. Hilsheimer brought forward the following resolution to the Board for their approval:

RESOLUTION

RESOLVED, that the fiscal year 2019 budget of the Corporate Operating Plan, as presented to the OCLC Board of Trustees at this meeting, be and the same hereby is approved.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote. This concluded Ms. Hilsheimer's report.

The Chair then called the meeting into executive session at 10:33 a.m. The Board continued in executive session until 11:05 a.m. at which time the meeting was called back into open session and the Chair called for a break.

The Chair reconvened the meeting at 11:28 a.m. and then delivered the Chair's report. He commended Anna Ryan and Anke Wensveen-de Jong for their work in planning the meeting and events in Amsterdam. The Chair also noted upcoming OCLC events at the ALA Conference in New Orleans, as well as Regional Council meetings beginning with the ARC meeting this fall in Chicago. The Chair then reported that he has regular, productive communications with Mr. Prichard. This concluded the Chair's report.

The Chair then reported that the Executive Committee met Sunday with all members present and had: (i) received an update on management activities from Mr. Prichard, and (ii) reviewed the proposed dates for the 2019 Board meetings, which had been distributed to the Board in March for feedback. The Chair also reported that the consensus of the Committee was to have the June 2019 meeting in Dublin.

After discussion by the Board, Mr. Szabo brought forward the following resolution to the Board for their approval:

RESOLUTION

RESOLVED, that regular meetings of the Board of Trustees shall be held, in calendar 2019, at the offices of the Corporation or at other locations designated by the Board at 8:30 a.m., local time or at such time determined by the Board Chair, on the following dates:

March 25, 2019
June 10, 2019
September 30, 2019
November 11, 2019

FURTHER RESOLVED, that the annual meeting of the Board of Trustees and the annual meeting of the Trustee Members shall be held immediately following the regular meeting on November 11, 2019.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote. This concluded the report of the Executive Committee.

The Chair then called for the report of the Membership Committee. Ms. Preece reported that the Committee met on March 28 to determine the process to provide names of potential candidates for the Global Council elected Trustee vacancy. The Committee agreed to follow the same process it had used previously, which included developing a list of names and engaging virtually to finalize the names to vet for interest. The process proved to work well, though the Committee will be meeting via call this summer to continue developing the process to support the Global Council Nominating Committee. This concluded Ms. Preece's report.

The Chair then requested the Committee on Technology Planning report. Mr. Neal reported that the Committee did not meet in June so there is no report. The Committee will hold a meeting in September. This concluded Mr. Neal's report.

The Chair then called for the report of the Audit Committee. Mr. Deaton reported that the Committee did not meet in June and reminded the Board about the upcoming financial audit by BDO at the end of the fiscal year. The results of the audit will be reviewed by the Committee at its meeting in September. This concluded Mr. Deaton's report.

The Chair then called for the report of the Personnel and Compensation Committee. Ms. Yee indicated that the Committee met with all members present and had: (i) reviewed and discussed the opinion letter from Meridian Compensation Partners, which indicated that there is a rebuttable presumption for reasonableness of compensation packages for OCLC's executives, (ii) reviewed the MIP and LTIP forecast for FY18, including schedules for plan participants, and (iii) received a talent update from Tammi Spayde.

Ms. Yee also noted that there were two items discussed by the Committee, which will be reported during executive session. This concluded Ms. Yee's report.

The Chair then called for the report of the Board Governance Committee. Ms. Lison reported that the Committee met with all members present and had: (i) engaged in a general discussion about the operations of the Committee, (ii) discussed the upcoming process to determine board committee assignments, which will include soliciting input from Trustees on desired assignments, (iii) received an overview of board member terms as it exists today and a snapshot of board terms beginning November, 2018, (iv) received an update that the Board Compensation Study will be discussed at the Committee meeting in September, and (v) received an update on mentor assignments for new and incoming Trustees. Ms. Lison also reported that the Board self-assessment surveys will be distributed in August, with the results to be reported in September. Lastly, Ms. Lison relayed that the Committee will be devoting time to Board Succession Planning at the Committee meeting in September. This concluded Ms. Lison's report.

The Chair then convened the meeting in executive session at 11:45 a.m. Ms. Spayde and Mr. Prichard were present for some of the executive session but stepped out of the room for a portion of the discussion. The Board continued in executive session until 12:15 p.m., at which time the Chair reconvened the Board in open session.

During the executive session, the Board moved and approved the following resolutions with Mr. Prichard abstaining on the 2nd resolution:

RESOLUTION

RESOLVED, that following review by both the Personnel & Compensation Committee and the Board of Trustees in executive

session, the recommendations of the Personnel & Compensation Committee regarding Management Incentive Plan awards as presented be approved and the allocation of said funds be directed as follows:

Management Incentive Plan awards to non-executive plan participants of the Corporation for FY2018 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

WHEREAS, the Personnel & Compensation Committee (the "Committee") of OCLC, Inc. (the "Corporation") has completed its review and recommendations regarding the CEO's Operational Goals for FY2019;


WHEREAS, the Committee has presented its recommendations regarding such compensation matters to the Board, and the Board deems it advisable and in the best interests of the Corporation to adopt such recommendations as presented;

NOW THEREFORE, BE IT RESOLVED, that the recommendations of the Committee regarding the fiscal year 2019 CEO operational goals are hereby approved as presented.

The Chair then asked if there was any further business. There being no further business to come before the Board at this time, a motion to adjourn was moved, seconded and unanimously approved at 12:15 p.m.



John Szabo, Chair



Julie Presas, Secretary