

OCLC, INC.
Meeting of the Board of Trustees
November 15, 2021

This meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated November 4, 2021, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 10:00 a.m., local time, on November 15, 2021, via WebEx Meetings. Mr. Szabo presided as Chair and Ms. Presas kept the minutes of the meeting, except during the executive sessions, when Ms. Hilsheimer kept the minutes.

Trustees present:

Craig Anderson
Theresa Byrd
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Keane
Barbara Lison
Jim Neal
John Patrick
David “Skip” Prichard
Anja Smit
John Szabo
Ginny Steel
Sarah Thomas
Shirley Chiu-wing Wong

Also, present for all or portions of the meeting:

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
Debbie Schachter, Incoming Trustee
Janet Walls, Incoming Trustee

Chair Szabo called the meeting to order, and welcomed the Trustees, incoming Trustees and members of the executive management team. He thanked the Trustees for participating in Sunday’s virtual gathering for Jim Neal and John Patrick, and the Board development session. He also thanked members of the EMT and Anna Ryan for their efforts to prepare for the meeting. He then noted an addition to the meeting agenda to include a report from the Audit Committee. The

Chair inquired as to any changes to, objections to, removals from, or discussion of the proposed consent agenda, and there being none, he requested a motion to approve the consent agenda. Upon a motion duly made and seconded, the Trustees approved the consent agenda by a unanimous vote. The consent agenda contained the following items:

- Minutes of the September 20, 2021 Meeting of the Board
- Board Ratification of Actions Resolution

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.

The Chair then called for the President's report. Mr. Prichard asked that the Trustees look to his written report for details, which was previously provided. Mr. Prichard then provided an overview of the key themes to discuss today which include an update on FY22 finances, overview of key sales achievements, and a status update on significant product and development initiatives for FY22. He asked Mr. Rozek to provide an update on current OCLC financials for FY22. Mr. Rozek reviewed key items in the financial dashboard, noting that contribution was higher than budget due to factors including continued growth in management services and expense management. Mr. Prichard then asked Mr. Crocco to discuss sales activities for FY22. Mr. Crocco described key wins in core services, WMS and consortial resource sharing. Mr. Prichard asked Mr. van Lubeek to discuss sales achievements in EMEA and APAC. Mr. van Lubeek provided an overview of key wins for WMS and Sunrise (RFID). Mr. Prichard then discussed initiatives involving the 4 planks to OCLC's strategy to advance the values of libraries, help libraries overcome challenges, increase the impact of libraries and increase the efficiency of libraries. Mr. Prichard asked Mr. Murphy to comment on the recent restructuring and expansion of the data organization to help drive strategies. Following Mr. Murphy's comments, he asked Mr. Dempsey to discuss how OCLC is advancing the value of libraries. Mr. Dempsey described initiatives to reimagine descriptive workflows, WebJunction training courses, and recently published research reports. Mr. Prichard then discussed how OCLC is increasing the efficiency of libraries including the growth of Wise in the U.S. and Belgium. He also discussed new features and functionality in WMS including the integration with Talis. Mr. Prichard then discussed how OCLC increases the impact of libraries including linked data, smart fulfillment, knowledgebase re-architecture, WorldCat.org and other key initiatives. He asked Ms. Sauer-Games to provide an overview of these initiatives and Ms. Spayde to provide an overview of messaging to the community.

After discussion, Mr. Prichard delivered final remarks. The Chair commended Mr. Prichard and the team for the excellent overview. He also congratulated Mr. Prichard for his recent recognition as alumnus of the year at Towson University. He then called for a break at 11:40 a.m.

The Chair reconvened the meeting at 12:00 p.m. and delivered the Chair's report. Chair Szabo noted that he has been in regular contact with Mr. Prichard to stay informed between Board meetings. He also noted that he delivered a presentation to the Global Council during its meeting on November 10th, which included an update on the activities of the Board, overview of the board candidate profile to consider in the upcoming elections, recognition of Ms. Martinez for her leadership as the Chair of Global Council over the past year and updates from the Los Angeles Public Library. He informed the Board that he has been working on planning for the June 2022 meeting in Montreal, with more details forthcoming. He also noted that he had onboarding discussions with incoming Trustees Debbie Schachter and Janet Walls. Lastly, he noted that he will be sending ongoing updates to the Board via Diligent during the time between the November and March Board meetings. This concluded the Chair's report.

The Chair then delivered the report of the Executive Committee. Chair Szabo reported that the Committee met with all members present in addition to incoming Membership Committee Chair Theresa Byrd, and: (i) received an overview of OCLC activities from Mr. Prichard, (ii) received a preview of the President's report presentation, and (iii) were provided an overview from all Committee chairs on matters coming before the Board in Sunday's meetings. This concluded Chair Szabo's report.

The Chair then called for the report of the Membership Committee. Ms. Thomas reported that the Committee met on October 26, 2021 with all members present, and discussed the recommendations from the working group charged with reviewing the definition of membership to OCLC. Ms. Thomas then described the existing criteria for membership, the goals for the working group, the 3 scenarios considered by the working group, and the recommendation for modifications to the Membership and Governance Protocols. Ms. Thomas introduced a resolution, which was recommended by the Committee, to approve the changes to the Membership and Governance Protocols. After discussion by the Board, Ms. Thomas brought forward the following resolution to the Board for their approval:

RESOLUTION

WHEREAS, the Board of Trustees of OCLC, Inc. (the "Corporation") through the Board Membership Committee has

considered certain changes to the Corporation's current Membership and Governance Protocols ("Restated Protocols") to update the definition of Membership;

WHEREAS, in accordance with such considerations, the Board has received a revised version of the Restated Protocols, attached herein, for its review and approval; and

WHEREAS, the Board now deems it advisable and in the best interests of the Corporation to approve such revisions and thereafter recommend the ratification of the same by a majority vote of the Member Delegates as required by the Restated Protocols;

NOW, THEREFORE, BE IT RESOLVED, that the Restated Protocols are hereby adopted and approved; and

RESOLVED FURTHER, that the Board hereby authorizes the submission of the Restated Protocols to the Corporation's Member Delegates for ratification, with the Board's recommendation to grant such ratification; and

RESOLVED FURTHER, that following Member Delegate ratification, the Chair, President & CEO, Secretary of the Corporation, or any other such officer designated by any of the foregoing in writing (each an "Authorized Officer"), each with the full power to act alone, be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the terms and provisions of the Restated Protocols delivered pursuant to the foregoing resolutions, and to execute, deliver and to do and perform all such other acts and things as such officer may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such officer in order to carry into effect the foregoing resolutions and all such action heretofore taken being hereby ratified, confirmed and approved.

Needing no second, and with no further discussion, the resolution was voted on and approved by a unanimous vote. Ms. Thomas thanked the members of the working group for their efforts. This concluded Ms. Thomas'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: (i) voted to recommend the adoption of 4 resolutions, which will be introduced during the Annual Meeting of Trustee Members later in the morning, (ii) reviewed the results from the Board self-assessment survey, (iii) received an update from Ms. Presas about the orientation process for new Trustees, new Committee Chairs and new members of committees, (iv) received a preview of the Board's continuing education program which was held Sunday afternoon, and (v) received an update on the Membership Committee's proposal to make changes to the definition of membership to OCLC

from Ms. Thomas. Mr. Szabo also added that the Committee will focus on Board Chair succession planning during its meeting in March. This concluded Ms. Lison's report.

The Chair then called for the report of the Finance & Investment Committee. Mr. Deaton reported that the Committee met with all but one member present, as well as incoming committee members, and: (i) discussed FY22 financial performance to date, and (ii) received a review of OCLC's transfer pricing study. This concluded Mr. Deaton's report.

The Chair then called for the report of the Audit Committee. Ms. Gray-Little reported that the Committee met with all members present, as well as incoming committee members, and: (i) reviewed proposed audit fees from OCLC's outside financial auditor, (ii) discussed the findings of the recent grant audit report, and (iii) received a review of OCLC's transfer pricing study. This concluded Ms. Gray-Little's report.

Chair Szabo then convened the meeting in executive session at 12:28 p.m. The Board continued in executive session until 1:01 p.m., at which time the Chair re-convened the Board in open session.

The Chair then inquired 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 by all Trustees present at 1:02 p.m.



John Szabo, Chair



Julie Presas, Secretary