

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

This 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 8:28 a.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, 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
David "Skip" Prichard
Debbie Schachter
Anja Smit
John Szabo
Ginny Steel
Sarah Thomas
Janet Walls
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
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
Pilar Martinez, Incoming Trustee
Dwight Eric Smith, 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 gathering for Kathleen Keane and Craig Anderson, and for engaging in the Board development session. He also thanked members of the EMT and

Anna Ryan for their efforts to prepare for the meeting. The Chair then asked if there were any changes to the meeting agenda, at which time none were suggested. The Chair then inquired as to any changes, objections to, removals from or discussion of the meeting minutes from September 19, 2022, 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 Trustees look to his written report for details, which was previously provided. Mr. Prichard then provided an overview of the key theme to discuss today which is an overview of initiatives surrounding open. Before introducing the key theme, he provided an update on FY23 finances, overview of key sales achievements, and a status update on significant product and development initiatives for FY23. Following his comments, he introduced the key theme of open and noted that there is not a uniform understanding of the concepts surrounding open. One of the more misunderstood concepts is that open means free. Mr. Prichard noted that today's discussion will largely focus on open access of data and content. He then introduced Ms. Malpas to provide an overview of the current landscape in the industry related to open initiatives, how OCLC is advancing these values, industry perceptions, and strategic questions for discussion. Ms. Malpas described different concepts related to open initiatives including business models, development frameworks, policy frameworks, and a systems of belief. She then provided an overview of the types of open initiatives in the industry and discussed the misperceptions about each. Following discussion, Ms. Malpas discussed OCLC's various open initiatives related to content and systems.

Mr. Prichard then interjected with the announcement that the settlement agreement has been finalized ending the lawsuit against Clarivate. The Chair commended Mr. Prichard and the team for the excellent outcome. He then called for a break at 10:10 a.m.

The Chair reconvened the meeting at 10:32 a.m. and asked Mr. Prichard to continue with the President's report.

Ms. Malpas provided an overview of solutions which are marketed as open or open-source solutions, the perceptions, and the total cost of ownership. Following this overview, Mr. Prichard solicited feedback from the Board about perceptions and posed strategic questions for consideration by the Board.

After discussion, Mr. Prichard delivered final remarks. The Chair thanked Mr. Prichard and Ms. Malpas for the informative presentation and excellent discussion.

The Chair then 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 OCLC has been awarded as one of the top workplaces by Computer World. He noted that he attended the recent Membership Committee meeting to announce the launch of a governance study and the feedback from the Committee was very positive. He is also preparing his remarks for the upcoming Global Council meeting on November 10th, which include an update on the activities of the Board. 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 and: (i) received an overview of OCLC activities from Mr. Prichard, (ii) received a preview of the President's report presentation, (iii) discussed planning for the June 2023 meeting and strategy session, (iv) received an overview from all Committee chairs on matters coming before the Board in Sunday's meetings, and (v) held a brief executive session. This concluded Chair Szabo's report.

The Chair then called for the report of the Membership Committee. Ms. Byrd reported that the Committee met on October 26, 2022, and (i) discussed the recommendations to the Global Council Nominating Committee for the upcoming Board election, (ii) received an update on Board and Global Council activities, (iii) recognized members who are completing their term on the Committee, (iv) received an overview from Board Chair Szabo about the upcoming governance study, (v) discussed the recommendations for changes to the OCLC Membership and Governance Protocols. Ms. Byrd then described the changes are designed to update outdated language, remove redundancies with Global Council Bylaws and general cosmetic cleanup. Ms. Byrd 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. Byrd 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 history and outdated language, remove redundancies with Global Council Bylaws and general cosmetic cleanup;

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. This concluded Ms. Byrd's report.

The Chair then called for the report of the Board Governance Committee. Ms. Steel 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 the Board of Trustees later in the day, (ii) reviewed the results from the Board self-assessment survey, which showed a slight increase in scores over last year, (iii) received an update from Ms. Presas about the orientation process for new Trustees, new Committee Chairs and new members of committees, and (iv) received a preview of the Board's continuing education program which was held Sunday afternoon. Ms. Steel noted that the Committee is working on changes to the orientation process for new Board members including a check in mid-way through the year and improvements in the mentoring process. This concluded Ms. Steel's report.

The Chair then called for the report of the Finance & Investment Committee. Mr. Deaton reported that the Committee met with all members present, as well as incoming committee members, and: (i) discussed FY23 financial performance to date, and (ii) reviewed the financial dashboard with Mr. Rozek. Mr. Deaton then asked Mr. Rozek for his comments on key drivers for Q1 success. Mr. Deaton then extended his best wishes to Ms. Keane and Mr. Anderson. This concluded Mr. Deaton's report.

The Chair then called for the report of the Audit Committee. Ms. Gray-Little reported that she held an orientation for incoming Committee members. This concluded Ms. Gray-Little's report.

Chair Szabo then convened the meeting in executive session at 11:43 a.m. The Board continued in executive session until 12:45 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 12:46 p.m.



John Szabo, Chair



Julie Presas, Secretary