

OCLC, INC.
Annual Meeting of the Board of Trustees
November 12, 2018

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated November 1, 2018, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 11:21 a.m., local time, on November 12, 2018, 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
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
James Neal
John Patrick (via teleconference)
Barbara Preece
David ("Skip") Prichard
Ginny Steel
John Szabo
Sarah Thomas

Trustees Absent:

None

Also, present for all or portions of the meeting:

Ellen Tise, Trustee Emeritus
Sandy Yee, Trustee Emeritus
Julie Presas, Vice President, General Counsel and Secretary
Andrew Bordas, Vice President, Management and Customer Operations
Bruce Crocco, Vice President, Library Services of the Americas
William Rozek, Chief Financial Officer
Mary Sauer-Games, Vice President, Global Product Management
Tammi Spayde, Vice President, Corporate Human Resources, Marketing, Facilities

The Chair began the meeting by welcoming new Trustees Craig Anderson and Sarah Thomas 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 12, 2018 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2019:

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
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

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 12, 2018, and ending November 11, 2019:

1. Kuang-hua Chen, National Taiwan University
2. Adelaida Ferrer, University of Barcelona
3. Hubert Krekels, Wageningen University
4. Constantia Constaninou, University of Pennsylvania
5. Debbie Schachter, Capilano University
6. Shirley Chiu-wing Wong, Hong Kong Polytechnic 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, 2018, the membership on the committees of the Board of Trustees for calendar year 2019 is hereby constituted as follows:

Audit	Brady Deaton, Chair Craig Anderson Bernadette Gray-Little Madeleine Lefebvre Jim Neal (non-voting) Ginny Steel Sarah Thomas John Szabo Skip Prichard (non-voting)
Executive	John Szabo, Chair Cindy Hilsheimer, Vice Chair Brady Deaton Kathleen Keane Barbara Lison Jim Neal John Patrick Barbara Preece Skip Prichard
Finance & Investment	Jim Neal, Chair Brady Deaton (non-voting) Kathleen Keane Cindy Hilsheimer Barbara Preece Ginny Steel John Szabo Skip Prichard
Board Governance	Barbara Lison, Chair Brady Deaton Bernadette Gray-Little Kathleen Keane Madeleine Lefebvre John Patrick John Szabo Skip Prichard
Personnel & Compensation	Kathleen Keane, Chair Craig Anderson Bernadette Gray-Little Cindy Hilsheimer Barbara Lison Jacques Malschaert

John Szabo
Skip Prichard (non-voting)

Membership Committee

Barbara Preece, Chair
Madeleine Lefebvre
Jacques Malschaert
Sarah Thomas

Committee on Technology Planning

John Patrick, Chair
Craig Anderson
Jacques Malschaert
Ginny Steel
Sarah Thomas
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
ELLEN TISE TRIBUTE**

WHEREAS, Ellen Tise has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2014, through November 2018; and

WHEREAS, Ellen has served on various committees of this Board of Trustees including Audit, Board Governance, and Finance & Investment, making valuable contributions toward the success of all committees in which she served; and

WHEREAS, while serving on the OCLC Board, Ellen shared her wisdom and expertise in academic libraries and international library organizations, as well as her important perspective as a librarian and library leader in South Africa to the great benefit of the OCLC cooperative and libraries worldwide; and

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

WHEREAS, Ellen 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 Ellen for her four 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 Ellen for her outstanding contributions to OCLC and for her 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 Ellen Tise 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. Tise for her service to OCLC.

The Chair then offered the following resolution for approval:

**RESOLUTION
SANDY YEE TRIBUTE**

WHEREAS, SANDY YEE has served loyally, diligently and effectively on the OCLC Board of Trustees since November 2008, including as Chair of the OCLC Board from November 2012, through November 2017; and

WHEREAS, Sandy has traveled throughout the world and devoted significant time and effort to represent the OCLC Board of Trustees at various official gatherings of the cooperative; and

WHEREAS, Sandy has led and served on various committees of this Board of Trustees including as Chair of the Personnel & Compensation Committee from 2011 to 2012 and again in 2018; and

WHEREAS, Sandy served as Chair of the OCLC Executive Search Committee and, under her leadership, in 2013, the OCLC Board of Trustees appointed Skip Prichard as its fifth President and CEO; and

WHEREAS, in her capacity on the OCLC Board of Trustees, including as Board Chair, Sandy has been an articulate spokesperson for the OCLC cooperative and an ardent champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, she has carried out all of the duties on the Board of Trustees with distinction and dedication; and

WHEREAS, OCLC, its member libraries, museums and archives, and, most importantly, the users of libraries and information services around the world have benefited from her leadership;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Sandy Yee for her aforementioned contribution to OCLC, and for her steadfast devotion as an advocate for libraries and the advancement of research, scholarship and education around the world; and

BE IT FURTHER RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Sandy 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 Sandy Yee 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. Yee for her service to OCLC.

The Chair then called the meeting into executive session at 11:56 a.m. The session concluded at 12:20 p.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:21 p.m.



John Szabo, Chair



Julie Presas, Secretary