

OCLC, INC.  
Annual Meeting of the Board of Trustees  
November 13, 2017

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated November 3, 2017, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 12:00 p.m., local time, on November 13, 2017, at the Conference Center at OCLC Lakeside Room, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair until Mr. Szabo was elected to serve as Chair at which time Mr. Szabo presided as Chair. Ms. Presas kept the minutes of the meeting.

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, President & CEO  
Peter Sidorko  
John Szabo  
Ellen Tise  
Sandra Yee

Trustees Absent:

None

Also, present for all or portions of the meeting:

Berndt Dugall, Trustee Emeritus  
Loretta Parham, 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  
Jeff Jacobs, Chief Information Officer  
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 Bernadette Gray-Little and Peter Sidorko 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 13, 2017 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2018:

Chair  
Vice Chair

John Szabo  
John Patrick

Secretary  
Treasurer

Julie Presas  
William Rozek

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 Messrs. Szabo and Patrick abstaining.

Ms. Yee turned the microphone over to Mr. Szabo and congratulated him on his election as Board Chair. Mr. Szabo thanked Ms. Yee for her service as Chair and noted that he looks forward to continuing to learn from Ms. Yee.

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 three Global Council Delegate Members are hereby approved and appointed as the new representatives to the Committee on Membership from the Global Council beginning November 13, 2017 and ending November 12, 2018:

1. Ginny Steel, University of California, Los Angeles
2. Annette le Roux, University of South Africa Library
3. Hubert Krekels, Wageningen University
4. Chris Cronin, Columbia University
5. Constantia Constaninou, Stony Brook University
6. Craig Anderson, Deakin University
7. Shirley Wong, Hong Kong Polytechnic University

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

Ms. Lison then offered the following resolution for approval:

### **RESOLUTION**

RESOLVED, that effective November 13, 2017 the membership on the committees of the Board of Trustees for calendar year 2018 is hereby constituted as follows:

#### **2018 BOARD COMMITTEE COMPOSITION**

##### **Audit**

Brady Deaton, Chair  
Bernadette Gray-Little  
Cindy Hilsheimer (non-voting)  
Kathleen Keane  
Madeleine Lefebvre  
Ellen Tise  
John Szabo

**Executive**

John Szabo, Chair  
John Patrick, Vice Chair of the Board  
Brady Deaton  
Cindy Hilsheimer  
Barbara Lison  
Jim Neal  
Barbara Preece  
David (“Skip”) Prichard

**Finance & Investment**

Cindy Hilsheimer, Chair  
Brady Deaton (non-voting)  
Jim Neal  
David (“Skip”) Prichard  
Barbara Preece  
Peter Sidorko  
Ellen Tise  
John Szabo

**Board Governance**

Barbara Lison, Chair  
Brady Deaton  
Kathleen Keane  
Madeleine Lefebvre  
John Patrick  
David (“Skip”) Prichard  
Sandy Yee  
John Szabo

**Personnel & Compensation**

Sandy Yee, Chair  
Bernadette Gray-Little  
Cindy Hilsheimer  
Kathleen Keane  
Barbara Lison  
Jacques Malschaert  
John Patrick  
John Szabo

**Membership Committee**

Barbara Preece, Chair  
Jacques Malschaert  
Peter Sidorko  
Sandy Yee

**Committee on Technology Planning**

Jim Neal, Chair  
Bernadette Gray-Little  
Madeleine Lefebvre  
Jacques Malschaert  
David (“Skip”) Prichard  
Peter Sidorko  
Ellen Tise  
John Szabo

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**

**BERNDT DUGALL TRIBUTE**

WHEREAS, Berndt Dugall has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2013 through November 2017; and

WHEREAS, Berndt has served on various committees of this Board of Trustees including Finance & Investment, Board Governance and Membership, as well as served as Chair of the Board Technology Planning Committee from November 2016 to November 2017; and

WHEREAS, while serving on the OCLC Board, Berndt shared his wisdom and expertise in academic libraries and his important perspective as a librarian in Germany to the great benefit of the OCLC cooperative and libraries worldwide; and

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

WHEREAS, Berndt 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 Berndt 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 Berndt 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 Berndt Dugall 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. Dugall for his service to OCLC.

The Chair then offered the following resolution for approval:

**RESOLUTION**

**LORETTA PARHAM TRIBUTE**

WHEREAS, LORETTA PARHAM has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2012 through November 2017; and

WHEREAS, Loretta has served on various committees of this Board of Trustees including Finance & Investment, Personnel & Compensation and Executive, as well as served as Chair of the Membership Committee from November 2015 through November 2017; and

WHEREAS, as Chair of the Membership Committee, Loretta played a pivotal role in transforming the Committee following important changes to OCLC's governance structure, thereby strengthening the cooperative; and

WHEREAS, during her tenure as a Trustee, she brought her considerable experience as an academic library director and has been a strong advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, in her capacity as a Trustee, Loretta has been an influential spokesperson for the OCLC cooperative and a champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, OCLC, its member libraries and, most importantly, the users of libraries and information services around the world have benefited from her service as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Loretta 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 Loretta Parham 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. Parham 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 as Chair of the OCLC Board of Trustees from November 2012 through November 2017; and

WHEREAS, during her tenure as Chair, Sandy presided over the successful effort to change OCLC's governance structure, thereby strengthening the cooperative; and

WHEREAS, under her leadership, in 2013, the OCLC Board of Trustees

appointed Skip Prichard as its fifth President and CEO; and

WHEREAS, Sandy has traveled great distances and devoted significant time and effort to represent the OCLC Board of Trustees at various official gatherings of the cooperative, including OCLC Regional Council meetings; and

WHEREAS, in her capacity 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 of Board Chair with distinction and dedication; and

WHEREAS, Sandy has led the Board with grace, wit and wisdom; 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 as OCLC Board Chair;

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

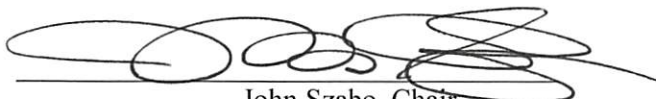
BE IT FURTHER RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Sandy for her outstanding contributions to OCLC, Inc. and for her steadfast devotion to OCLC's purpose of sharing the world's collected knowledge so that libraries can fuel learning, research and innovation;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

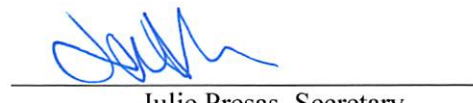
BE IT FURTHER RESOLVED, that this resolution be included in the minutes of this meeting and shared with the membership of OCLC.

The above resolution was moved, seconded and approved by unanimous vote. The Chair expressed his deep gratitude to Ms. Yee for her service as Chair of the Board.

The Chair then called the meeting into executive session at 12:25 p.m. The session concluded at 12:37 p.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:37 p.m.

  
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John Szabo, Chair

  
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Julie Presas, Secretary