

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

This 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 8:32 a.m., local time, on November 13, 2017, at the Conference Center at OCLC Lakeside Room, 6600 Kilgour Place, Dublin, Ohio. Ms. Yee 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
Berndt Dugall
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
Jim Neal
Loretta Parham
John Patrick
Barbara Preece
John Szabo
Ellen Tise
Sandra Yee

Also, present for all or portions of the meeting:

David ("Skip") Prichard, President & Chief Executive Officer
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
Jeff Jacobs, Chief Information Officer
William ("Chip") Nilges, Vice President, Business Development
Julie Presas, General Counsel & Vice President of Legal Services
William Rozek, Chief Financial Officer
Tammi Spayde, Vice President, Corporate Human Resources, Marketing, Facilities
Mary Sauer-Games, Vice President, Global Product Management
Bernadette Gray-Little, Incoming Trustee
Peter Sidorko, Incoming Trustee

Chair Yee called the meeting to order, and welcomed the Trustees, incoming Trustees and members of the executive management team. She thanked the Trustees for participating in Saturday's dinner for departing Trustees and the Board's continuing education program on Sunday. Chair Yee asked if there were any changes to the meeting agenda, at which none were suggested. Chair Yee noted a change made to the September 25, 2017 meeting minutes then inquired as to any additional changes, objections to, removals from or discussion of the meeting minutes. There being no additional changes, she requested a motion to approve the minutes of the September 25, 2017 Board of Trustees Meeting. 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 provided an update on FY18 finances for each line of business, as well as recent sales achievements in the U.S. and Europe. He also shared highlights from October's successful ARC Meeting in Baltimore. Mr. Prichard described central objectives for the upcoming year, including strategies for each line of business. Mr. Prichard then asked Mr. Bordas to present the initiatives in place and in the works to make it easier to do business with OCLC. Mr. Bordas provided an overview of OCLC's internal operations, and highlighted OCLC's points of differentiation. Mr. Bordas also provided an update on improvements to the back-office systems and customer operations. After discussion, Mr. Prichard delivered final remarks and thanked Mr. Bordas for the overview. The Chair commended Mr. Bordas for his excellent presentation. This concluded the President's report.

The Chair then called the meeting into executive session at 10:17 a.m. with Mr. Prichard present for the first part of the session. The Board continued in executive session until 10:50 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 11:03 a.m. and delivered the Chair's report. Chair Yee noted that she has been in regular contact with Mr. Prichard, reported on the ARC Meeting in Baltimore including the successful reception, as well as the excellent presentations from Mr. Prichard and Carla Hayden, Librarian of Congress. The Chair also reported that she, Mr. Szabo and Mr. Prichard have discussed plans for the Board Meeting in the Netherlands in June of 2018. Chair Yee then noted that this is her last Chair's report and thanked the Board for their support and good work throughout her 5-year tenure as Board Chair. This concluded the Chair's report.

Chair Yee then convened the meeting in executive session at 11:09 a.m. with Ms. Presas, Ms. Gray-Little and Mr. Sidorko present. The Board continued in executive session until 11:41 a.m., at which time the Chair re-convened the Board in open session.

During the executive session, the Board separately moved and approved the following resolution by unanimous vote:

RESOLUTION

WHEREAS, the Board of Trustees (the "Board") of OCLC, Inc. (the "Corporation") is currently comprised of fourteen (14) members; and

WHEREAS, pursuant to the Corporation's Code of Regulations (the "Code") the Board may be comprised of no fewer than twelve (12) nor more than sixteen (16) members, with Trustees who are not elected by Member Delegates being elected by the Trustee Members (as such terms are defined in the Code); and

WHEREAS, the Board now deems it advisable and in the best interests of the Corporation to amend the Corporation's Code and By-Laws effective as of the date hereof (the "Effective Date") to permit the appointment of the Corporation's President & CEO as a Trustee, including without limitation the revision of the last sentence in Article VII(B) of the Code to permit an employee of OCLC to become a Trustee during his or her term of employment.

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Board hereby authorizes amendments and such other revisions as are deemed necessary and appropriate by the Corporation's Secretary in order to effect the appointment of the Corporation's President & CEO as a Trustee;

RESOLVED FURTHER, that the Board hereby increases the number of Trustee Members to fifteen (15) and appoints David A. "Skip" Prichard as a Trustee Member as of the Effective Date, to serve until such time as he is no longer an employee of the Corporation or until such earlier time of either his resignation or removal;

RESOLVED FURTHER, that in connection with Mr. Prichard's service as a Trustee, and by virtue of his service as the Corporation's President and CEO, he will receive no additional compensation for his service as a Trustee;

RESOLVED FURTHER, that the Corporation's Secretary (or such other officer of the Corporation duly authorized by the Secretary) is hereby authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the matters authorized in the foregoing resolutions, and to execute, deliver and, where called for by the particular document, affix the seal of the Corporation to all such consents, agreements, certificates, instruments and other documents, 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 each document as delivered pursuant thereto, all such action heretofore taken being hereby ratified, confirmed and approved, and any action taken by the officers of the Corporation prior to the date of these resolutions that is otherwise within or related to the authority set forth by these resolutions be, and hereby is, ratified, confirmed and approved in all respects.

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) discussed the Trustee and Board officer appointments and voted to recommend the adoption of 2 resolutions, which will be introduced during the Annual Meeting of Trustee Members later in the morning, (ii) reviewed Board committee assignments for next year, which will be introduced during the Annual Meeting of the Board of Trustees later in the morning, (iii) received an update from Ms. Presas about the orientation process for new Trustees, new Committee Chairs and new members of committees, (iv) discussed the mentoring program for incoming Trustees, and (v) received a preview of the Board's continuing education program which was held Sunday afternoon. This concluded Ms. Lison's report.

The Chair then called for the report of the Membership Committee. Ms. Parham reported that the Committee had met on November 6, 2017, with all members present, and had: (i) discussed a process to develop a list of potential candidates for the consideration of the Global Council Nominating Committee, and (ii) introduced Helene Blowers as the new Interim Executive Director of Member Relations. Ms.

Blowers will provide support to the Membership Committee going forward. Ms. Parham also announced that the Membership Committee Guidelines will be posted on the Board website. This concluded Ms. Parham's report.

The Chair then inquired if there were 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 11:52 a.m.



Sandra Yee, Chair



Julie Presas, Secretary