

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Annual Meeting of the Board of Trustees
November 14, 2016

This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 3, 2016, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 11:25 a.m., local time, on November 14, 2016, at the Conference Center at OCLC General Meeting Room, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair, and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Brady Deaton
Berndt Dugall
Cindy Hilsheimer
Kathleen Keane
Madeleine Lefebvre
Barbara Lison
Jacques Malschaert
James Neal
Loretta Parham
Barbara Preece
John Patrick
John Szabo
Ellen Tise
Sandra Yee

Trustees Absent:

None

Also, present for all or portions of the meeting:

Jennifer Younger, Trustee Emeritus
David Roselle, Trustee Emeritus
David A. ("Skip") Prichard, President & CEO
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
Tammi Spayde, Vice President, Corporate Human Resources, Marketing, Facilities

The Chair began the meeting by welcoming new Trustees Madeleine Lefebvre and Jacques Malschaert to the Board. The Chair then announced a change to the order of the agenda to accommodate the early departure of one of the Trustees.

The Chair then offered the following resolution for approval:

RESOLUTION

DAVID ROSELLE TRIBUTE

WHEREAS, David Roselle has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since his appointment to the Board of Trustees in November 2004; and

WHEREAS, David has served as Vice Chair of the Board from November 2014 to November 2016, on various committees of this Board of Trustees and served as Chair of the Finance and Investment Committee from November 2008 to November 2010 and Chair of the Board Governance Committee in 2016; and

WHEREAS, while serving on the OCLC Board, David shared his wisdom and expertise in academic and non profit administration to the great benefit of the OCLC cooperative and libraries worldwide; and

WHEREAS, David carried out all the duties of his assignments on the Board with distinction, dedication and a keen sense of humor; and

WHEREAS, David 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 David for his just-completed 12 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 David for his outstanding contributions to OCLC and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing library costs; and

BE IT FURTHER RESOLVED, that David Roselle 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 her deep gratitude to Mr. Roselle for his service to OCLC.

The Chair then introduced Trustee Barbara Lison who brought forward the following resolution to the full Board for their 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 Membership Committee from the Global Council beginning November 14, 2016 and ending November 13, 2017:

1. Craig Anderson, RMIT University
2. Annette le Roux, University of South Africa Library
3. Sarah Campbell, Portland Public Library

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 14, 2016 the membership on the committees of the Board of Trustees for calendar year 2017 is hereby constituted as follows:

2017 BOARD COMMITTEE COMPOSITION

Audit	John Szabo, Chair Cindy Hilsheimer (non-voting) Madeleine Lefebvre Barbara Preece Ellen Tise Sandy Yee
Executive	Sandy Yee, Chair John Patrick, Vice Chair of the Board Berndt Dugall Cindy Hilsheimer Barbara Lison Jim Neal Loretta Parham John Szabo
Finance & Investment	Cindy Hilsheimer, Chair Brady Deaton Madeleine Lefebvre Barbara Lison Jim Neal Loretta Parham John Patrick Sandy Yee John Szabo (non-voting)
Board Governance	Barbara Lison, Chair Brady Deaton Cindy Hilsheimer Kathleen Keane Madeleine Lefebvre Sandy Yee John Szabo
Personnel & Compensation	Jim Neal, Chair Berndt Dugall Kathleen Keane Jacques Malschaert

Barbara Preece
John Szabo
Ellen Tise
Sandy Yee

Membership Committee

Loretta Parham, Chair
Jacques Malschaert
Barbara Preece

Committee on Technology Planning

Berndt Dugall, Chair
Brady Deaton
Kathleen Keane
Ellen Tise
John Patrick
Sandy Yee
John Szabo

*John Szabo, Chair designee of the Board is a member of the above committees.

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

Ms. Lison then offered the following resolution for approval:

RESOLUTION

RESOLVED, that effective November 14, 2016 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2017:

Chair	Sandra Yee
Vice Chair	John Patrick
Secretary	Julie Presas
Treasurer	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 Ms. Yee abstaining.

The Chair then offered the following resolution for approval:

RESOLUTION

JENNIFER YOUNGER TRIBUTE

WHEREAS, JENNIFER YOUNGER has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2012 through November 2016; and

WHEREAS, Jennifer served as Chair of the Audit Committee from November 2014 through November 2016, and participated in the Board Task Force on Pricing in 2015; and

WHEREAS, during her tenure as a Trustee, she brought her

considerable experience as an academic research librarian 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, Jennifer 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 Jennifer for her outstanding contributions to OCLC Online Computer Library Center, 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

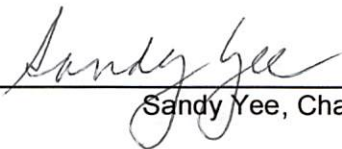
BE IT FURTHER RESOLVED, that Jennifer Younger is hereby designated as a Trustee Emeritus in good standing, and as such, is entitled to the privileges and benefits thereof; and

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 her deep gratitude to Ms. Younger for her service to OCLC.

The Chair then called the meeting into executive session at 11:37 a.m., with Mr. Prichard and Ms. Presas present. The session concluded at 11:45 a.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 11:46 a.m.



Sandy Yee, Chair



Julie Presas, Secretary