

**OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Special Meeting of the Board of Trustees
November 16, 2015**

This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated November 5, 2015, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:35 a.m., local time, on November 16, 2015, at the Conference Center at OCLC Lakeside Annex, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair and Ms. Presas kept the minutes of the meeting, except during the executive sessions, when Mr. Roselle kept the minutes.

Trustees Present:

**Brady Deaton
Berndt Dugall
Cindy Hilsheimer
Kathleen Keane
Barbara Lison
James Neal
John Patrick
David Roselle
Brian Schottlaender
John Szabo
Ellen Tise
Sandra Yee
Jennifer Younger**

Trustees Absent:

Loretta Parham

Also, present for all or portions of the meeting:

**David A. ("Skip") Prichard, President & Chief Executive Officer
Andrew Bordas, Vice President Management & Customer Operations
Bruce Crocco, Vice President, Library Services for the Americas
Lorcan Dempsey, Chief Strategist & Vice President, Membership and Research
Mary Sauer-Games, Vice President, Global Product Management
Jeff Jacobs, Chief Information Officer
Chip Nilges, Vice President, Business Development
Julie Presas, General Counsel & Vice President of Legal Services
Bill Rozek, Chief Financial Officer
Tammi Spayde, Vice President, Human Resources, Marketing & Facilities
Eric van Lubeek, Vice President, Managing Director, OCLC EMEA & APAC
Barbara Preece, Trustee-Elect
Anja Smit, President of Global Council
Peter Sidorko, Vice President/President-Elect of Global Council**

Ms. Yee called the meeting to order and welcomed guests from OCLC Global Council and the incoming Trustee. Ms. Yee led the group in a moment of silence out of respect for the victims of the recent attacks in Paris. Ms. Yee inquired as to whether there were any changes to the meeting agenda, and there being none, Ms. Yee then inquired as to any changes, objections to, removals from or discussion of the proposed consent agenda, and there being none, she requested a motion to approve the consent agenda. Upon motion duly made

and seconded, the Board of Trustees approved the consent agenda by a unanimous vote of all Trustees present. The consent agenda contained the minutes of the September 21, 2015 Meeting of the Board of Trustees and the following resolution:

RESOLUTION

WHEREAS, OCLC Online Computer Library Center, Inc. (“OCLC”) is the sole shareholder of OCLC EMEA B.V. (“OCLC EMEA”), and,

WHEREAS, currently the OCLC EMEA Articles of Association require the approval of the OCLC EMEA Supervisory Board, or in the absence thereof, the approval of OCLC, as the sole shareholder, in order to act on any of the following matters:

- A. *the performance of all legal acts, whose value or interest exceeds such an amount as the Supervisory Board (or in the absence of a Supervisory Board, the sole shareholder) will have determined and informed the management board of;*
- B. *the acquisition, sale and encumbering of registered goods;*
- C. *entering into loan agreements and loans for and at the expense of OCLC EMEA, with the exception of withdrawals with respect to an existing credit, the current limits which are loans over € 45000 and loans from others above € 200000.*
- D. *binding OCLC EMEA as a surety or as joint and several debtor and warranting the performance by a third party or OCLC EMEA providing security for a debt of a third party;*
- E. *conducting lawsuits, taking measures for the enforcement of a judgment, effecting compromises and referring disputes to the judgment of arbitrators, but with the exception of measures that need to be taken to maintain the law;*
- F. *the participation or any other financial interest in and conducting the management of other businesses and companies, exercising the right to vote connected with or related to the possession of shares in such businesses and companies, as well as the sale or other termination of participations and interests in businesses and companies as referred to;*
- G. *the appointment of authorized signatories and determining their authority to represent;*
- H. *the amount of remuneration/compensation to be paid to the Managing Director.*

and,

WHEREAS, the OCLC Board of Trustees (the “Board”) deems it advisable and in the best interests of OCLC to appoint and empower certain individuals from time to time to serve as shareholder representatives (“Shareholder Representatives”) of OCLC in order to act on behalf of OCLC in its capacity as sole shareholder of OCLC EMEA, both in regard to the aforementioned matters as well as for ensuring that appropriate management practices and procedures are followed within OCLC EMEA, with the intent of protecting and preserving OCLC’s investment; and,

WHEREAS, Mr. Schwieterman and Mr. Prichard were previously appointed by the Board as Shareholder Representatives; and

WHEREAS, Mr. Schwieterman is retiring from OCLC effective December 31, 2015; and

WHEREAS, William Rozek has been appointed OCLC’s Chief Financial Officer and Treasurer, to become effective as of October 5, 2015, and the Board deems it appropriate to appoint Mr. Rozek as a Shareholder Representative in place of Mr. Schweiterman;

NOW THEREFORE, BE IT HEREBY

RESOLVED, that effective November 16, 2015, Mr. Schwieterman shall be replaced as a Shareholder Representative of OCLC hereunder by Mr. Rozek. Mr. Prichard, President and Chief Executive Officer, shall continue his appointment as a Shareholder Representative along with Mr. Rozek, and each of them shall continue to serve in this role at the pleasure of the Board until their successors are duly appointed; and be it

FURTHER RESOLVED, that as to items A-H above, upon the specific additional direction of the Board, said Shareholder Representatives are each hereby empowered to take such action as is necessary to advise OCLC EMEA of the Board’s approval or disapproval of proposed actions which fall under items A-H above, and if approved, to work with OCLC EMEA to insure completion of such actions accordingly; and be it

FURTHER RESOLVED, that other than matters covered under items A-H above, said Shareholder Representatives also be, and they hereby are, each individually authorized from time to time and at their own discretion, to direct the management of OCLC EMEA to take such actions as the Shareholder Representatives, or either of them, may deem appropriate on behalf of OCLC, in order to insure the preservation and protection of OCLC’s investment in OCLC EMEA, through the implementation of appropriate management practices and procedures; and be it

FURTHER RESOLVED, That said Shareholder Representatives are each individually authorized to execute and deliver in the name and on behalf of OCLC such additional documents, and to do such other acts and things as they or either of them individually shall deem necessary or appropriate to carry out the purposes of and to implement the foregoing Resolutions.

The Chair then introduced Global Council President Anja Smit. Ms. Smit delivered a report regarding the current activities of the OCLC Global Council. She indicated that the Council is focusing on reviewing the governance structure, building collections and strengthening collaboration. She noted that the themes for the regional council meetings include the next generation of library leaders, scaling learning and innovation. Ms. Smit also noted that she participates in a quarterly conference call with Mr. Prichard and Ms. Yee to discuss current issues and trends. Ms. Smit also mentioned the Councils will continue to work with the OCLC Board and management to strengthen member engagement. Ms. Smit then thanked the Board for the opportunity to speak with them during the weekend's retreat. Ms. Smit also outlined the upcoming election cycle for the Global Council. That concluded Ms. Smit's presentation. Ms. Yee thanked the Global Council President and Vice President for the report. At the conclusion of the report, Ms. Smit and Mr. Sidorko left the meeting.

At Ms. Yee's request, Ms. Younger presented an update to the Board (the Audit Committee did not meet), in which she indicated that: (i) beginning last April, the Audit Committee, with the support of OCLC legal counsel, had been working on updating the Board Conflict of Interest Policy and the Board Code of Conduct and Ethics; (ii) the Committee members recently approved, via email, updates to the Board Conflict of Interest and Board Code of Conduct and Ethics forms; and (iii) the Audit Committee recommends the new forms be approved by the Board. After discussion, Ms. Younger brought forward the following resolution to the full Board for their approval:

RESOLUTION

WHEREAS, the Board of Trustees (the "Board") of OCLC Online Computer Library Center, Inc. (the "Corporation") reviews its corporate governance policies from time to time in order to promote good corporate governance and to ensure that the Corporation can continue to achieve its public purposes, as set forth in its governance documents;

WHEREAS, the Board has completed a review of the Board's Code of Conduct and Ethics and the Board's Policy Statement on Conflicts of Interest; and

WHEREAS, as a result of such review, the Board believes it is in the best interest of the Corporation to adopt the Board Code of Conduct and Ethics and the Board Conflict of Interest Policy [attached hereto as Exhibit A and Exhibit B].

NOW, THEREFORE, BE IT HEREBY,

RESOLVED, that the current Board Code of Conduct and Ethics and the Board's Policy Statement on Conflicts of Interest be no longer in effect; and

FURTHER RESOLVED; that the Board Code of Conduct and Ethics and the Board Conflict of Interest Policy [attached hereto as Exhibit A and Exhibit B] be adopted.

Upon motion duly made and seconded, the Board approved the resolution by unanimous vote of the Trustees present. That concluded Ms. Younger's report.

Ms. Yee then presented the Chair's report, indicating that: (i) she worked closely with Mr. Prichard on planning the Board strategy retreat; (ii) she will be traveling to Melbourne to participate in the OCLC APRC meeting in December 2015; (iii) she recently joined Mr. Prichard at a meeting with the Ivys Plus group during the ARL meeting; (iv) she will be presenting to the Global Council later in the day; and (v) the Board Task Force on Pricing has been active and will report out to the full Board early in 2016. That concluded the Chair's report.

The Chair then asked Mr. Patrick to provide an update on the Committee on Technology Planning. Mr. Patrick indicated that the Committee met telephonically to receive an update from the CIO on recent outages and plans to prevent them and minimize impact of any future outages. That concluded Mr. Patrick's report.

The Chair then called for the President's report. Mr. Prichard asked that the Board review his written report in the Board's meeting materials and provided an update on various priorities including: (i) the technology project; (ii) the Kilgour renovation; (iii) the Board Task Force on Pricing; (iv) WMS sales; (v) meetings at the ARL conference; and (vi) positive publicity following the printing of the last batch of cataloging cards. Mr. Prichard also noted that Mr. Schwieterman will be present at the Global Council meeting before his retirement.

Mr. Prichard then asked Mr. Rozek to provide his first update on the OCLC financials as the Chief Financial Officer. Mr. Rozek reviewed the snapshot from the first quarter of the fiscal year and previewed a new financial dashboard showing key financial measurements. Ms. Yee provided positive feedback on the presentation and thanked Mr. Rozek.

Mr. Prichard then introduced Ms. Presas for a Director responsibility update. At the conclusion of Ms. Presas' presentation, the Chair called for a break at 10:10 a.m.

The Board resumed at 10:20 a.m. Ms. Yee noted that Ms. Parham was unable to attend today's Board Meeting but distributed a written report from the Membership Committee.

Mr. Prichard then requested Mr. Dempsey deliver a summary, which represented a follow-up to the retreat information gathered yesterday. Mr. Dempsey proceeded to present an overview, which included the themes of the OCLC cooperative and governance, and the evolution of technology, the library market space, libraries and their interests. After discussion,

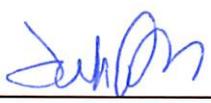
Mr. Prichard concluded his report. Ms. Yee thanked Mr. Dempsey for the summary, and commended Mr. Prichard and the Strategic Leadership Team for their excellent work at the Board retreat on Sunday.

The Chair then called the Board into executive session at 11:35 a.m. with Mr. Prichard present. The executive session was concluded at 11:57 a.m.

The Chair then called for other business. There being no further business to come before the Board at this time, a motion to adjourn was moved, seconded, and unanimously approved at 11:57 a.m.



Sandra Yee, Chair



Julie Presas, Secretary

Exhibit A
OCLC Board of Trustees' Code of Conduct and Ethics
Preamble

Membership on the OCLC Online Computer Library Center, Inc. ("OCLC") Board of Trustees (the "Board") is a privilege that carries great responsibility. Ethical conduct is a fundamental expectation of every Trustee. Trustees must act with integrity, with the highest standards of responsible conduct, and in accordance with stringent ethical principles. In practicing and modeling ethical conduct, Trustees are expected to be personally accountable for their individual actions. This OCLC Board Code of Conduct and Ethics (the "Trustee Code of Conduct") has been adopted in order to ensure Trustees of the Board:

- (a) comply with applicable governmental laws, rules and regulations;
- (b) protect OCLC's assets, including corporate opportunities and confidential information;
- (c) promote fair dealing practices; and
- (d) deter wrongdoing.

Trustees must sign an OCLC *Code of Ethics Compliance Acknowledgement Form* prior to being accepted as a Trustee and Trustees affirm their endorsement of the Trustee Code of Conduct and acknowledge their commitment to uphold its principles and obligations by retaining membership on the Board.

Trustee Code of Conduct and Ethics

Trustees shall comply fully with the following code of conduct and ethics in their capacity as Trustees:

1. Each Trustee will abide in all respects by the Trustee Code of Conduct and all other rules and regulations of OCLC (including but not limited to OCLC's Articles of Incorporation, Code of Regulations, and By-Laws for Governance of the Board of OCLC) and shall comply with the laws and regulations that apply to the business activities of OCLC around the globe, any codes of conduct or ethics policies that apply to their professions, and rules or regulations that arise from their place of citizenship, residence or employment.
2. Trustees will conduct the business affairs of OCLC in good faith and with honesty, integrity, due diligence, and reasonable competence. Trustees have an obligation to be objective and impartial in making decisions on behalf of OCLC and are expected to be respectful, fair and civil, to speak candidly and truthfully, and to promote conflict resolution.
3. When seeking OCLC employee assistance for outside business or institutional needs, they should expect that such help will be rendered only to the extent that it is provided in their membership benefits or given to members of the general public in similar circumstances. Trustees will exercise proper authority and good judgment in their dealings with OCLC employees, affiliates, associates, members and the general public and will respond to the needs of members in a responsible, respectful, and professional manner. When Trustee member institutions are pilots or Beta sites for OCLC products, standard OCLC agreements(s) will be executed between parties.
4. OCLC's confidential and proprietary information is critical to its existence as a Corporation and an invaluable asset that all Trustees must take great care to protect. A Trustee's responsibility includes the proper safeguarding and disposal of confidential documents in accordance with OCLC corporate policies. Except as the Board may otherwise require or as required by law, no Trustee shall share, copy, reproduce, transmit, divulge or otherwise disclose confidential and proprietary information related to the affairs of OCLC and no confidential third party information will be used to gain an unfair advantage either for a Trustee or their institution.

5. Each Trustee will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.
6. Trustees shall avoid placing themselves in any position that creates, leads to or could present the appearance of a conflict of interest. Each Trustee shall abide by the OCLC Board of Trustees Conflict of Interest Policy and is required to complete a Conflict of Interest Form prior to membership on the Board. Each Trustee shall update his or her Conflict of Interest Form at least once per year and promptly after anytime a situation changes. It is understood that most Trustees have some prior relationship with other companies and associations. These relationships are to be included on the Trustee's Conflict of Interest form.
7. Any gifts or entertainment provided to or from Trustees shall be reasonable, appropriate for a business purpose and in compliance with the recipient's corporate, institutional, or governmental policies; provided that no illegal payments of any kind are to be made to any local, state or Federal Government officials of the United States, or to government officials of any other country, territory or municipality at any time or under any circumstances. Moreover, no funds or other assets of OCLC are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to OCLC's activities. Kickbacks to or from any person are prohibited.
8. Trustees within their place of employment may purchase services or content from OCLC, but may also have professional relationships with other institutions, businesses, and associations. Trustees shall inform the appropriate individuals and/or organizations of their Trustee relationship to OCLC. When questions about potential conflicts of interest arise from these multiple relationships, Trustees will consult the Conflicts of Interest Policy and confer with other trustees, OCLC staff, or, if appropriate, legal counsel.
9. No code or policy can anticipate every situation that may arise. The Board must ensure prompt and consistent action against violations of the Trustee Code of Conduct. Trustees shall communicate any questions concerning or potential violations of this Trustee Code of Conduct promptly to the Chair of the Audit Committee which is charged with regularly reviewing the Trustee Code of Conduct, or the Chair of the Board. Once notified of any questions concerning, or potential violations of this Trustee Code of Conduct, the chair of the Audit Committee, or the Chair of the Board, as the case may be, may consult with one another, General Counsel or outside legal counsel as appropriate. All Trustees are expected to cooperate in any internal investigation related to a potential violation. If, after investigating a report of an alleged prohibited action by a Trustee, the Board Chair or Chair of the Audit Committee determines that a violation of the Trustee Code of Conduct has occurred, the Board Chair or Chair of the Audit Committee will report such determination to the Board. Upon receipt of a determination that there has been a violation of the Trustee Code of Conduct, the Board will take such corrective action as it deems appropriate, including, but not limited to dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

Exhibit B
OCLC Board of Trustees Conflict of Interest Policy

It is expected that Trustees will be involved in important activities and worthwhile causes outside of OCLC Online Computer Library Center, Inc. ("OCLC"). The experience of Trustees who serve as officers, directors or trustees of for profit and nonprofit organizations enables them to provide special knowledge and perspective to OCLC and governance processes. Good governance requires full disclosure. The disclosure requirements of this Conflict of Interest Policy are intended to prevent any real or apparent conflicts of interest.

For the Board of Trustees (the "Board") to fulfill its leadership role in the management of OCLC, it is necessary for deliberations and decisions by the Board to be reasonably insulated from inappropriate personal considerations which could impair the decision making process or compromise the reputation or financial interests of OCLC. To facilitate the attainment of these objectives, and assist OCLC and individual Trustees in dealing with conflicts and apparent conflicts between the self-interest of Trustees and their duty to OCLC and its member institutions, the following guidelines have been adopted:

Article I. Purpose.

All Trustees owe a duty of loyalty to OCLC and must act in good faith and in OCLC's best interests, rather than in their own interests or the interests of another entity or person, and must comply with applicable legal requirements. The purpose of this Conflict of Interest and Related Party Transaction Policy (this "Policy") is to set forth procedures for monitoring, reporting, review and oversight of, and review, approval or ratification of any action taken in connection with, conflicts of interest and related party transactions.

Article II. Applicability.

This Policy applies to:

1. A Trustee of OCLC or an "affiliate" (as defined below);
2. A "relative" (as defined below) of any of the foregoing persons; and
3. Any entity in which any of the foregoing persons has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5% (each, a "Covered Person").

An "affiliate" is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with OCLC.

A "relative" is an immediate family member, which includes without limit a (i) spouse, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole- or half-blood), (ii) spouse of a child (whether natural or adopted), grandchild, great-grandchild or sibling (whether whole- or half-blood), or (iii) a domestic partner

Article III. Conflicts of Interest

A conflict of interest arises whenever the interests of OCLC come into conflict with a financial or personal interest of a Covered Person, or otherwise whenever a Covered Person's personal or financial interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling their duties to OCLC.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a Covered Person has (to the best of his/her knowledge, directly or indirectly):

1. A direct or indirect interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which OCLC or any affiliate participates;
2. a compensation arrangement or other interest in a transaction with OCLC;
3. a compensation arrangement or other interest in or affiliation with any entity or individual that: (i) sells goods or services to, or purchases goods or services from, OCLC; in other than our usual and customary terms; (ii) competes with OCLC; or

- (iii) OCLC has, or is negotiating, or contemplating negotiating, any other transaction or arrangement with
- 4. the ability of the Covered Person to use his or her position, or confidential information or the assets of OCLC, to his or her (or an affiliated party's) personal advantage or for an improper or illegal purpose;
- 5. solicited or accepted any gift, entertainment, or other favor where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
- 6. acquired any property or other rights in which OCLC has, or the Covered Person knows or has reason to believe at the time of acquisition that OCLC is likely to have, an interest;
- 7. an opportunity related to the activities of OCLC that is available to OCLC or to the Covered Person, unless the Board has made an informed decision that OCLC will not pursue that opportunity;
- 8. been indebted to OCLC, other than for amounts due for ordinary travel and expense advances; or
- 9. any other circumstance that may, in fact or in appearance, make it difficult for the Covered Person to exercise independent, objective judgment or otherwise perform effectively.

Article IV. Conflict of Interest Disclosure and Questionnaire.

All material facts related to conflicts of interest (including the nature of your interest and information about any proposed transaction or other arrangement) are required to be disclosed in good faith and in writing to the Audit Committee of the Board. Each Trustee shall annually complete the OCLC Conflict of Interest Form which shall:

- 1. Affirm that Trustee has received and reviewed a copy of this Policy and agreed to comply with its terms; and
- 2. Require that Trustee disclose any potential conflicts of interest towards any entity the Trustee believes may enter into a proposed transaction with OCLC in the upcoming year.

In addition, in the event of a change in circumstances, a Trustee shall promptly submit an updated Conflict of Interest Form and make the required disclosures described herein. Disclosures should be made in advance, before any action is taken on the matter. Conflict identification and analysis can be difficult and, therefore, Trustees are at all times expected to err on the side of caution and disclose all instances where a conflict of interest or the appearance of a conflict exists, even if the Trustee does not believe that there is an actual conflict.

Article V. Review and Approval.

The Audit Committee of the Board of Trustees (the "Audit Committee") will review all conflicts of interest and determine whether to approve or ratify any such matters and will provide a report detailing such matters to the Board of Trustees at the next meeting of the Board of Trustees following the review of any such matters. The Audit Committee may only approve the underlying matter if it determines that such matter, under the terms and within the circumstances and conditions presented, is fair, reasonable, and in the best interests of OCLC. In making its determination, the Audit Committee will consider, without limitation:

- 1. Alternative transactions to the extent available;
- 2. OCLC's mission and resources;
- 3. The possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, OCLC (even if there is no actual conflict or wrongdoing); and
- 4. Whether the conflict may result in any private inurement, excess benefit transaction or impermissible private benefit under laws applicable to tax-exempt organizations.

Persons with an interest in any matter under review by the Audit Committee are not permitted to be present at or participate in any deliberations or voting by the Audit Committee with respect to the matter giving rise to the potential conflict, and must not attempt to influence improperly the deliberation or voting on such matter. In appropriate circumstances, any such person may be called upon to provide

information relevant to the determination prior to the commencement of deliberations or voting related thereto.

In the event OCLC and/or a Covered Person in error enters into or otherwise participates in a conflict of interest transaction that requires pre-approval by the Audit Committee pursuant to this Policy, such transaction shall promptly upon discovery of such error be presented to the Audit Committee for its review and the Audit Committee shall consider, if appropriate, whether to (i) ratify such transaction, (ii) direct the rescission or modification of the transaction, (iii) take any appropriate action, and/or (iv) make changes to OCLC's controls and procedures in connection with such error.

Article VI. Records.

The minutes of the Audit Committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall be documented contemporaneously with the meeting and reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested Trustees (such as documents reviewed, any alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular Trustees' positions or how they voted. In addition, certain related party transactions are required to be disclosed in the notes to OCLC's audited financial statements and its annual federal tax filing on Form 990.

Article VII. Policy Adoption and Oversight.

The Audit Committee is responsible for providing oversight of the adoption and implementation of, and compliance with, this Policy.

Article VIII. Periodic Reviews.

To ensure that OCLC operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining; and
2. Whether arrangements with other organizations conform to OCLC's applicable written policies, are properly recorded, reflect reasonable payments for goods and services, if any, further OCLC's charitable purposes and do not result in inurement or impermissible private benefit.

Article IX. Use of Outside Experts.

In conducting the periodic reviews provided for in Article VIII, OCLC may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Article X. Other Conflict of Interest Policies.

Trustees should also consider conflict of interest policies of their employer or affiliated institutions and follow appropriate guidelines in those matters.

Exhibit B
OCLC BOARD OF TRUSTEES
CONFLICT OF INTEREST DISCLOSURE FORM

My responses to the following questions are accurate to the best of my knowledge.

1. CONFLICTING ORGANIZATIONS

I am a director, trustee, officer, representative of, or otherwise have a personal or financial interest in the following organizations that have or may have a conflict with the interests of OCLC.

Organization and Title or Interest:

2. CONFLICTING ACTIVITIES/OBLIGATIONS

I am involved in no activity or transaction, nor am I a party to any contract involving interests that are or could be found to be adverse to OCLC except for the following:

3. CONFLICTING BUSINESS OPPORTUNITIES/COMMITMENTS

I have not committed to, nor am I pursuing, any business opportunity that does or might adversely affect OCLC except for the following:

4. CONFLICTING RELATIONSHIPS

I do not have a personal interest with any person with whom OCLC is pursuing a business opportunity except for the following:

5. OTHER POTENTIAL CONFLICTS

Any other concerns I may have regarding actual or potential conflicts of interest are listed below:

6. ADDITIONAL QUESTIONS

- I understand that I have a continuing obligation throughout the year following my execution of this form to immediately notify the Chair of the Audit Committee of the Board of any situation that might arise, that would have been the subject of disclosure on this form had it existed at the time I executed same.
- I do not believe that any of the items listed above, except where indicated, create a conflict of interest in my service on the Board.
- I am affiliated with an institution that purchases OCLC products/services on standard terms and conditions.
- I am in compliance with my institution's or company's conflict of interest policies.
- I affirm that I have reviewed the OCLC Board of Trustees Code of Conduct and Ethics and agree to comply with the policies and procedures set forth in the Code.

By signing below I affirm that (i) I have read and reviewed the conflict of interest policy adopted by the Board and agree to comply with its terms and (ii) that the answers provided in this Conflict and Interest Disclosure Form are accurate to the best of my knowledge.

Signature Date

Printed Name