

OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Special Meeting of the Trustee Members
November 3, 2016

This special meeting of the Trustee Members of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 31, 2016, and in accordance with Article VII, Section D, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 1:33 p.m., local time, on November 3, 2016, via teleconference. Ms. Yee presided and Ms. Presas kept the minutes of the meeting.

Trustee Members Present:

Barbara Preece
Brady Deaton
Cindy Hilsheimer
Kathleen Keane
James Neal
Loretta Parham
John Patrick
David Roselle
John Szabo
Ellen Tise
Sandra Yee
Jennifer Younger

Trustees Absent:

Berndt Dugall
Barbara Lison

Also, present for all or portions of the meeting:

David ("Skip") Prichard, President and Chief Executive Officer
Julie Presas, Vice President, General Counsel and Secretary
Lorcan Dempsey, Chief Strategist & Vice President Membership and Research

Chair Yee began the meeting by thanking the Trustees for their participation. Chair Yee inquired as to whether there were any changes to the meeting agenda. Ms. Parham requested an agenda item related to the makeup of the Membership Committee. The Chair then inquired as to whether there were any additional changes to the agenda. There being none, the agenda was approved. The Chair then enquired as to whether there were any changes, objections to, removals from or discussion of the meeting minutes of the April 11, 2016 Special Meeting of Trustee Members, and then she requested a motion to approve the minutes. Upon motion duly made and seconded, the Trustee Members approved the minutes by unanimous vote of Trustee Members present.

Chair Yee then introduced Lorcan Dempsey and Julie Presas. Mr. Dempsey provided an overview of the proposed changes to OCLC's governance structure. After discussion by the Trustee Members, Ms. Presas then described the process to adopt changes to OCLC's Articles of Incorporation, Code of Regulations and Membership and Governance Protocols. Ms. Presas and

Mr. Dempsey responded to questions and concluded the presentation. Chair Yee thanked Mr. Dempsey and Ms. Presas for their overview.

By unanimous vote of Trustee Members present, the Trustee Members waived the 10-day advance notice provision in Article XI of the Code of Regulations. The Chair then brought forward the following resolution to the Trustee Members for their approval:

RESOLUTION

WHEREAS, at a meeting held on April 11, 2016, (the “April 11 Meeting”) the Board of Trustees (the “Board”) of OCLC Online Computer Library Center, Inc. (the “Corporation”) considered and approved certain changes to the Corporation’s current Articles of Incorporation (“Articles”), Code of Regulations (“Regulations”) and Membership and Governance Protocols (“Protocols”) as part of the Corporation’s broader evaluation of its corporate governance structure, consistent with its public purposes; and

WHEREAS, the certain changes to the aforementioned documents approved at the April 11 Meeting were not ratified by the Corporation’s Global Council;

WHEREAS, upon further consideration, the Board received revised versions of the Articles (the “Restated Articles”), Code of Regulations (the “Restated Regulations”) and Membership and Governance Protocols (the “Restated Protocols”) for its review and approval, consistent with the proposed corporate governance structure as presented to the Board; and

WHEREAS, the Board now deems it advisable and in the best interests of the Corporation to approve such revisions [attached hereto as Exhibit A, Exhibit B and Exhibit C] and thereafter recommend the ratification of the same by a majority vote of the Member Delegates (as defined in the Regulations) as required by the Articles, Regulations and Protocols respectively;

NOW, THEREFORE, BE IT

RESOLVED, that the Restated Articles are hereby adopted and approved, with such changes thereto as may be approved by the officers of the Corporation, the execution thereof by such officers being conclusive evidence of approval of any such changes; and

RESOLVED FURTHER, that the Restated Regulations are hereby adopted and approved, with such changes thereto as may be approved by the officers of the Corporation, the execution thereof by such officers being conclusive evidence of approval of any such changes; and

RESOLVED FURTHER, that the Restated Protocols are hereby adopted and approved, with such changes thereto as may be approved by the officers of the Corporation, the

execution thereof by such officers being conclusive evidence of approval of any such changes; and

RESOLVED FURTHER, that the Board hereby authorizes the submission of the Restated Articles, Restated Regulations and Restated Protocols to the Corporation's Member Delegates for ratification and approval, with the Board's recommendation to grant such ratification and approval; and

RESOLVED FURTHER, that, following Member Delegate ratification and approval, the Chair, Vice Chair, President & CEO, Secretary of the Corporation, or any other such officer designated by any of the foregoing in writing (each, an "Authorized Officer"), each with the full power to act alone, be, and each hereby is, authorized and directed to execute the Restated Articles and cause it to be filed with the Secretary of State of the State of Ohio; and be it

RESOLVED FURTHER, that the Authorized Officers, each with the full power to act alone, be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the terms and provisions of each document delivered pursuant to 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.


Upon a motion duly made, the Trustee Members unanimously approved the Resolution by unanimous vote of Trustee Members present.

Ms. Parham then discussed an item related to the current and proposed appointments to the Board Membership Committee.

Chair Yee then called for other business, and there being none, a motion for adjournment was duly made, seconded and approved, and the meeting was adjourned at approximately 2:24 p.m.



Sandra Yee, Chair



Julie Presas, Secretary