

OCLC, INC.  
Annual Meeting of the Board of Trustees  
November 9, 2020

This annual meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice of the Secretary dated October 29, 2020, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC, Inc., convened at 12:40 p.m., local time, on November 9, 2020, via WebEx meetings. Mr. Szabo presided as Chair and Ms. Presas kept the minutes of the meeting.

Trustees Present:

Craig Anderson  
Theresa Byrd  
Brady Deaton  
Bernadette Gray-Little  
Cindy Hilsheimer  
Kathleen Keane  
Barbara Lison  
James Neal  
John Patrick  
David ("Skip") Prichard  
Anja Smit  
Ginny Steel  
John Szabo  
Sarah Thomas  
Shirley Chiu-wing Wong

Trustees Absent:

None

Also, present for all or portions of the meeting:

Madeleine Lefebvre, Trustee Emeritus  
Jacques Malschaert, Trustee Emeritus  
William ("Chip") Nilges, Vice President, Business Development  
Julie Presas, Vice President & General Counsel, Secretary  
William Rozek, Chief Financial Officer, Treasurer

The Chair began the meeting by welcoming new Trustees Anja Smit and Shirley Chiu-wing Wong to the Board.

The Chair then introduced Trustee Barbara Lison who brought forward the following resolutions to the full Board for their approval:

**RESOLUTION**

RESOLVED, that the following persons are hereby appointed to serve as officers of OCLC, Inc. (the "Corporation"), to serve in the office identified opposite his or her name until his or her successor shall be appointed and qualified, or until his or her earlier resignation, retirement, removal from office or death:

David "Skip" Prichard, President and CEO

Andrew Bordas, Vice President, Management and Customer Operations  
Bruce Crocco, Vice President, Library Services for the Americas  
Lorcan Dempsey, Vice President Membership & Research and Chief Strategist  
Barton Murphy, Chief Technology & Information Officer  
William Nilges, Vice President, Business Development  
Julie Presas, Vice President, Legal and General Counsel  
William Rozek, Chief Financial Officer  
Mary Sauer-Games, Vice President, Global Product Management  
Tammi Spayde, Vice President, Marketing, Human Resources and Facilities  
Eric van Lubeek, Vice President, Managing Director EMEA & APAC

FURTHER RESOLVED, that additional officer appointments and changes of position may be made by the President, subject to confirmation by the Board at its next meeting following such appointments and changes; and

FURTHER RESOLVED, that each of the officers of the Corporation as references above be, and each of them individually is authorized to execute and deliver in the name and on behalf of this Corporation appropriate documentation, and to do such other acts and things as they or any of them individually shall deem necessary or appropriate to carry out the purposes and business of the Corporation.

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

Ms. Lison then 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 Global Council Delegate Members are hereby approved and appointed as the new representatives to the Committee on Membership from the Global Council beginning November 9, 2020 and ending November 15, 2021:

1. Kuang-hua Chen, National Taiwan University
2. Earl Givens, Jr., Catawba College
3. Sarah Hurter-Savie, Nice Sophia Antipolis University
4. Pilar Martinez, Edmonton Public Library
5. Jan Simane, Kunsthistorisches Institute
6. Constance Wiebrands, Edith Cowan University

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

Ms. Lison then offered the following resolution for approval:

### **RESOLUTION**

RESOLVED, that effective November 9, 2020 the following persons are hereby elected to serve as officers of the Board of Trustees for the calendar year 2021:

Chair	John Szabo
Vice Chair	Cindy Hilsheimer
Secretary	Julie Presas
Treasurer	William Rozek

Due to the resolution having been recommended by the Board Governance Committee, there was no second necessary. The resolution was approved by unanimous vote of Trustees voting with Mr. Szabo and Ms. Hilsheimer abstaining.

Ms. Lison then offered the following resolution for approval:

### **RESOLUTION**

RESOLVED, that effective November 9, 2020 the membership on the committees of the Board of Trustees for calendar year 2021 is hereby constituted as follows:

<b>Audit</b>	Bernadette Gray-Little, Chair Shirley Chiu-wing Wong Brady Deaton Barbara Lison John Patrick Ginny Steel John Szabo Skip Prichard (non-voting)
<b>Executive</b>	John Szabo, Chair Cindy Hilsheimer, Board Vice Chair Brady Deaton Bernadette Gray-Little Kathleen Keane Barbara Lison Ginny Steel Sarah Thomas Skip Prichard
<b>Finance &amp; Investment</b>	Brady Deaton, Chair Bernadette Gray-Little (non-voting) Craig Anderson Cindy Hilsheimer Kathleen Keane

Jim Neal  
John Patrick  
John Szabo  
Skip Prichard

**Board Governance**

Barbara Lison, Chair  
Theresa Byrd  
Bernadette Gray-Little  
Anja Smit  
Ginny Steel  
Sarah Thomas  
John Szabo  
Skip Prichard

**Personnel & Compensation**

Kathleen Keane, Chair  
Craig Anderson  
Theresa Byrd  
Cindy Hilsheimer  
Jim Neal  
Shirley Chiu-wing Wong  
John Szabo  
Skip Prichard (non-voting)

**Membership**

Sarah Thomas, Chair  
Theresa Byrd  
Shirley Chiu-wing Wong  
Anja Smit

**Technology**

Ginny Steel, Chair  
Craig Anderson  
Jim Neal  
John Patrick  
Anja Smit  
John Szabo  
Skip Prichard

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. This concluded Ms. Lison’s report.

The Chair then offered the following resolution for approval:

**RESOLUTION  
MADELEINE LEFEBVRE TRIBUTE**

WHEREAS, MADELEINE LEFEBVRE has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2016 through November 2020; and

WHEREAS, Madeleine has served on various committees of this Board of Trustees including Audit, Finance & Investment and Board Governance, as well as served as Chair of the Membership Committee from November 2019 through November 2020; and

WHEREAS, as Chair of the Membership Committee, Madeleine

played a leadership role in strengthening communications between the Board and the Global Council; and

WHEREAS, during her tenure as a Trustee, she brought her considerable experience as an academic library director, as well as a public library leader, and as a result, 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, Madeleine 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 Madeleine 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 Madeleine Lefebvre 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. Lefebvre for her service to OCLC.

The Chair then offered the following resolution for approval:

**RESOLUTION  
JACQUES MALSCHAERT TRIBUTE**

WHEREAS, Jacques Malschaert has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from November 2016 through November 2020; and

WHEREAS, Jacques has served on various committees of this Board of Trustees including Audit, Personnel & Compensation and Membership; and

WHEREAS, while serving on the OCLC Board, Jacques shared his wisdom and expertise in public libraries and his important perspective as a library advocate and library consultant in the Netherlands to the great benefit of the OCLC cooperative and libraries worldwide; and

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

WHEREAS, Jacques 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 Jacques 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 Jacques 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 Jacques Malschaert 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. Malschaert for his service to OCLC.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 12:50 p.m.



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John Szabo, Chair



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Julie Presas, Secretary