

OCLC, INC.
Special Meeting of the Board of Trustees
November 22, 2022

This special meeting of the Board of Trustees of OCLC, Inc., pursuant to the notice dated November 21, 2022, convened at 11:02 a.m., local time, on November 22, 2022, via Microsoft Teams. Mr. Szabo presided as Chair and Ms. Spayde kept the minutes of the meeting, except during the executive sessions, when Ms. Hilsheimer kept the minutes.

Trustees present:

Theresa Byrd
Brady Deaton
Bernadette Gray-Little
Cindy Hilsheimer
Barbara Lison
Pilar Martinez
Debbie Schachter
Anja Smit
Dwight Smith
Ginny Steel
John Szabo
Sarah Thomas
Shirley Wong

Trustees absent:

Skip Prichard
Janet Walls

Also, present for all or portions of the meeting:

Tammi Spayde, Vice President, Human Resources, Marketing, Facilities

Chair Szabo called the meeting to order at 11:00 a.m. and welcomed the Board members and thanked members for arranging their schedules to participate.

The Chair then noted the Board may waive the 3-day notice requirement for calling this Special Meeting and requested a motion to waive the notice. Upon a motion duly made and seconded, the motion was approved by a vote of all Board Members present.

The Chair then convened the meeting in executive session at 11:05 am. Ms. Spayde presented confidential slides to the Board. The Board continued in executive session without Ms. Spayde at 11:20 until 12:15 pm at which time the Chair re-convened the Board in open session. During the executive session, the Board approved the development of the necessary documents to establish the Capital Accumulation Plan (CAP) for the CEO by a vote of all Board Members present. Also, the board approved CAP contributions for the next three years.

The Chair then inquired if there was 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 12:23 p.m.



John Szabo, Chair



Julie Presas, Secretary