This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 31, 2005, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 8:40 a.m., local time, on November 14, 2005 at OCLC Online Computer Library Center, Inc., 6600 Frantz Road, Dublin, Ohio. Ms. Wilson presided and Mr. Houfek kept the minutes of the meeting.

Trustees present:

Larry Alford
Bradley F. Baker
Edward W. Barry
William J. Crowe
Ralph K. Frasier
Martín Gómez
Victoria Johnson
Jay Jordan (except the last ten minutes of the executive session)
David P. Lauer
Elisabeth Niggemann
David Roselle
Jane N. Ryland
Robert Seal
Jerry Stephens
Lizabeth A. Wilson

Trustees Absent:

None

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary
Rick J. Schwieterman, Vice President, Finance & Human Resources and Treasurer
Cathy De Rosa, Vice President, Marketing
Lorcan Dempsey, Vice President, Research and Chief Strategist
Gary R. Houk, Vice President, Corporate Information Technology & Business Integration
William Nilges, Vice President, New Services
Rich Rosy, Corporate Vice President, NetLibrary Division and Content Management
Phyllis B. Spies, Vice President, Collection Management
Michael Teets, Vice President, Global Product Architecture
Rein van Charldorp, Managing Director, OCLC PICA
Maggie Farrell, President OCLC Members Council
Ernie Ingels, Vice President/President Elect, OCLC Members Council
Andrew Blau, Guest

To begin the meeting, Mr. Crowe offered his thanks to all of the Board and staff whom have expressed their sympathies and condolences to him and his family over the past several months.
Ms. Wilson then asked for any discussion regarding the proposed agenda, and after discussing a presentation order adjustment, she requested a motion to approve the minutes of the meeting of the Board of Trustees held on September 19, 2005. Upon motion duly made and seconded, the Trustees unanimously approved the minutes of that meeting.

A review of the Board’s retreat held November 13, 2005 was then commenced, led by Messrs. Gomez, Baker and Blau, with discussion by many of the Trustees and staff. Mr. Dempsey then made a presentation to the Board regarding the results of the Strategic Leadership Team’s planning retreat held recently in Granville, Ohio. Finally, Mr. Schwieterman discussed the current state of the SLT’s review of the corporate metrics as requested by the Trustees, with discussion following.

Ms Wilson then called for a break in the meeting at 10:20 a.m.

The meeting was reconvened at 10:45 a.m. by Ms. Wilson, at which time Mr. Rosy gave the Trustees an update on the status of the NetLibrary content management efforts.

Following Mr. Rosy’s report, Ms. Wilson referred the Board to her Chair’s report that had previously been sent to them and which could be found at Tab 4 of the Board materials. After calling for questions and hearing none, she indicated that the following two matters should also be added: (i) Ms. Ryan had a death in the family and a card was being circulated for signature by the Trustees, and (ii) the location for the June 2006 Board meeting had been narrowed down to either San Francisco or San Jose.

The Chair then called for the President’s report. Mr. Jordan asked that the Board look to his written report for details, and then called their attention to the following specific items: (i) a preliminary copy of the annual report had been delivered to each Trustee with their Board materials, (ii) the acquisition of Fretwell Downing, Inc had been concluded by OCLC Pica and could now be announced publicly, (iii) Mr. Weinberger of Sisis Informationssysteme and Mr. Murray of Fretwell Downing will greatly augment the management capabilities of the company in the future, with over 250 employees now living in Europe, (iv) a replacement for Mr. Matson as head of the Human Resources Department will hopefully be announced in the next few days, (v) Messrs. Nilges and Dempsey have recently been involved in several interactions with the Open Content Alliance.
initiative, (vi) Messrs. Nilges, Teets and Jordan have recently been in contact with various representatives of Google regarding potential future ventures, (vii) OCLC had recently been named as one of the top ten places to work in Central Ohio, (viii) the ARL fellows will be spending a few days at OCLC next week and several important discussions are scheduled, and (ix) representatives of Cornell University will be visiting OCLC next week. That concluded Mr. Jordan’s report. A general discussion followed.

Ms. Farrell then presented a summary of the near term goals of Members Council.

Ms. Wilson then called on Mr. Baker for his report from the Nominating and Board Development Committee. Mr. Baker related that the Committee had met earlier in the morning with all members present, and had: (i) discussed transition issues for future Board vacancies, (ii) provided a copy of the final Committee Guidelines to all Trustees in their Board materials, (iii) discussed and approved the following two resolutions regarding Board Committee and Board Officer appointments which were being recommended for approval by the full Board:

**BOARD COMMITTEES**

RESOLVED, That membership on the committees of the Board of Trustees for calendar year 2006 is hereby constituted as follows:

**Audit Committee**

Jerry Stephens, Chair  
Ed Barry  
Ralph Frasier  
Elisabeth Niggemann  
Bob Seal

**Executive**

Lizabeth Wilson, Chair  
Larry Alford  
Ed Barry  
Ralph Frasier (At-large)  
Jay Jordan (ex officio)  
Dave Lauer, Vice-Chair  
Jane Ryland  
Jerry Stephens
Finance Committee

Ed Barry, Chair
Larry Alford
Brad Baker
William Crowe
Victoria Johnson
Jay Jordan (ex officio)
Dave Lauer
David Roselle

Nominating and Board Development

Larry Alford, Chair
Brad Baker
William Crowe
Martín Gómez
Jay Jordan (ex officio)
Elisabeth Niggemann

Personnel & Compensation

Jane Ryland, Chair
Martín Gómez
Victoria Johnson
Dave Lauer
David Roselle
Bob Seal

Lizabeth Wilson, Chair of the Board is an ex-officio member of all committees.

BOARD OFFICERS

RESOLVED, that the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2006:

Chair Lizabeth Wilson
Vice Chair David Lauer
Secretary James Houfek
Treasurer Rick Schwieterman

and (iv) provided each of the Trustees with the results of the survey on Board effectiveness in the Board’s materials. No second being necessary and no further comments being expressed, a separate vote was taken on each of the foregoing resolutions and each of said resolutions was unanimously approved. Mr. Crowe then added that discussions had also taken place as to the need for a current assessment of the overall function of the Board, more information regarding such would be presented at the February meeting.
Ms. Wilson then offered the following resolution for approval:

**Corporate Officers**

RESOLVED, that the President is authorized to appoint the following persons to serve as officers of the Corporation:

Vice President, Corporate Marketing
Catherine De Rosa

Vice President, Finance, and Human Resources
Rick J. Schwieterman

Vice President, General Counsel
James T. Houfek

Vice President, Corporate Information Technology & Business Integration
Gary R. Houk

Vice President, Member Services
George M. Needham

Vice President, New Services
William Nilges

Vice President, Content Management
Rich Rosy

Vice President, Research & Chief Strategist
Lorcan Dempsey

Vice President, Collection Management Services
Phyllis B. Spies

Vice President, Global Product Architecture
Michael Teets

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.

FURTHER RESOLVED, That the officers of this Corporation be and they are each individually 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.

No further comments being expressed, and following an appropriate motion and second a vote was taken on the foregoing resolution and said resolution was unanimously approved.

The Chair then called the Board into executive session at 12:12 p.m. Mr. Jordan was present for all but the last ten minutes of the executive session. Following that executive session, the
Chair reconvened the meeting in regular session at 1:30 p.m., at which time upon motion duly made and seconded, the meeting was adjourned.

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Lizabeth A. Wilson, Chair   James T. Houfek, Secretary