OCLC ONLINE COMPUTER LIBRARY CENTER, INC.
Special Meeting of the Board of Trustees
November 5, 2012

This special meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 25, 2012, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc. convened at 8:00 a.m., local time, on November 5, 2012, at OCLC, 6600 Kilgour Place, Dublin, OH 43017. Mr. Alford presided as Chair and Mr. Houfek kept the minutes of the meeting, except during the executive sessions, when Mr. Barry kept the minutes.

Trustees Present:
Larry Alford
Edward W. Barry
Maggie Farrell
Tony Ferguson
Cindy Hilsheimer
Kathleen Imhoff
Jay Jordan
Bernadette Gray-Little
James Neal
Bruce Newell
Elizabeth Niggemann
John Patrick
David Roselle
Brian Schottlaender (Via Conference Telephone)
Betsy Wilson
Sandra Yee

Trustees Absent:
None

Also, present for all or portions of the meeting:
Chew Leng Beh, Global Council President
Bruce Crocco, Vice President, Library Services for the Americas
Lorcan Dempsey, Vice President, Research & Chief Strategist
Cathy De Rosa, Vice President for the Americas & Global VP of Marketing
James T. Houfek, Vice President, General Counsel and Secretary
Barbara Lison, Guest & Trustee-Elect
Jim Michalko, Vice President, OCLC Research Library Partnership
Robin Murray, Vice President, Global, Product Management
George Needham, Vice President, Global & Regional Councils
Chip Nilges, Vice President, Business Development
Gene Oliver, Vice President, Global Systems and Information Technology
Loretta Parham, Guest & Trustee-Elect
Julie Presas, Assistant General Counsel
Ann Prestamo, Global Council President-Elect
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer
Tammi N. Spayde, Vice President, Corporate Human Resources
Mike Teets, Vice President, Innovation
Mr. Alford called the meeting to order, and congratulated Mr. Jordan on his recent receipt of the Columbus Metropolitan Library's Julian Sinclair Smith Award, as well as being honored by the Ohio Cancer Research Association. Mr. Alford then inquired whether there were any changes to the proposed agenda, and there being none, the Chair moved for approval of the minutes of the September 17, 2012 Board of Trustees meeting, which motion was seconded and unanimously approved.

Mr. Beh then delivered the Global Council report, indicating that OCLC needs to do more in terms of both pricing and simplification of its products and services for smaller rural libraries in Asia.

Mr. Dempsey then delivered a summary of the results of the Board/SLT strategic dialog, which took place the previous day. Following some general discussion, there were additional comments regarding Mr. Beh’s request that OCLC address services to smaller Asian libraries. The Chair indicated that he fully agreed that the issue needed to be addressed, and suggested that the Trustees communicate on the matter via email over the next several weeks to determine the company’s next course of action in this area.

Mr. Dempsey then launched a discussion regarding OCLC’s role in the Massive Open Online Courses (MOOC) movement. Discussion followed, with the agreement that MOOC is both transformative and disruptive technology, and needs to be followed carefully in order to better determine what roles OCLC might play.

Mr. Schwiebertman then delivered a financial status update.

Mr. Alford then requested the President’s report. Mr. Jordan referred the Trustees to his written report in the Board materials, and then (i) extended an apology to the Board for the delay in initiating the scheduled improvements to the Board website, but assured the Board that those changes would be coming very soon; (ii) complimented the various presenters at the Board retreat the previous day; (iii) recommended a reading of the recent Carl Grant article on library management systems; and (iv) indicated that relative to the MOOC discussion, OCLC already employs online learning and course/product materials to train its sales staff and inform library members. This concluded Mr. Jordan’s report.
The Chair called for a break at 9:47 a.m. The meeting was reconvened at 10:00, after which Mr. Jordan gave a short summary of OCLC's recent campaign for United Way, during which over $106,000 was raised.

Mr. Newell then discussed a recently released history of the issues surrounding the definition of the term “Member” and “Membership” at OCLC. Mr. Alford asked that Mr. Newell's work be distributed to the Trustees.

The Chair then called the meeting into Executive Session at 10:13 a.m., with SLT being asked to remain for the first 2 items on the agenda. At 10:25 a.m., SLT was excused from the meeting, with the exception of Ms. Spayde, Mr. Houfek and Ms. Presas. At 10:45 a.m., Mr. Houfek and Ms. Presas were excused from the meeting.

At 11:45 a.m., the Board concluded the executive session, after which the Chair inquired if there was any further business, and there being none, a motion to adjourn was moved, seconded, and unanimously approved by the Trustees.

James T. Houfek, Secretary