This meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated January 30, 2014, and in accordance with Article VII, Section I, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 1:04 p.m., local time, on February 10, 2014, at OCLC, 6600 Kilgour Place, Dublin, OH., 43017. Ms. Yee presided as Chair and Mr. Houfek kept the minutes of the meeting.

Trustees present:

Larry Alford  
Edward W. Barry  
Berndt Dugali  
Anthony Ferguson  
Cindy Hilzheimer  
Kathleen Imhoff  
Bernadette Gray-Little (via conference call)  
Barbara Lison  
James Neal  
Loretta Parham  
John Patrick  
David Roselle  
Brian Schottlaender  
Sandra Yee  
Jennifer Younger

Trustees Absent:

None

Also, present for all or portions of the meeting:

James T. Houfek, Vice President, General Counsel and Secretary  
David (Skip) Prichard, President and CEO  
Rick J. Schwieterman, Executive Vice President, Chief Financial Officer  
Tammi N. Spayde, Vice President, Corporate Human Resources

Ms. Yee called the meeting to order and inquired whether there were any changes to the proposed agenda. There being none, the Chair moved for approval of the minutes of the November 11, 2013 Special Meeting of the Board of Trustees which motion was moved, seconded and approved by all of the Trustees.

Ms. Yee then read the following resolution which was moved, seconded and unanimously approved:

RESOLUTION

WHEREAS, James T. Houfek will have served with distinction at OCLC from September 27, 1993 to March 28, 2014, most recently as Vice President, & General Counsel, as well as Secretary of OCLC Online Computer Library Center, Inc., and

WHEREAS, during that time, OCLC has experienced significant growth and change; and
WHEREAS, Jim helped lead the effort for OCLC to expand its offerings through carefully targeted mergers and acquisitions and better focus operations through selective divestitures; and

WHEREAS, Jim has been an outstanding advocate for the organization, exhibited a calm and balanced approach to every situation, and helped the board and management focus on pivotal issues at hand, thereby making OCLC a stronger cooperative; and

WHEREAS, Jim has demonstrated the highest degree of loyalty, and diligence in leading the legal function at OCLC and developing a team of skilled attorneys; and

WHEREAS, Jim has worked closely with the Board of Trustees and has carried out all of the duties of his assignments with distinction and dedication; and

WHEREAS, this Board of Trustees is grateful to Jim for his over twenty years of service to the members of the OCLC Online Computer Library Center, Inc.;

NOW, THEREFORE BE IT

RESOLVED, that this Board of Trustees expresses its gratitude and appreciation to Jim for his outstanding contributions to OCLC Online Computer Library Center, Inc. and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing the rate-of-rise of per-unit library costs; and

BE IT FURTHER RESOLVED, that this resolution be spread upon the minutes of this meeting and shared with the membership of OCLC.

There being no further business to come before the Board at this time, a motion to adjourn was moved, seconded, and unanimously approved at 1:10 p.m.

Sandra Yee, Chair

James T. Houfek, Secretary