This annual meeting of the Board of Trustees of OCLC Online Computer Library Center, Inc., pursuant to the notice of the Secretary dated October 30, 2014, and in accordance with Article VII, Section 1, of the Code of Regulations of OCLC Online Computer Library Center, Inc., convened at 11:00 a.m., local time, on November 10, 2014 at the Conference Center at OCLC Boardroom, 6600 Kilgour Place, Dublin, OH, 43017. Ms. Yee presided as Chair, and Ms. Presas kept the minutes of the meeting.

Trustees Present:

- Brady Deaton
- Bermdt Dugall
- Cindy Hilsheimer
- Kathleen Keane
- Barbara Lison
- James Neal
- Loretta Parham
- John Patrick
- David Roselle
- Brian Schottlaender
- John Szabo
- Ellen Tise
- Sandra Yee
- Jennifer Younger

Trustees Absent:

- None

Also, present for all or portions of the meeting:

- Larry Alford, Trustee Emeritus
- Edward W. Barry, Trustee Emeritus
- Tony Ferguson, Trustee Emeritus
- Kathleen Imhoff, Trustee Emeritus
- Bernadette Gray-Little, Trustee Emeritus
- David A. ("Skip") Prichard, President & CEO
- Julie Presas, Vice President, General Counsel and Secretary
- Rick Schwieterman, Executive Vice President and Chief Financial Officer

Ms. Yee began the meeting by welcoming the new trustees to the Board. Ms. Yee then offered the following resolution for Board consideration and approval:

**PROPOSED RESOLUTION**

RESOLVED, that the President’s appointment of Mary Sauer-Games as Vice President, Product Management to serve as officer of the Corporation be approved effective September 29, 2014.

FURTHER RESOLVED, that as officer of the Corporation, she is authorized to execute and deliver in the name and on behalf of the Corporation appropriate documentation, and to do such other acts and things as she shall deem necessary
or appropriate to carry out the purposes and business of the Corporation.

There being no further discussion, the above resolution was moved, seconded and unanimously approved by the Trustees.

Ms. Yee then offered the following three resolutions for approval. Each of the said resolutions having been recommended by the Board Governance Committee, there was no second necessary. Each of the following three resolutions was considered separately and unanimously approved by the Trustees below:

**PROPOSED RESOLUTION**

RESOLVED, that effective November 10, 2014 the following persons are hereby elected to serve as officers of the Board of Trustees for calendar year 2015:

- Chair: Sandy Yee
- Vice Chair: David Roselle
- Secretary: Julie Presas
- Treasurer: Rick Schwieterman

**PROPOSED RESOLUTION**

RESOLVED, that effective November 10, 2014 the membership on the committees of the Board of Trustees for calendar year 2015 is hereby constituted as follows:

**Audit**
- Jennifer Younger, Chair
- Ellen Tise
- John Szabo
- Brady Deaton
- Kathleen Keane
- Cindy Hilshheimer (non-voting as chair of Finance & Investment Cmte)
- Sandra Yee

**Executive**
- Sandra Yee, Chair
- David Roselle, Vice Chair
- Cindy Hilshheimer
- John Patrick
- Barbara Lison
- Jim Neal
- Jennifer Younger
- Skip Prichard (non-voting ex officio)

**Finance & Investment**
- Cindy Hilshheimer, Chair
- John Patrick
- Kathleen Keane
- John Szabo
- Brian Schottlaender
- Berndt Dugall
- Brady Deaton
- Sandra Yee
- Jennifer Younger (non-voting as chair of Audit Cmte)
- Skip Prichard (non-voting ex officio)
Board Governance
Barbara Lison, Chair
Cindy Hilsheimer
David Roselle
Jim Neal
Ellen Tise
Sandra Yee
Skip Prichard (non-voting ex officio)

Personnel & Compensation
Jim Neal, Chair
Loretta Parham
Ellen Tise
David Roselle
Brady Deaton
Barbara Lison
Brian Schottlaender
Sandy Yee

Membership Committee
Loretta Parham, Chair
Berndt Dugall
John Szabo

Committee on Technology Planning
John Patrick, Chair
Brian Schottlaender
Kathleen Keane
Berndt Dugall
Jennifer Younger
Loretta Parham
Sandra Yee
Skip Prichard (non-voting ex officio)

PROPOSED RESOLUTION
RESOLVED, that upon the recommendation of the Global Council Executive Committee and review and recommendation of the Board Governance Committee, the following three Global Council Delegate Members are hereby approved and appointed as the new representatives to the Committee on Membership from the Global Council beginning November 10, 2014 and ending November 16, 2015:

1. Craig Anderson
2. Poul Erlandsen
3. Mary Konkel

Ms. Yee then offered the following five resolutions for approval. Each of the said resolutions was considered separately by the Board as follows:

PROPOSED RESOLUTION
ANTHONY FERGUSON TRIBUTE

WHEREAS, Anthony Ferguson has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since his election to the Board of Trustees by the then OCLC Members Council in November 2008; and
WHEREAS, prior to his election to the Board, Tony served as a Delegate on the former OCLC Users/Members Council from 2000 to 2008; and

WHEREAS, Anthony has served on various committees of this Board of Trustees, and brought his considerable experience as an academic librarian to effectively represent the interests of libraries around the world; and

WHEREAS, throughout Anthony's service on the Board, he has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world, particularly for libraries in the Asia and Pacific region; and

WHEREAS, this Board of Trustees is deeply grateful to Tony for his just-completed six 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 Tony for his outstanding contributions to OCLC, and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing library costs; and

BE IT FURTHER RESOLVED, that Anthony Ferguson 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.

PROPOSED RESOLUTION
KATHLEEN IMHOFF TRIBUTE

WHEREAS, Kathleen Imhoff has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since her election to the Board of Trustees by the OCLC Global Council in November 2008; and

WHEREAS, the Trustee Members of the Board of Trustees appointed her to the Board for a term of one year in November of 2013; and

WHEREAS, prior to her election to the Board, Kathleen served as a Delegate on the OCLC Members Council from 1998 to 2008; and

WHEREAS, Kathleen has served on various committees of this Board of Trustees, and served as Chair of the Membership Committee from 2011 to 2014, in which capacity she helped broaden the OCLC membership globally; and

WHEREAS, while serving on the OCLC Board, Kathleen shared her experiences as a public librarian, and provided a strong voice on behalf of public libraries everywhere; and
WHEREAS, through Kathleen’s service on the Board, she has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, this Board of Trustees is deeply grateful to Kathleen for her just-completed six 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 Kathleen for her outstanding contributions to OCLC, and for her steadfast devotion to OCLC’s public purposes of furthering access to the world’s information and reducing library costs; and

BE IT FURTHER RESOLVED, that Kathleen Imhoff 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.

PROPOSED RESOLUTION
BERNADETTE GRAY-LITTLE TRIBUTE

WHEREAS, Bernadette Gray-Little has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since her appointment to the Board of Trustees in November 2009; and

WHEREAS, Bernadette steadfastly served as Vice Chair of the Board of Trustees from November 2012 to November 2014; and

WHEREAS, Bernadette has served on various committees of this Board of Trustees and generously shared her experience, expertise and perspective as the chancellor of an Association of Research Libraries university; and

WHEREAS, through Bernadette’s service on the Board, she has been a tireless advocate for libraries and the advancement of research, scholarship and education around the world; and

WHEREAS, Bernadette has consistently helped the board focus on pivotal issues, thereby strengthening the cooperative; and

WHEREAS, this Board of Trustees is deeply grateful to Bernadette for her just-completed five 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 Bernadette for her outstanding contributions to OCLC and for her steadfast devotion to OCLC’s public purposes of furthering access to the world’s information and reducing library costs; and
BE IT FURTHER RESOLVED, that Bernadette Gray-Little 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.

PROPOSED RESOLUTION
EDWARD BARRY TRIBUTE

WHEREAS, Edward W. Barry has served loyally, diligently and effectively as a Trustee of OCLC Online Computer Library Center, Inc. since his appointment to the Board of Trustees in November 2002; and

WHEREAS, Ed has served on various committees of this Board of Trustees and served as Chair of the Finance and Investment Committee from 2004 to 2008, then as Vice Chair from 2009 to 2012; and

WHEREAS, while serving on the OCLC Board, Ed shared his wisdom and expertise in publishing and business to the great benefit of the OCLC cooperative and libraries worldwide; and

WHEREAS, Ed carried out all the duties of his assignments on the Board with distinction, dedication and a keen sense of humor; and

WHEREAS, Ed 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 Ed for his just-completed 12 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 Ed for his outstanding contributions to OCLC and for his steadfast devotion to OCLC's public purposes of furthering access to the world's information and reducing library costs; and

BE IT FURTHER RESOLVED, that Edward W. Barry 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.

PROPOSED RESOLUTION
LARRY ALFORD TRIBUTE

WHEREAS, Larry Alford has served loyally, diligently and effectively as a member of the OCLC Board of Trustees from
November 2002 through November 2014, and as Board Chair from November 2007 through November 2012; and

WHEREAS, during his tenure as Chair, he presided over the transition of the OCLC cooperative to a new governance structure that includes the Global Council and three Regional Councils; and

WHEREAS, Larry served as Chair of the Board Governance Committee in 2006 and again from 2012 through 2014, served on the Cost Share and Pricing Model Committee in 2013, and participated in the CEO Steering Committee in 2012 and 2013; and

WHEREAS, the Board engaged in a process to appoint a new CEO and Larry played a key role in the successful leadership transition; and

WHEREAS, in his capacity as a Trustee, Larry has been an articulate spokesperson for the OCLC cooperative, and an ardent champion of the ideals of librarianship and OCLC's public purposes; and

WHEREAS, Larry has traveled great distances and devoted significant time and effort to represent the OCLC Board of Trustees at various official gatherings of the cooperative around the world; and

WHEREAS, he has demonstrated his commitment to information access, libraries and the preservation and dissemination of knowledge; and

WHEREAS, OCLC, its member libraries, museums and archives, and, most importantly, the users of libraries and information services around the world have benefited from his leadership as a Trustee;

NOW, THEREFORE BE IT RESOLVED, that this Board of Trustees expresses its deep gratitude and appreciation to Larry 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 library costs; and

BE IT FURTHER RESOLVED, that Larry Alford 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 resolutions were each moved, seconded and unanimously approved. The Chair expressed her deep gratitude to all of the outgoing Trustees for their service to OCLC.
Ms. Yee then called the meeting into executive session at 11:20 a.m. The session concluded at 11:51 a.m.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned at approximately 11:52 a.m.

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Sandy Yee, Chair                  Julie Presas, Secretary