



**Endorsed Minutes of the seventy-eighth meeting of the Governing Board held on Monday 21 June 2021 from 07.00 – 09.00 CEST by teleconference call via Zoom.**

**Present:**

**Members:** Christine Mackenzie (President, Chair); Barbara Lison (President-elect); Antonia Arahova (Treasurer); Adjoa Boateng; Huanwen Cheng; Michael Dowling; Marwa El Sahn; Jonathan Hernández Pérez; Halo Locher; Catherina Isberg; Sanjay Kumar Bihani; Vicki McDonald; Jan Richards; Helen Vincent; Minna von Zansen.

**Observer:** Martyn Wade

**Staff:** Gerald Leitner, IFLA Secretary General (Secretary, non-member); Helen Mandl, Deputy Secretary General & Director Member Services; Stephen Wyber, Manager Policy & Advocacy; Esther Doria, Project Coordination Assistant (minutes).

**Welcome and apologies**

The President opened the meeting and welcomed all. She thanked all GB members that stood as candidates in the elections and congratulated those that had been elected. She noted that the huge response to the nominations and the voting is a good indication of the great interest in IFLA, and thanked Helen Mandl and her team for the amazing work done, working remotely and with a new system. An apology was received from Knud Schultz.

**Adoption of agenda**

A new format of the agenda was used, after working with a hybrid format of an old and a new agenda in the previous meeting. A survey will be used after the meeting to ask GB members their preferred agenda format. The President invited Barbara Lison to lead the executive part at the end of the meeting. The agenda was adopted.

**Statement of interests**

Martyn Wade and Helen Vincent noted their involvement in the Advisory Committees, and therefore Helen Vincent will abstain from voting for agenda item 8.

**1. Approval of minutes of previous meeting**

**1.1 Draft minutes including closed sessions of the Governing Board meeting on 29 April 2021**

**Resolution:** The Governing Board accepted the minutes as a true and accurate record of the seventy-seventh meeting of the Governing Board including closed sessions held on 29 April 2021.

**1.2 Draft minutes of the Governing Board meeting on 29 April 2021**

**Resolution:** The Governing Board accepted the minutes as a true and accurate record of the seventy-seventh meeting of the Governing Board held on 29 April 2021.

**2. Resolutions agreed since last meeting, to be read into the Minutes**

The following resolutions were agreed since the last meeting and are recorded in the minutes of this meeting:

### **IFLA Position on Controlled Digital Lending**

Controlled Digital Lending (CDL) first appeared as a concept in 2018. It has been taken up by libraries in a number of countries, in particular the United States, and the Internet Archive. In order to support further engagement, as well as to provide guidance to members, IFLA has developed a draft position through the Advisory Committee on Copyright and other Legal Matters (CLM).

**Resolution:** with an amendment to footnote 13 in order to clarify IFLA's support for author remuneration in general, the Governing Board endorsed the position with one abstention.

### **IFLA Signature of the WikiLibrary Manifesto**

Based on the positive experience of working with IFLA on videos around the WikiCite initiative in 2020, there is interest from Wikimedia in working further with IFLA, with Wikimedia Germany playing a particularly active role. As part of this, IFLA has been invited to sign on to the WikiLibrary Manifesto, launched by Wikimedia Germany in November 2020 alongside the German National Library. Since then, support has come from other libraries both in Germany and internationally.

**Resolution:** the Governing Board endorsed IFLA's signature of the WikiLibrary Manifesto with one abstention.

### **Draft Revised IFLA-UNESCO Public Library Manifesto**

IFLA HQ and the Public Library Section have worked together on a draft update to the Public Library Manifesto, and completed the current draft in March 2021, informed by a global survey process carried out in 2020 which received hundreds of responses, as well as several rounds of edits to which Public Library Section members contributed. These changes have seen a reinforcement of the emphasis on inclusion and digital issues, and an explicit connection made between the work of public libraries and the achievement of the Sustainable Development Goals. The next step is to share this formally with UNESCO in order to hear their views and work on a revised version which will be returned to IFLA's Governing Board subsequently.

**Resolution:** the Governing Board approved the current draft of the revised IFLA-UNESCO Public Library Manifesto for formal sharing with UNESCO, and noted those areas where we are likely to see proposals for change, with one abstention.

### **3. Executive Committee Honours and Awards**

The President briefly reported on the EC meeting that was held on 14 June 2021. GB members were reminded that the following information regarding Honours and Awards is confidential. The Honours and Awards will be part of the General Assembly.

### **4. Website update**

Work on the website is on schedule. The Governing Board noted the progress with IFLA's new website development since the last update at the GB meeting in April.

### **5. Arcadia project report**

In its April meeting, the Executive Committee approved that IFLA sign a grant agreement for

€3 000 000 over three years with the Arcadia Foundation in order to support copyright advocacy and capacity building in Europe. The contract has been signed by the Secretary General on behalf of Stichting IFLA Foundation. With the contract signed, IFLA is currently working to finalise governance arrangements in order to launch the project. The Governing Board noted the progress made and congratulated the Secretary General and his team on this success.

## **6. Professional Committee report**

The June Professional Committee meeting took place via Zoom on 8 June 2021. The Committee addressed an agenda of objectives aligned to the Professional Programme Development Plan:

1. Align work of the professional units with the IFLA strategy
2. Lead the governance review with regard to the professional units of IFLA
3. Strengthen the communication and collaboration between all stakeholders
4. Develop the congress as a professional experience and international forum and participate in the review of the congress

Work will continue transitioning new and continuing members into the Professional Structure and providing support and guidance for the first virtual WLIC. The Governing Board noted the report.

## **7. IFLA 2021-2023 Election results**

IFLA received a huge response to its call for nominations for positions on the Governing Board, Regional Divisions and Section Standing Committees. A total of 2,184 nominations were received across all positions. 265 nominations (14%) were disqualified for reasons such as duplication, nominating above national caps in regional structure elections, lack of matching consent form and unfinancial membership. The number of nominations resulted in more positions and committees requiring elections than in previous election cycles, and in IFLA's highest ever turnout and return rates.

The Governing Board noted the results of the elections for various positions for 2021-2023.

### **7.1 Transition timeline**

Along with the formal results of the election process, a transition timeline has been prepared to assist with the handover from the current committees to the new committees which will come into force after the General Assembly. The timeline covers the election of Officers, the allocation of Professional Division Chairs, appointment of SIGs and Chairs of Regional Divisions. The Governing Board noted the timeline.

## **8. Appointment of Advisory Committees and Review Groups**

The Governing Board discussed the recommendations for the appointments of Advisory Committees and Review Groups and agreed on the following appointments.

**Resolution:** The Governing Board:

- Appointed Martyn Wade as the Chair of CLM
- Appointed Ramesh C Gaur as the Chair of CCH
- Appointed Ellen Tise as the Chair of FAIFE
- Appointed Victoria Owen as the Chair of CoS
- Will choose another four members for the CoS by ballot following this meeting
- Appointed the following members of each of these Committees for the coming two years:

**Appointed CLM members 2021-23:**

- Melissa Levine (USA), Director, Copyright Office, University of Michigan Libraries (1st term)
- Sara Benson (USA), Copyright Librarian, University of Illinois Libraries (2nd term)
- Ben White (UK) (2nd term)
- Lei Wang (China), Deputy Director, Sun Yat-sen University Library (1st term)
- Maya Nahra (Lebanon), Copyright Task Force Coordinator/ Head of Information Centre, Lebanese Library Association (1st term)
- Ben Rice (Australia), Policy Advisor, Australian Libraries Copyright Committee (1st term)
- Virginia Simon (Argentina), Coordinator, Observatorio del Tratado de Marrakech en America Latina (1st term)
- Awa Diouf Cissé (Senegal), Librarian, Head of Cooperation and in charge of continuing education and coordinator of the quality project, Main Library, Cheikh Anta Diop University of Dakar (1st term)
- Pekka Heikkinen (Finland): Senior Legal Advisor, National Library of Finland (1st term)

**Appointed CCH members 2021-23:**

- Ry Moran (Canada), Associate University Librarian – Reconciliation, University of Victoria (1st term)
- Huanwen Cheng (China), Professor, School of Information Management, Sun Yat-sen University (1st term)
- Cecilia Salvatore (USA), Professor/ Coordinator of Archives and Cultural Heritage Program, Dominican University (1st term)
- Rashidah Bolhassan (Malaysia), President, Malaysian Library Association (1st term)
- Dorothea Sommer (Germany), Deputy Director-General Bayerische Staatsbibliothek
- Carlos Alberto Della Paschoa (Brazil), Librarian, Instituto Cervantes Rio de Janeiro (1st term)
- Josefa Fuentes (Spain), Director of Documentation, Senate (Spanish Parliament) (1st term)
- Silvia Stasselova (Slovakia), Director General, Univerzitná knižnica v Bratislave - University Library in Bratislava (1st term)
- Helen Vincent (United Kingdom) Rare Books and Music Collection Manager National Library of Scotland

**Appointed FAIFE members 2021-23:**

- Ertugrul Cimen (Turkey), Library Director, MEF University (1st term)
- Margaret Brown-Sica (USA), Assistant Dean for Scholarly Communications and Collections, Colorado State University (1st term)
- Kirsty Crawford (United Kingdom) (2nd term)
- Fiona Bradley (Australia), Director, Research Services and Corporate (Library), University of New South Wales, Sydney (2nd term)
- Mauro Guerrini (Italy), Professor, University of Florence (1st term)
- Andrés Reinoso (Argentina), Librarian, Ministry of Labour (1st term)
- Winston Roberts (New Zealand), Senior Business Advisor/International, National Library of New Zealand (1st term)
- Mandiaye Ndiaye (Senegal), Senior Librarian, Head of Reference and Continuous Resources Department, Bibliothèque Universitaire Cheikh Anta Dip de Dakar

Victoria Owen was also appointed to FAIFE, but following her appointment as Chair of CoS, it will be necessary to appoint a replacement.

**Appointed CoS members 2021-23:**

- Pat Riva (Canada), Associate University Librarian Collection Services, Concordia University (1st term)
- Deanna White (France), Project Officer, ISSN International Centre (1st term)
- Beth Kilmarx (United States of America), Director Cushing Memorial Library and Archives, Texas A& M University (1st term)
- Vincent Boulet (France), Head of Authority Control, National Library of France (2nd term)
- Maria Micle (Romania), Lecturer, West University of Timisoara (1st term)
- The GB will choose another four members for the CoS by ballot following this meeting.

**9. Rules of Procedure – Handbook**

**9.1 Rules of Procedure – Amendments**

The Governing Board discussed and approved the following two amendments.

**Resolution:** The Governing Board approved the following two amendments, which respectively respond to lessons learned so far from elections, as well as a required correction:

**1) Enabling additional co-option to Regional Division Committees**

**Amendment:** *R20.4.6.7 If a Regional Division Committee does not reach its minimum number of elected members additional members may be co-opted with the agreement of the Regional Council to bring the membership up to **20 with a minimum of 15**. Their co-opted term shall be until the next elections for the Regional Division Committee and is not renewable.*

**2) Correcting reference to who can draft resolutions for consideration by the Regional Council**

**Amendment:** *R20.4.6.12 Regional Division **Committees** may draft resolutions for consideration by the Regional Council.*

**9.2 Draft Handbook – Timeline and Handbook Sections**

Working closely with IFLA Parliamentarian Martyn Wade, and drawing on the inputs of the PC, work is advancing on the Handbook. The Governing Board was informed of the planned timeline for delivering the IFLA Handbook and approved the initial section prepared.

GB members discussed the Handbook and several ideas were noted such as clarifying rules around holding of multiple roles, relationships between communities, and responsibilities delegated to Chairs of Sections.

It was noted that in 8.1.1 “Professional Committee” should be replaced by “Professional Council”.

The Secretary General and President thanked Martyn Wade for his continuing work and advise, and Helen Mandl, Stephen Wyber and the Professional Committee for all their support.

**Resolution:** The Governing Board:

- Noted the timeline for the preparation of sections of the Handbook

- Approved the Sections of the Handbook presented, acknowledging that these will need to be reviewed later in the light of experience

## **10. Overview financial matters**

The Treasurer gave an overview of the financial matters to be discussed, including the Shareholders meeting of IFLA Holding B.V.

### **10.1 Shareholders meeting IFLA Holding B.V.**

The General Meeting of the IFLA Holding B.V. was convened.

#### **10.1.1 Shareholders meeting - Election of chair**

Christine Mackenzie, Director, opened the meeting and appointed Antonia Arahova as Chair.

#### **10.1.2 Draft agenda**

The agenda was adopted

#### **10.1.3 Discussion of recommendations**

##### **10.1.3.1 IFLA Holding B.V. audited Financial statements 2020**

##### **10.1.3.2 IFLA Holding B.V. Management Letter from the Auditor 2020**

##### **10.1.3.3 Endorsed minutes of directors meeting IFLA Holding BV on 17 June 2021**

The directors of the IFLA Holding B.V. - Christine Mackenzie, Barbara Lison, Antonia Arahova and Gerald Leitner (managing director) - met on 17 June 2021 and made the following recommendations to the shareholders meeting:

Taking into account the level of distributable reserves shown by the IFLA Holding BV's final balance sheet as at 31/12/2020:

Entity	Issued share capital	Other reserves	Total equity
IFLA Holding B.V.	€18,000	€267,966	€285,966

and in consideration that the results of future WLIC's are very unpredictable due to the Covid-19 pandemic:

To not distribute dividend out of the distributable reserves of the IFLA Holding BV and:

1. To adopt the Annual Accounts of the Company for the financial year ended December 31, 2020, as they have been presented to the meeting;
3. To adopt the proposal of the Board of Directors of the Company to deduct the net loss of the Company over the financial year from January 1, 2020 until December 31, 2020 amounting to € 158,382 from the other reserves;
7. To adopt the aforementioned Annual Accounts of the Company for filing, to be filed with the Chamber of Commerce;
8. To discharge the Board of Directors of the Company from its duties performed over the aforementioned financial year.

### **Resolution:**

The Governing Board adopted all the proposed recommendations of the Directors of the IFLA Conference B.V.'s and the IFLA Holding B.V. to not distribute dividend and to adopt the financial

statements 2020, accounts for filing with the Chamber of Commerce, result appropriation and discharge the board of directors.

## **5. Any other business**

There was no other business.

The Governing Board meeting reconvened.

## **10.2 2020 annual financial statements and management letter - IFLA**

### **10.2.1 IFLA audited financial statements 2020**

### **10.2.2 IFLA Management Letter from the Auditor 2020**

The Treasurer presented the 2020 annual financial statements and Management letter for IFLA. The Financial year 2020 was a very special and challenging year on many levels. On a financial level, the impact of Covid-19 led to major deviations in comparison with financial year 2019.

The cancellation of IFLA's World Library Information Congress in Dublin led to a loss of approximately € 160,000 due to costs charged by external parties for work and services performed for the conference. Furthermore, IFLA was not able to charge the yearly management fees of € 212,000 to the conference to cover for IFLA staff performing work for the conference.

Thanks to long-term funding from the Bill and Melinda Gates Foundation, IFLA was able to cover for the staff expenses involved the International Advocacy programme. Furthermore, IFLA works strongly together with Stichting IFLA Global Libraries (SIGL) on projects primarily funded by the Bill and Melinda Gates Foundation through its Legacy Grant and Data Grant. Therefore, a part of IFLA's staff and overhead expenses is jointly carried between IFLA and SIGL.

Without the Dutch Government special Covid-19 related financial aid of approximately € 476,000, IFLA would have had a major deficit in 2020. This amount has been recognised in the statement of income and expenditure of 2020. However, the Dutch Government still has to settle this aid and therefore caution is advised for the amount of financial aid that is included in the result.

Furthermore, it is thanks to the continuous support of IFLA's member organisations and individuals who support IFLA through donations and hosting activities, and to the organisations that support our initiatives and projects through grant funding that IFLA was able to present such a positive financial report for 2020.

It remains uncertain what financial impact the Covid-19 pandemic will have on the coming years for both IFLA and her members worldwide. It remains important for IFLA to explore additional funding opportunities to ensure our ongoing viability.

The GB discussed a recommendation from the auditors in the Management letter 2020 in regards with the membership fees of the National Associations, which are based on the operating expenses of the National Associations. Last year it was decided not to follow the auditors' advice to check the operating expenses as this is based on trust. It was agreed to ask the National Organisations to check themselves if their IFLA membership fees are in line with their operating expenses.

The Treasurer thanked the IFLA President and the Secretary General, the Finance Committee and the Finance Director for their support.

**Resolutions:**

1. The Governing Board accepted the Annual Financial Report 2020 for presenting to the members at the General Assembly in August 2021;
2. The Governing Board agreed that the surplus result of EUR 293,495 is added against the reserves as follows:
  - EUR 13,277 is added to the Earmarked reserves
  - EUR 280,218 is added to the General reserves
3. The Governing Board accepted the auditor's Management Letter.

**10.3 Treasurer's statement Annual Financial Report 2020**

The Treasurer presented the Treasurer's Statement Annual Report 2020 to the GB.

**Resolution:** The Governing Board accepted the Treasurer's Statement Annual Report 2020

**10.4 Report on items not elsewhere on the agenda**

There were no further items.

**10.5 Financial Matters Resolutions**

See resolutions under individual items.

**11. Risk management framework and register**

A discussion was held at the 16 March Governing Board meeting to identify the risks to IFLA relating to the COVID 19 pandemic. The results of this discussion have been incorporated into the draft risk management framework. The Risk Management Framework identifies the following high risks for IFLA:

1. Global economy worsening resulting in lower membership rates, less attendance at Congresses
2. Inability to meet in person because of international travel restrictions resulting in lack of engagement and motivation of volunteers and threatening the culture of IFLA
3. Membership levels continuing to decrease resulting in less income and less status
4. Conference income decreasing resulting in no profit for Stichting and funding projects

A subcommittee was formed at the April GB meeting to develop risk mitigation strategies for the four high risks. The group met twice and recommended actions that were circulated to GB members and comments were requested. A number of responses were received and responded to, including the need to ensure a focus on the highest risks faced. The risk management framework and register are living documents that will be reviewed at least twice a year by the Finance and Risk Management committee and at least annually by the Governing Board. The President and Treasurer thanked all for their contributions.

**Resolution:** The Governing Board approved the IFLA Risk Management Framework and Register.

**12. General Assembly 2021**

The IFLA General Assembly is planned for Wednesday 25 August in The Hague.



On 30 March IFLA posted the Notice of the IFLA 2021 General Assembly and Call for Agenda Items. No additional agenda items or resolutions were received. The draft agenda for the General Assembly was approved by the GB. It was agreed that the meeting be held at 13:30 CEST, allowing the majority of members in different time zones to attend virtually.

At this stage it is still unclear what COVID-19 restrictions may apply to public gatherings in the Netherlands. IFLA has approached the KB for use of their auditorium which usually seats 200. They have advised that they do not see the social distancing rule being rescinded before August and therefore the maximum number allowed in the auditorium would be 30 people. It is not clear how many people may wish to attend the meeting in person.

Given the uncertain situation and unknown travel restrictions, it was agreed that the General Assembly be held in a similar manner to the GA held in November 2020. In this case, Members will be asked not to attend physically and to vote by proxy, utilising two alternate proxy holders – the Chair and another. Members would also be able to send questions on the agenda which would be answered on the website or at the meeting. It was agreed to go for a combination of option 1 and/or 2, with a possibility for a small number of members to attend based on registration.

**Resolutions:**

1. The Governing Board determined that the General Assembly will take place on Wednesday 25 August 2021 at 13:30 CEST in The Hague.
2. The Governing Board decided on a combination of option 1 and 2 for holding the General Assembly.
3. The Governing Board endorsed the draft agenda.

**13. WLIC 2022 Update**

Following Governing Board approval in 2020, IFLA had confirmed with the Convention Centre Dublin the dates of Friday 19 August – Friday 26 August 2022 for IFLA WLIC 2022. We have now been informed that The American College Football Championship will take place on 27 August 2022 in Dublin. The event attracts over 25,000 participants and is accompanied by citywide events during the week before the event, which occupy all major event locations in Dublin. The Irish Convention Bureau highly recommended to move the IFLA WLIC 2022 dates, in order to ensure a positive experience for the WLIC delegates.

**Resolution:** The Governing Board approved the change of dates for WLIC 2022 to Friday 22 July to Friday 29 July 2022 with the main dates of the conference being from Sunday 24 July to Thursday 28 July 2022.

**14. UNESCO PERSIST Digital Content Guidelines**

The Secretary General spoke to the document, which sets out the final draft of the 2nd edition of the UNESCO-PERSIST Digital Content Selection Guidelines. Many information professionals have been involved in creating this second edition of the Guidelines, and they have been very dedicated to accomplishing this task and are due much gratitude for sharing their expertise so enthusiastically. The Governing Board discussed and approved the final draft 2nd edition of the UNESCO PERSIST Content Selection Guidelines. It was noted that there is no mention of the environmental sustainability of digital preservation, despite the fact that this was added to the UNESCO

Preservation Committee's agenda as an issue to be taken into account, and the SG was asked to provide this feedback to the contributors.

After agreement by IFLA, the International Council on Archives and the International Council on Museums, the Guidelines will be submitted to UNESCO to be validated and promoted through their Memory of the World Programme.

**Resolution:** The Governing Board approved the final draft 2nd edition of the UNESCO PERSIST Content Selection Guidelines.

#### **15. WLIC 2021 Progress Report**

The GB noted the WLIC 2021 Progress Report.

#### **16. Governing Board Resolutions**

See resolutions under individual items.

#### **17. Encouraging investment in WLIC**

Members of the Governing Board were asked to act as WLIC ambassadors in their country and region by spreading the word about the Congress and urging institutions within their countries to utilise the lowest ever rates and register a number of staff for the conference, and to do it now to enjoy the early bird rate.

Governing Board members can also assist by contacting library suppliers or vendors in their country to recruit them as sponsors and exhibitors. They will be able to reach a truly global audience with access to all regions.

#### **18. New Governing Board orientation – what have we learned, what do we want to share**

The Governing Board discussed ideas on supporting new Governing Board members. GB members agreed on the importance of providing an overview of the structure of IFLA, especially the financial structure including the Holding. It was noted that the Auditors' report is very clear and could be helpful. The basics of what is expected of Governing Board members should be clarified.

During the first meetings it is important for Board members to get to know each other, and the new GB members should find ways to do this. The importance of building a sense of being a group was noted.

The President-elect thanked GB members for their recommendations, and GB members were requested to send any further recommendations to the President-elect and the Secretary General.

#### **Any other business**

It was agreed that the PC will schedule a meeting on Friday 20 August, following WLIC. The Governing Board agreed the GB meeting on 23 August will take place at 7:00 CEST.

There was no further business.

#### **In camera: Executive Session**

An in-camera session of the Board followed.

**Next Governing Board meeting dates:**  
**23 – Governing Board (current GB)**  
**25 August – General Assembly**  
**26 – 27 August Governing Board (new GB)**