



Endorsed Minutes of the ninety-eighth meeting of the Governing Board held on 25 August 2023 in Rotterdam.

Present:

Members: Vicki McDonald (President, Chair); Leslie Weir (President-elect); Jaap Naber (Treasurer); Dilara Begum; Kirsten Boelt; Loida Garcia-Febo; Stuart Hamilton; Nthabiseng Kotsokoane; Te Paea Paringatai; Alejandro Lorenzo César Santa; Silvia Stasselova.

Staff: Sharon Memis, Secretary General, Helen Mandl, Deputy Secretary General & Director Member Services; Stephen Wyber, Director Policy & Advocacy, Renu Sardjoe, Finance Director; Esther Doria, Project Coordination Assistant (Minutes).

Observers: Mark Mattson, (Chair ALA IRC); Isela Mo Amavet (LAC Regional Office Manager), María Florencia Tebano (Interpreter).

Invited Guests:

Notary: Martijn van Ansem (Item 1- Item 2.5 and Item 2.9)

SIGL Board members: Gloria Perez-Salmeron (Chair); Agnes Hajdu-Barat; Deborah Jacobs; Inga Lunden; Victoria Okojie- from 17:15-18:00 (Joint Meeting)

1. General Business

1.1 Welcome and apologies

The President welcomed everyone to the meeting.

There were no apologies.

1.2 Statement of interests

There were no statements of interests.

1.3 Adoption of the agenda

Resolution: The Governing Board adopted the agenda

1.5 Matters arising not elsewhere on the agenda from the meeting of 19 August 2023

There were no matters arising.

An Ice Breaker was used as an introduction of members of the Governing Board.

2. Governance

2.1 President's priorities for 2023-2025

The President outlined her priorities for 2023-2025. She noted that there is a good diversity of talent, experience and language representation in the Governing Board (GB). She referred to her speech at the WLIC2023 Closing Ceremony and specifically mentioned:

- we need to consider how we work together as a Governing Board. There has been a commitment to honest and authentic communication with our members, and this applies to discussions within the GB;
- how do we ensure rigorous and frank debate and provide opportunities for diverse voices to be heard?
- the need to build trust with our members and volunteers
- how do we work together in a trusted environment and meet our obligations in the Code of Ethics and Conduct for Members of the Governing Board?
- how do we move forward when we don't have unanimous decision-making – how do we respect the decisions of the GB?
- how do we engage members in our decision making?

There are also several priorities that need to be progressed during the term of the GB:

- financial sustainability, particularly considering that SIGL funding is finite;
- the Congress model, with WLIC 2024 and WLIC 2025 immediate priorities;
- health check of the IFLA governance structure which was introduced two years ago
- code of conduct for IFLA's volunteers
- IFLA Strategy expires in the next 12 months – work needs to commence on the new IFLA Strategy

Resolution: The Governing Board noted the President's priorities.

2.2 Working together and 2023-2024 meeting dates

The Governing Board discussed the December meetings in The Hague, and confirmed the following dates:

- Governing Board 4-6 December 2023
- Finance and Risk Committee morning of 4 December 2023.
- Regional Council 7-8 December 2023

Resolution: The Governing Board noted the meeting dates.

2.3 Decision making by email

The Governing Board may agree that votes in writing may be approved by a simple majority.

Resolution: The Governing Board approved that votes in writing (including electronically) may be passed in writing and carried by a simple majority with each member having one vote.

2.4 Governing Board Duties and Responsibilities - Presentation by Notary on Dutch legal framework

The President introduced the Notary Martijn van Ansem, who explained the legal framework regarding Governing Board members' duties and responsibilities.

Resolution: The Governing Board noted the presentation from the Notary.

2.5 Guide to the Governing Board and Code of Ethics and Conduct

The Guide to the Governing Board provides information on various areas of IFLA and how they are managed with particular reference to the responsibilities of the Governing Board. The IFLA Code of Ethics and Conduct for Members of the Governing Board was included in the Guide. The code developed by a working group comprising former Governing Board and other IFLA representatives was approved by the Governing Board in February 2023. As part of adopting the code, Governing Board members were requested to individually sign that they will adhere to the code throughout their term.

2.6 Understanding IFLA and highlights

Presentation

The Secretary General and Finance Director provided a presentation on the structure of IFLA and its different entities, in particular the IFLA Holding which carried the responsibility for the conference finances, and SIF – the Stichting IFLA Foundation which is IFLA’s charitable foundation.

2.7 General Power of Attorney (*Item withdrawn*)

2.8 IFLA representation on external committees

This paper outlined the various external committees on which IFLA has representation. This can be via staff members or via individuals appointed by the Governing Board. The paper listed the external organisation or committee, the individual and their term of office/appointment.

Resolution: The Governing Board noted the report.

2.9 Election of members to the Finance and Risk Committee

Resolutions:

1. The Governing Board appointed Vicki McDonald, Kirsten Boelt and Silvia Stasselová to the Finance and Risk Committee for the term 2023-2025.
2. The Governing Board appointed Mr Marcel de Ruiter as the external member of the Finance and Risk Committee for the term 2023-2025.

2.10 IFLA Finances and Risk Report

2.10.1 – IFLA Finances

2.10.2 – Risk register

The IFLA Finance Director and Treasurer spoke to the papers provided that set out IFLA’s current financial position. Some positive markers were the increase in membership income and additional funds from interest on our bank accounts.

Resolution: The Governing Board accepted the report of the Treasurer.

2.11 Priorities for incoming GB (Including future of WLIC)

2.11.1 - The Plan for Securing IFLA's Future

2.11.2 - IFLA Advisory Referendum on Dubai

The updated Plan for Securing IFLA's Future was discussed noting that much had been achieved and that some items that were not completed fell into the area of daily operations. The Secretary General noted that there were still a range of operational issues to be addressed. She proposed to bring a corporate plan for 2024 to the Governing Board and that this format should be the basis for reporting in the future.

2.11a WLIC 2024

The President stated that planning for WLIC 2024 was behind the normal schedule and there was further discussion on how to address this.

2.12 WLIC 2023 Review

The Deputy Secretary General provided some basic statistics on results for WLIC 2023 so far. A more extensive evaluation survey will be emailed to all delegates after the congress and a full report from KIT and from the survey will come to the Governing Board in December.

2.13 Establishing an Open Access Advisory Committee

In 2019, IFLA launched work to develop a revised statement on Open Access, to bring the previous statement up to date and to raise IFLA's profile and ability to engage on open access issues, which are key concerns for many of our members. An Open Access Working Group was formed and developed the statement that was agreed in July 2022. The Governing Board then extended the mandate of the working group.

Stuart Hamilton excused himself from this discussion due to a conflict of interest.

Resolution: The Governing Board approved the creation of the Advisory Committee on Open Science and Scholarship, in line with the proposal presented.

2.14 IFLA Trend Report 2024

The Trend Report in 2013 was a highly effective way of providing value to IFLA's members by offering a reference point to support strategic planning. In 2023, a short report will be based on the input of emerging leaders. However, a much broader piece or report should be developed for 2024 and Governing Board members were sought to participate in a working group.

2.15 Establishing a 2024-2029 Strategy Working Group

A paper and initial model was prepared to outline the purpose and proposed timeline for the development of the Strategy 2024-2029. While all members were interested in participating, a framework with key milestones will be initially prepared by IFLA management for the next meeting.

Resolution: The Governing Board noted that all members wished to be engaged in the Strategy process.

2.16 Any other business

WLIC 2025

Any discussion of a new model for WLIC is likely to take time but it was agreed that the process should be started. New models would require input from various stakeholders and a consideration of financial and other implications for the Federation.

Resolution: A working group comprising Leslie Weir, Stuart Hamilton, Loida Garcia Febo, and IFLA management was formed.

Close

Next Governing Board meeting dates:

End September by teleconference (now confirmed for 5 October)

Early November by teleconference (now confirmed for 9 November)

4-6 December – in person meeting in The Hague