



Endorsed Minutes of the ninety-second meeting of the Governing Board held on 27 February 2023, 12:00 – 14:00 CET by teleconference

Present:

Members: Barbara Lison (President, Chair); Vicki McDonald; Jaap Naber; Kirsten Boelt; Jonathan Hernández Pérez; Yasuyo Inoue; Ayub Khan; Halo Locher; Mandla Ntombela, Nthabiseng Kotsokoane, Te Paea Paringatai.

Staff: Helen Mandl, Acting Secretary General & Director Member Services; Stephen Wyber, Director Policy & Advocacy.

Apologies: None.

1. General Business

1.1 Welcome and apologies

The President opened the meeting and welcomed all noting the full agenda for this meeting.

1.2 Adoption of the agenda

The President noted corrections to the times of proposed future meetings. Noting these corrections, the agenda was adopted.

1.3 Statement of interests

None.

1.4 Minutes of previous meetings

1.4.1 Draft minutes with discussions of the Governing Board meeting on 5-8 December 2022

Resolution: That the Governing Board accepted the minutes with discussions as a true and accurate record of the ninety-first meeting of the Governing Board held from 5-8 December in The Hague.

1.4.2 Draft minutes with decisions of the Governing Board meeting on 5-8 December 2022

Resolution: That the Governing Board accepted the minutes with decisions as a true and accurate record of the ninety-first meeting of the Governing Board held from 5-8 December in The Hague.

1.5 Resolutions agreed since the last meeting

Since its meeting on 5-8 December 2022, the Governing Board has made the following decisions:

Secretary General contract

In January the Governing Board were asked to vote on two recommendations regarding the contract of employment for the new IFLA Secretary General. A 5-year contract is competitive and consistent with the current employment environment. It provides both the successful candidate with employment certainty and the employer (IFLA) with certainty of leadership for a reasonable period of time.

Resolutions:

1. The Governing Board approved a 5-year term of contract for the incoming IFLA Secretary General
2. The Governing Board approved that an interim termination clause is included in the contract.

Eligibility to vote in elections

Resolution: The Governing Board approved 24 February 2023 as the date by which Members and Affiliates must be financial in order to be entitled to vote in the elections opening on 13 March 2023.

IFLA Elections and Promotion of Candidates

One IFLA Section has indicated that it intends to conduct webinars involving candidates for the major positions in IFLA. The process did not come to the Governing Board who have the responsibility for the nominations and elections process. A number of concerns have been raised regarding conflicts of interest and the need for a nomination and election process that is transparent and fair to all candidates.

Resolutions:

1. The Governing Boards reconfirmed its responsibility as provided in the Statutes and Rules to ensure that “*electors are able to acquaint themselves adequately with the candidates standing for office and the candidates statements demonstrating how they meet the expectations set out for the post will be made available to all electors*”. (Rule 27.3.2)
2. The Governing Board stated that this role cannot and should not be assumed by another part of the organisation, particularly where it relates to the major roles of President-elect, Treasurer and Members at large of the Governing Board.
3. The Governing Board via IFLA management assumed responsibility for all promotions regarding IFLA elections for the positions of President-elect, Treasurer and Member at Large of the Governing Board.
4. The Governing Board requested IFLA management to seek additional video motivations from candidates for these positions.
5. The Governing Board decided that the videos be based on set questions common to each candidate for that position.
6. The Governing Board decided to inform MLAS and other units that they are able to organise a meeting around candidates for their own unit, providing that the process is fair and transparent; that consideration is given to how to allow equal time for candidates; and how to account for location, time zone and language.
7. The Governing Board decided to request IFLA management to incorporate discussion of the promotion of election candidates in the advance preparations for elections in 2025.

1.6 Matters arising not elsewhere on the agenda

None.

2. Governance

2.1 Progress of the Plan for Securing IFLA's Future

Resolution: The Governing Board noted the report.

2.2. Operational Plan for 2023

An updated version with a progress document will be provided to the April meeting.

Resolution: The Governing Board noted the status of the plan.

2.2.1. Operational Plan for 2022

Resolution: The Governing Board noted the updates and the final report.

2.3 IFLA Handbook

A final draft version was presented to the meeting noting that some sections needed to be updated after outcomes of other papers discussed at this meeting. The following steps were recommended:

1. The Handbook will be updated with text on the Parliamentarian and the Code of Ethics and Conduct for Members of the Governing Board;
2. The Handbook will be finalized incorporating numbering, revised contents pages and hyperlinking to allow for reaching a relevant section quickly, version control;
3. The Handbook will be uploaded to the IFLA repository and made available via links on relevant website pages and within Basecamp;
4. Outgoing and incoming IFLA volunteers will be alerted to its existence;
5. The Governing Board will be alerted by IFLA Management to any changes required to the Handbook on a regular basis so that the document can be kept up to date via version control.

Resolutions:

1. The Governing Board noted with appreciation the work of the Handbook Working Group
2. The Governing Board approved the *IFLA Handbook*
3. The Governing Board approved the implementation of the *IFLA Handbook*, as specified in the steps outlined in the paper.

2.4 IFLA Code of Ethics and Conduct for the Governing Board

The Working Group reviewed codes of other organisations, which identified that the code needs to include conduct and ethics. It was also identified that the current code had unnecessary duplication, lacked clarity on the review schedule and how to address non-compliance.

The revised code has been named *IFLA Code of Ethics and Conduct for Members of the Governing Board* and includes a number of key changes. Steps for implementation were recommended:

1. The Code is uploaded to the IFLA website

2. The Code is included in the induction for incoming Governing Boards, commencing with the 2023-2025 Governing Board
3. A Statement reflecting agreement with the Code is prepared for signature by GB members
4. Hyperlinks to relevant documents are provided in the Code
5. A review of the Code is scheduled for 2028, or earlier if revisions are required.

Resolutions:

1. The Governing Board noted the work of the Code of Ethics Working Group.
2. The Governing Board approved the *IFLA Code of Ethics and Conduct for Members of the Governing Board*.
3. The Governing Board approved the implementation of the Code, as specified.
4. The Governing Board approved the development of a Code for Conduct for IFLA's volunteers who serve on IFLA's committees and groups.

2.5 Appointment of Parliamentarian

The role and appointment of the Parliamentarian was discussed by the Code of Ethics Working Group and the Handbook Working Group. Each group had identified the need for this position and a list of criteria for appointment was suggested.

Resolutions:

1. The Governing Board noted the work of the IFLA Code of Ethics Working Group and IFLA Handbook Working Group in relation to the role and appointment of the Parliamentarian.
2. The Governing Board approved the recommended appointment process for the Parliamentarian, including an appointment for four (4) years.
3. The Governing Board approved that the Handbook be updated to include the appointment process of the Parliamentarian and that all reasonable expenses for attendance at Governing Board meetings and the General Assembly will be met by IFLA.

2.6 Amendment Rules of Procedure – Chair of Regional Council

An inconsistency between the Statutes and Rules of Procedure had been identified relating to who can be candidates for the position of chair of the Regional Council.

Resolution: The Governing Board approved the proposed amendment to the Rules of Procedure updating the provisions for nominations for the Chair of the Regional Council.

2.7 Risk Register review

The Finance and Risk Committee had met and scored the risks identified by Governing Board members in December 2022.

Resolution: The Governing Board noted the report

2.8 IFLA General Assembly 2023

Resolution: The Governing Board approved that LUMI be engaged to assist with the technical support and a voting/streaming platform supporting a hybrid General Assembly in August 2023.

2.9 IFLA Elections update

Resolution: The Governing Board noted the report.

2.10 Whistleblower Policy

The draft whistleblower policy for staff is in progress but not yet finalised.

Resolution: The Governing Board noted the information.

2.11 IFLA Principles for Responding to War and Conflict

At the December 2022 meeting, the Governing Board requested that a set of principles be developed to assist IFLA in responding to conflict. These principles aim to set out a basis for determining how IFLA should react and respond publicly to situations of civil or military conflict, in any part of the world, which impact on libraries.

Resolution: The Governing Board endorsed these principles on responding to conflict and agreed that they be published on the IFLA website and shared directly with the proposers of the 2022 General Assembly Motion.

2.11.1 Ukrainian Library Association

Resolution: The Governing Board approved the formation of a working group comprising Yasuyo Inoue, Jonathan Hernández and Ayub Khan to provide a recommendation on this issue.

2.12 Recruitment of new IFLA Secretary General

This item was postponed to the closed session.

2.13 IFLA Strategy 2025-2029

A further report will come to the April meeting.

2.14 Storage of in-camera minutes

Resolutions:

1. The Governing Board approved that IFLA management establish a secure OneDrive folder for the storage of the Governing Board's in-camera minutes.
2. The Governing Board approved that access to the folder is reserved for exclusive access by the President and the President-elect of the Federation.
3. The Governing Board approved that a template be developed to standardize the format of the minutes and be added to the OneDrive folder.

1.15 Social Media Strategy

Resolution: The Governing Board noted the draft strategy and that the finalisation of the social media strategy would be delayed to June 2023.

1.16 Plain English Guidelines

Resolutions:

1. The Governing Board noted the report.
2. The Governing Board approved that IFLA management to implement Global English guidelines for communications to IFLA members and stakeholders.

3. Management

3.1 Staff Facilitation Report

Resolutions:

1. The Governing Board noted the paper and the facilitator's report. The facilitator's report will be shared with staff.
2. The Governing Board formed a working group with Barbara Lison, Vicki McDonald, Te Paea Paringatai and Kirsten Boelt to plan the agenda for the next meeting with the staff that is scheduled for 16 March 2023.

3.2 Staffing Update

The paper noted the implementation of the Undesirable Behaviour Policy for the benefit of staff, the development of an intranet site for staff and work on updated job descriptions.

Resolution: The Governing Board noted the report.

4. Finances

4.1 Draft result 2022 and revised budget 2023 - overview

Resolution: The Governing Board approved the revised budget for 2023.

4.2 Draft result 2022 and revised budget 2023 - analysis

Resolution: The Governing Board approved the report of the Treasurer on the revised budget.

4.3 Appointment of new Auditor

It was agreed that this item be discussed in the in-camera session.

4.4 Developments IFLA-SIGL

Resolution: The Governing Board noted the report.

5. WLIC

5.1 WLIC 2023 Progress Report and Hybrid Concept

The paper set out the details for the hybrid concept for WLIC 2023 as recommended by the Hybrid Working Group and costed to fit the additional funding provided by the Dutch National Committee. The group also suggested the trial of regional hubs to enhance online participation and the virtual offer for the congress, ensuring that virtual participation would be more meaningful and valuable.

Resolutions:

1. The Governing Board noted the progress on IFLA WLIC 2023.
2. The Governing Board approved the Hybrid Concept for WLIC 2023 as proposed.
3. The Governing Board approved the implementation of the hubs concept as part of a trial for IFLA WLIC 2023.
4. The Governing Board approved the application of an Early Bird rate for the virtual offer.
5. The Governing Board approved the virtual offer registration rates for the different categories of participants as per the table in the paper.

5.2 WLIC 2024 Considerations

Resolutions:

1. The Governing Board noted the status of the bids for WLIC 2024.
2. The Governing Board approved the Chair of the Professional Council or a member of the FRC to join the site inspection with IFLA HQ and KIT Group.

6. Planning and Reporting

6.1 Professional Council report

A report is available in the Officers Basecamp.

6.2 Regional Council report

The Regional Council met following the December meeting in person and found this a beneficial experience.

7. Other issues

7.1 IFLA External Representation

IFLA is represented on a number of committees run by or with third parties. Details of current representation was provided.

Resolution: The Governing Board noted the report.

7.2 Any other business

None.

In camera session

The Governing Board then went into a closed session to discuss matters related to the recruitment of the Secretary General and the auditor.

Next Governing Board meeting dates (2023):

17 April 2023 from 12:00 – 14:00 CEST by teleconference

7-9 June 2023 – in person meeting in The Hague

19 August 2023 – in person meeting in Rotterdam. Time to be confirmed.