



## Endorsed Minutes of the ninety-first meeting of the Governing Board held from 5-8 December 2022 in The Hague, The Netherlands

### **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:** Halo Locher was absent on 8 December due to illness.

### **1. General Business**

#### **1.1 Welcome and apologies**

The President opened the meeting and welcomed all, giving a warm welcome to Te Paea Paringatai who was recently elected as Chair of the Professional Council.

#### **1.2 Adoption of the agenda**

The President proposed to have a first part of the in-camera session after item 1.6 and asked for approval. The agenda with the amendment by the President was adopted.

#### **1.3 Statement of interests**

The President noted that Item 2.13 on the recruitment of the new Secretary General may include information that could pose a conflict of interest if any member of the Governing Board were intending to apply for the position. Governing Board members and attending HQ staff were asked to sign a declaration indicating that they were not intending to apply for the position before Item 2.13 was discussed.

#### **1.4 Minutes of previous meetings**

##### **1.4.1 Draft minutes with discussions of the Governing Board meeting on 20 October 2022**

Noted that Item 4.1 in the minutes should state a member of the Governing Board noted concerns regarding the state of human rights in one of the proposed venues and suggested asking for advice on this matter.

**Resolution:** The Governing Board accepted the amended minutes with discussions as a true and accurate record of the ninetieth meeting of the Governing Board held on 20 October 2022 by teleconference.

##### **1.4.2 Draft minutes with decisions of the Governing Board meeting on 20 October 2022**

**Resolution:** The Governing Board accepted the amended minutes with decisions as a true and accurate record of the ninetieth meeting of the Governing Board held on 20 October 2022 by teleconference.

### **1.5 Matters arising not elsewhere on the agenda**

None.

### **1.6 In-camera session, part 1**

The Governing Board then went into a closed session.

## **2. Governance**

### **2.1 Progress of the Plan for Securing IFLA's Future**

An updated Plan was provided noting the status of each activity. The largest gap was with the interim audit where an auditor had been engaged and all necessary information provided, however a report from the auditor was still outstanding.

**Resolution:** The Governing Board noted the report.

### **2.2. Finance and Risk Committee – External member**

The Treasurer stated that there had been one nomination for the position of external member on the Finance and Risk Committee.

**Resolution:**

1. The Governing Board approved the appointment of Marcel de Ruiter as the external member of the Finance and Risk Committee for the period until August 2023. He is eligible to be reappointed for another term in conjunction with the next Finance and Risk Committee.

### **2.3. Operational Plan for 2022**

An update to the 2022 Operational Plan was presented to the Governing Board.

**Resolution:** The Governing Board noted the report.

### **2.4 Operational Plan for 2023**

A draft operational plan for 2023 was presented and underlined that it included many internal areas of work in terms of policies, procedures etc.

A revised version will be provided to the February 2023 meeting.

**Resolution:** The Governing Board noted the report.

### **2.5 Revisions to the Rules of Procedure**

In light of practice, experience and discussions around the Handbook, a number of amendments to the Rules of Procedure were proposed. These were set out in detail in the paper. These amendments

include R19.2; R20.4.6.4; R20.4.6.7; R20.4.6.11; R 27.2.4; R 27.2.5; R27.3.8; R27.3.9; R 21.1.2.10; R21.1.3.1; R 21.1.3.4; R21.1.3.5; R21.1.3.6.

**Resolution:** The Governing Board approved all of the amendments proposed in the paper.

## **2.6 IFLA Handbook**

The Working Group has met three times to discuss edits, provide clarification and to progress handbook content. The aim is to have a first version of the Handbook available for approval at the February 2023 Governing Board meeting.

**Resolution:** The Governing Board noted the report.

## **2.7 IFLA Code of Ethics for the Governing Board**

The new version has more similarities to a code of conduct and the group expects to bring a final version to the February 2023 Governing Board meeting. It was noted that, until the new version is finalised, the current version is valid.

**Resolution:** The Governing Board noted the report.

## **2.8 Risk Policy review**

### **Resolutions:**

1. The Finance and Risk Committee to identify risks, measures and treatments and bring forward an updated Risk Management Policy, with proposed new Framework and Register of current risks to the Governing Board for discussion.
2. That the Risk Policy, Framework and Register be a standing item on the Governing Board agenda.

## **2.9 IFLA General Assembly 2023**

### **Resolutions:**

1. That IFLA hold the 2023 General Assembly in a physical format at WLIC 2023 on Wednesday 23 August from 16:00 – 18:00.
2. That HQ be asked to prepare a full costed option for hybrid voting allowing members to vote in the meeting and in real time from anywhere in the world, and to note, when announcing the General Assembly, that this option is being explored.

## **2.10 IFLA Elections update**

**Resolution:** The Governing Board noted the report.

### **2.10.1 IFLA Elections 2023 – Nominations and Candidate Expectations**

Resolution: The Governing Board endorsed the texts in the paper as the basis for communication about the elections.

### **2.11 Whistle-blower policy**

As part of Motion 3 from the 2022 General Assembly, the request was made that IFLA develop a whistle-blower policy. The Netherlands has comprehensive whistle-blower protection which is set out in The House for Whistle-blowers Act (the "Act") (*Wet Huis voor klokkenluiders*).

A draft whistle-blower policy was discussed. It has been prepared initially as an internal document for the workplace and for employees and is based on Dutch law. It outlines support for whistle-blowers on issues such as misuse of funds and large-scale fraud. This document will be discussed with the Employee Representative Body (ERB) with the aim of finalising a document for staff consultation. A whistle-blower policy for the organisation as a whole may require a future phase of development.

#### **Resolutions:**

1. The Governing Board noted the paper.
2. The Governing Board requests the Secretary General and the ERB to finalise a policy for IFLA employees and submit it to a future Governing Board meeting for approval.

### **2.12 IFLA position on war and conflict**

In response to issues raised in Motion 3 of the 2022 General Assembly, a paper was provided that set out IFLA's response to conflict in the public position that the Federation takes, be it in the form of formal statements or open letters, either on our own or working with others.

#### **Resolution:**

1. The Governing Board noted the paper.
2. That the feedback received from the Governing Board be considered in the development of a shorter document that outlines the values and principles on which IFLA's position on different conflict can be based. Input would also be sought from IFLA's advisory committees.
3. That a draft principles document come to the February 2023 meeting.

### **2.13 Recruitment new IFLA Secretary General**

There were no declarations from Item 1.3 that posed a conflict of interest, so all Governing Board members and HQ staff were present for the discussion.

The President presented information about the three search companies who had been contacted and set out the matrix of criteria against which the companies had been assessed. Weighted criteria included international experience, experience with NGOs, phases in their proposed approach, collaboration, guarantees, other assets and price.

**Resolution:** The Governing Board approved the engagement of Society as the search firm to undertake the search for the IFLA Secretary General.

## **2.14 IFLA Strategy 2025-2029**

In order to have a new IFLA Strategy ready for 2025-2029, a draft timeline was provided including steps for the review of the current Strategy.

### **Resolutions:**

1. The Governing Board noted the report.
2. The following members were nominated to work with HQ on the review of the current Strategy: Te Paea Paringatai, Kirsten Boelt, Vicki McDonald and Nthabiseng Kotsokoane.

## **3. Financial Matters**

### **3.1 Estimations 2022 overview**

This paper was considered together with Item 3.2.

### **3.2 Estimations 2022 analysis**

**Resolution:** That the Governing Board accepts the report of the Treasurer on the Estimations 2022.

### **3.3 Proposed budget 2023 overview**

This paper was considered together with Item 3.4.

### **3.4 Proposed budget 2023 analysis**

### **Resolutions:**

1. The Governing Board approved the Proposed Budget 2023.
2. The Governing Board requested the Treasurer and Management revisit the budget during Q1 2023 with the aim of reducing costs, increasing revenue and aiming for a balanced budget.

### **3.5 Interim audit and policy audit**

The Treasurer reported on progress so far with the appointment of a new auditor.

Following a discussion regarding confidentiality, the Governing Board agreed that they should each sign the current Code of Ethics of the Governing Board which includes a confidentiality agreement. A copy was provided for each member and signed.

### **Resolutions:**

1. The Governing Board noted the report.
2. Each member of the Governing Board signed the Code of Ethics of the Governing Board and confidentiality agreement.
3. The Governing Board agreed to engage a company that can undertake an investigation as required by the auditor. The same company could trace the use of privileged information. Further information, a timeline, and proposed costs to be provided to the Governing Board
4. The Governing Board requested the Acting Secretary General to

- a. provide a reminder to staff about GDPR and their obligations, as well as the consequences of non-compliance regarding privileged information and to act accordingly if a breach of confidentiality or a breach of GDPR by a staff member has been detected.
- b. put in place a non-disclosure agreement for IFLA employees as soon as possible.
- c. develop policies on disciplinary action in relation to non-compliance regarding privileged information, confidentiality and GDPR.

### **3.6 Expenses overview Governance 2022 year-to-date**

A report on the expenses for Governance this year were provided.

**Resolution:** The Governing Board noted the report.

### **3.7 Senior staff salaries development commencing 2020**

**Resolution:** The Governing Board noted the report.

### **3.8 Review of job descriptions and job gradings for all staff positions**

**Resolution:** The Governing Board noted the report.

### **3.9 Developments IFLA-SIGL**

The President stated that the intention following the last meeting with SIGL Board was to move to a more project-based funding method. However, it has not been possible to meet with the SIGL Board and the fiscal and legal advisors of each organisation.

**Resolution:** The Governing Board asked the Treasurer and the Acting Secretary General to work with legal and fiscal advisors and the SIGL Board to identify the best solution how funds can be transferred from SIGL to IFLA, within the requirements of Dutch law.

## **4. WLIC**

### **4.1 WLIC 2022 Final Report**

The Final Report for WLIC 2022 provided a summary of key points regarding the congress in Dublin. The Governing Board noted the overall positive result, in terms of delegate satisfaction and fiscal outcomes.

**Resolution:** The Governing Board noted the report.

#### **4.1.1 WLIC 2022 Final Statistical Report**

This item was considered in conjunction with Item 4.1.

#### **4.1.2 WLIC 2022 Conference Evaluation Survey**

This item was considered in conjunction with Item 4.1.

## **4.2 WLIC 2023 Progress Report and Hybrid Concept**

The development of WLIC 2023 was outlined, noting the desire to increase engagement and participation with the assistance of sponsorship from the Dutch National Committee.

A series of points regarding meetings, interpretation, sessions and recordings and remote hubs was outlined. The Hybrid Working Group will provide advice on which options will be finalised.

### **Resolutions:**

1. The Governing Board noted the progress on WLIC 2023.
2. The Governing Board endorsed the hybrid concept presented for the 2023 congress.
3. The Governing Board approved the subtheme for the congress: *Building a sustainable future through the SDGs*.
4. The Governing Board noted the delegate registration categories for the virtual offer and requested Management to recommend a fee schedule for approval in February 2023.

## **4.3 WLIC 2024 Considerations**

### **Resolutions:**

1. The Governing Board noted the update on the selection process.
2. The Governing Board requested additional financial information from the remaining bidders with a timeline for submission before the February 2023 meeting of the Governing Board.

## **5. Planning and Reporting**

The Governing Board recognised the depth of work shown in the Key Initiatives papers overall. HQ staff were particularly thanked for their work at the UNESCO World Conference on Cultural Policies and Sustainable Development – MONDIACULT 2022 in Mexico in September 2022 and the exposure that libraries gained.

### **5.1 Strategic Direction 1 – Strengthen the global voice of libraries**

#### **5.1.1 KI 1.1 Show the power of libraries in the SDGs**

**Resolution:** The Governing Board noted the report.

#### **5.1.2 KI 1.2 Build a strong presence internationally**

IFLA's head of Delegation to WIPO for many years has been Winston Tabb who is retiring, and a replacement is needed.

### **Resolutions:**

1. The Governing Board noted the report.

2. The Governing Board approved that Sara Benson be named as head of the IFLA Delegation to WIPO for 2023 and 2024, including a handover period with the current Head of Delegation, Winston Tabb.

### **5.1.3 KI 1.3 Identify key legal challenges and advocate for action**

**Resolution:** The Governing Board noted the report.

### **5.1.4 KI 1.4 Shape public opinion**

**Resolution:** The Governing Board noted the report.

## **5.2 Strategic Direction 2 – Inspire and enhance professional practice**

### **5.2.1 KI 2.1 Key resources that inspire the profession**

**Resolution:** The Governing Board noted the report.

### **5.2.2 KI 2.2 High quality campaigns to engage libraries**

**Resolution:** The Governing Board noted the report.

### **5.2.3 KI 2.3 Develop standards to foster best professional practice**

The December edition of the IFLA Journal focused on preservation storage and curation strategies.

**Resolution:** The Governing Board noted the report.

### **5.2.4 KI 2.4 Provide tools to support the work of libraries**

**Resolution:** The Governing Board noted the report.

## **5.3 Strategic Direction 3 – Connect and empower the field**

### **5.3.1 KI 3.1 Opportunities for face-to-face networking and learning**

**Resolution:** The Governing Board noted the report.

### **5.3.2 KI 3.2 Support virtual networking and connections**

Over 381 Zoom events and 39 webinars were held between 1 August to 1 November 2022 with over 8776 participants.

**Resolution:** The Governing Board noted the report.

### **5.3.3 KI 3.3 Empower the field at national and regional levels**

IFLA took advantage of the Asia-Oceania regional workshop to interact with the United Nations Office in Bangkok and to bring together the Asia-Oceania Regional Division Committee to discuss actions on capacity building, collaboration, and communication.

**Resolution:** The Governing Board noted the report.

### **5.3.4 KI 3.4 Targeted learning and professional development**

**Resolution:** The Governing Board noted the report.

## **5.4 Strategic Direction 4 – Optimise the organisation**



#### **5.4.1 KI 4.1 Foster long-term stability of the organisation**

**Resolution:** The Governing Board noted the report.

#### **5.4.2 KI 4.2 Effectively mobilise human resources**

For the benefit of IFLA employees, policies on leave, incapacity and sick leave and recruitment have been finalised.

**Resolution:** The Governing Board noted the report.

#### **5.4.3 KI 4.3 Increase, diversify and engage our membership**

**Resolutions:**

1. The Governing Board noted the report.
2. The Governing Board resolved to admit the new members for the period of 1 July – 15 November 2022.
3. The Governing Board resolved to exclude those members who have not paid their fees by 31 December 2022.
4. The Governing Board noted the National Associations Bands Verification report.

#### **5.4.4 KI 4.4 Increase visibility through communications**

**Resolution:** The Governing Board noted the report.

### **5.5 Professional Council report**

The report outlined progress regarding work on reviewing sections of the proposed Handbook; discussions with the Chair of the Committee on Standards regarding work of the Professional Units on guidelines; involvement in the preparations for WLIC 2023 and a survey of Division Chairs that focused on improving communications within the Division.

**Resolution:** The Governing Board noted the report.

### **5.6 Regional Council report**

The Regional Council has met and spent some time discussing approaches to meeting practices and planning in order to identify good practices. A basecamp has been created to support communications and engagement. Now that the regional structure is into its second year, there is space to discuss how best to fulfil the missions of the different committees and what can be achieved in the remaining time.

**Resolution:** The Governing Board noted the report.

### **5.7 Advisory Committee Reports**

The Governing Board noted the reports from the Advisory Committees and wished to pass on their appreciation of the activities occurring within each committee and the value they were adding to IFLA's reach.

#### **5.7.1 Report of the Advisory Committee on Cultural Heritage**

**Resolutions:**

1. The Governing Board noted the report.

2. The Governing Board extended the appointment of Daryl Green as IFLA's liaison to the Memory of the World Register Sub-committee through to December 2026.

### **5.7.2 Report of the Advisory Committee on Copyright and Legal Matters**

**Resolution:** The Governing Board noted the report.

### **5.7.3 Report of the Advisory Committee on Freedom of Access to Information**

In October 2022 the IFLA Journal published a special issue on intellectual freedom.

**Resolution:** The Governing Board noted the report.

## **5.8 Update on Knowledge Rights 21 Programme**

A key goal of the KR21 Programme is to develop capacity at the national level to engage in copyright and open access advocacy, either in response to proposals on the table, or more proactively. Since the last report, national coordinators for Bulgaria, Latvia, Poland, Slovenia and the Western Balkans, the Netherlands, the United Kingdom, Greece, Portugal and Italy have been hired.

**Resolution:** The Governing Board noted the report.

## **6. Other issues**

### **6.1 IFLA External Representation**

**Resolution:** The Governing Board noted the report.

### **6.2 Any other business**

None.

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

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

### **Next Governing Board meeting dates (2023):**

**27 February 2023 from 12:00 – 14:00 CET by teleconference**

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

**7-8 June 2023 – in person meeting in The Hague**