



Endorsed Minutes of the eighty-sixth meeting of the IFLA Governing Board held on Friday 10 June 2022 from 14:00 – 16:30 by teleconference.

Present:

Members: Barbara Lison (President, Chair); Kirsten Boelt; Jonathan Hernández Pérez; Yasuyo Inoue; Ayub Kahn; Nthabiseng Kotsokoane; Halo Locher; Adjoa Boateng; Mandla Ntombela.

Adjoa Boateng joined at 14:12 and was present until 14:20; Yasuyo Inoue joined at 14:40; Mandla Ntombela joined at 15:05; Ayub Khan joined at 15:35 and was present until 16:16.

Staff: Helen Mandl, Deputy Secretary General & Director Member Services; Stephen Wyber, Director Policy & Advocacy; Esther Doria, Project Coordination Assistant (minutes).

1. General Business

1.1 Welcome and apologies

The President opened the meeting and welcomed all. There was an apology that Mandla Ntombela would be late in joining the meeting. Adjoa Boateng noted she may leave early for family reasons.

1.2. Adoption of the agenda

With one additional topic under Other Business, the agenda was adopted.

1.3. Statement of interests

None.

1.4. Minutes of previous meeting

1.4.1 Draft minutes including discussions of the Governing Board meeting on 6-8 April 2022

Resolution: That the Governing Board accepts the minutes as a true and accurate record of the eighty-fifth meeting of the Governing Board including discussions held from 6-8 April 2022 in the Hague, Netherlands.

1.4.2 Draft minutes including decisions of the Governing Board meeting on 6-8 April 2022

Resolution: That the Governing Board accepts the minutes as a true and accurate record of the eighty-fifth meeting of the Governing Board including decisions held from 6-8 April 2022 in the Hague, Netherlands.

2. Governance

2.1 Recruitment of new Secretary General

Resolutions:

1. That the Governing Board agrees to the concept and timetable and waives the involvement of a head-hunter.

2. That the Governing Board approves the following as members of the Personnel Committee who will undertake the preparation work: President, President-elect (interim), Treasurer (interim), incoming President-elect, incoming Treasurer.
3. The Delegate of the Governing Board is entrusted with the operational implementation.

2.2 Electronic Voting at the General Assembly

Resolutions:

1. That the Governing Board allow for electronic voting at the General Assembly on 25 August 2022, in accordance with Article 12.8 and 12.9 of the IFLA Statutes.
2. That HQ staff be asked to investigate with the Interim CEO the most effective way to conduct the meeting and tally votes.

2.3 Representation Changes IFLA

The Governing Board moved into a special session to discuss and vote on a series of legal requirements following the resignations of Antonia Arahova and Perry Moree and the dismissal of the Secretary General.

The following resolutions were passed:

1. to accept and confirm and, to the extent necessary, to ratify the resignation of the following board members, and to release them from their duties as board members of the Association, as per 6 April 2022:
 - a) Ms Antonia Arachova, and
 - b) Mr Pieter Jan Moree.
2. to confirm and, to the extent necessary, to ratify the resolution of the Board of Directors to release the Secretary General, Mr Gerald Franz Leitner, from his duties as Secretary General of the Association.
3. to dismiss as the Secretary General of the Association: Mr Gerald Franz Leitner, aforementioned, which dismissals will come into force as from the day on which this decision will come into force, as a consequence of which Mr Gerald Franz Leitner, aforementioned, will also no longer be a board member of Stichting IFLA Foundation, a foundation, having its registered office in The Hague, registered with the Commercial Register of the Chamber of Commerce under number 27296674, as from the day on which this decision will come into force.
4. to withdraw and revoke the proxy (with full power of attorney) granted to Mr Gerald Franz Leitner, aforementioned, as from the day on which this decision will come into force.
5. to clarify and, if and to the extent necessary, improve any resolutions of the board of directors of the Association on this subject, to delegate certain tasks and duties, and the powers and authorizations in connection therewith, of Mr Gerald Franz Leitner, aforementioned, as the former Secretary General / CEO of the Association, to: Mr Hans Ulrich Locher, without granting him the title of, or have him registered as, as the case may be, (interim) Secretary General / CEO of the Association, for the period up to and until a new Secretary General / CEO of the Association has been formerly appointed. The delegation of such tasks and duties, and

- the powers and authorizations in connection therewith, will be (further) outlined and described in a separate agreement between the Association and Mr Hans Ulrich Locher, aforementioned.
6. to deregister Ms Antonia Arachova and Mr Pieter Jan Moree, aforementioned, from the Dutch UBO register, as from the day on which this decision will come into force.
 7. to deregister Mr Gerald Franz Leitner, aforementioned, from the Dutch trade register as the Secretary General and proxyholder of the Association, as from the day on which this decision will come into force.
 8. a) to grant each of:
 - i) Ms Barbara Helene Lison, and Mr Hans Ulrich Locher, aforementioned, when acting jointly;
 - ii) Ms Barbara Helene Lison, aforementioned, and Ms Kirsten Boelt, when acting jointly,(the 'Attorneys'), with full power of substitution, a general power of attorney (algemene volmacht) to negotiate, amend, adapt, waive, sign, execute, deliver and (where relevant) perform for and on behalf of the Association, any documents in such forms as the Attorneys may approve (such approval to be conclusively evidenced by the Attorneys' execution thereof) and to do all such acts and things as may be ancillary thereto and/or necessary and/or useful and/or desirable in the sole opinion of the Attorneys in connection with or for the purpose of the entering into, execution, delivery or performance of any documents and the entering into and performance of the transactions contemplated thereby, including acts of disposition (beschikkingshandelingen) and including without limitation in instances where the Association acts in a capacity as shareholder (the 'Power of Attorney');
 - b) to declare that the Power of Attorney shall be governed by and construed in accordance with Dutch law;
 - c) to declare that this appointment also applies to situations where the Attorneys also act, as the Association's counterparty (Selbsteintritt) or as a representative of the Association's counterparty;
 - d) to declare that the Power of Attorney expressly includes the authority of the Attorneys to cancel or postpone the entering into, delivery, signing or performance of any document;
 - e) to declare that the Power of Attorney can be revoked at any time by the board of directors of the Association;
 - f) to undertake, when so requested, that the Association will ratify and confirm whatever any the Attorneys shall lawfully do or cause to be done pursuant to the powers conferred to such Attorneys hereunder;

- g) to register the Attorneys with the Dutch trade register as general proxyholders, acting jointly, of the Association, as from the day on which this decision will come into force.
- 9.
- a) to grant Mr Hans Ulrich Locher, aforementioned, (the 'Attorney'), when acting individually, and with full power of substitution, a special power of attorney (bijzondere volmacht) to negotiate, amend, adapt, waive, sign, execute, deliver and (where relevant) perform for and on behalf of the Association, any documents in such forms as the Attorney may approve (such approval to be conclusively evidenced by the Attorney's execution thereof) and to do all such acts and things as may be ancillary thereto and/or necessary and/or useful and/or desirable in the sole opinion of the Attorney in connection with or for the purpose of the entering into, execution, delivery or performance of any documents and the entering into and performance of the transactions contemplated thereby, including acts of disposition (beschikkingshandelingen) and including without limitation in instances where the Association acts in a capacity as shareholder, limited to an amount or a value of one hundred thousand Euros (€ 100,000.00) (or an equivalent thereof in another currency) for each legal transaction or a series of composite legal transactions (the 'Limited Power of Attorney');
 - b) to declare that the Limited Power of Attorney shall be governed by and construed in accordance with Dutch law;
 - c) to declare that this appointment also applies to situations where the Attorney also acts, as the Association's counterparty (Selbsteintritt) or as a representative of the Association's counterparty;
 - d) to declare that the Limited Power of Attorney expressly includes the authority of the Attorney to cancel or postpone the entering into, delivery, signing or performance of any document;
 - e) to declare that the Limited Power of Attorney can be revoked at any time by the board of directors of the Association;
 - f) to undertake, when so requested, that the Association will ratify and confirm whatever any the Attorney shall lawfully do or cause to be done pursuant to the powers conferred to such Attorney hereunder;
 - g) to register the Attorney with the Dutch trade register as limited proxyholder, acting individually, of the Association, as from the day on which this decision will come into force.

- h) to authorize each member of the Association's Board of Directors, each individually, to have the contents of this resolution and legal effect(s) envisaged by these resolutions registered with the Dutch Chamber of Commerce and with any other registers and/or records (such as but not limited to the Dutch UBO register), and additionally to perform all other legal acts (including making textual changes of minor significance), that the authorized representative deems useful or necessary in connection with the aforementioned legal act(s).
10. to authorize each member of the Association's Board of Directors, each individually, to have the contents of this resolution and legal effect(s) envisaged by these resolutions registered with the Dutch Chamber of Commerce and with any other registers and/or records (such as but not limited to the Dutch UBO register), and additionally to perform all other legal acts (including making textual changes of minor significance), that the authorized representative deems useful or necessary in connection with the aforementioned legal act(s).

2.4 Finance & Risk Committee appointment

Resolution: The Governing Board elected Jonathan Hernández Pérez as a member of the Finance & Risk Committee.

2.5 Orientation

Resolution: The Governing Board noted that an orientation session including the incoming President-elect and Treasurer would be held in July.

2.6 Staffing Issues

Resolution: The Governing Board noted the discussion and suggestions.

3. Planning and Reporting

3.1 Election of CLM Chair

Resolution: That the Governing Board appoints Sara Benson as Chair of the Advisory Committee for Copyright and Legal Matters until August 2023

3.2 IT Solutions for IFLA HQ

Resolution: The report was noted.

3.3. Appointment of FAIFE Advisors

Resolutions:

1. That the Governing Board appoints the following as Expert Advisors to the FAIFE Committee for the period of two years:

- Kent Skov Andreasen (Denmark)
 - Louise Cooke (Ireland)
 - Cendrella Habre (Lebanon)
 - Buhle Mbambo-Thata (Lesotho)
 - Emily Knox (USA)
2. That the Governing Board appoints Johanna Lilja (Finland) as a replacement to a vacant position on the Advisory Committee for Cultural Heritage until August 2023.

4. WLIC

4.1 WLIC 2022 Progress Report

Resolution: That the Governing Board notes the report.

4.2 WLIC 2024 Progress Report

Resolution: That the Governing Board notes the report.

5. Finance

5.1 IFLA Holding BV valuation of accumulated losses

Resolution: That although it is unsure if future WLIC's will lead to profits for the BV-structure, the Governing Board underlines that this is the aim for future WLIC's and that it is anticipated that WLIC 2023 (The Netherlands) will close with a substantial profit given the fact that already € 675,000 for sponsorship income is secured. The BV-structure will receive 80% of this profit based on the licence fee agreement with KIT. For the organization for WLIC 2024 and further, the aim remains to organize these WLIC's in a financially sustainable way which supports a balanced budget for IFLA's yearly activities as a whole. Therefore, the board resolves that the deferred tax claim must be included in the financial statements of the BV-structure.

5.2 Government COVID aid ruling

Resolution: That the Governing Board resolved to accept the financial aid preliminary granted by the Dutch Government for Q4 2021 to Conf 1 BV of € 80,811 in accordance with the TVL regulations.

5.3 Appointment of new auditor

Resolution: that the Governing Board appoints Govers Accountants as IFLA's new auditor.

5.4 Forensic Accountant

Resolutions:

1. That the Governing Board rescinds its previous decision and will not proceed with the engagement of a forensic accountant.

2. That the Treasurer should explain orally at the next meeting in Dublin the expenses for travel by GB, President, President-elect and Treasurer during 2021 and 2022 (account number 301001 and 302000).
3. To clarify the policy of reimbursement of expenses, the Finance and Risk Committee with support by the Delegate of the Governing Board, should present a draft for that topic at the same meeting.

5.5 Investigation Funding

Resolutions:

1. That the Governing Board notes the decision of the SIGL Board that they will not contribute to, or pay, legal costs resulting from the investigation.
2. That the legal costs involved in the investigation in Q4 2021 and Q1 2022 will be born 100% by IFLA.

6. Any other business

6.1 GB Member Support

Resolution: The Governing Board resolved to support Mandla Ntombela with the costs of his flight to attend the meetings and congress in Dublin. This exception to the statutory provisions is justified by the fact that Mandla Ntombela has not been able to attend any GB meeting so far for visa reasons and has therefore not incurred any travel costs.

6.2 Ukrainian Library Association

Resolution: That the Governing Board recommends to the Stichting IFLA Foundation (SIF) to utilise the Disaster Recovery Membership Incentive and funds from SIF as a means to supporting the membership payments of the Ukrainian Library Association in 2022 and 2023.

Next Governing Board meeting dates:

Proposed 2022 dates:

24 July 2022 – Dublin, Ireland (Convention Centre Dublin – Room Ecocem)

13:30 – 15:00 Finance & Risk Committee

15:30 – 18:00 Governing Board

29 July 2022 – Dublin, Ireland (Convention Centre Dublin – Room Ecocem)

13:00 – 17:00 Governing Board