



Endorsed Minutes of the eighty-seventh meeting of the IFLA Governing Board held on Sunday 24 July 2022 from 15:30 – 17:30 at the CCD Dublin, Ireland.

Present:

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

Adjoa Boateng and Vicki McDonald joined the meeting remotely by teleconference.

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

Observers: Jan Richards, Sara Benson, Julius C. Jefferson Jr., Te Paea Paringatai, Patrick Donowski, Winston Roberts, Ertugrul Çimen.

1. General Business

1.1 Welcome and apologies

The President opened the meeting and welcomed all.

1.2. Adoption of the agenda

The agenda was adopted.

1.3. Statement of interests

None

1.4. Minutes of previous meeting

1.4.1 Draft minutes with discussions of the Governing Board meeting on 10 June 2022

It was asked if the meeting of 10 June was quorate. The President clarified that before each vote, a quorum was established.

Resolution: That the Governing Board accepts the minutes with discussions as a true and accurate record of the eighty-sixth meeting of the Governing Board including discussions held on 10 June 2022 by teleconference.

1.4.2 Draft minutes with decisions of the Governing Board meeting on 10 June 2022

Resolution: That the Governing Board accepts the minutes with decisions as a true and accurate record of the eighty-sixth meeting of the Governing Board including discussions held on 10 June 2022 by teleconference.

1.5 Matters arising not elsewhere on the agenda

The president noted that she would need to speak briefly with the volunteers at one point during the meeting, and that during her absence, the President-elect would chair the meeting.

2. Governance

2.1 IFLA Governance – Result of extraordinary elections

With the resignation of the President-elect and Treasurer in April 2022, a nomination and extraordinary election process took place to ensure replacements.

Following the call for nominations, there were three candidates for the position of President-elect and three candidates for Treasurer. After voting by IFLA's Members, Vicki McDonald was elected as President-elect and Jaap Naber as Treasurer.

The President underlined her thanks to Nthabiseng Kotsokoane for taking on the role of interim President-elect and to Kirsten Boelt for her engagement as interim Treasurer.

Resolution: The Governing Board noted the results of the extraordinary elections for President-elect and Treasurer.

3 Financial Matters

3.1 Shareholders meeting IFLA Holding BV

3.1.1 Election of Chair

Resolution: Barbara Lison was elected as Chair.

3.1.2 Draft Agenda

Resolution: The agenda was adopted.

3.1.3 Discussion of recommendations

The Treasurer noted the importance of greater clarity about the structure of IFLA Holding BV, and asked Governing Board members to allow him time to explore alternative ways of structuring IFLA's entities. On the basis of what has been presented from 2021, there is no reason not to sign off on the Holding BV documents.

3.1.3.1 IFLA Holding B.V. audited Financial statements 2021

3.1.3.2 IFLA Holding B.V. Management Letter from the Auditor 2021

3.1.3.3 Endorsed minutes of directors meeting IFLA Holding B.V. 15 July 2022

The Shareholders of IFLA Conference B.V.s – IFLA Holding B.V. – discussed and adopted the following recommendations of the directors of IFLA Conference B.V.s:

Resolution: Taking into account the level of distributable reserves shown by the IFLA Conference BVs final balance sheets as at 31/12/2021 – to not distribute dividend out of the distributable reserves of the IFLA Conference I, II and III B.V.

IFLA Conference I B.V.

1. To adopt the Annual Accounts of the Company for the financial year ended December 31, 2021, as they have been presented to the meeting;
2. To adopt the proposal of the Board of Directors of the Company to add the net profit of the Company over the financial year from January 1, 2021 until December 31, 2021 amounting to € 70,350 to the other reserves;
3. To adopt the aforementioned Annual Accounts of the Company for filing, to be filed with the Chamber of Commerce;

4. To discharge the Board of Directors of the Company from its duties performed over the aforementioned financial year.

IFLA Conference II B.V.

1. To adopt the Annual Accounts of the Company for the financial year ended December 31, 2021, as they have been presented to the meeting;
2. 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, 2021 until December 31, 2021 amounting to € 76,849 from the other reserves;
3. To adopt the aforementioned Annual Accounts of the Company for filing, to be filed with the Chamber of Commerce;
4. To discharge the Board of Directors of the Company from its duties performed over the aforementioned financial year.

IFLA Conference III B.V.

1. To adopt the Annual Accounts of the Company for the financial year ended December 31, 2021, as they have been presented to the meeting;
2. To adopt the proposal of the Board of Directors of the Company to add the net profit of the Company over the financial year from January 1, 2021 until December 31, 2021 amounting to € 1,997 to the other reserves;
3. To adopt the aforementioned Annual Accounts of the Company for filing, to be filed with the Chamber of Commerce;
4. To discharge the Board of Directors of the Company from its duties performed over the aforementioned financial year.

The directors of the IFLA Holding B.V. met in July 2022 and made the following recommendation to the shareholders meeting:

Resolution: Taking into account the level of distributable reserves shown by the IFLA Holding BV's final balance sheet as at 31/12/2021 and in consideration that the results of future WLIC's are very unpredictable due to the Covid-19 pandemic and the licence fee agreement with KIT Group for 2022 / 2023:

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

IFLA Holding B.V.

1. To adopt the Annual Accounts of the Company for the financial year ended December 31, 2021, as they have been presented to the meeting;
2. To adopt the proposal of the Board of Directors of the Company to add the net profit of the Company over the financial year from January 1, 2021 until December 31, 2021 amounting to € 54,168 to the other reserves;
3. To adopt the aforementioned Annual Accounts of the Company for filing, to be filed with the Chamber of Commerce;
4. To discharge the Board of Directors of the Company from its duties performed over the aforementioned financial year.

3.2 IFLA annual financial statements and management letter 2021

Resolutions:

1. That the Governing Board noted that the Annual Financial Report 2021 has been approved by the GB-members through email (except by Y. Inoue and A. Boateng) for presenting to the members at the General Assembly in August 2022;

2. That the Governing Board agreed that the surplus result of EUR 392,691 is added against the reserves as follows:
 - EUR 1,158 is added to the Earmarked reserves
 - EUR 391,533 is added to the General reserves
3. That the Governing Board accepts the auditor's Management Letter

3.2.1 Audited financial statements 2021

3.2.2 Management letter from the auditor 2021

3.2.3 Recommendation from auditor regarding membership fees for National Associations – member survey

Concerning the recommendation in the auditors' report to survey members on their costs and expenditure, the GB Delegate recommended that IFLA should do this, in order to update our information.

Resolution: That a survey of National Association members costs and expenditures be undertaken with involvement of the Regional Council and MLAS.

3.3 Treasurer's Statement Annual Financial Report 2021

Resolution: The Governing Board approved the Treasurer's Statement Annual Financial Report 2021.

3.4 Forecast 2022

Resolution: The Governing Board noted the report.

3.5 Expenses overview for travel by GB, President, President-elect and Treasurer during 2021 and 2022

3.5.1 Governance costs 2021-2022 totals

3.5.2 Expenses overview for travel by GB 2022 year to date

3.5.3 Expenses overview for travel by GB 2021

Resolution: The Governing Board noted the information.

3.6 Draft policy on GB Travel and reimbursement of expenses

Resolution: The Governing Board noted the information.

4. WLIC

4.1 WLIC 2022 Progress Report

The Delegate noted that there were over 2000 registered delegates (paying and with free registrations of different kinds), from around 112 counties. The exhibition space was fully booked, and the cultural evening was ready to go. The Congress programme was full. The conference app was operational.

Resolution: The Governing Board noted the report with applause for all involved in the preparations.

5. Reports

The Advisory Committees had been invited to provide a update report on activities and present to the Governing Board.

5.1 Advisory Committee FAIFE

Winston Roberts and Ertugrul Cimen, members of the FAIFE committee, presented, with the President thanking Ertugrul for his readiness to stand for the IFLA Presidency. Winston noted FAIFE's work around the Internet Governance Forum, plus with IFEX and Article 19. Ertugrul spoke about intellectual freedom, and a desire to get a better idea of priorities at the regional level.

Resolution: The Governing Board noted the report.

5.2 Advisory Committee CLM

Sara Benson, chair of the CLM committee presented, noting work around copyright, COVID and libraries and copyright reader. The Governing Board thanked Sara for taking on the role mid-term.

Resolution: The Governing Board noted the report.

5.3 Advisory Committee Cultural Heritage

The Chair of the Committee was unable to attend in person.

Resolution: The Governing Board noted the report.

5.4 Advisory Committee on Standards

The Chair of the Committee was unable to attend in person.

Resolution: The Governing Board noted the report.

6. Any other business

The Governing Board then went into a closed session.

Next Governing Board meeting dates:

Proposed 2022 dates:

**29 July 2022 – Dublin, Ireland (Convention Centre Dublin – Room Ecocem)
13:00 – 17:00 Governing Board**