



**Endorsed Minutes of the seventy-first meeting of the Governing Board held on Tuesday 27 October 2020 from 12:00 – 14:00 by teleconference call via Zoom**

**Present:**

**Members:** Christine Mackenzie (President, Chair); Barbara Lison (President-elect); Antonia Arahova (Treasurer); Adjoa Boateng; Huanwen Cheng; Michael Dowling; Marwa El Sahn; Catherina Isberg; Sanjay Kumar Bihani; Halo Locher; Vicki McDonald; Knud Schulz; Helen Vincent; Minna von Zansen.

**Observer:** Martyn Wade

**Staff:** Gerald Leitner, IFLA Secretary General (Secretary, non-member); Helen Mandl, Deputy Secretary General & Director Member Services; Stephen Wyber, Manager Policy & Advocacy; Esther Doria, Project Coordination Assistant (minutes).

**Welcome and apologies**

**1.General business**

The President welcomed all to the meeting. Apologies were received from Sueli Mara Soares Pinto Ferreira, Sonia Poulin and Ai Cheng Tay.

The President noted that with those present, a quorum was in attendance and the meeting of the Governing Board can take valid resolutions.

**1.1 Adoption of agenda**

The agenda was adopted.

**1.2.1 Draft Minutes including closed sessions of the GB meeting on 16 & 17 September 2020**

The Governing Board accepted the draft minutes as a true and accurate record of the meeting.

**Resolution:** The Governing Board approved the draft minutes including closed sessions of the Governing Board meeting on 16 & 17 September 2020.

**1.2.2 Draft Minutes not including closed sessions of the GB meeting on 16 & 17 September 2020**

The Governing Board accepted the draft minutes as a true and accurate record of the meeting.

**Resolution:** The Governing Board approved the draft minutes not including closed sessions of the Governing Board meeting on 16 & 17 September 2020.

**1.2.3 Errata to Agenda Number for GB Meeting 16 & 17 September**

The President presented the paper setting out the need to revise the official numbering of the Governing Board's meeting on 16 and 17 September, and the proposal that in future, any meeting officially called of the complete Governing Board, regardless of scheduling, will be designated by the next consecutive number for the purposes of the agenda and minutes.

**Resolution:**

- The Governing Board noted the true number for the GB meeting of September 2020.

- For the future, any meeting officially called of the complete Governing Board, regardless of scheduling, will be designated by the next consecutive number for the purposes of the agenda and minutes.

### **1.3 General Business Resolutions**

See Resolutions under individual items.

## **2. Governance**

### **2.1 Roadmap IFLA Statutes (including 2.1.2)**

The President thanked Martyn Wade, IFLA Parliamentarian, for his tremendous work and the Secretary General and the IFLA team who have worked so tirelessly too.

The Governing Board discussed the draft Statutes and raised questions and comments. There was a broad appreciation of the work done by all those involved. Clarifications were offered concerning membership (to be discussed in future) and the timeline for agreeing the Rules of Procedure (by February 2021).

One substantive comment related to the pool of candidates for the post of Chair of the Professional Council, with Article 19.2 of the draft Statutes suggesting that only officers of Sections were the eligible candidates. It was pointed out that, in line with current practice, this should refer to officers of Divisions.

**Resolution:** The Governing Board:

- Approved the draft IFLA Statutes, with an amendment to Article 19.2:
  - *The Chair of the Professional Council shall be elected by the Chairs and Secretaries of all Professional Sections by written ballot in accordance with the provisions of the Statutes and the Rules of Procedure. Those eligible for nomination are the outgoing Chairs and Secretaries of all the Professional Sections ~~Sections~~ Divisions.*
- Approved that the draft IFLA Statutes be sent to our lawyers for checking, before presentation to Members for approval.
- Approved the proposed timeline for finalising the Statutes, and for launching the process of seeking approval from Members.

### **2.2 General Assembly 2020**

**Resolution:** The Governing Board:

- Noted this paper
- Resolved that IFLA should continue to plan for a 5 November 2020 GA at the KB, but also to be ready to adapt to any of the scenarios set out in this document.

#### **2.2.1 Withdrawal of Motion 12.2**

The Secretary General presented paper 2.2.1 setting out the proposal, on the basis of the advice of IFLA's lawyers, to withdraw Motion 12.2, and rather to make changes to the draft Statutes in order to allow for remote voting at the time of in-person general assemblies, which themselves remain obligatory by law. This text is set out in Articles 12.8 and 12.9 of the draft IFLA Statutes (paper GB 20-10-2.1.2).

**Resolution:** The Governing Board:

- Agreed to withdraw Motion 12.2, and to communicate the withdrawal accordingly to Members

- Approved the inclusion of the proposed new Articles 12.8 and 12.9 into the draft Statutes in order to allow IFLA to use new technologies to improve the inclusiveness of its processes

## **2.2.2 Rules of Procedure for Tellers**

The Secretary General set out the paper on the topic and the choice before the Governing Board between a revision to the Rules of Procedure that would focus just on the 2020 General Assembly, or a more durable option which would allow the GB to take a decision on whether to use tellers, within the context of a wider obligation for the Secretary General to ensure that votes are counted in a secure, accurate and timely manner.

**Resolution:** The Governing Board remove the requirement for tellers to count the votes at this year's General Assembly and agreed to replace Rules 10.3 and 10.4 of the Rules of Procedure with the following:

R 10.3 The Secretary General shall make arrangements for votes to be counted in a secure, accurate and timely manner.

R10.4 If appropriate, the Secretary General may take steps to arrange for the appointment of tellers to count the votes in a secure, accurate and timely manner.

### **2.2.2.1 Addendum to Change of Rules of Procedure**

The Parliamentarian presented paper 2.2.2.1, highlighting the risk that Rule 9.1 of IFLA's Rules of Procedure posed to the possibility to carry out a General Assembly, if none of the President, President-Elect or Treasurer were available, and there was no quorum to elect another chair.

The option of automatically passing the responsibility to the oldest available Governing Board member was presented. Some GB members underlined that flexibility should be offered in case the oldest available member was not willing to take up the role.

**Resolution:** The Governing Board amend Rule 9.1 of the current IFLA Rules of Procedure to read:

*R9.1 The President shall serve as Chair at meetings of the General Assembly. In the absence of the President, the President-elect or the Treasurer of IFLA, in that order of precedence, shall serve as Chair. If none of these officers are able to serve, any member of the Governing Board may serve as Chair. If more than one Governing Board member is present, the oldest Governing Board member present willing to serve shall serve as Chair.*

## **2.3 General Assembly February 2021**

IFLA will need to hold a General Assembly in February 2021 in order to adopt the new IFLA Statutes in time to hold elections. The Secretary General set out the different scenarios for this, and the options available under the Dutch Emergency Law for holding this.

**Resolution:**

- The Governing Board decided to plan for an extraordinary General Assembly in Melbourne, with meetings in Bremen or Athens as alternative options.
- The Governing Board decided that IFLA should plan for a General Assembly on 12 February 2021.

- The Governing Board agreed to hold the extraordinary General Assembly in February 2021 in accordance with Article 6 of the Temporary COVID-19 Justice and Security Act ('Emergency Act'), if this is still in force. If this is not the case, IFLA will hold the meeting in accordance with IFLA's current Statutes and Rules of Procedure.
- That, if the General Assembly is held on the basis of Article 6 of the Temporary COVID-19 Justice and Security Act ('Emergency Act'), the following will apply:
  - (i) that members do not have physical access to the General Assembly of February 2021;
  - (ii) that the General Assembly of February 2021 can be followed electronically by members;
  - (iii) that the members are given the opportunity up to 72 hours prior to the General Assembly of February 2021 to ask questions in writing or electronically about the subjects mentioned in the convening notice for the General Assembly of February 2021, and
  - (iv) that members can only exercise the right to vote by means of an electronic means of communication.
- The Governing Board agreed that, if the Emergency Act is still in power, IFLA Members can vote before and during the General Assembly.

## **2.4 Governance Resolutions**

See Resolutions under individual items

### **Any other business**

The GB was updated on the progress of the WLIC 2021 preparations. The workgroup consisting of PC and CAC members is working with IFLA HQ and is currently in an exploratory phase until the end of the year, which will be followed by a 2-3 months planning phase, and an implementation phase. Surveys have gone out to get a good understanding of the expectations of Professional Units, participants and other stakeholders. Technical solutions are being explored with the PCO and the Dutch National Committee.

A question was raised regarding the Regional Council process. The Steering Committee has had several meetings. A survey has just been approved which will go out to all members in the region, and will also involve the sections. Following this, representatives from the regions will be invited for further discussions.

The President thanked all and closed the meeting at 14:00 CET

## **6. Next Governing Board meeting dates:**

### **Governing Board Meetings**

**5 November 2020, 13:00 - 15:00 CET: General Assembly**

**6 November 2020, 14:00 - 16:00 CET: GB meeting (teleconference)**

**7 - 11 December 2020: GB week (teleconference)**