



Europeana Foundation Governing Board Meeting

16 November 2016
16h30 – 18h00 CET
Teleconference Call

Precis of Minutes of 27 September 2016 Board Meeting

Action: Board to approve

Attendees:

(JM) Jan Muller, International Federation of Television Archives (IFTA), The Netherlands - Chair
(JLR) Joke van der Leeuw-Roord, EUROCLIO, The Netherlands - Vice Chair
(HJ) Hans Jansen, Koninklijke Bibliotheek (KB), The Netherlands - Treasurer
(LE) Laurence Engel, Bibliothèque Nationale de France, France
(RK) Rolf Kallman, Digisam, Sweden
(PK) Paul Keller, Kennisland, The Netherlands
(JK) Jana Kňázková, Ministry of Culture of the Slovak Republic, Slovak Presidency
(MHS) Monika Hagedorn-Saupe, International Council of Museums Europe, Germany
(MP) Martijn Pronk, The Rijksmuseum, The Netherlands
(MS) Merete Sanderhoff, SMK, Denmark
(LA) Lora Aroyo, VU University, The Netherlands
(JF) Jeannette Frey, Ligue des Bibliothèques Européennes de Recherche (LIBER), Switzerland
(MK) Max Kaiser, Austrian National Library (ONB), Austria
(LH) Lorna Hughes, University of Glasgow, UK

Apologies:

(RR) Richard Ranft, International Association of Sound and Vision Archives, UK
(SL) Stef Lewandowski, Makeshift, UK
(JO) Johan Oomen, Netherlands Institute for Sound and Vision, The Netherlands

Observers:

(MV) Marit Vochteloo, Ministry of Education, Culture and Science, The Dutch Presidency

Other participants:

(IN) Isabelle Nyffenegger, Bibliothèque Nationale de France

Europeana:

(JC) Jill Cousins
(HV) Harry Verwayen
(AV) Albert Verhaar
(AE) Aubery Escande
(SA) Shadi Ardalan





NB: Some discussion, actions and decisions are omitted from this version as they are deemed confidential to the Board at this point in time.

The meeting was attended by a quorum of Board Members.

Minutes, Decisions & Actions of 23 June Meeting

Decision 1: The Board approved the minutes of 23 June meeting.

Action 1: SA to incorporate MHS's comment with regard to the "German institutions and juridical procedure on copyright" into the minutes

Decision 2: The Board approved the decisions and actions of 23 June meeting.

Decision 3: The Board approved the précis of the minutes of 23 June meeting.

Europeana Foundation Strategy Revision

JM - The Council Conclusions affirm a lack of common understanding of a multi-sided platform among Europeana's stakeholders resulting in a difference of opinion on what Europeana is. Europeana needs to re-own the position. The Strategy Team was composed of LE, MS, PK, LA, SL, JM, Tjeerd de Boer and José Luis Bueren - National Library of Spain, as well as JC and HV. The Team investigated and reached a balanced view by looking at issues Europeana faces from the perspective of the five stakeholders (European Commission, Member States, CHIs (Cultural Heritage Institutions), Europeana Network Association and Users (academic, general and creative). Three extreme scenarios were designed: A) Europeana as a destination site, B) Europeana as a platform for re-use and C) Europeana as a European cultural institute covering standards and advocacy. The Team brainstormed and reached the following conclusions: a clear preference for the position at the bottom of the triangle *i.e.* a combination of scenario 1 (Europeana as a platform for re-use, focusing on providing infrastructure / services for CHIs and B2B services for Research, Education and Creative Industries) and scenario 2 (Europeana as a standards and advocacy body powered by the Network Association). Europeana Foundation has an established position in these areas with the potential to be prominent in its societal, cultural and research impact.



But this does not solve the (political) desire to have visibility. To achieve the visibility, the Team identified two major areas of refinement of strategy called 'game changers':
1) Invest in making it insanely easy and rewarding for CHIs to publish with Europeana,
2) Introduce a more contemporary approach to reach end users.

EF will be responsible for coordinating the running of the multi-sided platform as well as coordinating pan-European campaigns. Partners will secure content and data quality and end user engagement. Europeana should re-establish direct relationship with CHIs for an easy publishing of their data through the web in a self-service



platform and maintaining their brand. EF will create an avant garde platform while the content partners are responsible for the content. EF will focus on a contemporary approach to reach the users: a) B2B relationship with research, education and creative industries and b) coordination of pan-European campaigns. JM invited the Board Members to share their views. This they did broadly supporting the proposals but requesting that extra attention be given to the relationship between the institution and the end user, the needs of institutions which have changed, the branding requirements, the financial benefits. They also requested that a strategy that is required to last 4-5 years is not rushed. They stressed the importance of involving the Member States in shaping strategy not just being asked to endorse it.

Decision 4: The Board agreed in principle to the direction of the recommendations of the Strategy Team on the basis that it still needs to be refined. Europeana moves in the direction of the recommended strategy and uses 2017 as the year to transition and test. Two Working Groups will be formed to consult with CHIs and the MS: Group 1 working with the CHIs to bring their input into Strategy redefinition, is composed of Merete Sanderhoff, Rolf Kallman, Laurence Engel, Hans Jansen, Lora Aroyo and Joke van der Leeuw-Roord. Group 2 formed by Marit Vochteloo, Monika Hagedorn and Jana Knazkova will work with the Member States. The two Groups work during October and November 2016 to get initial input from their respective consultations in time for the November Board meeting and will then undertake further work if necessary with a completion date of mid January 2017.

Evaluation of Europeana by Independent Experts - Network Association's Input

In the wake of the Council Conclusions, the Network Association formed a taskforce to put together the Network's views and input for the full and binding evaluation by independent experts. The Network's input, as detailed in Paper 3, has been sent to EC. No comments have been received yet. The evaluation has to be seen as positive as it generally flushes out what Europeana has done and achieved. The only issue is the timing. The evaluation will be completed end 2017 and based on its outcome the EC will start to look at its strategy for the new multi-annual framework.

MV - suggested to include experts coming from countries with less advanced digital market capacity who have something to learn and can find how Europeana is beneficial to them.

Decision 5: The Board endorsed the approach as described in Paper 3 and gave mandate to JC to inform the EC of the Board's endorsement and to suggest the names.

Action 2: JC to communicate Board's approval of the Network Association's input into Evaluation Brief to the EC and suggest the additional names.

Finance & Financial Sustainability of Europeana

Funding Update

The MS have contributed / committed some €600,000 for 2016-17. This gives us a positive financial position to €249,300.

Cashflow Update

Europeana has a much better cashflow position today. Everything seen in the half-year report fits into the budget. While 2016 looks good, we need to improve for 2017 by trying to keep the overhead costs low. KB has kindly hosted EF this year and will continue to do so next year.



Audit - In the past the biggest issue was the productivity calculation but we don't foresee issues under the DSI. Measures were taken to avoid the past situations and make good use of the lessons learnt.

Legal and Governance Issues

Europeana Foundation Strategy on Forthcoming Procurement

According to MV for the first procurement nothing really changes for EF, transfer of assets will take place for the following procurement. The terms of reference for the first procurement are already very close to those in the CEF programme. The Dutch cabinet has sent a [legislative proposal](#) to Parliament which deals with liability of the management and the board of non-profit foundations. Her understanding is that only in cases of serious misconduct and neglect, will members of the Board be deemed responsible, which is currently the case. The shift from grant to procurement does not affect the Board's responsibility or liability.

PK - CEF grant has put EF in that very position every time. Little has changed in that sense. We should not focus on responsibilities but on how to win the procurement.

JC - affirmed EF is already getting advice from [Arthur's Legal](#). In a strategic choice, the Board should decide whether to focus on managing the risks or on how to win. Not only EF but a consortium of institutions go into the first procurement and they should know what they are signing up to.

Decision 6: the Board was asked to help with the procurement process advising the Executive Director. Paul Keller, Martijn Pronk and Joke van der Leeuw-Roord form the Procurement Group to review and help with the procurement strategy.

More Inclusive Governance Involving Member States

SA - May 2016 [Council Conclusions on Role of Europeana under the Dutch Presidency](#) called upon EF to be more inclusive and get the Member States more involved in decision making processes at Europeana. The current composition of the Board has one MS (the sitting presidency) as a voting Board Member and two other MS (the past and next presidencies) as observers. Besides, MK, RK, MHS and RR are on Europeana Governing Board and also take part in the MSEG. Therefore, in response to the Council Conclusions and in line with this thinking, EF suggests to increase the number of Board Members from 17 to 19 and invite the preceding and succeeding presidencies to the Board as voting Members. This will require amendment of the Foundation statutes. These minutes, when approved by the Board, will serve as the resolution of the Board to amend the statutes and the deed of amendment will then be executed. Through a second resolution the Board will appoint the two new Board Members who will then become voting Members of the Board to all effects. Furthermore, the Council Conclusions invite EF to have more regular contact with the Member States and provide better access to data relevant to them such as country reports, statistics, spending, etc. In response to this request, EF has appointed SA as Member States Liaison Officer to act as the point of contact for the Member States.

MV - Not all MS know that they are currently represented in Europeana Board as 1+2. It's also worth noting the Council Conclusions do not explicitly ask voting rights for MS Board Members. But she expects MS to welcome the proposed amendment.

JM - The presidencies really matter to us and their involvement is important to Europeana.

Action 3: JK and MV to discuss and propose a process for them to solicit the views of their colleagues in all Member States on Europeana matters.

Decision 7: With two abstentions and nine votes in favour of the suggested solution, out of 11 present Board Members at the meeting, the Board approved the suggested



solution and resolved to: 1) partially amend the Foundation's Articles of Association according to the draft provided to the meeting as attached hereto in Annex I; and 2) authorise JC, each board member and each lawyer and notarial employee at Schut van de Ven Notariskantoor B.V., together as well as separately, to execute the notarial deed of amendment.

Action 4: JC to proceed to amendment of the Statutes as detailed in decision 7.

Lobbying for Copyright Reform

Role of Europeana Foundation in Copyright Policy Advocacy

PK - As part of EC's announced copyright modernisation initiative, the Commission has considered legislative options to make it easier to make digitised cultural heritage available online and across the EU. Looking back, in 2013 EC ran a public consultation on the review of the EU copyright rules. Europeana formed a working group to formulate a position. In 2014 the review of the copyright rules became part of EC's working programme. Europeana has been advocating for updated rules for cultural heritage institutions ever since. Mid September this year the Commission presented a proposal for a [directive on Copyright in the Digital Single Market](#) containing some ten interventions, two of which directly address the issues raised by Europeana and Cultural Heritage Institutions: 1) A proposal for a new mandatory exception that allows CHIs to preserve works in their collections, 2) A proposal that would require Member States to introduce legislation to allow extended collective licensing agreements to include all out of commerce works in the same category. The Council and the European Parliament will process the Commission proposal in 2016-2017 under the Slovak Presidency. If a compromise is reached, it can be adopted. The adopted legislation will then have to be implemented by the Member States by 2020. In order to continue advocating on behalf of CHIs, EF has to define a new mandate for its activities in this area. The proposal is that the Board asks the Copyright WG of the Network Association to draw up a draft mandate for the next Board meeting in November.

PK - It is unlikely to have a large contribution / donation to allow us to operate. So the Board has to decide whether EF should strategically be involved in the EU copyright reform and then think of the money and resources issues. The mandate and the money are two different questions. We need to find other sources of funds for copyright activities.

MS - It's not the EF conducting but the volunteer Network Association members under the auspices of EF.

MV - Copyright lobbying is not perceived by the MS as core business of EF.

JC - It is a matter of interpretation of lobbying and advocacy. EF is in fact doing consultancy. Part of this work has been done with LIBER and EBILDA as well as CENL.

Decision 8: With two abstentions, one vote against and eight votes in favour out of eleven attending Board Members, plus one positive vote by mail (JO) Europeana Governing Board requested the Copyright Working Group of the Europeana Network Association to produce a draft for an updated mandate that sets out how Europeana Foundation can further engage in the EU copyright reform process on behalf of the Europeana Network. This draft should be presented to the next Europeana Foundation Board meeting in November for discussion and approval.

DSI II

Steering Committee of DSI II

HV - the Governing Board is represented by MP. A first progress report is expected in December 2016, with a formal review by the European Commission in January or



February 2017. A report for critique and review will be presented at the November Board meeting.

Europeana Network Association

Europeana Network Association Update

MK - The Network Association is preparing for AGM 2016 and Members Council elections in November. The Members Council has been busy with its role in redefining Europeana Strategy, and has contributed to the development of 2017 Business Plan. The upcoming MC meeting in November in Riga will focus on the mission of Europeana Network Association and Europeana's new strategic positioning as well as the voting and elections. The MC elections will run from 8 to 14 November, with 28 seats for election. Association Members will also be asked to vote on the approval of amendments to the Association's statutes, the annual and financial report 2016, and the annual policy and budget 2017.

Proposed Amendment to the Statutes of Europeana Network Association

JLR - Issues have been identified in the statutes of the Network Association some of which are major topics and essential for a transparent and democratic functioning of the Association: 1) access to meetings and the voting rights as reformulated in paper 9B, 2) extension of MC term of service from two to three years, 3) amendment of the bylaws by the MC rather than by the Management Board. If approved by the Governing Board today, the proposal will be submitted to the Network Association during the AGM in Riga. The amendments need the approval of the 2/3 of the cast votes. The Management Board will apply the proposed changes in the coming General Assembly on 8 November in Riga for the purpose of democracy and transparency and to streamline the elections/decision-making procedures.

Decision 9: With two abstentions, nine votes in favour and one positive vote by email, the Governing Board approved to propose the amendments to the Network Association at the AGM 2016.

Progress against Business Plan 2016

Update on progress of Operation Direct

HV - The idea to make it insanely easy for institutions to publish their data directly on Europeana was presented in Paris last March. In-depth interviews were carried out and a series of pilots were implemented for feedback. The results look encouraging underlining strong support for the new vision. By end 2016 we hope to wrap up the experiment and look into a decision as this is also very much related to strategy and BP 2017 discussions.

Content Report

HV - We want quality metadata in Europeana repository. Improving Europeana Publishing Framework is part of plan for BP 2017.

Web Traffic & Social Media Report

HV - Less people than we'd hoped for visit Europeana but the number of downloads is higher than expected. The direction we are going with thematic collections is paying off.

Status of KPIs against Business Plan 2016

JC - We are behind the target of 25 million indexed for this year, due to deindexing by Google on a yearly basis. Google automatically registers EF's content as secondary



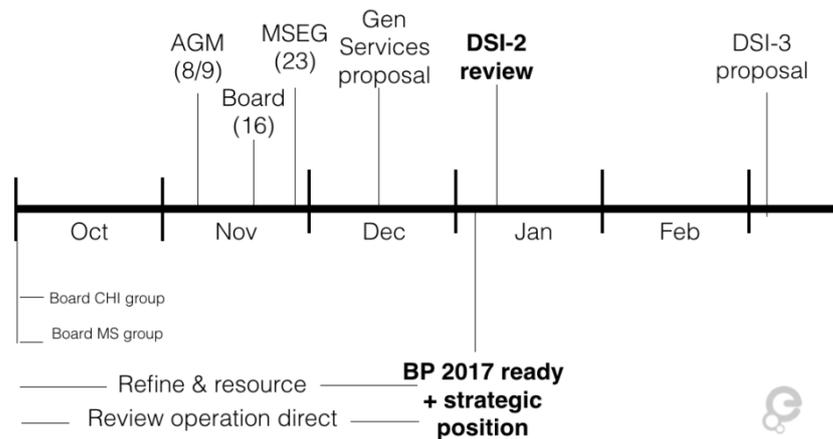
material not primary. So we are not indexed. The serious consequence for us is: not to reach big numbers we hope for.

DSI I Review Results

HV - The review showed very good results and the reviewers were very good.

Business Plan 2017

Update on Progress of Business Plan 2017



HV - The urgency lies in the reallocation of resources. It is important to have BP 2017 strategic position ready by early January, so that we can alter the DoW for next year.

Any Other Business

Decision 10: on behalf of the Board, SL will be asked to attend the following Board Meeting and to make every possible effort to comply with the Board requirement of attending three quarters of the meetings per year.

[Europeana Governing Board Playbook](#)

JC - This Playbook aims to give the new and current Board Members an idea of how the Governing Board works together. The book is a live online document and goes through constant transformation as the governance evolves. She invited the Board to consult the Playbook on various matters and share their comments to meliorate its content.

Circulation:

Europeana Foundation Governing Board Members & Observers

Classification:

Public



Note:
ANNEX I. enclosed.

ANNEX I
To
Minutes of Europeana Governing Board Meeting
Of
27 September 2016
Hilversum, The Netherlands

The verbatim of the amendment to the statutes of Europeana Foundation as discussed under “More Inclusive Governance Involving Member States” and approved by the Board:

Governing Board.

Article 5.

1. The Governing Board shall consist of ~~seventeen-nineteen~~ (1719) natural persons.
If the number of members of the Governing Board is less than ~~seventeen-nineteen~~ (1719), the Governing Board remains authorized. The Governing Board, however, is required as soon as possible, subject to the provisions of these Statutes, to fill the vacant position(s).
2. With due observance to the provisions of paragraphs 3 and 4 of this Article and the Governing Board Bylaws, the members of the Governing Board will be appointed as follows:
 - (i) six (6) members of the Governing Board shall be appointed by Vereniging Europeana from its Management Board;
 - (ii) two (2) members of the Governing Board shall be appointed by the Founders, to represent the Founders; and
 - (iii) ~~nine-eleven~~ (911) members of the Governing Board shall be appointed by the Governing Board, whereby:
 - (a) one (1) member shall be appointed as representative of the European Union Member State holding the position of Presidency of the Council of the European Union;
 - (b) one (1) member shall be appointed as representative of the European Union Member State holding the position of Presidency of the Council of the European Union preceding the European Union Member State referred to under (a) above;
 - (c) one (1) member shall be appointed as representative of the European Union Member State holding the position of Presidency of the Council of the European Union succeeding the European Union Member State referred to under (a) above;
 - ~~(db)~~ four (4) members shall be appointed as representatives of European Associations of Content Holders; and
 - (ee) four (4) members shall be appointed experts to act as representatives of specific skills or expertise as determined by the Governing Board.
3. When composing the Governing Board, the following shall be taken into account:

- (i) at least one (1) but no more than five (5) members of the Governing Board can be employed by or representatives from non-public institutions;
 - (ii) the composition of the Governing Board must be so that the Governing Board is equipped to implement the strategic business plan of the Foundation;
 - (iii) at least ~~eight-ten~~ (8/10) of the members of the Governing Board shall be citizens of European Union Member States;
 - (iv) only persons who perform work or who are employed by entities or institutions working in the area of the objects of the Foundation as set out in Article 3 can be appointed as member of the Governing Board.
4. Members of the Governing Board shall be appointed for the period of two years and they shall be eligible for reappointment once for a second consecutive period of two years. Without prejudice to the previous sentence:
 - (a), the Chair and the Vice-Chair can be reappointed for a third consecutive period of two years;
 - (b) the members of the Governing Board referred to in paragraph 2, under (iii), sub (a), (b) and (c), of this Article shall be appointed for the period of one and a half years and they shall not be eligible for reappointment once for a second consecutive period of one and a half years.
5. The Governing Board will appoint the Chair, the Vice-Chair and the Treasurer from amongst its members. The position of Vice-Chair and Treasurer may be held by the same person.
6. The membership of the Governing Board will end by:
 - i) the expiry of the period for which the relevant member of the Governing Board has been appointed, or by his earlier resignation in accordance with a resignation roster;
 - ii) death of the relevant Governing Board Member;
 - iii) the relevant Governing Board Member being declared bankrupt or being granted suspension of payments;
 - iv) the relevant Governing Board Member being placed under guardianship or losing the right to dispose of his capital in any other manner;
 - v) the relevant Governing Board Member in the event of inadequate performance;
 - vi) resignation in writing of the relevant member of the Governing Board;
 - vii) dismissal of the relevant member of the Governing Board by (i) Vereniging Europeana, if such member of the Governing Board was appointed by Vereniging Europeana, (ii) the Founders, if such member of the Governing Board was appointed by the Founders, or (iii) by the Governing Board, if such member of the Governing Board was appointed by the Governing Board.The reasons for the dismissal will have to be laid down in writing.
7. The Governing Board may appoint observers who shall have the right to attend all meetings of the Governing Board. Observers shall not be members of the Governing Board. Observers may be appointed with observance of the following:

- a. observers may be nominated for appointment by any member of the Governing Board, subject to approval of the majority of the members of the Governing Board;
 - b. up to two (2) observers may be appointed to represent the European Union Member State holding the position of President of the Council of the European Union, of which one shall represent the respective Member State's predecessor and one shall represent its successor;
 - c. any former member of the Governing Board may be appointed observer; and
 - d. one (1) observer may be appointed to represent the European Commission.
8. The remuneration of the members of the Governing Board is restricted to an expense allowance or a minimum attendance fee.