

MINUTES

GFMD General Assembly, April 2022, Brussels

Date | Time 05 April 2022 | 15:00 CET | *Meeting organised by* GFMD Secretariat

Attendees

1. Mira Milosevic, Tom Law, Laura Becana Ball, Anne Marie Hammer, Biba Klomp, GFMD Secretariat
2. Jan Lublinski, DW Akademie
3. Ruth Kronenburg, FreePress Unlimited
4. Kim Lagae, Brussels Notary
5. Zoe Titus, Namibia Media Trust, Global Forum for Media Development Chair
6. Owais Aslam Ali, Pakistan Press Foundation
7. Lars Boering, European Journalism Centre
8. Remzi Lani, Albanian Media Institute
9. Christine Liehr, Thomson Foundation
10. Ehsan Ahmed Sehar, Rural Media Network Pakistan
11. Toby Mendel, Centre for Law and Democracy
12. Marvin Hokstam, Association of Caribbean Mediaworkers
13. Gilles Herbert Fotso, Panos Institute West Africa
14. Ahmad Quraishi, Afghanistan Journalist Centre
15. Anu Karvinen, Finnish Foundation for Media and Development
16. Jeanne Bourgault, Internews Network

Agenda

1. Welcome
2. Adoption of the final version of the new GFMD Constitution
3. Approval of the 2021 Steering Committee elections
4. Adoption of the 2021 final accounts
5. Adoption of the 2022 budget
6. Acceptance of the GFMD auditors
7. Aob

1. Welcome

Zoe Titus (ZT) provided a brief background on the role of the GFMD General Assembly, including an outline of the outcomes of the last GA meeting, which was held in Tirana in September 2021. She then went over the process of organising this meeting and the agenda that will be followed, emphasising that this is a purely administrative General Assembly. To that end, this meeting was held in order to fulfil the legal requirements of

GFMD's Brussels registration and to adopt the minutes of the previous GFMD General Assembly in Tirana. Titus stated that these minutes have already been approved.

She then gave attendees the opportunity to add anything to the agenda, but there were no requests.

2. Adoption of the final version of the new GFMD Constitution

Next, **ZT** invited **Mira Milosevic (MM)** to give a brief background on the process of formalising the final version of the new GFMD Constitution:

- Belgium passed a new law a few years ago, and the GFMD is updating all bylaws and procedures to reflect this change in legislation. This law requires that if there is a substantial change in the Constitution, as it occurred during the GA 2021 in Tirana, it must also be done in the presence of a notary. Additionally, there must be an adoption of all changes that followed the change in Constitution (ex: the development of the Steering Committee).
- Members have all been previously consulted on the content of the Constitution, but there have been minor changes due to legal requirements which must be approved (auditor, yearly meeting of GA, etc.).
- Following up on agreements made at the GA in Tirana, the new Constitution is currently being registered as the GFMD's new statute, Steering Committee and Executive Committee members have now been registered in Belgium as administrators of the GFMD, and translations have been shared across mailing lists and platforms.
- Main administrative change in the Constitution is the designation of the GFMD Executive Committee as the main administrative body, something the previous Constitution did not outline clearly. The new Constitution defines the Executive Committee as the Chair (Zoe Titus), Deputy Chair (Jan Lublinski), Treasurer (Ruth Kronenburg), and Executive Director (Mira Milosevic).

Before formally moving to allow the GA to adopt the new Constitution, Titus provided an opportunity for questions and clarifications, to which there were no objections or requests. **Ruth Kronenberg (RK)**, on behalf of the Executive Committee, subsequently opened up the poll for voting on the adoption of the final version of the new Constitution. ZT reminded members that each organisation is given one vote, regardless of number of representatives.

In order to comply with Belgian law, the notary, **Kim Lagae (KL)**, had to review and repeat the decision process that was taking place before the adoption was finalised:

- Review of members present, structure on Zoom, voting process
- Stated that it is acceptable to vote via "digital hand" on Zoom, as the polls function proved difficult
- Asked **Tom Law (TL)** about the existence of proxies to sign the deed as the majority of representatives were online, with there being 103 members but only 12 members present or in the Zoom meeting
- Established the confirmation that there does not need to be a certain number of members present for the decision to be made, both **MM** and **TL** confirmed
- Requested the exact date on which the invitations were sent, TL confirmed they were sent via the GFMD member mailing list on 3 and 4 January 2022, with agenda included

KL then asked all members present to raise their hands in approval of the adoption of the final version of the new GFMD Constitution, stating that the decision would be finalised once the Ministry of Justice in the Belgian Government approved the change. **ZT** requested members, with a show of hands, to formally adopt the new Constitution which was then approved and formally adopted by the General Assembly members.

3. Approval of the 2021 Steering Committee elections

ZT moved onto the approval of the 2021 Steering Committee elections, highlighting that another requirement of the GFMD's Brussels registration is to have **KL**, as the notary present, witness the approval of the Steering Committee. **MM** provided background on the process before the decision was placed before the members present:

- GFMD respected everything outlined in previous and current constitutions when it came to electing the Steering Committee members.
- Members were invited to submit their candidacies 60 days in advance and their submissions were then shared with designated representatives of each member through a secure link.
- Voting took place from 21 - 28 September 2021, with the Voting Commission meeting on 29 September to count and verify all votes fairly.
- During the General Assembly in Tirana, which took place on 30 September 2021, out of 103 general members with 81 members eligible to vote, 60 votes were cast and all elected members of the new Steering Committee were announced.

Before formally approving the 2021 elections for the GFMD Steering Committee, **ZT** asked whether any members had questions or needed clarification on the decision. As no hands were raised, **ZT** called for the vote of approval to take place, with members raising their hands in support. With over 2/3 of the members approving the elections, **ZT** announced that the election of the Steering Committee, set to serve for the next four years, was officially approved.

ZT moved on to the Executive Committee confirmation, asking **MM** to provide a short overview again:

- Election of **ZT** (Chair), **RK** (Treasurer), and **Jan Lublinski JL** (Deputy Chair) took place during the GA meeting in Tirana, following the announcement of the Steering Committee
- In accordance with the Belgian law, these appointments need to be formally approved
- Executive Committee's approval would also be held at the upcoming Steering Committee meeting, which took place on 7 April 2022 in Perugia

While no specific action by the GA was necessary, **ZT** noted that all members had now been duly informed.

ZT proceeded to the confirmation of the Executive Director, as outlined in the Constitution.

- In accordance with the notary's advice, the GA must formally and officially appoint **MM** as the Executive Director and confirm that the position of the Executive Director is a non-voting member of the GFMD's Executive Committee.
- The Steering Committee would meet at the International Journalism Festival in Perugia, and this item would be on the agenda.
- While no action was to be taken by the GA, **ZT** emphasised the importance of properly informing members of the approval of titles and bodies.

ZT then announced that the formal portion of the General Assembly, which required the presence of the notary, had concluded and outlined the agenda for the remainder of the meeting.

4. Adoption of the 2021 final accounts

Next, **MM** provided an overview of the annual accounts and audit procedure:

- Another positive year with a clear audit report, providing the complexities of running an international network throughout the pandemic

ZT invited **RK** to provide additional comments regarding the accounts:

- Impressed with GFMD's ability to, for a second year in a row, end up in the black figures
- Positive to see that the number of donors and grants has increased substantially

Before placing final accounts to a vote, **ZT** allowed for questions and concerns to be raised.

- **Toby Mendel (TM)** raised concerns about the difficulty in understanding some of the auditing language and requested that the accounts be made available in English in the future.
 - **TL** responded, explaining that the audits were received in French and without substantial time to translate, committing to deliver the reports in English moving forward to ensure members are able to confirm all audits for themselves.
 - **MM** stated that the accounts had already been requested in English and once received, would be sent out to members.
- **Gilles Herbert Fotso** asked whether the decision of approving the 2021 final accounts required postponement given the lack of an English audit:
 - **TM** stated that despite his query, he felt comfortable approving them
 - **MM** offered the opportunity to thoroughly go through each point to facilitate a better understanding among GA members
 - **RK** and **JL** explained that much time and resources had been allocated to reviewing and ensuring the audits were done right, with **RK** specifically translating and confirming the accounts

ZT then asked all GA members to vote for the approval of the 2021 final account audit and the motion was successfully adopted.

5. Adoption of the 2022 budget

Next on the agenda was the adoption of the 2022 budget, which was shared with members ahead of the meeting. **MM** gave an overview:

- Although budgets are regularly prepared for the Steering Committee meetings, GA members have not previously been able to access them.
- The 2022 budget follows the outline provided to the Steering Committee and remains consistent to precise budget work produced by the GFMD in the last three years (clear description of budget and a clear analysis following).
- The projection is based on expected projects, activities, income, and expenses – based on the current situation in the Secretariat, events planned for the rest of the year, and contributions from members (roughly €120,000 annually from membership fees).
- With regards to donor funding, everything that was already committed was included in the budget
 - Additionally, the Open Society Foundations (OSF) has committed to providing the GFMD with another core grant of \$250,000, but was not included in the budget due to lack of clarity on whether it will fit into the 2022 or 2023 budget line.
- **MM** explained that **RK** had gone through the budget thoroughly and suggested breaking it into more lines, a proposal accepted by the GFMD.

- GA members will receive a comparative, real situation at the end of the year to highlight GFMD progress in relation to the set out targets.

ZT invited **RK** and all other GA members to ask questions or make comments about the budget:

- The budget was agreed upon at the meeting; however, as the Secretariat learns more about the upcoming OSF grant, **RK** suggested a revised budget be presented at a later date.
- **Lars Boering** asked whether the OSF grant falls under the project funding or core funding
 - **MM** answered it is core funding
- **Toby Mendel** questioned how the €65,000 surplus is generated and requested that moving forward, GA members are given access to the Excel file in which the budget is formed so as to view the formulas and calculations for themselves
 - **MM** explained that within the D section of the balance section of the budget there are two green lines, one being core funding and the other project funding, which together equate €151,000. Then, there are total expenses and additional expected expenses due to increased project funding. When these are summed up, there exists total expenses on the negative side with the green and red balancing out to provide the figure in question.
 - **MM** highlighted that increased funding results in an increased need for project consultants, meeting and travel costs, and overall project variable costs.

ZT requested the approval of GA members on the 2022 budget, which was adopted successfully.

6. Acceptance of the auditors

ZT moved on to the final item of the agenda – the nomination of the auditors of the 2022 financial accounts:

- The GFMD Secretariat put forward CHRISTIAN MISSANTE SRL to audit GFMD accounts for the current financial year.
- **ZT** noted that the details of proposed auditors were announced ahead of the meeting.

ZT requested the approval of GA members on the GFMD auditors, which was accepted successfully.

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