



# Strategy Development

2012-2016

General Assembly

2012

## Review of Options & Recommendations

# Agenda

- ❑ Day 1 PM (13:30 - 17:00)
  - ❑ Present “opportunity”/”dilemma” - EDRI Board member &/or ED
  - ❑ Review discussion process and proposed agreements - McCormick
  - ❑ General discussion - McCormick moderates
  - ❑ Straw vote(s) to identify
    - ❑ Areas where there is consensus
    - ❑ Areas where consensus may be obtained, with more work on language or conception
    - ❑ Areas where consensus is unlikely, where a choice must be made between options
  - ? Evening working session of interested participants to review language/options
- ❑ Day 2 PM (11:30 - 17:00)
  - ❑ New Board introduced - Andreas
  - ❑ Present modified proposal for formal vote - discussion & vote - President
  - ❑ Agenda & dates for Extraordinary session approved - President
  - ❑ Review proposed fundraising plan - Joe

## Context

- ❑ EDRi is celebrating 10 years of promoting and protecting digital rights in Europe.
- ❑ Over the years 30+ organizations have been members of EDRi, 28 are members now, and 4 seek to join this year.
- ❑ EDRi's annual budget has ranged from ca €5,000 at its lowest to ca €250,000 at its greatest. It has operated with no staff, one staff, and now a staff of three.
- ❑ During this period, concern for digital rights, for the implications of government policies, and for the effects of corporate practices has grown exponentially
- ❑ Over this period, industry lobbying for the interest of corporate clients has grown exponentially. Civil society response has been vigorous at the national level in some countries (Holland, Germany, UK...), but capacity in Brussels is weak.
- ❑ There is great interest on the part of digital rights supporters in funding a stronger civil society presence at the EU level

## Challenge

- ❑ EDRi in Brussels can appear to outsiders to be relatively “fragile”
  - ❑ “Professional” staff few, future of office always uncertain
    - ❑ Critical capacities delegated to board (e.g. payroll) or member organizations (wiki, mailing list...)
    - ❑ Board performs critical staff/administrative functions
  - ❑ Governance “weak”
    - ❑ a number of members are relatively inactive, but retain voting power nonetheless
    - ❑ it has been difficult to find members to serve on Board
    - ❑ a preference for consensus can make decision-making slow. Not clear how EDRi will deal with differences of opinion
    - ❑ Seems possible that it might change direction at any GA - concern about consistency
  - ❑ Identity unclear: an umbrella for all organizations? A consortium of the most significant civil society players? A club of organizations lucky enough to join early?
- ❑ Not clear that funders will support EDRi at higher level unless both governance and office are strengthened

## Opportunity

- ❑ Brussels is *certain* to have at least one well-funded, professionally staffed, “large” civil society organization focused on digital rights
  - ❑ The organization will be seen as the civil society counterpart to industry and government lobbying capacity...
  - ❑ It will engage with EU commissioners, MEPs and other policy actors in Brussels on a high level...
  - ❑ It will produce high quality analyses, position papers, advocacy briefs....
  - ❑ It will be viewed as peer to BEUC, Transparency, Finance Watch...
- ❑ EDRi can:
  - ❑ **Be** that organization (with certain changes)...
  - ❑ **Include** that organization (newly created) as a member...
  - ❑ Operate independently of that (newly created) organization...
- ❑ Under all scenarios, digital rights and citizen rights vis-à-vis the digital environment benefit...

# Discussion Process & Progress

	Session 1 February 16	Session 2 February 23	Session 3 March 8	Session 4 March 13	Session 5 March 22	Session 6 March 27
Participants	APTI Bits of Freedom EDRi staff IRIS IT-POL Panoptykon VIBE!AT Vrijschrift	APTI Bits of Freedom EDRi staff IT-POL Panoptykon Vrijschrift	APTI Bits of Freedom EDRi staff IT-POL Open Rights Grp VIBE!AT Vrijschrift	APTI Bits of Freedom EDRi staff EFFI IT-POL Open Rights Grp Panoptykon Vrijschrift	Bits of Freedom EDRi staff FIPR Open Rights Grp Panoptykon VIBE!AT	EDRi Board (APTI) (VIBE!AT) (Vrijschrift)
Discussion / Agreements	<p><b>Agreement on goals &amp; process</b></p> <p>Initial articulation of “value proposition” (business case)</p> <p>Agreement on scope of changes to consider</p>	<p>Agreement on draft “<b>value proposition</b>”</p> <p>Agree on initial formulation of business plan for Brussels office</p> <p>Initial review of governance</p>	<p>Agreement on <b>parameters of EDRi Brussels office</b></p> <p>Review three possible models for EDRi governance</p> <p>Agree on questionnaire</p>	<p>Review questionnaire</p> <p>Articulate initial draft of proposed governance model (members, board, non-voting participants...)</p>	<p>Second formulation of governance model:</p> <ul style="list-style-type: none"> <li>-Members</li> <li>-Non-voting members</li> <li>- Fees</li> <li>-- Board</li> </ul>	<p>Revised presentation of governance model</p> <ul style="list-style-type: none"> <li>-Members</li> <li>-Observers</li> <li>- <b>Agreement on Board authorities / responsibilities</b></li> </ul> <p>Agree on agenda discussion at GA</p>

## Overall Outcomes

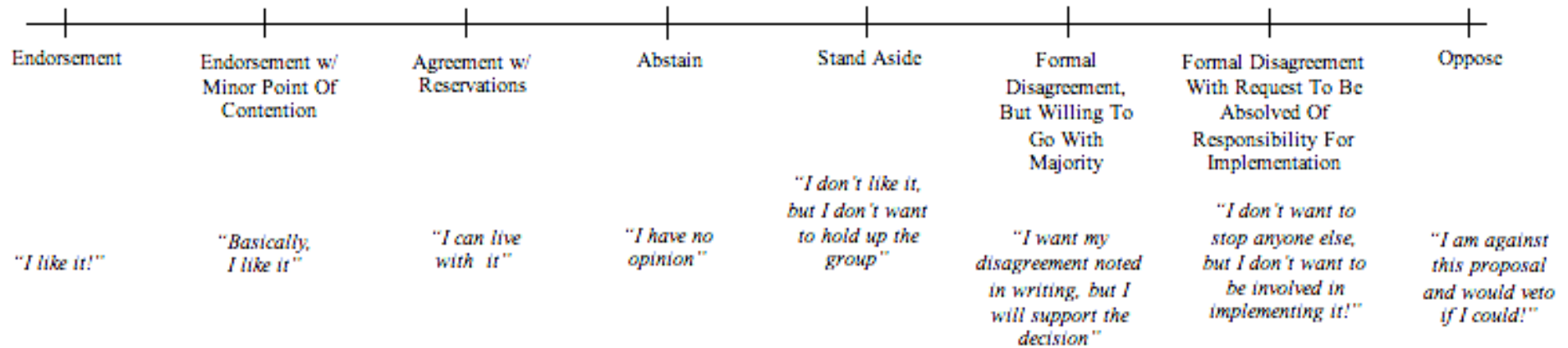
Strategy Development Process

- ❑ Agreement on which changes to EDRI's *structure, operations, governance* to propose to members at general assembly...
- ❑ A thorough review of options, advantages, disadvantages, possible consequences...

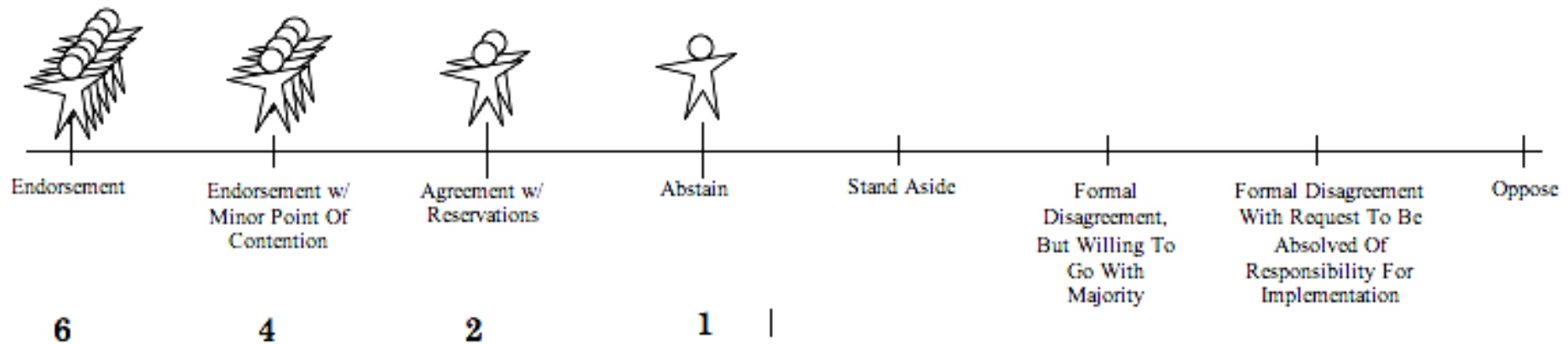
# Potential "Consensus" Tool

## GRADIENTS OF AGREEMENT

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**STRONG SUPPORT** (can probably safely proceed to implement)





# Value Proposition

(not a revised “*mission statement*” -  
a statement of what EDRi actually does)

- ✓ *EDRi provides a strong civil society voice and platform to ensure that European policy which has an impact on the digital environment is in line with fundamental rights. To this end, EDRi:*
  - *provides policy makers with expert civil society-focused analyses of basic and complex digital rights issues;*
  - *leverages the power of national members to ensure that challenges are addressed effectively at the national and European level;*
  - *ensures that European civil society and citizens interests are reflected in the global debate about the future of the internet, the information society and digital media; and*
  - *provides a platform for its members organizations to coordinate actions, amongst themselves and with the Brussels office.*



## EDRi Activities, per Statutes

**EDRi achieves its objective by the means set out in Article 2 of its statutes:**

- (1) monitoring and reporting, raising awareness of and providing education about threats to civil rights in the field of information and communication technology,*
- (2) conducting policy research and offering the result to the public and to national and international bodies;*
- (3) serving as a platform for cooperation and common activities and to combine the influence, experience, knowledge, and research of the Members;*
- (4) engaging in advocacy at a national and international level such as by making representations to bodies such as the European Union, the Council of Europe, the OECD and the United Nations; and*
- (5) organising and participating in conferences and other public events.*

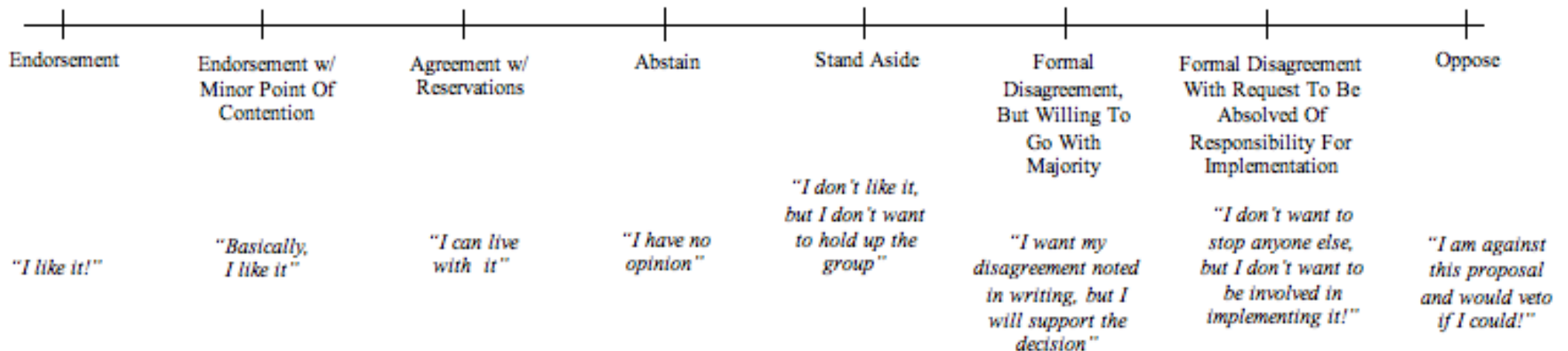
## General Assembly Confirmation

? *Do we agree with the formulation of the “value proposition” to guide EDRi’s practical work?*

*Yes*

*Need more time to study*

*No*



# EDRi Brussels Office

## •Staffing

- ✓ **Executive Director (1):** senior professional, on par with heads of other Brussels NGOs (consumer affairs, finance watch, environmental protection...). Able to represent EDRi at highest levels (Eu. Parliament, major press/TV, major debates...). Salary on par with peers at NGOs.
- ✓ **Advocacy Managers (3-4):** mid-career professionals with backgrounds in law, IT, advocacy. Familiar with Brussels. Able to represent EDRi at working groups, technical groups, prepare position papers & analyses...). Good communicators: able to draft press releases, blog, update website. At least one tasked in particular to liaise closely with members, address their needs, coordinate activities, recruit partners in regions without EDRi members, etc. Salaries on par with NGO peers.
- ✓ **Business/Office Manager/ (1):** oversee all business matters - financial management, payroll, purchasing, contracting, office maintenance, booking, etc.
- ✓ **Fellows:** mid-career or senior professionals on secondment to EDRi, with funding from other sources.
- ✓ **Interns:** young professionals doing post-graduate internships.

# EDRi Brussels Office

- **Offerings (Products & Services)**

- Internal** (EDRi members)

- Weekly report of developments regarding digital civil rights in the European Union
- Participation in and/or organization of capacity-building events for members and invited civil society actors, in Europe and abroad
- Support for member organizations and observers seeking to interact with the European Union institutions (introductions, host events, prepare briefings...)
- Regular e-mail interaction to consult with and inform members with regard to ongoing policy issues. Maintain collaboration tools (wiki, intranet, web meetings) for members
- (OD support for members? Training, capacity building)

- External** (European civil society & others)

- Regular publication of analysis documents for press, journalists and policy-makers
- Participation at policy conferences and consultations organized for or with the European institutions
- Ongoing liaison with all levels of the EU institutions, including participation in all relevant formal written consultations
- Fortnightly EDRigram to supporters and others
- Design & lead advocacy campaigns on issues of broad importance to EDRi
- Liaise actively with press; provide briefings, responses, op-eds...



# EDRi Brussels Office

- **Office / ICT**

- Convenient location for EU/civil society interaction
- Desk-space for 6 full-time staff & 3-4 fellows/interns
  - Open-office format?
  - Two meeting rooms
- Server, firewalls, intranet, collaboration software (wikis, webinar, intranet...)

- **Budget**

- €600,000 year minimal (2012-13)
- Possible growth to ca. €1.2 million+ /year in 5 years



## EDRi Office Budget Breakdown

<u>Category</u>	<u>Explanation</u>	<u>Amount</u>
Salaries	Including ca. 40% social charges	€350,000
Office expenses	Lease, utilities, supplies	€105,000
Travel, events	Airfare, accommodation, fees	€75,000
Program expenses	Publications,	€10,000
Expert fees	ICT set up, accounting, legal, other	<u>€60,000</u>
	<b>Subtotal, Expenses</b>	<b>€600,000</b>
<u>REVENUES</u>		
Membership	Large & small contributions	€50,000
Grants	Foundations	€500,000
Public	e.g., Website contributions	€10,000
Other	e.g., Issue-specific corporate partners	<u>€50,000</u>
	<b>Subtotal, Revenues</b>	<b>€610,000</b>

# EDRi Brussels Office

- **Day to Day operations**

- ❑ ED operates within *broad* principles & directives of Members, delivered at **GA**
- ❑ ED operates within *specific* yearly strategy & budget approved by the **Board**
- ❑ ED seeks funding based on approved strategy & budget. If necessary, **Board** signs off on funding requests, terms & conditions...
- ❑ ED & Advocacy Managers understand that **working coalitions** are the norm for most areas (including EDRi members, observers, others by invitation of ED)
- ❑ ED represents EDRi on all operational matters
  - ❑ Hires & sets terms of service for other staff; conducts annual performance reviews; terminates
  - ❑ Approves work plan for Advocacy Managers & others
  - ❑ Approves EDRi work products (e.g. analyses, documents, position papers...) from staff, fellows, consultants
  - ❑ Determines who represents EDRi in particular venues (conferences, panels...)



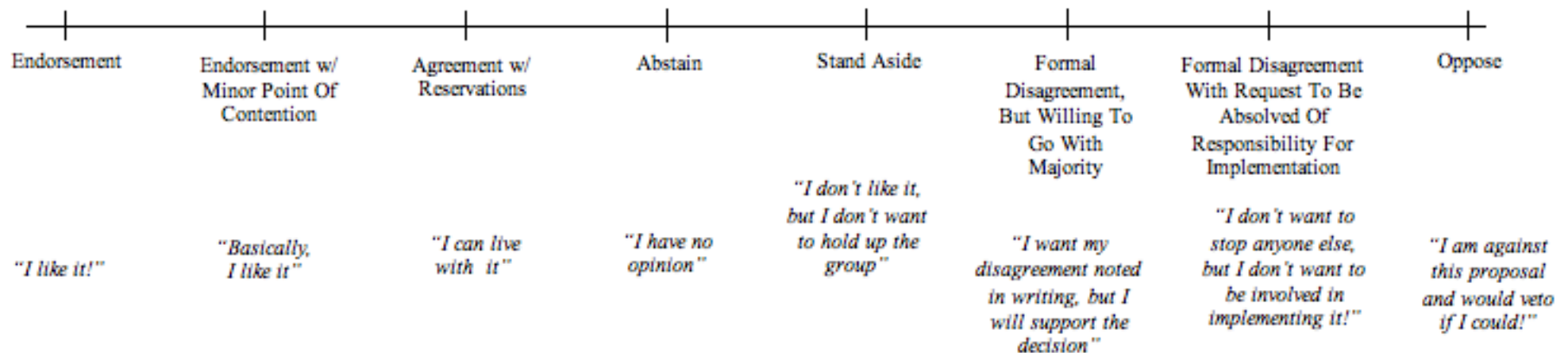
## General Assembly Confirmation

? *Do we agree on the basic parameters of the EDRi Brussels office (should we be able to secure funding to this end)?*

*Yes*

*Need more time to study*

*No*



# EDRi Governance

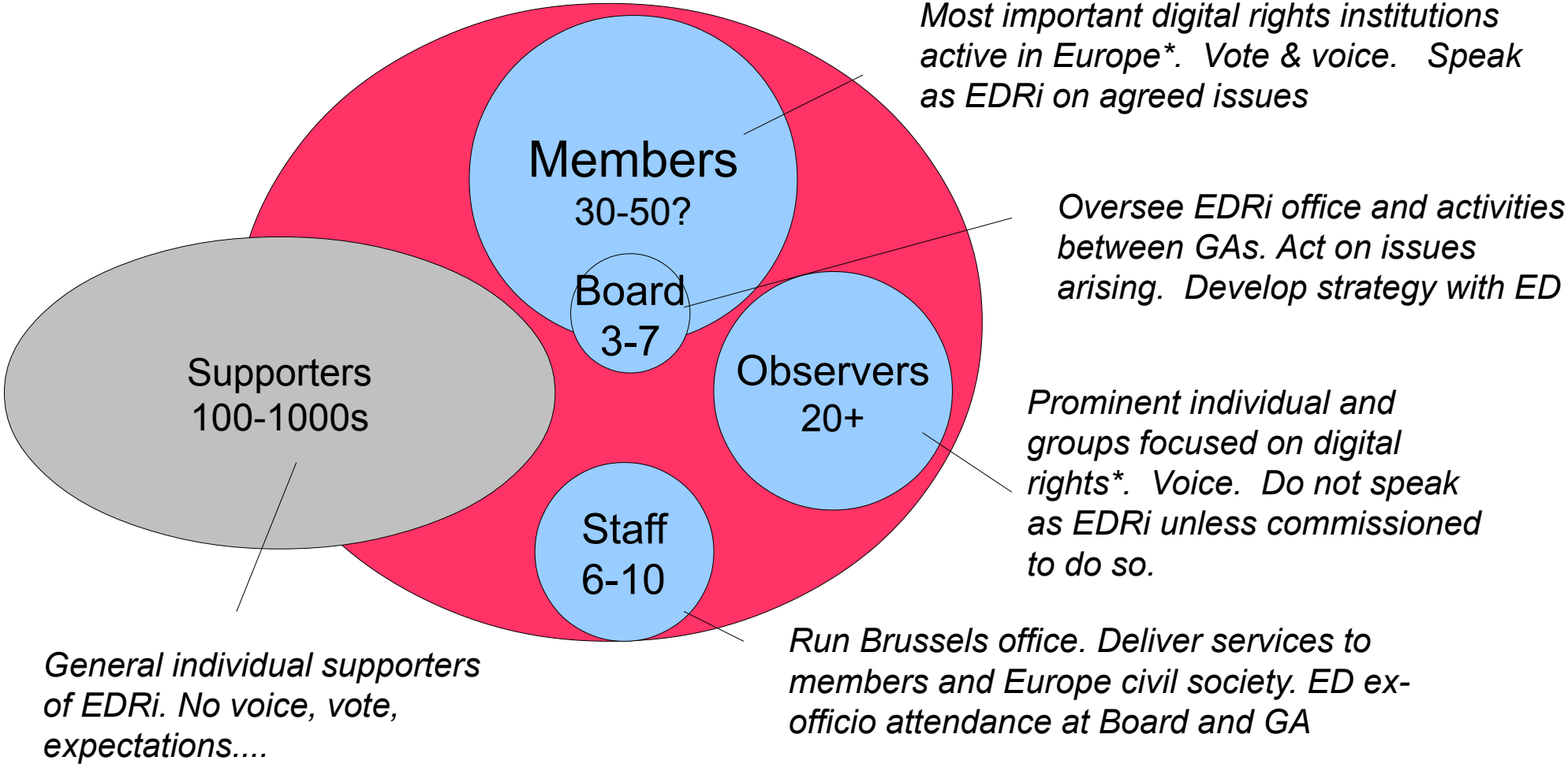
	Option 1	Option 2	Option 3	Option 4
	<i>"Status Quo+"</i>	<i>"Grand EDRi"</i>	<i>"EDRi Étroit"</i>	
Composition & Role of Membership	<ul style="list-style-type: none"> <li>•Add 2-3 members. Perhaps remove 2-3 inactive ones as well</li> <li>•No individual "members", only observers</li> <li>•Members free to be involved or not.</li> <li>•Consensus focused</li> <li>•GA as in past.....</li> </ul>	<ul style="list-style-type: none"> <li>•EDRi open to wide range of relevant NGOs</li> <li>•Associate membership or observer status open to individuals, groups, university departments....</li> <li>•General Assembly as discussion, sharing and ratification meeting. Voting.</li> <li>•Members do not "represent" EDRi per se. Members may have different views on some issues</li> </ul>	<ul style="list-style-type: none"> <li>•Reduce EDRi to only 10-12 most active members.</li> <li>•No more than 2 from any country?</li> <li>•Very careful selection of new members. Must be active.</li> <li>•General Assembly as decision-making meeting. Consensus.</li> <li>•Members essentially represent EDRi on issues. Try hard to speak with one voice</li> </ul>	
Role of Board	<ul style="list-style-type: none"> <li>•Officers of GA.</li> <li>•Mediate between members and members &amp; staff</li> <li>•Hand off administrative functions to office</li> </ul>	<ul style="list-style-type: none"> <li>•Acts as main governing body of network and Brussels office</li> <li>•3-5-7 members. 2-3 year terms, staggered</li> <li>•Very significant authority delegated from members in between GAs</li> </ul>	<ul style="list-style-type: none"> <li>•Act as "officers" of the GA.</li> <li>•3 (President, Sec., Treas)</li> <li>•Much consultation with members.</li> <li>•Limited authority outside of GA</li> </ul>	
Role of ED	<ul style="list-style-type: none"> <li>•Seek input from members. Consult on issues of importance to individual members</li> <li>•Consult often with board</li> <li>•Essentially "general secretary" to EDRi.</li> <li>•Probably not senior level position over long term.</li> </ul>	<ul style="list-style-type: none"> <li>•Responsible for strong day-to-day leadership. Oversees largish staff. Little staff-board or staff member interaction</li> <li>•Close working relations with board President. Interact with whole board during quarterly meetings</li> <li>•Interact with many members only at GA</li> </ul>	<ul style="list-style-type: none"> <li>•Intensive interaction with all members.</li> <li>•Understands he/she has "board" of all 10-12 members</li> <li>•"Co-lead" initiatives with members</li> <li>•Staff may work closely with members</li> </ul>	

## EDRi Governance - Membership

- ❑ EDRi will remain such that a core group of committed European nonprofits guide its work as voting *Members*, and will continue to open itself to a wider group of *Observers*, institutional and individual, who will both benefit from EDRi's membership and help make EDRi a Europe-wide civil society platform. The *members* will, by virtue of their voting rights, always be able to determine the nature, size, scope, range of EDRi and make adjustments as circumstances warrant. Only full *members* can “speak” as EDRi members, per se.
- ❑ Meetings of the General Assembly (Ordinary Meetings) will be the formal forum at which medium and long-term strategy are debated, and from which the office and network take their overall direction. *All members* are expected to attend; *observers* who attend will be able participate in straw votes and other methods of determining where interests and priorities lie. (Other invited guests may also be in attendance, depending on the wishes of the GA).
- ❑ The *business meeting* portion of the General Assembly (electing Board, electing members, approving budgets, discussing sensitive matters, etc...) will be restricted to *members* (unless observers or guests have been invited by unanimous consent of members present). Members may attend the business meeting of the GA by online means.
- ❑ (EDRi will also welcome *supporters* who get EDRigram and support EDRi. A supporter might attend an EDRi event (including GA) as a guest).



# EDRi



\* Elected by Members, based on judgement of members. Covered by Statutes, resolutions, etc...

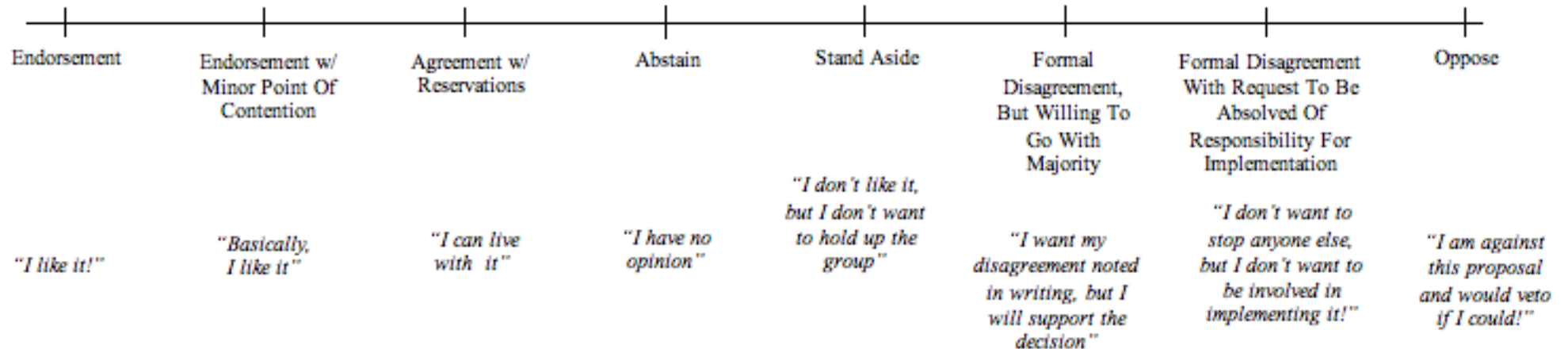
## General Assembly Confirmation

? *Do we agree on the basic elements of EDRI's membership structure going forward?*

*Yes*

*Need more time to study*

*No*





## EDRi Membership – Existing Criteria

- 1. Organisational structure.** members shall be legally constituted under the laws of their country or countries of origin.
- 2. Mission and focus.** Members are expected to focus on one or more issues related to digital rights. This focus should ideally be set out in the member organisation's constitution or be a part of the institution's long-term, rather than incidental, focus
- 3. Means of action.** Members must employ similar means of action to EDRi in order to further their objectives, which may include initiating court actions against measures which threaten digital rights.
- 4. Activities in Europe.** Members are established in countries of the European continent or focusing at least part of their activities on this continent and its institutions.
- 5. Not for profit and non-governmental.** In order to avoid any conflict of interest, members should not report directly or indirectly to a national or international body. Partial funding may come from governmental institutions or by private companies, but independence should be guaranteed.
- 6. Fees:** All members are required to adhere to the obligations as set out in the statutes, including the payment of membership fees.



## EDRi Membership - Expanded Criteria

- registration as a nonprofit nongovernmental organization in country of operation
- active in promoting digital civil rights in Europe (country/region/area) for at least \_\_\_ years before candidacy and during membership, using methods compatible with EDRi's mission/VP
- internal statutes/bylaws/policies which assure independence from industry or government interest groups; no conflicts of interest\* in \_\_\_ years before candidacy and during membership
- a history of active engagement on EDRi working groups, discussions, and related activities;
- regular attendance at the General Assembly and/or other important EDRi functions;
- payment of annual fees as determined by the Board of Directors and General Assembly.

### *Additionally, for candidates/aspirant members:*

- active support for candidacy from an existing EDRi member
- judgement of existing EDRi members that candidate's membership is beneficial to promotion of digital rights in Europe

### *For all members, candidates & observers*

- Strict adherence to policies and directives regarding confidentiality, speaking on behalf of EDRi, abiding by decisions of General Assembly & board.

\* a conflict of interest is defined as any situation in which an institution has taken a position which is considered by a majority of other EDRi members to be contrary to the interests of citizens or to restrict the rights of individuals.



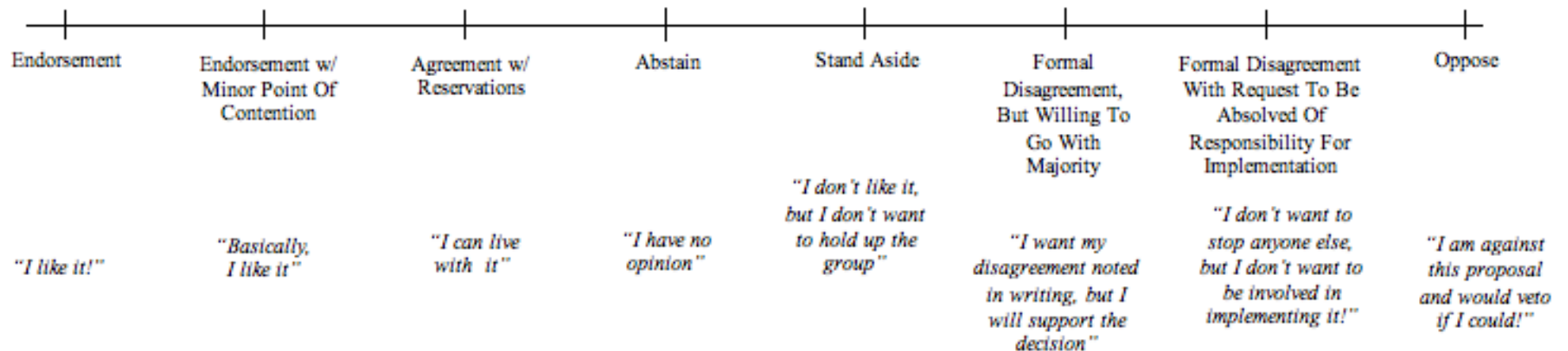
## General Assembly Confirmation

? *Do we agree on the new/expanded criteria for EDRi's membership (and observer status) structure going forward?*

*Yes*

*Need more time to study*

*No*





## EDRi Governance – Board

- ❑ Between GA meetings, a stronger Board of Directors will provide high level oversight of the professional staff (having been relieved from most administrative burdens though additional staffing in Brussels).
  - ❑ Members alone will nominate and elect the board and President. The board will elect other officers (VP, Treasurer, Secretary...) from among its members (per current Statutes)
  - ❑ The Statutes will permit the board to expand to include more members if desired (e.g, to 5 or 7 as EDRi grows); the Statutes will not preclude non-Member representatives from serving on the board, but a Resolution of the GA will dictate that, at present, only representatives of full members shall be nominated and elected. Election to the board will be for staggered terms, so that on average no more than 1/3 of the board is replaced in any year.
  - ❑ The board will determine its own schedule of meetings (possibly quarterly), based on workload and board members' availability. Meetings will generally be held on-line.
- ❑ The Board will select, supervise & determine terms of service of the Executive Director
- ❑ Where it is anticipated that EDRi will be dealing with highly sensitive dossiers, the board will in general approve the membership of working groups charged with these dossiers.
- ❑ The Board will approve or amend the agenda proposed by the ED for the General Assembly and its business meeting.

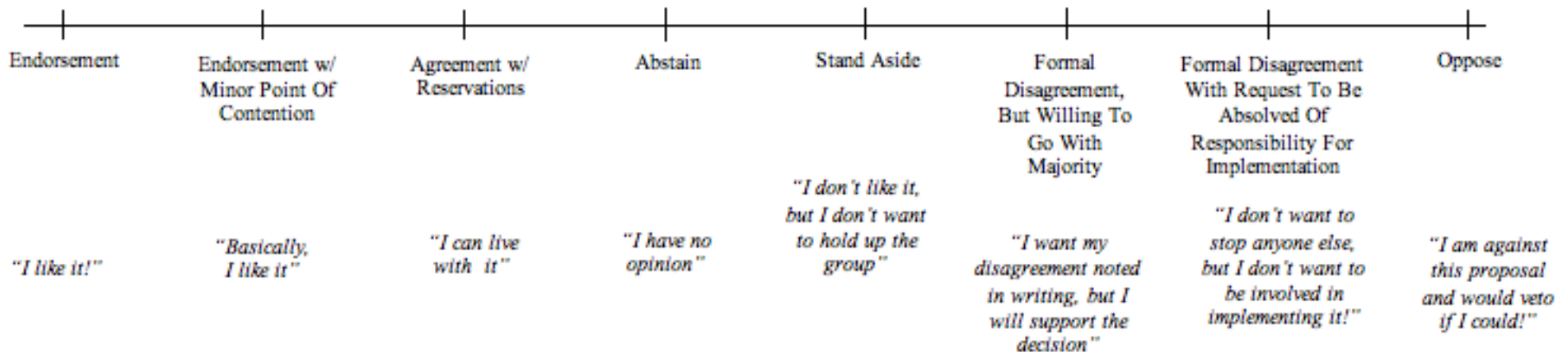
## General Assembly Confirmation

? *Do we agree on the role and makeup of the board going forward?*

*Yes*

*Need more time to study*

*No*



## EDRi Governance - Operations

- ❑ The mailing list and other collaboration/discussion tools will continue to serve to communicate with members and update them on developments. EDRi's mailing list will be open to all members (voting and non-voting). In exceptional circumstances, the Board may instruct EDRi staff (and the staff may so propose to the board) that access to certain dossiers be limited to members of particular working groups. On the other hand, EDRi's staff, board and members will all also seek ways to deepen the members' formal and informal engagement with each other, such that EDRi remains a vibrant *network*, rather than a highly structured organization.
  - ❑ EDRi may eventually hold regular additional meetings for interested members (for example, training sessions on issues, capacity-building sessions...), but these will not generally deal with business or overall strategy matters.
- ❑ EDRi's Brussels office / staff is charged both with developing plans to implement the strategic directions determined by the GA, *and* with suggesting to the GA where issues, opportunities and threats require EDRi's engagement. The ED is expected to be a leading professional in the field, treated as a peer by leaders of EDRi member organizations and by the board. The office will provide the board and full members with a regular quarterly summary of activities

## EDRi Governance - Summary

	Strategy	General Assembly	Working groups, activities
Voting Members	<ul style="list-style-type: none"> <li>• Discuss &amp; agree on overall priorities for coming year(s)</li> <li>• Approve previous year's plan &amp; accounts</li> <li>• Elect board and new voting members</li> <li>• Full access to all EDRi activities</li> </ul>		
Observers		<ul style="list-style-type: none"> <li>• Attend General Assembly, except Business Meeting (unless invited as observer)</li> <li>• Can join working groups, unless these are restricted by board</li> <li>• On general mailing list</li> </ul>	
Board	<ul style="list-style-type: none"> <li>• Approves/amends annual (or multi-year) strategy plan and budget proposed by ED</li> </ul>	<ul style="list-style-type: none"> <li>• Determines overall agenda &amp; theme for General Assembly (in consultation with ED)</li> </ul>	<ul style="list-style-type: none"> <li>• Determines access to confidential materials / working groups</li> <li>• Mediates if necessary between members</li> </ul>
Executive Director	<ul style="list-style-type: none"> <li>• Develops annual (or multi-year) plan(s) and budget(s) for approval by board.</li> <li>• Implement</li> </ul>	<ul style="list-style-type: none"> <li>• Advise Board on issues for General Assembly,</li> <li>• Present past year's reports</li> <li>• Listen to members</li> </ul>	<ul style="list-style-type: none"> <li>• Manages working groups</li> <li>• Manages mailing list</li> <li>• Other services, as necessary</li> </ul>

## EDRi Governance - Transition

- ❑ All current EDRi members will remain full voting Members. Criteria will be adopted -- either at this or subsequent GA or at an extraordinary GA -- which will serve to remind members to remain active and provide grounds for non-active members to gracefully retire or be removed over next several years.
  
- ❑ GA 2012:
  - Members vote to approve changes in principle
  - Authorize EDRi office to pursue general business/fundraising plan
  - Elect new/additional board members committed to transition
  - Admit new members based on current system
  - Agree, if necessary, to Extraordinary General Assembly (on-line)
  
- ❑ Extraordinary:
  - Approve changes to Statutes, if necessary
  - Approve new membership criteria & fees, if possible
  - Remove members/observers having breached confidentiality
  
- ❑ GA 2013: Apply membership criteria to move inactive members to observers

## General Assembly Confirmation

? *Do we agree on the general transition process ?*

*Yes*

*Need more time to study*

*No*

