

**IPPF BOARD OF TRUSTEES MEETING
Held on 17 & 18 November 2020 (Virtual Meeting)**

DRAFT MINUTES

Present - Trustees:	In attendance:
Isaac Adewole	Varun Anand, Director, Finance & Technology Division
Abhina Aher	Mina Barling, Director, External Relations Division
Rosa Ayong-Tchonang	Fadoua Bakhadda, RD, Arab World Region
Ulukbek Batyrgaliev	Anamaria Bejar, Transition RD, Americas and the Caribbean
Bience Gawanas	Alvaro Bermejo, Director-General
Kate Gilmore – Chair	Mariama Daramy-Lewis, Director, People, Organisation & Culture Division
Surakshya Giri	Tomoko Fukuda, RD, ESEAOR
Jacob Mutambo	Lena Luyckfasseel, Acting RD, European Network
Donya Nasser	Manuelle Hurwitz, Director, Programmes Division
Aurélia Nguyen	Daniel McCartney, Staff Association representative
Elizabeth Schaffer	Sonal Mehta, RD, South Asia Region
	Marie-Evelyne Petrus-Barry, RD, Africa Region
On temporary leave	Achille Togbeto, Director, Governance & Accreditation
Josephine Obel	Aileen McColgan, Honorary Legal Counsel
	Caroline Dickinson, Minute Taker
	<u>Sessional attendees:</u>
	Andre Deponti, Senior Programme Adviser (item 3.2)
	Soizick Martin, Governance, Accred. & Policy (item 3.3)
	Rayana Rassool, Staff Association (item 8)
	Vanessa Stanislas, Head of Safeguarding (item 6a)
	Sam Greenberg, Redstone Strategy (item 4)
	Lee Green, Redstone Strategy (item 4)

Welcome and Introductions

Kate Gilmore, Chairperson, welcomed everyone to the meeting of IPPF’s Board of Trustees. The Chair welcomed in particular Fadoua Bakhadda, new Regional Director, Arab World Region, who was the first female RD to be appointed in that region, and Anamaria Bejar, Transition RD, Latin America & the Caribbean. Daniel McCartney, Staff Association representative, was also welcomed.

The Board **noted** Tributes in memory of those whose lives had passed since the last meeting. The Board paused to remember and honour them. Condolences would be passed to loved ones and colleagues who worked with them.

Those Board members who had not yet completed their Conflicts of Interest forms and/or had not signed the Code of Conduct, were asked to complete these and return them to the DG as soon as possible.

Board members were reminded that sharing information about Board discussions electronically or by other means during the course of the meeting with non-participants was not appropriate. All those attending Board meetings were asked not to convey information about Board decisions or discussions until the meeting's Action List had been published. It was **agreed** that the Action List would be published on the website for MAs to access, as soon as possible after the meeting. This would be signposted in the next Newsletter to MAs.

It was **agreed** that, a possible, all decisions made at this meeting would be by consensus.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for absence were noted from Josephine Obel. The Chair explained that Josephine's new employer, UNOPS, had deemed that serving on the Board was incompatible with her new role. The Chair would be taking this up with the employer and it had been agreed that she would be on leave of absence until this issue was resolved.

The Board acknowledged with regret the notice of resignation sent by Kobe Smith on 3 September, and requested a message be sent thanking him for his service to IPPF over the time that he was a Trustee and wished him well in his future endeavours.

No proxies had been given. It was confirmed that the meeting was quorate.

1.2 Approval of the Minutes of the previous meetings

*The Board **adopted** the Minutes of the Board of Trustees' meeting held virtually on 23 & 24 July 2020, as a true and accurate record.*

It was **agreed** that the Youth Strategy item, postponed from the previous meeting, would be an agenda item at the next meeting. The DG **agreed** to circulate the role description for the Global Youth Team Lead to Trustees.

The Board recorded its thanks to Helen Clark for the support provided in chairing the Advisory Committee that supported the restructuring.

*The Board **adopted** the Minutes of the Emergency Board of Trustees' meeting held virtually on 4 August 2020, as a true and accurate record.*

1.3 Adoption of Agenda and Timetable

*The Board **adopted** the agenda and timetable for this meeting.*

2. REPORT FROM THE IPPF CHAIR AND THE DIRECTOR-GENERAL

The Board had received the Report from the Chairperson and the Director-General (DG) under paper no. BOT/11.20/DOC/2.1/2.2. This was in addition to the fortnightly updates which had been sent out since the last meeting. This paper focused particularly on the position IPPF finds itself in now, and re-positioning and shaping for the future.

During discussion, a Board member asked about the impact on MA programmes now that so many countries were going through a second wave of coronavirus. The Secretariat was asked if there had been any learnings from the first wave and would programmes be re-visited in the light of this? The DG responded that at the time of writing the report the sense was to concentrate on making sure the gains made through the first wave were learned and protected going forward, for instance by facilitating remote access to medical abortion and other things. Data was showing that the impact being felt on clinics and frontline providers was better this time than it had been in May and June. The Covid-19 Task Force was continuing to operate and the Secretariat was still trying to raise additional resources for MAs. It was recognised that the worst might still be to come, despite good news on vaccines.

The DG was asked about progress being made on youth leadership across the MAs and regions, and he responded that he was impressed with youth leadership at the global level, but less so at the level of the MAs. It was the case that youth remain marginal in MA decision making and that a youth-centred Federation vision was still far from a reality. The DG advised that progress in this area made over the last two years had fell below his expectations. This was why the Secretariat restructuring was prioritising the growth of the youth area and a global youth team to bring together fragmented youth activities. This issue would be discussed in greater depth at the next Board meeting.

Board members were supportive of the approach to prioritise and grow youth leadership across the Federation and they also called for more youth projects within MAs. The DG agreed that efforts must continue to ensure that some core grants are allocated to youth activities, as well as empowering young people to be part of the decision-making processes around restricted funding. The new funding model requires MAs to present a business case on how they are using their core grant, and going forward they can be questioned if resources are not being allocated to youth activities.

A Board member suggested that the Chairperson and DG should issue a joint statement on youth and their role within IPPF, and DG agreed that this would be taken forward.

A Board member asked for a discussion on the impact of the election of Joe Biden in the United States, and the ripple effect on abortion access globally and the impact of the Global Gag Rule. The DG acknowledged the hard work of PPFA during the election campaign. He advised that donors had asked IPPF for an assessment on what the outcome would mean for the Federation. The importance of having American leadership re-engaging at the global level could not be under-estimated. From a sexual and reproductive health and rights perspective there were many commitments which needed to be re-gained both in the USA and globally, including the Global Gag Rule. IPPF would be looking to raise money from this new administration and a new staff appointment was being made to help with this in the USA. Having said that, there was also a need to work collectively with MAs to ensure they are not dependent on pendulum funding.

The Board put on record its thanks to the Planned Parenthood Federation of America and its deep appreciation for their leadership in the run up to the United States election.

The Board **noted** the combined Report from the IPPF Chair and the Director-General.

3. GOVERNANCE REFORM

3.1 Board and Committee Appointments

It was noted that Neish McLean, Chair of the Nominations & Governance Committee, had given his apologies and would not be able to join the meeting.

The Chair introduced the paper on the recruitment and selection of the standing Committees and the vacant positions arising on the Board of Trustees (paper no. [BoT/11.20/DOC/3.1](#)). It was noted that there were currently three vacancies on the Board. The NGC had worked with Perrett Laver and at this stage had provided one recommendation for the position of Trustee, namely Sami Natsheh from the MA in Palestine. It was also recommended that Sami Natsheh also join Isaac Adewole as a member of the Resource Allocation Technical Committee.

A Board member asked if there would be a conflict of interest if an additional person from an MA were to be appointed on to this Committee. The DG clarified that the previous Governing Council and Transition Committee had considered this question and had decided that this Committee would be like other committees, with mixed participation and a majority of those coming from MAs. Unlike in the past, the main resource allocation role of this Committee would be in designing the system rather than allocation of resources to individual MAs, which would be done through the formula. As an additional safeguard, this Committee also had an external Chairperson.

*Following recommendations from the Nominations & Governance Committee (NGC) the Board **appointed** Sami Natsheh to join the Board, subject to the General Assembly's confirmation, which would be sought after the meeting. It was noted that there were still two vacancies on the Board and the NGC would continue with its search.*

*The Board **appointed** Sami Natsheh to join Isaac Adewole as a member of the Resource Allocation Technical Committee (RAT-C).*

*Following recommendations from the NGC, the Board **appointed** the following people to the Board Committees:*

C-FAR Lakshan Seneviratne	PSIC Petra Bayr Tarah Demant Yueping Guo Gurminder Singh Amelia Zawangone
MC Amadou Bah Jossy Délicia Dukere Ann Hendrix-Jenkins Vinod Kapoor May Myint	RAT-C See post-meeting note below.

It was **noted** that there was still one vacancy on the C-FAR and that the NGC would continue with its search.

Post-meeting note:

Concerning the RAT-C membership approved at the Board of Trustees' meeting, it was subsequently drawn to the NGC's, and thus the BoT's attention, that unintentionally the

combination of decisions for this item would cause there to be two members from the same MA to be appointed to the RAT-C. As that would go against the spirit and letter of the relevant governance regulations, the NGC would recommend to the BoT that a change be made to the approved RAT-C membership. The final (amended) RAT-C membership would be recommended to the BoT and then announced once the Board had made its decision.

3.2 **WHR update and decisions**

The Chair welcomed and introduced Andre Deponti, Senior Programme Advisor, for this agenda item. The Board reviewed the WHR update and decisions, as detailed in paper no. BOT/11.20/DOC/3.2.

Anamaria Bejar, Transition RD, Americas and the Caribbean, thanked the sub-group of the Board and Secretariat colleagues for their help and support in recent months in working through the three pillar process of separation, transition and creating a new presence in the region. To date significant progress had been made. The region now had a new name – Americas and the Caribbean. This was an opportunity to build a better presence in the region and some work had already started on new membership. A dialogue had opened with the Caribbean affiliates and they would be invited to be full members of IPPF. The Board was now being asked to approve the two locations of the Regional Office, in Bogota (Colombia) and Port of Spain (Trinidad and Tobago). It was explained that it would be one Regional Office with two locations and different functions.

Board members thanked the Secretariat for turning this challenge into an opportunity for the Federation and congratulations were given for the progress made so far.

A Board member asked for clarification on two outstanding issues. Firstly that the MAs who had withdrawn from IPPF had not yet signed a Deed of Variation of their current grant agreements, for IPPF to make the last payment only once they had reported the 2020 data. Secondly, that WHR was continuing to use IPPF's name. Other Board members expressed their concern over the issue of data reporting from the MAs who had withdrawn and asked if this would have an impact on global performance, and if any mitigating measures were being put in place.

Regarding the Deed of Variation and data collection, the Board was assured that every effort was being made to receive the data and staff were still in conversation with the MAs and WHR. WHR had also requested the data for MAs who have stayed with IPPF although there was no obligation for this data to be provided. This was one of the reasons why the process had been slow. In terms of the impact, a mapping exercise had been done which showed that it would impact different indicators differently. If the data was not received, then a finer assessment would be needed. In terms of donors, they were very supportive of IPPF and although they would prefer to see the data, they would accept the situation if the data was reported separately.

Regarding WHR's continuing use of IPPF's name, WHR had now registered the name IPPFWHR and its variations, and IPPF and PPFA were contesting WHR's filings for trademark protections.

A Board member asked if the new "dual" name, Americas and the Caribbean, would set a precedent for other regions. It was explained that one of the reasons for including both was that the Caribbean MAs had described being somewhat neglected by WHR. The new name sends a signal of inclusivity and equality for all, and an acknowledgement too of MAs' regional identities.

In terms of the choice of location for the two offices, the Secretariat was asked how would it be able to ensure cohesion and that the staff in the two locations would be able to operate on an equal footing, despite the different environments. The Board was told that there would not be a hierarchy between the two offices. The proposal was partly driven by efficiency and cost factors and there would be a strong focus on cohesion and operating both offices on an equal footing.

*The Board **approved** two locations for the Americas and the Caribbean Regional Office, namely Bogota (Colombia) and Port of Spain (Trinidad and Tobago).*

European Network, Articles of Association

- 3.3 The Board had received the European Network Articles of Association and explanatory document under paper no. BOT/11.20/DOC/3.3. It was noted that Caroline Hickson, Regional Director, European Network, was unable to attend this meeting and Lena Luyckfasseel, Acting RD, European Network, was welcomed. The Board was advised that formal approval of the Articles of Association was required before they were submitted for legal approval in Belgium.

During discussion some Board members expressed concern whether the lessons learned from the separation of WHR had been taken into account in drawing up the Articles of Association, particularly around the relationship between the European Network (EN) and IPPF and the relationship between individual MAs, EN and IPPF including the requirement to report data to IPPF.

The DG explained that the legal situations of the EN and WHR were very different. Nevertheless, this had been considered in discussions with the lawyer in Belgium and safeguards were in place to ensure that the WHR situation could not happen with the EN. The two main differences between the EN and WHR were firstly that IPPF has the first right of approval over policies, membership and the Articles of Association. Secondly, in EN it is clearly set out that the Regional Director reports to the DG. In the Articles it stipulates that the RD will be jointly appointed, and, if necessary, dismissed by IPPF and the Chair of the EN Board of Directors on a consensus basis. However, if agreement is not reached by consensus, the decision of IPPF prevails.

A Board member referred to the new IPPF EN Board of Directors and asked what would be the level of collaboration between the EN Board and the IPPF Board of Trustees, and whether the IPPF Board could have representation on the EN Board. The DG responded that this option had been considered, but there was also a concern that this would lead to a perception that the EN would have privileged access to the IPPF Board. Therefore, it was felt better to regulate the relationship through statutes and legal provisions.

By way of addressing the concerns of the Board, the Chairperson put forward a proposed preamble to its decision to approve the IPPF EN Articles of Association. This preamble would convey the Board's intent with regard to its decision to approve the Articles.

During discussion of the proposed preamble, there was a suggestion that the requirement for MA data submission to IPPF should be made clear in the agreed documentation. There was also a suggestion that one Board member should be nominated to review the final documents on behalf of the Board.

Subject to the following preamble, **agreed** by the Board at its November 2020 meeting:

- RECOGNISING that new Articles of Association are required to implement the governance reforms decided by IPPF General Assembly in Delhi AND to adjust for the regulatory changes resulting from the UK's pending "Brexit" from the EU;
- RECALLING the European Network's (EN's) dual role, since the 1990's, of support to MAs and mobilization of EU resources for all IPPF AND that its long-established operating practices are fully integrated with IPPF;
- NOTING that these Articles have been drafted on legal advice from experts in Belgium regulatory requirements and thus include the clauses mandatory for compliance with Belgian law;
- APPRECIATING that consultation has taken place with EN MAs;
- STRESSING its intent that these Articles provide the fullest possible legal integration with IPPF and, in securing that end, include all available legal safeguards;
- CONSIDERING that all MAs, including those in the EN, must provide periodically comprehensive and accurate data and records of activities, to the Secretariat as directed by the Director General and that failure to do so may be deemed an infraction to be promptly reported to the BoT for appropriate action;
- HIGHLIGHTING the requirement that IPPF BoT must first approve these Articles AND all subsequent amendments, which thereby underscores, in effect, the "subsidiary" status to IPPF of the EN legal entity;
- DECIDES that:

*The Board **approves** the IPPF European Network Articles of Association.*

It was **agreed** that Donya Nasser, as Chair of the Membership Committee, would review the final documents on behalf of the Board.

3.4

Stimulating MA governance reform

The Board had received an update on the initiative to stimulate MA governance reform under paper no. BOT/11.20/DOC/3.4.

The DG explained that this was a continuation of the reform agenda. It was acknowledged that there are governance challenges in many MAs, which in turn prevented strong delivery of services and reduced ability to work with other movements. Whilst MAs are independent organisations, the Federation still had a duty to address the issues in MAs where the situation was untenable and to take a more systematic approach to generating the momentum to stimulate governance reform at the national level. As part of this process an opt-in pilot project had been launched. The project's aim was to support ten MAs and a Governance Secretariat Support Team had been appointed to coordinate the project. Twenty-two MAs had applied for the first phase of this initiative, and ten MAs were selected through a competitive process. With the separation of WHR from IPPF, one MA left the project, and the ongoing phase continued with nine MAs.

A Board member commented that the relationship between the Chairperson and the Executive Director of an MA was critical, and therefore leadership at the MA level was a key factor in addressing governance reform. It was also pointed out that in some MAs people do not have a clear understanding of their roles, particularly around the distinctions between staff members, Board members and other volunteers, and that there should be capacity building to help people to be clear about their roles and the

roles of others. The DG acknowledged the need for training and leadership development programmes for management and for governance, and the Secretariat was working on this.

A Board member asked how the MAs in Africa Region and the Arab World Region feature in this opt-in pilot, and could certain MAs be encouraged to participate in the next phase? The DG advised that there were three African MAs as part of the current cohort. MAs with structural weaknesses were not randomly distributed. There were particular issues in Africa, Arab World and South Asia and this needed to be addressed further. Going forward the Secretariat would have to come to the Board with more forceful proposals. At the moment IPPF just had the blunt instruments of suspension and accreditation. The DG emphasised that the Secretariat needed Trustees' help in championing the reform and encouraging other board members to commit to governance reform, to make all MA boards relevant and resilient.

The Board **noted** progress on the Member Associations' governance strengthening initiative and confirmed its determination to stimulate governance reform across the Federation.

It was **noted** that at the next meeting the Board, with input as appropriate from the NGC, would consider options for more detailed guidance on the management of conflicts of interest and conflicts of roles, to help Trustees also more fully support good governance across the Federation.

3.5 **Policy review**

The Board reviewed proposed updated policies, as detailed in paper nos. [BOT/11.20/3.5a-d](#).

It was noted that Policy 3.4: Purchase of Medical Health Products, had received some input from donors.

Policy 4.17: Sexual and Reproductive Health and Rights and the Climate Crisis was accompanied with a position paper and briefing document. It was noted that this had been a federation-wide effort, led by the Danish MA. The Board was told that the policy aimed to harmonise two areas, what IPPF was advocating to the world and what it does in practice. It was intended that IPPF should have an internal Environmental Code of Conduct and this was work in progress. A Board member queried that the policy did not address the environmentally safe disposal of active ingredients and injectables. In response, it was acknowledged that there was a need to develop an environmental risk mitigation strategy in MAs, although some of these issues were covered in the Quality of Care checklist and guidelines.

It was noted that Policy 2.1: The Secretariat, had been updated to bring it in line with recent developments and new terminology. A Board member asked why this was a policy. The DG explained that if it was not already in the Policy Handbook it would not have been created, but it had been amended to bring the Policy Handbook up to date.

*The Board **approved** the amendments to the following policies:*

- *Policy 1.13 IPPF Membership Categories, including the change of name to IPPF Affiliation Categories.*

- *Policy 3.4 entitled Purchase of Medical Health Products, including contraceptives, condoms, reproductive health medicines, devices and diagnostics.*
- *Policy 4.17 entitled Sexual and Reproductive Health and Rights and the Climate Crisis.* It was **agreed** that a sentence would be added to this policy to reflect IPPF's commitment to the environmentally sustainable disposal of commodities after usage.
- *Policy 2.1 entitled The Secretariat.*

The Board recorded its deep appreciation to the Danish MA in leading the development of the Policy on Sexual and Reproductive Health and Rights and the Climate Crisis.

4. RESOURCE ALLOCATION REFORM

The Chair welcomed Lee Green and Sam Greenberg, colleagues from Redstone Strategy, for this agenda item.

4.1 Formula for Stream 1

The Board had received a document setting out a proposed new allocation formula for Stream 1 of resource allocation, under paper no. BOT/11.20/DOC/4.1. The DG advised that the proposal for a funding formula for the allocation of unrestricted core grants to MAs for Stream 1, effective from 1 January 2022, was a needs-based formula which had been developed following a substantial consultation with MAs and donors, and following a recommendation from the Finance, Audit & Risk Committee (C-FAR). The DG also referred to the webinar held earlier with the Board to discuss the proposal in detail.

Sam Greenberg thanked all parties for their input throughout the process. He advised that there had been over 220 responses from MAs and Secretariat staff, as well as many one-to-one interviews. Redstone was also very grateful for the feedback received from the Board.

It was noted that during the webinar with the Board various issues had been raised, particularly around the principle of fairness and also support to MAs to operationalise this new approach to resource allocation. Board members were satisfied that the proposal was fair. Board members had also been given reassurances that training would be given to MAs.

In answer to a question about the role of committees in resource allocation, the DG clarified that the Resource Allocation Technical Committee (RAT-C) would drive this initiative but the decision-making process around allocation of funding to each of the streams would remain with the Finance, Audit and Risk Committee (C-FAR).

To address a concern that some high income countries, such as those in Latin America, would be disadvantaged, the DG explained that IPPF's agreement with OECD donors means that unrestricted funding from Stream 1 could only go to countries on the DAC aid list, and that it could not go to high income countries. However, funding from Stream 2 can be used for high income countries. The aspiration is that high income countries do not lose out for that reason. This would not be effective immediately, and there was a transition period of four years.

The Secretariat was congratulated on driving such a consultative and inclusive process. A Board member had a question around implementation and monitoring of the metrics

and how frequently they would be re-visited, particularly the metric around inequality. Sam Greenberg responded that the metrics had been designed in such a way that they could be updated regularly. The reason why the co-efficient of inequality was included was a result of feedback from MAs who wanted an indicator to reflect this. However, the Board was assured that it was not locked into these metrics and as better metrics become available they could easily be swapped into the formula.

*The Board **approved** the funding formula developed for allocation of unrestricted core grants to Member Associations for Stream 1, effective 1 January 2022, as recommended by the Finance, Audit & Risk Committee.*

4.2 **Stream 2 structure and priorities**

The Board had received a document setting out the proposed structure and priorities for the Strategic Fund (Stream 2) for 2021, under paper no. BOT/11.20/DOC/4.2. The DG explained that in the absence of Policy, Strategy & Investment Committee (PSIC), the Directors' Leadership Team (DLT) had taken a more proactive role in this than it would normally do.

Manuelle Hurwitz, Director, Programmes Division, advised that the purpose of Stream 2 was to support initiatives in the areas of the Strategic Framework that would help IPPF deliver on its strategic outcomes, and to help accelerate some areas of work and respond to emergency priorities. Following discussions at the DLT, other colleagues and from surveys involving MAs, it was being proposed that for the Stream 2 funding cycle 2021-22, the focus should be on Enabling and Delivering a Gender Transformative Programme on Medical Abortion Self-Care. Interventions at the individual, community, institutional and policy levels would be encouraged to ensure the full potential of medical abortion is harnessed to place the woman at the centre of her abortion care. This builds on IPPF's history of a woman's right to safe abortion. It also takes account of the external world which is looking at a more people-centred care approach, particularly when it comes to some procedures which are stigmatised and criminalised like abortion. It would also harness the provision of scientific services through telemedicine, which had developed significantly since the Covid pandemic. A full request for proposals would be developed as a next step, including the list of objectives/intended outcomes from which applicant consortiums and their members would be able to select.

In answer to a question about shifting of resources between Streams 1 and 2, the DG advised that for next year it had been necessary to shift some resources from Stream 2 to Stream 1 to support the bigger allocation in Stream 1. This was because this was a transition year. In 2021 Stream 2 funding would be lower than it would usually be. However, as the issuing of funding for Stream 2 would not be able to take place until May or June, it was hoped that the lower funding level for next year would not be a significant issue.

A Board member asked if there would be provision for capacity building for some MAs to implement this type of project. The Board was told that many restricted projects do have a capacity building element. Furthermore, there was also significant peer-to-peer MA capacity building work. For instance today there had been a webinar organised by the MA of Sri Lanka.

A Board member asked if there would be an option for funding of different activities if some MAs could not focus on self-care abortion. Leading on from this, who would

decide on the topics for the future, and on what basis would these decisions be made? In response, the DG advised that Stream 2 funding was about trying to boost one particular area, and in 2021 this was the theme which had been chosen. There would be another round for the following year and the PSIC would determine what that theme would be. There had been some strong feeling about a focus on youth work in the future.

It was noted that there would be an open tender for Stream 2 funding and MAs would need to form consortiums to apply. There was one clear criterion, which was the need to include partners from outside IPPF, as one of the aims was to create stronger bridges within the SRHR family. It was clarified that whilst the majority of funding would go to MAs, a small percentage would also go to other partners. It was emphasised that IPPF would not be operating as a donor, but this was to support the MAs.

*The Board **approved** the thematic framework to inform the request for proposals for Stream 2 funding (2021-2022).*

5. **A NEW STRATEGIC FRAMEWORK 2023-2028**

The Board had received an initial discussion paper on the strategy design process for a new Strategic Framework 2023-28 under paper no. BOT/11.20/DOC/5.1. The DG explained that this was a joint paper from the Secretariat and the Chairperson. He asked how could a strategy be designed which meets the Board's expectations? Was the Board wishing to see a continuity strategy or a more radical strategy and transformation? This paper took the view that the strategy would be transformative. The paper went on to set out an intensive model of participation, a decentralised model, with significant interaction with MAs. The Board was also asked to consider the proposed timeframe, with a view to putting forward a transformative case to the General Assembly in late 2022. The Board was also asked to determine what role it would want the new Policy, Strategy and Investment Committee (PSIC) to play in the process.

During discussion Board members welcomed wide participation in the process to ensure ownership across the whole Federation. It was pointed out that although the pandemic presented its own challenges, it had also meant that the format of consultations had changed, with opportunities through technology for people to be able to meet virtually in large numbers, and with more frequency, which might enhance participation. There was a suggestion that following a decentralised and divergent process, the Secretariat should then have the authority to refine the findings, in other words that it should be a process of decentralisation and then convergence. There was also a word of caution that this process would be undertaken against the backdrop of a most difficult external environment and this may taint people's appetite for change. Another Board member said that this was an opportunity for IPPF to reposition itself in the context of the current environment and the challenges going forward. The Chairperson added that the Board's conversations around safeguarding and governance should also feed into the process.

The Board **agreed** that funds would be made available to support consultations with MAs as part of the Strategic Planning process. The savings made in having virtual rather than physical Board meetings may help contribute funds for this purpose.

The Board **noted** the strategy design process as presented and **agreed** that the Policy, Strategy and Investment Committee (PSIC) would play a significant role in this process, with regular updates to the Board.

6. SAFEGUARDING, RACE, POWER AND AID EXPECTATIONS

The Board had received the Safeguarding and Incident Management Report under paper no. BOT/11.20/DOC/6, as well as a discussion paper presenting the work being done on Cultural Safety, Race, Power and Aid, under paper no. BOT/11.20/DOC/6. The Chairperson welcomed and introduced Vanessa Stanislas, Head of Safeguarding, for this agenda item.

Vanessa Stanislas, Head of Safeguarding, introduced the Safeguarding and Incident Management Report which provided an overview of the incident management data as well as outlining a number of approaches the team intends to follow to ensure the Board is informed appropriately. She recalled that the Report covers many different categories, and the vast majority are not safe guarding concerns.

Clarification was sought on the prevalence of incidents, the number of offenders, and whether there had been an analysis in terms of incidents versus remuneration across different groups. The Board was told that next year IPPF's independent confidential reporting system, IPPF SafeReport, would be set up with categories of incidents, and it would separate out different types of behaviour. This would enable clearer classification of all of the safeguarding and related work.

The Board was told that IPPF's Safeguarding Framework has four pillars, one of which is Prevent. This includes staff training, evolution of policies and capacity building. The more that people understand their rights and responsibilities, the more this reduces the risk of bad things happening.

A Board member asked for more information on capacity building and ensuring that all MAs receive all the information they need on safeguarding systems and procedures. The Board was advised that next year there would be a significant focus on capacity building in relation to safeguarding and related topics. A Resources Suite was being developed for MAs and this would include a detailed set of exercises to understand the policies in a practical sense. In this way MAs would be able to build capacity themselves, with the Secretariat available for support.

The Board took note and the Chairperson suggested that the safeguarding issue could be placed in the broader context of how to stand up in active resistance against racism, homophobia, misogyny, and other hateful ideologies which had surfaced with renewed energy through the world's political stage recently. Furthermore, this broader discussion should also acknowledge the biases in the global aid community, including those that work in favour of global north interests to the disadvantage of the global south's.

Mariama Daramy-Lewis, Director, People, Organisation & Culture Division, introduced the paper on Race, Power and Aid, which outlines the *Programme of Action: Anti-racism at IPPF*. As a backdrop to this paper, there were very engaging discussions with the DLT around the time that George Floyd was killed and the acceleration of the Black Lives Matter movement. At IPPF there was feedback from the Gender Equality group as well as from a Town Hall meeting with staff. The Town Hall meeting was attended by 144 staff, and there were many thought-provoking comments from staff, including comments about micro-aggressions, the Code of Conduct and was it enough, the concept of doing no harm in particularly around race, that the onus falls particularly on people of colour and there were many comments about each one of us needing to feel proud of our own life, values, heritage and experience.

Evelyne Petrus-Barry, RD, Africa Region, told the Board that following these meetings it was decided that IPPF needed to develop its own work around anti-racism. We have to manage our own house first and build a structure around inclusion and non-discrimination to ensure that IPPF is a safe place to work for everybody. All of these issues are rooted in history and politics and it was recognised that IPPF needed support to drive this work forward. It had therefore appointed Dr. Michael McEachrane, a researcher on Human Rights, Anti-Racism and Pan-African Studies, to lead this work.

During discussion Board members expressed their thanks to the Secretariat for leading on this vital work.

A Board member made the point that anti-racism needs to be built into the new Strategic Plan in order for it to be reflected in practice.

In response to a question about how much data the Secretariat has, and whether a survey had been conducted to provide a systematic view, the Board was advised that a survey had been conducted on gender inequality and this had touched on racism. The Town Hall discussion had also provided substantial feedback. The Secretariat was also working with a company called Agenda Consulting on staff feedback and it was hoped to launch this in mid-December.

A Board member pointed out that policies are only as good as their implementation, but systematic racism is the biggest challenge. It is in the structure, attitudes and behaviours and no policy can do away with inherent racism or sexism. This was why it was important to know what staff are saying about these issues and to have real data to start taking this forward. Having this information was also critical from the point of view of those we serve. Staff and volunteers go into a community with their own biases and prejudices. We need to do more than just change policies, we need to change attitudes and behaviour patterns. The importance of preventive approaches was emphasised and it was acknowledged that recruitment systems need to be reformed, as this is where racism, sexism and gender bias starts.

Several Board members referred to the movement of decolonizing global healthcare and it was suggested that the Board might want to reflect around that theme. The Chairperson emphasised that the Board has a responsibility to ensure that IPPF is actively anti-racist, as part of its greater commitment to inter-sectionality. It was acknowledged that international aid and sexual and reproductive health and rights had been a vector for racism and sexism in the past, so IPPF has an important challenge to reframe SRHR. This begged the question if a whole sector approach was needed, and what role could IPPF have in this.

The DG agreed that the problem was sector-wide. Aid is roused on assumptions which are racist and colonial, and this needs to be changed, without destroying the sector. The feeling in the Secretariat was that as a first step IPPF needs to get its house in order and then do the broader sector work. The new Strategic Framework would provide huge opportunities to change the dialogue in the sector, in a brave and bold way. There would be risks, but they would be mitigated if our house is first in order.

It was recognised that the Board itself should take a stance on anti-racism, and that perhaps a mechanism could be used in the future for Trustees to meet in smaller

groups for more detailed conversations. It was noted that the higher levels of leadership should not only have Statements but also be able to demonstrate their practice of commitment to anti-racism.

The Board **agreed** to receive a report on safeguarding as a standard item at every second meeting, noting that, as a priority, it would address at every meeting any urgent safeguarding matters that require its attention.

The Board **noted** the Safeguarding and Incident Management Report and the report on cultural safety, race, power and aid.

7. PROGRESS AGAINST BOARD WORKPLAN

The Chairperson introduced the Board Report Card for November 2020, which tracks progress against the Board's Workplan. It was noted that this document was a result of the Board's request to add targets to its Workplan. It was explained that this document would also go to the NGC to help them in their assessment of the Board of Trustees as part of their responsibilities for performance appraisal.

The Board **noted** the progress against the workplan as presented in the Report Card – November 2020.

8. RE-STRUCTURING AND THE UNIFIED SECRETARIAT

The Board had received a document setting out the progress made in creating a Unified Secretariat, the re-structure and next steps towards aligning compensation and benefits, under paper no. BOT/11.20/DOC/8. Rayana Rassool, Chair of the Secretariat Staff Association, was introduced and welcomed for this agenda item.

The DG advised that for the first time in decades there had been a Secretariat-wide review and re-structure into one Unified Secretariat, rather than seven mini-Secretariats across the world. The process would reduce the cost of the Secretariat budget and would enable divert more funds to go to MAs, as originally intended. The process of restructuring was now 95% complete. It had been a painful process and had created some freeze within the organisation, particularly so in the context of the coronavirus pandemic. This was a very consultative process, guided by an external Advisory Committee and with strong staff engagement through the Staff Association. The Secretariat was now significantly smaller but the ability to be able to launch the structure, while not being present in the office, was very difficult, and this was the current challenge.

A benchmarking analysis had now begun, guided by the Birches Group. The primary focus was on salary benchmarking and benefits review, but the scope of the work would include compensation policy, job evaluation, market assessment and salary scale updates, and an analysis of gender pay gaps.

The salary benchmarking exercise would be done in two steps. By the end of November it was hoped to have benchmarking for senior teams. This would require a decision from the Board as to where IPPF should be positioned against the market. Compared to the INGO market, the leadership teams were just above the average, and it was believed that this was justified due to the size and complexity of the organisation. The recommendation being put to the Board was that, given its size and complexity, IPPF should set its target compensation and benefits between the 50th and the 75th percentiles (third quartile) and no corrective action would be needed in respect of senior leadership salaries.

Rayana Rassool advised the Board that the Secretariat Staff Association had been created as part of the unified secretariat efforts. Staff conducted elections for ten members across the Federation. The Staff Association currently has a Committee of six members and it was hoped to recruit more members in the new year. The Staff Association emphasised that it was important to take stock and learn from mistakes made during this process. It welcomed the acknowledgement that the process had not been perfect. More attention could have been given to communications and the transparency of the process. There was a need to further interrogate some of the flaws in the process which had contributed to an overall breakdown of trust between the parties. It would take some time to rebuild that trust and morale as well as prevent further departures of valuable staff. Retrenchment is not easy at the best of times, but this came at a time of a pandemic, where fear and uncertainty already governed everyday lives. Staff had raised concerns over 88 posts being made at risk of redundancy, but this figure did not waver and 88 posts were made redundant. While the paper states that this was a very consultative process, there were staff members who felt their voices were not heard and that Human Resources were not as supportive as they could have been. They felt the process was a *fait accompli* and there was little room for engagement. The Staff Association agreed that there was much work to be done in advancing the Secretariat but it needed a reconciliation process between staff and management to further bolster morale and trust. The Staff Association welcomed some of the aligning measures, especially those addressing inequalities that exist globally, and it was pleased to be involved in the benchmarking process with the Birches Group. It was emphasised that the role of the Staff Association was to speak on behalf of staff and not be a communicating channel on behalf of the DLT. Staff thanked the Board of Trustees, especially the Chair, for their message of support to staff. Staff appealed to management to think about the concrete practical support it could offer to enable staff to function at their best, for instance counselling services or special leave days. Staff would welcome a message from the DLT which could be practically adapted at the regional level. It should be noted that following the re-structure, many teams would be operating with smaller numbers and heavier workloads, generating more stress and uncertainty. Finally, it was requested that the Staff Association be a standing item on the Board's agenda to enable staff inputs going forward.

The Chairperson thanked the DG and the Staff Association for bringing to the attention of the Board the real challenges that the DLT and staff face, and acknowledged that this had been a very tough time.

During discussion the DG was asked for reassurances that the redundancy process had been conducted in full compliance with our legal obligations as an employer and that if there were any grievances, the relevant staff would be provided with appropriate support. The DG was asked if any litigation was expected. In response, the Board was assured that all legal processes were adhered to, noting that the unification had taken place across eight different jurisdictions, often with different legal requirements. There was no certainty that there would be no legal cases. All staff were entitled to appeal and two people had advised that they would go to court in Nairobi.

A Board member asked if many staff would be leaving as champions of IPPF. The DG thought that was unlikely, as many staff had felt they had not been treated as they should.

A Board member congratulated the Staff Association on all its work, noting that it has a critical role to play in these times. It was also acknowledged that this was extra, unpaid work for staff. The DG was asked if the Secretariat had used an out-placement service to support departing staff and he advised that limited out-placement services had been offered. The Secretariat was asked whether an Ombudsperson had been brought in to help ensure that processes were respected, as well as helping with emotional support for leaving and remaining staff going forward. The DG advised that the DLT was currently considering bringing in an Ombudsperson role in the future. From a Human Resources perspective, it was acknowledged that it was a very challenging process, especially during the pandemic when staff were working from home. It was recognised that there were areas where the process could have been handled much better. The DLT looked at support available for UK staff and tried to replicate this across the regions. For instance, mental health first aiders were re-trained, there was some out-placement support and there was also the IPPF employee assistance programme.

A Board member expressed concern about the particularly high level of departures from certain regions and also asked if any levels had been disproportionately affected. The DG advised that no levels had been disproportionately affected, noting there had been departures from the SMT also. The DG confirmed that there had been no gender bias and that the Birches Group was undertaking a gender pay gap analysis.

In answer to a question about the impact of the re-structuring on the budget, the DG confirmed that this had not been done because of reduced income or resources. The purpose was to re-shape the Secretariat from eight mini Secretariats with overlap and limited coordination and also to align to the policy of 30% of unrestricted income being allocated to the Secretariat. It was tough to do this at a time of crisis but this was the time when MAs need the money the most.

Board members noted that it was important to keep channels of communication open, and to ensure that there were ways for people to be able to raise their grievances. The importance of mediation was also recognised.

It was noted that once the changes had bedded down it would be important to monitor staff turnover, to help gauge the effect of the re-structuring on remaining staff.

The Board formally recorded its deep appreciation to all staff and management for their efforts in progressing the organisational change which has been undertaken in such difficult times. It was acknowledged that this had been a painful process for many. The Chairperson reminded the Board that these changes had been decided as part of the Delhi reforms and had been fully supported by the Board, at its previous meetings.

The Board **noted** the Report on Re-structuring and the Unified Secretariat.

The Board **noted** the comparators used in the salary benchmarking survey and **approved** that IPPF, given its size and complexity, aims to set pay between the 50th and 75th percentiles (3rd quartile), to attract and retain the right talent.

The Board **requested** C-FAR to review the market analysis when completed by Birches and agree to steps required to close any potential gaps between where we are and where we want to be.

9. FINANCE & AUDIT COMMITTEE REPORT

The Board had received the Report from the Finance, Audit & Risk Committee (C-FAR) under paper no. BOT/11.20/DOC/9. The update was presented by Elizabeth Schaffer, Chairperson, C-FAR.

The Board was told that C-FAR had met three times since the last Board meeting. It had been found to be more efficient to have more frequent, shorter meetings. The Chairperson, C-FAR drew the Board's particular attention to the following issues which were included in the Report:

- Risk Register: there had been a review of the actions taken on last year's mitigation strategies around the risk register for 2019/20 and it was confirmed that there were no areas of risk that had not been attended to.
- Budget 2020: a review of the current financial situation had shown that IPPF would end 2020 in a strong financial position.
- Approval of 2021 budget: for the first time in IPPF's history, the Board was being presented with an integrated and consolidated budget for the Federation. Whilst some aspects were still work in progress, the unified Secretariat systems had been aligned to achieve this.

During discussion, the Chairperson C-FAR was asked about the priorities moving forward and how could Trustees provide more support to the Committee. Elizabeth Schaffer responded that the Committee began with a process of catch-up on items from the reform process. It had also worked on shaping a new model of working together. There were a few policies from the old structure which might need to be considered in terms of their relevance now. There might also be some items which the Board may wish to delegate to the Committee, for instance the approval of the audit fee.

A Board member asked for an update on progress on reducing the Secretariat's budget down to 30% of unrestricted funds. The Director, Finance & Technology Division responded that this had been reduced from 47% in 2017 to 40% in 2018 and the budget presented was at 33%, still slightly above 30% and it was work in progress. On the income side, overhead recovery which had previously gone to the Secretariat was now being passed on to the MAs. The Chairperson, C-FAR added that it had to be recognised that unrestricted funding was reducing and restricted funding was rising, and there may need to be a discussion about whether the target of 30% of the unrestricted budget for the Secretariat was appropriate going forward.

A Board member asked if Secretariat salaries were fixed at the market rate, how would this affect the 30% target? The Director, Finance & Technology Division, acknowledged that at the moment there was little scope within the budget to adjust salaries and savings would need to be found within the Secretariat budget.

In answer to a question about the impact on finances of 14 MAs from WHR leaving IPPF, the Director, Finance & Technology, advised that overall income, including restricted funding, had gone down, and there might need to be more investment in the future in the MAs in Latin America and the Caribbean. However, all donors had been very supportive to IPPF and there had so far not been any significant impact.

The DG commented that from his perspective the creation of C-FAR had made an enormous difference. He said that there were three recent developments within the Federation of which he was especially proud. The first was the General Assembly in Delhi and its outcomes, secondly the new resource allocation model, and thirdly the recommendation by C-FAR of a unified Secretariat budget to the Board. This was a

very important moment for the Federation, and the DG thanked C-FAR for its work to be able to present this to the Board. The Chairperson also expressed the Board's gratitude to all in the Finance team who had worked so hard to put this first ever unified budget together.

The Board reviewed the recommendations and took the following actions:

The Board **noted** the Report from the Finance, Audit & Risk Committee.

The Board **approved** the recommendation of the C-FAR to amend to the overall Indicative planning figure (IPF) allocations for 2021 to streams one and two and to:

- a) Re-purpose US\$ 575,975, earlier allocated to the WHRO for the period from September to December 2020, from the unrestricted core, towards a 'transition fund' that will be utilized to cover cost separation from WHRO and MAs and setting up the new sub-office (s) in the Americas and the Caribbean.
- b) As an exceptional case, ensuring that this does not set a precedent, set up a designated fund of US\$ 500,000 from general reserves to allow transition of existing WHRO loans to MAs that stay with IPPF from WHRO to IPPF, on terms similar to those provided by WHRO.
- c) Allocate 5% to 'Investment Vouchers' (US\$ 1,701,415) out of Stream One allocation to MAs and
- d) Revise allocation under stream One to regions (for MAs) based on the revised IPF for 2021.

The Board **approved** recommendations of the C-FAR for the Unified Secretariat 2021 budget and **agreed** to allocate a sum of US\$ 1.9 M to cover the statutory defined benefit pension scheme payments, out of:

- a) Forex exchange (US\$ 1 M) gains secured through hedging and
- b) Draw down from General Reserves (US\$ 0.9 M)

As recommended by C-FAR, the Board **approved**:

- a) the Risk Register for 2020-21.
- b) the Global Audit Plan and audit fee for 2020 of £ 161,700 and
- c) delegation of authority to the C-FAR Chair to sign the letter of engagement from the Deloitte LLP.

10. MEMBERSHIP ISSUES

The Board reviewed the Membership Committee Report (paper no. [BOT/11.20/DOC/10](#)) from Donya Nasser, Chair of the Membership Committee, and Ulukbek Batyrgaliev, MC member. It was noted that a fully constituted Membership Committee had not been constituted before this Board meeting.

The DG thanked Donya Nasser and Ulukbek Batyrgaliev for their work on this, which had involved a thorough review of a huge amount of material.

The Board reviewed the recommendations and took the following actions:

The Board **approved** the recommendation that the suspension of Family Health Options Kenya be continued.

The Board **approved**:

- the recommendation that Sex og Politikk (Norway); Pro Familia Bundesverband (Germany); Barbados Family Planning Association; Family Planning Association of Trinidad & Tobago; Stichting Lobi (Suriname); Korean Family Planning & Maternal Child Health Association of DPRK; and Reproductive & Family Health Association of Fiji be re-accredited as Full Members of the Federation.
- the application for Associate Member of the Papua New Guinea Family Health Association.
- the confirmation of the Associate Membership of the Iraqi Reproductive Health & Family Planning Association; the Yemeni Association for Reproductive Health; and Family Planning Alliance Australia for the period 2020 - 2021.

The Board **noted** the report on Member Associations with institutional challenges in the Africa Region.

It was **noted** that an issue raised by a Board member regarding an MA in the Africa Region would be passed on to the MC for its consideration.

11. ANY OTHER BUSINESS

The Board reviewed the Appointment of Authorized Representative document. The DG explained that this was a required action from the Indian authorities, to update the Authorised Signatories list in South Asia Region.

The Board **resolved** that pursuant to the provisions of section 380 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Ms. Sonal Indravadan Mehta who has signified her consent to act as an Authorized Representative of the Company, be and is hereby appointed as an Authorized Representative of the Company. It also resolves to remove the previous authorized Signatories as listed:

MADHU BALA NATH
RAJEEV RAGTA
ANJALI SEN
VARUN KUMAR ANAND

12. DATE OF NEXT MEETING(S)

It was noted that the next meeting of the Board would take place in the first quarter of 2021 and that the DG would circulate some options shortly.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees for the excellent and engaging conversations over the last two days. The Chairperson thanked the DG and members of the DLT for their support to the Board and asked them to pass on the Board's appreciation to other colleagues at this time. The interpreters, technicians and support staff were thanked for enabling this meeting to come together. All were wished a joyous, safe and peaceful festive season and year end.