

**IPPF BOARD OF TRUSTEES MEETING: 17 & 18 November 2020**  
**Decisions/Action List**

	<b>ACTION ITEM</b>	<b>PERSON RESPONSIBLE</b>	<b>DEADLINE</b>
<b>1.</b>	<p><b>Conflicts of Interest and Code of Conduct</b></p> <p>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.</p> <p>It was <b>noted</b> 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.</p>	PA to the DG	w/c 23/11
<b>2.</b>	<p><b>Conveying of Board decisions to MAs</b></p> <p>Board members were reminded that sharing information about Board discussions electronically or by other means during the meeting with those not participating in the meeting, is not appropriate. All those attending Board meetings were asked not to convey Board decisions or discussions until the meeting's Action List had been published. It was <b>agreed</b> that the Action List would be published on the website for MAs to access, as soon as possible after the meeting.</p>	Internal Communication Adviser	w/c 23/11
<b>3.</b>	<p><b>Resignation</b></p> <p>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.</p>	DG	Dec
<b>4.</b>	<p><b>Minutes of the previous meetings</b></p> <p>The Board <b>adopted</b> the Minutes of the Board of Trustees' meeting held virtually on 23 &amp; 24 July 2020, as a true and accurate record.</p> <p>The Board <b>adopted</b> the Minutes of the Emergency Board of Trustees' meeting held virtually on 4 August 2020, as a true and accurate record.</p>	PA to the DG  (remove the highlighted note from minutes of 4/08 and file)	w/c 23/11

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5.	<p><b>Thanks to Helen Clark</b></p> <p>The Board agreed to record its thanks to Helen Clark for the support provided in chairing the Advisory Committee that supported the restructuring.</p>	DG	Dec				
6	<p><b>Thanks to PPFA</b></p> <p>The Board agreed to record its thanks to the Planned Parenthood Federation of America and to record its deep appreciation for their leadership in the run up to the United States election.</p>	DG	Dec				
7.	<p><b>Youth Strategy</b></p> <p>It was <b>agreed</b> that this postponed item would be an agenda item at the next meeting.</p> <p>The DG <b>agreed</b> to circulate the role description for the Global Youth Team Lead to Trustees.</p> <p><b>It was agreed that the Chairperson and DG would issue a joint statement on youth and their role within IPPF.</b></p>	Director General	w/c 23/11				
8.	<p><b>Board and Committee Appointments</b></p> <p>Following recommendations from the Nominations &amp; Governance Committee (NGC) the Board <b>appointed</b> Sami Natsheh to join the Board, subject to the General Assembly's confirmation, to be sought after the meeting.</p> <p>It was noted that there were still two vacancies on the Board and the NGC would continue with its search.</p> <p>The Board <b>appointed</b> Sami Natsheh to join Isaac Adewole as a member of the Resource Allocation Technical Committee (RAT-C).</p> <p>Following recommendations from the NGC, the Board <b>appointed</b> the following people to the Board Committees:</p> <table border="1" data-bbox="245 1650 1029 1919"> <tbody> <tr> <td> <p><b>C-FAR</b> Lakshan Seneviratne</p> </td> <td> <p><b>PSIC</b> Petra Bayr Tarah Demant Yueping Guo Gurminder Singh Amelia Zawangone</p> </td> </tr> <tr> <td> <p><b>MC</b> Amadou Bah</p> </td> <td> <p><b>RAT-C</b> See note below.</p> </td> </tr> </tbody> </table>	<p><b>C-FAR</b> Lakshan Seneviratne</p>	<p><b>PSIC</b> Petra Bayr Tarah Demant Yueping Guo Gurminder Singh Amelia Zawangone</p>	<p><b>MC</b> Amadou Bah</p>	<p><b>RAT-C</b> See note below.</p>	<p>All to note</p> <p>Achille/DG to seek confirmation</p> <p>NGC Chair</p> <p>All to note</p> <p>All to note</p> <p>PL to</p>	<p>Dec</p> <p>Immediately</p>
<p><b>C-FAR</b> Lakshan Seneviratne</p>	<p><b>PSIC</b> Petra Bayr Tarah Demant Yueping Guo Gurminder Singh Amelia Zawangone</p>						
<p><b>MC</b> Amadou Bah</p>	<p><b>RAT-C</b> See note below.</p>						

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	<p>Jossy Délicia Dukere Ann Hendrix-Jenkins Vinod Kapoor May Myint</p> <p>It was <b>noted</b> that there was still one vacancy on the C-FAR and that the NGC would continue with its search.</p> <p>NOTE: Concerning the RAT-C membership approved at the BoT meeting, it was subsequently drawn to the NGC's, and thus the BoT'S, attention that unintentionally the combination of decisions for this item (item 5) would cause there to be two members from the same MA to be appointed to RAT-C. As that would go against the spirit and letter of the relevant governance regulations, the NGC would recommend to the BoT that there be a change 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 has made its decision.</p>	<p>communicate appointments to candidates</p> <p>Neish/NGC</p>	<p>Dec</p>
<b>9.</b>	<p><b>WHR update and decisions</b></p> <p>The Board <b>approved</b> two locations for the Americas and the Caribbean Regional Office, namely Bogota (Colombia) and Port of Spain (Trinidad and Tobago).</p>	<p>Transition Regional Director, Americas &amp; Caribbean</p>	<p>Immediate</p>
<b>10.</b>	<p><b>European Network, Articles of Association</b></p> <p>The Board <b>approved</b> the IPPF European Network Articles of Association, subject to the addition of a Preamble [see Annex A to the Action List], as presented and amended at the meeting. This Preamble would include a sentence to reflect the obligation of all MAs to work with IPPF on matters such as data submission.</p> <p>It was <b>agreed</b> that Donya Nasser, as Chair of the Membership Committee, would review the final documents on behalf of the Board.</p>	<p>EN RD</p> <p>Director, Governance &amp; Accreditation</p> <p>MC Chair</p>	<p>w/c 23/11</p> <p>Dec</p>
<b>11.</b>	<p><b>Stimulating MA governance reform</b></p> <p>The Board <b>noted</b> progress on the Member Associations' governance strengthening initiative and confirmed its determination to stimulate governance reform across the Federation.</p> <p>It was <b>noted</b> that at the next meeting, the Board, with input as appropriate from the NGC, would consider options for</p>	<p>All to note</p>	<p>Immediate</p>

	<b>ACTION ITEM</b>	<b>PERSON RESPONSIBLE</b>	<b>DEADLINE</b>	
	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.	BOT Chair	March 2021	
<b>12.</b>	<p><b>Policy review</b></p> <p>The Board <b>approved</b> the amendments to the following policies:</p> <ul style="list-style-type: none"> <li>• Policy 1.13 IPPF Membership Categories, including the change of name to IPPF Affiliation Categories.</li> <li>• Policy 3.4 entitled Purchase of Medical Health Products, including contraceptives, condoms, reproductive health medicines, devices and diagnostics.</li> </ul> <p>Policy 4.15 entitled Sexual and Reproductive Health and Rights and the Climate Crisis. It was <b>agreed</b> that a sentence would be added to this policy to reflect IPPF's commitment to the environmentally sustainable disposal of commodities after usage.</p> <ul style="list-style-type: none"> <li>• Policy 2.1 entitled The Secretariat.</li> </ul>	<p>Individual Policy Owner</p> <p>Director, Governance &amp; Accreditation to update Policy Handbook</p>	January 2021	
<b>13.</b>	<p><b>Safeguarding</b></p> <p>The Board <b>agreed</b> to include a safeguarding discussion in every second meeting of the Board of Trustees.</p>			
<b>14.</b>	<p><b>Resource Allocation Reform</b></p> <p><u>Formula for Stream 1</u></p> <p>The Board <b>approved</b> 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 &amp; Risk Committee.</p> <p><u>Stream 2 structure and priorities</u></p> <p>The Board <b>approved</b> the thematic framework to inform the request for proposals for Stream 2 funding (2021-2022).</p>	<p>Director, Ex Rels to inform all MAs</p> <p>Director, Fin and Tec, to initiate MA specific calculations for 2022 cycle</p> <p>Director, Programmes to prepare and launch tender</p>	<p>w/c 23/11</p> <p>Jan</p> <p>Feb</p>	
<b>15.</b>	<p><b>A new Strategic Framework 2023-2028</b></p> <p>The Board <b>agreed</b> that funds would be made available to support the consultations with MAs as part of the Strategic</p>	Director Fin & Tech to include	w/c 23/11	

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	Planning process. The savings made in having virtual rather than physical Board meetings may help contribute funds for this purpose.	in budget review	
<b>16.</b>	<b>Safeguarding</b>  The Board <b>agreed</b> 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 matter that requires its attention.		
<b>17.</b>	<b>Board Workplan</b>  The Board <b>noted</b> the progress against the workplan as presented in the Report Card – November 2020. This document would go to the NGC to help them in their assessment of the Board of Trustees as part of their responsibilities for performance appraisal.		
<b>18.</b>	<b>Re-Structuring and the Unified Secretariat</b>  The Board <b>noted</b> the comparators used in the 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 <b>requested</b> 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.	Director, Culture, organizational & culture to prepare comms to donors  Director, Finance & Technology	w/c 23/11  Feb
<b>19.</b>	<b>Finance &amp; Audit Committee Report</b>  The Board <b>approved</b> 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)	Director, Finance & technology  Transition Regional Director, IPPF Americas & Caribbean	



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<b>21.</b>	<p><b>Authorized Representatives</b></p> <p>The Board <b>resolved</b> 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 <b>resolved</b> to remove the previous authorized Signatories as listed:</p> <p>MADHU BALA NATH  RAJEEV RAGTA  ANJALI SEN  VARUN KUMAR ANAND</p>	Regional Director South Asia to confirm Bank Update	Immediate
<b>22.</b>	<p><b>Date of next meeting</b></p> <p>It was <b>noted</b> 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.</p>	Director General	December 2020

**Preambular paragraphs to its decision on the EN Articles of Association, as agreed by the BoT at its November meeting.**

- RECOGNISING that new Articles of Association are required to implement the governance reforms decided by IPPF GA 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 1990s, 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 the basis of legal advice from experts in Belgium regulatory requirements and thus include the clauses mandatory for IPPF's compliance with Belgium law;
- APPRECIATING the consultation that 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.*