

**IPPF BOARD OF TRUSTEES MEETING
Held on 3 & 4 March 2021 (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 for LA 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
Sami Natsheh	Lena Luyckfasseel, Acting RD, European Network
Donya Nasser	Manuelle Hurwitz, Director, Programmes Division
Aurélia Nguyen	Daniel McCartney, Staff Association Committee Chair
Elizabeth Schaffer	Sonal Mehta, RD, South Asia Region
	Marie-Evelyne Petrus-Barry, RD, Africa Region
	Achille Togbeto, Director, Governance & Accreditation
Apologies	Aileen McColgan, Honorary Legal Counsel
Josephine Obel	Caroline Dickinson, Minute Taker
Jacob Mutambo	
	<u>Sessional attendees:</u>
	Andre Deponti, Senior Programme Adviser (item 5)
	Olgah Daphynne Namukuza, former GC youth member (item 3)
	Estelle Wagner, Staff Association Committee member (item 6)
	Michele Goodwin, University of California Irvine (item 6)
	Neha Kagal, Consultant in the area of Anti-racism, De-colonising Aid, VAWG, Intersectionality (item 6)
	Michael McEchrane, European Network of People of African Descent (item 6)
	Neish McLean, Chair, Nominations & Governance Com. (item 9)

Welcome and Introductions

Kate Gilmore, Chairperson, welcomed everyone to the first meeting of IPPF's Board of Trustees in 2021. The Chair thanked the DG and his team for putting in place measures to ensure solid and sustainable resilience and effective operations on all fronts. The new Biden administration in the United States had ended the Global Gag Rule and the President had also guided the Secretary of State to re-start funding to UNFPA. Thanks to the courageous activism of PPFA and others there were now opportunities to resume work with one of the world's most influential governments. Thanks to the work of Member Associations, the resilience of staff and volunteers, IPPF remains one of the top serving activists in the sexual and reproductive health and rights sector worldwide. However, with rampant inequality, racial injustice, inequality, conflict, the pandemic and the climate emergency IPPF has never been needed more than it is today.

The Chair welcomed Sami Natsheh, new Trustee. Daniel McCartney, Staff Association representative, was also welcomed. It was noted that the Chair of the Nominations & Governance Committee would join the meeting for the item on conflicts of interest.

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

Sami Natsheh was invited to take the floor. He explained that he was the Head of the Palestinian Family Planning and Protection Association, beginning as a youth volunteer in 2005. He was also a political activist, living under occupation, and an activist for the rights of young people.

Finally, Trustees were reminded of their responsibility to keep the confidentiality of the Board and that sharing information about Board discussions electronically or by other means during the meeting with those not participating in the meeting, was not appropriate.

It was **agreed** that, where 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 Ulukbek Batyrgaliev, who would join the meeting tomorrow. Jacob Mutambo would also join the meeting later due to technical problems. Josephine Obel continued to be on a leave of absence (see agenda item 2). No proxies had been received.

It was noted that there were currently two Trustee vacancies and the Board looked forward to hearing progress from the N&G Committee about recruitment.

1.2 Approval of the Minutes of the previous meetings

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held virtually on 17 & 18 November 2020, as a true and accurate record.*

The Board noted the Action List from the meeting of 17 & 18 November 2020 and the status of the items.

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/03.21/DOC/2.1.

The Board had also received a copy of a letter from UNOPS dated 10 February 2021, explaining their decision not to grant Josephine Obel approval to sit on the IPPF Board of Trustees. Following receipt of this letter the Chair and DG had spoken to JO and

she had advised that she would make approaches to UNOPS in an informal way to seek their approval for her to sit on the Board. The Chair added that the underlying premise of UNOPS in making their decision was technically incorrect and disproportionate in its consequence.

Having considered UNOPS' rationale for requiring Josephine Obel to step down from the IPPF Board, the BoT **requested** the Chair and DG to challenge that decision at the appropriate levels, if efforts made in the first instance by JO were not successful.

It was **noted** that the Board Chair would attend the Policy, Strategy & Investment Committee during Josephine Obel's leave of absence.

It was **noted** that the Secretariat had opened up Committee documents to all Board members, except those with confidentiality implications. There would be a meeting of the Committee Chairs next week and they would discuss support and coherence around governance and the work of the Committees, especially around the input of the Committees on the Strategic Planning process.

During discussion of the main report, Board members expressed concern over the issues of fraud and internal crises in some MAs in the Africa Region. The Secretariat was asked how accountability could be improved in the region and whether there should be a review of governance systems to enable engagement in these situations at an earlier stage. The DG responded that with regard to the MA of Kenya, an internal process was underway. The Secretariat was supporting from the outside and looking for other potential partners in the country while the MA was suspended. With regard to the MA of Liberia, the investigation had been initiated by the MA itself. Several people had now left the MA and the Secretariat was discussing with the current leadership on how to proceed. Reports had been made to donors and to the Charity Commission. The Chair emphasised that issues of fraud and internal crisis were not confined to Africa Region and suggested that at a future meeting there should be further discussion on this, recognising that these issues did raise questions on the Federation's ability to keep track of what was happening in individual MAs.

A Board member noted with concern that whilst girls and young women were able to access family planning services, many were not being provided with protection against HIV/STI infections and suggested that there should be a collaborative approach with partners such as the Global Fund and PEPFAR, to ensure that clinics are inclusive for high risk women. The DG acknowledged that this was a collective failure and that IPPF had supported efforts to move the sectors together in order to address this. There was good engagement with the Global Fund and collaboration with PEPFAR was at its early stages.

Looking at the unaudited budget figures for 2020 a Board member asked for clarification over the minus figures and how this would impact on the General Reserve. The DG advised that these were planned losses (drawing down the balance on restricted projects) and the General Reserves would increase to the range which was stipulated in the General Reserves Policy. Unrestricted core income was higher than expenditure and the Board would be asked if some of this surplus could be earmarked for investment in systems development.

The DG was asked for his reflections and update on the Secretariat, following the restructuring. He advised that the restructuring process had been finalised although some key positions had not yet been filled. Generally, all was going well, and staff

were working hard to provide a good service to MAs, despite a reduced Secretariat. Representatives from the Staff Association would provide their report back to the Board later in the meeting.

In response to a question on the funding outlook, the DG advised that the biggest concern was the UK, which had reduced its overseas development budget from 0.7% to 0.5%. It had also merged DFID with the Foreign Office to form the FCDO. This had resulted in some paralysis around decision making and it would only approve one year budgets for the fiscal year 2021. IPPF's two largest programmes with the UK were WISH 1 and WISH 2 which come to an end in June. In June last year, IPPF had been asked to prepare a submission for an extension which was done but to date no response had been received. Non-renewal of these programmes would have implications beyond the programmes themselves, as data management, procurement and safeguarding were highly dependent on these programmes. Funding from Japan was also uncertain. The approved budget had not been revised.

The Board reviewed the recommendation from the Membership Committee to suspend the Senegal MA, as detailed in paper no. [BoT/03.21/DOC/2.1](#).

*Following the recommendation from the Membership Committee, the BoT **approved** unanimously the suspension of the Senegal Member Association, Association Sénégalaise pour le Bien Etre Familial, from IPPF Membership.*

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

3. YOUTH STRATEGY

3.1 A discussion on youth engagement

The Chair welcomed Olgah Daphynne Namukuza, former GC youth representative and member of the MA of Uganda.

Manuelle Hurwitz, Director, Programmes Division, introduced paper no. [BOT/03.21/DOC/3.1](#) which presented examples of good practices of meaningful youth participation implemented across the Federation, including a case study from the MA in Uganda. Feedback from reviews and consultations with young people was also included, as well as some of the interventions planned to build on existing learnings, to bring an organisational cultural shift whereby young people can engage meaningfully at all levels of the Federation. This document was the result of a collective effort from youth officers, youth volunteers, the MA of Uganda and the Africa Regional Office, which will host the Global Youth Leadership for the Secretariat. Whilst much had been done to strengthen youth engagement, and some MAs, like the MA of Uganda, had shown what can be achieved through strong organisational commitment, it had not yet been possible to bring these experiences together into a cohesive and Federation-wide approach, to create a real cultural shift whereby young people can engage at all levels across the Federation. Some key interventions planned included Youth Forums, IPPF Youth Networks and youth staffing and internship opportunities.

Olgah Daphynne Namukuza added that she was glad that IPPF had chosen to remain loyal to young people and she spoke about the work of Reproductive Health Uganda on meaningful youth participation, which had done very good work in shaping and influencing policy decisions across the country. She asked Board members to consider the following questions:

- How should IPPF support young people on the Board and standing committees to exchange information with the wider youth from the MAs?
- How do the young Trustees on the Board feel supported to connect, communicate and channel views of the wider youth constituency?

During discussion the following items for consideration were highlighted to strengthen meaningful youth engagement:

- Commitment to youth friendly programmes/spaces and youth centred services.
- Lateral networking beyond SRHR, with other youth organisations and networks beyond MAs and IPPF.
- Engagement with donors to create youth specific resources for SRHR.
- How is meaningful youth participation defined? Include the concept of youth core leadership. Refer to work on this by the African Union.
- Promotion of inter-generational dialogues. Often older people are the problem. On the other hand, older people may be able to facilitate activities such as engagement between young people and decision makers.
- Older Trustees to be available to support youth Trustees. Perhaps mentorship or finding ways for people from different generations to work more closely together.
- Training for youth – a global plan to support youth and to integrate youth at all levels of the MAs.
- What happens to young people after they transition from the age of 25? Find ways to continue to engage young people once they are over 25 years old.
- Importance of the Youth Lead role in the Secretariat.
- Investment in youth – more local funding for special youth projects.
- Clear structure of connecting youth networks in the Federation.

Manuelle Hurwitz clarified that the Strategic Framework puts youth at the centre of IPPF's work, and there is also a Business Plan with specific initiatives currently underway. The Secretariat was looking to strengthen youth leadership with key resources such as the youth-centred toolkit. This had been used to mobilise resources, for instance funding from Canada for work with young people. A roadmap was critical to ensure that young people's voices will be reflected in the development of the new Strategic Framework and various mechanisms were being considered. The Secretariat was in the process of recruiting a Global Youth Lead who would be asked to put forward more specific roadmaps which would come back to the Board.

The Board **noted** the report on Youth Engagement.

*Affirming its commitment to deepen meaningful participation by youth in all that IPPF does, the BoT **resolved** that particular consideration be given to this also in the design of IPPF's next Strategy, including by considering MAs' implementation of their commitment to this, and issues such as inter-generational dialogue, connections with youth advocates on the ground, transition of youth engagement beyond 25 years old and resource allocation to youth-led initiatives.*

4. **MA COMMUNICATIONS: SUPPORTING THE BOARD'S ENGAGEMENT WITH MAs**

The Board reviewed the paper on proposals for trustees' engagement with MAs under paper no. [BoT/03.21/DOC/4](#). It was noted that Trustees were inducted into the Federation in June last year, with a commitment to in-person visits to MAs. Whilst the pandemic had stalled efforts for in-person meetings, there were key opportunities for

virtual engagement, which would bridge the induction, until deeper engagement with community level activities was possible. The Chair welcomed this approach and emphasised that every Trustee was a global Trustee, as well as the importance of inter-generational dialogue.

The Board **noted** the proposed virtual engagement plan during 2021 for Trustees to engage with Member Associations:

1. A virtual meet and greet with the President, ED and a youth representative of the MA in the Trustee's country or region.
2. Quarterly 'brown bag' sessions with four MAs grouped by IPPF key themes, ie. youth, safe abortion access, SOGIE, Covid-19, responsive virtual service delivery and comprehensive sex education.
3. An opportunity to engage in sessions at the 2021 Regional and Youth Forums, within and outside the Trustees' regions. The forums will be an opportunity for MAs to collaborate, share learning and strategic reflection and build a sense of solidarity.
4. Other engagement opportunities as they arise.

These opportunities would be offered over the next six months, with a virtual meet and greet being offered beginning from March 2021, and 'brown bag' sessions beginning in the second week of April 2021.

5. AMERICAS AND THE CARIBBEAN

The Board had received a report on the Americas and the Caribbean, under paper no. [BOT/03.21/DOC/4](#). The Chair welcomed Andre Deonti to the meeting for this agenda item. On behalf of the Board, the Chair thanked the DG, Anamaria Bejar, Andre and the team for the pace of progress made on the transition roadmap. It was noted that the official separation of the former WHR MAs took place on 1 January 2021. IPPF now has 10 MAs in the region, with a presence in 21 countries in the Americas and Caribbean. It was expected that the transition period would finish around 31 March 2021, when the transition team would handover to a new regional team. The DG advised that interviews had taken place for the new Regional Director and announcements on key leadership positions would be made shortly.

Anamaria Bejar reported on the implementation of the Americas and the Caribbean transition roadmap. With regard to the separation process, it was noted that all the former MAs had now signed the Deeds of Variation to their core funding agreements in January 2021, which stipulated that they must report 2020 programmatic and financial data to IPPF for them to receive their final transfer of core funding. In terms of new MAs to the region, a scoping process started in late 2020 to identify new MAs in priority countries and the countries identified were Bolivia, Honduras, Ecuador, Haiti and Cuba. Invitation letters had been sent to organisations in Ecuador and Honduras. Research was ongoing in Bolivia and Haiti. In Cuba an organisation had been invited to be a collaborative partner. From the Caribbean FPA, six of the 12 affiliates had been invited to become Member Associations and one had decided not to go through with the process. The Region was about to sign a Memorandum of Understanding with UNFPA and a regional abortion network. The spirit in the MAs was very positive, and they were going forward on the strategic priorities identified in October.

The DG added that all organisations approached to consider joining IPPF had been very willing and this demonstrated that the image and reputation of IPPF had not been damaged.

Andre Deponti updated the Board on the registration of the IPPF name. It was decided to protect the IPPF name and trademarks in the countries where we will have direct Secretariat presence, including in Colombia and Trinidad & Tobago, as well as in the UK and the USA. They were working in collaboration with PPFA. IPPF now owns the IPPF name and trademark in the UK and processes in Colombia and Trinidad & Tobago were ongoing. There was opposition from WHR but this was all within normal trademark procedures. The process was ongoing, and it would take a while to complete. A Board member commented that the use of IPPF's name by others could be a risk to IPPF which might be difficult to manage.

In answer to a question about the opposition and whether they were taking advantage of the separation in the movement, the Board was advised that from the start, the new region had not responded to any attacks, and the environment had now calmed down. WHR was still using the IPPF name but there was now no open conflict. There were no indications that the opposition had taken advantage of the division.

With regard to the perception of donors and political support, the DG advised it had not impacted on most of the donors. The Canadian government, who had worked closely with WHR, had taken steps to protect its relationship with IPPF.

A Board member asked whether the recruitment process for the new team would reflect the interests of young people. The Secretariat confirmed that it would and that announcements on some key appointments would be made shortly.

In response to a question about plans for social media activity, the Board was told that the region had campaigns underway, for instance around Gender Based Violence, and there would be a seamless transition to the new team.

The Board **noted** the Report on the Americas and the Caribbean and **resolved** that it appreciated the leadership of the DG and the team guided by Anamaria Bejar. The Board was very proud of what had been achieved to date and was delighted that new members had been identified to increase IPPF's membership in the region, including the transition of some Caribbean Family Planning Affiliation affiliates to become new Member Associations.

6. **WORKPLACE CULTURE**

The Board had received the 2020 Annual Safeguarding Report and Incident Management Report under paper nos. BOT/11.20/DOC/6.1. It had also received a preliminary Anti-racism Staff Survey Report under paper no. BOT/03.21/DOC/6.2 and the Staff Association Pulse Survey, under paper no. BOT/03.21/DOC/6.2.

Annual Safeguarding Report 2020 and Annual Incident Management Report 2020

The DG advised that the Head of Safeguarding was unable to attend the meeting and that Mariama Daramy-Lewis, Director, People, Organisation & Culture, would introduce these reports.

The Board was assured of the importance that IPPF attaches to safeguarding and its efforts since 2019 to increase its capacity to address safeguarding issues and the financial commitment put into this. Nevertheless, the Secretariat recognised the capacity gaps which were remaining. The Board was told of the critical importance that the UK WISH programme has in supporting its safeguarding capacity, and the uncertainty over future WISH funding. Incident management reporting continued to be

high, but progress had been made. Efforts are being made to clearly distinguish between safeguarding and incident management.

The Chair added that IPPF had made a conscious decision to distinguish between the way it reports on safeguarding, involving issues such as safety, abuse and sexual violence, as compared to critical incidents, which involved issues such as allegations of workplace harassment and fraud.

The Chair asked Board members if these reports were providing Trustees with the information they need and assurance that the Secretariat was taking responsibility for the incidents which were reported. Board members commended the Secretariat for generating these reports. There was a question about the reporting of unsubstantiated incidents and what impact these incidents might have on the statistics and the identification of trends. The DG responded that the reporting system was still in its infancy, however it was believed that it was important to count and track all the cases which came through. In addition, it was necessary to also keep track of vexatious and frivolous cases. It was acknowledged that it was not easy to interpret the data when these cases were included, but the numbers in the Safeguarding Report were too small to look at trends. It was also noted that these were the first Annual Reports to be generated. Board members agreed that it would be important to review the data over one, two and three years, but that at the same time it was important to entrench a safeguarding culture not only in the Secretariat but also in each MA. Safeguarding needs to be a part of everyone at all levels of the Federation.

A Board member emphasised that it was important that everyone in IPPF, at the central, regional and MA levels, knows how to raise issues or concerns, and asked whether there were systems in place to inform new people. The DG advised that this was included in the Induction for new staff in the Secretariat but that this does need to be escalated. There were also documents such as the Code of Conduct and Policy Handbook for Secretariat staff, but the Federation as a whole does need to do more.

A Board member added that the vast majority of MAs do not have policies and processes aligned with the IPPF Policy Handbook and asked if the Secretariat knew how many MAs were not in line, and what was being done to address this. The DG responded that a survey had not yet been undertaken and acknowledged that many MAs need more support in this area. The Secretariat had introduced a training of trainers' package for safeguarding. It was noted that in addition to the Head of Safeguarding and a Database Support Officer, IPPF has two Safeguarding Advisers, funded by FCDO through the WISH programme, who support the Africa, Arab World and South Asia Regions. The issue was how to create a chain effect to replicate what was being done well within other regions and MAs.

In response to a question about repeat complaints, the DG advised that IPPF does have experience of this, which presents a challenge to the system, and how to resolve this was being considered.

A Board member commended the Secretariat on progress in addressing safeguarding issues, however she cautioned that in any organisation it was always easier to deal with structures and policies, rather than behaviour, culture and power relations between gender, age and other factors. Having transparent mechanisms was very important for people to have a way to be heard and for them to be confident that their complaints would be taken seriously. It was about creating a workplace in which people feel safe, and they only feel safe if they know they can be heard and listened to.

Linked to this was the fear of retaliation. The number of cases does not tell us much about the real challenges to the organisation. At some point there should be an analysis of the cases globally, rather than looking at them individually.

A Board member commented that it was critical to include anonymous complaints, until such time as people have trust and confidence that they will not suffer retaliation. The DG agreed but added that anonymous complaints can be difficult to manage, and some are vexatious. There had been an instance of someone using a fake identity, who had sent their complaint to donors and the Charity Commission.

The Chair emphasised that all complaints must be investigated, including anonymous ones. The Chair picked up on a comment submitted by a Board member that mis-gendering of employees should be considered as falling into the harassment and discrimination basket. In all the work that IPPF does across the Federation, it needs to ensure that it is bringing together representative voices around the table of decision making to ensure that diversity is the hallmark of everything that IPPF does.

Preliminary Anti-racism Staff Survey Report

The Chair welcomed Professor Michele Goodwin, Dr. Michael McEachrane and Dr. Neha Kagel, who were working on a larger review, of which the Anti-racism Staff Survey was one part. It was emphasised that the Anti-racism Staff Survey report was a preliminary report at this stage.

Professor Michele Goodwin introduced this item by highlighting that the study results reveal the following:

1. Only a minority of staff believe racism, racial, ethnic, religious and/or caste discrimination is not a problem within the organisation.
2. 62% of people think that race is a problem in IPPF as a whole. It is not merely an interpersonal issue but also an institutional issue.
3. 20% of staff have a personal experience of racism within the organisation and one-third have personally witnessed incidents of racism within IPPF in the last two years. Furthermore, much of this time was during lockdown, so what does that signify?

During discussion a Board member asked if the sample surveyed was representative of the organisation. The Board was told that the survey was administered over a three week response period in January. Of 285 staff, 186 responded to the survey, which represented 65% of the entire Secretariat, and this was a sufficient response. It was broken down as follows:

Africa Region 65%
Arab World Region 45%
ESEAO Region 68%
European Network 82%
South Asia Region 55%
Central Office 66%

Dr. Michael McEachrane highlighted the difference of response rates between offices, and suggested that the offices most likely to experience issues of racism, given the demographics, were the offices least responsive to the survey.

Dr. Neha Kagel added that the next part of the study would involve qualitative research, focus group discussions and one-to-one interviews.

A Board member asked if there was a clear understanding amongst the respondents of what racism is. Another Board member asked if the wording of some of the questions was about colourism rather than racism and were there any specific questions about anti-blackness in particular. The consultants advised that the questions were about racism, colonialism and ethnicity, and there was a glossary of terms with each survey, with all terms clearly defined. There were no questions which explicitly asked about colourism and anti-blackness. The survey was designed so it would be easy to see which groups experience the most racism. The researchers were undertaking a multi-variant analysis at the moment and this would show which groups were experiencing the most racism and on what grounds.

Staff Association Pulse Survey

The Chair welcomed Estelle Wagner, a Committee member of the Staff Association Committee (SAC), who presented the results of the Staff Association Pulse Survey.

The Board was advised that the survey was conducted in December 2020. It was intended to provide input from staff about priorities for the Staff Association Committee to take forward in the coming year. One-third of the entire staff had responded and feedback was synthesised based on five key areas in the survey (Management/Leadership, Impact of the restructuring and implementation of MA centrality, Human Resources, Safeguarding and Secretariat communications). Overarching trends from the survey were in the following areas:

- Communication
- Safeguarding
- Staff Wellbeing
- Community and Culture Building

The next activity of the SAC would be to hold a general meeting and elections because the Committee was reduced by a half due to the restructuring. It would work to ensure transparency and consistent communication with staff. Staff wellbeing would be a key area to work on this year. It was clear that staff were struggling now as a result of the restructuring and additional workloads, as well as the additional family responsibilities and pressures during the Covid pandemic. The SAC would work on building community and culture, which was so important as many staff felt isolated, with get-togethers for staff and establishing small committees to bring people together.

In terms of items to take forward with management, these would centre on communications, staff wellbeing, the standardisation of Human Resource policies across the Secretariat and guidance on home working, work life balance and workload assessments during performance development reviews. In terms of safeguarding, the SAC would be advocating for training for management on bullying and harassment and increasing awareness of existing platforms and how people can take advantage of them. The SAC was also asking for clearer communications from management on the Unified Secretariat and the future vision for IPPF.

The Chair thanked the consultants and the Staff Association Committee representative for their very illuminating presentations. The Board would visit these issues regularly, and it would receive action plans from management from both surveys. The Board would endeavour to consider the intersectionality arising from both inquiries.

The Board **noted** the 2020 Annual Safeguarding Report and the Annual Incident Management Report, taking further note of corrections introduced by the DG and emphasizing the importance of these matters.

The Board **noted** the results of the Staff Association Pulse Survey and the preliminary Anti-racism Staff Survey Report. It was **noted** that the DG would bring recommendations arising from this work to the Board at a future meeting.

7. PROGRESS AGAINST BOARD WORKPLAN

The Chair introduced the Report Card for March 2021, which demonstrated progress against the Board's Workplan. This was the second report card against its workplan and in most areas the Board was on target.

The Board **noted** its progress on implementation of its workplan as presented in the Report Card – March 2021.

Trustees were advised that the Nominations & Governance Committee would be evaluating the Board, both as individual trustees and as a group. Their methodology would include a "360 degrees" appraisal by external consultants, to be carried out also for the DG.

It was **noted** that the DG's contract would come to a close in 2021 and that, at a future Board meeting, there would be a confidential, closed session, to discuss contract renewal.

8. FINANCE

The Board had received the First Draft Year End Projections for year ending 31 December 2020, a paper on the revision of the 2021 budget for the Unified Secretariat and a draft Investment Policy under paper nos. [BOT/03.21/DOC/8.1-8.3](#). The financial update was presented by Elizabeth Schaffer, Chairperson, C-FAR, supported by Varun Anand, Director, Finance & Technology Division.

The Chairperson, C-FAR drew the Board's particular attention to the following issues:

- There were a number of actions which the Board was being asked to take. Some of these were from the vestiges of the old governance structure and consideration might be given in due course as to whether all such items require Board approval, or whether some items can be delegated to C-FAR.
- At its next meeting in June, the Board would be asked to approve the Annual Audit and consider the Investment Policy.
- C-FAR had reviewed the indicative figures for end 2020 and it was wanting to make some adjustments.
- There was a slight revision to the 2021 budget. There had been a significant change in one funding source, primarily in the restricted fund allocation. In addition, the creation of the new Americas and Caribbean Regional Office would have some financial implications.
- The Board was being asked to approve a Working Capital loan from CIFF for the WISH programme of US\$3 million, repayable on 31 December 2021. The Board was also being asked to agree that the Director General and Chair of C-FAR be the authorised signatories for signing the facility agreement for the loan.

The Director, Finance & Technology Division, added that the draft Investment Policy had been reviewed by C-FAR and further adjustments would be made before it came

to the Board for approval. In the meantime, if Board members had any comments to make on the policy, they would also be taken into consideration.

During discussion, a Board member requested that in future it would be helpful for the Board to have an executive summary of the financial issues and actions required. It was explained that the Board would usually receive a C-FAR Report, which would summarise all the key issues. On this occasion C-FAR met just a few days ago, and it had not been possible to submit a consolidated report. Going forward the Board would always receive a summary report.

The Secretariat was asked why the specific MAs which were experiencing financial irregularities were not mentioned in the Risk Register. The Board was told that the Risk Register had a high-level summary, which was seen by the Board and which was overseen by the Directors' Leadership Team and C-FAR. With regard to the specific MAs in question, they would be included in the Incident Management Report. The Internal Auditors, under the guidance of C-FAR, would be reviewing the Africa and Arab World Regional Offices.

Board members expressed some concern over fraud and control issues and questioned whether this was a systemic failure, especially for Africa Region. The Board was told that the DLT was also very concerned about the issues coming to light, which affected more than one region, and they were having extensive discussions on this matter. Donors had also expressed their concern. The incident reporting system was very good, and a secretariat finance focal point team had been created. Discussions were also ongoing around the need to strengthen financial oversight at the MA level but also to respect the autonomy of the MAs. In June, the Board would receive a paper proposing some next steps to significantly improve capacity building as well as financial and governance oversight at the MA and country level.

The Board was pleased to note that IPPF was now able to deliver more funding to its MAs and that this year there had been a 7% increase and a US\$7 million decrease in the Secretariat budget. It was noted that the funding decision by the FCDO on the WISH programmes may have an impact beyond 2021, as well as changes in other major donors' income provision.

A Board member asked why the Secretariat could not use restricted funds, rather than take out a loan. It was explained that restricted project money cannot be used for another project. IPPF frontloads money to MAs and receives the funding from donors at a later stage. The loan from CIFF would be a short-term bridging loan to cover the gap in cash flow for the WISH project. In terms of unrestricted funds, IPPF's business model requires the Secretariat to advance money to MAs for the first six months of the year from its General Reserves. In the second half of the year donors provide the funding and the General Reserves are replenished.

In answer to a question about whether IPPF could build an endowment fund, the Board was told that this would not be viewed well by most of the core donors and private foundations. A large proportion of IPPF's funding comes as unrestricted core grants and this would be put in danger if the Secretariat tried to build an endowment fund.

The Secretariat was asked whether the work of the auditors continued to be value for money, and whether IPPF was getting what it needs from the auditors. The Director, Finance & Technology, advised that the combination of the Internal and External

Auditors was working well. The Internal Auditors ask challenging questions, but they also provide broad assistance. The Auditors and the Secretariat work well together.

Looking at the draft Investment Policy, a Board member was pleased to see that there was a section on social, environmental and ethical considerations and asked what would be the mechanisms for reporting on these, as well as reporting generally on the performance of investments. The Board was told that IPPF would work with an investment firm specialising in environmental and social issues. The mechanism which they would use for reporting would be a factor for their selection. The full proposal would be brought to the Board at its next meeting and this would include details on reporting mechanisms.

In response to a comment made by a Board member regarding the intersection between the Investment Policy and a Hedging Policy and currency exchange, the Board was advised that two other policies, Reserves and Treasury Management, would be consolidated and this would also be brought to the Board in June. An Action Plan would also be attached to the Investment Policy. At a future date there would also need to be a discussion around 'appetite for risk' as this would determine investment decisions.

The Board **noted** the Report from the Finance, Audit & Risk Committee and considered the recommended action. It was noted that the Chair, C-FAR, would abstain on the final item, concerning the loan from CIFF, as it was proposed that she would be an authorised signatory for the facility agreement for the loan.

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

- *Additional audit fee for Deloitte of £4,000 plus VAT.*
- *Designating as on 31 December 2020 the following amounts:*
 - *US\$340,000 being one-third of cost for the General Assembly to be held in November 2022.*
 - *US\$3 million being allocation of funds for Systems improvement under solution #7.*
- *Moving the final balance held in the following Designated Funds to General Reserves and close these funds on 31 December 2020:*
 - *Strategy Review Fund*
 - *Designated Regional Funds.*
- *The US Office and its associated structure to be considered a sub-office of the London Office, similar to the Geneva and Melbourne offices.*
- *The revised Annual Budget for the year 2021 as presented in meeting paper BoT/03.21/DOC/8.2.*
- *Working Capital loan from CIFF for the WISH programme of:*
 - *US\$3 million repayable on 31 December 2021 and*
 - *Alvaro Bermejo, Director General and Elizabeth Schaffer, the C-FAR Chair, as authorised signatories for signing the facility agreement for the loan.*

It was **noted** that consideration would be given in the future as to whether all such items required Board approval, or whether some items could be delegated to C-FAR.

9. **MULTIPLE MEMBERSHIPS AND POTENTIAL CONFLICT OF INTEREST**

The Chair welcomed Neish McLean, Chair of the Nominations & Governance Committee for this agenda item. Board members were reminded of the legal and fiduciary responsibilities of Trustees as detailed in paper no. BOT/03.21/DOC/9. Being mindful of the complex nature of IPPF, and that many Trustees are members of IPPF Member Associations and Board members of other organisations, the Chair explained that Trustees may find themselves in situations of competing or opposing interests which they would need to manage with transparency and integrity.

The Chair highlighted the key factors around conflicts of interest:

- Good governance around conflicts of interest involves always acting in the best interests of IPPF.
- Trustees have specific legal obligations under UK charities law.
- Trustees have specific responsibilities under the IPPF Act and Regulations. Board Trustees do not represent any constituency, region or Member Association within IPPF and must at all times act in good faith in order to further the interests of IPPF as a whole.
- The IPPF Policy Handbook, Policy 1.16 requires that Trustees must declare any financial or personal interest in matters of official business which may impact on the work of IPPF.
- The onus is on the Trustee to declare any possible conflicts of interest.
- Trustees must remove themselves from any decisions which might benefit them or those they are close to.
- A conflict of interest does not automatically oblige disqualification, but it must be identified, disclosed, assessed, responded to proportionately and reviewed regularly.
- If a Trustee was unable to give IPPF precedence overall and/or if conflicts were so regular that they were not able to fulfil their duty, and/or if a single conflict was sufficiently material, then the Trustee must either resign or cease the conflicting activity.

Board members divided into three groups to discuss hypothetical case studies. The groups then returned to the plenary session and provided feedback on how Trustees can strengthen their approach around conflicts of interest. It was emphasised that if in doubt, Trustees should declare a potential conflict of interest which could then be assessed by a third party. The mechanism was designed not to punish but to promote transparency and prevent conflicts of interest occurring. This mechanism promotes respect, is protective and provides safety for Trustees in fulfilling their responsibilities.

It was **noted** that Trustees complete declaration forms annually, but this was an ongoing process, and any new conflicts of interest should be declared immediately, through the Chair or the DG.

10. **ANY OTHER BUSINESS**

The Board **noted** the high-level Governance Agenda/Calendar, which would be adjusted to reflect that the second Board meeting of the year would take place during the first week of June, rather than at the end of May. Board members expressed an interest in an additional Board meeting being held between June and December and asked that this option remain open in case of the need. It was noted that all meetings this year would continue to be held virtually.

11. DATE OF NEXT MEETING(S)

It was noted that the next meeting of the Board would take place virtually during the first week of June 2021 and that the DG would circulate some options shortly.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees, including Committee Chairs, for the engaging discussions 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 support staff, IT support, interpreters, minute taker and technicians were thanked for enabling this meeting to come together so well.