

**IPPF BOARD OF TRUSTEES EXTRAORDINARY MEETING
Held on 22 & 23 September 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
Rose-Marie Belle Antoine	Fadoua Bakhadda, RD, Arab World Region
Rosa Ayong-Tchonang	Alvaro Bermejo, Director-General
Ulukbek Batyrgaliev	Tomoko Fukuda, RD, ESEAOR
Santiago Cosio	Caroline Hickson, RD, European Network
Bience Gawanas	Manuelle Hurwitz, Director, Programmes Division
Kate Gilmore – Chair	Claire Jefferey, Acting Director, People, Organisation & Culture Division
Surakshya Giri	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
Jacob Mutambo	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
Sami Natsheh	Sonal Mehta, RD, South Asia Region
Donya Nasser	Marie-Evelyne Petrus-Barry, RD, Africa Region
Aurélia Nguyen	Achille Togbeto, Director, Governance & Accreditation
Andreas Prager	Aileen McColgan, Honorary Legal Counsel
Elizabeth Schaffer	Caroline Dickinson, Minute Taker
	<u>Sessional attendees:</u>
	Neish McLean, Chair of the NGC (item 2)
	NGC members (item 2)
	Susanne Suhonen, Russell Reynolds (item 2)
	C-SIP members (item 3)
	Lynette Lowndes, Consultant (item 3)
	C-FAR members (item 4)
	Matt Humphrey, RSM UK (item 4)
	Neville van Sittert, Director, Risk & Assurance (item 4)
	Rayana Rassool, Staff Association Committee (item 5)

Welcome and Introductions

Kate Gilmore, Chairperson, welcomed everyone to the meeting of IPPF's Board of Trustees. The Chair welcomed in particular three new Trustees, Rose-Marie Belle Antoine, Santiago Cosio and Andreas Prager, and introductions were made. The Chair was delighted to confirm that the Board now had its full complement of members.

Rose-Marie advised the Board that she was the President of the MA of Trinidad and Tobago, she was an academic, policy maker, human rights expert and much of her work had focused on HIV and SRHR.

Santiago told the Board that he was a member of MEXFAM, the MA in Mexico. Previously his mother had been President of MEXFAM. Santiago had taught sex education courses to young children in Mexico City. Professionally he managed a wine making company. He was involved in many social projects focusing on SRHR and social development with indigenous people in less privileged conditions.

Andreas was President of the New Zealand FPA. He had become involved with SRHR during his first holiday job as a young person in Austria working in an abortion clinic. Professionally Andreas was a business and technology consultant. Previously he had been Chair of ESEAOR and Chair of the Transition Committee for procedural reform.

The Chair advised that Mariama Daramy-Lewis had left IPPF and the Acting Director of People, Organisation & Culture, Claire Jefferey, was welcomed to the meeting. The new Senior Technical Adviser, Institutional Development and Governance Support, Ashish Kumar, was also welcomed to the meeting.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

There were no apologies for absence and no proxies had been received. It was noted that Ulukbek Batyrgaliev and Surakshya Giri would join the meeting later and that Aurélia Nguyen would have to step out of the meeting from time to time due to her work commitments. It was noted that Isaac Adewole would be absent on 23 September, as he would be receiving an award and Jacob Mutambo would also be absent on 23 September, as he would be attending his MA's Youth Forum.

1.2 Approval of the Minutes of the previous meetings (taken at the end of the meeting)

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held virtually on 2 & 3 June and 2 July 2021, as true and accurate records.*

The Board noted the Action List from the meeting of 2 & 3 June 2021 and the status of the items. It was noted that the amendments to IPPF Policy 1.12 Resource Allocation Technical Committee (RATC) – Terms of Reference, would be considered under agenda item 8.

1.3 Adoption of Agenda and Timetable

The Chair advised that this was an extraordinary meeting, which in normal times would take the form of a retreat, a time to step back from the demands of ordinary business to look forward and review the sense of direction of IPPF and the Board. This meeting would begin with a review of the Board's progress and how it might be able to improve its performance. This would be followed by a discussion on IPPF's new Strategic Plan and the direction that IPPF might take over the next decade. The second day of the meeting would start with a workshop-style session on risk mitigation. This would be followed by an update on the progress made on IPPF's anti-racism programme of action. The output from this meeting would be a new Work Plan for the Board, which was one of the instruments by which the Board is held to account by the Nominations and Governance Committee (NGC).

The Chair proposed that the approval of the Minutes of the previous meetings be taken at the end of the meeting. With this amendment noted:

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

2. BOARD EVALUATION WITH THE NGC

The Board had received the Board Evaluation Synopsis and Full Report under paper nos. BoT/09.21/DOC/2.1 and 2.2.

The Chair welcomed Neish McLean, Chair of the NGC and Committee members, and Susanne Suhonen from Russell Reynolds.

The Board was reminded that it was evaluated by the NGC, not just as individual members, but as a group, and not only on how the Board performs together but how it provides material benefit to the leadership of IPPF. The Board's Work Plan supports this process. The Board had also agreed when it commissioned the 360 degree review of the Director General (DG) that it would undertake a comparable process for itself. Staff, volunteers and trustees were invited to participate in the 360 degree review. The NGC worked with Russell Reynolds throughout the process. The NGC also ensured that the process complies with the constitutional requirements for Board evaluations. The result was a review of the Board, the Chair and the Committees, bearing in mind that this new governance structure has been in operation for just twelve months.

Neish McLean advised that the Board evaluation process had been carried out in the spirit of partnership, to ensure that the NGC was recruiting and supporting the retention of a diverse, skilled and impactful group of trustees and committees. Its aim was to identify what aspects of the Board were working well, what gaps exist and how the NGC can support the Board. It was also about future planning and it was hoped to create more space and opportunities for conversation, collaboration and proactive support of the Board.

The evaluation process provides an analytical window into how the Board functions and works together. This was the first opportunity since the creation of the new governance structure to reflect on how the Board is performing and how the Chair carries out her functions. The NGC and the Board are accountable to the General Assembly, which will meet in November 2022.

The Board was told that Russell Reynolds had been invited to be involved, based on their institutional knowledge of IPPF. They had also undertaken the evaluation process of the DG and it was a good opportunity to involve them in a light touch evaluation of the Board, bearing in mind the Board is relatively new and also in the context of challenges created by Covid. The process began in March 2021. The NGC met with Susanne Suhonen of Russell Reynolds to discuss what the process should look like, which voices should be included, the type of questions to ask and the format of the evaluation. In partnership with the Board Chair, the NGC considered the resources it should use, including the Board's Work Plan. The NGC has met almost monthly since March as it worked its way through the process. It was agreed that staff and MAs should be involved in the process through an online survey, and this had generated a very good response. The survey results and interviews were reviewed and aggregated by Russell Reynolds and shared with the NGC, who subsequently shared them with the Board Chair.

A Board member asked why it had been decided to involve MAs in the process, especially as the Board does not have direct interaction with MAs. The Chair of the NGC advised that it was thought to be important to involve the MAs, particularly given the reform process. It was acknowledged that their interaction with the Board might not

be great at this stage, but it was a baseline and showed transparency and accountability. A Board member, who is also a member of an MA, added that MAs appreciate this involvement and having the opportunity to contribute. It was also noted that the MAs had given the mandate to the NGC, and the NGC and Board are accountable to the global network of the Federation.

Susanne Suhonen confirmed that this had been a light touch evaluation, to take stock of the new Board following the governance reform. From this evaluation there were three key messages:

1. The Board has had a great start, under very difficult circumstances.
2. There were no major concerns in terms of fiduciary, statutory issues or integrity.
3. There were a few opportunities to consider going forward, as presented below.

Going forward, there would be continued evaluation by the NGC, especially before the General Assembly.

The Board was presented with a set of recommended prioritised focus areas and actions in the next 12 months. These included:

1. **Long-term vision and strategy:** dedicate more time for in-depth, long-term strategic discussions; continue to improve risk management preparedness.
2. **Board processes and operations:** augment Board agenda and discussions (including **delegating** more to Committees); invest in a longer-term onboarding programme for the development of trustees; improve the timeliness and quality of Board papers (making them more succinct); deliver full impact from the Committee's work (now being done as Committees had been set up and were starting to report to the Board).
3. **Board skills and commitment:** perform a skills gap analysis and recruit to fill gaps (this had been done); full participation of trustees; improve trustee engagement between meetings, including formal electronic voting where necessary; ensure appropriate succession planning for key Board leadership positions.

During discussion, Board members congratulated the NGC on their work. There were suggestions that as the world emerges from the pandemic, the Board should not go back to the old models of working. It should consider a hybrid meeting model going forward, rather than all in-person meetings, for cost saving and efficiency. The online practice should continue to be on the leading edge and should work in concert with in-person interactions, which should be centred around activities and being in the field.

There was also an acknowledgement that there was some distance between the work of the Board and the MAs, which had been exacerbated by the effects of the pandemic. Consideration should be given as to how to bring the Board and MAs together, for trustees to understand fully what happens in the MAs and the work the MAs do. IPPF exists so it can serve the most vulnerable people, which is the work of the MAs. MAs need to feel that their needs are taken into account and their voices are heard at the highest level of IPPF. A trustee suggested that to start the process of in-person interactions, Board members from one regional area could meet together and visit their regional offices.

An NGC member, advised that there would be an international meeting in Egypt next November and suggested that this would offer an opportunity for the NGC and Board to come together and meet. He agreed that mechanisms for communication with MAs could be improved and suggested that a questionnaire be sent to MAs, seeking their views.

A Board member welcomed this first evaluation as an initial benchmark. Going forward, it would be helpful to build in a forward learning perspective and for Russell Reynolds to advise the Board on best practice in the field and what is best suited to IPPF.

The identification of an onboarding programme was welcomed for the development of trustees. In addition, the Board should ensure that it makes use of all the skills that it has round the table, which means ensuring that all available skills are identified.

The DG thanked the NGC and Russell Reynolds for capturing the views of the staff and MAs during this evaluation review. The DG believed that IPPF would not have worked its way through the pandemic so successfully if this model of governance had not been in place. With regard to the need for greater engagement and empathy with MAs, the DG advised that the Secretariat was committed to help the Board do this through communications and some in-person interactions, however he did caution that this should be done without reverting back to the regional model and the dynamics which this generates.

Susanne Suhonen concluded that the new Board is off to a great start, with appropriate skills and diversity, flexibility and agility. With regard to best practice, the Board could be benchmarked against other organisations and best practice shared. It was recommended that there should be an external evaluation every three years with internal evaluations in-between.

The Chair of the NGC said he was encouraged by the skills and diversity which exist within the Board. He looked forward to more cross-collaboration between the NGC and the Board and between the MAs and the Board, to help support the world's vulnerable and under-served communities.

The Chair thanked the DG and staff for this new partnership between governance and staff. She also thanked the NGC for its excellent partnership with the Board and Russell Reynolds for their support and guidance. The results of the evaluation demonstrated that the Board has much reason to be proud of what it had achieved so far, as well as taking account of areas for improvement. There were many concrete items which the Board would take away from this conversation, which would be discussed further under the Work Plan agenda item.

3. STRATEGY DISCUSSION WITH C-SIP

The Board had received papers for its Strategy discussion under paper nos. BoT/09.21/DOC/3.1 and 3.2. This was a joint workshop-style session between the Board and the Committee for Strategy Investment and Policy (C-SIP), led by Abhina Aher, Chair of C-SIP and facilitated by Lynette Lowndes, IPPF Consultant for the Strategy 2023-28.

Lynette Lowndes opened the session and advised that the main objectives were to explore key elements for the new Strategy and to forge closer links between the Board and C-SIP members.

The Board and C-SIP members were asked to put forward one word or two words which will describe IPPF in 2030. The results were:

<i>Electric</i>	<i>Inclusive</i>	<i>Transformative</i>
<i>Flexibility</i>	<i>Universal</i>	<i>Intersecting</i>
<i>Catalytic</i>	<i>Promise - Deliver</i>	<i>Universal Access</i>
<i>Great power</i>	<i>Voice</i>	<i>Challenge, Transparency</i>
<i>Youth led</i>	<i>Imperative, Innovative</i>	<i>Progressive - Progression</i>
<i>Sustainable & Independent</i>	<i>Dynamic, Central</i>	<i>Humane – near to the people</i>
<i>Equity</i>	<i>Shared power</i>	<i>Feminist, women-centred</i>

The Board was reminded of the Strategy Design Roadmap, which comprised five phases. IPPF was currently in phase two, the listening and visioning phase. This involved collecting information, data and ideas through roundtables, regional meetings and youth forums. The next phase would be the co-creation phase, involving the development of the Strategy through C-SIP, which would come to the Board and then go to the General Assembly in November 2022.

As part of the Strategy design process, a number of research papers had been commissioned to help shape an evidence base for the strategic choices to come. One of these was a paper written by the University of Cape Town and Oxford University, about IPPF's client base in 2030 (paper no. [BoT/09.21/DOC/3.2](#)).

This paper asked: Who are the youth of 2030?

- Generation Z (born in the late 1990s to 2010, currently 11-26), raised in an internet and social media world. This is a major way in which they interact with each other and the external world.
- Generation Alpha (born 2010-2024 – the oldest are currently 11 years old).
- In 2030 this is the client group for IPPF. They will make up a major part of the world's population and workforce. The top five countries they will inhabit will be India, China, Indonesia, Nigeria and the USA.
- They will learn and engage with the world virtually. It will be a digital way of life.
- They will be the most diverse generation ever – ethnically, racially, and in terms of their sexuality.
- There will be challenges for them - issues of environmental and resource security and climate change. There will be forced migration, humanitarian crises and conflict.

So what does IPPF need to do in 2030 to serve this population?

Prior to the meeting participants were sent a pre-workshop survey (questions included in paper no. [BoT/09.21/DOC/3.1](#)). Themes emerging from the responses were as follows:

- IPPF to be seen as a thought leader and an innovator in facilitating the delivery of SRHR services
- Shape the ecosystem of SRHR rather than just respond or operate within it
- IPPF being a global leader in SRHR services – a leading trainer and education provider
- Lead the fight for reproductive rights
- Partner at the global and local level
- Build coalitions of progressive organisations

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- Understand the opposition
- Change narratives and help build movements
- Utilise the power of clients and providers
- Greater attention to intersectional feminism, anti-discrimination and LGBTQ issues
- International development paradigm – have mechanisms to look at all MAs; get financing from local contracts, national health schemes and local and regional philanthropy
- Increased digitalisation – social and generational divides; populists and anti-choice movements spreading misinformation
- Services to young people through digital delivery channels; partner with integrated, tech-enabled health systems; join forces with partner organisations on tech-enabled solutions
- Be an organisation that does a few things “as best in class” rather than lots of things not delivered very well.

Ambitions and opportunities for the current decade

The Board divided into groups to consider the following questions:

1. What are the big ambitions IPPF should aim for in the future?
2. What are the risks that striving for these ambitions might present?

Feedback from the groups was as follows:

Group 1

- Discussed inter-sectionality
- Take into account different generations and be relevant to the new generations
- Be the voice of young people and help those who are not able to easily access services
- Understand that people need access to high quality information services too.

Group 2

- Provide greatest transparency to volunteers about what IPPF is doing
- Maximum youth engagement
- Reform has to go beyond IPPF and reach maximum output and outcome
- Seeing IPPF as a super-tech organisation, breaking out of traditional SRHR involvement
- Mental health – invest more, especially for women post-abortion
- Acceptance of LGBT+ having abortion as a human right
- IPPF visible as SRHR leader
- Focus on areas of maximum impact
- Strategize around harmful policies, for instance domestic violence, broader objectives, and under-served people should not be forgotten
- Central role around larger agendas – climate change and refugees through SRHR aspect
- Gender inclusive approach
- Making services affordable and available for everybody
- Risks: sustainability of MAs and activities; raising resources to talk about policy, research and activities not yet open to us; there are so many partners – what is the IPPF niche; confidence around data security.

Group 3

- IPPF as education provider of SRHR online. But recognise those with no internet access. Develop a curriculum using Comprehensive Sexuality Education as a model
- Advocate for abortion globally and nationally, having the courage to step up when MAs are challenged on legalising abortion, especially if there is no link between government and MAs
- Move away from compartmentalising human rights. Perhaps there would be a role for donors in assisting in promoting a holistic approach to human rights
- Linking the discussion on anti-racism, focusing on colonial legacies and building trust with communities let down in the past, particularly in the global south. When IPPF was set up it was also about control of black women's bodies. Sometimes there is still a feeling of the global north providing resources and global south providing services
- How do we link up with bureaucracies in countries – much depends on how the MA is positioned and their connections
- Risks: push back against gender equity issues and intolerance; the digital divide and countering misinformation.

Group 4

- Goal to make IPPF a financially independent body, not having to respond to pressures set by governments or donors
- Creation of new work streams and different services, for instance in vitro fertilisation, adoption, youth mental health services. These might generate a different source of income to allow IPPF and MAs to cover their own costs. Some of these new services would help to deliver the words “planned parenthood” to help families have children
- IPPF to be focus more on different regions and communities rather than countries
- Create an elimination agenda to eliminate issues such as unsafe abortion, unplanned pregnancies, unsafe sexual practices, racism and female genital cutting
- Move the headquarters to the global south – to better represent those countries we are serving and where services are much needed
- Risks: financial independence and generating income - we would be dependent on the market and this could affect our services; moving of the HQ could be seen as a step back regarding the advancements IPPF has achieved so far; eradication elimination agenda would move and excite the field and you could make progress by country or region, but there is also a risk of failure which could generate frustration and be a distraction from other issues.

Lynette Lowndes thanked the groups for the range of diverse issues which had been generated. A word cloud of the words put forward at the beginning of the session was presented, and Board and C-SIP members were asked to keep these words in mind in moving through the strategic development journey.

To conclude the session the Chair of C-SIP highlighted the many thoughts about IPPF's leadership role in the next decade which had been raised in the working groups. It would also be important to sustain the governance reforms made recently and to continue with this legacy. As the Board continues with its self-assessment, it should also assess how inclusive it is to key populations and marginalised groups, ensuring that MAs serves all marginalised populations and making MAs accountable. There would also be key policy discussions to be had, including the views of donors. For

instance, supporting women in sex work. By 2030 there should be no doubts about IPPF's stance on these issues.

The Chair of C-SIP thanked Lynette Lowndes, Casper Erichsen from the Secretariat and members of C-SIP for their contributions to this session.

On behalf of the Board, the Chair thanked all participants for the energy and vision brought to this session and looked forward to further engagement with C-SIP in the coming months.

4. RISK MITIGATION WITH CFAR

The Board had received papers for its Risk Mitigation discussion under paper nos. BoT/09.21/DOC/4.1 to 4.4. This was a workshop-style session and the Board was joined by members of the Finance & Audit Committee (C-FAR) and representatives from RSM UK, Matthew Humphrey and Mark Sullivan.

Elizabeth Schaffer, Chair of C-FAR, introduced the session, welcoming all attendees and introduced Matthew Humphrey, who would be facilitating this session. The Board was told that whilst IPPF has a strong control environment and reporting system, the purpose of this session was to consider the strategic risks which might come out of the new Strategic Plan, and whether IPPF has the right structures and framework in place to balance risk.

Matt Humphrey advised that the aims of the session were to firstly provide a start for IPPF in developing its approach to the management of risk so it helps deliver the newly forming five year strategy; and secondly to discuss what might be the strategic risks that may both impact on or influence the new strategy.

The Board was provided with some thoughts around why developing a strategic risk management framework was a key part of any Board's responsibilities.

- The Board should establish the risk and internal control framework and determine the nature and extent of the principal risks it is willing to take in order to achieve its strategic objectives
- It should satisfy itself that the organisation's internal controls are robust
- It should monitor the company's risk management and internal control systems, and at least annually carry out a review of their effectiveness and report on that review in the annual report
- The monitoring and review should cover all material controls, including financial, operational and compliance controls
- What are the risks? These fall into two dimensions – Business as usual risks and Exceptional risks (usually a smaller risk).
- Strategic Objectives, Strategic Risks and Risk Appetite should be aligned. Emerging risks will need to be monitored and kept in check. Strategic risks enable the key controls to be identified and assurances mapped, creating a Board Assurance Framework. Risk appetite themes will drive operational risk reporting – type of risk, volume, what in "in" and "outside" risk appetite.

What changes would the Board make to the current risk management framework and approach to help the Board in the better fulfilment of its risk management responsibilities?

Participants were asked to review responses to this question in the questionnaire response analysis, which had been circulated in advance of the meeting. The Board

and C-FAR members were divided into three groups, which each group asked to consider the areas of risk management from three different perspectives:

- Group 1 – Monitoring and Reporting
- Group 2 – Decision-making
- Group 3 – Controls, Mitigations and Assurance

Feedback from the groups was as follows:

Group 1 – Monitoring and Reporting perspective

- There are challenges around language and jargon and the concept of risk management, for example “what is risk appetite”. People find this rather abstract. How do you make it real?
- Reporting challenges: much of the information coming to the Board is risk related, eg. financial information and safeguarding issues, but it comes in separate pieces and is not necessarily directly related to risk. A group member reported that their MA Board had started to develop a dashboard for risk, what are the top ten risks and has anything changed. This was discussed at each Board meeting. When IPPF decided to take legal action against the UK government, it was commented that the Board went through a risk management process dealing with the issue but not risk management itself.

In response, Matt Humphrey advised that some Boards put the risk profile document at the front of their meeting packs and refer back to this document when making decisions.

Group 2 – Decision-making perspective

- The group spoke about the governance reform and the relationship of governance related decisions to management decisions. IPPF has the right framework but there is more work to do on clarifying this.
- Strategic imperative regarding funding and the mix of funding. What is the risk of government funding, how does it determine our strategy, limit our choices, strategy, and opportunities around income generating strategies? There are questions on how to fund the organisation and keep it sustainable. How would such decisions be made? There should be a framework or set of criteria. For instance, if it was decided to lower the percentage of government funding, this agreement would be part of the Strategic Plan and IPPF would benchmark against this to minimise risk over time.
- Keep in mind that financial parameters are specific to IPPF and do not necessarily impact on how individual MAs might wish to be funded. There might be opportunities for MAs to be aligned with their country’s government, even if IPPF’s strategy is different. They may assess that the risk is different nationally than globally.

Matt Humphrey responded that by defining risk appetite within IPPF, and weaving this into your reporting, it changes the way you make that decision. You are allowing managers to make decisions within a framework.

Group 3 – Controls and Mitigation perspective

- Soft controls: all about values, transparency, communication and leadership. They are not necessarily written down in procedures but can be a strong foundation on which risk management can be built. For example, IPPF’s values and how they are translated into culture. Does everybody adhere to these values? Does leadership set the right example?

- Hard controls: things you agree upon which you can build into procedures. It takes time before risk is affected and noticing that the risk is taking place. How to build in a shorter time to signal that a risk is going on. Whistleblowing procedures could be helpful. Building in an effective system of controls, for example early warning systems, the raising of red flags.
- Assurance – involving the donors – how could you work with donors to include them in the governance mechanism to build transparency and trust.
- Minimum level of tolerance against things you do not want to happen, for example. racism, discrimination. Having a policy of zero tolerance.

Matt Humphrey added that there was a model of first, second and third line of defence. The first line of defence being those responsible for the controls themselves, ie. management. The second line of defence would be the finance, human resources and technical teams. The third line of defence could be an independent review or work undertaken by Internal Audit. If you do not have these three lines of defence in place, you are working largely on assumptions. It enables management to report more regularly on effectiveness on levels of controls. Building the assurance framework would be a good step forward.

Board to consider a recent difficult or controversial decision made by IPPF

The Board was invited to consider a recent difficult or controversial decision that it had made, and in the light of the session so far, how would it have changed the way it went about making that decision.

During discussion three different recent decisions were highlighted. The first was the decision around the legal action against the UK government regarding its decision to cut IPPF funding. The second were the various decisions taken following the separation of the Western Hemisphere Region from IPPF. The third was the decision the Board has to take in relation to suspension or expulsion of Member Associations. Regarding the first two decisions, a Board member commented that the Board had been adept in thinking about the opportunities and the risks. There had been much conversation, but much of it had not necessarily been labelled in terms of risk. It was believed that the decisions taken would not have been different if they had been considered more from a risk perspective. The third risk, regarding suspension or expulsion of MAs, was always a difficult decision for the Board to take. There was a balancing act, on the one hand adhering to issues of accountability, but on the other hand also taking account of the human side. The MA in question had been providing services and consideration should be taken of those people who were served by the MA.

The DG commented on these three specific decisions. There was a balance between having the right framework in place and foreseeing risks. Some situations will hit you by surprise. Regarding the withdrawal of Western Hemisphere Region, IPPF had a set of red lines during its negotiation, as well as a level of analysis, and this helped the Board to make decisions very quickly. Lessons learned from these preparations would help IPPF navigate situations in the future. Regarding the legal action against the UK government, IPPF tried to gain an understanding from other people what the risks would be. It applied some of the lessons from the WHR situation, using the same mode of work, and created a working group to be able to react quickly. The third example of the suspension or expulsion of MAs, this was a very different process. These decisions were narrowly focused on what the MA has or has not done. Going forward, IPPF would benefit from considering how the decision made would sit in the overall country

context and the risks to women and girls, and these situations may benefit from more systematic preparatory work.

Matt Humphrey agreed that lessons learned were very important. Reviewing which decisions which went well and which did not, learning from practices applied and building these into future procedures. When unexpected things happen you have to apply knowledge and experience from an historical perspective, taking account of due diligence, but also recognising that sometimes there is not the time available.

The Chair addressed the issue raised about language and jargon, and how do you make it real. She put forward the following series of questions to consider:

1. Identify the sources of the threat to IPPF being the very best IPPF that it can be. What could diminish us?
2. What is the nature of harm to us? How can we be wounded or injured?
3. Imagine different scenarios or outcomes which may occur if you take a certain course of action. What can we do to minimise harm and reduce threat? What might be the unintended consequences?

In closing the session, Matt Humphrey re-directed the Board to the responses to the questionnaire which had been sent out in advance of the meeting. The Board was asked to keep in mind what are the worst things that could happen? What is creating the greatest challenges? Where are the opportunities? The answers to these questions would assist in formulating the IPPF strategic risk profile. The next step would be to prepare a risk management development plan, then a set of strategic risks should be developed to use as part of the decision-making, monitoring and reporting and assurance purposes.

The Director, Finance & Technology, introduced Neville van Sittart, the new Director, Risk and Assurance. Neville van Sittart thanked the Board and C-FAR for the very rich discussion. Taking account of this feedback the new Risk Register would be compiled. It would go to the DLT, C-FAR and then the Board.

The Chair of C-FAR thanked Matt Humphrey and Varun Anand for the preparation and delivery of this session, and C-FAR were thanked for their excellent partnership with the Board.

5. ANTI-RACISM PROGRAMME OF ACTION

The Board had received papers for the Anti-Racism Programme of Action under paper no. [BoT/09.21/DOC/5](#). This item was led by Bience Gawanas, Chair of the Anti-Racism Programme of Action Board sub-committee. Rayana Rasool, Project Manager, joined the meeting for this session.

Bience Gawanas introduced this item by emphasising that the values which IPPF stands for means that it cannot shy away from the issue of racism, and that it ties in with the discussions on both the new Strategic Plan and on risk. The Board sub-committee had met twice and had begun its work by discussing the road that IPPF had travelled so far. It was not looking to attribute blame but to look for solutions. The biggest challenge was that of systemic racism in an organisation, as this impacts on everybody, and fighting racism is everybody's business within an organisation. The report from the independent consultants, presented to the Board at its meeting in June 2021, showed that there is a toxic culture within IPPF. Going forward, it would be important to de-centre whiteness as a central framework and to listen to the voices to

those who are impacted the most. It is about the value of zero tolerance. Solutions will come from examining our policies, practices, who we are and how we behave with one another. IPPF has an Anti-Racism Programme of Action and the Board would be presented with a road map which would lead up to the General Assembly in November 2022. The General Assembly would be asked to issue a public statement on anti-racism. It was also important to have a Board statement, for the staff of IPPF to know the Board's view on these issues. In December, the sub-committee would present its plan to the Board.

Rayana Rasool presented to the Board the Programme of Action (PoA) – Anti-Racism Road Map.

It was explained that there were three levels to the road map:

- Emerging: IPPF beginning to address a more anti-racist and equity-based approach.
- Established: IPPF with an established approach to anti-racism and key structures in place to support it.
- Leading: a role model organisation in which power imbalances are recognised and addressed through the PoA.

The Emerging phase had identified three pillars of racism: colonial legacies, institutional and interpersonal. In response the Board had set up an anti-racism sub-committee and there was also an expanded Secretariat Working Group. There was a communications plan (internal and external) and a training plan. This phase would run to the end of 2021.

The Established phase would include management's response, structures put in place to support the development and implementation of an action plan for the achievement of the PoA. This phase would run in the first quarter of 2022.

The Leading phase would involve alignment to key institutional strategies and policies, integration of the PoA into strategic planning 2021-22, a Statement of Public Recognition from the General Assembly 2022, and integration into the new IPPF Strategy 2023-28. This phase would run from quarter two to the end of 2022.

The three pillars of racism were explained further:

- Colonial legacies: structural racism, which is the overarching system of racial bias across institutions and society. This gives privileges to white people, resulting in disadvantages to people of colour.
- Institutional racism: for example, discriminatory treatments, unfair policies, biased practices resulting in inequitable outcomes. Racial groups are never mentioned but the result is to create advantages.
- Interpersonal racism: public expressions of racism, often involving slurs, biases or hateful words or actions.

The proposed Action Plan would start addressing these three pillars as follows:

- Institutional: ensure staff are compensated equitably
- Interpersonal: learning opportunities and conversations around anti-racism and equity; core training programme for all staff, with the possibility of specific regional 'add on' modules

- Colonial: regional and global dialogues (internal and external)

During discussion Board members congratulated the sub-committee and Secretariat for the work undertaken so far.

A Board member asked whether MAs were involved in the development of the Programme of Action, not only the design but policy implementation. The Board was told that it was important to start at the Secretariat and Board level first. The DG suggested that the approach should be the same as that used for governance reform. The Secretariat and the Board should gain its legitimacy first, then go to the General Assembly asking for a mandate to bring MAs into the process. MAs should also be brought into the discussion on the colonial legacy of racism.

A Board member questioned whether IPPF should go further and take a more global approach, joining the global fight against racism. There were many interconnections between racism and SRHR, and IPPF was well placed to address these issues. The Chair of the sub-committee advised that the Statement, which would be published, would be broad and that IPPF's internal work and global aims were not mutually exclusive. There was certainly an inter-sectionality with racism and SRHR and the legacy of mistrust would be discussed as part of the colonial legacy work.

The need for training was emphasised, to address all the pillars of racism. This training should include diversity, equity and inclusion training for all staff, Board members and MAs. It was noted that this work was still evolving and all opportunities for training should be approached with humility. The Board was advised that training would be a key part of the Plan of Action and a discussion would take place on the extent to involve MAs. The DG added that the uncovering of a toxic culture within IPPF was shocking. Core training for all would be part of the strategy to address this. There would also be specific training for the Board, management and for different regions of the Federation.

A Board member agreed that it was important to have your house in order first, which would mean having robust data around equity, pay, promotion, seniority levels, and recruitment processes ensuring that pools of candidates are appropriately diverse. But it would also be helpful for the discussion to also be taken into the public sphere, for instance through thought pieces. A public discussion was important before moving to the next step. The Chair of the sub-committee confirmed that the need for the development of key messages and a communication plan had been discussed, and there would be a communications strategy focused both internally and externally. The Chair added that there could be a leadership role for IPPF in the broader sector as it gets its house in order, to mark a clear break from the troubled past.

It was **agreed** that the Board would issue a statement on its Anti-Racism Programme of Action, addressing the Board's own accountability to anti-racism and its commitment to model the changes which would be taken within the Federation. The Chair would circulate a draft to Board members shortly after the meeting for comments, finalisation and approval, prior to circulation to staff and MAs.

6. UPDATE ON THE LEGAL CASE

The DG advised that the Secretariat had continued, as instructed by the Board and under the leadership of the Board sub-committee, to submit the grounds for IPPF's complaint against the UK government, in respect of its decision to terminate IPPF's ACCESS contract. The government took time to respond, arguing that it had not set a new development assistance target, but had just announced that it would miss the

target set and afterwards it had gone to Parliament to secure a mandate for what it had done. IPPF made a short response to the government's grounds of defence. The judge used some of the government's grounds for the defence and denied IPPF the right to proceed to the Judicial Review. On receiving this news, the Board sub-committee considered the matter and decided to apply for an oral renewal, which would be presented to a new judge, stating why IPPF believes that the Judicial Review should be allowed to proceed. The date for the oral renewal had been set for 16 November 2021, which would be just after the climate change conference, COP26. The DG believed that this was the right strategy, and it would allow this matter to stay in the public domain. CIFF, who had supported IPPF through this process, had agreed to continue with financial support, at least to the stage of oral renewal.

Board members reaffirmed their support for this strategy. The Chair thanked Honorary Legal Counsel for her support and advice during this process. The Chair added that IPPF was unique among NGOs taking this legal action, and the Board felt it was its moral duty to be a leader in the face of such detrimental action by the UK government.

7. BOARD WORK PLAN

The Chair referred the Board to its current Work Plan, which details the Board's Objectives, Key Outputs, Indicators, Targets and Progress. The Board was asked to consider firstly whether the Work Plan in its current form should continue, if it was a useful tool, or if the Board had any suggestions for reform. Secondly, the Board was asked to put forward suggestions for the new Work Plan, which would have a timeline up to the General Assembly. It was proposed that the major outcomes from this meeting be included in the new Work Plan. Based on input from the Board, in the coming weeks the Chair would produce a new version of the Work Plan, which would be finalised at the December meeting of the Board of Trustees. Board members were reminded that it was not its task to set new priorities for IPPF. The priorities in the Work Plan were the Board's priorities, which the Board was happy to be held accountable for. The Work Plan was a tool used by the NGC to evaluate the Board's performance.

During discussion Board members asked for the following to be considered:

- To date the Board had focused mainly on governance reform issues and the Work Plan must now reflect issues arising from the evaluation report.
- The anti-racism programme.
- The new IPPF Strategy, supporting the Secretariat and the role of the Board in helping IPPF to be more of a risk taker.
- Building risk into decision-making processes.
- Promotion of self-sustainability and mixed sources of income.
- Reflect how Board members can co-complement each other and learn from each other.
- Building the skills of youth within IPPF and enabling a communication platform for youth within the Federation.
- Enable IPPF to move faster and obtain achievements faster.

Board members also asked for time to reflect after the meeting.

It was **agreed** that Board members would submit their suggestions for items to be included in the new Board Work Plan to the Chair within two weeks of the meeting. The Chair would consolidate the feedback and draft a new Plan, which would be brought to the Board at its meeting in December 2021 for adoption.

8. ANY OTHER BUSINESS

IPPF Policy 1.12 Resource Allocation Technical Committee – Terms of Reference

The Board **approved** the amendments to IPPF Policy 1.12 Resource Allocation Technical Committee (RATC) – Terms of Reference, as detailed in paper no. BoT/09.21/DOC/8.3. It was noted that the changes reflected the adjusted division of work between the different Committees.

Authorized Officers

The Board **resolved** that pursuant to the provisions of section 380 of the Companies Act, 2013, Ms Anna-Kim Robinson and Mrs. Dona Da Costa Martinez, who have each signified their consent to act as Authorized Officers of the company, be and are, hereby, appointed as Authorized Officers of the company for the purposes of registering IPPF's Americas and the Caribbean Regional Offices in Colombia and Trinidad and Tobago and for post registration filings in the Companies Registry.

Rahnuma-FPAP

The Regional Director, South Asia Region, updated the Board on the situation of the MA of Pakistan, Rahnuma-FPAP following the recent events in Afghanistan. Serious safety and security considerations had emerged from the perspective of the Pakistan MA being associated with a South Asia Regional Office mostly operating from India, representing a threat to the smooth running of operations and safety of staff in Pakistan. As a result, management had considered various options and was presenting to the Board the option of Rahnuma-FPAP being placed with the Arab World Region, on similar lines to the situation with WHO.

The IPPF Board of Trustees **resolved** that:

1. Considering the safety and security concerns of being linked with IPPF South Asia Region and its India Office, the Pakistan Member Association, Rahnuma-FPAP, will instead join and form part of the IPPF Arab World Region.
2. Adjustments at the Secretariat level would be made to ensure a smooth transition and operations.
3. This decision was taken by the Board, noting the exceptional circumstances of Rahnuma-FPAP and without setting any precedent.

Update on the MA of Afghanistan

The Regional Director, South Asia Region, updated the Board on the work of the MA of Afghanistan since the Taliban took control of Afghanistan on 15 July. During the month from 16 July to the time when the new government was set up, staff were advised to stay at home and the country was very much at a standstill. Women in particular who ventured outside were at risk of physical violence. From 22 August the office of the Afghanistan MA re-opened. Although women staff members and midwives were asked to stay at home, the Taliban appealed for health workers, doctors and midwives. The midwives working for the MA re-commenced their work and were now working at the local level in ten districts. Communications were through a helpline. Midwives had stopped carrying contraceptives and the focus was more on mother and child health. In mid-August the banks were asked to freeze the accounts of NGOs but by mid-September the banks were allowed to re-open and the MA was able to withdraw funds and pay salaries and transfers to the MA could be made. It had been decided for the MA to continue working quietly and they had not had formal discussions with the Taliban. All but one of the trustees of the MA had to leave the country. Some of them are female high-profile gynaecologists. IPPF had provided support letters for them.

IPPF had also worked with partners to formulate a statement to the Human Rights Council calling for the ceasing of violence against women in Afghanistan. The Regional Office had received photographs from the MA showing women coming together and carrying out their work.

The Board expressed its commitment and solidarity with the MA of Afghanistan, for their continuing work to secure the choices and rights of the women in Afghanistan. The Board recorded its appreciation to the South Asia Regional Office, the Regional Director and her team, for their unrelenting support to the MA of Afghanistan.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees, including Committee Chairs, for their wise and collegial discussions over the last two days. Members of the NGC, C-SIP and C-FAR were also thanked for joining the Board for this meeting and for their contributions and support to the Board. 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.