

Agenda Item: Terms of office for newly appointed trustees**Summary:**

This paper recalls the rationale and policy provisions behind the staggering of terms of service for the Board of Trustees. It overviews the terms of office approved to date and proposes terms for the newly appointed trustees.

Action Required:

The Board of Trustees is requested to take **note** of the progress under the staggering process as previously approved and to **approve** that:

- 1- Rose-Marie Belle Antoine serves for an initial term of one-year, renewable as a full and final term of three years,
- 2- Santiago Cosio and Andreas Prager serve a final term of two-year respectively.

TERMS OF OFFICE AND RENEWAL OF BOARD OF TRUSTEES (BoT)– December 2021

I- Background

As part of the 2020 IPPF Global Governance Reform, the then highest IPPF governing body (IPPF Governing Council) approved a series of measures to ensure a staggering process for all newly established governing body levels that would allow both continuity and injection of “fresh” contributions.

II- Initial terms of office agreed in 2020

In May 2020, the new Board of Trustees, as was required of it, agreed initial terms of office for trustees as follows:

Trustees	Proposed length of initial tenure before option to stand again for a full (3 year) term
Isaac Adewolehas (chair)	2 years
Abhina Aherhas (chair)	3 years
Rosa Ayong Tchonang (youth)	1 year
Ulukbek Batyrgaliev (youth)	2 years
Bience Gawanas (Treasurer)	3 years
Kate Gilmore (chair)	3 years
Surakshya Giriwas (youth)	1 year
Adriana Mendoza Bautistais	2 years
Jacob Mutambo (youth)	2 years
Donya Nasser	1 year
Aurélia Nguyen	1 year
Deika Nieto Villar (chair)	3 years
Dr Josephine Obel	1 year
Elizabeth Schaffer (chair)	3 years
Kobe Smith (youth)	2 years

Initial term allocations factored in provision for those youth trustees who by their age will still be “youth” at the end of their first term, to serve a minimum initial term of two years. To assist with continuity, for chairs of committees and Board office bearers were allocated a three-year initial term.

With the staggering principle requiring one more trustee to accept a two-year initial term, Isaac Adewole, although chair of RATC, generously agreed to serve an initial two-year term.

Unless other provisions apply, all trustees are entitled to stand for a second and final full term of office of three years duration.

III- Renewal of current trustees’ terms of office

The process of renewal of trustees’ terms of office is not automatic but subject to performance assessment by the NGC, in consultation with the Chair of the BoT.

Trustees who had very kindly agreed in 2020 to serve an initial one-year term of office were found, in 2021, to have performed satisfactorily and were renewed by the NGC for a second term of three years each, following the required confirmation by the General Assembly.

Again, circumstances caused an exception. Donya Nasser (who on becoming a committee chair following the resignation of Deika Nieto Villar) has had her initial “first term” of one year adjusted by the Bot to a full but final three-year term, noting that under the regulations concerning prior service, she is eligible to serve only one term with the new Board.

Trustees who will be completing their initial two-year terms of office in 2022, and thus up for renewal next year are: Isaac Adewole, Ulukbek Batyrgaliev and Jacob Mutambo.

It is noted that the Board will discuss its views on performance assessment methodologies and targets at the December 2021 meeting, recalling that the formal decision on assessment approaches rests with the NGC.

IV- Terms of office for new Trustees

Terms of office must now be allocated to the incoming trustees. Continuing the staggering approach previously approved by the Board and consistent with the relevant constitutional provisions, it now has available the following terms:

- a three-year term (formerly held by Deika Nieto Villar) with two years remaining to be served,
- two terms of two years (formerly held by Kobe Smith and Adriana Mendoz Bautistais) with one year remaining to be served.

Because both Santiago Cosio and Andreas Prager have served on an IPPF governing body previously, they are eligible to serve only one term each. No such restriction applies to Rose-Marie Antoine.

To preserve the benefits to the Board of staggering trustees’ terms of office, as applied to date, but allow to also allow for a degree of continuity too, noting the extensive effort invested in the trustee recruitment process, it is proposed that the Board approve:

- A two-year final term of office for Santiago Cosio and for Andreas Prager,
- An initial term of one-year term of office for Rose-Marie Antoine who is eligible then to stand for a full and final second term of three years.

(Appendices follow)

Appendix 1: Relevant Provisions

There are numerous provisions that deal with the approach that shall be followed in renewing a trustee's term of office. The most relevant are:

Three clauses of IPPF **Policy 1.8: TORs Board of Trustees** guide the re-appointment process:

- 5.1 *Trustees serve for three-year terms, with the possibility of re-election once, i.e., a maximum of two terms, or six years, before a member must rotate off the Board. Trustees are ineligible to re-stand for the Board at any time in the future after having served two terms.*
- 5.2 *Any term of office served prior to the adoption of the new governance structure in any governing bodies at global level shall be counted while determining Trustees cumulative term of office.*
- 5.3 *Trustees must meet the following criteria in order to be re-appointed - regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for IPPF. These criteria form the basis of an annual evaluation process.*

In addition, **clause 3 of Annex 1 of IPPF Policy 1.7: TORs Nominations and Governance Committee** provides for the following:

1. **Reappointment of Trustees and Committee members**

There should be no assumption on the part of Trustees and Committee members that re-appointment to a second term is automatic.

Trustees and Committee members must meet the following criteria in order to be re-appointed - regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for IPPF. These criteria form the basis of an annual evaluation process.

At the end of a term the Nominations and Governance Committee, in consultation with the Chair of the Board of Trustees, determines if the Trustee/Committee member meets the requirements to be considered for a second term of office.

Clause 4.1 (h) of IPPF Policy 1.6: TORs General Assembly provides that the General Assembly *confirms appointments to the Board of Trustee:*

In addition, it was agreed that Board Committee Chairs will serve a full term of three years as their initial term of office in the majority of the cases and where feasible.

Appendix 2: “Staggering” Logic Applied to Trustee’s Terms of Office

Trustee	First term	Second term eligibility	Remarks
<i>Isaac Adewole (Chair)</i>	Two-year term from May 2020	Yes, for a final term of three years to start from May 2022	-
<i>Abhina Aher (Chair)</i>	Three-year term from May 2020	Yes, for a final term of three year to start from May 2023	-
<i>Rosa Ayong Tchonang</i>	One-year term from May 2020	Re-appointed for a final three-year term starting May 2021	-
<i>Ulukbek Batyrgaliev</i>	Two-year term from May 2020	Yes, for a final term of three years to start from May 2022	Will be below the age of 25 years old in May 2022.
<i>Bience Gawanas (Treasurer)</i>	Three-year term from May 2020	Yes, for a final term of three years to start from May 2023	-
<i>Kate Gilmore (BOT Chair)</i>	Three-year term from May 2020	Yes, for a final term of three years to start from May 2023	-
<i>Surakshya Giriwas</i>	One-year term from May 2020	Re-appointed for a final three-year term starting May 2021	-
<i>Jacob Mutambo</i>	Two-year term from May 2020	Yes, for a final term of three years to start from May 2022	Will be below the age of 25 years old in May 2022.
<i>Donya Nasser (Chair)</i>	Three-year term from May 2020	No	Not eligible for another term, as has served previous term in IPPF governing body.
<i>Sami Natsheh</i>	Three-year term from December 2020	Yes, for a final term of three years to start from December 2023.	-
<i>Aurelia Nguyen</i>	One-year term from May 2020	Re-appointed for a final three-year term starting May 2021	-
<i>Elizabeth Schaffer (Chair)</i>	Three-year term from May 2020	Yes, for a final term of three years starting from May 2023	-
<i>Rose-Marie Belle Antoine</i>	One-year term starting from September 2021	Yes, eligible for a final term of three years, starting from September 2022	-
<i>Santiago Cosío</i>	Two-year term starting from September 2021	No	Not eligible for another term, as has served previous term in IPPF governing body.
<i>Andreas Prager</i>	Two-year term starting from September 2021	No	Not eligible for another term, as has served previous term in IPPF governing body.

/ends