

Board of Trustees
2-3 December 2021

Refers to
agenda item 3

Agenda Item: 3.5 Conflicts of Interest - A proposed process for their management

Summary:

There are numerous clauses within IPPF governing documents that provide for the declaration and management of conflicts of interest. This is also a requirement of the UK Charity Commission. However, such provisions do not set out the details of the process for their implementation.

The purpose of this paper is to outline such a process. This would be followed in documenting, assessing and managing conflicts of interest within IPPF governing bodies (i.e. the *Nominations and Governance Committee, Board of Trustees, Board Committees*, etc.).

To recall, in March 2021 the Board received an orientation on this subject. Trustees' Conflicts of Interest Declarations have also been collected for the year 2021 and the subsequent steps are in progress.

The following is a proposal to formalize that process as a core element of IPPF policy on conflicts of interest in respect of its governing bodies.

Once the Board has reviewed the proposed process, and amended it as needed, a revised version will be shared with the Nominations and Governance Committee for their input.

Action Required:

The Board of Trustees is requested **to review** the proposed process **and adjust as appropriate**.

Process:

1. The Conflicts of Interest (Col) process will be initiated:
 - a. On appointment of new trustees and committee members.
 - b. At the start of each year for all trustees and committee members.
 - c. Anytime a change occurs in the status of a trustee/committee member in respect to any of the eight questions in IPPF's Conflicts of Interest Form.
 - d. Whenever information deemed relevant to the status of a trustee's/committee member's conflicts of interest is received through another source (internal or external).
2. The Col form will be provided to trustees and committee members in IPPF's working languages (English, French, Spanish and Arabic), with relevant guidance documents attached (e.g., policy, guidelines).
3. Trustees and committees' members will familiarise themselves with the relevant documents before completing and submitting the form. The documents cover matters such as definitions, guiding principles, financial and other conflicts, action to be taken; and consequences of failure to disclose conflicts of interest.
4. Each trustee and committee member will complete the Col Form, providing a declaration in respect to each question and signing the document accordingly. The declarations must include disclosure of actual and potential conflicts of interest.
5. Completed Col forms are to be returned to the Secretariat within a month of their receipt.
6. Timely submission of completed Col forms will be included in the Key Performance Indicators by which the performance of trustees and committee members is assessed.
7. Each Col form will undergo an initial review by the Governance Team.
8. Where the Governance Team identifies a potentially material conflict of interest, the case will be followed up with the Legal, Risks & Assurance Team. If required, additional information will be requested from the trustee or committee member.
9. Where it is deemed that a conflict of interest requires resolution, a brief report will be submitted to the appropriate governance authority: i.e. the Board or Committee Chair, in consultation with IPPF Honorary Legal Counsel.
10. If the conflict of interest concerns a Committee Chair, the matter shall be considered by the Chair of the Board of Trustees, in consultation with IPPF Honorary Legal Counsel. If the conflict of interest concerns the Chair of the Board of Trustees, the matter shall be considered by the Chair of NGC, in consultation with IPPF Honorary Legal Counsel.
11. In consultation with the Governance Team, and/or with the Director General and/or the IPPF Honorary Legal Counsel as appropriate, the relevant governance authority will determine next steps. If required, additional legal advice (internal or external) may be sought.
12. Where a case of conflict of interest is established to be material, the relevant governance authority, in consultation as appropriate, will determine the course of action to be taken to remove or resolve the conflict of interest.
13. The trustee/committee member is obliged to comply with required action.
14. The overall process will be facilitated by the Governance Team in consultation with the Legal, Risk & Assurance Team.