

**IPPF BOARD OF TRUSTEES MEETING
Held on 2 & 3 December 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
Bience Gawanas	Caroline Hickson, RD, European Network
Kate Gilmore – Chair	Manuelle Hurwitz, Director, Programmes Division
Surakshya Giri	Claire Jefferey, Acting Director, People, Organisation & Culture Division
Sami Natsheh	
Andreas Prager	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
Elizabeth Schaffer	
	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
Apologies for absence	Sonal Mehta, RD, South Asia Region
Santiago Cosio	Marie-Evelyne Petrus-Barry, RD, Africa Region
Jacob Mutambo	Achille Togbeto, Director, Governance & Accreditation
Donya Nasser	Aileen McColgan, Honorary Legal Counsel
Aurélia Nguyen	Caroline Dickinson, Minute Taker
	<u>Sessional attendees:</u>
	Casper Erichsen, Head of Strategy & Planning (item 6.2 & 6.4)
	Riva Eskinazi, Director Strategic Partnerships & Development (items 6.4 & 6.5)
	Rayana Rassool, MA Communications Lead Advisor (item 5.3)
	Neville van Sittert, Director, Risk & Assurance (item 6.1)
	Vanessa Stanislas, Head of Safeguarding (item 6.3)
	Julie Taft, Director, Humanitarian (item 6.4)

DAY ONE: 2 December 2021

Welcome and Introductions

Kate Gilmore, Chairperson, welcomed everyone to the meeting of IPPF's Board of Trustees (BoT). On behalf of the Board, the Chair thanked the Director-General (DG) and staff for all their hard work in preparation for this meeting. The Chair also appreciated the work done to assist the Board work in multiple languages.

The Board **noted** Tributes in memory of those whose lives had come to a close since the last meeting. The Board paused to remember and honour them with one minute's silence.

The Chair advised that the key theme running throughout this meeting would be “accountability”, with specific focus on the preparations of the Strategic Framework and the General Assembly to be held in November 2022. The Chair also noted the recent meeting convened with youth members of IPPF governance bodies and she acknowledged in particular the contributions of the youth trustees who were part of that meeting. She stressed that youth is a key theme of the meeting including further reflections on what does it mean for IPPF to be a youth-centred organisation.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for absence had been received from Jacob Mutambo, Donya Nasser and Aurélia Nguyen. Rose-Marie Belle Antoine had given her apologies for day 1 but would join the meeting for day 2.

The Board noted the following proxies had been received:

Jacob Mutambo’s proxy to Ulukbek Batyrgaliev
Donya Nasser’s proxy to Elizabeth Schaffer
Aurélia Nguyen’s proxy to Kate Gilmore
Rose-Marie Belle Antoine’s proxy to Surakshya Giri for day 1

It was noted that Rosa Ayong-Tchonang would need to leave the meeting early today as she had a training commitment.

The Director, Governance & Accreditation confirmed that the meeting was quorate. It was clarified that proxies do not count for the quorum, and the quorum must be in place at the start of the meeting. If participants leave during the meeting, the quorum is not affected.

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 22 & 23 September 2021 as a true and accurate record.*

1.3 Adoption of Agenda and Timetable

The Chair advised that item 6 had been re-ordered to provide a more logical flow to the discussions, and a revised agenda had been circulated.

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

1.4 Terms of office for newly appointed Trustees

The Board had received the paper on Terms of Office for newly appointed Trustees under paper no. BoT/12.21/DOC/2.1 and 1.4.

The Chair reminded the Board that as part of the 2020 global governance reform, a series of measures had been approved to ensure a staggering process for the terms of office for member of all governing bodies. This enables both continuity of membership and the injection of “fresh” contributions. The Board being required to allocate terms of office for all Trustees, must now agree terms for the newly appointed Trustees, taking into account the terms attached to the vacancies that they were filling. It was noted that both Santiago Cosio and Andreas Prager had served on an IPPF governing body previously, so were eligible to serve only one term each.

The Board **approved** the terms of office for newly appointed Trustees as follows:

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

2. ACCOUNTABILITY

2.1 Chair's and DG's Progress Report

The Board had received the Chair's and DG's Progress Report under paper no. BoT/12.21/DOC/2.1.

A Board member, highlighting the success of the MA of Benin, whose work had contributed to national legalisation of abortion in most circumstances, asked if the Secretariat had available a global map of abortion law status across the world. The DG advised that he would share such a document with the Board, as well as information produced by the European Network on the status of abortion laws in Europe. He would also provide an outline of the work done by the MA of Benin which resulted in the legalisation of abortion in Benin in most circumstances. The Chair added that WHO also has an on-line database on the status of abortion law across the world.

A Board member asked for more information about the Safe Abortion Action Fund (SAAF). Manuelle Hurwitz, Chair of the SAAF, advised that this is a multi-donor fund, established in 2006 in response to the introduction of the Global Gag Rule in 2001. It is open to all grassroots organisations and focusing on abortion. It was established initially with support from the UK government and currently has commitments from a number of donors. There is a competitive process for applications, with funding allocated of US\$160,000 over three years. IPPF hosts it but does not manage it. The Board was provided with the link to the SAAF website for more information (www.saafund.org).

The Board **noted** the progress report.

2.2 Anti-Racism Action Plan Update

The Board had received the update on the Anti-Racism Action Plan under paper no. BoT/12.21/DOC/2.2. Rayana Rasool, Secretary to the BoT Anti-Racism Sub-Committee, was welcomed to the meeting for this agenda item.

Bience Gawanas, Chair of the Anti-Racism Sub-Committee, presented the report. She advised that this group had met twice this year and had helped to draft the Board Statement on Anti-Racism, which had been circulated to the Secretariat. This Statement had been welcomed by recipients as it demonstrated that the Board has made itself accountable to the issue of anti-racism. It reinforced that IPPF must be a place where all people feel safe, valued and respected and it provides a commitment to zero tolerance for racism within the Federation. It was noted that there was also an Anti-Racism Working Group for the Secretariat.

The Board discussed the report and noted the breakdown of activities in the Anti-Racism Plan of Action, leading up to the General Assembly in November 2022. The Board commended the Sub-Committee for its work and in particular welcomed the intersectional focus of the Plan of Action.

The Chair of the Sub-Group agreed that the lens of intersectionality was key, that people have different identities, and that the struggle involves intersections with gender, class and racism among other identities. The Chair of the Sub-Committee emphasised that any actions taken to deal with anti-racism in an organisation have to include holding to account those people who are racist and taking action against them. If this does not happen, the voices of those who are suffering will be silenced. Actions are important and it was important for the Board to lead by example.

In answer to a question about wider publication of the Board Statement on Anti-Racism, it was clarified that this was an internal document, and that the intention was for a public Statement to be issued following the General Assembly.

The Board **noted** the update on the Anti-Racism Action Plan.

3. GENERAL ASSEMBLY, BOARD 2022 PRIORITIES AND GOVERNANCE CALENDAR

3.1 A Successful General Assembly

The Board had received a paper regarding plans for its General Assembly in November 2022 under paper nos. BoT/12.21/DOC/3.1.

The Director, External Relations, presented the paper, which outlined the plans being considered so far for the first General Assembly following the implementation of the governance reforms which were agreed at the General Assembly in Delhi in 2019. The emphasis of this three-day meeting would be maximum engagement and participation of MAs. Every effort would be made to ensure that the gathering was safe and Covid-compliant. Prior to the GA, there would be a two-day Youth Summit, a youth-led event, with its outcomes including clear recommendations to the GA. The BoT would have a face-to-face meeting the day after the GA. Board members suggested that it would be useful for the Board to also meet for half a day before the GA.

The Secretariat was proposing provisional dates of the GA to be during week commencing 21 November, to avoid a clash with ICFP 2002 (International Conference on Family Planning), which was scheduled for the previous week in Thailand. It was noted that the week of 21 November would coincide with Thanksgiving.

During discussion, a Board member commented that they would welcome the opportunity to interact with Secretariat staff during the GA. Board members also emphasised the opportunities for young people's participation and leadership in the GA, as well as maximising youth people's engagement with each other. The environment must be safe for everybody and free of discrimination and stigma. It was suggested that there should be a Youth Advisory Group for the GA, in recognition that although there were four young people on the Board, they could not be expected to be representative of the entire organisation. It was suggested that consideration should also be given to scholarships for young people, to enable them to make their contributions to SRHR globally. It was also noted that young people should not be left behind because of technology issues.

It was noted that the Board would have an in-depth discussion at a future meeting on the style and atmospherics of the GA, taking account of the comments made in respect of youth participation. There should be an emphasis on celebration, team building and interaction, with informal spaces for mixing and exhibitions of the MAs achievements.

The importance of strong, independent facilitation was also noted, enabling safe spaces for discussion.

The Board **agreed** that the General Assembly would take place during week commencing 21 November 2022 in Bogota, Colombia. There would be a half-day BoT meeting before the GA and a full day's meeting immediately after the GA.

It was **noted** that at its next meeting the Board would review a first draft agenda for the General Assembly. The Board would also establish a Working Group for the GA, which would include significant representation from young people.

The Board **noted** the continuing concerns regarding Covid and acknowledged that a hybrid solution was not ideal, especially taking into consideration inequalities in internet access and its costs.

It was **noted** that Board members should be reimbursed for any additional costs incurred with regard to internet connectivity to enable virtual participation in meetings. Trustees were reminded to submit their expenses to the Secretariat.

3.2 **An “Impact, Risk and Resilience” Board Work Plan for the journey to Bogota**

The Board had received a draft Work Plan setting out the Board's priorities up to the 2022 General Assembly under paper no. BoT/12.21/DOC/3.2.

During discussion a Board member highlighted that the section on Accountability should emphasise a gender inclusive approach.

The Board **approved** its Work Plan, which sets out the Board's priorities up to the General Assembly in November 2022, subject to the addition of the indicators and targets relating to the anti-racism plan and MA involvement in governance reform as agreed.

3.3 **Implications for BOT meetings before the GA**

The Board had received an updated Governance Calendar, including priorities for each meeting, under paper no. BoT/12.21/DOC/3.3. This document was in line with the 2021-22 Work Plan. The Board was advised that the calendar was guided in the most part by statutory requirements.

It was **noted** that at its next meeting the Board would review a first draft agenda for the General Assembly. The Board would also establish a Working Group for the GA, which would include significant representation from young people.

It was **noted** that the February 2022 C-FAR meeting would need to be re-scheduled for a week later, to enable sufficient preparation time for the meeting.

The Board **noted** the updated Governance Calendar, including the indicative priorities to be addressed in the respective meetings in 2022.

It was **noted** that each Committee would work towards having one face-to-face meeting during 2022. Committee Chairs were asked to give consideration to preferred dates and places.

3.4 **What we expect of ourselves – CONFIDENTIAL ITEM**

3.5 Conflicts of Interest – CONFIDENTIAL ITEM

4. LEADING FOR THE FUTURE

C-SIP Report

The Board had received a report on the work of C-SIP, which shared their reflections and recommendations on (i) implementing a youth-centred gender transformative programme and (ii) sustainability, as detailed in paper no. BoT/12.21/DOC/4.1 & 4.2.

Abhina Aher, Chair of C-SIP, presented this item, and thanked the Secretariat team and MAs who had worked with C-SIP this year. The second phase of the strategy design process was completed in November. There had been 23 Round Table meetings, 36 hours of MA-led discussions, over 90 engaging speakers and over 1,500 MA and Secretariat staff members and volunteers who had joined the discussions from 94 countries. The consultation process had yielded 76 responses. A report from all these inputs would be available in mid-December. Four research reports had also been completed and would be shared with the Board. A writing team of six people would meet between 10-14 January 2022 to produce a draft infographic of the framework on choices and draft narrative.

The Board was advised that C-SIP had discussed specifically the theme of youth, noting that youth-centred programming through a gender transformative lens was a key priority for IPPF, which would be further emphasized in the next Strategy. The recommendation from C-SIP was that the Implementation of a Youth-centred Gender Transformative Programme should be the theme for the next Stream 2 consortium. This would be led by young people, working through youth organizations and collaborative partners, and would include the full programme design, resourcing and management. The implementation of this programme would ensure interventions, including comprehensive sexuality education (CSE) and services are designed and delivered through a youth-centred approach. Young people would be able to strengthen their leadership skills so they can contribute to policy change. In addition, the programme would place young people and adolescents in all their diversity as equal partners, with strong decision-making roles in MAs. This would contribute to strengthening young people's voices and agency at IPPF national, regional and global levels. The Chair of C-SIP also emphasised that the programme should move from a gender transformative approach to a feminist approach, challenging social constructs.

The Chair recorded the Board's deep appreciation to Chair of C-SIP and the Committee for all the work they were doing on this strategy and specifically the promotion of the theme of youth for the next Stream 2 consortium.

Board members reported on some of the issues raised at the Youth Forums. These included the need to ensure sustainability of programmes at the local level. It was also important to highlight MAs as national agents for change and providing sustainability to other organisations. There was a suggestion to consider forming a Youth Advisory Group to help ensure that youth-centred activities are going in the right direction. The role of the regional networks and connecting young people in regions and globally was also emphasised. It was noted that there was a reluctance from some MAs to put these networks at the centre, with some MAs not recognising youth networks as a structure. It should also be ensured that all young people's voices are heard, that nobody should be left out, and this must include young people living under humanitarian crisis and young people living in oppressed and marginalised conditions where SRHR is not a priority.

The Chair, C-SIP thanked the Board for these points. The strategy was about supporting youth culture, having direct implications for new programmes and ensuring nobody is left out. Four elements for youth and SRHR would be: Engagement, Inclusivity, Decision-making and Cultural change.

A Board member commented that the focus on intersectionality should be emphasised, as well as IPPF's commitment to anti-racism and also IPPF's work in humanitarian settings.

In answer to a question about the process for accessing this Stream 2 funding, the Secretariat confirmed that the Stream 2 structure was a competitive process, with the consortium being awarded to one group. The consortium must cover at least three regions and include a multiplicity of MAs from those regions. It would require young people from multiple MAs and regions to come together to design a programme together.

The Board **noted** the report and recommendations from C-SIP. The Board **approved** the theme for the next resource allocation Stream 2 Consortium to be Youth, to implement a youth-centred gender transformative programme, to start in 2022 and run into 2024, with full attention to intersectionality and IPPF's commitment to being an anti-racist organisation.

Strategy 2028: Sustainability of frontline SRHR services and CSE beyond aid-dependency

The Chair, C-SIP advised that in the mid-term review of the Strategic Plan, MAs identified financial sustainability as the top priority for Secretariat technical support. The financial sustainability of an organisation does not exist in a vacuum but is interconnected with other aspects that affect the overall ability of an organisation to survive and thrive. Organisational sustainability is also intimately connected with the political and social environment in which the MA operates, which includes engaging with other organisations at the regional national and global level. Recommendations from C-SIP to promote sustainability included:

- Needs assessments
- Data investment
- Regional hubs
- Learnings from successful models and adapting these to other contexts
- Invest in resources
- Operational research – looking at traditional and non-traditional donors
- Involving MAs in developing sustainability in the longer term
- Expertise from the global and regional Secretariat
- Diversification of resources
- Cost effective models - spending in a more sustainable way

During discussion the Board acknowledged how the themes of youth and sustainability were connected.

A Board member commented that a key part of sustainability was to raise the sense of urgency from the MA level upwards and to promote accountability for MAs to become more self-sufficient. It was noted that there was currently just a small number of MAs involved in social enterprise activities. The Board also recognised that there needs to be a long-term approach to sustainability.

It was acknowledged that there was a tension between the market approach based around financial viability as compared to the approach around unmet needs.

With regard to the need for a mix of incomes to break MAs from aid dependency, it was noted that this would require new competencies and capacity building at the global and the MA level. It was also recognised that a dual approach was needed, which involved continuing with the traditional approach of raising funds in the global north for the global south.

It was pointed out that the management of compromise would also need to be addressed. The conditions of certain streams of funding may conflict with IPPF's values and principles.

The DG agreed that IPPF needs to maximise funding from both global aid donors as well as locally generated resources and build up skills and competence for both. Feedback from MAs was that they want to move away from dependency on international aid but there was very little expertise within the Federation on social enterprise and locally generated resource mobilisation. In the past, IPPF had established a commercial arm for producing and selling commodities and other mission-related products. The success of this had been limited, but there might be value in exploring this kind of initiative again.

The DG thanked the Board for this rich discussion, which would be continued at the next Board meeting in February 2022. The Chair, C-SIP also thanked the Board for their input which would be shared with the other Committee members.

DAY TWO: 3 December 2021

The Chair welcomed Rose-Marie Belle Antoine to the meeting. It was noted that, in addition to the apologies for absences recorded under agenda item 1.1, Bience Gawanas would be unable to join the meeting today. It was also noted that apologies for absence had been received from Santiago Cosio. The Director, Governance & Accreditation confirmed that the meeting was quorate.

5. OPPORTUNITIES AND CHALLENGES FOR IPPF MEMBERSHIP

5.1 Membership Committee

The Board had received the Membership Committee (MC) Report under paper no. [BoT/12.21/DOC/5.1](#). This item was introduced by Ulukbek Batyrgaliev, MC member.

Following a request for clarification regarding the phrase "... cannot currently be re-accredited and will remain accredited members of IPPF", the Director, Governance & Accreditation, advised that future MC Reports would include a footnote explaining that in instances where MAs are addressing issues of non-compliance during the latest accreditation phase, they are still accredited MAs under the previous phase, if applicable.

The Secretariat was asked to provide more information on the progress of the development of the new accreditation system, particularly with regard to the accreditation criteria and how well MAs are progressing towards compliance with Standards, as well as the partnerships that are needed to help them achieve compliance. The Director, Governance & Accreditation explained that the review of the accreditation system included consultations with key stakeholders. The MA survey

results had been made available to the Board and feedback from MA volunteers and Secretariat staff involved in accreditation, as well as donors, would be made available to the Board in due course. Key stakeholder feedback would help to shape the fourth accreditation phase.

With regard to compliance with the IPPF Standards, the Board was advised that there was a 12 month timeframe following the accreditation review, although the average time for completion was usually longer than 12 months. The third accreditation phase looked beyond policies and procedures and there was a focus on implementation. The fourth accreditation phase was likely to look at strengthening commitment to certain areas such as adherence to values and sustainability. By early 2022, it was planned to have the revised Standards for the new accreditation system and then training of stakeholders would take place before implementing the fourth accreditation phase.

The Board was advised that from 2023, it was intended that all Board members should be invited to participate in at least one accreditation review.

Board members emphasised the importance of including compliance with IPPF core values within the accreditation process. The Board was advised that there were ongoing discussions within the Secretariat on the approaches to be used to ensure that all MAs uphold IPPF's core values, and it was intended that this element would be emphasised in the next accreditation phase.

A Board member asked for more information on support provided to MAs to assist them in reaching full compliance. It was explained that the Accreditation Review Team and the MA would agree on the areas which need to be strengthened. This was a joint approach and the type of support which was needed were jointly defined. This would come from the Regional Office, but it might also come from other MAs.

The Secretariat was asked if there are any internal checks on MAs between accreditation reviews. The Board was advised that the current system enables reviews to take place every five to six years. Feedback received so far indicated that reviews every three years would be preferable. During the pandemic, online reviews had been introduced and these take up fewer resources, which would facilitate more frequent reviews. In terms of ensuring that MAs uphold the IPPF Standards at all times, the Board was advised that many MAs do not wait for accreditation, but do this on a self-assessment basis. The DG added that whilst accreditation provides some assurance that MAs are meeting IPPF Standards, this was an area of risk and donors were wishing to see a more robust risk assurance framework introduced. It was difficult to have a process that in real-time guarantees the performance of over 130 MAs, but this was something that the Board needed to be aware of and to be a part of.

Board members suggested that certain mechanisms could be introduced, such as early warning systems or "light touch" check-ins with MAs, to provide assurance of ongoing compliance with IPPF Standards.

A Board member drew from his experiences of having been through the accreditation process with his MA and commented that it had been very much a management process and that MA Boards should also be more involved in accreditation and to have more ownership of the process.

The Board **noted** and **approved** by consensus the recommendations of the MC as follows:

Accreditation Review Outcomes

The BoT **noted** that the MC had reviewed the outcomes of the following five Member Associations that underwent an accreditation review:

- Mali - Association Malienne pour la Protection et la Promotion de la Famille
- Egypt - Egyptian Family Planning Association
- Cook Islands – Cook Islands Family Welfare Association
- Belgium – Belgische Federatie voor Seksuele en Reproductieve Gezondheid en Rechten / Fédération Belge pour la Santé et les Droits Sexuels et Reproductifs
- Republic of Serbia - Serbian Association for Sexual and Reproductive Rights

The BoT **noted** that there were Standards with which the above-mentioned MAs did not yet comply, and that these Associations were taking steps to remedy this. The MAs of Mali, Egypt, Cook Islands, Belgium and the Republic of Serbia could not currently be re-accredited under the third phase and would remain accredited members of IPPF.

Accreditation Review Follow-Up

The BoT **noted** that the MC had reviewed the progress reports of the following sixteen Member Associations that underwent an accreditation review under the third accreditation phase:

- Congo - Association Congolaise pour le Bien-Etre Familial
- Cameroon - Cameroon National Association for Family Welfare
- Zambia - Planned Parenthood Association of Zambia
- Botswana – Botswana Family Welfare Association
- Comoros - Association Comorienne pour le Bien-Etre de la Famille
- Tanzania - Uzazi na Malezi Bora Tanzania
- Sierra Leone- Planned Parenthood Association of Sierra Leone
- Mozambique - Associação Moçambicana para Desenvolvimento da Família
- Mauritania - Association Mauritanienne pour la Promotion de la Famille
- Indonesia - Indonesian Planned Parenthood Association
- Republic of Korea - Korea Population, Health and Welfare Association
- Finland – Väestöliitto
- Lithuania – Seimos Planavimo ir Seksualines Sveikatos Asociacija
- Ukraine - NGO Women Health and Family Planning
- Afghanistan - Afghan Family Guidance Association
- Nepal - Family Planning Association of Nepal

The BoT **noted** that there were Standards with which the above-mentioned MAs do not yet comply and that they were taking steps to remedy this, therefore they could not currently be re-accredited. The respective Regional Offices should continue monitoring the implementation of the follow-up action plans within the period agreed. During that period, the MAs of Congo, Cameroon, Zambia, Botswana, Comoros, Tanzania, Sierra Leone, Mozambique, Mauritania, Indonesia, Republic of Korea, Finland, Lithuania, Ukraine, Afghanistan and Nepal would remain accredited members of IPPF with no change to their membership status.

Update on the Caribbean Family Planning Affiliation Members' journey to Associate Membership

The BoT **noted** that following the Western Hemisphere Regional Office separation from IPPF, the following five members of the Caribbean Family Planning Affiliation went through the due diligence process to assess their eligibility to apply for IPPF Associate Membership against the criteria outlined in Procedure 6 of the IPPF Standards and Responsibilities of Membership.

- Antigua & Barbuda
- Aruba
- Dominica
- Guadeloupe
- Martinique

The due diligence process was completed in March 2021 and a detailed report on each of the five organizations was produced. Based on this report, each organization was presented with a series of recommendations to address.

The BoT **noted** that the affiliates, Antigua & Barbuda and Dominica, had addressed their recommendations and had submitted their application for Associate Membership. The affiliate of Aruba also submitted an application for Associate Membership, but the MC agreed that, from the information provided, the affiliate did not yet meet the criteria and requested the Region to provide more information about the affiliate at the May 2022 MC meeting. It was **noted** that the affiliates of Guadeloupe and Martinique were both currently experiencing challenges at the national level that had impacted on their ability to address the due diligence recommendations, and, as such, were not yet in the position to submit their applications for Associate Membership. They were expected to submit their applications at the May 2022 MC meeting.

IPPF Assurance Mechanism

In response to a request from the BoT and the Finance, Audit & Risk Committee (C-FAR), it was **noted** that Management had developed a plan to upgrade IPPF's assurance mechanism. The MC had reviewed and noted the report which was presented to C-FAR in May 2021, highlighting the initiatives that would be taken up in the short, medium, and long term in building and strengthening IPPF's assurance mechanisms.

Paving the way for the Fourth Accreditation Phase

The BoT **noted** the plans and actions being taken to review the existing accreditation tools and processes in order to develop an improved, fit-for-purpose system for the Federation. The review involved consultations with key stakeholders.

Recommendations for Accreditation

The BoT **noted** that the MC had reviewed the accreditation review results of the MAs of Malawi, Cote d'Ivoire, Madagascar, Jamaica, Peru, Tunisia, Lebanon, Pakistan, Tuvalu, Estonia, India and Iran, which were all found in full compliance with IPPF Membership Standards under the third accreditation phase.

The BoT **approved** the recommendation of the MC that the following MAs be re-accredited as Full Members of the Federation:

- Family Planning Association of Malawi
- Association Ivoirienne pour le Bien-Etre Familial – Cote d'Ivoire

- Fianakaviana Sambatra - Madagascar
- Jamaica Family Planning Association
- Instituto Peruano de Paternidad Responsable - Peru
- Association Tunisienne de la Santé de la Reproduction - Tunisia
- Lebanese Association for Family Health
- Rahnuma - Family Planning Association of Pakistan
- Tuvalu Family Health Association
- Eesti Seksuaaltervise Liit / Estonian Sexual Health Association
- Family Planning Association of India
- Family Health Association of Iran

Update on Suspensions: MAs of Kenya and Senegal

The BoT noted that the MC had reviewed the update on the suspension of the Kenya Member Association. Noting that the situation was still ongoing, and the matter was still before the Court, the BoT **approved** the recommendation of the MC that the suspension of Family Health Options Kenya be continued.

The MC advised the BoT that there had been no further communication from the Senegal Member Association since the information presented in May 2021. In August 2021, the Africa Regional Office recruited a consultant to identify and conduct an assessment of potential collaborative partners in Senegal to ensure access to SRHR programmes and services to meet the needs of the unreached and under-served communities, including young people. Noting that the situation that led to the Association being suspended was still ongoing, the BoT **approved** the recommendation of the MC that the suspension of Association Sénégalaise pour le Bien-Être Familial be continued.

Applications for Associate Membership

The BoT noted that the MC had reviewed the application from the Antigua & Barbuda affiliate of the Caribbean Family Planning Affiliation for IPPF Associate Membership. Noting that the application meets the requirements, as outlined in Procedure 6 of the IPPF Standards and Responsibilities of Membership, the BoT **approved** the recommendation of the MC that the Antigua & Barbuda Planned Parenthood Association be admitted into Associate Membership of IPPF.

The BoT noted that the MC had reviewed the application from the Dominica affiliate of the Caribbean Family Planning Affiliation for IPPF Associate Membership. Noting that the application meets the requirements, as outlined in Procedure 6 of the IPPF Standards and Responsibilities of Membership, the BoT **approved** the recommendation of the MC that the Dominica Planned Parenthood Association be admitted into Associate Membership of IPPF.

Confirmation of Associate Membership

The BoT **approved** the recommendations from the MC that the Associate Membership of the MAs of Iraq, Yemen, Australia and Papua New Guinea be confirmed for the period 2021 – 2022.

Exemption from Phase 3 Accreditation

The BoT noted that the MC had reviewed the requests from the Arab World Regional Office to exempt the MAs of Yemen and Syria from undergoing accreditation reviews during the current third accreditation phase. The MA of Yemen is an Associate Member type 1 which was due to undergo an accreditation review this year as part of the process

to becoming a Full Member of IPPF. The Syria Family Planning Association (SFPA) is a Full Member of IPPF and the leading NGO in promoting awareness of family planning and delivering SRH services to the Syrian population. Because of the extremely difficult circumstances that still exist in Yemen and Syria, which were worsened by Covid-19 given the very limited health systems in both countries, the BoT **approved** the recommendations of the MC that the Yemen and Syria Member Associations be exempt from having to undergo the accreditation review process during the third accreditation phase.

5.2 **MA Governance Reform Initiative**

The Board had received the update on the MA Governance Reform Initiative under paper no. BoT/12.21/DOC/5.2. This item was introduced by the Director, Governance & Accreditation.

The Board noted that the MA Governance Reform Initiative was building on the momentum established by the IPPF Governance Reform, aiming to ensure that the participating MAs are equipped with the best governance arrangements to enable sound and effective decision-making, free of any bias or conflict of interest, with the best available expertise. To date, some 23 MAs were undergoing governance reform and they were at different stages in the process. In terms of the remaining 80% of membership which was not involved in this initiative, the Secretariat was encouraging all MAs to put governance reform into their next Work Plans. Many MAs had allocated resources for this.

A Board member asked what measures the Secretariat or Board could take if an MA is suspended. In the spirit of wanting to support MAs rather than lose them, could the Regional Office perhaps appoint an interim Board or management team? The DG advised that there were cases where an Administrator had been put into an MA, to avoid what would otherwise have been a suspension. However, putting in an interim Board would be very complicated from a legal point of view, and this had not been done so far. On occasions, the Secretariat had requested to the MA that a new Board be put in place before lifting a suspension, and this was something that the MA has to do itself, with support from Regional Offices.

The BoT **noted** the update on the MA Governance Reform Initiative. The BoT **agreed** that at a future meeting it would review some case studies of MAs which had been suspended, and the actions taken by the Secretariat to support the MAs, as well as actions required by the MAs, in order for the suspensions to be lifted. Some of the key messages for MAs could then be transmitted to the GA.

5.3 **MA Communications**

The Board had received the update on MA Communication under paper no. BoT/12.21/DOC/5.3. This item was introduced by Rayana Rassool, MA Communications Lead Advisor.

It was noted that several Trustees had participated in the 2021 Regional and Youth Forums. The Board was advised that going forward into 2022 and the run up to the General Assembly there would be initiatives to increase the two-way communication between the Board and MAs. These would include Town Hall events between MAs and the Board and the strengthening of the 'Brown Bag' sessions, by having at least one per region over the next year. Improvements would be made to the MA Forum website, and it was hoped to include op-eds from Board members in the monthly

Newsletters. A Communications Year Plan would be circulated to Trustees in due course.

The Chair thanked the Secretariat for its work on strengthening communication with MAs and also emphasised the need for strategic listening to MAs.

The BoT **noted** the update on MA communications and welcomed the opportunities the Secretariat was helping to prepare for focused communications with MAs in 2022.

6. MANAGING RISK AND DRIVING SUSTAINABILITY

6.2 Introduction to the 2022 Plan and Budget

The DG introduced this item by providing some historical insight into budget planning in the past and its limitations, and the significant changes introduced for the first time this year. In the 2022 Plan and Budget, the Board and Management are now able to see the following:

1. Under Stream 1 core funding is allocated to MAs under a transparent and objective needs formula. The budget shows how much core funding is allocated to all the MAs and how this money fits into the MAs' overall plans and funding.
2. This is a consolidated unified plan for the whole Secretariat. The only area which does not have full visibility at the moment is for the restricted projects.
3. A new stream has been created for strategic investments, including funding of youth programming as discussed by the Board under agenda item 4.
4. Dedicated resources have been made available to respond to humanitarian emergencies (stream 3).

The Board was advised that the "big ticket" items in the 2022 Business Plan, which were being put forward to the Board for approval, include the following:

1. 10% increase in core income for MAs compared to 2021. This had been achieved by a slight increase in core income and a slight reduction in the proportion going to the Secretariat.
2. A set of 108 MAs Business Plans, which had been reviewed by an independent technical review team, with contributions towards them from IPPF of US\$30 million. There was a total portfolio of grant receiving MAs of US\$200 million. It could be seen that 70% of this would fund clinical services and the rest would be split across outcomes 1, 2 and 4. For the first time there was a Federation-wide perspective on exactly what types of services were being funded.
3. An aligned Secretariat with clear priorities under three main areas. First, the Federation's health, including transforming governance, shifting to three-year resource allocation models and creating spaces for young people to be at the heart of IPPF and its decision making. Second, supporting an anti-racist Secretariat. Third, impact and innovation, involving boosting advocacy and supporting MAs to build-up Covid resilient services.
4. US\$4 million in Stream 2 to support youth programming.
5. Up to US\$1.2 million to complement the restricted funding for humanitarian emergencies.
6. Investment of up to US\$3 million to launch individual giving in the United States market.
7. An in-person General Assembly in Colombia in November 2022.

The DG emphasised that this budget was of historic importance and the Board was establishing a major change that forms the base for next year with a three-year timeframe aligned to the new Strategy.

The Chair of C-FAR added that for the first time the process began with the approval of the plan followed by agreement on how it would be resourced. This was a huge change of emphasis in the process which should not be under-estimated.

During discussion Board members congratulated the Secretariat and C-FAR on the 2022 Plan and Budget, and particularly for greater investment in youth. A Board member queried why unrestricted funding was allocated at the Central Office level and asked if this would have a negative impact on innovation at the regional level. The DG advised that the unrestricted funding is allocated to the whole of the Secretariat, which is the Central Office and the Regional Offices. In the past, 47% of unrestricted income funded the Secretariat. This had been reduced this year to 32% and the target was 30%. This meant that there was very little unrestricted funding for activities. A small proportion had gone to the regions, with more to the Central Office; this was a concern, and it was being reviewed. It was explained to the Board that in the past there had been unrestricted reserves sitting in regions, which was against Federation policy, as reserves should be held together under control of the global Board. These reserves had now gone into a global pool, for use by all the Secretariat. The DG agreed on the need to preserve innovation at the regional level. To contribute towards this, Regional Directors now had discretionary power to allocate small grants of up to US\$30,000 to fund innovation and opportunity.

The Board thanked the DG for setting the context and providing an overview of the proposed 2022 Plan and Budget.

6.4 **RAT-C Report**

The Board had received the Report from the Resource Allocation Technical Committee (RAT-C) as detailed in paper no. [BoT/12.21/DOC/6.4](#). This item was introduced by Isaac Adewole, Chair of RAT-C.

The Board was advised that RAT-C met five times during 2021 to review IPPF's new inaugural pilot year of the resource allocation model, including the portfolio analysis for each of the three streams and the overview of the process that followed. In summary RAT-C was pleased with the inaugural process put in place by the Secretariat and it was pleased with the robustness of the review process. They welcomed the beginning of a data-driven approach on how core funds are allocated to MAs. The Committee had also asked for feedback from MAs and the responses from the survey would be shared with the Board.

Stream 1:

- RAT-C recommends that MA feedback mechanisms are institutionalized throughout the Stream 1 allocation process.
- As the three-year plan rolls out, more time should be provided to MAs for the development of their Business Plans.
- RAT-C endorsed the consensus that the funding formula is currently accurate and would monitor this moving forward.
- RAT-C acknowledged that collecting further data might help to differentiate MA expenses categories better to improve funding efficiency.

- RAT-C endorsed IPPF's current oversight mechanisms and suggested additional accountability measures be put in place towards the end of the three-year funding cycle.
- RAT-C endorsed recommendations to improve the Technical Review Team's management by increasing the ratio of external reviewers to internal reviewers and enriching the language diversity in the reviewing team.

Stream 2:

- RAT-C acknowledged this Stream's ability to foster more vital Federation collaboration and to tackle more enormous, systemic and emerging challenges.

Stream 3:

- RAT-C recommends explicit language around humanitarian action to raise IPPF's profile among humanitarian donors and partners.
- RAT-C encourages IPPF to improve MA awareness of the availability of this Stream and undertake efforts to reduce the time taken to disburse funding.

During discussion the Committee was asked how it gauged that MAs were responding to the transition to the three streams, acknowledging that it involved some shift in allocation of resources and adjustments by MAs. The Committee Chair advised that MAs had been invited to complete a web-based questionnaire. The response was just 40%, with 44 out of 91 grant receiving MAs responding. The Secretariat would share the findings with the Board. Of those MAs which responded, 2% said that the core grant was now larger and 27% said it was smaller. However, 73% agreed with the new rationale and 9% strongly disagreed. MAs did request more time to process the documentation and for the format of the Business Plan to be modified. The majority were content but there were comments that communication should be improved.

The DG added that the level of support for this new resource allocation process had been exceptional, due in no small part to the huge amount of work done to ensure that MAs understand the process and how the calculations are made. The generosity of the Danish government had meant that IPPF had been able to minimise the decrease in funding to MAs, who had been affected by the combination of reduced core funding and reduced domestic income due to Covid.

Board members congratulated RAT-C on the progress made so far. A Board member commented that the MA feedback was more positive than anticipated. A Board member reported on some comments made during a Regional Forum regarding the Business Plans and suggested that there might be a need to increase capability building in MAs to complete the Business Plans.

A Board member asked for clarification on Stream 3 Emergency Funding and asked if this would include funding for MAs adversely affected by Covid inequality. The DG advised that following discussions at the General Assembly in Delhi, the focus for Stream 3 was on humanitarian emergencies. There was another stream for Covid funding, although it was not a large amount and it was quite narrowly defined. It was acknowledged that humanitarian funding was a small part of IPPF's funding and most of it had been allocated this year. It was hoped that it would grow as donors see that it is being used effectively.

The BoT **noted** the report from the Resource Allocation Technical Committee (RAT-C).

6.5 **Individual Giving Investment Plan**

The Board had received a report on plans for an Individual Fundraising Programme as detailed in paper no. BoT/12.21/DOC/6.5. This item was introduced by Riva Eskinazi, Director Strategic Partnerships & Development.

The Board was told that with the separation from the Western Hemisphere Regional Office, the infrastructure and expertise in individual giving had left the Federation and it was necessary to invest funds to build up capacity in the Secretariat. There is a huge untapped market in the United States and individual giving could raise significant unrestricted funds, particularly for MAs in high income countries. The Secretariat was working with the consultant, Scott Schroeder, to complete the development of the required infrastructure. The initial proposal was for the Board to approve the designation of US\$3 million from resources to develop the individual giving programme over the next three years. However, the sum of US\$2 million would be conditional on availability of reserve balance available as at 31 December 2021 above the threshold fixed earlier this year.

Board members welcomed this initiative and supported the proposal. It was pointed out that whilst the United States was the leader in philanthropy, there were many opportunities which could be developed in other parts of the world. The Secretariat agreed with this and advised that there were opportunities in a number of European countries and Canada, but it was thought that IPPF should begin in the United States and get it right there, before exploring other areas. A Board member asked if there would be any difficulties or confusion in the USA as the former WHR was still operating in America and sharing the same name as IPPF. The Board was advised that WHR had now changed its brand which was separate from that of IPPF.

Board members acknowledged the ethical issues which individual giving would present, and that clear decisions would have to be made and guidelines presented on the kinds of donors with which IPPF was happy to work. The Secretariat agreed that there would need to be a strong policy framework to guide this work.

The BoT welcomed the proposal for an Individual Giving Investment Plan and **approved** the designation of funds from reserves to develop the programme over the next three years (see agenda item 6.1 C-FAR Report, Designation of Funds).

[Both Ulukbek Batyrgaliev and Surakshya Giri had to leave the meeting at this point.]

6.1 **C-FAR Report with 2022 Plan and Budget**

The Board had received the report from the Finance, Audit and Risk Committee (C-FAR) under paper no. BoT/12.21/DOC/6.1. This item was introduced by Elizabeth Schaffer, Chair of C-FAR.

Travel Policy

The Board had received the updated Travel Policy, under paper no. BoT/12.21/DOC/6.1a. It was noted that the changes to this policy included alignment with the Federation's governance structure and with the new policy on SRHR and climate change. The Director, Finance & Technology, emphasised that the updated policy should be considered in terms of minimising IPPF's carbon footprint.

A Board member asked if this updated Travel Policy was applicable to volunteers as well as staff. The Director, Finance & Technology advised that this policy also applies to volunteers and that amendments would be made to make this clearer. Board members suggested that this Policy should be part of the Board's key documentation and orientation for new Trustees.

In answer to a question about travel insurance, it was clarified that IPPF has travel insurance in place to cover all travellers, including volunteers. In the event of travel taking place outside the normal travel pattern, for instance travel to the General Assembly, additional cover would be put in place. With regard to travel expenses, it was confirmed to the Board that all legitimate travel expenses are claimable, including Covid tests.

A Board member asked for clarification on the provision of medical certificates when applying for business class travel, and particularly in the situation where a person has a disability. The Director, Finance & Technology advised that there had been occasions in the past when this option had been misused, which was why business class travel has to be monitored very rigorously.

In response to a question about value for money versus length and complexity of routes, the Board was told that the Secretariat would always recommend the most direct line of flight, and this would take precedence over lowest ticket prices and multiple transits.

The Board **approved** the updated Travel Policy, noting that it would be amended to provide clarification that it is applicable to volunteers as well as staff.

Reserves Policy

The Board had received the updated Reserves Policy, under paper no. BoT/12.21/DOC/6.1b. It was noted in determining an appropriate target reserves level, IPPF followed the Charity Commission's suggested steps to setting a reserves policy which balances the financial impact of risk with IPPF's functional assets, sources of income and future plans and commitments. It was being proposed that the revised target of reserves be set at between US\$19 million and US\$26 million.

In response to a question about risk diversification and the management of risks on the reserves which IPPF retains, the Director, Finance & Technology advised that advice is taken from the Charity Commission and the Secretariat analyses the level of reserves required on a year by year basis, using a risk based assessment.

The Board **approved** the Reserve Policy, with a revised target of reserves between US\$19 million and US\$26 million, and that C-FAR was delegated responsibility to review and update the level of reserves at least once a year and subsequently update the BoT of any revisions made.

Appointment of External Auditors

The Board **approved** the appointment of Crowe UK LLP as IPPF's External Auditors for the years 2021 to 2023, at a fee for 2021 of US\$154,500. The BoT delegated authority to C-FAR to approve any fee adjustment during the year and fee for the subsequent years and subsequently update the BoT accordingly. The BoT delegated authority to the Chair of C-FAR as authorised signatory of the relevant paperwork.

Designation of Funds

Upon the recommendation of C-FAR, the Board **approved** the designation of funds from 2021 to 2022, as listed below:

- a) Defined benefit pension liability, which includes its management cost, estimated at US\$2,234,281;
- b) Set up cost (covering office set up and building a presence in the region) for the Americas and Caribbean Regional Office to be incurred in 2022, amounting to US\$259,690.
- c) Balance funds under 2021 Stream 2 as below:
 - i. Global consortium channel for US\$1,753,583
 - ii. Centres and funds channel for US\$210,500; and
 - iii. Co-investment channel up to US\$500,000
- d) US\$3 million to support individual giving, of which the sum of US\$2 million will be conditional on availability of reserve balance above the threshold fixed earlier this year as at 31 December 2021.

2022 budget

The Board had received the IPPF Secretariat 2022 Business Plan, as part of the report from C-FAR under paper no. BoT/12.21/DOC/6.2.

The Director, Finance & Technology, reminded the Board that the UK government had cut almost 70% of IPPF's restricted funding. Last year, IPPF had a US\$150 million budget and this year the Board was being presented with a budget of US\$99 million expenditure and US\$77 million income. This was not a deficit budget, and the excess unrestricted earmarked and restricted expenditures would be covered from funds held at the Secretariat and carried forward from the previous year. Despite these constraints, IPPF had been able to increase funding to MAs by 10% and Secretariat funding had dropped to 32%.

The DG added that in line with the earlier discussions on youth, this year there had been a change to the voucher scheme to MAs. Last year, IPPF introduced vouchers of US\$30,000 each, to provide support to MAs. However, very little of this money had been allocated to youth. This year, the Secretariat stipulated that 20% of the money should go to youth groups, so they could decide how to allocate this money for youth technical support. For the first time, IPPF was asking youth to decide how to use this money.

During discussion Board members congratulated the Secretariat on the excellent Business Plan for 2022. A Board member asked if the summary information could be presented differently, to avoid any misunderstandings that this might not be a balanced budget. The Director, Finance & Technology appreciated this point and advised that there were constraints regarding the presentation of financial information, but this would be noted for the future.

A Board member asked to hear more about the results to be achieved from the Plan and whether there was a results framework. The DG advised that the Business Plan was a top-level presentation and behind this there were over 200 projects, each with their own expected results frameworks. The Secretariat would have quarterly review meetings for these internal projects and results would be tracked.

A Board member noted that there were budget variations across the Regional Offices and asked about the future balancing IPPF's investment across the regions. The DG

responded that there are so many variables in each region, for instance the number of MAs or population, which means that the investment will differ from region to region. In addition, with the introduction of the Unified Secretariat, some global functions are now located in Regional Offices rather than in London, which also accounts for some of the funding differences between regions.

The Secretariat was asked whether it was confident that this Plan would be able to lay the ground for the first year of the new Strategic Framework. The DG advised that there would be considerable “belt tightening” over the next year and considerable effort would be needed from the teams to transition to the new Strategic Framework and the three-year plan. There would probably need to be a restructuring of the Secretariat next year, to align it with the new Strategy.

As recommended by C-FAR, the Board **approved** the Unified Secretariat Plan and Budget for the year 2022, with a total income of US\$77,665,000 and a total expenditure of US\$99,999,000.

It was noted that this was a balanced budget. As was the case for 2021, the excess unrestricted earmarked and restricted expenditures would be covered from funds held at the Secretariat and carried forward from the previous year. It would, however, require additional designation from the General Reserves: US\$ 2.2 million for the defined benefit pension liability and US\$ 0.26 million for one-off set up costs for the Americas and Caribbean offices.

Risk Register

The Board had received the IPPF Risk Register as detailed in paper no. BoT/12.21/DOC/6.1d.

Neville van Sittert, Director, Risk & Assurance, introduced this item and highlighted that there are currently 24 risks and this is a continuation of the Risk Register which the Board has seen before. The Secretariat was working on a new Strategic Risk Register which would reduce the risks to 12 strategic risks.

During discussion, Board members congratulated the Secretariat on the updated Risk Register. A Board member expressed some caution about not reducing the number of risks too much, because this could lead to a focus only on very high level risks. The Secretariat was also asked whether it would be useful to have a dashboard of risks. In response, the Director, Risk & Assurance advised that many of the risks can be re-articulated and grouped together. In the new Risk Register, there would be a column showing direction of travel and a “heat map” showing how risks will change after mitigation.

The Chair highlighted the Board’s responsibilities in relation to the Risk Register. The Director, Risk & Assurance suggested that the Board might wish to bring the Risk Register to the beginning of Board meetings and then challenge these risks during the meeting and asking if the right mitigating actions are in place.

As recommended by C-FAR, the Board **approved** the Risk Register 2021-22 as presented.

6.3 Safeguarding and Incident Management

The Board had received the Quarterly Safeguarding and Incident Management Report for quarter three of 2021 as detailed in paper no. BoT/12.21/DOC/6.3.

This item was introduced by Vanessa Stanislav, Head of Safeguarding, who reassured the Board that the picture across safeguarding and incident management was steadily improving. The Secretariat had delivered an increased amount of safeguarding training, and since the appointment of the new Director of Legal, Risk and Assurance there was now a greater focus on financial wrong-doing cases.

The Chair added that she continued to meet quarterly with the DG and the Head of Safeguarding to review the safeguarding reports and she congratulated the Secretariat on the sound progress made.

A Board member commented that incidents of bullying and harassment feature prominently in the lists of concerns reported and asked if this was being addressed through analysis and education. The Head of Safeguarding responded that this was the case. However, it should also be remembered that whilst people might report bullying, harassment and victimisation, this did not mean that the concerns were always substantiated. Each reported case was reviewed individually and thoroughly to determine if it could be substantiated. In addition, lessons learned were gathered and there was a large amount of training provided, including the requirement for all staff to do safeguarding refresher training before the end of the year.

A Board member suggested that for future reports it would be helpful to include a narrative on the mechanisms in place for safeguarding. The Chair informed that there a package of information about the safeguarding systems in place is provided to Trustees as part of their induction. It was also acknowledged that the reports were constantly evolving, and the Secretariat would continue to ensure that these reports provide the Board with all the information it needs, taking account also of the need to maintain confidentiality.

The Board **noted** the update on Safeguarding and Incident Management and encouraged some review of the format to ensure it provided information to the appropriate level of detail.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees, including Committee Chairs, for their participation and 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 Chair acknowledged that 2021 had been a tough year, both personally and professionally for many people and wished everyone the very best for 2022. The support staff, IT support, interpreters, minute taker and technicians were thanked for enabling this meeting to come together so well.