

**Agenda Item: Governing bodies terms of office and rotation plan**

**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 brings to the attention of the Board of Trustees, the terms of office that are coming to an end in May 2022 and the proposed course of action. It also highlights the need for the BOT to consider staggering the terms of office of respective board committees' members. This will enable these committees to continue functioning without shortly facing a complete turnover.

**Action Required:**

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

- 1- **Consider** the renewal or not of the term of office of the following three trustees: - Ulukbek Batyrgaliev, Isaac Adewole and Jacob Mutambo.
- 2- **Consider** the staggering of the terms of office of individual members of the board committees.
- 3- **Take** note of the staggering plan agreed by the NGC for their governing body in appendix 3

**TERMS OF OFFICE AND RENEWAL OF BOARD OF TRUSTEES (BoT)– March 2022**

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, 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, and subsequently confirmed 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.

In May 2022, the three trustees who will be completing their initial two-year terms of office, and thus up for renewal are: Isaac Adewole, Ulukbek Batyrgaliev and Jacob Mutambo.

While approving the new Key Performance Indicators (KPIs) for individual trustees in December 2021, it was agreed that these KPIs will not be used retrospectively. Therefore, there is a need for the Chair of the BOT in collaboration with the NGC to agree on the mechanism to be used to renew the term of office of these three trustees with regards to their individual performance review. The decision of the concerned trustees to stand for another term is as well required. The decision that will come out from these consultations will determine the list of existing trustees that will be put before the General Assembly for confirmation.

#### **IV- Staggering of the term of office of other board committee members**

As highlighted in appendix 3, the duration of the initial term of office for board committee members (other than the trustees serving on those committees) has not been determined. In order to avoid the situation where all committees members terms will end at the same time, it is recommended that the BOT allow each board committee Chair to consider the matter internally and come back to the BOT during its June 2022 meeting with a concrete proposal for the way forward. This process does not require the General Assembly approval, only the BOT decision.

#### **V- Staggering of the term of office of the NGC members**

As highlighted in appendix 3, the NGC had agreed in 2022 the three members that would rotate off at the coming General Assembly.

Our policy and regulations state that:

**Regulation 3 (9)** “Every three years at least two of the positions on the NGC will be subject to election. *The nomination of members to the NGC will be conducted by the NGC itself and the nominees will be put forward to the General Assembly for its approval by simple majority vote.*”

**Clause 4.5 of IPPF policy 1.7** “The nomination of members to the NGC will be conducted by the committee itself. The nominees will be put forward to the General Assembly for its approval.”

For this, a recruitment and nomination process will be initiated quarter two (2022) to identify the nominees that will be put forward to the November 2022 General Assembly.

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(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 Trustees*:

*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**

<b>Trustee</b>	<b>First term</b>	<b>Second term eligibility</b>	<b>Remarks</b>
<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.

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