

**Agenda Item 3.3: Introduction of Board Vice Chair Position**

**Summary:**

This paper provides the rationale behind the proposal to introduce a Board Vice Chair Position instead of the current Treasurer Position that exists. It highlights the steps to be followed during the General Assembly in November 2022 in securing such a move if the Board wish to pursue this.

**Action Required:**

The Board of Trustees is requested to **review the proposal and approve** the outlined process to initiate the required amendments to IPPF statutory documents.

## Background

During the 2019 IPPF global governance reform, the idea of introducing the office of a Vice Chair to the Board of Trustees was contemplated by various stakeholders in the aim of supporting the global board Chair in his/her/their duties. One of the arguments in favour was the fact that with the establishment of a strong skills-based Finance, Audit and Risk Committee (C-FAR) and the requirement that it is chaired by a Trustee with the required experience, there is a very little responsibility left for any Treasurer. Most of the financial control mechanisms, if not all, are well covered by C-FAR with the Chair of this board committee playing a pivotal role in ensuring that the board is well briefed on the financial health and risk profile of the organisation.

The then IPPF Independent Governance Reform Commission had highlighted the need for IPPF to revisit the Treasurer Position after the implementation of a more fit for purpose Finance, Audit and Risk Committee following the establishment of the new governance structure.

Nearly two years down the line, the majority of the stakeholders that have worked with C-FAR are of the opinion that this is the right time to consider the move towards suppressing the position of Treasurer and establishing that of Vice-Chair instead.

Speaking to the current office bearers, it is well demonstrated that with all that is expected from the Board Chair, a Vice Chair will be a great addition to the board in meeting the highly demanding agenda that lies in the hands the Chair of the Board. One may argue that having an additional office bearer from among the current membership of the Board of Trustees will be of value. However, most of the expected role of the Treasurer is already being covered by the C-FAR Chair. If not quickly addressed, this can create a challenge in the well-functioning governing body where issue around role attribution may arise.

Bearing the above in mind, it is proposed that the Board of Trustees consider and recommend to the General Assembly the replacement the existing office of the Board Treasurer by the Vice Chair Position with clear redefined terms of reference.

## Suggested process, timelines and responsibilities

In order to do this, the below process and timeline are proposed to meet the statutory requirements of at least four weeks' notice and two-third majority:

Actions	Responsible	Timeline
BOT to consider the above rationale for the creation of the office of a Board Vice Chair and the suppression of that of the Treasurer and approve the start of the process that will see the effectiveness of this.	BOT	March 2022
BOT to inform the Nominations and Governance Committee of such plan	Chair BOT	March 2022

Proposed amendments to IPPF Regulation 4 (8) that sets out the position of IPPF Treasurer and to provide for the position of IPPF Vice Chair, including amendments to all clauses that referred to IPPF Treasurer. - For June 2022 BOT Meeting	IPPF HLC Director Governance & Accreditation IPPF Chair	May 2022
Proposed draft amendments to IPPF policy 1.4 activating the suppression of IPPF Treasurer post and the creation of IPPF Vice Chair role	IPPF Chair IPPF C-FAR Chair Director Finance & Operations Director Governance	May 2022
Propose draft amendments to IPPF policy 1.9 adjusting role of IPPF C-FAR Chair considering the old functions of the Treasurer	IPPF Chair IPPF C-FAR Chair Director Finance & Operations Director Governance	May 2022
Notice of amendments to be sent to the General Assembly members at least 4 weeks prior to the GA meeting recommending the amendments to the Regulations	IPPF Chair IPPF Director General	17 October 2022
Approval of the amendments to the Regulations	General Assembly	25 November 2022
Approval of the already revised and reviewed policies 1.4 and 1.9 – Day 1 of BOT meeting in November 2022	BOT	26 November 2022
Appointment by the BOT of its Vice Chair	BOT	26 November 2022
Dissemination of the amended policies and Regulations with IPPF membership	Secretariat	December 2022