

**IPPF BOARD OF TRUSTEES MEETING
Held on 8 & 10 March 2022 (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
Santiago Cosio	Caroline Hickson, RD, European Network
Bience Gawanas	Manuelle Hurwitz, Director, Programmes Division
Kate Gilmore – Chair	Claire Jefferey, Acting Director, People, Organisation & Culture Division
Sami Natsheh Aurélia Nguyen	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
Andreas Prager Elizabeth Schaffer	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
	Sonal Mehta, RD, South Asia Region
Apologies for absence	Marie-Evelyne Petrus-Barry, RD, Africa Region
Surakshya Giri	Achille Togbeto, Director, Governance & Accreditation
Donya Nasser	Estelle Wagner, Chair, Staff Association Committee (Day 2)
Aileen McColgan - Honorary Legal Counsel	Caroline Dickinson, Minute Taker
	<u>Sessional attendees:</u>
Absent	Jane Disborough, Financial Controller (item 5)
Jacob Mutambo	Casper Erichsen, Head of Strategy & Planning (item 4)
	Riva Eskinazi, Director Strategic Partnerships & Development (item 4)
	Don Gunawardena, NGC (item 2.3)
	Neville van Sittert, Director, Risk & Assurance (item 5)
	Vanessa Stanislas, Head of Safeguarding (item 6.3)
	Sanne Thijssen, Consultant (item 4)

DAY ONE: 9 March 2022

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 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 began by acknowledging that for many trustees the first weeks of 2022 had been very difficult and sad. The Board was also meeting under the shadow of the conflict in Ukraine. The Chair remarked that whilst the fear, pain and suffering of the people of Ukraine was the same as that suffered by the people of Syria, Iraq and Yemen, as well as the people of Ethiopia, Mali, Palestine and Myanmar, the events of the past few days had revealed how quickly a handful of men can bring the world close to extinction and how powerless we can feel in the face of this. The world is now at a crossroads and it falls to people once again to help turn us away from the cliff edge and for civil society organisations like IPPF to rise higher and to organise even better. We must all exercise greater courage and deepen our conviction further. The powerful have failed us and we cannot fail the powerless. People are fleeing conflict to some countries which have a track record of being hostile to sexual and reproductive rights. But SRHR is at the centre of and key to the dignity of those who live under repression, conflict and violence. Now more than ever IPPF must strengthen and inspire its Member Associations to stand up consistently for rights-based approaches and solutions.

The Board **noted** the summary document on IPPF's Response to Ukraine's Humanitarian Crisis.

During discussion, a Board member reiterated the comment that "the powerful have failed us and we cannot afford to fail the powerless", noting the scourge of inequality and inequity. A Board member advised that he was in contact with friends in Ukraine and that the Executive Director of the MA of Ukraine had not left the country. He thanked the Director-General for the opportunity that Stream 3 funding gives to provide immediate actions and support.

The Chair advised that the key themes running through this meeting would be the Strategic Framework, Accountability, Safeguarding, Financial Health, Preparations for the General Assembly and Governance.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for absence had been received from Surakshya Giri and Aileen McColgan, Honorary Legal Counsel. Aurélia Nguyen had given her apologies for Day 2.

The Board noted the following proxies which had been received:

Surakshya Giri's proxy to Abhina Aher on Day 1 and to Ulukbek Batyrgaliev on Day 2.

The Director, Governance & Accreditation confirmed that the meeting was quorate.

1.2 Approval of the Minutes of the previous meeting

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held virtually on 2 & 3 December 2021 as a true and accurate record.*

*The Board **adopted** the Confidential Minutes of the meeting of the Board of Trustees held virtually on 2 & 3 December 2021 as a true and accurate record, subject to any amendments which Board members may wish to send to the Chair.*

1.3 **Adoption of Agenda and Timetable**

The Chair advised that item 3.3 would be taken after item 2.5. Noting this amendment to the timetable:

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

The Board had received the status of the action points from the previous meeting and **noted** that most of the items had been completed.

2. **ACCOUNTABILITY**

2.1 **Chair's and DG's Progress Report**

The Board had received the Chair's and Director-General's (DG's) Progress Report under paper no. BoT/03.22/DOC/2.1.

During discussion, Board members thanked IPPF for all the work it was doing in countries in conflict, and particularly for its work in Afghanistan, supported by the Japanese Supplementary Fund, and for its humanitarian response to Ukraine.

In response to a question about the transition to the new planning and budgeting process, how MAs are responding and what support are they given, the DG advised that last year was a one-year cycle and there was testing of the system. Just one condition had changed, a shift from a one year to a three-year cycle. This would require support because many MAs work on a one year cycle and this process had not started yet. Teams from the Regional Offices would be supporting MAs.

The DG acknowledged the work of the Regional Director, South Asia Region, the Director, Risk & Assurance and finance staff for their work in the transmission of funds to Afghanistan, demonstrating that IPPF is making a big effort to navigate through the blockages.

The Chair thanked the DG and the Secretariat team for the detailed report which showed the breadth of work being undertaken and how responsive it is to world events. The DG acknowledged the work of the Director, External Affairs and the various teams for putting this report together.

The Board **noted** the Report from the Chair and the DG.

2.2 **Conflict of Interests Policy**

The Board had received the proposed new Conflict of Interest Policy for IPPF's Governing Bodies under paper no. BoT/03.22/DOC/2.2.

The Director, Governance & Accreditation introduced this item and thanked Andreas Prager for his input into the new Conflict of Interest Policy, which builds on the principles agreed by the Board at its meeting in December 2021.

During discussion, a Board member requested that the annual requirement for submission of the Declarations form should be highlighted. The Director, Governance & Accreditation advised that this was a minimum requirement and that when any potential conflict arises it is the responsibility of the trustee to declare that interest.

A Board member asked if this was a new policy or a modification to a current policy, noting that conflict of interest was an aspect which was assessed under the MA's

accreditation system. The Director, Governance & Accreditation advised that the practice of trustees signing a conflict of interest form has existed for some time but this is a new policy and it would be applicable to the whole governance spectrum of the Federation. MAs would be expected to align their Conflict of Interest policies with this policy.

Following input from Board members, it was **agreed** that the draft Conflict of Interest Policy would be updated to include the following points:

- Clarification on the process for the raising of a potential conflict of interest by a third party.
- Strengthen point 31 of the policy around trustees taking action to remove the conflict and re-work point 31.4
- Provide details of the channels of recourse or appeal available regarding an alleged conflict of interest
- Noting that the phrase under point 28 that “trustees/committee members are duty-bound to act only in the best interests of IPPF” was a legal requirement, this article should be linked to point 20, one of the guiding principles.
- Include the obligation to declare the roles and offices that trustees/committee members hold in the public domain.
- Expand the policy spectrum to embed the conflict of role within the policy content as well as in the title.

The Board **approved** the new Conflict of Interest Policy, subject to feedback from the Board being incorporated into the Policy. The final version of the Policy would be circulated to the Board shortly.

2.3 **Assessment of Board and Individual Trustees’ performance**

The Chair welcomed Don Gunawardena to the meeting to present on behalf of the Nominations & Governance Committee (NGC), on the Committee’s proposal for the assessment of Board and individual trustees’ performance.

The Board was advised that the NGC had considered the following three issues, firstly the Board’s KPIs for individual trustees’ performance assessment, secondly the assessment of the three trustees whose terms end in June 2022 and thirdly, the performance review of the Board Committees.

BoT KPIs for Individual trustees’ performance assessment

The NGC had considered the document on the KPIs and agreed that the indicators and actions were well defined, however they were very quantitative, and the NGC would like to explore some of the qualitative aspects of performance. This might be through conversations between individuals and groups, perhaps through Board Committees. It would also be important for individuals to reflect on their own performance, through some form of self-evaluation. The NGC noted that the KPI document had been put together with recognition that some elements of Board performance require improvement. Going forward, the NGC would like to look at benchmarks for exemplary performance, rather than coming from a baseline level. The NGC may wish to have access to further documentation to inform their views on performance, for instance Board Minutes and Action Points. In the future the NGC may wish to see another indicator around the qualitative aspects of performance. This might include actions such as observing meetings or asking trustees to send in their observations of attending meetings. Specifically on the first KPI around attendance, the NGC would want to explore further how the value of attendance can be determined. In conclusion, the NGC

had approved the KPI document, noting that it is a living document and that learnings from its implementation would assist in developing it further. It was also noted that the NGC would wish to raise the bar moving forward.

Assessment of three trustees whose terms end in June

The NGC had agreed that the KPI tool which had been approved would be used as a basis for this assessment. The NGC would also have conversations with the Board Chair and separate conversations with the three individuals. Following this process, a decision would be made about the renewal of these three trustees' terms of office.

Performance Review of Board Committees

The NGC had been invited to review the proposal and determine the mechanism to be followed to conduct the performance assessment of Board Committees. The NGC considered a mix of quantitative and qualitative parameters, such as:

- Quality of meetings conducted
- Attendance of members
- Assessment of contribution and initiatives
- Timely delivery of tasks included in Board Work Plan
- 360 degree feedback

The NGC was proposing that the Chair of each Board Committee should have responsibility for some of these tasks, while the NGC would own the accountability of the process in accordance with IPPF policies. A standard questionnaire would be developed for use by all the Committees, with additional specific questions for specific Committees. The questionnaire would be developed in collaboration with the NGC.

The Chair thanked the NGC for setting out the process for the assessment of trustees' performance. It was noted that the KPI is a living document and would evolve over time. It was also noted that the Board underwent the review by Russell Reynolds last year, which included both a qualitative and quantitative review, and the Board had committed itself to the process taking place on a regular basis. The Chair further noted that it had agreed a workplan of priorities and that the Board reports on its progress at each meeting. Those reports are also made available to the NGC.

In response to a question about the implementation of the process being proposed by the NGC, the DG suggested that it might be necessary to bring Russell Reynolds back for the first year, until the in-house Secretariat team was sufficiently strengthened.

A Board member noted that whilst self-assessment was important, it was also important for trustees to be able to highlight any development areas they might have which would benefit from training or capacity building.

The Board **noted** the report from the NGC on Board and individual trustees' performance.

Don Gunawardena thanked the Board for their comments and suggestions which he would take place to the NGC.

2.4 DG's Performance Assessment Framework

The Board had received a draft document on the Director-General's Performance Assessment Framework under paper no. BoT/03.22/DOC/2.4.

The Chair advised that this task had been undertaken by herself and the Treasurer, as part of the annual process for the DG's performance assessment. The Objectives presented had been agreed with the DG.

During discussion, the Board made various comments and suggestions on the document presented:

- There is a mixture of qualitative objectives and quantitative KPIs, and it might be difficult to assess performance based on the objectives.
- There is a greater focus on the means rather than the ends, whilst carrying out these activities should lead IPPF to certain results or outputs. This should be complemented by assessment of the impact of these different activities.
- There could be a greater emphasis on stakeholder engagement, advocacy and human rights.
- The element of forward thinking was not apparent in the document.
- Whilst youth is included in the document, gender is missing.
- How is individual performance measured by, for instance, the delivery of a successful General Assembly?
- Under the human resources objective, there is reference to adjustment to the post-pandemic world of work. Does this include the development of hybrid working and does it also include investment in health and wellbeing? Time invested in this area should be recognised.
- Why does one of the objectives include reference to the DLT specifically rather than the wider Secretariat?

The DG advised this list had been drawn up, having regard to where the DG's level of effort and influence was most direct. The Strategic Plan has its own indicators and KPIs which are reported against annually, but the majority of these measure the impact of the MAs. At this time, it is difficult to link performance of the Secretariat or individuals to the Strategic Plan KPIs. By including an additional column to the DG's Performance Assessment Framework, showing who was being impacted by these points, might help to address some of the Board's concerns. The objectives and relevant KPIs would also be adjusted, whilst bearing in mind that some Board members were content for some of the qualitative aspects to be retained. It was acknowledged that this document did not make specific reference to the visionary perspective, although the new Strategy was a key objective. Regarding the post-pandemic world, the Board was advised that a consultation process was being launched around hybrid working, although there would be challenges due to the nature of the global Secretariat. The Secretariat was working on employees' health and wellbeing and further input from Board members of their expectations in this area would be helpful. With regard to the DG's focus on the DLT rather than the whole Secretariat, this reflected where most of the DG's direct efforts were focused.

A Board member added that this was an interim framework, and that once the new Strategy was in place, it should be possible to develop a new framework, cascading down new KPIs for the DG and for the DLT.

It was **noted** that feedback from the Board would be incorporated into the Director-General's Performance Assessment Framework document and this document would be re-issued to the Board.

2.5 Governing Bodies' Terms of Office and Rotation Plan

The Board had received a paper on Governing Bodies Terms of Office and Rotation Plan under paper no. BoT/03.22/DOC/2.5.

The Director, Governance & Accreditation, introduced this paper which recalled the rationale and policy provisions behind the staggering of terms of service for Board members. The paper also provided an overview of the terms of office approved to date and highlighted the terms of office which would be coming to an end in May/June 2022. The paper also highlighted the need for the Board to consider staggering the terms of office of Board Committee members and harmonisation of IPPF policies.

During discussion, a Board member asked for clarification on the point that any term of office served on global level prior to the governance reform should be counted when determining the cumulative term of office. The Director, Governance & Accreditation confirmed that a decision had been taken during an earlier governance reform in 1999 that previous service should be taken into account, and this decision was statutory as set out in the IPPF Regulations. In addition, this was re-enforced by the 2019/2020 governance reform whereby the Independent Governance Reform Commission (IGRC) clearly identified the long-term service of stakeholders as part of the governance problem that negatively impacted IPPF. Measures were then put in place within IPPF Regulations to ensure that "new blood" is instilled into the system on regular basis to overcome the identified prolonged term of service challenges.

The Chair, C-FAR highlighted to the Board that the Committee would be embarking on a campaign for succession planning with the NGC as new C-FAR members would be needed next year.

The Board **noted** the proposed steps for the renewal or not of the term of office of the following three trustees: - Ulukbek Batyrgaliev, Isaac Adewole and Jacob Mutambo, as presented by the representative from the NGC.

The Board considered the staggering of the terms of office of individual members of the Board Committees and **requested** that the Board Committees' Chairs consider this matter and come back to the Board at its meeting in June 2022 with proposals on the way forward.

The Board **noted** the term of office "staggering" plan for the Nominations and Governance Committee, as agreed by the NGC.

The Board considered the harmonisation of IPPF policies on terms of membership of Board bodies, and passed the following resolution:

- *Considering the previous amendments made to IPPF Policy 1.8 that removed a limitation for external trustees to serve for only one term.*
- *Considering the need to ensure coherence and consistency across all relevant IPPF policies on the possibility for all trustees and Committee members to serve for up to a total of two terms.*
- *Taking into consideration the challenges and the required resources in recruiting members of IPPF governing bodies.*
- *Acknowledging IPPF stance to give equal opportunity to all,*

*The Board of Trustees **approved** the amendments of all relevant IPPF policies that limit external members' term of office to one term so that they can equally stand for a*

maximum of two terms and asks the Secretariat to give effect to these amendments throughout the IPPF Policy Handbook.

3. GENERAL ASSEMBLY, BOARD 2022 PRIORITIES AND GOVERNANCE

3.1 Work Plan Update

The Board had received an update on the implementation of the BoT Work Plan which sets out the Board's priorities up to the 2022 General Assembly under paper no. BoT/03.22/DOC/3.1.

The Board **noted** the progress on its Work Plan, which was on track.

3.2 Board's contribution in formation and delivery of GA

The Board had received a paper regarding plans for the General Assembly (GA) in November 2022 under paper no. BoT/03.22/DOC/3.2, which was introduced by the Director, External Relations, who highlighted the establishment of an Oversight Group to guide and oversee work towards the General Assembly.

During discussion, a Board member asked how the success of the Youth Summit, which would take place prior to the GA, would be measured. He reminded the Board that there had been previous discussions regarding the establishment of a Youth Advisory Group of the Board. At present it was unclear how the Youth Committee and youth networks fitted into the overall governance structure. The Director, External Relations, responded that one of the responsibilities of the Oversight Group was to ensure that there are clear links between the Youth Summit and the GA. A concept paper was being developed for the Youth Summit and it would be shared with the Oversight Group.

In response to a question about the voucher system for MAs and ensuring that young people are able to participate in the Youth Summit and the GA, the Director, External Relations advised that she would be able to respond to this question after speaking to the Youth Lead in Colombia next week.

A Board member requested that the Oversight Group provide regular updates to the Board. The Chair clarified that the Oversight Group would put forward recommendations to the Board and ensure that decisions are taken at the right time, but it was the responsibility of the Board to make the relevant governance decisions.

A Board member, who was also a President of an MA, requested guidance on preparation work for MAs before the GA. She also volunteered her expertise in assisting with the Latin American MAs recovery process.

A Board member asked how the Oversight Group had been formed. The Chair advised that it had been set up bearing in mind the workload of trustees and ensuring that responsibilities and participation commitments were spread across the Board.

The Board **agreed** to the proposed approach to engagement for a successful General Assembly, as presented in paper no. BoT/03.22/DOC/3.2.

The Board **approved** the establishment of an Oversight Group to guide and oversee preparations for the General Assembly.

3.3 **Introduction of Board Vice-Chair position (and, if agreed, adjustment of CFAR Chair's functions)** (This item was taken after agenda item 2.5.)

The Board had received a paper regarding the Introduction of the Board Vice Chair Position under paper no. BoT/03.22/DOC/3.3. This item was introduced by the Director, Governance & Accreditation, who explained that there was a proposal to introduce a Board Vice Chair position, instead of the current Treasurer position. The paper provided the rationale for this proposal and detailed the steps to be followed from now until the GA in November 2022 to enact this recommendation.

Bience Gawanas added that although she had been performing the role of Treasurer there was a lack of clarity about how this role fitted with that of the Chair of the FAC, who was actually undertaking the functions of the Treasurer. This had led to the conclusion that the role of Treasurer was superfluous and instead a Vice Chair would be more beneficial to IPPF, including by assisting the Chair of the Board.

A trustee, who was also the former Chair of the Transition Committee, advised that the original reforms had called for a Vice Chair rather than a Treasurer. However, the Treasurer position was introduced because this was an expectation of many MAs, who still work with the model of a Treasurer, and they believed that having a Treasurer role was needed for accountability and good financial management. Following on from this, a Board member commented that in some countries it was a legal requirement for a company to have a Treasurer and asked if this was the case in the UK. The Director, Governance & Accreditation, responded that this was not a legal requirement in UK. The Board plays a critical role in overseeing finances of the organisation. In IPPF, this is a responsibility that is also delegated to C-FAR. The proposal would help to consolidate the role of the Chair of C-FAR as well as giving an opportunity to provide greater support and assurance to the Board and to the Chair of the Board.

It was noted that terms of reference for the position of Vice Chair would be prepared, and the terms of reference for the Chair, C-FAR, would also be updated, as described in the paper.

A Board member pointed out that this was a good opportunity to encourage youth leadership and suggested that youth could be mentored for leadership roles.

The Board **approved** the process to be followed for the establishment of the position of Vice Chair and the cessation of the role of Treasurer, as detailed in paper no. BoT/03.22/DOC/3.3.

It was **noted** that communication of this proposal to MAs would need to be done with care and sensitivity, as many MAs operate under a governance structure which has a Treasurer position, and in some countries, this is a legal requirement.

The Chair paid tribute to Bience, who had undertaken the role of Treasurer and had also carried out functions like those of a Vice-Chair. This position was very much needed, and to date the Board had been working in this way informally.

3.4 **Federation Charter and Global Brand**

The Board had received a paper on a proposed Federation Charter and Global Rebrand as detailed in paper no. BoT/03.22/DOC/3.4.

The DG introduced this item by highlighting that as IPPF transitions into its new Strategy, this would provide a unique opportunity for the Federation to agree on a

shared expression of the values that links us together (an “IPPF Charter”) and to create a stronger global brand, building on MAs’ individual identity while expressing the universality of sexual and reproductive rights and embodying global solidarity (“IPPF Rebrand”). The reflection from MAs was that the values IPPF shared 70 years ago were at a very different level than those needed today, and this was an opportunity to lift our sight and agree on a more powerful declaration of the rights and values we share.

During discussion Board members enthusiastically welcomed this initiative. A Board member commented that MAs should be supported with media in different languages to promote SRHR, especially in these times when fake news is escalating.

A Board member commented that the current IPPF brand is not up-to-date, and it does not always speak to the people we want to reach. The current brand does not cover the huge range of work that IPPF carries out.

The Board expressed deep appreciation and enthusiasm for this project and **approved** the proposal for the development of an IPPF Charter as well as the creation of a stronger global brand which builds on MAs’ individual identity while expressing the universality of sexual and reproductive rights and embodying global solidarity (“IPPF Rebrand”).

Meeting Papers

It was noted that some of the papers for this Board meeting had not been circulated within the agreed two-week timeframe, including some papers in languages other than English. The Chair emphasised the need for Board members to receive papers within the agreed timeframe, to allow sufficient time for members to properly prepare themselves for the meeting. The DG **agreed** to ensure that the Secretariat makes every effort to meet this deadline for future meetings. It was **agreed** that this would also be highlighted in the Board Work Plan.

DAY TWO: 10 March 2022

The Chair welcomed Estelle Wagner, Chair, Staff Association Committee, to the meeting. It was noted that Donya Nasser was not able to attend the meeting due to health reasons. The Director, Governance & Accreditation confirmed that the meeting was quorate.

The Chair advised that she and some other trustees had received an anonymous complaint against a senior member of staff, which had been copied to a wide group of people and which was also being passed on. This complaint had not been channelled through the IPPF SafeReport system. The document would be passed on to the Head of Safeguarding, for it to be processed through SafeReport, in accordance with policy. The Chair requested that if trustees had received this email, they should not pass it on but could delete it. Trustees would also be provided with the wording of a short response if they are asked about it. The Secretariat would manage communications with donors and the press if required.

4. FEDERATION STRATEGY, RESULTS AND FUNDING

4.1 C-SIP Report, including draft Strategy 2028

The Board had received a report on the work of C-SIP, including Draft 1 of the Strategy 2028, as detailed in paper no. BoT/03.22/DOC/4.1.

Abhina Aher, Chair of C-SIP, presented this item and advised that the purpose of this session was to obtain trustees' input on the first draft of the Strategy. The Board's input and direction would inform a further re-draft of the Strategy, Draft 2. It was proposed to share Draft 1 with the Federation tomorrow, with the aim of having the second draft ready for the end of March.

The main theme of the Strategy is "Come Together", which is an appeal for global solidarity and collaboration. The draft Strategy has four pillars, three are external facing pillars and one deals with the Federation. Each pillar has a goal as well as three critical pathways for delivering on the goals.

The Board was presented with a grid, showing which elements C-SIP liked about the current draft, as well as what they considered could be changed and what the Committee felt was missing. C-SIP liked the title but did have discussions about whether it captured the essence of the Strategy. There was both concern and appreciation of the sexual double meaning. C-SIP was broadly satisfied with the pillars but queried whether the titles were right for pillars 1 and 4. In terms of layout and graphic design, C-SIP was of the view that bolder colours should be used, instead of the pastel colours in the current draft. There should also be more linkages with the theme "Come Together" throughout the text and design. C-SIP greatly appreciated that the Strategy speaks to themes of solidarity, care and intersectionality, but was concerned that love had been lost. Furthermore, youth leadership was not reflected prominently. C-SIP also wanted an explanation of the links between the pillars.

The Board was asked to consider the following questions during its discussion of the draft Strategy:

- What do you see as the main drivers of this Strategy?
- What do you see as the main differences with the current Strategy?
- What are your reflections on the voice of the narrative?
- What are your reflections on the layout, colours, etc?

In response to a request for more information on the planned consultations on Strategy, Draft 1, the Board was advised that it was hoped to share this draft with the Federation in the four languages the following day. Then three channels of consultation would be opened, there would be a fill-in feedback form, a web-based questionnaire and group work on an online presentation. Input from the Board and the Federation consultation would be consolidated into Draft 2. This process would then be repeated and there would be parallel consultations with donors.

During discussion, Board members offered significant input into Draft 1 of the Strategy, as follows:

- This is an amazing draft, it has an emotional feeling. The document is trying to reflect that IPPF is a humane organisation, using words such as "care" and "love". These elements should be preserved or even sharpened a little.
- There should be a greater emphasis on breaking from the past and embracing the future – a sense of moving us from where we were to where we want to be.
- There should be a sense of urgency in the document. Has it brought out sufficiently that there are new challenges that require new solutions? There are new forms of inequality and injustice which the Federation must address.
- The word "equity" was missing in the document.
- In the next draft it would be good not to lose sight of individuals and people and the individual in relation to the community. On the first page we should say that

we work with everybody with no exclusions. This is a core message which should be conveyed.

- There is a technical issue regarding human rights. There are mixed messages about norms. The document is not clear about the difference between toxic norms and legal norms for example, and it does not mention human rights norms. We should be clear that we do uphold norms and we do not just contest and challenge them.
- Regarding the references to the opposition, do we really want to have a dialogue with them? We need to be brave and forthright. We have a well organised enemy, they violate human rights and we want them held accountable for that.
- There is no reference to race or racism in the document. This is a missed opportunity. Racism is antithetical to SRHR.
- Under “Special Delivery” there is no mention of equality.
- The title “Special Delivery” was queried. This could imply a one-off approach and there should be more emphasis on growth.
- The sub-heading “Get Our House in Order” is a little negative.
- Regarding the presentation, this would be a good opportunity to align with any future branding work.

The Board **noted** the report from C-SIP. The Chair summarised that the Board was very positive about the Strategy and the way that it is developing. However, this document is owned by the Board, and it had made significant inputs which the Board would have liked to have seen incorporated into the draft which goes out to the Federation. The Chair expressed disappointment that this document would be circulated without some of these changes having been made.

The Chair thanked C-SIP and the Secretariat team for their excellent work, and particularly, the Chair, Abhina Aher, for her leadership.

4.2 Strategy: Results Framework and funding

The Board had received a paper on the Federation’s current Results Framework and funding and outline of the proposed Results Framework for 2023-28, under paper no. BoT/03.22/DOC/4.2. This item was introduced by the Director-General.

The Board was told that the new Strategy would come together with its Results Framework, which is a mechanism of accountability to the world and particularly to the donors. The new Results Framework was being developed with insight from the learnings from the current Results Framework. In the current Results Framework, some of the indicators were not measurable and trackable. It was not able to track results and finance from some large MAs and therefore a skewed view of the Federation was presented. The document shared with the Board provided a real sense of how big the Federation is. It had not been shared before because there had been a concern that donors might feel that their contributions were too small to be meaningful. But it was now proposed that IPPF portray itself as a true global Federation of national member organisations, rather than a development INGO.

During discussion, Board members agreed with this transparent approach. Donors should know what IPPF looks like, and it also sends out a strong message around sustainability and how solid IPPF really is. This does not mean that we need fewer donors, but the messaging has to be right and IPPF needs to let donors know that their donations can have a great impact.

A Board member asked what plans were in place to ensure that smaller MAs become less dependent on grants from IPPF. The DG responded that there was the development of individual giving work and also the social enterprise hub, and for this the Secretariat would need to build up its expertise to help MAs in this area.

The Board **noted** the work on the new Results Framework. It was further noted that in the future the Board would see the new Results Framework and Income Generation Framework together with the new Strategy.

5. FINANCE

5.1 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/03.22/DOC/5.1.

This item was presented by Elizabeth Schaffer, Chair of C-FAR. She advised that C-FAR had met twice since the last Board meeting. The audited Financial Statements for the year ending 31 December 2021 would be presented to the Board at the meeting in June. The budget for 2023 would require the approval of the Board in November/December. However, as there would be time constraints to have all materials prepared in time for the Board meeting in November and during the General Assembly itself, C-FAR was proposing an additional virtual Board meeting early in December, to approve the budget for 2023-25.

The Board was advised that the Federation ended 2021 with a budget surplus of almost US\$20 million. There had been more unrestricted income than expected, additional grants from governments, recovery from transactions, legacy requests, underspend in some areas and good returns on the foreign exchange. Some of the savings were the result of reduced Secretariat expenses due to Covid. This had resulted in an increased income over budget of US\$10 million and US\$9 million reduced spending. This outcome had enabled C-FAR to recommend that the Board agree to take specific actions.

First, IPPF has a large obligation to some former employees in the form of the Defined Benefit Pension Scheme. The total liability was unpredictable, and it was proposed to negotiate with pension scheme members to fix an annual contribution to the pension scheme in the short term, to minimise IPPF's liability. It was proposed to set aside US\$4 million from the 2021 budget surplus for that purpose.

Second, there was a proposal to designate particular grants and funding from 2021 to 2022, namely "triple whammy funding" from the Danish Government, funding allocated to the General Assembly and Emergency Grant allocated to Afghanistan. These designations would impact on the budget for 2022 and this would require the Board to approve related changes to the 2022 budget.

During discussion, a Board member asked for more information regarding the proposal to fix the liability on the IPPF pension scheme. The Director, Finance & Technology advised that IPPF now operated a Defined Contribution Scheme, but this proposal related to the Defined Benefit Pension Scheme which was terminated 10 years ago. Historically, no organisation had been able to sustain such schemes and many organisations had failed because of their liabilities under these schemes. There were currently 118 members in former IPPF pension scheme, including pensioners who receive a fixed income subject to annual yearly increases and a group of people who

are currently non-pensioners, and it was with these people that IPPF would wish to negotiate. There were three options for negotiation:

1. Move people over to a different scheme by topping up their benefits now.
2. A one-time settlement to leave the scheme.
3. Negotiate with an insurance provider to take on the scheme.

The next step would be for the Secretariat to hire an expert to assist in developing a proposal which would go out to all the members and target those members who are non-pensioners. The aim was for IPPF to reduce its liability, as it currently costs 25% of the London office budget, as well as upholding the rights of the former employees.

A Board member asked for more information about IPPF’s bankers lifting restrictions on funds and allowing the release of funds by August 2022. The Board was advised that as IPPF continues to work in countries under sanctions, the bank considers IPPF to be a high risk organisation. The Secretariat was working closely with the bank’s compliance team to provide assurances that these funds were not being mis-used. Good progress was being made and IPPF was making the changes the bank requires.

The Board, following the recommendations of the C-FAR:

Noted the C-FAR report and actions taken therein.

Approved designation of the following funds as of 31st December 2021:

- a. Additional funding to commence the review of and negotiation with members of the Defined Benefit Pension Scheme, in order to reduce the overall liability of the Scheme - **US\$ 4,000,000**.
- b. Triple “whammy” funding (balance) to be remitted as cash and commodity grants, from funds received late in 2021 from the Danish Government - **\$2,675,083.64**.
- c. Funding allocated for General Assembly to be held in 2022 - **\$340,000**.
- d. Emergency Grant allocated in 2021 to Afghanistan under Stream 3 - **\$199,089**.
- e. Revision of the unified Secretariat budget 2022, as summarized below:

(Figures in US\$ ‘000)

	Approved budget	Net adjustments	Revised budget
Income			
Unrestricted	67,445	(768)	66,677
Designated			
Restricted	10,220	768	10,988
Total income	77,665	0	77,665
Expenditure			
Unrestricted	66,220	-	66,220
Designated	6,776	9,881	16,657

Restricted	27,003		27,003
Total expenditure	99,999	9,881	109,880
Unrestricted	1,225	(768)	457
Designated	(6,776)	(9,881)	(16,657)
Restricted	(16,783)	768	(16,015)
Total surplus	(22,334)	(9,881)	(32,215)

Approved an additional and virtual meeting of the Board of Trustees to be held on the 8 or 9 December 2022, in order to meet significant operational/ statutory requirements, including approval of the Budget for 2023-25.

6. SAFEGUARDING AND INCIDENT MANAGEMENT

6.1 Quarter 4 and 2021 Annual Safeguarding and Incident Management Reports

The Board had received the Quarter 4 and 2021 Annual Safeguarding and Incident Management Reports as detailed in paper no. BoT/03.22/DOC/6.1.

This item was introduced by Vanessa Stanislav, Head of Safeguarding, who reported that significant and measurable improvements had been achieved in the rate of closure of cases since the service went live in December 2018. The total number of concerns raised during 2021 stands at 45, in comparison with 81 concerns raised during 2020.

During discussion, Board members thanked the Secretariat for a very comprehensive report. A Board member commented that many MAs continue to have safeguarding challenges and asked for more information on training and capacity building for MA staff members and volunteers. The Head of Safeguarding acknowledged that there continued to be challenges for many MAs in fully implementing and mainstreaming safeguarding. A training programme was being rolled out to enable MAs and partner organisations to understand IPPF's safeguarding framework and to enable them to build their own capacity. In the longer term consideration would be given to how safeguarding could be brought to the front line, so that service users can see what IPPF is doing to keep them safe.

A Board member asked how IPPF communicates or shares its results on safeguarding to its stakeholders. The Head of Safeguarding responded that work was done to communicate positive news to internal stakeholders, and this was also a way of contributing to cultural change. The Chair added that feedback from donors was that IPPF is very transparent with regard to safeguarding. It does report publicly through its Audit Report.

A Board member commented that they would like to see incidents categorised and also possibly classified according to the potential risk they pose to IPPF.

In response to a question about funding for MAs for safeguarding, the DG advised that some of the larger restricted projects can include funding for safeguarding. The Chair added that the Board would like to see safeguarding given the resources to match exposure of risk.

In response to a request for the Board to be provided with information about cases which might pose a risk to the Federation, including potential financial risks, the Head

of Safeguarding advised this information was provided to the IPPF insurers on an annual basis, and she would consider how this could be conveyed to the Board.

The Board **noted** the update on Safeguarding and Incident Management. The Chair thanked the Head of Safeguarding and thanks were also given to Claire Jefferey, Acting Director, People, Organisation & Culture Division, for her support in this area.

7. ANY OTHER BUSINESS

Board Meeting, Morocco, June 2022

Fadoua Bakhadda, Regional Director, Arab World Region, provided an update to the Board on the arrangements being made by the Moroccan MA for the programme of visits prior to the BoT meeting, to be held in Marrakesh in June. Board members would arrive on Wednesday, 15 June and there would be an evening event. On the morning of 16 June, Board members would be shown a video on the work of the Moroccan MA, followed by clinic visits. The Board meeting would take place on 17 and 18 June, and there would be a surprise dinner on the evening of 17 June. Participants would leave on Sunday, 19 June. The Chair apologised that because of other commitments she would not be able to arrive in Morocco until the evening of 16 June.

Ratification of IPPF WWI Decisions

The Board had received a paper setting out the background of the set-up of IPPF Worldwide Inc (IPPF WWI), information regarding the appointment of Directors and legal advice sought regarding IPPF WWI, as detailed in paper no. BoT/03.22/DOC/7.

The DG advised that this company was incorporated in the USA in 2006 as a fund-raising arm for IPPF. The appointment of Directors should have required a Board decision at that time. It was in effect a shell company and IPPF was now looking to activate the company for individual giving and one donor had indicated they would channel funds through this company going forward. The DG clarified that the activities of this company would be overseen through C-FAR and it would be treated as part of IPPF.

The Board **approved** the delegation of authority to the Director-General to nominate Directors to the IPPF WWI and **ratified** the names of the current Directors, appointments of past Directors and the decisions that have been taken by them.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees 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 support staff, IT support, interpreters and technicians were thanked for enabling this meeting to come together so well.