

**IPPF BOARD OF TRUSTEES MEETING
Held on 17 & 18 June 2022 in Marrakech, Morocco**

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
Surakshya Giri	Eugenia Lopez Uribe, RD, Americas & the Caribbean Region
Jacob Mutambo (online)	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
Donya Nasser	Sonal Mehta, RD, South Asia Region
Sami Natsheh	Marie-Evelyne Petrus-Barry, RD, Africa Region
Aurélia Nguyen	Achille Togbeto, Director, Governance & Accreditation
Andreas Prager	Estelle Wagner, Chair, Staff Association Committee
Apologies for absence	Sessional attendees:
Elizabeth Schaffer (except for item 8 – online)	Casper Erichsen, Head of Strategy & Planning
Aileen McColgan, Honorary Legal Counsel (except for items 6 & 8 – online)	Don Gunawardena, NGC member

DAY ONE: 17 June 2022

Welcome, Getting to Know Each Other and Building “Team BoT”

Kate Gilmore, Chairperson, welcomed everyone to the meeting of IPPF’s Board of Trustees (BoT) in Marrakech, Morocco, which was the first in-person meeting that the Board has had since it was established in 2020. On behalf of the Board, the Chair thanked the Director-General (DG) and staff and particularly the Regional Director, Arab World Region, Regional Office staff and the Moroccan Member Association for all their hard work in preparation for this meeting.

*The Board **noted** the 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 a minute’s silence.*

Given that this was the first face-to-face meeting of the BoT, Board members, the Director General and his leadership team members spent time getting to know each other better. Group work was undertaken for that purpose.

The Board also undertook an extensive, participatory exercise through which they examined together the global environment that IPPF must engage strategically over the coming decade and more. Global political, technological, environmental, economic, and social trends were discussed at length, as were their implications for sexual and reproductive health and rights. The resulting strategic analysis - arrived at after extensive discussion – helped set the scene for Board’s consideration of the draft Strategy 2028 later in the meeting.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for absence had been received from Elizabeth Schaffer, who would be joining the meeting online for agenda item 8, the Report from C-FAR. Aileen McColgan, Honorary Legal Counsel, had also given her apologies, although she also would be joining online for agenda items 6 and 8. It was noted that Jacob Mutambo would be attending the meeting online.

*The Board **noted** the following proxy which had been received:*

Elizabeth Schaffer’s proxy to Bience Gawanas.

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 9 & 10 March 2022 as a true and accurate record.*

1.3 Adoption of Agenda and Timetable

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

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

2. STRATEGY 2028 (Part 1)

The Board had received the update on the Strategy 2028 under paper no. [BoT/06.22/DOC/2.1](#), which included the latest draft of the Strategy 2028 document. In February 2021, C-SIP assumed oversight and direction of the process to design IPPF’s Strategy 2023-2028. The process was nearly complete, and C-SIP was now handing over the draft Strategy to the Board for its consideration.

The Board was presented with an update on the development of the Strategy and the next steps:

- The consultative process in drafting the Strategy demonstrated a coming together of the entire Federation, involving 120 MAs, 70 national consultations, five research reports, 16 Regional and Youth Forums, over 2,000 roundtable participants, 4 million youth in an award-winning campaign and 20 participatory consultation workshops.

- The draft of the Strategy, *Come Together*, has a simple layout, consisting of four vertical pillars. Three of the pillars are external facing and one focuses internally on strengthening the Federation.
- The first pillar has the goal of delivering quality person-centred care to more *People*, in more places. IPPF aspires to scale up and to reach historically excluded groups, including LGBTQ+ communities, young people, the elderly, and people in crisis settings.
- The second pillar is devoted to societal and legislative change, to move the *Sexuality Agenda* forward. This shifts IPPF’s ambition from broad policy shifts in many countries to grounded, feminist interventions. It is rooted in the Federation’s deep-held belief in the universality of sexual and reproductive rights.
- In pillar three, *Solidarity for Change*, the goal is to amplify impact by building bridges, shaping discourse and connecting with communities, movements and sectors. There is a focus on developing and incubating new technologies and using digital platforms for sharing research and data to form deeper partnerships and solidarity.
- The fourth pillar, *Nurture the Federation*, has the renewing of our Charter as its goal, and the intention that IPPF lives its values and unleashes its collective power and credibility. It is about sustainability and longevity, finding new national organisations/member associations that add skills and abilities that are needed, in places where IPPF is most needed. Federation growth is also rooted in nurturing staff and volunteer welfare, building a high-performance culture and system and standing together on inclusion and anti-discrimination. Growth also refers to income, with a focus on diversification, entrepreneurship, and domestic financing.
- Under each of the draft Strategy 2028 pillars there are three critical pathways that are the priority actions of the new strategic period. Each pathway is accompanied by a set of commitments where IPPF will affect change. The critical pathways are not mutually exclusive, and the pillars are interconnected and interdependent.
- Next steps: the draft Strategy, as approved by the Board, will be put to an indicative MA vote at the end of June. From July to November, C-SIP and Trustees would continue to champion the draft Strategy and its incorporation into national MA strategies and business cases in relevant meetings and forums, as the Federation prepares for the General Assembly to vote to formally adopt the Strategy. The Results Framework, which was being drafted now, would continue to receive C-SIP oversight, and would be presented to the Board at its next meeting.

During discussion, the Board provided comments and input as follows:

Pillar 1:

- Need to build more skills around innovations.
- How do we advocate for non-SRHR things we need to deliver to our clients?
- Mobile tele-health technology requires telecommunications – do we need to advocate for that?
- Focus on care that is culturally appropriate, and humane treatment of people.
- Regarding “broadening” versus “deepening”, there is a tension between reach and choice.
- The pillars are transformative, and implementation will be challenging. It is written on paper, but how will it be implemented?

- In the advocacy leading up to General Assembly, there needs to be clear messaging and constructive discussions about what it really means.

Challenges for staff:

- Moving away from the classical “development” approach is important. What does this mean, for the Secretariat and MAs?
- Note that many NGOs in Europe have had to merge, in order to survive, as a result of development funding cuts. This means loss of civil society spaces, organisations and voices.
- Supporting leadership in MAs will be important, particularly around long-term funding.
- Engaging MAs in the Strategy’s implementation is key.
- Need to inspire the governance of the MAs to lead.
- Some MAs may question the language used in the Strategy.

Pillar 2:

- Need to speak directly about LGBTQ+, and not just “marginalised” people in general.
- The sexuality agenda could be uncomfortable in some countries. The objective is to nudge us all out of our comfort zones.
- Is this a micro agenda for strategy or a bigger agenda, making change at the macro level?
- Be careful not to disenfranchise our members. Make sure that we are not pushing something that they cannot do.

Challenges for staff:

- Must strengthen accountability on youth engagement
- The gender transformative issue is missing
- Are we ambitious and courageous enough? Working on abortion, sex workers, LGBTQ communities, new paradigms led by communities on a more rights-based approach, pleasure etc.
- Shifting norms is messy and long term work– we must get out of our comfort zones.

Pillar 3:

- How will we implement it?
- What should be the role of the Secretariat and MAs in constructively building alliances?
- Understanding that MAs are all at different levels. Growth will look different from each MA
- How much should the Secretariat have a directive role versus a collaborative role?
- MAs need to make decisions of their own
- Issue of letting go of control at Secretariat level – there needs to be trust and accountability
- Capacity building for MAs
- Board and MAs interface – MAs need to see us in the implementation conversation.
- The importance of innovation and efficiency
- Incubating ideas and technology, for instance in Kyrgyzstan, youth innovating and sex education through TikTok; innovation can look different, take more risks.

Challenges for staff:

- The Board can help to be a bridge to the outside world – reaching out to influencers, for example.
- Does the Board have the right people?
- Transformation within MAs – accreditation, building partnerships.

Pillar 4:

- This is the vehicle that will help deliver the other pillars
- It needs to be strengthened - emphasise resilient organisation; strengthen Regional Offices and MAs.
- Importance of skills mix in the unified Secretariat
- Who will monitor the implementation of the plan?
- Promote good governance and accountability at all levels
- Relationship between and among MAs / what is relationship between the Board and MAs?
- Nurturing the Federation also means that we must move away from thinking of traditional enemies as enemies. Identify allies in uncomfortable places (e.g. among priests and pastors).
- Where is the change? We are nurturing a new Federation, with new values, which includes mutual respect among the MAs
- Health Care Workers need mention and respect
- It is not always about building capacity, it is about acknowledging the work done, day in and day out, to deliver.
- Capacity building and nurturing for youth; nurturing a young Federation; nurturing a new Federation.

Challenges for staff:

- Youth leaders must co-lead and cannot wait for older leaders to set the agenda. They must create their own table and invite the rest to it.
- The Board role in helping with the finer details of the Charter. It is a re-founding of the Federation, its heart and its soul. Get back to core values.

The Board returned to this item on Day 2, under agenda item 9.

3. GENERAL ASSEMBLY PREPARATION

The Board had received an update on the IPPF General Assembly 2022 under paper no. BoT/06.22/DOC/3, including the draft agenda for the entire event from 21 to 27 November. This item was presented by Mina Barling, Director, External Relations.

The Board was advised that the Board Oversight Group had met regularly to ensure that the agreed deliverables at the General Assembly (GA) would be met and to define the tone and themes of the agenda. Key items for the GA will be:

- Approval of the Strategy 2023-2028
- Governance requirements
- Endorsement of IPPF's Statement on Anti-Racism
- IPPF 2022 Awards
- Celebration of IPPF's 70th Anniversary

The paper also highlighted how meaningful youth participation and leadership would be delivered, leading into and at the GA. A Steering Committee of Youth MA Board Members from each region and one Board member, Surakshya Giri, would oversee the

Youth Forum which precedes the GA, with support from the Regional Director, ACRO. The Board Oversight Group would work with this committee to co-create the agenda and concept.

A key part of the planning process was the MA Engagement Plan, developed by the GA Oversight Group, to ensure that all MA representatives rally behind the key deliverables of the GA and have a say in how those are formed. Trustees would be charged with ensuring that MAs are aware of the decisions to be taken and that they have a full sense of the content to be discussed and decided upon at the GA. Engagement channels would include dedicated meetings, the GA website, email updates, updates in the MA Forum and video messages from key people. There would be a series of Town Halls, with leadership from Board members, focused on preparing MAs, including Town Halls specifically for youth representatives.

It was planned that Trustees would dedicate specialized one-to-one dialogues with priority MAs between July and November. Regional Directors would also play a vital role in mapping MAs according to the level of support needed. Regional Directors would also support Board members to foster and nurture relationships with priority MAs to facilitate dialogue. Each Board member would be provided with an information pack to facilitate with their dialogue with MAs.

During discussion there was a request that people who had won IPPF awards previously, and were unable to collect them, have the opportunity a part of the GA Awards Ceremony.

*The Board **approved** the inclusion of the awards in the GA Oversight Group's scope of work.*

*The Board **approved** the GA agenda and themes.*

*The Board **defined** its role as GA sponsors in MA engagement.*

*The Board **noted** the update on Anti-Racism and the Statement going to the GA.*

DAY TWO: 18 June 2022

4. GOVERNANCE

4.1 Proposed amendments to IPPF Regulations and Procedural Byelaws

The Board had received a document detailing the proposed amendments to the IPPF Regulations and Procedural Byelaws under paper no. BoT/06.22/DOC/4.1. This item was presented by Achille Togbeto, Director, Governance & Accreditation.

It was explained to the Board that this paper set out again the rationale for introducing the position of Vice Chair, in place of the current Treasurer position, and set out the proposed amendments to the IPPF Regulations and Procedural Byelaws, required to reflect this change officially. Following endorsement by the Board, the proposed amendments to the Regulations and Byelaws would go to the General Assembly (GA) for approval. The next step would be for the changes to the relevant policies: Policy 1.4 – Terms of Reference of the Chair and Vice Chair (new wording) of the IPPF Board of Trustees, and Policy 1.9 – Terms of Reference of the C-FAR, to be approved by the Board in November.

The Board was advised that an additional proposed amendment to the IPPF Regulations was the removal of “Western Hemisphere Region” from the Regulations and replacement with “The Americas and Caribbean Region”.

During discussion a Board member asked if the wording “in conjunction with” was deliberate, to promote a team strategy for the Board Chair and Vice Chair. The Director, Governance & Accreditation confirmed that this wording was intentional to emphasise the teamwork between the two key roles.

A Board member queried whether there was likely to be any opposition among MAs to the removal of the Treasurer role and the creation of the Vice Chair role, and whether there should be further clarity on when the Vice Chair or Chair should act. The Board was reminded that there had been a lengthy discussion on this issue at its last meeting where it had decided in favour of the change. Board members should include messaging about these changes when talking to MAs in the lead up to the GA (as discussed under agenda item 3). The DG added that MAs should be reassured that the Chair of C-FAR and C-FAR members have the required financial expertise, and there would be no gaps in expertise following these changes.

*The Board **endorsed** the proposed amendments to the IPPF Regulations and Procedural Byelaws and recommended them for the approval of the General Assembly, introducing the role of Vice Chair and the deletion of the role of Treasurer.*

*The Board **endorsed** the removal of all reference to Western Hemisphere Region within the same documents and the introduction of Americas and Caribbean Region.*

*The Board **endorsed** the proposed amendments to relevant policies: Policy 1.4- TORs of the Chair and Vice Chair of the IPPF Board of Trustees and Policy 1.9-TORs of C-FAR with a view to these being approved by the BoT in November 2022, following GA approval of the amendments to the Regulations and Procedural Byelaws.*

Renewal or not of four Trustees’ Terms of Office

- 4.2 The Board had received a document concerning the renewal of four Trustees’ terms of office, under paper no. BoT/06.22/DOC/4.2. This item was presented Don Gunawardena, Nominations & Governance Committee member.

The Board was advised that in March 2022 the NGC confirmed that performance assessments would be conducted on the following four Trustees, using the approved Key Performance Indicators for individual Trustees’ performance reviews: Isaac Adewole, Ulukbek Batyrgaliev, Rose-Marie Belle Antoine and Jacob Mutambo. At the start of the process, Jacob Mutambo shared his decision not to put himself forward for renewal of his term due to personal reasons. The NGC agreed to conduct an exit interview with Jacob and continued with the performance review for the remaining three Trustees.

The Board was advised that the outcome of the process was that the NGC was recommending the re-appointment of these three Trustees for a second and final term. One of the Trustees who undertook the performance assessment commented that this had been a good process which helped with an understanding of where we are and to see the progress made. The self-assessment, interview and other tools provided an opportunity to review the Trustees’ work on the Board, and thanks were given to colleagues, including the Chair, for their support in this process.

A Board member asked if a profile of the new Board member to be recruited would be put together reflecting the skill set required to complement the skills of other Board members. Don Gunawardena confirmed that this process would begin shortly and that the new Board member would be by a youth Trustee.

The Board **re-appointed** for a second and final term the following trustees upon the recommendation made by the NGC pending the GA confirmation:

- Isaac Adewole
- Ulukbek Batyrgaliev
- Rose-Marie Belle Antoine

A Trustee suggested that there should be another Trustee supporting the Board Chair in the performance review process, as it was a huge task, together with the other responsibilities of the Board Chair. This suggestion was **noted**.

The Board **extended** gratitude to Jacob Mutombo for his service to the Board of Trustees and **noted** his voluntary non-renewal of his term.

The Chair thanked both the NGC for its diligent work and the three aforementioned Trustees for their collaboration in this rigorous process.

Rotation of Board Committees Membership

- 4.3 The Board had received a document detailing the Rotation of Board Committees Membership under paper no. BoT/06.22/DOC/4.3. This item was presented by Achille Togbeto, Director, Governance & Accreditation.

The Board was reminded that at its March 2022 meeting, the BoT decided that all external Board Committee members can equally serve for a maximum of two terms, which was not the case before. To avoid the departure of all Committee members at the same time, it was recommended that Committee Chairs develop a proposal on the rotation of members, and that the Board would be updated at this meeting.

The Director, Governance & Accreditation advised that there had been significant engagement with the Committee Chairs and the process had progressed. Two of the Committee Chairs had a clear plan for rotation of their Committee's membership and other Committees had some more work to do. The Chair of the MC advised that the Committee had agreed an initial term of three years and they had agreed that three MC members would rotate off from the Committee next year.

*The Board **noted** the progress of the staggering of the term of office of board Committee members.*

*The Board **approved** the subsequent proposals for rotation made by each Board Committee's Chair.*

Performance Review of the Board Committees

- 4.4 The Board had received a document on the Performance Review of the Board Committees under paper no. BoT/06.22/DOC/4.4. This item was presented by Ashish Kumar, Senior Technical Adviser-Institutional Development and Governance Support.

The Board was reminded that at the March BoT meeting, the NGC had proposed five indicators to the Board for conducting a performance assessment of the Board Committees. In April 2022, the NGC developed a concept note and presented it to the

Board Committee Chairs for feedback. The NGC had set a timeline for the conducting of performance reviews of Board Committees, to start in mid-May 2022 and to conclude early in June 2022. It was noted that out of 25 Committee members, 19 had completed the first stage of self-assessment. This was followed by Committee Chair's feedback and submission of the assessments to the Board and then to the NGC. However, one of the parameters, the 360 degree peer feedback, had proved challenging for some Committee members. This was being discussed by the NGC and they would decide whether to suspend this element this year or deal with it in another way.

Committee Chairs were invited to provide their feedback on the process, and they commented as follows:

- It was a good process and members returned their self-assessments in time. However, the 360 degrees process and the one-to-one conversations with members was very time-consuming for the Chair. Could this be simplified? Perhaps identify areas beforehand for specific capacity building.
- The process is still ongoing. It is useful but there are challenges. Some Committee members have completed the self-assessment but two are pending.
- Most Committee members have undertaken their performance reviews and they have been signed off by the Chairs.

The Chair thanked the Committee Chairs for embedding great governance into the system and the Board looked forward to hearing the results.

It was **noted** that each Committee Chair would complete the performance review process in partnership with the NGC.

5. ACCOUNTABILITY

5.1 2021 Annual Performance Review

The Board had received the Report on the 2021 Annual Performance Review under paper no. [BoT/06.22/DOC/5.1](#). This item was presented by Manuelle Hurwitz, Director, Programmes Division.

The Board was advised that IPPF had made a very good recovery despite the continued impact of the Covid-19 pandemic and the loss of several partners following the separation with Western Hemisphere Region (WHR). In spite of that, there was a 6% increase in total SRHR services provided in 2021 compared to 2020 and an 8% increase in couple year protection. This was an increase compared to pre-pandemic levels. There had been a good increase data for comprehensive sexuality education (CSE) provided, much of this due to the performance of the MA of China. There had been a small decline in advocacy wins. The Secretariat was analysing this to find out the reasons for this decline, some of which was due to the separation of WHR. The detailed set of data and case studies were provided in the full Annual Performance Review (APR).

During discussion a Board member commended the Federation on this excellent report, noting that in the absence of Covid IPPF would have done far better.

A Board member asked how an advocacy win is defined. The Director, Programmes Division advised that this is a self-report from the MA and verified by the Regional Office.

A Board member commented on the small percentage of contribution to services for the MA of the Democratic Republic of Congo, compared to its large population. The Board was advised that this MA has just 46 clinics and they do not cover the full extent of the country. Furthermore, it has only had clinics since 2016 and since then there had been a rapid increase in performance.

Board members asked for clarification regarding the WHR data and whether results could have been published without the 14 WHR MAs, to show comparable information. The Board was advised that the Secretariat had made an analysis excluding some of the data where the results of WHR MAs would skew results a lot. This comparative analysis was not included in the overall summary because IPPF presented the full performance for 2021. A more granular analysis had been done and this information could be shared with Trustees.

A Board member commented that it would have been useful to have some case studies showing the strength of IPPF's work. The Board was advised that there are many case studies available in the APR and the link to the website would be shared with the Board.

A Board member noted that the percentage of youth engagement might have decreased due to Covid. The use of technology to mobilise youth was emphasised.

The Chair congratulated IPPF, and specifically the MAs, for this impressive set of results achieved under difficult circumstances.

*The Board **noted** the 2021 Annual Performance Review Report.*

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

The Board had received the Chair's and Director-General's Progress Report under paper no. [BoT/06.22/DOC/5.2](#).

A Board member asked that acronyms be spelt out in future. This was **noted**.

There was also a request for future reports to include a small section on risk analysis, for instance how political unrest in certain regions will affect services. The DG **agreed** to include this in future reports.

In response to a request for more information on fundraising issue and strategy, the DG advised that since the start of the pandemic the Secretariat had taken the view that it would sign agreements as soon as possible, rather than continuing negotiation. This strategy had served IPPF well and the Federation had been able to secure many long term commitments. Most importantly IPPF needs to renew its long term agreements with the Nordic countries because they are funding the Strategy. Denmark had signed, but Sweden and Norway had taken the decision to freeze their development funding following the Ukrainian refugee situation in their countries. To date IPPF had received half the money from Sweden and negotiations were ongoing. Norway had initially advised that they would not be able to provide funding this year and IPPF had sent a message to MAs informing them that this would affect our funding to MAs. Negotiations were ongoing with Norway and 60% of the funding had now come through. The Norwegian Parliament had now taken a decision to protect funding to civil society organisations working in SRHR and IPPF should receive the outstanding money. Yesterday, Germany confirmed that it would provide US\$12 million, and probably an extra US\$5 million from the Ukraine budget, but this still needs to be confirmed.

Therefore, it was now likely that if IPPF does not receive the full grant from Sweden, this might not affect MAs' funding and IPPF might finish the year with a surplus, subject to foreign exchange fluctuations. Regarding private fund-raising, IPPF had designated US\$3 million from reserves for individual fundraising in the USA. IPPF has enormous brand recognition there but there is a gap resulting in the departure of WHR.

A Board member thanked the Directors' Leadership Team for all IPPF's work in Ukraine and Afghanistan. The DG advised that the response to Ukraine from IPPF had been exemplary, helped by the visibility of SRHR issues by the MA of Ukraine. Donors had responded to that visibility and offered more contributions to Ukraine.

In response to a comment about the importance of MAs developing strategies to mobilise resources, the DG advised that the strategy of MA sustainability was not new. But there would need to be big changes in the Secretariat because there had not been enough investment in this area. There had been a target of MAs to double their income from 2016 to 2022 and the same for the Secretariat. The Secretariat would fall short due to the Global Gag Rule. However, the income of MAs had gone down from 2016. There had been investment in the Social Enterprise Hub in Sri Lanka, but more skills were required in this area in the Secretariat as well as more partnerships with enterprises that know this business. This would be part of the realignment of the Secretariat.

*The Board **noted** the Chair's and DG's Progress Report.*

6. REPORT FROM THE MEMBERSHIP COMMITTEE

The Board had received the Membership Report under paper no. [BoT/06.22/DOC/6](#) and this was presented by Donya Nasser, Chair of the Membership Committee (MC).

Accreditation Review Outcomes

*The Board **noted** that the MC had reviewed the outcomes of the following 16 MAs that underwent an accreditation review:*

- *Chad - Association Tchadienne pour le Bien-Etre Familial*
- *Guinea-Bissau - Associação Guineense para o Bem Estar Familiar*
- *Niger - Association Nigérienne pour le Bien-Etre Familial*
- *Democratic Republic of Congo - Association pour le Bien-Etre Familial/Naissances Désirables*
- *Namibia - Namibia Planned Parenthood Association*
- *Algeria - Association Algérienne pour la Planification Familiale*
- *Somaliland - Somaliland Family Health Association*
- *Romania - Societatea de Educatie Contraceptiva si Sexuala*
- *Slovak Republic - Spoločnosť pre plánované rodičovstvo*
- *Israel - Israel Family Planning Association*
- *China - China Family Planning Association*
- *Hong Kong - Family Planning Association of Hong Kong*
- *Samoa - Samoa Family Health Association*
- *Kiribati - Kiribati Family Health Association*
- *Vanuatu - Vanuatu Family Health Association*
- *Bangladesh - Family Planning Association of Bangladesh*

Noting that there were Standards with which the aforementioned Member Associations do not yet comply, and that these Associations were taking steps to remedy this, the Board also **noted** that the MAs of Chad; Guinea-Bissau; Niger; Democratic Republic of Congo; Namibia; Algeria; Somaliland; Romania; Slovak Republic; Israel; China; Hong Kong; Samoa; Kiribati; Vanuatu; and Bangladesh could not currently be re-accredited and would remain accredited members of IPPF, under accreditation Phase 2, with no change to their membership status.

Accreditation Review Follow-Up

The Board **noted** that the MC had reviewed the progress reports of the following 16 MAs that underwent an accreditation review under the third accreditation phase:

- Cameroon - Cameroon National Association for Family Welfare
- Zambia - Planned Parenthood Association of Zambia
- 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
- Mali - Association Malienne pour la Protection et la Promotion de la Famille
- Egypt - Egyptian Family Planning Association
- Indonesia - Indonesian Planned Parenthood Association
- Republic of Korea - Korea Population, Health and Welfare Association
- Cook Islands – Cook Islands Family Welfare Association
- Lithuania – Seimos Planavimo ir Seksualines Sveikatos Asociacija
- 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
- Afghanistan - Afghan Family Guidance Association
- Nepal - Family Planning Association of Nepal

Noting that there were Standards with which the aforementioned Member Associations do not yet comply and that they are taking steps to remedy this, they cannot currently be re-accredited, the Board **noted** that the respective Regional Offices would continue monitoring the implementation of the follow-up action plans within the period agreed. During that period, the Member Associations of Cameroon; Zambia; Comoros; Tanzania; Sierra Leone; Mozambique; Mali; Egypt; Lithuania; Belgium; Republic of Serbia; Indonesia; Republic of Korea; Cook Islands; Afghanistan; and Nepal will remain accredited members of IPPF, under accreditation Phase 2, with no change to their membership status.

Change of Name

The Board **noted** the change of name of the Member Association of the Democratic People's Republic Korea from: Korean Family Planning & Maternal Child Health Association of DPRK to **Family Health Association of Korea**.

Resignations

The Board was advised that the MC had noted the reports from the Japan and Iran Member Associations indicating their resignation from IPPF.

In the case of Japan, due to the MA's set up as a General Incorporated Association, the Directors were financially liable for all losses incurred by the Association, therefore it was not able to fulfil IPPF's Membership Standards and Responsibilities particularly on the remuneration to Board members and percentage of youth on the Board. These non-compliances also restrict them from becoming Associate Member. The Japanese Family Planning Association Inc. (JFPA) Board took the decision to resign from IPPF. The Board was advised that IPPF would look for a new Member Association in Japan.

The Family Health Association of Iran (FHA) had advised South Asia Regional Office of its difficulty in continuing its association with IPPF because of a decision by the Iranian government to revoke their license. The decision was taken as the work done by FHA was deemed to clash with the new population law passed last year. Efforts made by the Director-General and the Regional Director, South Asia Region, to assure the government of IPPF's commitment to provide support in taking forward FHA's overall strategy, which is in line with the country's healthcare priorities and re-focus FHA's service delivery strategy, failed to convince the government to restore FHA's license. The South Asia Regional Office was understanding a situation assessment of Iran through a local consultant to identify a new organisation to invite for Collaborative Partnership.

*The Board **noted** the resignations from IPPF of the Iran and Japan MAs.*

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

*The Board **noted** that the MC had reviewed the update on the two remaining members (Guadeloupe and Martinique) of the Caribbean Family Planning Affiliation (CFPA) that had embarked on the journey to become Associate Members of IPPF following the separation of the Western Hemisphere Region from the Federation.*

*It was also **noted** that both organizations had faced delays due to the Covid pandemic impacting on their abilities to engage with actors at the national level to address the required changes to meet the application requirements. Communication between the Regional Office and both affiliates had stalled for a while but was re-established again with the assistance of the Regional Director, Africa Region. Both organizations had made substantial progress. Their application for IPPF Associate Membership would be tabled at the next meeting of the Membership Committee.*

Update on Recruiting Affiliates in Americas and the Caribbean Region

*The Board **noted** that the MC had reviewed the update on the progress being made to recruit affiliates in the Region following the separation of the Western Hemisphere Region from IPPF. The Region had identified an additional nine organizations for membership in the countries of Aruba; Bolivia; Brazil; Ecuador; Guyana; Haiti; Honduras; as well as Guadeloupe and Martinique mentioned above.*

The organization in Guyana had completed the due diligence process; the organization in Haiti was in the process of financial due diligence; and the organizations in Honduras and Brazil had agreed to start the due diligence process. For Ecuador, their statutes comply with many of the IPPF requirements, but there are key areas where they fall short and provisions had now been included in their statutory documents to address

most of the outstanding issues. The Bolivian organization shares IPPF vision, mission and values and their statutes and byelaws cover much of IPPF's admission requirements. However, there were some key areas where they fell short. Most of the issues had been addressed by amendments to statutory documents.

Membership Committee Performance Assessment

The Board **noted** that the MC had reviewed the concept note for the annual performance review of IPPF's Standing Committees and of the individual members and the subsequent actions as per the timeline of the Nominations & Governance Committee.

Staggering of the MC Members' Terms of Office

The Board **noted** that the MC had reviewed the paper on staggering the terms of office of MC members. The Members would confer among themselves to devise a plan to ensure staggering on the Membership Committee based on the guidance provided.

Recommendation for re-accreditation

As recommended by the Membership Committee, the Board of Trustees **agreed** that the following MAs be re-accredited as Full Members of the Federation:

- Botswana Family Welfare Association
- Association Congolaise pour le Bien-Etre Familial (Congo)
- Association Mauritanienne pour la Promotion de la Famille (Mauritania)
- Väestöliitto (Finland)
- NGO Women Health and Family Planning (Ukraine)

Recommendation for Suspension

The Board of Trustees, upon the recommendation of the Membership Committee, **agreed** that the Djiboutienne pour l'Equilibre et la Promotion de la Famille, the MA of Djibouti, be suspended from IPPF membership, due to lack of performance and for failing to commit itself to go through the accreditation review which confirms their full membership status with IPPF.

Recommendations for Expulsion

Association Sénégalaise pour le Bien Etre Familial (MA of Senegal)

The Board **noted** that the MC had reviewed the recommendation from the Regional Director, Africa Region, which was endorsed by the Director-General, to begin the process of expelling the Senegal MA from IPPF. The MA had been under suspension since March 2021 due to institutional challenges linked to governance and management. The Regional Office had sent requests to the MA in September 2021 and February 2022 for information on the actions being taken to resolve the issues which led to its suspension. The MA's response to the February 2022 request demonstrated that their position had not changed and they continued to face institutional challenges.

A Board member asked if a new MA could be established in Senegal and was advised that the Regional Office had identified four possible partners and had started working with one organisation.

In response to a question about the length of the process from suspension to expulsion, the DG explained that to date IPPF had been slow to take such action. But the Federation was a living organism and was working towards being more agile. However, ending a MA's membership is not a straightforward process. The positive development is that Regional Offices now do not wait until for a problematic MA to be expelled before looking for possible alternative partners. In due course the Secretariat would come back to the MC with more proposals about how the affiliating process happens and whether more intermediate steps could be taken.

A Board member asked when an expulsion process would start. It was clarified that it would start following the decision taken by the Board, after a recommendation made by the MC.

The Chair questioned whether it was important to have many organisations or fewer organisations, but with greater impact. When talking about growth and the number of MAs, it was also important to be mindful about IPPF's strategic footprint. Presence is not always the best indicator of performance. The DG added that Pillar 4 of the new Strategy talks about growing our Federation. But this was not about pursuing more MAs, it was more about looking at the number of countries where it is important to have a presence because of the needs in those countries.

*The Board of Trustees, upon the recommendation of the Membership Committee, **agreed** that the Secretariat should begin the process to expel the Association Sénégalaise pour le Bien Etre Familial, from IPPF, noting that the situation that led to the MA being suspended was still ongoing.*

Planned Parenthood Association of Liberia

*The Board **noted** that the MC had reviewed the recommendation from the Regional Director, Africa Region, which was endorsed by the Director-General, to begin the process of expelling the Planned Parenthood Association of Liberia from IPPF.*

The MA had been under suspension since August 2021 due to the forensic audit which reported suspected mismanagement of funds amounting to US\$4 million. The MA had agreed on a road map to ensure redress but were unable to implement it. The DG advised that of this debt, just US\$300,000 to US\$400,000 was IPPF funds.

A Board member emphasised the importance of finding an alternative partner in the country because it is a fragile setting, and the needs are so high. The Regional Director confirmed that this process had started.

A Board member asked if the process of expulsion could be fast-tracked, if an MA had committed a very serious offence. The DG replied that the Secretariat would welcome this and that in due course a recommendation would be taken to the MC. At present, IPPF can suspend funding an MA immediately and would inform the donors accordingly.

*The Board of Trustees, upon the recommendation of the Membership Committee, **agreed** that the Secretariat should begin the process to expel the Planned Parenthood*

Association of Liberia, from IPPF, noting that the situation that led to the MA being suspended was still ongoing.

Application for Associate Membership of IPPF

*The Board **noted** that the MC had reviewed the re-submission of the application for the Foundation for the Promotion of Responsible Parenthood of Aruba to be admitted as an Associate Member of IPPF.*

The application was originally submitted in October 2021, but the MC had raised some questions which needed clarification. It was noted that there had been a constitutional challenge of this MA, but that national laws do take precedence over the IPPF Standards, and it was on this basis that the MC had put forward the recommendation that the association in Aruba be admitted as an Associate Member.

*The Board of Trustees, upon the recommendation of the Membership Committee, **approved** that the Foundation for the Promotion of Responsible Parenthood of Aruba, be admitted as an Associate Member of IPPF.*

Continuation of suspension

*The Board **noted** that the MC had reviewed the update on the suspension of the Kenya MA.*

A Board member asked if the Africa Region was continuing to work in Kenya and the Regional Director confirmed that they were and they had identified a potential new collaborative partner which was doing excellent work throughout the country.

*The Board of Trustees, upon the recommendation of the Membership Committee, **agreed** that the suspension of Family Health Options Kenya be continued, noting that the situation was ongoing and the matter was still before the Court, with 4 July 2022 as the new date for the Hearing.*

Proposed Amendments to IPPF Standards and Responsibilities of Membership

*The Board **noted** that the MC had reviewed the proposed amendments to the IPPF Standards and Responsibilities of Membership.*

Following the publication of the Accreditation Phase 3 Evaluation Report, the Accreditation Focal Points had led teams from across the Unified Secretariat, MAs and the MC, to review the changes based on the recommendations from the Evaluation Report. Ultimately, the Membership Standards were reduced from 48 and 33, making the Accreditation System lighter and more agile.

Key proposed revisions include:

- **Admission criteria** – to reflect the diversity of membership, the procedures provide for “at least 80% compliance” with the key governance and constitutional provisions at the time of application and a window period of two years to be given to new members to comply with the remaining provisions.
- **Standards** – key areas to include: emphasis on skill-based Boards, safeguarding and security, environment impact, strengthened financial standards, improved HR practices and Strategy and Advocacy to include gender and inclusion principles.

- Formal accreditation review to take place once every four years, with a mid-term review after 24 months.

During discussion a Board member asked whether the concerns about racism had been taken on board. The Director, Governance & Accreditation confirmed that these concerns had been taken into consideration, and this process was overseen by the Head of Safeguarding.

A Board member welcomed the change to “at least 80% compliance” for admission criteria but pointed out that not all criteria are weighted equally, for instance safeguarding criteria must be a top priority. It was clarified to the Board that the admission criteria do not relate to full membership. It incorporates essential assurances for an organisation to become an associate member.

A Board member pointed out the challenges for an MA whose funding has been suspended. It was explained that it is also the responsibility of the MA to ensure it is financially viable, furthermore, IPPF does not have to go to full suspension of membership if suspension of finances comes first.

In response to a question about whether hybrid organisations (for example charitable trusts, youth enterprises linked to an MA) can be admitted to IPPF membership, it was confirmed that they can, but that there can be only one MA in each country. It is possible, for example, for different entities to work together to become one new entity.

In response to a question about the different roles of various MAs, and how this is provided for under accreditation, it was explained that the recognition that some MAs provide services and other MAs provide advocacy was reflected in the fact that certain Standards may not be applicable to some MAs.

The DG explained that the request for accreditation came from MAs and their acknowledgement of the value of the IPPF brand. The process is MA-led and supported by the Secretariat. There is always a team of volunteers and staff from the Regional Office and from the MAs. The decision-makers are the governing bodies, and not the Secretariat. However, there is an imbalance regarding checks on MAs versus checks on the Secretariat.

It was **noted** that in the future a process would be devised for MAs to “accredit” the Secretariat. It would be a similar process to accreditation, with Standards and certification. The Secretariat would come back to the Board on a proposal to equalise the balance of power between the Secretariat and the MAs.

A Board member asked whether there would be more support for new MAs coming on board, given that there would be fewer but tougher criteria for admission in the future. The Director, Governance & Accreditation confirmed that this was already happening.

In response to a question about health checks undertaken on prospective new associations, the Board was advised that due diligence takes place with all applications. The emphasis is on quality and not quantity. It is important that the mental health environment of an organisation being taken into consideration, as well as the physical environment.

Some Board members raised concerns about insufficient emphasis being given in the Standards and Responsibilities document on the separation between governance and the executive. The Secretariat acknowledged this point and advised that this aspect would be strengthened during the checks undertaken during accreditation.

The Chair suggested it may be helpful to have a discussion at some point on why IPPF observes as a leading principle “democracy” rather than, for example, “participation in decision-making”.

Board members expressed concern that the new Standards and Responsibilities of Membership included provision for “at least one young person” on the MA’s Board, whereas the current standard is 20% of Board members. A Board member said that if this change was approved IPPF would just be paying lip service to youth participation. It was also pointed out that having youth on a Board does not necessarily mean they have meaningful engagement.

In response the Board was advised that checks would be built into the system to ensure plans are in place to ensure that MAs do reach 20% youth participation. The DG advised the Board that this was discussed at length at the MC. It was not an easy decision to take, and it was not unanimous, given it could be seen as IPPF sliding backwards. Before this proposal went to the MC it was also discussed by the Director’s Leadership Team. Everyone is committed to meaningful youth engagement and 20% youth participation. However, this requirement had now been in place for five years and many MAs still do not have 20% youth on their Boards and they will not for different reasons. Some of these MAs are small and others are large, for instance PPFA has one person on their Board. If the 20% youth participation was enforced, then IPPF would lose some of its key MAs. Furthermore, many MAs are compliant, but they do not all have meaningful participation. Therefore, this proposal is to change the system to require a minimum of youth representation on the Board, stating also that the goal is for 20% and telling Boards that they must advise IPPF on how they are moving towards this. This new solution would at least bring the issues on to the table.

A Board member suggested whether there could be a process for applications to allow an exception to the 20% youth participation for those MAs whose set up made this requirement difficult.

A Board member asked whether more time could be given at another Board meeting to have an in-depth discussion on youth participation.

Taking on board the strength of feeling among Board members and a reluctance to approve the proposed IPPF Standards and Responsibilities document as it currently stood, the DG suggested that the Board approve the document, reverting back to 20% youth participation, and the Board request a review of this one item, following a new proposal being taken to the MC.

*The Board of Trustees, upon the recommendation of the Membership Committee, **approved** the amendments to the IPPF Standards and Responsibilities of Membership but asked that subsequent adjustments made during the meeting, and Standard 2.1,*

which should revert to the 20% youth requirement, be brought back to the Board at its next meeting for a final decision.

The Board congratulated the MC on all its work.

7. SAFEGUARDING AND INCIDENT MANAGEMENT

The Board had received the Quarter 1 2022 Safeguarding and Incident Management Report and the Incident Management Report March 2022 as detailed in paper nos. BoT/06.22/DOC/7a and 7b.

This item was presented by Claire Jefferey, Acting Director, People, Organisation & Culture Division on behalf of the Head of Safeguarding, who was unable to attend the meeting. Three areas of focus were highlighted for the Board from the Quarter 1 Report.

One of the key focus areas is to reduce, as soon as possible, the backlog of incidents coming into the year, and this continued to go down. However, there were some difficult cases where MAs were needing much more guidance, partly due to inexperience but also because of concerns about senior people in the organisation where their responses could be challenging and difficult to manage.

The second area of focus is the building of capacity and bringing in external investigators. On the finance side, auditors would be brought in as required. On the safeguarding and employee relations side, there were plans in place to build resource banks of independent external investigators from the different regions. Two investigators had been identified in Africa Region with a range of languages and having regard to cultural nuances. It was planned to build up a network of investigators from the different regions.

The third area of focus is to embed the importance of safeguarding and safeguarding training within the Secretariat. There had been excellent results from the work on Safeguarding Induction and also the completion of the mandatory Safeguarding Refresher training. A number of staff who had not completed the refresher training was now low and it was hoped to bring this down to zero by the end of this quarter.

*The Board **noted** the update on Safeguarding and Incident Management.* The Chair asked that the Board's appreciation for this work be passed on to the Head of Safeguarding and her team.

8. REPORT FROM C-FAR

The Board had received the report from the Finance, Audit and Risk Committee (C-FAR) under paper no. BoT/06.22/DOC/8.1 as well as the draft audited Financial Statements for the year ending 31 December 2021, under paper no. BoT/06.22/DOC/8.1a.

This item was presented by Elizabeth Schaffer, Chair of C-FAR. She advised that C-FAR had met twice since the last Board meeting, on 24 March and 18 May. One of the prime tasks undertaken was the review and recommendation of the draft audited Financial Statements. IPPF closed the year with an unrestricted surplus (before financial exchange and pension gains/losses) of US\$15.3 million, compared to US\$ 3.2 million last year. However, due to the delayed closure of the Africa Regional Office audit, the auditors had not been able to finalise the global audit in time for this meeting, which meant that the Board was being requested to delegate its authority to approve

and sign off the finalised (draft) Financial Statements for the year ending 31 December 2021 to Elizabeth Schaffer (C-FAR Chair), Bience Gawanas (Treasurer) and Kate Gilmore (Chair of the Board).

The Board was advised that some of the key reports reviewed and taken note of by C-FAR included:

- 1) Chair's report regarding the next steps on term of office and rotation plan. This would be reported again at the next meeting.
- 2) Special payments for the period from 1 October to 31 December 2021
- 3) All recently closed and ongoing fraud incidents ending 28 February 2022.
- 4) Update on actions taken relating to the finance journey till 28 February 2022.
- 5) Auditors report and recommendations provided as part of the audit update.
- 6) Safeguarding and incident management report for Quarter 1 2022.
- 7) Safeguarding and incident management report for the month of April 2022.
- 8) Financial update for the Quarter 1 ending 28 February 2022.
- 9) Quarter 1 financial forecast for the balance of the year 2022.

The Board was advised that some of the key approvals granted by C-FAR on behalf of the BoT included:

- 1) Paper on term of office, rotation plan and performance review, to be submitted to the Board of Trustees.
- 2) The going concern note to be submitted to the auditors for the audit of the Financial Statement for the year ending 31 December 2021.
- 3) Selection of Morgan Stanley (current relationship managers in the USA) to invest the Cape Verde endowment fund on IPPF's behalf and provide a monthly update on the fund and
- 4) Use an online debt trading portal (in the UK) to invest short term surplus in debt funds, with the guidance of members of C-FAR.
- 5) Draft audited Financial Statement for the year ending 31 December 2021 and recommend these to the Board of Trustees for approval.
- 6) Draw down of repayment of the outstanding balance of funds to Global Affairs Canada (GAC) supported CSE project, as an unforeseen expenditure under the IPPF's current budget with an explanation provided in the Management Accounts.
- 7) The global assurance plan for 2022.

The Director, Finance & Technology provided further information to the Board on the audited Accounts. It was noted that overall IPPF's income decreased to US\$ 164.7 million in 2021 from US\$ 166.1 million in 2020. On the other hand, expenditure (before pension and foreign exchange movement adjustments) went down to US\$ 147.3 million in 2021 from US\$ 159.6 million in 2020.

Unrestricted income:

- Total unrestricted income was US\$66.5million, which was US\$4.5 million higher than in 2020.
- Total unrestricted expenditure was US\$51.1 million, which was US\$ 7.6 million lower than in 2020.
- Net surplus (before foreign exchange and pension gains / losses) is US\$15.3 million, compared to US\$3.2 million last year. Of this, US\$2.5 million went to General Reserves and the balance had been designated to spend in future periods
 - Stream 2 expenditure,

- Individual Giving set up,
- Danish triple whammy grant and
- Pension buy-out investigation.
- Due to the above, the Designated Reserves were US\$38.5 million, much higher than in previous years.
- General Reserves were US\$24.1 million which is within the recommendation of the Reserves Policy (US\$19-26 million)

Restricted income:

- Total restricted income on the other hand was US\$98.3 million, which is US\$5.9 million lower than in 2020. This reflects the US\$20 million reduction from the UK Foreign, Commonwealth and Development Office (FCDO) offset by US\$15 million received from the UK Department of Foreign Affairs and Trade (DFAT) for the RESPOND project (Australian funding which is to be spent over three years).
- Total restricted expenditure is US\$96.2 million, which compares to US\$100.8 million last year.
- Restricted reserves are US\$33.7 million.

It was noted that the Balance Sheet shows that IPPF ended the year with US\$95.8 million cash, including the US\$3 million loan from the UK Children's Investment Fund Foundation (CIFF) which had now been repaid.

It was noted that the Accounts had been prepared on the going concern basis.

During discussion, a Board member asked about the utilization of resources from the General Reserves and whether there was sufficient funding in the General Reserves or if the money could come from elsewhere. The Director, Finance & Technology advised that C-FAR had looked at this very carefully. IPPF closed last year with slightly higher reserves of US\$24 million and this was the time to put the money back into the Federation.

A Board member asked for further details regarding the opening of the West Africa sub-Regional Office, in terms of cost savings and efficiency. The Regional Director, Africa Region, advised that this was a strategic move. Because of the long distances in the Africa Region, staff had not been able to provide high level attention to the MAs in West Africa. Having a Sub-Regional Office would mean a substantial saving in flight costs. The Region had also received a large grant from the French Agency for Development and they would like staff to be closer to the MAs in this area. In short, for the Region to be able to support the MAs in West Africa with national and regional advocacy initiatives, it would be advantageous to have an office at the Sub-Regional level.

In response to a question about the reallocation of funds from Stream 1 to increase the MA footprint, the Secretariat was asked how this money might be allocated. The Board was advised that there was a formula determining the amount of money per country. But this would be a block of funding to be used by all Regional Offices. However, it might not be spread evenly because of the need to establish more MAs in the Americas and Caribbean Region.

It was noted that the Indicative Planning figure for 2023/25 included an allocation to the Secretariat of around 30%. In Stream 2 the consortium grant had been reduced slightly. Stream 3 figures would remain similar to last year's.

The Board **agreed** that, in the future, the high-level finance presentation would be supplemented with full tables in the background documents.

A Board member highlighted that there had been discussions in the past about the percentage of funding for the Secretariat. Noting that this was still 33% to 34%, the Secretariat was asked what mechanisms had been developed to bring this down. The DG responded that the Secretariat continues to work to keep this figure down, but it was a challenge with the new Strategy. When the DG joined IPPF, the Secretariat allocation was 42% and it had now come down to 32%. The target was 30% and it was a challenge. However, it should be remembered that this is 30% of core income and IPPF now has a much smaller percentage of core funding than in the past.

The Chair cautioned the Board against pressing too hard for the 30% Secretariat funding, as it was being asked to do a huge amount, including the implementation of the new Strategy.

A Board member asked whether it would be possible to have different budget scenarios for the next three years, including the worst and best cases in terms of income. The Director, Finance & Technology advised that the Secretariat does prepare worst, most likely and best-case scenarios, and the Board is presented with the most likely scenario for approval. However, the Secretariat could share the different scenarios with the Board if they would find this information helpful.

Regarding the Financial Statements, the Board was advised that the audit recommendations had been presented to C-FAR. The 2020 audit recommendations had all been cleared. In due course the Board would receive the 2021 recommendations.

A Board member asked whether the new auditors had delivered any surprises and if there had been any post-disclosure notes. The Chair C-FAR advised that the Committee was very confident about its partnership with the new auditors. The Director, Finance & Technology confirmed that there were no post-disclosure notes.

In answer to a question about investments, the Director, Finance & Technology advised that to date IPPF had not made many investments. Some of the funding was hedged. However, the new Investment Managers would now start to invest.

The Board of Trustees **noted** the report submitted by the Chair of C-FAR.

On the recommendation of C-FAR, the Board of Trustees **approved**:

- a) the new Risk Register.
- b) of drawdown of US\$199,000 from the General Reserves for the set up and launch cost of the office in Abidjan.
- c) Reallocation of US\$425,000 of Stream 1 allocation to MA grants to provide funds to increase MA footprint.
- d) the Indicative Planning figure for the year 2023-25 and its allocation to: (i) three streams of core funding; and (ii) its allocation to both MAs and the Secretariat

On the recommendation of C-FAR, the Board of Trustees:

- a) **noted** the draft audited Financial Statements for the year ending 31 December 2021 and

- b) ***delegated*** its authority to approve and sign the final (draft) audited Financial Statements to Elizabeth Schaffer (C-FAR Chair), Bience Gawanas (Treasurer) and Kate Gilmore (Chair of the Board).

9. STRATEGY 2028 (Part 2)

The Board continued with its discussion and review of the draft Strategy 2028. The Chair advised that this session would focus on reflections from the previous day's discussions, the planned engagement with MAs on the draft Strategy in the lead-up to the General Assembly and the presentation of the draft Strategy to the GA.

The Chair, C-SIP, emphasised that the draft Strategy has to be owned and defended by the Board. Its success depends on resource building and dialogues with MAs and regional teams.

The Head of Strategy and Planning advised that the Results Framework for the Strategy was being developed in the background, defining outputs and targets.

Board members' comments on the draft Strategy included the following comments and questions:

- This Strategy unifies our different voices to push SRHR forward.
- I am proud of this document and thank you C-SIP for taking the lead.
- There is a small section on de-colonizing IPPF. It has to be recognised that research is not unbiased, and it is important that is noted.
- This document has simplicity and clarity. It is easy to read.
- The focus is on deepness rather than wideness is welcomed. This implies measuring impact rather than measuring numbers.
- Pillar 4 is very important – you need an energised, forward looking, re-branded organisation to achieve the first three pillars.
- The emphasis on solidarity with other organisations is good, supporting the social justice movement. But we are limiting ourselves a little in terms of the support we will give. Can this be made broader?
- The draft Strategy is very well presented in terms of artwork and content.
- What has been excluded from this document? What fell on the cutting room floor?
- When can we expect to see the link between the Strategy document and the Results Framework?
- There is a tension between broadening access and deepening reach. What are the trade-offs between these things?
- Consideration should be given to increased use of technology and tele-help to reach to people who would otherwise not have access to services.
- Solidarity for change is about connecting and bridging and using IT to connect with youth, using non-traditional ways such as through sport and music.
- This a Strategy for a Federation and it is important that MAs were part of the consultative process. However, any Strategy is only as good as its implementation. We should always aim to reach those furthest left behind. It is not about getting more members but making sure those members already onboard have capacity to delivery for the most vulnerable and marginalised. This is what the Strategy does.
- We should see the linkages between the four pillars – it should be a whole and we should not pick between the pillars.

The DG responded to the comments and questions. In answer to the question about what was dropped from the Strategy the Board was reminded that at the beginning of the process IPPF commissioned a Research Client 2030 Study and one area it wanted IPPF to consider was to expand into super boosters, interventions outside of SRHR but which have an impact, for example. violence against girls. However, MAs said that they cannot broaden out so much into other areas beyond their expertise. Pillar 3 is about linking with people working in these other areas, acknowledging that they do impact on SRHR outcomes.

*The Board **agreed** on the draft Strategy with acclamation, to put forward to the membership, with an indicative vote due end of June.*

The Director, External Relations, referred back to the discussion on preparations for the General Assembly, noting that between now and the GA each of the Trustees would lead on engagement and conversations with MAs in partnership with Regional Offices. These conversations would be cross-regional around thematic areas. A matrix had been prepared showing how MAs had been clustered together for this process. This would be a virtual pathway, with support provided by the Secretariat, to facilitate engagement with MAs in the lead up to the GA. The Oversight Group would also provide support to Trustees in their dialogues with MAs. The aim was to arrive at the GA with a sense of unity, with the challenge focusing on implementation.

The Chair advised that there would be a written Report from the Board of Trustees to the GA, detailing the work of the Board since its appointment by the GA. Trustees would receive a draft of the Board's Report to the GA in all the working languages and would be asked to provide any comments. The Board **agreed** that a BoT Report to the GA would be established practice going forward, noting that this was the first Board accountable to the GA.

On behalf of the Board, the Chair recorded huge admiration for and appreciation of Abhina Aher, Chair of C-SIP and C-SIP members for their work on the draft Strategy, as well as to the Head of Strategy and Planning and his team. This had been an intellectually rigorous process, which had reached the hearts and minds of the Board and of so many MAs, and this was a sensational achievement.

10. ANY OTHER BUSINESS

Resolution to appoint Secretary and Assistant Secretary for operation in ACR

*The Board **resolved** that Ms. Anna-Kim Robinson and Mrs. Dona Da Costa Martinez, be and are, hereby, appointed as Secretary and Assistant Secretary, respectively, of the company for the purposes of (i) carrying into effect the decisions of the directors in Trinidad and Tobago; (ii) ensuring that the company is in compliance with relevant legislation including its obligations to file documents with the Companies Registry and other regulatory authorities; and (iii) maintaining company records, accounts and minutes of meetings.*

Thanks to Jacob Mutambo

The Board noted that this was Jacob's last meeting. The Board would write a letter to Jacob, conveying their deep appreciation for his work on the Board and wishing him every success in the future.

Extraordinary BoT

The Board **noted** that there may be a need to have an Extraordinary BoT Meeting in *the Autumn, before the General Assembly*.

Close of meeting

In closing the meeting, the Chair thanked all Trustees for their active participation and contributions through the meeting. The Chair, on behalf of the Board, also thanked the DG and members of the DLT for their support and asked them to pass on the Board's appreciation to other colleagues who could not be at this meeting. The Chair gave particular thanks to Fadoua Bakhadda, Regional Director, Arab World Region, the MA of Morocco, Sharon Tagoe, support staff and the interpreters, who all had worked so hard to make the first in-person meeting of the Board such a success.