

**IPPF BOARD OF TRUSTEES MEETING
Held on 29 September 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
Rosa Ayong-Tchonang	Fadoua Bakhadda, RD, Arab World Region
Ulukbek Batyrgaliev	Alvaro Bermejo, Director-General
Surakshya Giri	Tomoko Fukuda, RD, ESEAOR
Bience Gawanas	Caroline Hickson, RD, European Network
Kate Gilmore – Chair	Manuelle Hurwitz, Director, Programmes Division
Sami Natsheh Aurélia Nguyen	Claire Jefferey, Acting Director, People, Organisation & Culture Division
Andreas Prager Elizabeth Schaffer	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
Apologies for absence	Sonal Mehta, RD, South Asia Region
Santiago Cosio	Marie-Evelyne Petrus-Barry, RD, Africa Region
	Aileen McColgan, Honorary Legal Counsel
Absent	Achille Togbeto, Director, Governance & Accreditation
Rose-Marie Belle Antoine	Caroline Dickinson, Minute Taker
Donya Nasser	
	<u>Sessional attendees:</u>
	Isabella Lewis, Consultant/GA Project Manager (item 3)
	Mahua Sen, Head, Health Information Management (item 4)
	Priti Prabhughate, Global Lead, Impact & Evidence (item 4)
	Rayana Rasool, Lead: Change and Communication (item 5)
	Estelle Wagner, International Advocacy Adviser (item 6)

Welcome and Introductions

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

The Chair advised that the key themes running through this meeting would be the financial health of the Federation, preparations for the General Assembly, a Results Framework for the Strategy 2028, the Anti-Racism Declaration, a new Sex Work Policy and youth representation in IPPF governance.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for absence had been received from Santiago Cosio. It was noted that Ulukbek Batyrgaliev and Isaac Adewole would join the meeting later.

The Board noted the following proxy which had been received:

Santiago Cosio's proxy to Sami Natsheh.

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 in Morocco on 17 & 18 June 2022 as a true and accurate record.*

Progress on the action points from the last meeting was **noted**.

1.3 Adoption of Agenda and Timetable

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

1.4 Chair and DG's progress report

The Board had received the Chair's and Director-General's Progress Report under paper no. BoT/09.22/DOC/1.4 and this was **noted**.

2. FINANCIAL UPDATE

The Board had received the report from the Finance, Audit and Risk Committee (C-FAR) under paper no. BoT/09.22/DOC/2. This item was introduced by Elizabeth Schaffer, Chair of C-FAR.

The Board noted that C-FAR had met once since the last Board meeting. Key areas covered had been a financial update on the six months ending 30 June and updated forecast for the year end. The Committee had also discussed and approved the Federation's investment strategy in line with the Investment Policy. The Board would be kept informed of any significant developments, in light of the current market situation. The updated Risk Register was reviewed, and one risk had been removed relating to Covid-19. The updated Risk Register was being submitted to the Board for approval. There had been an update on the Internal Audit plan and agreed priorities. An incident report was submitted to the Committee, including an update on outstanding cases of financial mismanagement. The Committee had also received an update on the Defined Benefit Pension Scheme triennial valuation.

The Director, Finance & Technology Division, presented a detailed financial overview.

- Looking at the six months ending 30 June, there was a consolidated surplus of US\$4.2 million. This was made up of year to date deficit under unrestricted core and designated funds of US\$3.75 million and US\$1.48 million respectively, and year to date surplus under restricted projects of US\$9.45 million.
- It was recommended to the Board that the DG's Emergency Fund be closed, as emergency grants are now covered under Stream 3.

- The overall year end projected deficit for the year at the end of June 2022 was US\$28.5 million, made up of unrestricted core of US\$1 million, designated funds of minus US\$15 million and restricted funds of minus US\$14.5 million. However, US\$77 million was being held in bank accounts for designated and restricted funding so it was proposed that this level of deficit was comfortable for the Federation.
- The Quarter 2 forecast showed that the overall projected year end deficit had reduced from US\$28.5 million to US\$21.07 million. There had been a large impact by foreign exchange movement, with the US dollar significantly strengthened against all other currencies. On the income side this led to unrestricted core grants reduced by US\$6 million. Through additional efforts, other sources of unrestricted core income were set to increase by US\$1.5 million. On the expenditure side, the loss was absorbed through likely savings and adjustment of budgets. This resulted in a net impact of just US\$0.06 million.

The C-FAR Chair added that it was important to look at each segment individually, as well as the whole picture. The Federation had accumulated designated funds over time and it was intended to draw them down. Regarding safeguarding, it was explained that whilst C-FAR undertakes reviews of incidents and actions taken, its primary approach was preventive and the establishment of robust policies.

During discussion a Board member asked for more information on the closing of the DG's Emergency Fund, its incorporation into Stream 3, and how emergency situations would be responded to in the future if this fund no longer existed. The Board was advised that the DG's Emergency Fund was quite small and that this action was administrative. The DG explained that the Emergency Fund had been in place for a long time and had been set up to respond to humanitarian emergencies. When Stream 3 was created, it was intended that 5% of the unrestricted budget be allocated, but the amount was now lower than that. After two years' experience of working with Stream 3, it was believed that US\$1.2 million per year would be sufficient, as it enables the Federation to respond immediately and to raise more funds as necessary.

A Board member asked if the response to the surge in Monkey Pox was included within Stream 3. The DG advised that there had not been any requests so far for an emergency response to Monkey Pox, but IMAP was providing guidance. The response to Covid was funded from Stream 3 in countries where it was adding to existing humanitarian crises.

A Board member asked if the current deficit was due to exchange rates, and if this was the case, were there any guidelines in place to deal with this. Noting that the overall projected year end deficit had reduced from US\$28.5 million to US\$21.07 million, the Secretariat was asked how this had been achieved and were there any learning to be taken from this. In response, it was clarified that IPPF was not in a situation where operations exceed resources. In fact, the budget was close to breaking even in terms of unrestricted core funding. Projections were being updated regularly to ensure that IPPF was living within its means. However, it was intended to spend down restricted funds. This funding was received in large chunks, and it was not necessarily helpful to look at how much was received and spent in a year. The Secretariat was planning to spend down previously raised funds before the new Strategy was introduced.

The Secretariat was asked if any specific preparations were being made for the introduction of the new Strategy. The Board was advised that the 2023 budget would see the beginning of the alignment with the Strategy and new restricted funds would be raised for this purpose. The DG added that the Secretariat budget for 2023 would show full alignment with the new Strategy.

A Board member commented that given the movements in the financial markets recently, the timings of investments would be hugely significant. Noting that the Secretariat Office was in London and many resources are in US dollars, the Secretariat was asked if there was room for manoeuvre if the situation in the markets became problematic. The Director, Finance & Technology advised that there were both long term and short term investments, with cash held in fixed term investment bonds. IPPF had now moved most of its money to dollars because of the strength of the US dollar. As IPPF is dealing with 17 different currencies, foreign exchange is complex, but there is now a stronger Treasury management system in place.

In response to a question about the Indicative Planning Figure (IPF) given to MAs, the DG advised that the figure given at the beginning of the year remains realistic and this was in the current planning forecast. However, C-FAR would be reviewing in detail the budgeting process and five year funding plan.

The Board **noted** the C-FAR report and actions taken therein.

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

- a) Closure of the Director General's Emergency Fund, with a balance of circa US\$219,000.
- b) The updated strategic Risk Register.

3. ROAD TO GA UPDATE

The Board had received an update on progress in preparation for the General Assembly in November 2022 under paper nos. BoT/09.22/DOC/3, 3a-d, which was introduced by the Director, External Relations. Isabella Lewis, Consultant/GA Project Manager, joined the Board for this agenda item.

The Board had been presented with the General Assembly (GA) draft agenda and key logistics, in particular highlighting the plans for youth participation, Strategy 2028, governance requirements, the Statement on Anti-Racism, Awards and the IPPF 70th anniversary celebrations. The paper also presented the MA engagement plan, detailing the proposed role of Trustees in the preparation of MAs for the GA. It was noted that the Board was required to approve the GA agenda and to assign speakers to each of the speaking positions reserved for Board members.

Regarding the allocation of Board speakers, the Chair proposed that Trustees write to the Chair or the DG volunteering their interest in particular roles. The GA Working Group would then finalise the assignments when it next meets in a few weeks' time. It was hoped that all Trustees could be involved.

A Board member asked if any arrangements were being made at the GA for spaces for people to meet informally, especially young people, who might not have met each other before, and for strategies to help with stress management. The GA Project Manager advised that there would be several informal spaces for people to meet, including a youth-only space. There would also be a space for meditation and prayer. In the foyer

there would be different points of interest, for instance for the Anti-Racism Statement. Another stand would have different centres of excellence displayed on each day. There would be lots of opportunities for people to meet socially, with a cocktail party on the first day of the GA and a dinner celebrating IPPF's 70th anniversary.

In response to a query regarding visas for entry into Colombia, the Board was advised that this was a challenge for some countries, particularly in Africa and the Arab World. The Secretariat was working closely with the Colombian Visa Office and with the Colombian Foreign Ministry. Encouragingly there had been no visa rejections so far, but the platform for visa applications was not very user-friendly.

It was noted that for those people unable to attend the meeting in-person there would be Zoom participation and the technical team was working on this to ensure that people participating virtually can also feel part of the GA.

It was noted that the indicative vote on the IPPF Strategy opened on 20 July and closed on 30 August, with all MAs being invited to submit a vote on whether to endorse or not to endorse the Strategy as it is currently written. By the closing date 77 of the 108 eligible MAs had submitted their vote. Only one MA had not endorsed the Strategy. Eight votes came in after the deadline and they were included, bring the total to 85 MAs who had voted. Twenty-three eligible MAs did not vote. The votes came from all regions of the Federation and were cast by both large and smaller MAs. In total 78% of all eligible MAs endorsed the Strategy and 99% of all those who voted endorsed the Strategy.

It was noted that a Resolutions Committee would be formed at the beginning of the GA, comprising three MA delegates, Honorary Legal Counsel and supported by a member of the Secretariat staff. The Resolutions Committee would focus on resolutions of a general nature such as votes of thanks.

It was noted that formal voting at the GA would be conducted using SurveyMonkey.

The Board noted the implementation process for the IPPF Charter and IPPF re-brand, following the approval of the new Strategy at the GA. This would be a significant area of focus for C-SIP in 2023.

The Board **noted** the updates, the detailed GA agenda and **agreed** to assign Trustee speakers to each of the speaking positions reserved for Board members. Board members were asked to write to the Chair or DG to indicate in which sessions they would like to participate.

The Board **noted** the outcomes of the indicative strategy vote, voting procedure for resolutions at the GA, business planning alignment and MA feedback to date.

The Board **noted** the project committees and timeline for the Charter and re-brand.

The Chair thanked the Secretariat, and in particular colleagues in Colombia, Isabella Lewis and the Regional Director, Americas & the Caribbean Region for all their preparations to make the GA a success. The Chair also commended the Secretariat and youth representatives for the impressive documents in support of a youth-centred Federation and youth-led MAs.

*[Post-meeting note: The Board **agreed** to the following course of action regarding voting at the General Assembly, following a recommendation by the GA Board Oversight Group and in consultation with Honorary Legal Counsel:*

- If the General Assembly does not reach consensus on a resolution, delegates' votes shall be registered by a show of hands.*
- Each Full Member Association shall receive one voting card for that purpose at the beginning of the meeting.*
- All Full Member Associations attending remotely (on-line) or that are represented only by their Executive Director, shall be advised to give their proxy to another Full Member Association whose delegation is entitled to vote and is present at the meeting.*
- An MA present at the meeting can receive and exercise only one proxy card.*
- Proxy voting cards will be of a different colour to clearly distinguish them from other voting cards.]*

4. STRATEGY 2028 RESULTS FRAMEWORK

The Board had received an update on the Strategy 2028 Results Framework, and the draft Framework based on feedback received so far, as detailed in paper no. [BoT/09.22/DOC/4](#). This item was introduced by Mahua Sen, Head, Health Information Management.

The Board was advised that the draft Results Framework includes 12 quantitative and qualitative indicators against the four strategic pillars and 12 critical pathways. It was developed through an extensive ongoing consultative and participatory process. The Secretariat listened to and reflected on the feedback received from MAs, staff, volunteers, donors and other partners and improved the draft accordingly. There were roundtables, surveys, one-on-one and team meetings to ensure the Framework is practical and simple. Feedback from stakeholders had been extremely positive, especially with regard to the qualitative indicators. MAs are very happy that many indicators with which they are familiar, and which they have used for a number of years, have been included.

During discussion Board members commented that they liked the simplicity of the Framework.

Board members made the following comments on the draft Results Framework

- Pillar 1, “widening access”: include an indicator to measure progress on engaging with excluded communities.
- Why are there not indicators on youth initiatives, youth networks, youth events, etc. This would show that IPPF is truly youth-centred.
- Pillar 2, “shift norms”: why is indicator 6 specific to the Federation?
- Pillar 4: should there be more indicators, especially in the light of the plans for re-branding?
- Pillar 4: mobilisation of financial resources is put under the Secretariat, but we also want MAs to raise resources.

The Head, Health Information Management, responded that the number of indicators had been kept low by having composite indicators. For instance, the first indicator is around quality of care, and it includes IPES-plus and quality of care services.

Regarding the comment on measuring engagement with excluded communities, the Board was told that the methodology was in place, namely the vulnerability assessment

guide. This had been updated and would be part of the guidance for this Results Framework.

In response to the question about indicators for youth activities, the Board was advised that in the current Strategic Framework there was an indicator for the number of youth sessions but there was a problem with the counting of these. The new Framework had moved on from this to the youth-centric study on how the lives of young people are being changed through youth interventions.

The Board was told that the point on shifting norms had been a challenge. It would go beyond these indicators and there would be information from other sources.

With regard to the point about re-branding and the fourth pillar, the view had been taken that the Federation Charter and re-branding was planned for and would happen, and all MAs would be asked to sign up to this, so a separate indicator was not necessary.

The Board was told that it had been a big challenge to produce just 12 essential and reflective pathways, and the first ten indicators relate to the work of MAs. This should provide a good overview of how the MA has performed as well as Secretariat input. In addition, MAs have the accreditation system, and the Secretariat continues to collect CYP data and other information.

The Board reviewed the draft Results Framework (2023-28) based on feedback received so far, **noting** that further refinement would take place, including consideration of additional comments made by the Board.

*{Post-meeting note: The Results Framework was updated after the meeting, taking account of the Board's comments and suggestions. The updated draft was circulated to all Trustees electronically and the Board **approved** the final version of the Results Framework, which would be printed and distributed to the GA, together with the Strategy 2028.}*

5. ANTI-RACISM DECLARATION

The Board had received a Public Statement on the Anti-Racism Programme of Action for review and approval, as detailed in paper no. [BoT/09.22/DOC/5](#).

The Treasurer introduced this item, reminding the Board that further to the Anti-Racism Programme of Action, endorsed in December 2021, a key recommendation was for the Federation to make a public statement, to be launched at the General Assembly (GA) in November. The Statement had been through a process of consultation with the extended Working Group of the Secretariat, the Board sub-committee as well as an MA Working Group. The draft Statement was shared through the MA Forum with all MAs, with limited but useful feedback from some MAs.

In response to a question about how this Statement would be submitted to the GA, the DG suggested that it should come from the DG and the Board, and the GA would be invited to generate its own resolution in support of the Statement.

A Board member pointed out that this Statement included an important commitment for MAs in terms of re-writing policies and that this should be clearly communicated. It was also noted that the Statement does not include the word "culture". There was also a concern that feedback from MAs had been limited. There was a query whether this was a Secretariat or a Federation-focused Statement.

Rayana Rasool, Lead: Change and Communications, advised that further meetings with MAs would take place in October, when it would be re-stated as a Declaration of Intent. It was the case that the more that work was done with MAs on this issue, the more traction it has.

The Chair expressed a concern that the Statement suggests that the anti-racism movement grew in response to the tragic murder of George Floyd. The Chair suggested that this was a very northern account and recommended that the introductory paragraph could be amended to reflect a more global perspective.

The Treasurer advised that the anti-racism work was a Secretariat initiative and was an acknowledgement that IPPF had not stood equally in support of those harmed by colonisation and racism. The tragic murder of George Floyd had made the global north look more closely at itself and it was a catalyst to move the issue forward. Responding to the query as to why there had been a muted response by MAs to the Statement, the Treasurer pointed out that there are diversity issues which need to be recognised and it is important to consider the local context in which MAs operate. It was important to note that the Statement was not confined to anti-black racism, but all anti-racism.

The Board **approved** the Public Statement of Anti-Racism, noting that there would be further consultations prior to the General Assembly to precipitate further dialogue on responding to colonial legacies and power imbalances. The Working Group would also take on board the comments made by the Board. The final version would come back to the Board prior to being submitted to the General Assembly by the Director-General and the Chair of the Board.

The Board thanked the Treasurer and Rayana Rasool, Lead: Change and Communication, for all their work on the Anti-Racism Statement.

6. SEX WORK POLICY

The Board had received a new draft IPPF Sex Work Policy, as detailed in paper no. [BoT/09.22/DOC/6](#). This draft Policy was introduced by the Director, External Relations.

It was noted that building on an initial call from sex workers to IPPF at an Indaba discussion in 2020 and a later recommendation from a Sex Work Roundtable in November 2021, IPPF developed an organizational policy on sex work. This is an inclusive policy focused on human rights. C-SIP had endorsed the policy for the Board to approve. The Board would also need to reflect on the implications for US foreign assistance and other funding and to consider its communications strategy if the policy were to be approved.

Estelle Wagner, International Advocacy Adviser, presented to the Board the development process for the policy, the positions put forward in the policy, opportunities for dissemination and funding considerations.

It was noted that the development process for this policy involved a Sex Work Core Group of Secretariat, Regional Office and MA representatives, supported by a Sex Workers' Reference Group, led by two members of C-SIP. External stakeholders as well as IPPF experts also contributed to the policy. Following a wide consultation, the final draft of the Policy was submitted to C-SIP in August 2022 for consideration.

The guiding concepts of the policy include human rights, intersectionality, reproductive justice and universal access to health. The policy includes rights-based principles of bodily autonomy and SRHR, consent, right to work, freedom from discrimination and violence, right to health and right to family life. The positions of the policy are:

- Decriminalization of sex work
- Recognition of sex work as work
- End stigma, violence and discrimination
- Sex worker-centred programming and service delivery
- Sex worker leadership and empowerment
- Feminist movement
- Dismantle gender inequalities
- Distinction between sex work and forced labour and trafficking

In consideration of the dissemination of the policy, it would provide an opportunity for IPPF to “walk the talk” and align values with actions. It would also set the stage for the IPPF Charter. There was a strong hope and expectation from other NGOs and sex worker-led organisations that IPPF would take a strong public position if the policy was adopted. If adopted, it would be essential to hold regional meetings with MAs to clarify their obligations under the policy and to prepare them to answer any questions they may receive on the policy. IPPF should be prepared, whether or not the Sex Work Policy was promoted widely, that extremist forces in the United States would most likely take notice. As part of its preparatory work, IPPF would work through possible scenarios, including an aggressive and negative response by a hostile opposition.

Regarding the funding considerations, some donor agreements with non-US based NGOs receiving HIV funding include a clause opposing “the practices of prostitution and sex trafficking” and that recipients do not “promote, support or advocate the legalization or practice of prostitution”. IPPF has several options, but it was recommended that IPPF accept US funding or agreements that include the anti-prostitution clause but clarify that it does not apply to non-HIV related activities.

Board members welcomed the draft Sex Work Policy. The Chair pointed out some editorial issues and asked for some final refinements and editorial checks before the policy was circulated more widely. Regarding communication around the policy, the Chair emphasised that the Board was keen for the world to understand what IPPF stands for, but this was an operational decision. The Board supported the Secretariat’s recommendation regarding the US funding situation.

The Chair of C-SIP thanked the DG for his leadership in enabling IPPF to have a bold Sex Work Policy. All C-SIP members had discussed and acknowledged the impact that this policy would have on IPPF’s US funding.

With acclamation, the Board **approved** the Sex Work Policy subject to some final refinement and editorial checks. The Board discussed the dissemination strategy 1 and agreed to the guidance provided in terms of the policy’s impact on US funding, namely that IPPF accept US funding or agreements that include the anti-prostitution clause but clarify that it does not apply to non-HIV related activities.

7. **YOUTH REPRESENTATION IN THE MEMBERSHIP STANDARDS**

The Board had received a paper on youth representation in the Membership Standards, as detailed in paper no. [BoT/09.22/DOC/4](#).

This item was presented by the Director, Governance & Accreditation. The Board was advised that following the approval of amendments to the IPPF Standards and Responsibilities of Membership by the Board in June 2022, and the Board's agreement to review Standard 2.1 regarding youth representation, the Board was now being presented with a proposed additional clause to the accreditation procedure to deal with the implementation of Membership Standard 2.1, with regard to the requirement for "At least 20% youth representation." It was noted that Standard 2.1 would remain unchanged.

During discussion, Board members welcomed the proposed additional clause to the accreditation procedure. The Chair added that in cases of non-compliance by an MA of 20% youth representation on the Board, the MA should be obliged to explain the demography which they serve, for example this might be an ageing population in the global north.

The Board **approved** the suggested additional clause to the accreditation procedure to deal with the implementation of Membership Standard 2.1, with regards to the requirement for "At least 20% youth representation", as follows:

Clause B-2.10

- i. While MAs can provide explanations as to why they consider a particular Standard should not apply in their case, it is mandatory that in case of non-compliance by an Association of the requirement to have 20% youth representation within the Board, the MA should provide a detailed rationale for such non-compliance that must include an explanation on the demography of the country and of the community the MA serves, and highlight the mechanism in place to ensure meaningful young people participation.
- ii. The Membership Committee to consider each rationale provided and make the appropriate recommendation to the Board of Trustees on a case-by-case basis.
- iii. The Board of Trustees, following the recommendation by the Membership Committee will make the appropriate decision.

8. BOARD REPORT CARD

The Board had received an updated Board Report Card (August 2022), as detailed in paper no. [BoT/09.22/DOC/8.](#)

The Chair explained that Trustees need to be clear on where progress has been made and where the Board had not done so well. The Board would be reporting to the General Assembly on its progress and achievements over this first three year term. However, considering that the Board had only met together once as a group, it had come a long way in the last three years and had made some incredible achievements.

A Board member highlighted the issue of Board communication to MAs and queried how this would be sustained this in the future, once the new Strategy has been approved. The Chair thanked C-SIP for leading such a huge exercise of communication with MAs on the consultation on the Strategy and agreed that there would need to be a new interface with MAs after the GA.

A Board member suggested that the Chair and DG might wish to provide individual feedback to Trustees on the areas where their input could be most helpful. The Chair acknowledged that Trustees who are on Committees are much more involved in key

issues than Trustees who are not on Committees, and that Committee membership should be revisited after the GA.

The Chair of C-SIP put forward a request from C-SIP. The Committee thanked the Board for its support of the Strategy, and they had asked if they could attend the GA, either in-person or remotely, for the discussions on the Strategy. Following a recommendation by the Board Chair, the Board **agreed** that C-SIP members would be invited to join the General Assembly virtually for the sessions on the Strategy. Whilst this was not a precedent for other Committees, the Chair advised that if other Committee Chairs wished their members to observe virtually in specific sessions at the GA related to the Committee's area of work, such requests would be considered.

The Chair of C-SIP confirmed that the Committee had undertaken a rigorous review of its members and asked what the next steps would be. The Director, Governance & Accreditation advised that the NGC would consult with the Chairs of each Committee.

The Board **noted** the progress of the Board Report Card (August 2022).

9. **APPOINTMENT OF A NEW TRUSTEE**

The Board had received a paper on the appointment of a new Trustee, as detailed in paper no. BoT/09.22/DOC/9. This item was presented by the Director, Governance & Accreditation.

It was noted that as a result of a voluntary non-renewal of his term of office, Jacob Mutambo's departure from the Board had created a vacancy that needs to be filled to bring the Board up to full membership. Therefore, the Nominations & Governance Committee (NGC) undertook the exercise to fill this vacancy, alongside the recruitment of NGC members, based on the financial skills gap identified by the Board.

Through the recruitment process the NGC was unable to identify a suitable candidate with the required financial expertise among those who had put themselves forward. Nevertheless, Hayathe Ayeva was identified as a strong candidate to serve on the Board. She is a Togolese activist for SRHR, as well as the current national President of the Youth Action Movement (YAM) of the Togolese Association for Family Welfare (ATBEF) and a member of the Administration Committee. Hayathe is currently under the age of 25. In consultation with the Chair and the Treasurer, the NGC was putting Hayathe Ayeva forward for appointment by the Board and confirmation by the General Assembly.

The Board **appointed** Hayathe Ayeva as a Trustee for her first term of office. This appointment would be taken to the General Assembly for confirmation.

The Board was advised that there is a challenge to recruit Trustees with financial experience. This had been discussed with the Chair of C-FAR and the DG and the NGC had been asked to target recruitment to the Board and/or C-FAR to ensure there is sufficient financial expertise and succession planning. It was noted that a Trustee should be appointed to C-FAR to support the C-FAR Chair at the point when the Treasurer position no longer exists. The Chair of C-FAR added that as it was decided to retain the C-FAR members who pre-date this current governance structure, they would transition off the Committee together at a later stage.

The Chair advised that after the GA the Board would review the membership of Committees in general and ensure sufficient representation on C-FAR in particular. It

was **noted** that the NGC would start a targeted recruitment drive for expert candidates with a strong financial/risk background, to serve on C-FAR as soon as possible.

10. ANY OTHER BUSINESS

Planned Parenthood Association of Liberia

The Board had received a recommendation from the Membership Committee regarding the Planned Parenthood Association of Liberia (PPAL) under paper no. BoT/09.22/DOC/10.

The Director, Governance & Accreditation, in the absence of the Chair of the Membership Committee (MC), reminded the Board that PPAL had been suspended from IPPF membership in August 2021, following misappropriation of a significant amount of funds and failing to fully implement a roadmap for redress. Following the lack of firm actions being made by PPAL towards the recovery of the mismanaged funds and to avoid further reputational risk to IPPF, the MC at its meeting in May 2022 recommended that the Board begin the process to expel PPAL from IPPF. The Board, at its meeting in June 2022 resolved to begin the expulsion process. The DG wrote to PPAL inviting them to respond and show cause why they should not be expelled. Whilst PPAL responded asking IPPF to terminate the expulsion process, and this was followed by a letter from the Ministry of Health offering their support, neither the Africa Regional Office nor the London Risk Management team considered the restitution plan to be realistic. The MC met virtually on 14 September and agreed to recommend to the Board that it complete the process to expel PPAL, and that steps be taken to find an alternative organisation to serve the needs of the country.

During discussion a Board member asked if IPPF would be able to recover the misappropriated money. The DG advised that IPPF was looking to do this through the Courts, but the process would take at least three years and it might receive just a small amount compared to the debt acquired by PPAL.

The Chair added that there had been a poor audit report of PPAL and no early warning of the MA's situation. This therefore raised a question about securing a list of acceptable suppliers of key financial services in country, taking account of local conditions. The DG advised that every MA was asked to have regular audits from a list of the top 20 audit firms. In this case, the fraud mostly occurred during the time of the Ebola crisis when access to the country was very limited and access to auditors was poor. Unfortunately, the auditors recruited after the fraud was identified produced a very poor report. The Secretariat now has a team of Internal Auditors to conduct investigations, and this is more rigorous than it was in the past.

Following a recommendation from the MC, the Board **approved** that the process to expel the Planned Parenthood Association of Liberia from IPPF be completed. The Board recorded its deep sorrow that it was having to take this action, noting the impact on the delivery of SRHR services to the country.

Close of meeting

In closing the meeting, the Chairperson thanked Trustees for their participation and discussions at this meeting. Honorary Legal Counsel was thanked for joining the meeting. 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.