

Board of Trustees
21, 25, 26 November 2022

Refers to
agenda item 4.1

**Agenda Item 4.1: Approval of the already revised and reviewed policy 1.4-
ToRs of Chair and Treasurer of the Board of Trustees**

Summary:

Following the approval of the amendments to IPPF Regulations and Procedural Byelaws by the General Assembly on 23rd November 2022, it is required from the Board of Trustees to approve subsequent amendments to the IPPF policy 1.4 on the Terms of Reference of the Chair and Treasurer of the Board of Trustees.

It is to be noted that the enclosed amendments to the policy 1.4 were thoroughly discussed and reviewed by the Board during its meeting in June 2022 pending the General Assembly approval of the Regulations amendments.

Action Required:

The Board is requested to **approve** the revised policy 1.4 as Terms of Reference of the Chair and Vice Chair of the IPPF Board of Trustees.

POLICY 1.4

TERMS OF REFERENCE OF THE CHAIR AND THE ~~TREASURER~~ VICE CHAIR OF THE IPPF BOARD OF TRUSTEES

The Chair of the IPPF Board of Trustees

1. Qualities and Attributes

- i. A broad knowledge of IPPF and a personal commitment to its aims and objects.
- ii. Demonstrated effectiveness as a leader within the field of sexual and reproductive health, including family planning, and in advocating that cause both nationally and internationally.
- iii. Adequate time to commit to leading the Board of Trustees, General Assembly, working with Board Committees, Nominations and Governance Committee, [Vice Chair](#) ~~Treasurer~~, the Director-General and representing the IPPF in related national, regional and international bodies and organizations.
- iv. The ability to communicate with politicians, parliamentarians, donors and “civil society” in general.
- v. The ability to inspire members of the Board of Trustees to fulfil their roles and responsibilities.
- vi. To be politically aware and possess the ability to chair meetings of the Board of Trustees and the General Assembly effectively and to guide the Trustees and Assembly through its agenda.
- vii. The ability to relate easily and comfortably with all members of the Board of Trustees, Nominations and Governance Committee, the Board Committees and General Assembly as well as the Regional Assemblies, Youth Forums and with the Secretariat staff at all levels.
- viii. The ability to cultivate a relationship with the Director-General that respects the position of each.
- ix. Demonstrate a willingness to lead.
- x. Leadership skills – good independent judgement.
- xi. Experience of chairing a governing board or committee.
- xii. Tactful, diplomacy and wisdom in appropriate situations.
- xiii. Good communication and interpersonal skills.
- xiv. Able to engender trust, honesty, support, openness and confidence.
- xv. Impartiality, fairness and the ability to respect confidentiality.
- xvi. Knowledge of the type of work undertaken by IPPF and a wider involvement with the NGO sector and other networks is desirable.
- xvii. Respect for all.
- xviii. Willingness and ability to speak his or her mind.

2. Responsibilities

- i. To work with the Director-General in setting the agenda for meetings of the Board of Trustees and General Assembly.
- ii. To chair meetings of the Board of Trustees and the General Assembly.
- iii. To ensure that new Trustees are fully oriented and are provided with all necessary documents ~~needed~~ e.g., strategic plans, policy manuals, and budget information.
- iv. To contribute meaningfully under the leadership of the Nominations and Governance Committee ~~into~~ the evaluation of the Board of Trustees.
- v. To initiate with the Nominations and Governance Committee the functioning of the General Assembly.
- vi. To chair the Board of Trustees Sub-Committee meetings as and when the need arises.
- vii. To attend IPPF's Annual Donors Meeting.
- viii. To provide support for advocacy and resource mobilisation activities on behalf of the Federation as a spokesperson and leader which will include: visits to existing IPPF Donors and potential new donors; attendance at Regional Assembly and Youth Forum meetings; visits to IPPF Regional Offices; visits to Member Associations and their activities; and representing IPPF at special international meetings, including at the UN and other official meetings.
- ix. To take a lead in ensuring that 'good governance' best-practice and potential conflict of interest are understood, addressed and adhered to by IPPF's Board of Trustees, Board's Committees, General Assembly and volunteers.
- x. To participate in selection committee meetings for the appointment of the IPPF Director-General, London Office Divisional Central Office Directors and Regional Directors.
- xi. To ensure support and guidance is provided to the Director-General as appropriate.
- xii. To initiate and participate in the annual appraisal process of the Director- General.
- xiii. To liaise with the Director-General to maintain an overall perspective of IPPF's affairs.
- xiv. To facilitate change and address conflict within the Board of Trustees, and General Assembly and within IPPF, liaising with the Director-General to achieve this.
- xv. To provide direction to the Board of Trustees and General Assembly as it shapes policy.
- xvi. To ensure that the implementation of decisions is clearly assigned and monitored.
- xvii. To ensure that business is dealt with, decisions made and adequately documented.

3. Relationships

- i. To consult and collaborate with the Director-General to solve problems. This will require a high degree of frankness, trust and support.

- ii. To create the same type of relationship with the IPPF Trustees, Members of the Board Committees, Nominations and Governance Committee and the chair of IMAP.

4. Eligibility

To be eligible for the position of the Chair of the Board of Trustees of IPPF, the person must meet the following eligibility criteria approved by the IPPF Board of Trustees during the Delhi, India in December 2019.

- i. Nominations for the Chairpersonship can be made both from Trustees coming from IPPF membership or those from outside the Federation.
- ii. No-one under the age of 18 is eligible, and some people are disqualified by law from acting as charity trustees, including anyone described in section 72(1) of the UK Charities Act 1993. This includes:
 - a) anyone who has been convicted of an offence involving deception or dishonesty, unless the conviction is spent;
 - b) anyone who is an undischarged bankrupt;
 - c) anyone who has previously been removed from trusteeship of a charity by the Court or the Commissioners for misconduct or mismanagement; and
 - d) anyone who is under a disqualification order under the Company Directors Disqualification Act 1986.”

The ~~IPPF Treasurer~~ Vice Chair of the IPPF Board of Trustees

5. Qualities and Attributes

- i. A broad knowledge of IPPF and a personal commitment to its aims and objects.
- ii. Demonstrated effectiveness as a leader within the field of sexual and reproductive health, including family planning, and in advocating that cause both nationally and internationally.
- iii. Adequate time to commit to support the Chair in leading the Board of Trustees, General Assembly, working with Board Committees, Nominations and Governance Committee, the Director-General and on the request of the Board Chair, represent IPPF in related national, regional and international bodies and organizations.
- iv. The ability to communicate with politicians, parliamentarians, donors and “civil society” in general.
- v. The ability to inspire members of the Board of Trustees to fulfil their roles and responsibilities.
- vi. To be politically aware and possess the ability to, in the absence of the Board Chair, to chair meetings of the Board of Trustees and the General Assembly effectively and to guide the Trustees and Assembly through its agenda.
- vii. The ability to relate easily and comfortably with all members of the Board of Trustees, Nominations and Governance Committee, the Board Committees, ~~and~~ General Assembly as well as the Regional Assemblies, Youth Forums and with the Secretariat staff at all levels.

- viii. The ability to cultivate a relationship with the Director-General that respects the position of each.
- ix. Demonstrate a willingness to lead.
- x. Leadership skills – good independent judgement.
- xi. Experience of chairing a governing board or committee.
- xii. ~~xii.~~ Tactful, diplomacy and wisdom in appropriate situations.
- ~~xiii.~~ Good communication and interpersonal skills.
- xiv. ~~xiv.~~ Able to engender trust, honesty, support, openness and confidence.
- ~~xv.~~ Impartiality, fairness, and the ability to respect confidentiality.
- xvi. Knowledge of the type of work undertaken by IPPF and a wider involvement with the NGO sector and other networks is desirable.
- xvii. Respect for all.
- xviii. Willingness and ability to speak his or her mind.

- ~~i. Broad knowledge of the IPPF and personal commitment to its aims and objects.~~
- ~~ii. Expert knowledge, experience and qualification relating to financial management, including the skills necessary to analyse proposals and examine their financial consequences.~~
- ~~iii. Adequate time to commit to providing advice, information and support to the members of Board of Trustees, Finance, Audit and Risk Committee and any other Board Committee on their financial stewardship responsibilities, and working with the Director General on financial, audit and risk management matters.~~
- ~~iv. The ability to relate easily and comfortably to all members of the Board of Trustees, Finance, Audit and Risk Committee and any other Board Committee, and with the Secretariat staff at all levels.~~
- ~~v. The ability to achieve a relationship with the Director-General and Director of Finance and Technology that respects the position of each other.~~
- ~~vi. Experience of voluntary sector finance and standards of recommended practice.~~
- ~~vii. A preparedness to make unpopular recommendations to the Board of Trustee and the Finance, Audit and Risk Committee.~~
- ~~viii. A willingness to be available to staff for advice and enquiries.~~

6. Responsibilities

In addition to the responsibilities outlined for the Board Members, the Vice Chair is expected to:

- i. Perform the Board Chair's responsibilities when the Board Chair is unavailable.
- ii. Work in conjunction with the Board Chair and serves as a first point of contact to ensure all Governance committees are organized, functional and productive based on the roles and responsibilities outlined in the Committees' Terms of reference.
- iii. Work in conjunction with the Board Chair, Nominations and Governance Committee Chair and the Director General:

- a. on matters and activities related to the IPPF's short and long term strategic vision and planning.
- b. to ensure that Board members understand policies and procedures that guide the work of the IPPF.
- c. on Donor Engagement to facilitate enhanced fund raising/business development/visibility for IPPF.
- iv. At the request of the Chair, represent IPPF at events and meetings.
- ~~iv-v.~~ v. Perform any other responsibilities as requested by the Board Chair.

~~To ensure that an appropriate financial policy framework is in place to guides the IPPF's financial decision-making.~~

~~To develop a close understanding of the key assumptions included in the IPPF's financial planning and its annual programme/budget proposals.~~

~~To advise the Board of Trustees on major financial issues which arise and which are outside the boundaries of management responsibility.~~

~~To ensure new Board of Trustees are oriented fully about their financial responsibilities and are provided with all relevant documents.~~

~~To provide financial insight and expertise to the management, where necessary and appropriate, and to any sub-committees which may be established by Board of Trustees to deal with specific financial issues.~~

~~To develop an understanding of the key features of IPPF's internal and external financial control system and procedures and to ensure that, at the international level, IPPF's financial integrity is sound.~~

~~To provide support and advice to the Director-General and the Director of Finance and Technology.~~

~~To present IPPF's audited accounts to Board of Trustees.~~

~~To meet separately and individually with the external auditor and with the internal auditor once a year.~~

~~To serve as a member of the IPPF Finance, Audit and Risk Committee. To attend IPPF's Donors Meeting.~~

~~To chair the IPPF Central Office Pension Fund Committee of Advisers.~~

~~To participate in Selection Committee meetings for the appointment of IPPF Central Office Directors.~~

~~To cooperate with and support the Chair of the Board of Trustees.~~

7. Relationships

- i. To support the Board Chair and in ~~their~~his/her absence take on the Board Chair's responsibilities.

~~ii.~~ To consult and collaborate with the Director-General to solve problems.

This will require a high degree of frankness, trust and support.

- ~~iii.~~ To create the same type of relationship with the IPPF Trustees, Members of the Board Committees, Nominations and Governance Committee and the chair of IMAP.

i. ~~To consult and collaborate with the Director-General and the Director — Finance and Technology to solve financial and related problems. This will require a high degree of frankness, trust and support.~~

- ii. ~~To consult and collaborate on financial matters and to provide information, advice and support to the IPPF Chair of Board of Trustees, the Chair of the Finance, Audit and Risk Committee, Board of Trustees, and any other Board committees.~~

8. Eligibility

- i. Nominations for the Vice Chairpersonship can be made both from Trustees coming from IPPF membership or those from outside the Federation.
- ii. No-one under the age of 18 is eligible, and some people are disqualified by law from acting as charity trustees, including anyone described in section 72(1) of the UK Charities Act 1993. This includes:
 - a) anyone who has been convicted of an offence involving deception or dishonesty, unless the conviction is spent;
 - b) anyone who is an undischarged bankrupt;
 - c) anyone who has previously been removed from trusteeship of a charity by the Court or the Commissioners for misconduct or mismanagement; and
 - d) anyone who is under a disqualification order under the Company Directors Disqualification Act 1986.”

9. Nomination procedures for Officer positions

An individual shall only be nominated for one of the Officer positions at a time.

10. Procedure for Conducting Election of the Chair and Vice Chair Treasurer of the IPPF Board of Trustees

- i. The procedure for nomination and election of the Chair and Vice Chair of the Board of Trustees ~~and the Treasurer~~ shall be in accordance with the Procedural Byelaws.
- ii. In analysing the candidates for the position of the Chair and Vice Chair of the Board of Trustees ~~and the Treasurer~~, the Nominations and Governance Committee should seek to ensure that their recommendations fulfil the qualities and attributes expected of the office holder and is capable of undertaking the responsibilities of the respective post.
- iii. The Board of Trustees shall have the authority of electing the appropriate candidate for the post of Chair and Vice Chair of the Board of Trustees ~~and the Treasurer~~.

11. Rapid response team

The Chair and Vice Chair of the Board of Trustees of IPPF, ~~the Treasurer~~, and the Director-General will act as a rapid response team to deal with emergency issues that require governance approval. This team will also include the Regional Director of an affected region, except when the Director General deems it inappropriate to involve the Regional Director.

As adopted by Governing Council, May 2002

As amended by Governing Council, May 2020

[As proposed for amendment to Board of Trustees, November 2022](#)

