

## **Policy 1.7**

### **1.7 NOMINATIONS AND GOVERNANCE COMMITTEE - TERMS OF REFERENCE**

#### **1 Introduction**

- 1.1 IPPF is a UK registered charity and a worldwide Federation of 132 national Member Associations working in 164 countries across the globe. It is a leading civil society organisation working on issues of sexual and reproductive health and rights. IPPF's Secretariat comprises Central Office in London, with Regional Offices in New York, Brussels, Tunis, Nairobi, Kuala Lumpur and Bangkok.
- 1.2 IPPF's governance structure was reformed in 2020. The highest authority of the new governance structure is a General Assembly of IPPF Member Associations, convened once every three years. A Board of Trustees governs the IPPF secretariat and provides leadership for the Federation. The Board is supported by a committee system, some committees having delegated authority and others providing advice to the Board. The Nominations and Governance Committee reports directly to the General Assembly.
- 1.3 IPPFs' core mission is to lead a locally owned, globally connected civil society movement that provides and enables services and champions sexual and reproductive health and rights for all, especially the under-served. This strategic objective is overseen by the Board of Trustees (the Board) and the General Assembly (the GA).

#### **2 Purpose**

Reporting to the General Assembly, the purpose of the Nominations and Governance Committee is to:

- 2.1 Recruit the members of the Board of Trustees in accordance with agreed guidelines<sup>1</sup>, including succession planning.
- 2.2 Oversee an annual process for evaluating the effectiveness of the Board and its members.
- 2.3 Recruit the members of the standing committees of the Board in liaison with the Board Chair.
- 2.4 Oversee an evaluation of the effectiveness of standing committees, including a self-evaluation of the NGC as established in 3.1.2.
- 2.5 Review periodically the Procedural bylaws and make recommendations to the Board.
- 2.6 Ensure that the Federation adheres to and operates in accordance with best governance practices.

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<sup>1</sup> Details on the composition and selection of the Board of Trustees and Committees is attached as annex 1.

### **3 Main responsibilities and tasks of the Committee**

- 3.1 The Committee shall have the following prerogatives, functions, and duties:
- 3.2 Recruit trustees and committee members in accordance with agreed clear guidelines, including succession planning.
- 3.3 Oversee an annual process for evaluating the effectiveness of the Board and its members, of all Board standing committees and of itself.
- 3.4 Periodically review the regulations and procedural byelaws and ensure that the Board complies and operates in accordance with governance best practices.
- 3.5 Report to the General Assembly on the implementation and effectiveness of the matters set out at paragraphs 3.1.1 and 3.1.2.

### **4. Membership of the Nominations and Governance Committee**

- 4.1 The Committee shall be comprised of 7 members of which at least 50% shall be women and at least 20% young persons under the age of 25 at the time of their appointment.
- 4.2 A majority of members shall be from Member Associations.
- 4.3 Committee members shall meet required standards of expertise, skills and experience according to established criteria. Members shall be individuals with relevant experience in membership issues and the legal field.
- 4.4 Committee members cannot also be employees of either the IPPF secretariat or any IPPF Member Association.
- 4.5 Every three years at least two members (2/7) of this committee will rotate off. The nomination of members to the NGC will be conducted by the committee itself. The nominees will be put forward to the General Assembly for its approval.

### **5. Terms of Office**

- 5.1 Committee members serve for three-year terms, with the possibility of re-election once, i.e., a maximum of two terms, or six years, before a member must rotate off the Board. Committee members are ineligible to re-stand for the Committee at any time in the future after having served two terms.
- 5.2 Committee members must meet the following criteria in order to be re-appointed - regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for IPPF. These criteria form the basis of an annual evaluation process.
- 5.3 Members' terms are staggered in order to maintain continuity of organisational knowledge and expertise within the Committee. The Chair may determine the order in which the members rotate off the committee.

### **6. Committee Chair**

- 6.1 There shall be a Chair who is appointed from amongst the members.
- 6.2 The Chair leads the Committee to enable it to fulfil its purpose, chairs meetings of the Committee ensuring that business is dealt with, decisions made and adequately minuted and that the implementation of decisions is clearly assigned and monitored.

## **7. Committee Meetings and Quorum**

- 7.1 The Committee shall meet two times each year or otherwise as required and shall follow such formal business agenda as circulated prior to the meeting.
- 7.2 Meetings of the Committee may be held in person (maximum two times per year) or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.
- 7.3 Four Committee members present in person or by electronic means shall constitute a quorum.
- 7.4 All meetings shall be chaired by the Committee Chair. If the Chair is unable to attend a particular meeting the committee will be expected to name another committee member to act as Chair.
- 7.5 Questions arising at any Committee meeting shall be decided by a simple majority of votes unless provided in IPPF Regulations and Procedural bylaws. Every Committee member shall have one vote. If the votes are equal, the chair of the meeting shall cast a casting vote.
- 7.6 The minutes of all meetings shall, except for any information of a personal nature, be available for inspection by Member Associations and any other persons as authorised by the Board.
- 7.7 The Committee may by a simple majority take decisions between its regular meetings, by other means (including electronically).

## **8. Review**

These terms of reference should be regularly reviewed and updated in accordance with the general policy.

**Annex 1.****Composition and selection of the Board of Trustees and Committees****1. Composition of the Board of Trustees**

The Board of Trustees shall be comprised of 15 trustees, with nine trustees coming from IPPF membership, drawn from applications submitted by volunteers, and with six external trustees. All trustees must meet minimum standards of expertise, skills and experience according to criteria established by the Nominations and Governance Committee. At least 20% of trustees shall be under 25 years old at the time of appointment and at least 50% shall be women.

With regard to the overall makeup of the Board, the following must also be considered:

- Geographical diversity; and
- Representation of "at risk" and most in need populations

Criteria for selecting individual Trustees to serve on the Board and its Committees includes having experience in one or more of the following areas:

- Leadership in SRHR
- Governance at the international or national level
- Senior executive experience
- Program delivery experience
- Financial control and oversight
- Risk management
- Legal expertise
- Fundraising and resource mobilization
- Experience of advocacy and working with government
- Youth networking/youth action
- Peer-to-peer service delivery
- Other skills, experience and attributes relevant to global governance.

**2. Selection of Trustees and Committee Members**

The Nominations and Governance Committee is responsible for recruiting prospective Trustees for the Board of Trustees and members for Board Standing Committees and must ensure an open and transparent recruitment processes.

The recruitment of Trustees and Committee Members shall be subject to a rigorous process following a worldwide search calling for nominations through MAs and where relevant externally. The call will detail clear and measurable criteria for the individual roles advertised, taking account of the overall composition of the Board and Committees and the specific gaps existing at any given time. A skill matrix should be widely disseminated to set clear expectations for candidates. Information should also include time requirements and availability to perform the duties, including for that of Chair of the Board and for Chairs of Committees.

**3. Reappointment of Trustees and Committee members**

There should be no assumption on the part of Trustees and Committee members that re-appointment to a second term is automatic.

Trustees and Committee members must meet the following criteria in order to be re-appointed - regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for IPPF. These criteria form the basis of an annual evaluation process.

At the end of a term the Nominations and Governance Committee, in consultation with the Chair of the Board of Trustees, determines if the Trustee/Committee member meets the requirements to be considered for a second term of office.

*As adopted by Governing Council, May 2020*