

**IPPF BOARD OF TRUSTEES MEETING  
Held on 9 & 10 March 2023 (Virtual Meeting)**

**DRAFT MINUTES**

<b>Present - Trustees:</b>	<b>In attendance:</b>
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
Hayathe Ayeva	Alvaro Bermejo, Director-General
Rosa Joyce Ayong-Tchonang	Tomoko Fukuda, RD, ESEAOR Caroline Hickson, RD, European Network
Ulukbek Batyrgaliev	Manuelle Hurwitz, Director, Programmes Division
Santiago Cosio	Claire Jefferey, Director, People, Organisation & Culture Division
Surakshya Giri	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
Bience Gawanas	Ashish Kumar, Senior Technical Advisor, Institutional Development & Governance Support
Kate Gilmore – Chair	Sonal Mehta, RD, South Asia Region
Donya Nasser	Marie-Evelyne Petrus-Barry, RD, Africa Region
Aurélia Nguyen	Achille Togbeto, Director, Governance & Accreditation
Andreas Prager	Estelle Wagner, Staff Association Representative
	Caroline Dickinson, Minute Taker
<b>Apologies for absence</b>	
Sami Natsheh	<u>Sessional attendees:</u>
Elizabeth Schaffer	Vanessa Stanislas, Head of Safeguarding (agenda item 8)
Aileen McColgan, Honorary Legal Counsel	

**Welcome and Introductions**

Kate Gilmore, Chairperson, welcomed everyone to the first meeting of IPPF’s Board of Trustees (BoT) in 2023. 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 there would be challenging decisions to be made at this meeting around the Board’s Work Plan, appointment of Committee Chairs and Board Committee membership and the election of the new Vice Chair of the Board.

The Board **noted** Tributes in memory of those whose lives had passed since the last meeting. The Board was particularly saddened to learn of the passing of Neville van Sittert, Director of Legal Risk and Compliance, who had worked closely with C-FAR and the Board. The Board paused for a minute’s silence to remember and honour the lives of those people no longer with us and to give gratitude to the contributions they had made to the work of the Federation.

## 1. PROCEDURAL ITEMS

### 1.1 Apologies for absence

Apologies for absence had been received from Sami Natsheh and Elizabeth Schaffer. It was noted that Abhina Aher and Isaac Adewole would not be able to join the meeting on 10 March. It was also noted that Aileen McColgan, IPPF Honorary Legal Counsel, was unable to attend this meeting.

The Board noted the following proxy which had been received:

Elizabeth Schaffer's proxy to Bience Gawanas  
Sami Natsheh's proxy to Ulukbek Batyrgaliev.

Abhina Aher advised the Board that the last four or five months had been very difficult and challenging. Her current term was due to end in June 2023, but she had taken the difficult decision to resign from the Board as of the close of the current meeting.

On behalf of the Board, the Chair expressed the sadness of the moment, and conveyed that the Board understood and very much respected Abhina's decision. She noted that Abhina had made an extraordinary contribution throughout her trusteeship, having led the Board in development of IPPF's new Strategy. The Board is very proud to have counted Abhina among its members and enormously grateful for all that it had achieved thanks to Abhina.

Other trustees expressed their personal thanks, expressing gratitude to Abhina for her inspiration, leadership, and courage. All emphasized that the new Strategy would be Abhina's lasting legacy.

### 1.2 Approval of the Minutes of the previous meeting

*The Board **adopted** the Minutes of the meetings of the Board of Trustees held on 25 & 26 November 2022 and on 8 December 2022, as true and accurate records, subject to some small amendments.*

The DG advised that the Minutes of the closed session of the meeting of the Board of Trustees, held on 26 November 2022, would be circulated to those Trustees who attended the meeting.

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.*

## 2. ACCOUNTABILITY

### 2.1 Presentation of Candidates for the office of the Board Vice Chair

The Board had received the document on the Presentation and Election of the Board Vice Chair under paper no. BoT/02.23/DOC/2.1 & 9. This item was presented by Achille Togbeto, Director, Governance & Accreditation.

The Board was advised that following the General Assembly (GA) and BoT meetings in November 2022, in January 2023 the Nominations & Governance Committee (NGC)

had issued a call for nominations for the office of the Vice Chair of the BoT. One nomination had been received from Ulukbek (Uluk) Batyrgaliev after the initial deadline was extended. Following an interview with the candidate in February, the NGC recommended Uluk for the role. In support of the recommendation, the BoT was provided a commentary from the NGC interview panel and Uluk's biographical details.

It was explained to the BoT that a decision on the appointment would be made at the end of the Board meeting on 10 March.

Uluk was invited to say a few words in support of his candidacy. Uluk told the Board that he had been a member of the Kyrgyzstan Member Association since the age of 12 as a peer educator and he had served on the Board of the MA as the Chair of the International Youth Network YSAFE's steering committee and was the youth focal point for the Family Planning 2030 platform. Uluk said that he could drive change from the youth perspective by making the youth voice heard, as well as the voices of the LGBTI community and under-served people.

Board members congratulated Uluk for being the sole candidate for the role of Vice Chair and expressed their support for his nomination.

## 2.2 **Chair and DG's progress report**

The Board had received the Chair's and Director-General's Progress Report under paper no. BoT/03.23/DOC/2.2 and this was **noted**.

The DG advised that on International Women's Day, the UK Foreign, Commonwealth & Development Office (FCDO) announced the continuation of the WISH programme with an additional £200 million for six years. This was a reduction in funding from the previous round, but it was still very significant. IPPF would compete for this as it did for WISH 1.

During discussion, Board members thanked the Chair and DG for an excellent report and acknowledged the huge amount of work being done.

A Board member noted from the report that progress had continued in terms of IPPF readjusting its MA footprint, particularly in the Americas, and asked for further information on the variation of IPPF's footprint globally. The DG likened IPPF to a living organism, which together is much stronger than its weakest link. There were new memberships in the Americas and Caribbean Region, and in other regions as well, particularly in Africa and Europe. Furthermore, the processes for both admission, and for those organisations needing to leave IPPF, was now much quicker than in the past. The DG thanked the Membership Committee for its work on this, particularly its work between meetings, to move the membership process along.

A Board member expressed concern about the deteriorating situation for women in Afghanistan and suggested that going forward a section of the Chair and DG's Report should highlight those countries with worsening situations in SRHR. The DG advised that the work in Afghanistan was being undertaken with much care to enable the Member Association to continue operating. The MA has a new President, who is an anti-corruption activist, and able to leave the country. She visited the London office recently. The MA is clear what their red lines are, and they deserve huge credit for their work in Afghanistan. The DG agreed that the Board should be given more details on countries facing difficult situations and how IPPF is working with their MAs.

In response to a question about whether IPPF was planning to do any specific work around the G20 meeting to be held in India, the DG advised that other priorities meant that the Secretariat would not be making a huge investment in either the G7 or the G20. However, it would provide MAs with support to the extent possible.

The Chair welcomed the suggestion that space be given at future Board meetings, and in the DG's and Chair's Progress Reports to consider country and regional settings where SRHR were deteriorating significantly.

### 2.3 **Board and Trustees' Performance Review**

The Board had received the document on the Board and Trustees' Performance Review under paper no. BoT/02.23/DOC/2.3.

The Board **noted** that the NGC was required to determine the Board's performance by undertaking an annual Board assessment. The NGC was proposing to conduct the performance assessment of individual Trustees in March 2023. The performance review results would determine renewal or non-renewal of Board members. The Board **noted** the proposed steps for its performance review, as detailed in the paper.

### 2.4 **The Youth Forum Resolution to the 2022 GA**

The Board had received the document on the Youth Forum Resolution to the 2022 GA under paper no. BoT/02.23/DOC/2.4. This item was introduced by Eugenia Lopez Uribe, Regional Director, Americas & the Caribbean Region.

The Board recalled that the new IPPF Strategy has a strong commitment to youth, especially in marginalised and excluded communities. Further in response to the Youth Forum's Resolution to the GA, the BoT had asked that 10 specific actions be undertaken. The Regional Director, Americas & the Caribbean advised that there was currently a particular focus on the items that should be followed up this year. This included the establishment of an Inter-Generational Task Force, with the aim of incorporating the youth perspective in the Secretariat and the MAs. The Task Force would include DLT members and representatives from MAs, both youth and adults.

A Board member emphasised that the key to implementation of the Youth Forum Resolution was compliance and accountability. The Board was advised that an accountability element was included. A Board member asked for assurances that the Task Force would be inclusive and representative, and it was confirmed that this would be the case.

A Board member suggested that the Task Force should make use of examples from Regional Youth Networks on what already works well. It was acknowledged that there was already a wealth of good practice in the Federation that would be utilised.

Regarding the allocation of funding to MAs for youth purposes, a Board member commented that some MAs do not have sufficient funds for salaries, and they use this funding for this purpose rather than for youth. The DG agreed that some MAs are experiencing financial difficulties but that MAs who do not use funds appropriately do need to be challenged.

In response to a question about communication, the Board was advised that there would be Youth Advisor positions in each region to also help ensure that the youth

networks receive information directly. Youth participation at the governance level would be crucial and tools would be developed to make sure that happens.

The Chair thanked the Director, Americas & Caribbean and her team for all their work to ensure that youth are at the centre of the Federation. It was **noted** that an update on this item would be provided at every Board meeting.

### **3. BOARD 2023 PRIORITIES AND GOVERNANCE**

#### **3.1 Board Work Plan**

The Board had received an Issues Paper on the Board Work Plan to the next GA, as detailed in paper no. BoT/03.23/DOC/3.1.

The Chair explained that the Board was being asked to consider its priorities as identified at the November 2022 BoT meeting, following the General Assembly, as well as issues carried over from the previous Work Plan. In this discussion paper, issues were clustered around major headings such as Youth, Anti-Racism and the Strategy 2028. Once the objectives for each category had been agreed, the next step would be to work on targets and milestones. The Chair invited the Board to raise issues on the paper as a whole following which, the Board would consider each theme individually.

During discussion Board members commended the paper. It was pointed out that feedback from delegates had highlighted that some key concepts were missing at the GA, such as the absence of the word “woman”, maternal mortality, and teenage pregnancy. These were not reflected in this draft Work Plan. Another issue for consideration was that of the sustainability of MAs and the role of the Board in promoting a sense of priority and urgency. A Board member also asked what role the Board should have in supporting the Secretariat in the funding of IPPF. It was also suggested that international advocacy and countering anti-SRHR movements across the world should be included. A Board member pointed out that the area around communications and MA engagement was an umbrella stream which reaches across all other work streams.

The Chair responded that some of the issues raised might be covered under the section on the implementation of the Strategy 2028, for example, financial sustainability and work against the opposition. The Chair agreed that MA sustainability should be included, and the word “woman” should be clearly brought out in the document. It was agreed that communication with MAs was a cross-cutting issue.

The Board reviewed each of the key priorities in turn.

**Youth** - 7 key issues were identified.

**Anti-Racism** – 3 key issues were identified.

A Board member suggested that this could include a theory of change. The Chair agreed that this should be included, and the Secretariat should be asked to take this forward. It was pointed out that there should be dedicated resources for the Anti-Racism priority and for monitoring the theory of change. It was also noted that the Charter and Branding priority overlaps with Anti-Racism to a certain extent and there must be an awareness that one of these does not slip off the table.

**Strategy 2028 Implementation** - 3 key issues were identified.

It was suggested that fund-raising, financial sustainability and advocacy be included in this area. A Board member asked for the implementation of a tracker to monitor reporting and progress. The DG advised that the Results Framework had been developed and the Secretariat was working on a Dashboard to present to the Board.

With regard to MA sustainability, the DG advised that extra capacity was being brought into the Secretariat to address this.

In terms of fundraising, the DG commented that so far IPPF had not brought in the model of a fundraising Board, and this position had been the correct one to take. However, donors were increasingly asking if individual Board members were making a small contribution, even if it was a very small amount, at whatever level was appropriate to each person, as this would facilitate some fundraising. Many Board members expressed concern at this proposal. It was pointed out that the Board already contributes voluntarily in other ways, in terms of time and expertise. The Board could work with donors, but there was a general concern about contributing personally. This might deter people from joining the Board, or it would mean that it was a different type of Board, contributing their wealth, which would not send out the right message to individuals who could contribute their time, commitment, and expertise. A Board member pointed out that this was becoming increasingly common practice, because donors were asking for this. The Chair believed that this was a very North American concept and she put on record her wish to reinforce the understanding that voluntarism is itself a gift of great value.

**The Charter and Branding projects** – 4 key issues were identified.

**MA Engagement and Communication** – 3 key issues were identified.

A Board member reiterated the proposal to have a high level, umbrella stream covering communication, to ensure that messaging is consistent.

**The next General Assembly** - 5 key issues were identified.

A Board member emphasised the need to choose the location of the next GA with care, to ensure that visa restrictions were minimised. It was also noted that the GA agenda should be less heavy, with more time for discussion and relaxation. The issue of voting should also be made clearer and more streamlined. Another Board member added that it was important to keep the momentum going between GAs – the GA should not stand alone.

The Chair **noted** that the Board was in general agreement with the proposed Work Plan up to the next General Assembly in 2025 and thanked Trustees for their feedback. The Chair asked Board members to send to her suggested wording on the points they had put forward, to strengthen the document.

### 3.2 **Rotation of Board Committee Chairs and Trustee Members**

The Board had received a document on the Rotation of Board Committee Chairs and Trustee Committee Members, as detailed in paper no. [BoT/03.23/DOC/3.2](#). This document highlighted the various parameters to be considered and provided details on the vacancies as well as the opportunities for Trustees to serve as Committee members or Chairs. It also outlined the process to be followed in the future to ensure smooth transition at Board Committee level.

The Chair asked Board members to email her before 10 May, indicating their interest in both Committee Chair roles and Committee membership.

During discussion a Board member asked if all Trustees are expected to be members of a Committee, and if this is taken into account during performance review. The Chair noted that the NGC is responsible for the Board's performance evaluation. Nonetheless, the assumption was that being a Committee member or Chair was both a privilege and a burden. With also more Trustees than committee positions, rotation of Trustees is important. Each Trustee should have an opportunity to participate in a Committee. The Terms of Reference for each of the Committees had been made available to the Board and these would be re-circulated for ease of access.

The Board discussed the proposed process for agreeing Trustee assignments to Committees (both Chairs and members). The first step would be for Board members to indicate their willingness to join a Committee or to be a Committee Chair. Once all expressions of interest had been received, the Chair would report back to the Board. If more than one person had expressed an interest in a position, the Board would then have a confidential conversation on how to proceed. It was emphasised that allocation of Trustees to committees was a Board responsibility and not the NGC's. It was clarified that Trustees could nominate other Trustees, as well as self-nominate.

The BoT **agreed** on the proposed principles and process for the appointment of Trustees to roles of Board Committee Chairs and Board Committee Members. The Chair requested that Trustees email her before 10 March, indicating their interest in both Committee Chair roles and Committee membership. In addition, Trustees could nominate other Trustees to these roles, having sought agreement from the candidate/s prior to nomination. The Chair also asked Trustees to consider membership to ad hoc Committees, namely the Charter and Rebranding Committee and the Anti-Racism Committee.

Bience Gawanas informed the Board that she would not be renewing her term as a Trustee after May 2023. She advised that she had decided to offer one term of office to organisations with which she wished to work. However, Bience assured the Board that she would always be available to IPPF, and that it was an honour to serve on the Board. This decision would also mean that the role of Chair of the Anti-Racism Committee would be vacant after May 2023. On behalf of the Board, the Chair expressed sadness that Bience would be leaving and thanked her for her deep and invaluable commitment to IPPF.

It was **agreed** that a document detailing the terms of Trustees, together with renewal and end dates, would be circulated to Board members before the meeting on 10 March.

### 3.3 **Update on Recruitment of Board Committee members**

The Board had received a document providing an update on recruitment of Board Committee Members, as detailed in paper no. BoT/03.23/DOC/3.3. This document provided information of the status of vacancies and anticipated vacancies on each of the four standing Committees of the Board and the work of the NGC to fill these vacancies.

The NGC issued a call for applications in February and the deadline for receipt of applicants was this week. Some work had been done to reach out to potential candidates through Regional Offices, however this had been limited due to the current re-structuring of the Secretariat. Board members were asked that if they had met people at the GA who they considered to be good candidates, they should encourage them to put their names forward.

The Board **noted** the updated on the recruitment of Board Committee members.

#### 3.4 **Review of Governance Calendar**

The Board had received a document providing a review of the Governance Calendar for 2023, as detailed in paper no. BoT/03.4/DOC/3.4. This item was introduced by Ashish Kumar, Senior Technical Adviser. He explained that the calendar included planned meetings and events, as at 6 February 2023.

The DG was asked about plans for the BoT meeting, to be held in-person in June. The DG explained that this meeting would be held in Berlin. The government of Germany had increased its contribution to IPPF year on year and it now has a feminist development policy. It had been agreed to co-host the Annual Donors' Meeting in Berlin in June, to which two Board members are usually invited. It would be of great value to have the Board meeting and the Membership Committee meeting in Berlin at the same time.

The Board **noted** the Governance Calendar for 2023.

#### 4. **SECRETARIAT ALIGNMENT AND IMPLEMENTATION OF STRATEGY 2028**

The Board had received a Report on the Secretariat Alignment, as detailed in paper no. BoT/03.23/DOC/4.

The DG reminded the Board that, following approval of the new Strategic Framework, the Secretariat had to transform the way it operates. The Board had asked that this shift be neither incremental nor tepid. IPPF could not represent itself as a Federation of MAs dedicated to strengthening equity, fostering anti-racism, and dismantling colonialism without fundamentally recalibrating how the Secretariat supports the MAs and how it speaks out for sexual and reproductive rights and justice.

The DLT has taken a rigorous and thoughtful approach to redesigning the Secretariat so that it supports progress in all four strategic pillars. Consultations with staff had been held and now interviews were now taking place with those staff whose positions had been made redundant and who were applying for new positions. The Secretariat was reducing from 301 positions (52 of which were vacant when the re-structuring was launched) to 285 positions. Ninety-seven people's positions were currently at risk. Of those 97, 21 had decided not to apply for any of the new jobs but would take redundancy. Of the 76 people who decided to apply for at least one of the 134 positions available. Of these 134 positions, there were 37 for which no person has applied. Those posts would be advertised more broadly in the Secretariat and then externally. There was no significant gender bias in those whose positions were at risk.

The DG advised that staff had been surprised that the re-structuring was more transformative than expected. The consultation process had also enabled staff members to make suggestions for improvement which had been taken on board. There was no evidence of staff questioning the need and principle around the re-structuring. However, the DG acknowledged that it was hardest for those who do not see a role for themselves in the new structure, especially when they are passionate for the work of IPPF. Support is in place for those affected and the DLT was working with the Staff Association who had been supportive of the process.



Estelle Wagner, Staff Association Committee (SAC) representative, addressed the Board. She advised that during the re-structure, the SAC had conducted the following activities:

- Weekly SAC meetings
- Weekly communications with staff and DLT collating staff questions
- Weekly meetings with DLT focal points
- Meeting with the DG (led to Town Hall)
- Attended Town Halls and funnelled anonymous questions
- Following the consultation period, six sessions with staff from every region
- These were continuing weekly in two time zones until the end of April

Based on this experience, the SAC had distilled the most consistently raised messages and concerns from staff:

1. This re-structure had been much more dramatic than expected. Looking at the updates provided by the DG to the Board and to MAs, the significance of the changes were not fully reflected. A majority of the technical expertise and support MAs depend upon in their day-to-day work was planned to be removed without a plan for the continuity of the existing work. Staff work one-on-one with MAs on a daily basis and are deeply concerned about the effect this withdrawal of support will have on MAs. Staff across all teams and regions have shared a concern that this proposal does not reflect an understanding of what work currently takes place and what it takes to do so.
2. Staff are very concerned that MAs have not been informed or consulted about this interpretation of the Strategic Plan and whether it will meet their needs. The SP is visionary and aspirational but does not contain specificities in ways of working or concrete objectives and therefore can be interpreted in a multitude of ways. As a driving force of this transformation is to be MA-centric and MA led, the SAC strongly recommended sharing detailed information (not just overarching principles) about the transformation with MAs for feedback. While they understand that this is not required, they feel not doing so does not align with IPPF values.
3. The SAC has a responsibility to share staff voices and perspectives on this process. The SAC also feel a duty of care to staff, so it is important to share the kind of language we are hearing from staff. Overwhelmingly, staff have described feeling devastated; that they and their work are not valued, and there is a lack of trust in the decision-making process.

There is broad recognition that any process of this magnitude was going to have a significant impact on staff wellbeing, and staff understand the need for change in both IPPF and the development world. However, staff feel the way this process has been conducted has incurred unnecessary pain and has not aligned with our values as a human rights organization.

The SAC feel this presents a serious risk to the organization in terms of reputation, continuity of work and staff welfare. The SAC is seriously concerned about staff, both at-risk and remaining, based on the level of trauma people are expressing. The SAC would strongly advise a process of reconciliation and trust-building take place over the next year, as well as an external review of the process that can positively inform future transitions.

During discussion Board members acknowledged that re-structuring is always painful and asked for assurances that staff would be supported, and their rights would be upheld. The DG was also asked if all staff were able to apply for a new job within the Secretariat and would existing employees have first preference.

The DG clarified that there are 285 new positions in the Secretariat. Whilst this number was more than the current people available, the adjustment in the types of positions available means that different skill sets and different way of working are needed, which means that some people will not find positions in the Secretariat. The Board had also asked for a Secretariat which is more diverse and younger. Those who leave IPPF will take redundancy benefits and IPPF would provide support to write CVs, prepare for interviews and career advancement as well as psychological support. In the first instance only the 97 people in positions at risk can apply for the new jobs. But they have to prove that they meet the criteria and job specification and that they can do what is required. Some people had decided not to apply for any of the positions.

In terms of what the new organisation will look like, the Board was informed that the number of MA-facing positions had increased. However, they would be less about direct technical support provision and more about facilitating a process of leveraging technical capacity in the MAs. The Secretariat will not be the depository of the best technical knowledge of the Federation; this would be in the MAs. The DG also advised that the value added by the Staff Association had been magnificent and he was deeply appreciative of its work.

It was pointed out that before the Programme of Action of Anti-Racism began there was a concern about diversity in the Secretariat. The DG was asked to what extent this would be taken into account in the re-structure. The Director, People, Organisation & Culture advised that new roles had been created within the new structure to provide opportunities for youth and a target had been set to increase the number of youth within the Secretariat. New roles had also been created focused on reaching communities not currently reflected in the Secretariat. The DG added that staff had been surveyed, on how they identify in terms of ethnicity and the impact of the re-structuring was being tracked against that profile. The Board was also told that there would be a reduction in the number of people in London from over 60 to over 40.

Board members asked for organigrams showing the current and the future structure. The DG advised that the consultation period had finished too late for the documents to be finalised and circulated for the March Board meeting. However, they would be circulated together with data on the demographics of staff.

In response to a question about legal risks and economic impacts a result of this re-structuring, the DG responded that IPPF was providing more support to staff than statutorily required and that this meant the risk was as low as it could be. However, organizational change of this order does involve risks and pain.

The Secretariat was asked to consider the process of on-boarding a large number of new people at the same time, and the impact that this could have on the organisation.

A Board member also asked if specific out-placement support would be given to international staff, particularly in the context of Brexit. The Director, People, Organisation & Culture responded that this was very important to colleagues particularly in Africa and some other regions. It was a top priority to look at how staff are supported in this regard particularly whether work permits are directly linked to visas. Any

colleagues in vulnerable positions, for instance those who are pregnant, have equal rights to apply to appointed roles.

A Board member commented that they had heard that new staff had been recruited on a short-term basis at the regional level and asked why had people not been hired during this process. The DG advised that the Secretariat had put in place a recruitment freeze before and since the GA. Any gaps were covered with short-term contracts, and staff were well aware of that.

The Staff Association representative appreciated the compassion and support shown by the Board. Staff had felt that the human element was missing and she would report back to staff on the messages the Board had given today.

The Chair **requested** that the Staff Association representative feed back to all staff that the Board understands that re-structuring is a very painful process, particularly for those staff members who are disappointed. However, the DG was asked by the Board to align the Secretariat with the new Strategy, to shift power from the Secretariat to the MAs, and to use this occasion to increase staff diversity in terms of race, language and age, as well as protecting gender balance, both in terms of numbers and rankings. The Board expressed its thanks and gratitude to all staff who has served within IPPF. It reiterated its commitment to ensuring everybody's rights are upheld and that the process of change is as fair and transparent as possible.

The Chair extended appreciation to the DG and the Staff Association representative for their reports to the Board. It was **noted** that more details on the re-structuring would be provided at the next BoT meeting.

The BoT **noted** the update on the Secretariat realignment with the Strategy 2028.

## 5. **BRANDING AND CHARTER PROJECTS**

The Board had received a document providing an update on the Identity Initiative (Charter and Rebrand) process, as detailed in paper no. [BoT/03.23/DOC/5](#). This item was presented by Mina Barling, Director, External Relations.

The Board was advised that, since the GA, a Secretariat team had been put together to drive both the Charter and the Rebrand process. There had been a global call-out had been issued for the appointment of a creative agency for the Rebrand, with an emphasis on the global south. The Guiding Group, which was overseeing the Charter of Values process was in place, with spaces for two Trustees. This group has a good mix of gender and diversity, with seven women, one non-binary and three men. There was diversity of sexual orientation and there were two members from outside IPPF who represent communities with which we wish to work. The first in-person meeting would take place next week in Bangkok, to build consensus and agreement around the approach and timelines and to build links between the Charter and the Accreditation process.

A Board member asked for details of the composition of the Guiding Group. The Board was advised that there were members from Palestine, New Zealand, Sudan, Namibia and Thailand, being mindful of race, ethnicity, gender and age of the 13 members, of whom five were within the youth category. It was confirmed that there was a similar commitment to diversity within the Secretariat team.

The BoT **noted** the update on the Identity Initiative, including the candidates of the Charter Guiding Group and the Rebrand Advisory Committee.

## 6. MEMBER ASSOCIATION ISSUES

The Board had received a report on Member Association Issues, as detailed in paper no. BoT/03.23/DOC/6. This item was presented by the Director, Governance & Accreditation.

The Board was advised that the first meeting of the MC in 2023 would take place in June, linked to the Board meeting in Germany. However, given the urgency of pending decisions, in February the MC reviewed five dossiers relating to three potential expulsions from IPPF membership, one potential suspension and one application for Associate Membership. These dossiers were shared by email and the MC members had been asked to cast their votes electronically for each of the five items. These items related to the recommendation for the expulsion of the MAs of Kenya, Bangladesh and Djibouti, the suspension of the MA of El Salvador and the Associate Membership of the IPPF Collaborative Partner in São Tomé.

During discussion a Board member referred to the MA of Kenya, noting that there was a Court case pending, and asked whether there was a legitimate connection between the Court case and the issue with the MA of Kenya. The Director, Governance & Accreditation explained that the MC had initially wished to wait for the outcome of the Court case, but it continued to be deferred and the MC felt that it was preferable to enable a Collaborative Partner to come on board and provide SRHR services for the people of the country. The Regional Director, Africa Region, added that the new Court case was planned for the end of 2023 and it might go on for many years. IPPF now has a very good Collaborative Partner in Kenya and in order to make a difference in the country, it was preferable to move on and work with this Collaborative Partner.

Following the recommendations from the MC:

*The BoT **approved** that the process to expel Family Health Options Kenya from IPPF be completed.*

*The BoT **approved** that the process to expel the Family Planning Association of Bangladesh from IPPF be completed.*

*The BoT **approved** that the process to expel the Djibouti Member Association, Association Djiboutienne pour l'Equilibre et la Promotion de la Famille from IPPF be commenced.*

*The BoT **approved** the suspension of El Salvador Member Association, Asociación Demográfica Salvadoreña.*

*The BoT **approved** the admission of Associação Santomense para Promoção Familiar as an Associate Member of IPPF.*

## 7. C-FAR REPORT

The Board had received the report from the Finance, Audit and Risk Committee (C-FAR) under paper no. BoT/03.23/DOC/7, as well as the draft Financial Accounts for the year ending 31 December 2022, under paper no. BoT/03.23/7a. This item was presented by Varun Anand, Director, Finance & Technology.

The Board had received the first draft Management Accounts for the year ended 31 December 2022, which showed the actuals against the Quarter 3 forecast. The Board was advised that there could be some possible changes in the numbers due to unposted expenses or income at the time of finalising the accounts, adjustments following auditors' comments, some final invoices approved by the FCDO and some recommendations by C-FAR.

The unrestricted core budget ended the year quite strongly, with a US\$7.8 million surplus. Restricted funding had a higher income than expected and this showed a smaller drawdown from existing funds than budgeted. The designated funds showed a drawdown of just US\$9 million, against the budget of US\$12 million.

There was a proposal to close some of the designated funds amounting to approximately US\$2.7 million which would go back into the General Reserve. There was also a request to designate a sum of US\$6 million as a Stabilisation Fund. The Secretariat was currently in negotiation with donors to extend projects for the new Strategy. If these negotiations were successful, the Stabilisation Fund would not be needed, but the request was being made to ensure that the Federation can navigate this uncertain time without jeopardising the Strategy launch. The impact of these decisions would be that the General Reserve would come down from US\$24.3 million to US\$21 million.

A Board member asked for more information on the proposed Stabilisation Fund. The Director, Finance & Technology explained that the purpose of this fund was as follows. Firstly, the Secretariat was negotiating with almost all unrestricted core donors to extend their commitments to cover the next Strategy. Secondly, many MAs continue to experience financial difficulties and they may require front-loading payments. Third, IPPF was undergoing a forensic audit and it was deemed prudent to keep an amount in reserve to cover any potential risk.

The Chair asked for an update on the IPPF pension fund and the proposal regarding buy-out, and how this would affect the Reserves. The Board was told that the Secretariat had not had the capacity to negotiate on the buy-out of the pension fund so this money was available. The DG added that the negotiations stopped in the middle of last year when IPPF was advised that Sweden would be cutting its funding.

The DG reminded the Board that it had approved a range for reserves of between US\$19 million to US\$26 million, which was the correct range for any normal year. However, this year is not normal. IPPF has many contracts with donors tied to the Strategy and it was therefore necessary to negotiate new five-year contracts as the new Strategy starts. It was difficult to predict the outcomes of these negotiations and therefore there was an increased risk. By leaving US\$6 million in reserves, the Reserve Fund would increase to US\$30 million, and donors would be far less willing to prioritise IPPF.

The Chair commended the Secretariat on very good financial results.

The BoT noted the C-FAR report and **approved** the closure of the following designated funds:

1. General Assembly US\$341,000
2. Strategy Development 2022 Fund US\$95,000
3. Triple Whammy US\$164,000

4. Americas & Caribbean creation US\$263,000
5. Solution 1&2: Build the Movement & Opposition Fund US\$685,000
6. Solution 4: Build MA capacity – Global Gag Rule US\$957,000
7. Solution 5: Lead access to SRHR in crisis US\$200,000

It was noted that these amounts were based on draft accounts and as such were subject to change.

*The BoT **approved** the designation of a sum of US\$6 million out of its General Reserves, as Stabilisation Fund (as on 31 December 2022), to ensure the Secretariat and selected MAs can navigate the current uncertainty without jeopardizing the Strategy launch.*

## **COMMITTEES – CHAIRS AND BOARD MEMBERS**

The Board **approved** Committee Chairs and Board Committee Members as follows:

### **C-FAR**

Chair: Liz Schaffer

Board member: Hayathe Ayeva

### **C-SIP**

Chair: Sami Natsheh from now due to Abhina's resignation.

Board member: Aurelia Nguyen to replace Santiago Cosio in August

### **MC**

Chair: Uluk Batyrgaliev after May

Board member: Surakshya Giri after May

### **RATC**

Chair: Isaac Adewole to continue as Chair

Board member: vacant

### **Branding and Charter Working Group**

Board members: Joyce Ayong-Tchonang and Santiago Cosio

### **Anti-Racism Working Group**

Chair: Bience Gawanas until May

Board members: Joyce Ayong-Tchonang, Rose-Marie Belle Antoine and Surakshya Giri

It was noted that adjustments can be made as new Trustees come on board.

## **8. SAFEGUARDING AND INCIDENT MANAGEMENT REPORT**

The Board had received the Safeguarding and Incident Management Report for Quarter 4 2022 under paper no. BoT/03.23/DOC/8a, as well as the Incident Management Annual Report for 2022 and the Safeguarding Annual Report for 2022, under paper nos. BoT/03.23/8b and 8c.

This item was presented by Vanessa Stanislas, Head of Safeguarding, who provided some highlights from the papers:

Incident Management Report 2022 – three key significant achievements:

1. By the end of 2022 just seven backlog cases remained open, achieving a closure of 80% of the backlog cases in 2022.
2. The Audit Management Action Plan started in November 2021 and 80% of the management actions had been completed.
3. The Secretariat had rolled out the policy, process and procedure for Escalation of Reportable or Serious Incidents.

Safeguarding Report 2022 – three key significant achievements:

1. The Annual Safeguarding Refresher Training had been completed by 95% of the Secretariat, which was a significant increase on last year, and signified the embedding of cultural change.
2. Training had been delivered to 55 MAs, raising awareness and clarity about safeguarding rights.
3. The team had worked hard to support new staff members, so that they quickly understand IPPF's framework for safeguarding. A target had been set to ensure that every new person joining the organisation receives this induction training within eight weeks of joining and 67% had been achieved. The new target for 2023 was set at four weeks within the start date.

In summary, safeguarding was now in a very different place to where it was in previous years. However, there was still a long way to go to reach vulnerable beneficiaries of IPPF's services.

During discussion a Board member commented that he had been made aware during the GA that there was a lack of knowledge around safeguarding in MAs, among both adults and youth, and asked what plans were there to take this work forward. The Head of Safeguarding responded that there were many reasons why some MAs were not as aligned as others with IPPF's safeguarding framework. Factors included location, size of organisation and level of funding. The safeguarding team had set a target to ensure that 70% of MAs have received training on safeguarding at the Board and Executive level in 2023. It was explained that it was necessary to start with MA leadership, to ensure that the Board and Executive team understand their responsibilities around safeguarding, before cascading it down to staff, volunteers and clients. There were now also more dedicated resources for safeguarding in different Secretariat offices.

The Chair thanked the Head of Safeguarding and her team, the DG, Regional Directors and the DLT for all their work to promote robust safeguarding across the Federation.

The BoT **noted** the Safeguarding and Incident Management Reports.

## 9. ELECTION OF THE BOARD VICE CHAIR

*The BoT **approved** the recommendation from the Nominations & Governance Committee to **elect** Ulukbek (Uluk) Batyrgaliev as the Board of Trustees Vice Chair for the duration of his second and final term as a trustee, ending on 15<sup>th</sup> May 2025.*

## 10. ANY OTHER BUSINESS

### **Appreciation and thanks to outgoing Board members**

It was noted that this was the last Board meeting for Bience Gawanas and Donya Nasser, as well as for Abhina Aher, who had been thanked and honoured earlier in the meeting. The Board spent time thanking Donya and Bience for their remarkable contributions to the Board and to IPPF.

Board members appreciated Bience's wisdom and passion and commented that Bience's role had been critical in highlighting equality and anti-racism and working to building a different Federation from its roots. Donya was thanked for her dedication and commitment to the IPPF cause. It was noted that Donya was once a youth representative and was very much a "bridge" generation. Board members said that they had learned a lot from both Bience and Donya and wished them well.

The DG thanked both Bience and Donya for their inspiration and courage and for having led change from the front.

Bience said that it was good to know that she was passing on the baton on to Uluk, as the future of IPPF is youth. Bience told the Board that she had worked in the SRHR field for a long as she could remember, and this was not the end of her journey. She was privileged to join IPPF at the time of transformation and could bring to IPPF her experience, skills and passion. Bience said that it had been an incredible journey together and she thanked Board members for their support and camaraderie. Bience thanked Kate, acknowledging that it had not been easy to navigate many storms but that Kate had led the Board under some difficult and trying circumstances. Bience thanked the DG and Secretariat, and said that it had been an honour to serve on the Board and make decisions which impact on the lives of men and women across the world, and especially those who are vulnerable and marginalised and those in conflict situations.

Donya thanked the DG and Secretariat for their support. She said that she had grown so much during her time with IPPF and the power of the organisation had given her the strength to advocate for SRHR. It had been an honour and privilege to be on this Board.

### **Request to move the location of the Americas and Caribbean Regional Office (ACRO) from Bogota to Mexico City**

The Board had received a document regarding the locations of the Americas and Caribbean Regional Office (ACRO), under paper no. [BoT/03.23/DOC/10](#). This item was presented by the Director-General.

The Board was reminded that after the official separation of the former Western Hemisphere Regional Office, the Board had agreed in November 2020 to the establishment of one Regional Office, with two locations, one in Bogota, Colombia and the other in Port of Spain, Trinidad and Tobago. However, during the last two years the regional team had not been able to secure the basic functioning of the office in Bogota. The main challenges were related to the difficult legal environment in the country for organisations like IPPF to secure work premises, recruitment challenges, visas and other logistical difficulties. As the Secretariat was currently undergoing restructuring, it was the right time for the Regional Office in Bogota to be relocated, and following extensive analysis, it was proposed to relocate to Mexico City.



The BoT **approved** the request to move the location of the Americas and Caribbean Regional Office from Bogota to Mexico City, while maintaining the Caribbean focused team in Trinidad & Tobago.

**Close of meeting**

In closing the meeting, the Chair thanked Trustees for their participation and discussions at this meeting. The Chair thanked the DG and members of the DLT for their support to the Board. The support staff, IT support, interpreters and technicians were thanked for enabling this meeting to come together so well.

The Chair thanked Abhina, Bience and Donya for everything they had contributed to the Board and the Federation and wished them well.