

IPPF BOARD OF TRUSTEES MEETING
Held in person, 15 & 16 June 2023, in Berlin, Germany

DRAFT MINUTES

Present: Trustees	In attendance:
Rose-Marie Belle Antoine (virtual)	Varun Anand, Director, Finance & Technology Division
Hayathe Ayeva	Mina Barling, Director, External Relations Division
Rosa Joyce Ayong-Tchonang (virtual)	Fadoua Bakhadda, RD, Arab World Region
Ulukbek Batyrgaliev (Vice Chair)	Alvaro Bermejo, Director-General
Santiago Cosio	Tomoko Fukuda, RD, ESEAOR
Surakshya Giri	Caroline Hickson, RD, European Network
Kate Gilmore (Chair)	Manuelle Hurwitz, Director, MA Development & Impact
Jon Lomoy	Eugenia Lopez Uribe, RD, Americas and the Caribbean Region
Patrick Mwebesa (virtual)	Ashish Kumar, Governance & Accreditation Advisor
Sami Natsheh	Sonal Mehta, RD, South Asia Region
Aurélia Nguyen (day two)	Marie-Evelyne Petrus-Barry, RD, Africa Region
Andreas Prager	Achille Togbeto, Director, Governance & Accreditation
Elizabeth Schaffer (item 11, virtual)	Sonal Giani, Staff Association Representative
Apologies for absence	Aileen McColgan, Honorary Legal Counsel
Isaac Adewole	Caroline Dickinson, Minute Taker (virtual)
	Sessional attendees
	Neish McLean, Chair of the NGC (Items 5.4 & 5.5-virtual)
	Alice Janvrin, Technical Lead, Humanitarian (item 3)
	Vanessa Stanislas (VS), Director of Safeguarding and Incident Management (item 7 & virtual)

WELCOME

Kate Gilmore, Chairperson, welcomed everyone to the 2023 face-to-face meeting of IPPF's Board of Trustees (BoT), held in Berlin. Special welcomes were given to new trustees: Patrick Mwebesa from Uganda, who joined the meeting remotely, and Jon Lomoy from Norway.

An informal "getting to know you" session followed, with everyone present invited to share their responses to the question "*When did you first hear of IPPF and where were you?*"

As the meeting moved into formal session, the Board noted the Tributes received, in memory of those whose lives had passed since the last meeting of the Board. The Board was particularly saddened to learn of the passing of a volunteer from the Sudan MA, Hassam Ahmed, who died in Khartoum during the recent violence in Sudan. The Board paused for a minute's silence to remember and honour the lives of all those no longer with us and to give gratitude to the contributions they had made to the Federation.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for partial absence were received from: Rose-Marie Belle Antoine who was unable to travel but would be joining the meeting virtually, subject to time differences; Aurelia Nguyen who due to other commitments would join in person on the second day only; Rosa Joyce Ayong-Tchonang who was unable to travel due to visa issues but would be joining the meeting virtually subject to time differences and Liz Schaffer who would be joining the meeting virtually only for the C-FAR item. Isaac Adewole sent his apologies for absence from the meeting due to another commitment.

The Board also noted that Aurélia Nguyen's proxy had been passed to Andreas Prager for 15 June.

1.2 Approval of the Minutes of the previous meeting

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held on 9 & 10 March 2023, as a true and accurate record.*

1.3 Adoption of Agenda and Timetable

*The Board **adopted** the agenda and timetable for this meeting, noting minor adjustments in timings to facilitate the attendance of those who would be presenting agenda items virtually.*

2. PRESENTATION OF CANDIDATES FOR THE OFFICE OF BOARD CHAIR

The Board had received the document on the Presentation and Election of the Board Chair under paper no. BoT/06.23/DOC/2 & 12. This item was chaired by the Vice-Chair, Ulukbek Batyrgaliev.

Achille Togbeto, the Director, Governance & Accreditation presented this item on behalf of the Honorary Legal Counsel. The Board was advised that there was one candidate for this office, the current Chair, Kathryn (Kate) Gilmore.

It was noted that the process followed by the NGC had been as follows:

- There had been a call for nominations on 27 April, with a deadline of 8 May for receipt of nominations. Two BoT members had put forward nominations for the current Chair, Kate Gilmore, to serve for a second and final term as the Board Chair. The nomination forms were supported by statements of support and the letter of consent by the nominee, as per the prescribed procedures.
- The NGC conducted an interview with Kate Gilmore on 19 May, to determine the recommendation for the BoT.
- On 24 May the Panel of the NGC highly recommended Kate Gilmore for a second and final term as the Board Chair.

The BoT was advised that following the presentation of eligible nominees as the first non-procedural agenda item of the BoT on the first day of the meeting, the election of the Chair would take place as the last procedural agenda item on the second day of the BoT meeting. Since there was only one recommended candidate, the BoT was expected to declare Kate Gilmore elected as the Chair of the Board of Trustees for a second and final term, ending on 15 May 2026.

During discussion, BoT members thanked the current Chair for her support, leadership and for the huge amount of work that she had done for IPPF. The Chair was asked what she saw as the main challenges confronting IPPF in the next two years, how she saw IPPF reacting to these challenges and how could the Board work to strengthen the Federation.

The Chair responded by emphasizing that it would be an honour to serve the Board for a second term, working in partnership with the Vice-Chair and the DG, as well as with all members of the Board. She noted that the NGC had asked her the same question about the challenges facing IPPF and that she had responded that in her first term a major priority was to work on healing of wounds following the governance difficulties that led to the governance reforms. The first step was to help build a functioning trustee team that had a sound interface with the DG and his team. The next and bridging phase had been the setting of future strategic direction for IPPF that the General Assembly would have confidence in. For this the Chair thanked not only the General Assembly but the former Chair of C-SIP, Abhina Aher, C-SIP members and the Secretariat team. Going into a second term as Chair, she identified the priorities she sees. The first is to consolidate and build on the Board's achievements to date under the new governance system, both in terms of the institution itself and the relationships trustees have with MAs and the Executive. The second priority is helping the Director General to consolidate constructive change at the Secretariat. Trustees too must shoulder their responsibility for this, not the least because the Board had asked for bold change to occur to ensure the Secretariat is fully aligned with the new Strategy. The third priority is around challenge: striking a balance between consolidation of change and challenging IPPF to do even better. The Board must be disciplined and robust with respect to financial probity, tackling of fraud, compliance with safeguarding obligations and ensuring that governance reform is accelerated across the Federation. However, that won't be enough. At a time when the world is facing a huge increase in opposition to sexual and reproductive health and rights, IPPF must be even more ambitious and more courageous. A fourth priority the Chair explained is unavoidable. Perhaps the most important decision that a Board can make is appointment of its Chief Executive. The current IPPF Director-General will complete his final term of office in February 2026, by which time recruitment of the next IPPF DG will need to be completed.

*The Board **noted** that the election of the Chair would take place on day two (16 June), under agenda item 12.*

3. SRHR IN CRISIS: IPPF'S HUMANITARIAN WORK

The Board had received a document providing an update on IPPF's humanitarian work, in paper no. [BoT/06.23/DOC/3](#). This item was introduced by Manuelle Hurwitz, Director MA Development & Impact and presented by Alice Janvrin, Technical Lead, Humanitarian.

The Board was advised that this session would consider what is meant by "humanitarianism", would look at IPPF's successes in humanitarian work over the last 18 months, and consider also how humanitarianism interfaces with feminism.

The initial presentation made addressed the question "*What is the difference between humanitarian work and development work?*" Development work tackles the root causes of SRH-related deaths, it involves long term programming, with a focus on the number of services delivered and delivers an Integrated Package of Essential Services (IPES).

Humanitarian work by contrast tackles excess SRH-related deaths caused by crisis. It involves fast, short-term programming, with a focus on the number of clients reached and provides a Minimum Initial Service Package (MISP).

Noting that IPPF focuses on the impact of disaster/crisis/emergencies specifically on access and quality of SRH services, highlights of IPPF achievements to date were presented including that:

- IPPF had reached nearly 10 million clients in humanitarian and fragile settings, across 44 countries.
- 1725 staff had been involved in training on humanitarian response.
- New partnerships had been created in several countries including Moldova, Turkey and Haiti.
- The humanitarian monitoring and evaluation system has been revamped.
- In 2022, IPPF spent 90% of Stream 3 internal fund for humanitarian responses and reached all regions. But in 2023, thus far, there had been 11 humanitarian responses, with 50% of the budget dispersed already. It seems likely that the number of responses will increase.
- IPPF is getting faster and responding more quickly. It has doubled the number of people targeted in these responses and MAs are more aware of what we do in the humanitarian space.

A plenary session discussion then followed, focused on the question: “*What does a feminist approach to humanitarianism mean to you?*” Highlights of the discussion included:

- A humanitarian crisis means social collapse. A feminist approach involves rebuilding – ideally for greater gender equality - that social fabric, recognising that the role of women is linked to the social functioning of a community. A feminist humanitarian approach aims for stability and restoration of social functioning without exclusions, and with the rights of women and children respected.
- We should differentiate between conflict and catastrophe. Conflict might have different phases, including those that might lead to catastrophe. However, from exclusion and abuse, many women have been living in a catastrophe phase for a very long time. Humanitarianism and recovery is about integrating every person into recovered society, children, women, men.
- Bridging short-term assistance with the longer-term is important. Sexuality and SRHR needs, including in regard to sexuality, can't wait. The average time spent living in a refugee camp is seven years. That means a lot of pregnancies, unwanted pregnancies, STIs and HIV. What doesn't appear urgent to some, can be very urgent for most.
- Listening to women is key. However, it is not only about listening, but acknowledging their expertise too, and following women and their communities wherever they are.
- We must focus also on diversity, inclusion and patriarchy, and work to bring men and boys on board too.
- Who are the influential humanitarian actors matters. For example, government actors often do not see water, sanitation, and hygiene as essential. Advocating for women and girls is essential.
- We should also be conscious of the applicable legal and policy frameworks and contexts, noting how often they are based on a patriarchal and colonial

mindsets. Even the sector itself has those characteristics, often being referred to as the “cowboy sector”.

The Board then considered what does it mean to: “*To listen to women and girls when you have to act fast?*” In response, the following points were made:

- Start the feminist approach much earlier. Continuously question where the power is and who has the power and respond accordingly.
- Preparedness in more stable times is key. It begins with building in our capability for agility, flexibility and depth and working with communities for the same.
- We should work to help prepare women and children themselves and provide them with safe spaces before the crisis happens, including by supporting women to access and exercise leadership roles in their communities.
- The constant throughout our humanitarian preparedness and response must be respect for human rights: how can we best guarantee the rights of all those treated unjustly and maximise respect for their rights in time of crisis. It is not only about rights in SRH but working against undermining of any and all rights.

The DG advised that, as the humanitarian field is very macho dominated, IPPF can also make an important contribution to system transformation by partnering with and helping build on the work of women’s and LGBTQI organisations. Feminist responses are also about how we position IPPF in this context relative to others.

Working Groups and Feedback to Plenary

GROUP 1

Question 1: *Recognising the significant effort and expansion of our humanitarian work, we also acknowledge SRHR is not always seen as critical in the humanitarian space, nor is IPPF considered a key actor. How should we continue shaping this space?*

- It all starts before the crisis happens and continues long after. The binary way of looking at humanitarian versus development (non-humanitarian interventions) belongs in the past.
- Our advocacy should aim to shape understanding of the importance of SRHR in humanitarian settings – in political documents, policies and also in partnerships too.
- IPPF should look to do more in terms of resources for humanitarian work, media work about and awareness of what we do in a crisis. That could help better position IPPF as a key player and SRHR as a high priority.

Question 2: *We know that women are uniquely and disproportionately affected by emergencies. How do we work in the humanitarian space in ways that challenge rather than perpetuate structural inequalities? How would you suggest IPPF uses emergencies as opportunities to advance the rights of women, girls and gender diverse people?*

- People themselves are the first of the first responders. Power has to be in their hands and IPPF should respect that and be an enabler of it.
- We must have a human rights approach to our programming and advocacy to ensure the rights in SRHR are given due attention.

- Respect for rights and greater gender equality have to be promoted as central to recovery – essential for building back better.

GROUP 2

Question 1: Recognising the significant effort and expansion of our humanitarian work, we also acknowledge SRHR is not always seen as critical in the humanitarian space, nor is IPPF considered a key actor. How should we continue shaping this space?

- We should engage communities prior to crisis; setting up in readiness systems and services specific to marginalised people and partner with them. We can focus on disaster preparedness and talking too about how to “save” yourself in SRHR terms.
- People’s personal experiences must be at the centre. For instance, those of children separated from their families and at risk of sex trafficking.
- It also means redefining SRHR needs inclusive of material needs for food, shelter, water, and hygiene. People don’t stop having periods during this time and they need access to sanitation and sanitary napkins, for example.
- The climate crisis perspective must be strengthened – recognising it presents different challenges in different areas of the world.
- IPPF lacks visibility in this space, and to help address that we need the right partners to work with together.

Question 2: The aid sector including humanitarian assistance were born out of a colonial, racist history. How do we contribute to redressing power inequalities within the humanitarian system and use power responsibly? Are there ways we could better shift power to actors in the global south including MAs and partners?

- Often in emergency settings, the big organisations come in, takeover and lead. IPPF should help shift that to a far more collaborative approach; shift the power to local settings.
- Official histories often celebrate the big organisations, so we need to shift historical and future narratives too.
- The humanitarian language is all about “helping”. How do we bring SRHR more clearly into that and position ourselves more influentially?
- The experiences and expertise of our MAs are a rich resource. We should look to the support roles that MAs/partners in neighbouring countries can and do play for e.g., and also question our own language around “technical support”.
- The global south can position itself in the arena: there is an absence of funding for SRHR in general from the global south and that is something that could be changed.
- We should also interact with more stakeholders at the government and federal level on anti-racism.

GROUP 3

Question 1: Recognising the significant effort and expansion of our humanitarian work, we also acknowledge SRHR is not always seen as critical in the humanitarian space, nor is IPPF considered a key actor. How should we continue shaping this space?

- We talk about crisis preparedness, but are we and MA leaders prepared? Babies do not wait and periods do not stop. The MAs are why IPPF is trusted, and they and their leaders are key to getting this right.
- IPPF must bring intersectionality further into the humanitarian mix, e.g. therapy for HIV and hormone therapy in refugee camps.
- IPPF also has its new Strategy, which is global, regional and local. It supports us being fast and agile, which is helped by our Stream 3 funding. We can make that more accessible to the MAs.
- Systematic communication and visibility of IPPF on SRHR and also at the MA level is essential:
- We should aim to increase humanitarian funding, i.e. explore crowd funding and individual donations.

Question 2: How does our commitment to being a feminist organisation link with the global SRH sector trends, and with the humanitarian sector commitments?

- By promoting intersectionality and by bringing SRHR priorities into humanitarian settings.
- We should push forward local partnerships and investing in MAs.

The Director, MA Development & Impact made some concluding remarks, also thanking the Humanitarian team for its work and its agility to responding to crises. IPPF has transformed itself in this critical area. It has gone from serving three million people in 2017 to 10 million in 2022. It is IPPF MAs that really are on the front line and enabling IPPF also to be far more visible at the table of humanitarian influence. The Secretariat will take away key points from this discussion as it revises its humanitarian programme in line with the new Strategy.

The Chair thanked the DG, Manuelle and Alice for their leadership of the session, and for all they and others across the Federation are doing to advance SRHR at times of crisis.

4. ACCOUNTABILITY

4.1 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/06.23/DOC/4.1](#), which indicated the progress made to date on the 10 action items arising from the Resolution. The item was introduced by Eugenia Lopez Uribe, Regional Director, Americas & the Caribbean Region.

The Board was advised that:

- Following the realignment process, the Secretariat's recruitment goal is for 5% of new recruitments to be of young people, including more youth from the South.
- Regarding budgets allocation for young people, it is intended that Youth Networks will make and influence the allocation decisions and work is underway to map out the challenges in the different regions.
- The Secretariat is enabling youth-led accountability by holding webinars to present the Results Framework for the new Strategy.
- An inter-generational task force will be put in place to help institutionalise the youth perspective in the Secretariat and in the MAs.

During discussion a Board member asked if any obstacles or issues had arisen in implementing the Board's response to the Youth Forum resolution. In response it was

noted that since the 2022 General Assembly there had been a major change over in staffing due to the Secretariat re-structuring. However, there is underway now a process of gathering together and youth connecting with each other to facilitate learning between the regions. The Youth Consortium is also working with external youth-led organisation.

A Board member asked how much money was available in the budget for youth, as an allocation of 5% is not necessarily very meaningful to young people. It was explained to the Board that the aim was to allocate at least 5% of unrestricted grants for youth, and for youth to decide on how this should be spent. In monetary terms, the Director, Finance & Technology added that this was US\$1.7 million per annum, with 20% being allocated to Youth Networks, amounting to US\$340,000. This would be used by Youth Networks for regional meetings.

A Board member queried whether IPPF was interested in really engaging youth, including them in activities and allowing them to take decisions, or was it just providing programmes which would be a starting point for youth, and whether the assessments being undertaken on gaps in funding would really provide an enabling environment for youth to work in. The RD, ACRO acknowledged that progress on the assessments was slow at the moment and youth also need to work out their connections with each other, which would be facilitated by the Secretariat. The DG added that it would be very helpful for those Board members who come from MAs to bring in their perspective on what is happening on the ground in their MA regarding youth engagement and decision making in terms of funding for youth.

*The Board **noted** the progress to date on the implementation of the Board's response to the Youth Forum's Resolution to the GA and **agreed** that future progress reports would include timelines.*

4.2 **Chair and DG Progress Report**

The Board had received the Chair and Director-General Progress Report under paper no. BoT/06.23/DOC/4.2.

The DG advised that since the issuing of the report, the Donors Meeting had taken place in Berlin, co-hosted with the German government. The German government had asked for the meeting to take place in Berlin, in the context of shared concern at the emergence of right-wing governments in Europe. It has long been assumed that Europe was a progressive voice for SRHR, but this is looking increasingly uncertain. The German government is wanting to take its partnership with IPPF to the next level, and the Donors Meeting in Berlin was a way of emphasising that.

The Donors Meeting had been very positive. The Board Chair and Vice-Chair were in attendance and IPPF's youth focus had been evident. Youth representatives talked to the meeting about not only youth and youth programmes but all elements of IPPF's work. Donors commented on the strong sense of intersectionality conveyed, particularly through presentations by young people. The meeting took place in the context of growing opposition, particularly to LGBTQI issues, including notably in Africa and the United States. IPPF was asked to consider working with donors to convene a high-level initiative that would bring senior political leadership together to help respond to the crisis in the short term to keep people and organisations safe, and in the longer term to plan a more proactive approach.

During discussion, a Board member asked about the probable 60% cut in Sweden's funding following the change of government. The DG advised that last year Sweden cut funding to IPPF by 6% and this year it looked like the cut would be US\$6 million. In anticipation, at its last meeting, the Board agreed on a sustainability reserve of US\$6 million. However, since then, other donors had come in above budget, and IPPF now has close to US\$6 million in extra income. If Sweden makes the anticipated cut this year, action can be taken so that it will not immediately affect MAs or the Secretariat. However, it is bad news in the longer term. Once a donor makes cuts of that order it is difficult to build up again without a change of government. It means that next year could be a challenge.

A Board member asked for more information about funding from governments in the long term, noting that most of the unrestricted funding come from governments. IPPF needs to reduce its dependence on government funds, and MAs need support to become more self-sustainable. The DG responded that IPPF has a strategy, but delivery of change is too slow, which is why there is new emphasis on this function under the restructured Secretariat. The other good news is that IPPF is getting better at winning tenders from private foundations and there are early signs of success from the individual giving programme being piloted in the US.

The Chair asked the DG to update the Board on Stream 3 humanitarian funding. The DG advised that 49% of the annual Stream 3 budget had been committed already. In some instances, because of the nature of the emergencies, the DG had requested the Chairs of C-FAR and the Board to approve allocations above the standard amount of US\$50,000. Stream 3 has been a strategic success, for instance, with funding being used for extraordinary work in the Ukraine. If the allocated total of US\$1.2 million was to be exceeded, the DG would ask C-FAR and the Board to review the budget. The DG noted it was sometimes possible to replenish the funds, but not always.

*The Board **noted** the Chair and Director-General Progress Report.*

5. BOARD MATTERS AND GOVERNANCE

5.1 Review of the Board Work Plan

The Board had received the updated Board Work Plan, as detailed in paper no. [BoT/06.23/DOC/5.1.](#)

The Chair recalled that at its last meeting the Board finalised its new Work Plan, based on their discussions following the 2022 General Assembly. The Work Plan is the Board's accountability tool, and important for review process by the IPPF auditors, the UK Charity Commission and, of course, IPPF MAs. The Plan's progress column uses a "traffic light" Red, Amber and Green system for signalling progress, but suggestions from Board members on ways to make this more informative would be welcomed.

During discussion, a Board member noted that most of the Objectives were currently in progress and asked if there was a timeframe for the individual elements of the Work Plan. The Chair advised that the Key Milestones had been set at time sensitive intervals. The Board also has to be mindful of not stepping into the Secretariat's areas of responsibility. Its role was more focused on checking and monitoring progress rather than on driving or undertaking work within a specific timeframe.

The Chair further advised that three big topics for the Board are humanitarian preparedness, youth relevance and participation as well as governance reform at the

MA level. The Chair highlighted that a discussion is also needed about the means by which the Board proactively communicates with MAs. Board members agreed that they wished MAs to be informed about the Board's work. It would be healthy for the Board to communicate on its non-confidential business with the Boards of MAs. The DG recalled that Board meeting agenda and papers are available to MAs after each meeting. The Chair suggested that perhaps a letter summarising the Board's deliberations could be issued to MAs after each Board meeting.

*The Board **noted** that the Board Work Plan Objective on communication between the Board and MAs needed action, **noted** further that the IPPF Charter and Rebranding would be a major focus of communication with MAs leading up to the next GA and **agreed** that MA communications and governance reform would be items at the next meeting.*

5.2 **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/06.23/DOC/5.2. The Chair highlighted that the next scheduled meeting of the BoT would take place on 23 and 24 November 2023. The Director, Finance & Technology advised that there might need to be some flexibility regarding the date as it is tied to the timing of approval of the budget for 2024.

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

5.3 **Rotation of Board Committee Members**

The Board had received a document on the Rotation of Board Committee Members, as detailed in paper no. BoT/06.23/DOC/5.3. The document summarised allocations of Trustees to Board Committees and Working Groups and highlighted also implications of the end of the final term of two Trustees, and the arrival of two new Trustees.

*The Board **agreed** to allocate Trustees to Board Committees and Working Groups as follows:*

- *Finance, Audit & Risk Committee (C-FAR) – Patrick Mwebesa*
- *Resource Allocation Technical Committee (RATC) – Hayathe Ayeva (moving from C-FAR)*
- *Branding and Charter Working Group (BCWG) – Jon Lomoy (to replace Santiago Cosio)*
- *Anti-Racism Working Group (ARWG) – Sami Natsheh (Chair) – interim role, pending the appointment of new Trustees.*

6. **SECRETARIAT ALIGNMENT UPDATE**

The Board had received an update on the Secretariat Alignment, as detailed in paper no. BoT/06.23/DOC/6.

The DG, noting a final organogram had been circulated to the Board, advised that the Secretariat re-structuring continued to be within budget while the process was on schedule. The Secretariat had reduced its 311 posts and stood for now at 285, allowing the budget to be utilised to align functions and activity to strategic priorities and more contact with MAs. Most of the affected staff had left and the process was now mainly in the recruitment phase, there being 86 vacancies currently. The DG also noted that one aim was to consolidate the Finance team into a hub based in India.

It was a period of challenging, often painful, transitions with lots of people saying goodbye and remaining colleagues feeling over-stretched. Nonetheless, the process had gone as well as it could be expected. To date there were no legal cases, confirming that due process had been followed. That said, it was also the case that even more care and appreciation could have been shown.

In terms of the gender of those affected, a slightly higher proportion of male staff had left. The average age of leavers was slightly higher at 45 compared to an average age of 43 for those who had stayed. The principle of “last in and first out” was not followed and none of the under 25s had left. In terms of grades, one grade was disproportionately affected, and this grade was lower than average.

The DG also noted that the Board was being asked to approve creation of a new post of Chief Commercial Officer for the new Secretariat Financial Sustainability Unit.

During discussion a Board member asked if the Secretariat had taken all the necessary steps to protect the rights of employees whose services had been terminated. The DG advised that a Human Resources Change Consultant team had been brought in to provide support in all regions so as to ensure that all the legal requirements and due process was followed. He recalled that the Board had approved US\$2 million to finance severance payments and the restructuring. An Employee Assistance Programme was also available to all staff.

A Board member asked when the re-structuring might be finished and when would IPPF have a reasonably fully operational Secretariat. The DG advised that an Induction Programme for new starters and for people moving into new roles would begin in September when it was expected that the majority of staff would be in place, with everybody predicted to be in place by October.

A Board member noted that the recruitment process had been slightly delayed and asked what the causes might be. The DG responded that salary levels were not an issue in attracting quality candidate, but that delays were linked mainly to ensuring the best people could be found. One post for example had attracted around 400 applications, but in some regions, some posts had attracted no applications. It might be that the job title and descriptions were not clear enough. Human Resources agencies were now being used for higher level posts. In Latin-America, the change of office location (from Bogota to Mexico City) was likely to have had an impact.

One of the aims of the re-structuring was to achieve a younger and more diverse Secretariat. Thus, for some posts, applicants were not required to show years of service or their academic qualifications. Non-traditional channels of recruitment were also being used, for example to attract people from the LGBTQI and sex worker communities. Fewer jobs are London-based and it was made clear that global leadership roles can be based in any of the offices. The DG also advised that there were marked changes in the communications functions. In the restructured Secretariat, communications was now linked to “winning hearts and minds”, which requires a different profile. Recruitments of people with those competencies may take longer. The Secretariat was in contact with MAs, keeping them informed through regional forums and meetings and asking for their patience.

In answer to a question about psychological support for staff, the DG advised that the Employee Assistance Programme was in place and may be expanded if needed. He noted that the Staff Association had provided leadership throughout, bringing in

additional capacity to support this area. The DG expressed his gratitude for the work they had done.

With the Board's and DG's agreement and exceptionally, the representative of the Staff Association observing the Board meeting conveyed their message that: "We would like there to be a review and reflection on the whole process and the re-building of trust amongst the whole team".

The Chair expressed the Board's gratitude to the DG and all staff for undertaking this difficult change as they have. The Board bore responsibility for it too, having given a direct instruction to the DG that strong and immediate alignment of the Secretariat to IPPF's new Strategy must take place. She noted that the Board is very committed to upholding the rights of staff including their labour rights and looks forward to learning of the steps being taken by the DG to build up trust among and with staff under the structure.

The DG concluded his remarks by noting that the Secretariat had aligned well with the Strategy and that while some vacancies remain, the Secretariat would do everything possible to fill those. The Chair also noted that in the light of increasing and dangerous opposition to SRHR the Board and the Secretariat must keep asking is the new Strategy bold enough.

*The BoT **noted** the progress in restructuring the Secretariat including the introduction of a Financial Sustainability Unit and **approved** the establishment of the Chief Commercial Officer post.*

7. SAFEGUARDING AND INCIDENT MANAGEMENT REPORT

The Board had received the Safeguarding and Incident Management Report for Quarter 1 2023 under paper no. [BoT/06.23/DOC/7a](#), as well as the Incident Management Report March 2023 under paper no. [BoT/06.23/DOC/7b](#).

This item was presented by Vanessa Stanislas, Director of Safeguarding and Incident Management, who joined the meeting virtually.

The Board was advised that the Safeguarding and Incident Management Report had been redesigned to make it more succinct. Summary information was provided on the first page. The report covers the period January to March 2023. Much of the focus for this quarter had been against the backdrop of the Secretariat re-structure. One key success in safeguarding was the tightening up of safer recruitment practices and standardising this across the Secretariat.

Regarding incident management, a key achievement was improved information collection and reporting. There was now a greater breadth of cases to draw from, which helped with lessons learned and support for incident coordinators. In response to a request from the Board, the new format also provided greater clarity on the number of cases substantiated or not.

During discussion, the Board appreciated how IPPF's safeguarding environment had been transformed for the better. The Director of Safeguarding and Incident Management was asked for her reflections on those changes and on future directions. The Board was advised that indeed huge changes had been made. Safeguarding was addressed by leadership and in every part of the organisation. Without this, change would not have been possible. The Board was informed that safeguarding issues were

being handled promptly and properly. However, there were still some voices questioning the outcomes of the processes and the Safeguarding team was considering how to better convey results without breaching confidentiality.

A Board member asked how safeguarding could be better promoted at the MA level. The Board was advised that some colleagues in MAs still feared reporting allegations of misconduct. More work needs to be done with MAs to show that there is a business case, a people case and a funding case for change in this respect. Failing that, the next step is to strengthen the mandatory compliance route. But it was very encouraging that the Safeguarding team had been given the opportunity to present at a meeting to be attended by all Africa Region MAs.

A Board member noted that Africa Region has the highest number of open safeguarding cases – for longer than 18 months. The Board was advised that as the Federation's largest region, it should be expected that Africa would also have the highest number of cases. However, processing of cases to closure was progressing well. Most cases shown in the Quarter 1 report were already closed. One still open was an historic case that had been difficult to progress and was related to the suspension of an MA. The Director thanked the Africa Region RD and her team for their work on these cases.

A Board member asked if the Safeguarding team takes time to care for themselves. The Board's concern was appreciated. The Director agreed that some cases can impact on the team's mental health but that they and others do receive coaching and support.

The Chair emphasised that fulfilling the Federation's duty of care to staff and volunteers would be a priority, especially as opposition to SRHR increases. The DG agreed and advised that it was an issue discussed at the Donors Meeting. In the current environment, MAs will likely see stress and trauma increasing due to the actions of the opposition, as was already evident the context of work on LGBTQI and abortion rights. Protection of staff, volunteers and organisations might mean operational changes are necessary.

The Director, MA Development & Impact advised that in response to attacks on clinics and providers there was a Provider Protection Scheme in place. It requires investment and also support from the Board to ensure legal, financial and operational protections are in place as well as secure data systems. There is a need to address data protection specifically for MAs' client-based record systems.

*The BoT **noted** the update on Safeguarding and Incident Management and **agreed** that more consideration be given to duty of care matters and people, operations and information protection given the rising influence of opposition groups.*

5. BOARD MATTERS AND GOVERNANCE (continued)

5.4 Board and Board Committees Performance Review

The Board had received a paper from the NGC which provided an update on the Board and Board Committees Performance Review, as detailed in paper no. [BoT/06.23/DOC/5.4](#). This item was presented by the Neish McLean, Chair of the NGC, who joined the meeting virtually.

The Chair of the NGC said that he had enjoyed working to support the Board and he was grateful for the collaboration from Board members.

It was noted that in the first week of April 2023, the NGC started the annual performance review of individual members of the Board of Trustees and Board Committees, for the period from April 2022 to March 2023. After completion of the self-assessments by Trustees and Committee members, the NGC had shared the self-assessments with the Board and Committee Chairs.

Regarding the performance review of Board members, it was noted that one Trustee had not been able to submit their form in time for the process but was able to submit their feedback. Although not all outgoing Trustees had submitted their forms, it was clear that there was an alignment of Trustees' evaluations and the Chair's evaluation.

In terms of individual Committees, the response rate from Committee members was not as high as the NGC would have wished. Committee members were encouraged to respond and the Chair of the NGC asked what steps could be taken to support greater feedback. This year the process was undertaken by an online survey tool and this seemed to be a better way of engaging.

It was explained to the Board that where there was alignment between the individual Committee member and the Committee Chair, it was not necessary for individual interviews to take place. But in situations where there was a discrepancy, the NGC was keen to create space for these individual conversations. Conversations had been held between the NGC Chair and the Board Chair, as well as between assigned NGC members and their Committee Chairs. This had worked well so far, but feedback was welcome.

The Board Chair confirmed that there was a welcomed symmetry in the responses from individual Board members and the Board Chair. However, the response rate from Committee members and Committee Chairs was concerning. The Chair emphasised the importance of the performance review process for mutual accountability and urged Trustees to be champions of this process and to encourage other Committee members to engage with the process.

The Chair acknowledged the huge workload of the NGC during its first term and thanked the Chair of the NGC for his exceptional leadership, and the Secretariat for their support.

*The BoT **noted** the outcomes of the performance review of members of the Board and Board Committees.*

5.5 **Capacity Building Areas for the Governing Bodies**

The Board had received a paper from the NGC proposing capacity building areas and their implementation for the BoT and Board Committees, as detailed in paper no. [BoT/06.23/DOC/5.5](#). This item was presented by the Chair of the NGC.

The Board was advised that the performance assessment process of the Board and Committees provides an opportunity for reflection on training and development needs. Coming out of the 2021-22 performance assessment period, the NGC was proposing three capacity-building areas for the Board and Board Committee members for 2023, namely Membership Standards, Financial Management and SRHR Policies.

It was also noted that online meetings now made up a large proportion of the way that IPPF governing boards communicate with each other. Therefore, the NGC was looking

at how it could support the Board in this, particularly in how to make these meetings more interactive and engaging.

During discussion, a Board member congratulated the NGC on this initiative of capacity building and added that it was also important to take this model as an example for MAs and their Boards to consider.

*The Board **noted** the capacity building areas proposed for the BoT and Board Committees, and suggestions for their implementation and **agreed** to consider how to move those forward, perhaps including through capacity building sessions in BoT meetings.*

8. 2022 ANNUAL PERFORMANCE REVIEW

The Board had received a report on the 2022 Annual Performance Review, as detailed in paper no. [BoT/06.23/DOC/8](#). This item was presented by Manuelle Hurwitz, Director, MA Development & Impact.

The Board was advised that the presentation would highlight some of the stories behind the data. The full Annual Report was available and on the IPPF website. Highlights from the presentation included the following:

- Outcome 1 - Champion Rights: there was a 24% increase in the number of successful policy interventions in 2022 compared to 2021. The majority of the advocacy wins were in the USA.
- Outcome 2 – Empower Communities: this showed a stagnating performance. In 2021, the MA of China made up 89% of the results and in 2022 it was 80%. Excluding China there was a 30% increase in the rest of the countries. In Togo, 1.5 million young people were reached with CSE. The Togo MA is a CSE Centre of Excellence and this is a key indication of achievement in addition to that of China.
- SRH Services, by type: this was stable, being at the same level as for 2021, but the number of services provided through IPPF facilities increased. The closure of the WISH programme explains the reduction in contraception and CYP. There was a decline in HIV and STI services of 8% but an 11% increase in abortion-related services, of which 69% were delivered through medical abortion (compared to 60% in 2021). Medical abortion is increasing over time. Looking at the programme by the anonymous donor in 2022, 29,000 abortion services were provided. The top service provider was the MA of Nigeria followed by Sudan. Nearly half of IPPF services are provided by the Africa Region.
- CYP Method Mix: there was a decrease compared to 2021 of 9% attributed by two MAs and other MAs supported by the WISH programme. But there were increases too in some MAs. The top three were the MAs of Nigeria, Colombia and Sudan. Long-acting and reversible contraception makes up 63% of CYP.
- Serving the poor and vulnerable: in 2022, 71 million clients were served. Of these, 62 million were marginalised and poor and 28 million were under the age of 25. There was a significant increase in people reaching emergency settings in 2022 compared to 2021. The top three abortion service providers were the MAs of Nigeria, USA and Colombia.

- Other Key Results in 2022: Client-Centred Clinical Guidelines were developed and published; there were humanitarian responses in 42 countries including Ukraine, Pakistan, and India; the new Medical Abortion Commodities Database was launched, and it had been used by nearly 100,000 people.
- Trends by Service Category 2015-2022: there was a clear dip 2020 which was the Covid factor, but a fast and significant recovery in 2021. There were some decreases due to reduced restricted programmes 2021/22.

The APR results for 2022 confirm assumptions underpinning IPPF's new Strategy, namely the benefits of focusing on where services are provided and who is being reached, rather than focusing on numbers. Further analysis would be done and the lessons learned would continue to inform implementation of the new Strategy.

During discussion, a Board member commented that the data showed that the number of services provided seemed to be based on MA ability rather than on need. Whilst it is good that Togo can provide a high rate of CSE, it is a small country. The question is how to get the services where they are most needed. In response, the Director MA Development & Impact advised that needs are not necessarily highest in the largest countries. The result in Togo is significant because IPPF is the main provider there and 30% of the total coverage of the country is by IPPF. Looking at similar countries there are similar impressive contributions. In Palestine, IPPF is the only provider, and this is something that we should be very proud of. The DG added that there was a need to be more deliberate in our focus and to challenge ourselves in countries where there is no provider. Another Board member commented on the MA of Togo and advised that whilst it is a small country, the MA has worked hard to develop CSE. The MA is a Centre of Excellence and shares its knowledge with other MAs in Africa. It has a multi-sector strategy.

The DG said that it would be helpful to have guidance from the Board on what is the right geographical "service footprint" for IPPF. A Board member said that they would not encourage a geographically defined target because geography does not drive need and she would prefer to see more attention on maternal mortality rates.

A Board member queried whether IPPF had set itself up to fail in some areas by setting far too ambitious targets. The Secretariat was asked how good these indicators are at capturing what we want. For instance, the USA was top in abortion care, and on the surface this would seem surprising. In response, the Board was told that under the new Strategy indicators would be more qualitative and more complex. It was further noted that under the previous strategy, there was an ambition to increase funding to reach a lot of people but the target was not achieved. In fact, funds raised by MAs had decreased.

The Board was also advised that MAs have their own costings policies. This is done well by some MAs but not so well by others. It needs to be based on the MA environment and their niche. Lots of MAs provide services free of charge, particularly contraception, and a lot of commodities are provided from UNFPA and governments. However, inflation has had a key impact. It does seem that people paying for services are paying more.

In answer to a question about obstetric care, the Board was told that there is an increasing interest in this from MAs because it is requested by communities. It is also

a source of income generation in many countries, so it is an opportunity to grow. There are different degrees of success. Sometimes it reaches a lot of people and other times it does not. It is a topic covered extensively in the Client Centred Guidelines.

The DG told the Board that it is hard to look at performance without looking at the financial base, which has gone down. The financial measures and performance measures are different. IPPF can show financial information for about 100 MAs but the performance of the Federation includes MAs and Collaborative Partners and the MA of the USA, whose finances are separate. The Secretariat probably needs to be better at presenting this, so these factors are more clearly set out. Having said that, maintaining the services at the level they are at is a great achievement as the finances have gone down.

It was noted that in the previous strategy the focus was on achieving big numbers. The new Strategy has a different perspective. IPPF is no longer trying to be the biggest provider of services in the world but is focusing on countries where IPPF is the main provider, trying to extend these services and trying to reach the most vulnerable.

*The Board **noted** the 2022 Annual Performance Review.*

9. REPORT FROM THE MEMBERSHIP COMMITTEE (MC)

The Board had received a report on Member Association Issues, as detailed in paper no. BoT/06.23/DOC/9. This item was presented by the Board Vice-Chair Ulukbek Batyrgaliev, who is the Membership Committee Chair.

Accreditation Review Outcome

The Board **noted** that the MC had reviewed the outcome of the accreditation review of the Tonga Family Health Association. Noting that there were Standards with which the MA of Tonga do not yet comply, and that the Association was taking steps to remedy this, the MA of Tonga could not currently be re-accredited and would remain an accredited member of IPPF, under accreditation Phase 2, with no change to its membership status.

Accreditation Review Follow-up

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

- *Tanzania – Uzazi na Malezi Bora Tanzania*
- *Slovak Republic – Spoločnosť pre plánované rodičovstvo*
- *China – China Family Planning Association*
- *Vietnam – Vietnam Family Planning Association*
- *Indonesia - Indonesian Planned Parenthood Association*
- *Nepal - Family Planning Association of Nepal*

Noting that there were Standards with which the aforementioned Member Associations do not yet comply and that they are taking steps to remedy this, they cannot currently be re-accredited. The respective Regional Offices should continue monitoring the implementation of the follow-up action plans within the period agreed. During that period, the Member Associations of **Tanzania, Slovak Republic, China, Vietnam, Indonesia and Nepal** will remain accredited members of IPPF, under accreditation Phase 2, with no change to their membership status.

Accreditation

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

- Cameroon National Association for Family Welfare
- Associação Moçambicana para Desenvolvimento da Família (Mozambique)
- Association Malienne pour la Protection et la Promotion de la Famille (Mali)
- Association Tchadienne pour le Bien-Etre Familial (Chad)
- Associação Guineense para o Bem Estar Familiar (Guinea-Bissau)
- Association Nigérienne pour le Bien-Etre Familial (Niger)
- Association pour le Bien-Etre Familial/Naissances Désirables (Democratic Republic of Congo)
- Belgische Federatie voor Seksuele en Reproductieve Gezondheid en Rechten / Fédération Belge pour la Santé et les Droits Sexuels et Reproductifs (Belgium)
- Societatea de Educatie Contraceptiva si Sexuala (Romania)
- Israel Family Planning Association
- Samoa Family Health Association
- Korea Population, Health and Welfare Association
- Vanuatu Family Health Association
- Kiribati Family Health Association

Update on Suspension: MA of Lithuania

The BoT noted that the Lithuanian MA underwent an accreditation review in November 2020 during the third accreditation phase. Non-compliance was noted with 16 accreditation Standards at the time of the review. The Regional Office (RO) had supported the Association in its efforts to achieve compliance, but by August 2022, four Standards remained outstanding, despite the extension granted to address these Standards. Following a recommendation by the RD and endorsement by the DG to suspend the Lithuanian MA's membership of IPPF, the MC and the Board of Trustees approved this recommendation during their meetings in October and November 2022 respectively. With no response to the initial suspension notification, a reminder was sent to the MA from the European Network RO which triggered a response from the Executive Director of the MA wanting to know what their available options were. The RO contacted the MA to inform them of the following three options:

1. Continued suspension. The recommendation to lift the suspension would only be made following the submission of a formal Board approved plan and budget, demonstrating how the MA would sustain itself without IPPF core funding, in order to be accredited. The plan must be submitted to IPPF no later than 31 August 2023.
2. Resignation from IPPF. The decision to resign must be made by the highest decision-making body of the Association. If this resignation was received, IPPF would provide a close-out grant.
3. Recommendation for expulsion: If the plan and budget of option 1 was not satisfactory, a recommendation from the RD, European Network Region, for Seimos Planavimo ir Seksualines Sveikatos Asociacija to be expelled from IPPF would be presented at the October 2023 MC meeting.

The Board of Trustees, upon the recommendation of the MC, **agreed** that the suspension of **Seimos Planavimo ir Seksualines Sveikatos Asociacija (MA of**

Lithuania) be continued until the next meeting of the MC, when the response from the MA would be considered.

Update on Suspension: MA of El Salvador

The BoT noted that the El Salvador MA, Asociación Demográfica Salvadoreña (ADS), underwent a phase 3 accreditation review in October 2018 and was accredited in May 2020. The MA had its IPPF membership suspended in March 2023 due to allegations of governance and management malpractices.

It was noted that the MC reviewed the update on the El Salvador MA, including the response from the MA in which they disputed the rationale for the suspension without providing any evidence or proof of actions taken. The RD, Americas & Caribbean Region responded to the MA clarifying the points they raised and the rationale that sustained the validity of the suspension. The MA was requested to submit the following:

- Evidence of duly approved new internal rules or new byelaws that remove the ambiguity in the interpretation of the retroactivity of article 22 of the Constitution limiting consecutive and cumulative terms in the byelaws currently in force or of any new byelaw amendments;
- Duly approved evidence that the current ADS Board of Directors has complied with the establishment of a new Board of Directors in accordance with the process stipulated in article 12 of the byelaws and respecting the requirements for inclusion of young people under 25 years of age as stipulated in article 22.
- The commissioned audit package documents as well as the terms of reference that guided the work of the audit firm.
- The governance code developed for review and suggested adjustments, if appropriate, by the Americas & Caribbean Regional Office.

*The Board of Trustees, upon the recommendation of the MC **agreed** that the suspension of **Asociación Demográfica Salvadoreña/Pro-Familia (MA of El Salvador)** be continued until the next meeting of the MC, when the response from the MA would be considered.*

Recommendation for Suspension: MA of Namibia

The BoT noted that the Namibia MA, Namibia Planned Parenthood Association, had been an IPPF member for many years and it began facing institutional and financial issues in 2016 following the cancellation of a programme funded by the USAID, worth US\$500,000 per year over five years. This was due to the reintroduction of the Global Gag Rule by the United States government. In March 2017, the Regional Office was made aware by a donor that its funding to the MA was suspended due to concerns about management of the grant. In June 2019, the MA was urged, once again by the Regional Office, to restructure, in order to be able to survive as an institution. The MA ignored this advice and the inadequate realignment of the MA's organizational structure to a level compatible with their financial capabilities plunged the organization into a deep financial crisis. As a result, since 2017, the MA had been running a significant deficit. Statutory reports had been submitted with significant delay also since this time.

The MA underwent an accreditation review in January 2022. Of the 25 non-compliances identified during the review, only four had been addressed to date. In 2022, IPPF funds channelled through the MA that were destined for a local community-based organization (CBO) were instead used to pay MA staff salaries.

In March 2023, after several meetings with the Regional Office, the MA submitted a roadmap with three alternative staffing structures with corresponding cost implications; desired structure; current structure; and critically desired structure. The three structures only considered the projections of salaries and administration costs; programmes/activity costs were not included. After a detailed analysis by the Regional Office, none of the three options were found to be viable and sustainable.

During discussion a Board member asked if the challenges being faced by this MA were due to poor administration. The Director, Governance & Accreditation advised that this had been an ongoing situation for a long time. The Regional Office had provided technical support for the MA but the situation had not improved. The Board Chair added that this report demonstrated how much work was undertaken by the Secretariat before the stage of suspension was reached.

*Based on the above rationale, the Board of Trustees, upon the recommendation of the MC, **agreed** that the **Namibia Planned Parenthood Association** be suspended from IPPF membership.*

Recommendation for Suspension: MA of Sierra Leone

It was noted that this report was subject to IPPF'S Confidentiality and Information Sharing Policy.

The BoT noted that the MC was recommending that the Planned Parenthood Association of Sierra Leone's IPPF membership be suspended, on the basis of poor governance and failure to respond and act appropriately in respect of allegations of sexual harassment within the Planned Parenthood Association of Sierra Leone. The investigation into the allegations was now complete and had concluded that the allegations were substantiated, as weighed on a balance of probabilities.

*The Board of Trustees, upon the recommendation of the MC, **agreed** that the **Planned Parenthood Association of Sierra Leone** be suspended from IPPF membership.*

During a general discussion on suspensions and expulsions, a Board member expressed concern that a worrying consequence was the significant number of people who might not be served and asked what alternatives there might be. The Director, Governance & Accreditation assured the Board that the Regional Offices were already searching for other organisations in these countries to be Collaborative Partners. IPPF would still have a presence in these countries but through a different organisation. The DG added that a healthy Federation needed a fast process to deal with MAs which are failing as well as a fast process of regeneration and bringing in new organisations and that an acceleration of these processes would be welcome.

Update on Expulsion

The BoT noted that the Djibouti MA had its IPPF membership suspended in June 2022 for failing to commit to undergo an accreditation review under the third accreditation phase. In March 2023 the BoT accepted the recommendation from the MC to begin the process to expel the Djibouti MA from IPPF, and for the MA to be given time to respond and show cause why the expulsion should not take place. The BoT noted the failure of the Djibouti MA to respond to the notification sent to them on 13 March 2023 regarding the recommendation that the MA be expelled from IPPF.

The Board of Trustees, upon the recommendation of the MC, **agreed** that the process to expel the **Association Djiboutienne pour l'Equilibre et la Promotion de la Famille (MA of Djibouti)** from IPPF membership be completed.

Application for Associate Membership

The BoT, on the recommendation of the MC, **approved** the application from **Respect Educate Nurture Empower Women (RENEW) (Bhutan)** for Associate Membership. It was noted that this organisation was a former Associate Member and was now a Collaborative Partner in Bhutan.

Update on Implementation of Accreditation Phase IV

The BoT noted that the MC had reviewed the report on implementation of Accreditation Phase IV and how the restructuring exercise of the Unified Secretariat earlier this year had disrupted accreditation review plans across the Regions. The restructuring process created vacancies that need to be filled and training would need to be provided to the newly recruited staff in order to proceed with implementing Accreditation Phase IV.

*Considering the impact of the Secretariat restructuring on the accreditation review plans, the Board of Trustees, on the recommendation of the MC **approved** the delay of six months to the official starting date of the implementation of Accreditation Phase IV, so that the cycle would be implemented from July 2023 – June 2027 to allow for vacancies to be filled and trainings to be conducted with the reviewers.*

During discussion a Board member noted that some MAs were still in Phase III of accreditation and asked if the move to Phase IV would create a backlog. The Director, Governance & Accreditation advised that this was not a new situation and those MAs currently being accredited under Phase III would then move into Phase IV. The two phases would run together for the next six months, by which time the seven MAs outstanding from Phase III should have reached compliance.

A Board member asked what the Secretariat's level of preparedness was to start accreditation reviews in the fourth phase. The Director, Governance & Accreditation responded that the Secretariat re-structure was the reason for the delay. Phase IV is very different to the previous phase and it is aligned to the new Strategy. The Secretariat had also undertaken a pilot for the new phase. The DG added that this cycle had gone from five years to four years and therefore the Secretariat was having to review more MAs each year. But the delay in starting Phase IV would ensure that the Secretariat would be able to undertake accreditation of all its MAs during the next four years.

10. BRANDING AND CHARTER UPDATES

The Board had received a document providing an update on the Identity Initiative (Charter and Rebrand) process, as detailed in paper no. BoT/06.23/DOC/10. This item was presented by Mina Barling, Director, External Relations.

The Board was updated on the development of the IPPF Charter of Values and Global Rebrand. The Board noted that consultations had started with a meeting of the Charter Guiding Group and Rebrand Committee, and a recent consultation with the Planned Parenthood Association of Thailand. Dialogue with MAs and the Secretariat staff was continuing. This was a strong consensus around key values, such as transparency, love/compassion, diversity/inclusion, bravery, passion, empathy, flexibility, adaptability, partnership and accountability emerging across many consultations. An external agency, IDEO, had been contracted to work with MAs on the global rebrand and a youth engagement plan had been developed and would be launched in the coming months.

The Board **noted** and welcomed the progress to date.

Discussion then focused on the contexts where threats to SRHR for all were escalating. The BoT **agreed** that IPPF would further develop and invest in its response to threats to SRHR under the following time horizons:

1. **To guarantee immediate action when needed for people at imminent risk:** Assess action required to step-up protection of individual staff, volunteers, partners, and services directly targeted for the SRHR work they do. Develop scenarios and contingencies, and escalation of action protocols, to ensure IPPF fulfils its duties of care to those serving on the frontlines.
2. **To take effective action to counter threats over the midterm, a campaign to step-up push-back action:** With an emphasis on coalition building with others in the SRHR sector and beyond, and consolidating lessons from work already underway, design a focused, influencing campaign for implementation over the next 24 months at a minimum, that will enable a marked step-up in push-back against opposition to SRHR at national and global levels.
3. **To strengthen countering of threats over the longer term, scan the horizon to assess opportunities for more effective prevention:** To help IPPF take effective action to counter regressive trends and developments in the longer term, undertake a forward-looking scan globally of IPPF and SRHR operating contexts, “markets” and/or settings. Identify and analyse those at risk of escalated targeting by regressive forces, and/ or which are vulnerable to regressive developments over the coming five years and beyond. Analyse likely escalation and de-escalation pivot-points and consider related mitigation possibilities. Develop tools as appropriate, e.g. modules to be added to IPPF’s Risk Register, to help build up and effectively monitor threat profiles for IPPF operating contexts, “markets” and/or settings including risks to people, financial sustainability, reputation, property, assets, and operations.

11. **FINANCE UPDATES, 2023 REPORT AND ACCOUNTS**

The Board had received the report from the Finance, Audit and Risk Committee (C-FAR) under paper nos. BoT/06.23/DOC/11, 11a-11f, which included the Financial Report 2022, Audit Finding Report, Going Concern Note, Budget Revision 2023, Strategic Risk Register and the Secretariat Revised Business Plan 2023. This item was presented by Liz Schaffer, C-FAR Chair, who was joining the meeting virtually.

The Board was advised that C-FAR had met twice since the previous Board meeting. It had taken note of the following: first quarter 2023 income and expenditure and other balance sheet changes; progress in strengthening systems in finance and technology; management reports in internal audit and safeguarding and incident. The Committee had agreed to meet face-to-face once a year and was working out its own transition, in line with the Board and other Committee transition. C-FAR was bringing to the Board for approval the following: Going Concern Note; draft Financial Report 2022; revised Plan and Budget 2023; and the Strategic Risk Register 2023-24.

The Board was shown details of income and expenditure 2022 compared to 2021. It was noted that in 2022 there was an unrestricted net income of US\$5.14 million, compared to US\$15.33 million in 2021. In 2022, there was a deficit in restricted net income. However, it was explained that restricted funds are not always received and spent in the same year, and this accounted for the deficit in 2022.

The Board reviewed the fund balances in 2022 compared to 2021. Although the General Fund showed a decrease in 2022 compared to 2021, it was noted that it was still within the agreed range. Designated funds in 2022 were very slightly higher than in 2021. Restricted funds were down in 2022 compared to 2021, but this was because funds had been raised in previous periods.

It was noted that the revised Secretariat Plan and Budget 2023 included higher income, lower expenses, and a lower allocation to the Secretariat than the approved budget. An operating surplus was anticipated. The likely impact on 31 December 2023 on the fund balance across all sources would remain positive. The major changes made to the revised Secretariat Plan and Budget were:

- Incorporated costs of realigned structure, transition support and redundancies, added new projects, aligned indicators to the new Strategy, identified high-level risks that could inhibit implementation.
- Additional activities including travel, costing of regional meetings and work on anti-racism.
- Requested allocation (from General Reserves) for training and induction of staff in the realigned structure and set up of the new Regional Office for ACRO in Mexico.

The DG added that the closure of the external evaluation took place during the staff realignment process, and despite this it happened on time and in a smooth way. The Finance team was going through a huge transition, and he thanked them and others in the Secretariat for their work during the audit process. The Chair added her thanks to the Finance team and thanked the Chair of C-FAR for her stewardship.

During discussion a Board member reiterated the concern about MAs' dependency on government funding, especially in the changing political world, and the importance of the Federation diversifying its sources of income. The Chair, C-FAR agreed with these concerns but added that Foundations do support IPPF and they are not subject to the political environment in the same way.

In answer to a question about the costs of operations, particularly in the light of current inflation rates, as well as the changing ways in which office space is used, the DG responded that the Secretariat took the mandate from the Board that the overall 2023 budget should be no higher than the approved ceiling and full annual costs should not be exceeded. This year the number of staff posts is slightly lower than last year and this would free up more money for activities and visits to MAs. This would be the basis for the 2024 budget plus inflation. With regard to the changing ways in which office space is used, the Director, Finance & Technology advised that this question would be addressed as more and more team members move out of the London office. This would also be discussed by C-FAR when it considers the 2024 budget process.

A Board member commented that the Risk Register showed that some risks are increasing and asked for further information on this. The Chair of C-FAR explained that this document was now more a tool for planning and learning, with an emphasis on mitigation of risk. The DG advised that this document was written several weeks ago, during the peak of the re-structuring. However, due to human resources support and due process being followed everywhere, this aspect was now considered to be a low risk. The Director, Finance & Technology added that the transition from the old structure to the new structure and handover of roles would require considerable operational work on the ground, so the risk on the operations side still remains.

A Board member asked if there was there a mechanism whereby discussions on specific risks, which are relevant to certain Committees, are transmitted to these Committees. The Director, Finance & Technology advised that each of the risks are assigned to a member of the Director's Leadership Team (DLT), and one DLT member is on each Committee. Committee Chairs should also have dialogues with their respective DLT member about risks in relation to the work of their Committee.

In response to a query regarding the Going Concern note, the Board was told that this is a measure of the Federation's sustainability over the next two years, which is a standard that auditors look for. The Director, Finance & Technology added that the auditors are content with IPPF's Going Concern status until the end of 2024.

A Board member asked whether the new model of three-year business plans was posing challenges for the MAs. The Director, Finance & Technology advised that the three-year planning and budget cycle was introduced in 2023/25. MAs were asked to provide more details for the 2023 budget than for 2024/25. The process went smoothly and the three-year plans came in quickly. The business plans would be created into dashboards. There is still an operational challenge on how to report back on these business plans, but the Secretariat wants to make it as simple as possible for the MAs.

*The BoT **noted** the report submitted by the C-FAR Chair and on recommendation of the C-FAR, **approved**:*

- a) *The strategic Risk Register 2023-24 with agreed changes.*
- b) *The abridged version of the Going Concern note 2023-24.*
- c) *The Annual Report and Accounts for the year ending 31 December 2022.*
- d) *Revised plan and budget for the year 2023.*
- e) *Designations of:*
 - i) *US\$ 200k for moving ACRO office from Colombia to Mexico.*
 - ii) *US\$ 500k for induction and training of staff.*
- f) *Closure of designated funds (subject to final adjustments in accounts, in case required):*
 - iii) *SEAP fund \$20.5k.*
 - iv) *2021 Stream 2 Sex og Politikk (Norway) \$95k.*

The Board expressed its deep appreciation to the C-FAR Chair, the Committee and the Finance team for their work.

12. ELECTION OF THE BOARD CHAIR

This item was chaired by the Vice-Chair, Ulukbek Batyrgaliev. The current Chair offered to leave the meeting for this item but Board members were content for her to remain.

The Vice-Chair confirmed that nominations had been received for just one candidate, Kate Gilmore, for the position of Chair of the Board of Trustees and the NGC was recommending that the Board approve Kate Gilmore as Board Chair for a second and final term.

During discussion Board members offered their support to Kate's nomination and thanked her for her vision and leadership.

The BoT **approved** the recommendation from the Nominations & Governance Committee to elect Kathryn (Kate) Gilmore as Board of Trustees' Chair for a second and final term, to end on 15 May 2026.

13. ANY OTHER BUSINESS

It was **noted** that this was the final Board meeting for two Trustees, Andreas Prager and Santiago Cosio, whose terms of office would be ending shortly. Board members thanked both Andreas and Santiago for their huge contributions to the Board. The Chair thanked Andreas and Santiago for their wisdom and for being smart and for elevating the richness of Board discussions. They were presented with gifts as tokens of appreciation and the Board wished them all the very best.

The DG added his thanks, that along with Donya Nasser, Andreas and Santiago had served on the previous Governing Council and played key roles in the governance reform without which IPPF would be much the weaker. They had been crucial in helping the organisation take its new road.

Close of meeting

In closing the meeting, the Chair thanked the Vice Chair and Trustees for their leadership, participation and contributions throughout the meeting. On behalf of the Board, the Chair thanked the DG and the DLT for their support and all those who had worked to prepare for a successful Donors Meeting and then immediately after a successful Board meeting too. Special mention was made of Sharon Tagoe, Caroline Dickinson for her minute taking, and other support staff - IT support, interpreters, and technicians: all were thanked for enabling the Board meeting to come together so well. All were wished safe travels home.