

Board of Trustees
23-24 November 2023

Refers to
agenda item 4.5

Agenda Item 4.5: POLICY AMENDMENTS

Summary:

To reduce conflicts of interest in transitions between governance and management roles, the 2020 Governance reforms introduced a two-year cooling off period into IPPF regulations for individuals shifting between these roles. While this principle was provided for Trustees, there are currently no specific guidelines in place for other governing body committee members. The question has arisen several times in the last two years, making it urgent to address the policy gap that exists for other governing body members. Hence, this paper outlines the rationale and the process that led to the proposed inclusion in IPPF policies 1.7; 1.9; 1.10; 1.11 and 1.12.

Action Required:

The Board of Trustees is requested **to approve** the insertion of cooling off periods as outlined below:

- a) A twelve-month cooling off period for current or former members of the Nominations and Governance Committee (NGC), who wish to transition into a Secretariat staff role. Likewise, the same twelve month cooling off period will apply to current or former employees seeking to serve on the NGC.
- b) A six-month cooling off period will be implemented for all other board committees (MC, C-FAR, C-SIP and RAT-C). This will be applicable to current or former members looking to become employees, and it will also be applied to current or former employees who wish to serve as board committee members.

For the full text of the proposed provisions outlined above, please refer to page 2 of this document.

Background

As a result of the 2020 IPPF Global Governance Reform, a set of measures were introduced to mitigate potential conflict of interest that may arise from transitions between governance and management roles. Towards this, specific provisions were established in IPPF regulations 4 (7) (c) & (d) for Board of Trustees (BoT) eligibility as follows:

- c. A retired or an ex-employee or an agent (a person who has authority to act on behalf of another. This includes employees, contractors, professional advisers, board members, etc.) of the Secretariat or of a Member Association shall only apply to become a Trustee following a cooling off period of two years from the end of their respective engagement.
- d. A former or a current Trustee shall only apply to become an employee of the Secretariat or of a Member Association following a cooling off period of two years from the end of their trusteeship.

The Federation has since then encountered similar practical situations involving governing body committees, primarily the NGC and Board Committees. In these instances, members of these governing bodies expressed interest in employee role, or employees were interested in a governing body position. This led to extensive consultations with key stakeholders to reach a fair way forward for every individual as well as for the organisation. A way forward was agreed based on an interpretation of the previously mentioned provisions, considering their extension to governing body committees, where similar clauses were not initially provided.

Given the recurring nature of these cases, it is essential to introduce similar provisions for those governing bodies by amending relevant policies. After consulting the same stakeholders, it is apparent that, due to the significant role played by the Nominations and Governance Committee, a cooling off period of at least 12 months should be considered. In the case of Board Committees (MC, C-SIP, C-FAR and RAT-C) and the fact that these committees Chairs are held by Trustees, the cooling off period could be reduced to six months.

Action required:

The Board of Trustees is required **to approve** the inclusion of the following two distinct provisions into respective policies under item 4 "Membership of the Committee":

a) into IPPF Policy 1.7 on the Nominations and Governance Committee Terms of Reference :

- 1) A retired or a former employee or an agent (a person who has authority to act on behalf of another. This includes employees, contractors, professional advisers, board members, etc.) of the Secretariat or of a Member Association shall only apply to become an NGC member following a cooling off period of 12 months from the end of their respective service.
- 2) A former or a current NGC member shall only apply to become an employee of the Secretariat or a Member Association following a cooling off period of twelve months from the end of their NGC membership.

b) into IPPF Policies 1.9, 1.10, 1.11, 1.12 on the different Board Committees Terms of Reference

- 1) A retired or a former employee or an agent (a person who has authority to act on behalf of another. This includes employees, contractors, professional advisers, board members, etc.) of the Secretariat or of a Member Association shall only apply to become a member of any Board committee following a cooling off period of six months from the end of their respective service.
- 2) A former or a current member of a board committee member shall only apply to become an employee of the Secretariat or of a Member Association following a cooling off period of six months from the end of their board committee membership.