

**Board of Trustees**  
**23-24 November 2023**

**RESOLUTIONS SHEET**

**THURSDAY 23<sup>rd</sup> November 2023**

<b>14:00</b>	<b>WELCOME REMARKS AND CHECK-IN OF TRUSTEES</b>
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- Tributes: It is a Federation tradition to start with tributes to remember staff and volunteers that have passed away since the previous meeting. We will do this in writing only (DOC 0.b)
- Matters arising. BoT will be updated on progress of items agreed at the June BoT meetings; in writing only. (Doc 0.c)

<b>14:10</b>	<b>1. PROCEDURAL ITEMS</b>
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**1.1 APOLOGIES FOR ABSENCES AND ACCEPTANCE OF PROXIES**

BoT notes that no apology was received.

**1.2 APPROVAL OF MINUTES**

BoT adopts the minutes of the BoT held virtually on 14<sup>th</sup> to 15<sup>th</sup> June 2023, [as amended] as a true and accurate record.

**1.3 ADOPTION OF AGENDA AND TIMETABLE**

BoT notes the item included under AoB : 11.1 Opening of IPPF Project Office in Lomé, Togo

BoT adopts the agenda and timetable for this meeting as amended.

<b>14:15</b>	<b>2. IPPF FOOTPRINT AND MA GOVERNANCE REFORM</b>
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BoT notes and recommends specific actions to the Secretariat as appropriate.

15:00	3. ACCOUNTABILITY
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### 3.1 CHAIR'S AND DG'S PROGRESS REPORT

BoT notes and/or approves any resolution that may arise from this session

### 3.2 LOCATION OF GOVERNANCE MEETINGS: June 2024 BoT & 2025 GA

BoT approves the following Board Meetings in 2024:

- a) Virtual Board meeting Thursday March 14 and Friday March 15
- b) Face to face Board meeting in London starting with dinner on Wednesday June 19th followed by meetings on Thursday June 20th and Friday June 21<sup>st</sup>

BoT approves to the holding of the 2025 General Assembly in ESEAOR (Indonesia MA) and the 2028 General Assembly in Africa by which time Kenya and South Africa CPs are expected to have become members.

15:30	BREAK
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15:45	4. BOARD 2024 PRIORITIES AND GOVERNANCE
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### 4.1 BOARD WORKPLAN

BoT amends [if required] its work plan up to the next GA (2025).

### 4.2 REVIEW OF GOVERNANCE CALENDAR

BoT notes the 2024 governance calendar.

### 4.3 UPDATE ON THE RECRUITMENT OF BOARD COMMITTEE MEMBERS

On recommendation of the Nominations and Governance Committee, the BoT appoints Rada Valchonova; Daren Katigbak and Karina Vartanova as IPPF Trustees pending successful referencing and background checks and confirmation by the General Assembly.

### 4.4 RE-APPOINTMENT FOR A SECOND AND FINAL TERMS OF SELECTED MEMBERS OF

#### MC, RATC AND C-SIP

The BoT approves re-appointment of the following committee members for a second and final term of office that will end on 31st October 2026:

- a) MC: Ann Hendrix-Jenkins; Jossy Delicia Dukere and Vinod Kapoor
- b) RATC: Nynke Van Den Broek and Christopher Kamau

c) C-SIP: Tarah Demant; Petra Bayr and Amelia Zawangone.

#### **4.5 POLICY AMENDMENTS:**

The BoT **approves** the inclusion of the following two distinct provisions in respective policies under item 4 “Membership of the Committee”:

##### ***a) 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) 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.

#### **4.6 MA COMMUNICATIONS**

The BoT **notes** the strengthened communication between board members and MAs is a strong point, **affirms** it as a critical role in assisting the Board to play its part in setting the tone for IPPF and **provides** feedback as appropriate .

16:20	<b>5. CSIP REPORT, SEX WORKER THEMED – STREAM 2 and a start on GENDER INCLUSION</b>
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- The BoT **approves** the adoption of the IPPF Sex Work Policy Implementation as the theme for Stream 2 funding 2024-2025, for up to USD2m.
- The BoT **supports** initiation of an IPPF policy on Gender, with a roadmap ready for approval at the next CSIP.

17:00	<b>6. STRATEGY IMPLEMENTATION UPDATE</b>
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BoT **notes** the update.

17:30	<b>7. CLOSE OF DAY ON</b>
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#### FRIDAY 24<sup>th</sup> November 2023

14:00	<b>WELCOME</b>
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14:10	<b>7. IPPF and its IDENTITY (R)EVOLUTION</b>
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The BoT **notes** the progress to date, and the linked strategic aims of the interrelated initiatives.

15:00	<b>8. MEMBERSHIP COMMITTEE REPORT</b>
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- The BoT **notes** items 1, 2 and 3 of the MC Report.
- The BoT, as per the recommendation of the MC, **approves** items 4, 5, 8 and 9 of the MC Report. [ A simple majority is sufficient]
- The BoT, as per the recommendation of the MC, **approves** items 6, 7.1, 7.2 and 7.3 of the MC Report. [ A minimum 2/3 majority is required]

15:30	BREAK
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15:45	9. FINANCE
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- 1) On the recommendation of the Finance, Audit and Risk Committee, the BoT **approves** the revised Indicative Planning Figure allocation for 2024 with the following broad changes:
  - a) Lower unrestricted core grant income by **(US\$ 3.703 Mn)** primarily due to reduced income from Sweden, Denmark and Canada adjusted by higher income from Ireland, Germany and Australia.
  - b) Higher likely interest income due to better short term cash management US\$ 900k and.
  - c) Lower budgetary expenditure due to reduction in the
    - i) the consortium grant from US\$ 2 Million to US\$ 1 million.
    - ii) Funds and centres from US\$ 1 million to US\$ 800k.
    - iii) Member Association/ Collaborative Partners Grants - Donor Support to APDA/ Japan MA from US\$ 400k to US\$ 300k
    - iv) Counter financing grant from US\$ 600k to zero, till more funding is made available.
  
- 2) On the recommendation of the Finance, Audit and Risk Committee, the BoT **approves** the
  - a) *updated risk register of the secretariat 2023-24.*
  - b) *updated treasury management policy.*
  - c) *the secretariat budget for 2024 along with the designation of the following funds:*
    - i) *Defined Benefit Pension Scheme US\$ 2.109 Mn.*
    - ii) *Global Consortium Grant 2023 US\$ 1.6 Mn*
    - iii) *Funds and centres underspend US\$ 0.05 Mn.*
    - iv) *Regional Forum allocation US\$ 1.25Mn.*

*The final budget approved is provided below – the above designation of funds (other than defined benefit pension scheme, which has already been included in the budget as presented below), will be additionally added to the numbers presented below:*

Income/Exp	Budget 2024			
	Restricted	Designated	Unrestricted	Total
<b>Income</b>				
Grant Income	18,847	-	55,919	74,766
Donation Income	-	-	3,600	3,600
Other Income	-	-	2,154	2,154
Overhead Recovery	-	-	3,769	3,769
<b>Total Income</b>	<b>18,847</b>	<b>-</b>	<b>65,442</b>	<b>84,289</b>
Secretariat Costs	11,008	7,105	23,127	41,240
Grants	24,173	1,859	40,923	66,955
<b>Total Exp</b>	<b>35,182</b>	<b>8,964</b>	<b>64,051</b>	<b>108,196</b>
<b>Net Op Income/ (Draw down)</b>	<b>(16,334)</b>	<b>(8,964)</b>	<b>1,391</b>	<b>(23,907)</b>
<b>Secretariat Cost %</b>				<b>35.34%</b>

<b>16:30</b>	<b>10. SAFEGUARDING AND INCIDENT MANAGEMENT</b>
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**10.1 Q3. Safeguarding and Incident Management Reports.**

The BoT **notes** the progress in this area.

**10.2 Independent Complaints Panel and Raising a Concern policies**

The BoT **approves** the amended policies 1.19 Raising and Concern and 1.23 Independent Complaints Committee Policy.

The BoT **notes** that the remaining six policies of the suite of eight safeguarding-related policies will be reviewed. If nomenclature or other amendments are required, these will be presented to the Board of Trustees for ratification.

<b>16:45</b>	<b>11. AoB</b>
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**11.1 Opening of IPPF Project Office in Lomé, Togo**

**The BoT approves** the opening of an IPPF Office in Lomé, Togo to host the USAID EXPANDPF programme for the duration of the project.

<b>17:00</b>	<b>CLOSE OF THE MEETING</b>
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