

IPPF BOARD OF TRUSTEES MEETING
Held in-person 20 & 21 June 2024, Marlow, United Kingdom
DRAFT MINUTES

Present: Trustees	In attendance:
Daren Paul Katigbak	Alvaro Bermejo, Director-General
Elizabeth Schaffer (item 9, virtual)	Eugenia Lopez Uribe, RD, Americas & Caribbean Region
Hayathe Ayeva	Fadoua Bakhadda, RD, Arab World Region
Isaac Adewole	Manuelle Hurwitz, Director, MA Development & Impact
Jon Lomoy	Marie-Evelyne Petrus-Barry, RD, Africa Region
Karina Vartanova	Micah Grzywnowicz, RD, European Network
Kate Gilmore (Chair)	Mina Barling, Director, External Relations Division
Patrick Mwebesa	Tomoko Fukuda, RD, ESEAOR & Interim RD SARO
Rada Valchanova	Varun Anand, Director, Finance & Technology Division
Rose-Marie Belle Antoine	Lucy Ferney, Director, People, Organisation & Culture
Sami Natsheh (virtual)	Achille Togbeto, Director, Governance & Accreditation
Ulukbek Batyrgaliev (Vice Chair)	Neish McLean, Chair, Nominations & Governance Committee
	Aileen McColgan, Honorary Legal Counsel (virtual)
	Faisal Shabbir, Staff Association Committee
	Eleanor Phelan, Minute Taker
Apologies for absence	Sessional attendees
	Casper Erichsen, Director, Strategy & Planning (item 2)
	James Newton, Performance Senior Advisor (item 3, virtual)
	Stefanie Wallach, Director, Performance, Learning & Impact (items 3 & 6.4, virtual)
	Marianne Niosi, Co-Lead Charter of Values Development, Renee Sewe, Communication Advisor, Yemurai Nyoni, Consultant, Charter Co-Lead (item 5, virtual)
	Vanessa Stanislas, Director of Safeguarding & Incident Management (item 11, virtual)

WELCOME, GETTING TO KNOW EACH OTHER AND BUILDING “TEAM BoT”

Kate Gilmore, Board Chair, welcomed everyone to the 2024 face-to-face meeting of IPPF’s Board of Trustees (BoT), held in Marlow, UK. She extended a special welcome to new Trustees: Daren Katigbak, Rada Valchonova and Karina Vartanova, and to Neish McLean, Nominations and Governance Committee.

An informal team-building session followed, during which attendees participated in an interactive exercise designed to get to know one another and build relationships.

As the meeting moved into formal session, the Board **noted** tributes in memory of staff and volunteers whose lives had passed since the last meeting. The Board paused for a minute's silence to remember and honour the lives of those no longer with us and to give gratitude for their contributions to the Federation's work.

1. PROCEDURAL ITEMS

1.1 Apologies for absence

Apologies for partial absence had been received from Sami Natsheh, who had not been granted a visa to enter the UK and would therefore join the meeting virtually. The Board expressed its deep regrets and frustration at the situation. It reiterated its full solidarity with Sami at this challenging time and its deep appreciation for his continued leadership. *The Board **agreed** to write to the FCDO, in consultation with Sami, to denounce the visa denial. It was **noted** that Sami Natsheh's proxy had been passed to the Vice Chair for any items when not in virtual attendance.* A tapestry of an olive tree, symbol of Palestine, was displayed in the meeting room to honour Sami's presence.

*The Board **noted** that apologies for absence had been received from Elizabeth Schaffer who would attend item 9 (finance) only and her proxy for all other items had been passed to the Chair. The Board **noted** that Honorary Legal Counsel, Aileen McColgan, would attend both days virtually.*

1.2 Approval of the Minutes of the previous meeting

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held virtually on 14 & 15 March 2024, as a true and accurate record.*

1.3 Update on Matters arising from the March meeting (in writing only)

*The Board **noted** the progress of items agreed at the March 2024 BoT meeting.*

1.4 Adoption of Agenda and Timetable

*The Board **adopted** the agenda and timetable for this meeting, **noting** the addition of agenda item 12.2, an update on the change in IPPF EN Board of Directors.*

2. IPPF FOOTPRINT

The Board had received paper BoT/06.24/DOC 2, "IPPF Footprint", which examined where, why, and with whom IPPF worked, and the associated risks. This item was introduced by Manuelle Hurwitz, Director, MA Development & Impact and presented by Casper Erichsen, Director, Strategy & Planning.

Building on previous discussions on the state of our world, the session focussed on how the Federation could adapt to meet future demands, aligning identity, strategy and footprint for continued relevance and impact in SRHR. Feedback from small group discussions on types of organisations, adverse contexts, and risk appetite was later shared in plenary.

Strategy 2028 aims to grow the Federation not only by increasing affiliate numbers but also by integrating new ideas, enhancing access, capacities and overall impact. IPPF is exploring ways to broaden its partnership basis beyond traditional SRHR NGOs to include a more diverse range of organisations, including community-based and grassroots groups led by LGBTQI+, sex workers, and youth.

Benefits of this broader approach were identified as increased agility, diversity, reach, innovation and closer connection to communities served. However, challenges such as

compliance, stability, safeguarding, reputational risks and financial implications were acknowledged. The aim is to grow the Federation into a more inclusive and diverse family, capable of addressing SRHR needs effectively in a complex global landscape, while managing inherent risks and maintaining movement unity.

Various approaches were discussed regarding expanding IPPF's footprint. Some Board members advocated for leveraging the current affiliate model to grow impact but without changing the structure of the Federation. Encouraging existing MAs to collaborate with community-based organisations, networks and coalitions could extend IPPF's presence in regions with significant SRHR needs. This approach aimed to enhance impact through strategic partnerships while maintaining one MA per country.

Other Trustees suggested revising IPPF's current affiliate model to introduce further differentiation. This could involve creating additional or different categories to allow a wider range of organisations with diverse structures and capabilities to be accommodated, aiming for greater inclusivity and flexibility while upholding essential membership standards. Discussions emphasised the need to enhance diversity while maintaining sustainability including through securing donor confidence and effectively managing Secretariat resources. Further simplifying the accreditation process might be useful but without compromising such as clinical service standards. There was support for selectively integrating community-based organisations and growing their ability to meet IPPF accreditation standards. Learning from relevant mechanisms used by other organisations like IFRC could provide valuable insights. A clear direction was emphasised, acknowledging that any revisions would require careful planning for transitioning to new tiers or categories within IPPF.

Challenges in expanding IPPF's presence in adverse contexts, such as in Russia, Iran, and Iraq, were also discussed, acknowledging the high risks associated with advocating for human rights and inclusivity in such contexts, and the impact of government restrictions on organisations' abilities to meet IPPF's criteria. Tailored, context-specific strategies were deemed essential. Suggestions included providing non-financial assistance, collaborating with exiled communities and supporting diaspora initiatives to uphold IPPF's mission in these adverse environments.

The Chair reflected on transitioning from a Federation to a social movement, strengthening compliance to safeguard those served, while creatively redefining IPPF notions of "belonging". The aim of the Strategy is to attract allies and partners, making IPPF more accessible and effective also across borders, reflecting the realities of humanitarian crises and SRHR needs beyond national responses alone. By effectively communicating statistics and amplifying voices, particularly on issues such as abortion which despite claims to the contrary has significant global support, IPPF can position itself as a beacon for SRHR.

The Board underscored the importance of the work being done to clarify IPPF's identity and help effectively communicate it to diverse audiences. The ongoing efforts on the IPPF Charter and Brand Identity were highlighted as pivotal to also attracting organisations aligned with IPPF's core values. Board members noted the reciprocal nature of membership, considering what are the incentives for groups already engaged in other networks such as LGBTQI+ and sex worker groups to partner with/join IPPF.

The Chair thanked the Director, MA Development & Impact for facilitating the rich discussion and the Director, Strategy & Planning for the excellent presentation.

The BoT **noted** the “IPPF Footprint” paper. It was further **noted** that broader consultation and reflection would be required, with various models and scenarios developed to support ongoing discussions. While some actions could be taken immediately, others needed further review and engagement with MAs, and perhaps decisions too by the General Assembly. The MC will also engage with this topic.

3. 2023 ANNUAL PERFORMANCE REVIEW

The Board had received paper BoT/06.24/DOC 3, which was introduced by Manuelle Hurwitz, Director, MA Development & Impact Division and presented by Stefanie Wallach, Director, Performance, Learning & Impact. This item was attended virtually by James Newton, Performance Senior Advisor, and chaired by the Vice Chair.

2023 marked the first year of implementing Strategy 2028 and its new performance indicators. MAs had been supported extensively to align their business plans with the new strategy and integrate changes to measurement and reporting systems. Despite facing global and national opposition to SRHR, funding challenges, and humanitarian emergencies, MAs had continued to perform well. Reporting on new indicators offered deeper insights into both challenges and achievements.

A Board member questioned the variability in data interpretation and the different denominators in the review. The Director, MA Development & Impact Division explained that the results framework had taken into account the diverse capacities of MAs, which made uniform reporting across all indicators unfeasible. Some indicators were mandatory, while others were optional based on capacity, with support for MAs to improve reporting systems over time. The DG emphasised the need for more segmentation in reporting and the importance of being aware of bias. Client Management Information Systems (CMIS) were highlighted as crucial for detailed client-level data collection, with both electronic and non-electronically options available. Comprehensive data guidelines had been rolled out to all MAs, with refresher training planned to strengthen reporting.

A Board member highlighted the importance of using data to develop strategy and improve performance, for example, a strategic focus on youth in Africa where 60% of the population was under 25. The RD, Africa Region responded that efforts were ongoing, supported by new roles like Youth Networkers, Community Engagement Lead and Global CSE Lead. Another Board member commended MAs for their vital work, often as the sole or main service providers in challenging national settings, recognising their remarkable efforts and noting this as a point of pride for the Federation.

A Board member commented on LGBTQI+ lacking visibility in the data. The Director, MA Development & Impact Division explained that further analysis was needed to identify client demographics more precisely. The goal was to enhance the data collection capabilities of MAs while ensuring confidentiality and safety. A Vulnerability Assessment had been introduced for qualitative data collection.

A Board member enquired about service delivery declines in Nigeria, India, and Ethiopia. The Director, MA Development & Impact Division explained these were attributed to reasons such as the end of specific programs and difficulties in accessing supplies. The importance of strong engagement with large procurers like UNFPA was emphasised to address supply issues and the DG called for a coordinated response across agencies, with IPPF to play a key role. Conversely, the increases in client numbers seen in some MAs were attributed to new programmes, funding, and dynamic leadership. The DG noted that while overall numbers were similar to 2022, there had

been a significant increase in reaching vulnerable and marginalised populations, especially in humanitarian crises. The Director, Performance, Learning & Impact added that variances of +/-10% in the figures reported by MAs led to detailed follow-ups to understand the reasons behind these changes.

Financial sustainability was another key topic, with the DG highlighting increased efforts made by the Secretariat to support MAs in diversifying their funding sources. The new Chief Commercial Officer position aims to help large service providers become commercially sustainable. The three-year business planning model was noted for its impact on sustainability, helping focus MAs on long-term funding sources.

The Chair noted the potential impact of governance issues facing the MA in Pakistan, which had led to a suspension of funds. The DG noted that, as IPPF's largest grantee and a major service provider, a decline in the Pakistan MA's service numbers for 2024 was expected. The Regional Office has been working closely with the MA to address the significant challenges, with a review planned for August to determine future funding.

The Chair noted the increase in self-care services and enquired about their strategic positioning. The Director, MA Development & Impact Division explained that the APR figures primarily related to abortion self-care and strategies that leveraged MA capacity, offering people-centred care tailored to different contexts. Partnerships with larger online self-care providers allowed MAs to guide clients to online resources and serve as referral points for further clinic access. IPPF's hybrid approach aimed to increase client choice and maximise impact. The DG added that a stream 2 grant to the consortium led by Colombia, had contributed to the increase in self-care medical abortion figures and abortion services overall.

The Vice Chair stressed the critical importance of the safety of service providers, recognising the pushback faced by individuals such as midwives and educators, who were often targeted with violence, threats, and intimidation.

The Board noted the impressive data collection efforts and commended the Secretariat and MAs for their dedication. The Vice Chair thanked the Director, MA Development & Impact Division and the Director, Performance, Learning & Impact for their excellent presentation.

*The Board **noted** the 2023 Annual Performance Review (APR) report and that the link to the APR's full results would be shared with Trustees.*

4. OUR NEW STRATEGY – EARLY TRANSFORMATION AND IMPACT

The DG introduced updates that highlight the early impact of the new strategy, especially in reaching populations excluded by other services. The reports honoured the Federation's work in challenging humanitarian settings and highlighted areas where the strategy prompted bolder and more disruptive actions. Video footage illustrated the strategy's impact, including the work of the Centre of Excellence for eliminating Female Genital Mutilation in Mauritania and the Women Who Use Drugs Network in South Asia.

Sami Natsheh, Chair of the Palestinian Family Planning and Protection Association (PFPPA) and IPPF Trustee gave a presentation on the severe challenges faced by PFPPA since 7 October 2023 in both Gaza and the West Bank due to the ongoing conflict and humanitarian crisis. PFPPA had experienced fatalities among its staff, destruction of its service delivery points in Gaza, attempts to halt services, and increased funding difficulties. Despite the collapse of health facilities, continuous

bombardment, and lack of supplies, PFPPA had continued to provide essential SRHS services and supplies, including contraceptives, dignity kits, MHPSS kits, and first aid courses. PFPPA has adapted by shifting to remote services, operating in shelters, and requesting supplies from local donors.

The team, originally consisting of 40 members, now operates with 12 young volunteers who receive online training and counselling from Egypt and London. Sami highlighted the psychological toll on the team and stressed the importance of perseverance and resilience in continuing their vital services amid reduced funding and dire circumstances. He concluded by stressing the importance of IPPF's firm humanitarian stand and thanking the Chair and DG for their support. The Board expressed deep appreciation for Sami's moving presentation and honoured his continued courage, commitment and leadership. The Board reiterated its unwavering solidarity with Sami and PFPPA colleagues at this most challenging time.

The DG noted a grant had been provided to Open Doors Israel to offer psychological support to victims of the attacks. The RD, European Network, acknowledged challenges in communication and ongoing efforts with new leadership at the Israel MA.

The Chair noted challenges in public communications in such a context. The DG commended the efforts of the Director, External Relations Division and her team to maintain clear and factual communication and bring regional voices to the international stage amidst significant propaganda and misinformation.

Fadoua Bakhadda, RD, Arab World Region, presented on the Regional Office's response, highlighting the dedicated fund of \$300,000 for Lebanon, Jordan, Palestine, Yemen, and Egypt, with additional funding for Palestine. Significant media as well as psychological support had been provided, risk assessments conducted, and contingency plans developed. Future plans included research and a humanitarian simulation workshop for AWR MAs. The Chair expressed deep appreciation for the leadership of the RD, AWR, and her team in the face of multiple humanitarian crises.

The Chair celebrated the courage demonstrated in the shared examples and underscored the Federation's commitment to stand in solidarity with people in the toughest situations.

5. BRANDING AND CHARTER UPDATES

The Board had received paper 'Identity Initiative Update', no. [BoT/06.24/DOC 5](#). This item was introduced by Mina Barling, Director, External Relations Division, and presented by Marianne Niosi, Co-Lead, Charter of Values Development, Renee Sewe, Communication Advisor and Yemurai Nyoni, Consultant, Charter Co-Lead. This session was chaired by the Vice Chair.

After an initial internal-facing phase, the identity initiative team had turned its focus towards external experts and stakeholders. Insights gathered from select informants outside IPPF will help the Federation explore bold and future-facing directions for both the Charter of Values and Rebrand. To align with this outward-facing phase, the memberships of the Charter of Values Guiding Group and Rebrand Committee have been refreshed. The names of the new members were shared with the Board, noting that the refreshed committees are composed of 50% external members and are diverse in terms of gender, youth, and geographical representation.

The Vice Chair enquired about updates from the consultations held at regional meetings last year. Co-Lead, Charter of Values Development responded that an initial draft had been produced with input from these consultations, and the team planned in the coming months to present information, seek feedback and project future directions.

A Board member commended the team on their involvement of youth in the consultation process, expressing appreciation for creating opportunities for youth to contribute to discussions about the values they considered important. The Vice Chair thanked the Director, External Relations Division and her team for the update and their leadership in this important work.

*The Board **noted** the new members of the Charter of Values Guiding Group and Rebrand Committee, and the revised Work Plan of the Identity Initiative up to GA 2025.*

6. ACCOUNTABILITY

6.1 Chair's and DG Progress Report

The Board had received paper BoT/06.24/DOC 6.1: Chair's and DG Progress Report. *The Board **noted** the Chair's and DG progress report.*

6.2 Trustee Reports

Trustees who had attended Regional Forums shared their experiences and lessons learned with the Board. Rose-Marie Belle Antoine and Hayathe Ayevea had attended the Africa Regional Forum in Nairobi in June 2024, and Patrick Mwebesa had attended the Arab World Regional Forum in Tunisia in October 2023.

The forums had been well-received, with participation from leaders of many MAs and a strong youth contingent and had helped to strengthen communication and understanding between Board members and MAs.

Discussions covered the state of the world, humanitarian crises, and youth concerns. Presentations on IPPF's restructuring, accreditation, charter and rebranding helped MAs understand significant strategic and governance changes. The GA 2025 was a key theme, with MAs keen to contribute to its planning. The importance of overcoming logistical challenges such as visas, translation, and expense reimbursement was noted. The Forums also conveyed a strong commitment to moving forward, with renewed energy and understanding of the support IPPF provided and could offer in the future. The Forums concluded on a positive note.

A Board member asked about decision making at Regional Forums. The Director, Governance & Accreditation clarified that these were not governing bodies but learning platforms fostering solidarity between MAs, taking place every 18 months between GAs. Trustees attended to gather feedback, answer questions, and listen for potential themes or issues that could also be addressed at the GA. The Chair noted that Trustees might sometimes be called upon at these Forums to help set the tone for IPPF. The RD, Africa Region shared an experience from the Regional Forum where the Uganda MA Chair had expressed anti-abortion views and later revealed support for the anti-LGBTQI+ law. Following discussions with the MA, the Africa Regional Office had submitted a Safe Report for further action. This example highlights key governance issues and the need for clarity of values within MAs and IPPF at large.

The RD, Africa Region reported that the Presidents of the MAs had requested a meeting regarding the Executive Board of the Executive Directors Association

(ACEMAAR), an advisory board from the pre-reform system that lacked governance status but still exerted influence. This issue would need to be addressed to avoid potential problems.

The Chair thanked Trustees for their reports, commending the practice of reporting back after attending events as representatives of the Board.

*The Board **noted** the verbal report from Trustees who had attended Regional Forums. It was **agreed** that to help MAs become more familiar with the Board, the Trustees greeting video, after some editing, could be shown at Regional Forums.*

- 6.3 **Implementation of 2022 BoT Resolutions on Youth Following General Assembly**
The Board had received paper BoT/06.24/DOC 6.3, which outlined progress in implementing the 2022 BoT resolutions on youth. This item was presented by Eugenia Lopez Uribe, RD, Americas & Caribbean Region, and chaired by the Vice Chair.

Despite progress being affected by the Secretariat's restructuring, foundations for more meaningful youth engagement had been established, with advancements achieved against key youth indicators. The DG highlighted that youth was the only area where a percentage of MA core funding was earmarked, indicating the priority it held within the Federation. Although significant progress had been made, feedback indicated that young people had not yet experienced the full impact. The Board reaffirmed its strong commitment to youth. The Chair emphasised the importance of preparing for the GA 2025 by developing mechanisms to support constructive conversations with youth and MA engagement in addressing these challenges.

The RD, ACRO updated the Board on the allocation of 20% of investment vouchers for youth-led activities, supporting six regional youth networks aimed at capacity building and amplifying youth voices regionally and internationally. The regions were at different stages of progress due to varied starting positions. An instruction document was being developed to ensure fund allocation aligned with youth needs and adhered to the resolution's mandate. The DG reminded the Board that youth networks were not registered entities in most places and required time to establish and grow.

The discussion highlighted complexities in ensuring 5% of core budgets were youth-decided. Recently appointed AoCs and Youth Networkers would provide increasing support, guidance and follow-up, and this emphasis could be integrated further into the next three-year cycle of MA business planning. Trustees were encouraged to express the Board's youth-related expectations during Regional Forums. The DG reminded the Board of the Federation's structure where MAs are independent organisations and he noted the challenge of managing and tracking expenditure to verify youth-led decisions within MAs, given their operational autonomy.

Showcasing best practices in youth involvement and leadership was seen as an important means by which to demonstrate feasibility and benefits, providing motivation and incentives to MAs. The RD, ACRO highlighted the need for a dynamic operational youth definition that aligned with different understandings of youth engagement. Strengths were noted in the quality, reach, and impact of youth-centred care and CSE. IPPF's unique inclusion of youth in governance was acknowledged, with a call for further support to amplify youth voices in traditionally non-youth-friendly spaces and greater youth engagement in decision-making and leadership. The Chair encouraged Board Committees to report on youth-related insights and reflect on how they could

further advance meaningful youth engagement. The Vice Chair thanked everyone for the passionate discussion.

*The Board **noted** the progress to date and **agreed** to include the Youth Resolution on the agenda of every BoT meeting leading up to the General Assembly 2025. It was **agreed** that the guidelines for MAs on youth engagement be circulated to the Board, particularly for the benefit of new Trustees. It was **agreed** that the Board Chair, in consultation with the DG, would write to MAs reminding them of the Youth Resolution and the importance of its implementation.*

6.4 **Secretariat Accountability Mechanism**

The Board had received paper BoT/06.24/DOC 6.4 on the Secretariat Accountability Mechanism (SAM), introduced by Manuelle Hurwitz, Director, MA Development & Impact Division, presented by Stefanie Wallach, Director, Performance, Learning & Impact, with the session chaired by the Vice Chair.

SAM is a new initiative to ensure accountability by gathering feedback from MAs on the Secretariat's implementation of Strategy 2028. Feedback is collected through surveys and focus group discussions across seven accountability areas and then integrated into a Management Response and Action Plan by the DLT, to be shared with MAs and the Secretariat for planning and alignment.

The Director, MA Development & Impact Division noted the importance of ongoing engagement with MAs and that SAM would be conducted every three years, in line with the Secretariat's business planning cycle. Recommendations from SAM will inform business planning and prioritise Secretariat actions to better support the Federation.

Global results showed MAs were most satisfied with the Secretariat's support in Efficiency & Communication, Governance & Strategic Leadership, and Safety & Inclusion, while the lowest scores were in Knowledge Exchange & Learning, and External Engagement & Strategic Partnerships. Regional reports have also been produced so Regional Offices can address regional variances in their planning.

A Board member suggested simplifying certain accountability areas, considering they might be too technical for MAs to assess. The Director, MA Development & Impact Division, responded that MAs had actively participated in identifying these accountability areas, which had then been consolidated into seven key areas. The Director emphasised that the selected areas reflected issues MAs felt strongly about, and no complaints had been received regarding the survey's categories or length. However, adjustments could be made in the future if necessary.

MA feedback indicated a lack of clarity about the new governance structure of IPPF following the restructuring. The Director, MA Development & Impact Division confirmed this would be addressed in the Management Response and noted the importance of communicating these changes more systematically with the MAs.

The Board commended SAM's design and thanked the Director, MA Development & Impact Division, the Director, Performance, Learning & Impact and regional teams for their contributions. The Chair highlighted SAM as an excellent example of progress under the new strategy, commending the Secretariat for developing a top-class accountability mechanism that could serve as an example for other NGOs.

The Board **noted** the process, high-level findings and next steps to finalise and disseminate the Secretariat Accountability Mechanism.

7. BOARD MATTERS AND GOVERNANCE

7.1 Review of the Board Work Plan

The Board had received paper BoT/06.24/DOC 7.1: Board Work Plan.
The Board **noted** the progress on the Board Work Plan.

7.2 Review of Governance Calendar

The Board had received paper BoT/06.24/DOC 7.2: Governance Calendar.
The Board **noted** the information on the Governance Calendar.

7.3 Rotation of Board Committee Members

The Board had received paper BoT/06.24/DOC 7.3: Rotation of Board Committee Members. Following the appointment of new Trustees and the retirement of existing ones, Board members were invited to fill vacancies in or refresh membership of Board Committees and Working Groups, including its working groups on Anti-Racism, Branding & Charter, and new working groups to guide DG Recruitment, and GA preparations.

The Chair underscored the importance of these bodies for the Board's work leading up to the GA and for providing leadership during this exceptional period of transitions in pivotal leadership roles. Trustees who agreed to join Board committee and working groups were encouraged to actively participate to ensure effective oversight. Trustees appreciated the transparent process for presenting vacancies and proposed allocations, and the Vice Chair thanked the Chair for her leadership.

*The Board **refreshed** the Anti-Racism working group (BoT PoA – AR) for a new term, with a suggested end date of the General Assembly 2025. The Chair and Vice Chair **agreed** to finalise the allocations, with Trustees also encouraged to volunteer over the next week before the final distribution is confirmed via email. For future reference, the schedule of upcoming vacancies was **noted** for Board Committees, Board members and Board office bearers through to May 2026.*

7.4 Board Evaluation

The Board had received paper BoT/06.24/DOC 7.4: Board & Board Committees' Performance Review, covering the period April 2023 – March 2024, presented by Neish McLean, Chair of the Nominations & Governance Committee.

The NGC Chair commended the Board's strong performance, noting that self-assessments closely matched the Board Chair's reviews, reflecting a healthy, balanced Board open to learning and engaging. Training needs were identified in finance, resource mobilisation, strategic planning, and team building. Training tailored to Trustees' responsibilities in the identified areas would be integrated into BoT meetings, especially in-person sessions, to avoid additional time demands. Transition planning was highlighted, noting upcoming recruitments for DG in 2025 and Chair in 2026.

Attendance and engagement were noted as areas for improvement. While in-person meetings strengthened collaboration, online meetings had seen more uneven participation, partly due to network disruptions and language challenges. The Performance Review timeline had been extended due to delays in completing the self-assessment survey, and Trustees were encouraged to better communicate in future if

they needed more time or support. The Chair urged Trustees to ensure that emails were responded to promptly and to notify the Chair, Vice Chair or Secretariat if they are not in a position to complete required tasks on time.

Transition interviews with three Trustees whose terms ended in March 2024 reported their experience on the Board as transformative and rewarding. The Board was praised for its transparency, inclusivity, and meaningful youth involvement. A re-assessment of the time commitment required from Trustees and clearer communication of this during recruitment were recommended. An alumni network was suggested to facilitate continued engagement with former Trustees.

The NGC Chair provided an update on Trustee recruitment, expressing appreciation to NGC members, the Director, Governance & Accreditation, the Secretariat, and interview panel participants. The shortlisting process required a composition analysis of specific criteria, balancing technical expertise with demographic considerations to ensure a well-balanced Board and planning for future rotations. Two new Trustees had been selected, with one vacancy remaining. The General Assembly would be approached for email confirmation once all three positions had been filled.

The NGC also keeps records of strong interviewees not selected due to specific composition needs at the time, maintaining relationships for future opportunities. The NGC Chair confirmed that skill sets and geographical areas were included in the application criteria. However, balancing requirements across all committees, rather than within individual ones, sometimes precluded declaring specific criteria in advance.

The DG reflected that while the implementation of composition requirements for committees had been a key milestone, introducing more flexibility in future may be beneficial to avoid excluding highly qualified individuals. He emphasised the importance of understanding the impact of these requirements, suggesting a potential reshaping could be considered for future improvement.

A Board member commended the positive relationship between the Board Chair and NGC Chair and their collaborative efforts in the recruitment process. Trustees joined the Chair in celebrating the NGC Chair's leadership, the NGC's performance, and the Director, Governance & Accreditation's support of the NGC, commending their outstanding efforts in renewing the Board.

*The Board **noted** the progress of the Performance Review. It was **agreed** that to improve communication a Whatsapp group, managed by the Secretariat, would be created to notify Trustees when an email required their response.*

7.5

Recruitment of IPPF's next Director-General – CONFIDENTIAL ITEM

The Board had received paper BoT/06.24/DOC 7.5: Recruitment of our next DG, presented by Lucy Ferney, Director, People, Organisation & Culture, who outlined the recruitment roadmap. The timeline aimed for a smooth transition with the possibility of an incoming DG attending the GA 2025. The importance of confidentiality throughout the process was underscored, and a communication strategy would be developed to guide messaging on the process.

The BoT was requested to establish a Steering Group to oversee the recruitment process, ensuring it ran on schedule, to cost and in accordance with IPPF governance requirements. The Chair thanked the Director, People, Organisation & Culture for her strong guidance in this most important work.

The Board **approved** the establishment of a Steering Group to oversee the recruitment process and **agreed** to include the recruitment of IPPF's next DG on the agenda of every BoT meeting leading up to the GA2025.

8. PREPARATIONS FOR THE 2025 GENERAL ASSEMBLY (GA)

The Board had received an update on preparations for the 2025 GA, paper BoT/06.24/DOC 8. This item was presented by Tomoko Fukuda, RD, ESEAOR & Interim RD SARO, and chaired by the Vice Chair. The discussion focussed on lessons learned from the 2022 GA in Columbia and aspirations for the 2025 GA in Indonesia.

A key focus was on integrating youth effectively into the GA. The Board stressed the importance of a blended and cohesive approach, ensuring that Youth Forums were linked in with main events and not isolated. A Board member suggested that youth Board members guide their peers during pre-GA meetings, serving as liaisons to ensure their concerns and interests were addressed. The DG emphasised the need for a clear vision of youth development within the Federation, advocating for stronger integration of youth within MAs rather than separate spaces and mechanisms.

Another significant topic was clarity of authority and responsibilities. The Chair emphasised the need for clear communication from the Secretariat on the roles and accountability of MAs and the Board to ensure effective meeting management. The DG highlighted the necessity of resolving voting procedures before the GA, with an effective mechanism to ensure the correct individuals within MAs cast votes, given that there were often more people in MAs than votes allocated.

Logistical concerns raised at Regional Forums, such as visas, were being addressed, with IPPF and the Indonesian Government providing full support through letters of invitation. The Chair and DG stressed the importance of attendees reading the papers beforehand and shifting perceptions of the GA as a casual gathering to a meeting focused on engaging in fundamental work together. Trustees were encouraged to reinforce this message in their interactions with MAs in the lead up to the GA.

The Board recognised the value of showcasing MAs and Centres of Excellence, drawing inspiration from the Regional Forum in Indonesia and the 'Wall of History' from the 2022 GA. They also emphasised the importance of creating space for appreciation, marking milestones and transitions, and celebrating leadership and humanitarian courage through awards and recognition processes. The DG thanked Trustees for their contributions, emphasising their ownership of the GA's success and the priority it took.

The Board **agreed** to establish a Sub-Committee for the organisation of the next 2025 GA, with a particular focus on integrating youth.

9. FINANCE UPDATES, 2023 REPORT AND ACCOUNTS

The Board had received the following papers: Q2 Forecast 2024, Auditors Finding Report, Going Concern Note, Proposed Financial Governance Oversight, Updated Risk Management Policy, C-FAR Chair Report, and the Annual Report & Financial Statements 2023. This item was presented by Elizabeth Schaffer, C-FAR Chair and Varun Anand, Director, Finance & Technology Division.

The Board reviewed the annual report and accounts for the year ending 31 December 2023. The C-FAR Chair noted a smooth audit process despite significant transitions in the finance team and changes in financial management. Minimal issues remained in

the management letter, and IPPF had been confirmed as a going concern until 31 December 2025.

The Director, Finance & Technology Division presented highlights from the audited numbers. The balance sheet showed that IPPF had ended the year with stronger general reserves, increasing from \$20.89 million to \$23.18 million, within the Board's remit of \$19-26 million. Designated and restricted reserves had decreased due to fund utilisation. Cash in hand had increased due to receiving income in advance at the end of the year, and currency re-evaluation. The Defined Benefit Pension Scheme liability had decreased slightly due to higher interest rates and better investment returns. Despite a challenging year, the Secretariat had continued to deliver, with only a marginal decline in overall income and expenditure.

Unrestricted core grants had seen a decrease due to lower contributions from Sweden, Denmark and Germany. However, IPPF had been able to maintain almost the same level of unrestricted grants to MAs, \$35 million in 2023 vs \$37 million in 2022 due to increased income from the individual giving programme and higher interest rates on short-term investments of reserves.

The Secretariat cost as a percentage of unrestricted core income decreased from 25% to 24% in 2023, remaining below the Board's 30% limit. The C-FAR Chair emphasised that this reduction, both in proportion and absolute USD terms, despite rising global costs, demonstrated a strong commitment to cost management. The Board Chair underscored the Secretariat's remarkable achievement in adhering to a stringent budget while managing such significant change. She commended the C-FAR Chair, the Director, Finance & Technology Division, C-FAR members and the DG for their extraordinary efforts.

The C-FAR Chair emphasised the importance of managing the Federation's vulnerability to currency fluctuations. The Director, Finance & Technology Division explained that IPPF receives funds from multiple donors in different currencies, which often devalue against the USD, impacting the budget. To mitigate this risk, IPPF undertakes forward contracting exercises at the beginning of each year to secure USD against incoming remittances from various governments. This strategy has been in place for the past three years to derisk the budget. However, challenges arise when donors delay their payments, sometimes resulting in fees for carrying over forward contracts. While the unrestricted core budget is fully derisked, allowing IPPF to guarantee the amounts allocated to MAs for the next year, there remains a risk for commitments beyond a year if donors reduce their funding.

In response to a question from the Board Chair, the Director, Finance & Technology Division reported that IPPF had been working closely with the Defined Benefit Pension Scheme's (DBPS) external Trustee and was nearing a point where financial liabilities could be eliminated. However, to transition the scheme to an insurance provider and remove future liabilities, IPPF needed to account for the remaining 60 members who were yet to retire. An evaluation of the scheme's true liability over the next three years has been requested for 2024, after which closure options could be discussed.

The C-FAR Chair highlighted the need for cost recovery as restricted funds increase. The Director, Finance & Technology Division noted that many donors now required accountability in forms such as timesheets. Data input has begun with timesheets and the plan was to use this for posting salaries in 2024. All direct and indirect costs are now allocated through the accounting system, which is a significant improvement. The

audit report of direct and indirect costs will be signed off imminently and the indirect cost recovery rate (NICRA) would be submitted to USAID.

The Vice Chair noted that the number of MAs with high dependency on IPPF core grants remained high, which posed risks for the SRHR movement in general. The DG acknowledged that large service delivery MAs, which were among the most dependent, were particularly vulnerable to funding fluctuations. To address this, IPPF has created a Commercial Unit to support MAs willing to change, offering not only technical assistance but also financial incentives to support transitions. Current capacity will allow for the support of five MAs per year and the focus will begin with the larger ones.

The Vice Chair enquired about potential financial implications of transitioning to a new DG, especially regarding donor commitments. The DG noted that while 2025 looked secure if donors fulfilled current contracts, uncertainty was present beyond that as many multi-year contracts would end. It would be crucial to negotiate new contracts before the end of 2025 and introduce the new DG to all donors. The DG acknowledged the support of the very strong resource mobilisation team. The C-FAR Chair emphasised IPPF's financial health, with reserves in place to withstand both external factors and internal transitions. The DG concurred, highlighting IPPF's proven agility in managing challenges such as the Swedish cuts and PWC Arab World audit.

The Director, Finance & Technology Division presented the C-FAR's recommended allocation of an additional \$984k in core funds as part of the Q2 forecast, which anticipated an additional year-end income of \$1.5 million due to increased grants and lower Secretariat costs. The C-FAR Chair appreciated how these allocations aligned with IPPF's priorities and direction.

The Board Chair commended the proposed delegation of additional financial oversight responsibilities to the C-FAR, appreciating their underscoring of the Board's accountability role while leveraging the C-FAR's expertise to operate with more agility in specific areas. The C-FAR Chair thanked the Director, Governance & Accreditation for his valuable contribution in developing proposal.

The Board Chair acknowledged the importance of the updated risk management policy and recommended that such key policies had a clearly stated renewal date.

Family Health Association of Korea, DPRK – CONFIDENTIAL ITEM

The C-FAR Chair informed the Board of recent remittance challenges concerning IPPF's MA in DPRK, and the actions underway to address them. The DG highlighted the significant scale and impact of the Family Health Association of Korea (FHAK), an IPPF MA since 1995, which had delivered 400,000 SRHR services to over 100,000 individuals last year, primarily women and girls from rural areas. Funding sources for FHAK included the DPRK government, IPPF and other INGOs.

The Director, Finance & Technology Division reported on legal steps taken in response to an investigation by the Office of the Financial Assets Control (OFAC) concerning a USD remittance from ESEAOR RO to FHAK. This had led to a temporary suspension of ESEAOR RO's bank accounts pending investigation. IPPF had engaged legal counsel in Kuala Lumpur, the USA and the UK, and voluntarily reported all USD remittances to FHAK over the past seven years to OFAC and the Office of the Financial Sanctions implementation (OFSI). Additionally, IPPF would submit information to the Charity Commission and provide interim support to the ESEAOR Regional Office to ensure ongoing operations.

The Chair reaffirmed support for FHAK, noting that IPPF would defend the case while ensuring compliance with legal requirements. She emphasised the importance of transparency with the Board and that further updates would be provided as the situation developed.

The Board Chair thanked the C-FAR Chair for her leadership, the Director, Finance & Technology Division for the excellent presentation, C-FAR members and the Secretariat for their diligent efforts.

The Board **noted** the C-FAR report and **approved** the following recommendations of the C-FAR:

- a. *Going concern note 2024-25.*
- b. *Annual report and accounts for the year ending 31st December 2023.*
- c. *Delegation of specific additional areas of financial oversight to the C-FAR, as outlined.*
- d. *Draft letter of representation.*
- e. *Additional allocation of core funds of US\$ 984k as part of Quarter 2 forecast by allocation of:*
 - i. *\$540K in core grants under stream 2 (regional opportunity grant),*
 - ii. *\$656K to the Kalavai partnership (requested by Netherlands to be earmarked),*
 - iii. *\$305K in other Secretariat costs to be offset by \$463k savings in staff costs.*
- f. *Updated risk management policy.*

The Chair **noted** minor suggested amendments to the Audit Report and agreed to share those with the Director, Finance & Technology for inclusion before final sign-off.

10. MEMBERSHIP COMMITTEE REPORT

The Board had received the Membership Committee report, paper BoT/06.24/DOC 10. This item was presented by Ulukbek Batyrgaliev, MC Chair (and Board Vice Chair).

Accreditation Review Outcome, Phase IV

The Board **noted** the MC had reviewed the outcomes of the accreditation reviews of the following MAs, under the fourth accreditation phase:

- **Lebanon** - Lebanese Association for Family Health
- **Malaysia** - Federation of Reproductive Health Associations, Malaysia
- **Papua New Guinea** - Papua New Guinea Family Health Association
- **Solomon Islands** - Solomon Islands Planned Parenthood Association
- **Albania** – Center for Population and Development
- **Bosnia & Herzegovina** – Institute for Population and Development
- **Denmark** - Sex & Samfund - The Danish Family Planning Association
- **Georgia** - Association HERA XXI
- **Latvia** - Papardes Zieds
- **Maldives** - Society for Health Education

Noting there were standards with which the above-listed MAs did not yet comply and were taking steps to remedy this, the MAs of **Lebanon, Malaysia, Solomon Islands, Albania, Bosnia & Herzegovina, Denmark, Georgia, Latvia** and **Maldives** could not currently be re-accredited and would remain accredited members of IPPF, under the

third accreditation phase, with no change to their membership status; and the MA of **Papua New Guinea** would remain an Associate Member of IPPF.

Accreditation Review Follow-Up, Phase IV

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

- **Philippines** - Family Planning Organization of the Philippines
- **Sweden** - Riksförbundet För Sexuell Upplysning

Noting there were standards with which the aforementioned MAs did not yet comply and were taking steps to remedy this, they could not 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 MAs of **Philippines** and **Sweden** would remain accredited members of IPPF, under the third accreditation phase, with no change to their membership status.

Name Change

The Board **noted** the name change of the **New Zealand** MA, from Family Planning New Zealand to Sexual Wellbeing Aotearoa, to better reflect its current services, vision and clients. The legal name remained Family Planning, but the organisation was trading as Sexual Wellbeing Aotearoa.

Update on Implementation of Accreditation Phase IV

The Board **noted** the update on global implementation of Accreditation Phase IV as of April 2024. The report included the schedule of reviews in each region and an analysis of the questionnaires submitted by MAs following their accreditation reviews.

Recruitment of New Affiliates in Countries Where IPPF Has Lost Members Since 2019

The Board **noted** the report which highlighted recruitment of new MAs in six countries and CPs in a further 16, where IPPF had lost 26 members since 2019.

Recommendation for Accreditation, Phase III

The Board, as per the recommendation of the MC, **approved** the re-accreditation of the **Planned Parenthood Association of Sierra Leone**, under the third accreditation phase, as a Full Member of the Federation. The Board **noted** that this accreditation concluded Accreditation Phase III.

The MC Chair welcomed the re-accreditation and commended the Sierra Leone MA on their swift response to the issues faced. The Africa Regional Office was thanked for their support of the MA to address challenges and move forward in a positive direction.

Recommendation for Accreditation, Phase IV

The Board, as per the recommendation of the MC, **approved** the re-accreditation of the **Bahrain Reproductive Health Association**, under the fourth accreditation phase, as a Full Member of the Federation.

The Chair acknowledged the significant achievement of maintaining an MA in Bahrain that met IPPF's accreditation standards despite a challenging and complex operating environment and expressed appreciation to the Arab World Regional Office for their support in navigating this politically challenging climate.

Update on Expulsion Recommendation

The Board, as per the recommendation of the MC, **approved** the expulsion of the **Namibia Planned Parenthood Association** from IPPF membership.

Applications for Associate Membership

The Board, as per the recommendation of the MC, **approved** the application for IPPF Associate Membership from the following organisations:

- **Promotion of Family Health Association** - Lao People's Democratic Republic
- **Brook** - United Kingdom
- **Reproductive Health Network Kenya** - Kenya

The Board Chair praised the extensive work of the MC Chair, MC members, the Director, Governance & Accreditation, and Regional Offices, acknowledging their systematic and detailed review process. Regional Directors were thanked for their guidance and support of MAs.

The MC Chair invited those interested in being Observers to contact the MC. The Board Chair emphasised the importance of transparency in all Board Committees and reminded Trustees that they were entitled to attend as Observers if they wished.

11. SAFEGUARDING AND INCIDENT MANAGEMENT

The Board had received the Q1 2024 Safeguarding & Incident Management report, paper BoT/06.24/DOC 11. This item was chaired by the Vice Chair and presented by Vanessa Stanislas, Director, Safeguarding & Incident Management, who provided highlights from the paper, including the launch of the MA Safeguarding Communities of Practice, a new initiative to foster peer-to-peer expertise building among MAs.

A Board member enquired about the average time taken to close a case. In response, it was clarified that six categories of cases were covered in the report, with varied durations. Although IPPF provided support, the responsibility for investigating rested with MAs as independent organisations (except in allegations of financial wrongdoing), leading to varied resolution times. Data on open case durations could be included in future reports, but averaging investigation times was challenging due to case diversity.

It was acknowledged that many MAs faced challenges in implementing safeguarding measures, primarily due to a lack of conceptual understanding and limited resources. Smaller MAs, in particular, had difficulty establishing the required accountability structures. IPPF provides substantial support to address these issues. A Board member emphasised the need for safeguarding training. The Director, Safeguarding & Incident Management highlighted ongoing training efforts and the exploration of online training options for MAs, Boards, and senior managers. Board level commitment to safeguarding is deemed crucial for its operational success in MAs. Additionally, safeguarding training for new Trustees and refresher training for existing BoT members is planned for Q4 2024.

A Board member enquired about handling of repeated issues within an MA, given the confidential nature of Safe Report. The Director, Safeguarding & Incident Management confirmed such cases were considered red flags and the Secretariat collaborated closely with the MA to address issues. In certain cases, this would result in escalation to the MC or BoT for the suspension of membership or even expulsion while the Secretariat consider suspension of funding in the first instance. The system is effective in identifying and addressing high-risk cases or recurring issues while respecting the independence of the MAs.

The Vice Chair thanked the Director, Safeguarding & Incident Management and her team for their excellent work.

*The Board **noted** the update on Safeguarding and Incident Management.*

12. ANY OTHER BUSINESS

12.1 Removal of White Ribbon Alliance from IPPF Affiliates List

The Board had received paper BoT/06.24/DOC 12.1, detailing the cessation of activities of White Ribbon Alliance (WRA), an International Collaborative Partner of IPPF. The Chair acknowledged WRA's valuable contributions and expressed hope their work would be continued by others.

*The Board **noted** the upcoming cessation of the activities of the White Ribbon Alliance (USA) and **allowed** the Secretariat to remove WRA from the Federation's List of IPPF Affiliates upon the cessation of their activities at the end of 2024.*

12.2 Update on Change in IPPF EN Board of Directors

The Board had received paper BoT/06.24/DOC 12.2, detailing the renewal of the IPPF EN Board of Directors. The Chair highlighted the significance of this legal entity for IPPF's ability to receive EU funds.

*The Board **noted** the update on the changes to IPPF EN Board of Directors. It was **agreed** the Chair would write on behalf of the BoT to thank the outgoing Directors for their service and to welcome the new Directors who had taken on this responsibility.*

CLOSE OF MEETING

In closing the meeting, the Chair expressed gratitude to Trustees for their leadership and participation, with particular recognition of the Vice Chair for their gracious and dignified handling of responsibilities. On behalf of the Board, the Chair thanked the Director-General, the DLT, and Committees for their exceptional work, acknowledging the extraordinary team effort. Presenters, especially Trustee Sami Natsheh, were recognised for their important contributions. Special thanks were given to Sharon Tagoe for her exceptional service to the Board, Faisal Shabbir for representing the Staff Association Committee, and Eleanor Phelan for minute taking. Appreciation was also extended to the interpreters, the IT team, and hotel staff for supporting the meeting to come together so well. All were wished safe travels home.