

IPPF BOARD OF TRUSTEES MEETING
Held virtually on 25 & 26 November 2024

DRAFT MINUTES

Present: Trustees	In attendance:
Ammar Al Salama	Aileen McColgan, Honorary Legal Counsel
Daren Paul Katigbak	Alvaro Bermejo, Director-General (Day 2 only)
Elizabeth Schaffer	Eugenia Lopez Uribe, RD, Americas & Caribbean Region
Hayathe Ayea (Day 2 only)	Fadoua Bakhadda, RD, Arab World Region
Isaac Adewole	Lucy Fernie, Director, People, Organisation & Culture
Jon Lomoy	Manuelle Hurwitz, Director, MA Development & Impact
Karina Vartanova	Marie-Evelyne Petrus-Barry, RD, Africa Region
Kate Gilmore (Chair)	Micah Grzywnowicz, RD, European Network
Mia Perdomo	Mina Barling, Director, External Relations Division
Patrick Mwebesa	Nitu Verma, Chief Commercial Officer
Rada Valchanova	Tomoko Fukuda, RD, ESEAOR & Interim RD SARO
Rathnamala Desai	Varun Anand, Director, Finance & Technology Division
Rose-Marie Belle Antoine	
Sami Natsheh (Day 1 only)	Achille Togbeto, Director, Governance & Accreditation
	Anurodh Saxena, Governance & Accreditation Advisor, SARO
Apologies for absence	Prisca Muthoni, Staff Association Committee (SAC)
Ulukbek Batyrgaliev (Vice Chair)	Eleanor Phelan, Minute Taker
	Sessional attendees
	Shivani Smith, Kundai Mtasa, Mandy Wedgwood & Chloe Smith of Perrett Laver attending as observers
	Casper Erichsen, Director, Strategy & Planning (2 & 7)
	Hani Rukh E Qamar, C-SIP Member (item 4)
	Marianne Niosi (Co-Lead Charter of Values Development), Renee Sewe (Communication Advisor), Yemurai Nyoni (Consultant, Charter Co-Lead) (item 8)
	Riva Eskinazi, Director, Donor Relations & Fundraising (item 10)
	Vanessa Stanislas, Director of Safeguarding & Incident Management (item 12)
	Victoria Sadler, Director, Risk (AOB)

WELCOME AND INTRODUCTIONS

Kate Gilmore, Board Chair, welcomed everyone to the meeting of IPPF's Board of Trustees (BoT). A special welcome was extended to new Trustees: Ammar Al Salama, Mia Perdomo and Rathnamala Desai, and to Anurodh Saxena, the new Governance & Accreditation Advisor, SARO. Trustees were invited to briefly introduce themselves.

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 were received from Ulukbek Batyrgaliev, Vice Chair, who was unable to attend due to illness and had designated Karina Vartanova as his proxy. Hayathe Ayeveva sent apologies for partial absence, due to a work emergency on the first day; her proxy was assigned to the Chair. Sami Natsheh extended apologies for partial absence, as he was unable to attend the second day. The DG sent apologies for absence on the first day due to illness but was present on the second.

*The Board **noted** the apologies for absence.*

1.2 Approval of the Minutes of the previous meeting

*The Board **adopted** the Minutes of the meeting of the Board of Trustees held in-person on 20 & 21 June 2024, as a true and accurate record.*

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

*The Board **noted** the progress of items agreed at the June BoT meeting and **requested** an update on whether a response had been received to IPPF's letter denouncing the FCDO's denial of a visa for Sami Natsheh to attend the June BoT meeting in the UK.*

1.4 Adoption of Agenda and Timetable

*The Board **adopted** the agenda and timetable for this meeting.*

2. IPPF FOOTPRINT UPDATE AND WAY FORWARD

The Board had received papers BoT/11.24/DOC 02 & 2a, on IPPF Footprint and Partnerships, introduced by Manuelle Hurwitz, Director, MA Development & Impact and presented by Casper Erichsen, Director, Strategy & Planning.

Building on discussions from the June BoT meeting, the Secretariat proposed a tiered affiliation model aimed at *loosening* the partnership framework to attract a broader "family" of movements and individuals while *tightening* the membership to maintain standards and compliance. The model consists of three levels: Members, Partners, and Movers and Mobilisers, the latter designed to engage movements, activists, enablers, and individual givers as active participants in IPPF's mission. The Board assessed the strategic alignment, viability, and depth of engagement of this new category.

Trustees highlighted potential benefits, including broadening engagement, fostering meaningful volunteer involvement, and empowering contributors by recognising their voluntary efforts and creating more pathways for active participation. Challenges were identified as including resource constraints, Secretariat capacity, duplication risks, and balancing expansion with IPPF's core mandate of supporting grant-receiving MAs. Trustees also emphasised the importance of strengthening MAs' understanding of their roles and influence while expanding the affiliate base. Additionally, questions were raised about relationship management, defining roles and responsibilities, and navigating tensions between activism and maintaining proximity to power structures while upholding core values, even at the cost of some funding.

While there was broad consensus on the potential of the model, it was agreed that further refinement is needed to address challenges and clarify implementation. The Chair underscored the importance of remaining bold, visionary and relevant in a rapidly changing global context, and thanked the Director, MA Development & Impact, the Director, Strategy & Planning, and Trustees for their participation in the rich discussion.

*The Board **noted** the Footprint update and **agreed** that further reflection and discussion would be necessary, including input from the MC. The Chair **recommended** C-SIP also engage on this topic, considering footprint as a question of means to impact. The DG **agreed** to return to the Board in March with a proposed pathway for discussions leading into the GA, including potential ideas for what could be addressed at the GA.*

3. ACCOUNTABILITY

3.1 Chair's and DG's Progress Report

The Board had received paper BoT/11.24/DOC 3.1, introduced by the Chair as a starting point for reflection as preparation for the Board and DG reports to the GA and to be built on throughout 2025. The report summarises ten “lanes” of change in organisational approach and providing a holistic review of the impact. With key leadership transitions ahead, it also seeks to capture the legacies of the DG, DLT, and Board, frame issues for discussion at the GA, and offer insights too for incoming leaders. The Chair thanked the DG for his excellent work on the report.

Additionally, the Chair highlighted the recent commissioning of a systematic evaluation of the governance reform's outcomes. This assessment will seek to measure the reform's success, identify areas for improvement - all to help inform future Board, NGC and GA discussions. Findings will be shared at upcoming meetings.

*The Board **noted** the Chair's and DG's progress report.*

3.2

Youth Update

The Board had received paper BoT/11.24/DOC 3.2, presented by Eugenia Lopez Uribe, RD, ACRO, outlining progress in implementing the 2022 BoT resolutions on youth. Key updates included raising awareness at Regional Forums to ensure 5% of budgets are youth-decided and 20% of investment vouchers support regional youth networks. A secure platform is being developed within the MA forum to connect youth volunteers, and youth-specific CSE materials are being produced. Collaboration with Global Affairs Canada is advancing youth communications and CSE initiatives.

The Board emphasised the need for effective youth integration into the GA. The RD, ACRO, noted that work is underway to support constructive conversations with youth at the GA, linking Youth Forums with main events to foster cohesive engagement. While progress was noted at recent Youth and Regional Forums, Trustees highlighted the need for further work to ensure meaningful participation and greater clarity on youth contributions, accountability, and responsibilities.

Trustees highlighted the need for strengthened monitoring mechanisms to assess the impact and consistent implementation of fund allocations across MAs. The RD, ACRO, noted that a guide for youth investment voucher utilisation is in development, which includes a reporting space and platform. Strategies are being explored to track youth engagement progress under Indicator 7 of Strategy 2028.

The Chair thanked the RD, ACRO, commending the progress and reaffirming the Board's strong commitment to youth.

*The Board **noted** advances in the implementation of the 2022 resolutions on youth and that it will receive updates at each of its meetings in 2025.*

4. C-SIP REPORT

The Board had received papers BoT/11.24/DOC 4, 4a & 4b: C-SIP Report, C-SIP Terms of Reference, and the paper on IPPF's response to US Foreign and Military Policy causing Reproductive Violence. This item was introduced by Sami Natsheh, C-SIP Chair, with a presentation from Hani Rukh E Qamar, a new youth C-SIP member.

Following a recent rotation in the Donor Advisory Group (DAG), the new DAG Chair had requested to receive critical briefings through the Director, External Relations, rather than serving as an observing member of C-SIP, as previously outlined in the C-SIP Terms of Reference. The C-SIP report recommended "People on the Move" as the Stream 2 theme for 2025, focusing on mobile populations moving along the migration corridors in western/northern Africa and Latin America/Caribbean.

Hani Rukh-E-Qamar presented the paper *IPPF and Countering the Expansion of US Foreign and Military Policy that Causes Reproductive Violence*, focusing on positioning IPPF with the incoming US administration. The Board emphasised the need for clear, impactful, strategic advocacy and impartiality in addressing global crises.

A Trustee highlighted the serious implications for MAs reliant on US funding. The Director, External Relations, assured the Board that funding scenarios under various election outcomes had been assessed earlier in the year. While 16 MAs will be affected, 80% of core funding comes from Europe.

The Chair thanked the C-SIP Chair and all C-SIP members for their extraordinary work on these critical items, noting the challenges involved and reaffirming the importance of upholding values despite potential costs.

*The Board **noted** the report and recommendations of C-SIP and **approved** the amendment to C-SIP's Terms of Reference.*

*The Board **approved** the Stream 2 theme "People on the Move" and **noted** the inclusion of USD2m for 2025 in the Business Plan.*

*The Board **reaffirmed** its October 2024 resolution refusing the Global Gag Rule and **noted** the implications following the US election. The Board **affirmed** the policy in paper BoT/11.24/DOC4b on what is now known to be the Trump administration.*

5. BOARD 2025 PRIORITIES AND GOVERNANCE

5.1 Board Work Plan

*The Board **noted** the progress on the Board Work Plan, paper BoT/11.24/DOC 5.1.*

5.2 Review of Governance Calendar

*The Board **noted** the updated Governance Calendar, paper BoT/11.24/DOC 5.2.*

5.3 Review and Adjustments to the Membership of MC, RAT-C, C-SIP and Board Working Groups

*The Board **noted** Trustees' agreed assignments across governing bodies, as summarised on paper BoT/11.24/DOC 5.3.*

MA Communications

- 5.4 Trustees shared reflections on their attendance at recent Regional and Youth Forums, highlighting the value of direct dialogue with MAs in strengthening communication and understanding. Written reports were acknowledged, and Trustees praised the Regional Directors for their strong preparation, inclusive organisation, and fostering a sense of belonging within the IPPF family.

The forums supported MAs in becoming more informed and effective, with governance and accreditation presentations proving particularly valuable, and youth participants keen to collaborate with the Board and GA. The diversity of MAs facilitated meaningful knowledge sharing, including strategies for addressing opposition, working in conflict-affected areas, and exploring social enterprise opportunities for sustainability. Interactive sessions fostered intergenerational connections and enriched participants' understanding of challenges across different local contexts.

Suggestions were made to include more hands-on activities with MAs beyond the forums. For the benefit of new Trustees, the Chair provided context for the Board's role, highlighting its mix of internal and external members. The Board's responsibility is to the Federation as a whole, not directly to MAs, focusing on IPPF's sustainability, strategic positioning and impact. While maintaining a strong interface with MAs is important, a strategic distance helps avoid politicisation and regional biases. The Chair thanked Trustees for their inspiring reports, commending the practice of reporting back after attending events as representatives of the Board.

*The Board **noted** the verbal reports from Trustees who had attended Regional Forums.*

Location of the June 2025 Board Meeting

- 5.5 *The Board **approved** the face-to-face Board meeting in London with dinner on 18 June, and meetings on 19 - 20 June 2025, as per paper BoT/11.24/DOC 5.5.*

GA Update

- 5.6 The Board had received paper BoT/11.24/DOC 5.6, presented by Tomoko Fukuda, RD, ESEAOR. *The Board **noted** the preparatory activities for the GA and that it will receive updates at each of its meetings in 2025.*

6. DG RECRUITMENT

The Board had received paper BoT/11.24/DOC 6, outlining the Terms of Reference for the Steering Group overseeing the recruitment of the next DG. The Chair introduced this item, confirming the appointment of Perrett Laver as the executive search firm after a competitive tender process. Representatives from Perrett Laver attended the meeting, with Partner Shivani Smith providing an overview of their approach, highlighting their expertise in working with mission-driven organisations, commitment to diversity, and a focus on global representation, inclusion, and best practices.

The Chair outlined key elements of the process as follows:

1. **Updating specifications:** The DG job description and person specification will be revised to reflect Strategy 2028 and aspirations for IPPF's future, informed by extensive stakeholder consultations with Trustees, staff, MAs, donors, and sector partners.

2. **Building a candidate pool:** A global search will prioritise diversity and representation, ensuring a broad and inclusive talent pool that reflects IPPF's commitment to equality and non-discrimination.
3. **Narrowing down:** Perrett Laver will conduct initial consultations and propose a long list for Board consideration. The Board will then narrow that down further to an initial shortlist.
4. **Selection:** After interviews, assessments, and references, a shortlist of one to three candidates will be presented to the Board, ideally in June 2025, for final selection. The appointed candidate will be announced and attend the GA as an observer.

Confidentiality and sensitivity throughout recruitment process were emphasised. The Chair underscored that the role, responsibilities and authority of the current DG remain unchanged until his contract ends in 2026 or he resigns. The Chair also clarified that timelines in the ToRs are indicative, with interviews expected after the March BoT meeting and revised schedules to be shared ASAP. Regular updates will come to the Board through the Steering Group, with substantial progress to be discussed at the March and June BoT meetings. The Chair recalled that the Board appoints the DG, with the Steering Group overseeing the process on the Board's behalf.

Trustee consultations about the recruitment were suggested to be held in small groups to enhance efficiency. The Chair also emphasised the importance of other stakeholder interviews for transparency and buy-in, noting that time has been allocated to accommodate those. Trust and confidence in the process are crucial also for ensuring stability during leadership transitions, while alternative methods for participation, such as surveys, are also under consideration.

In response to a query from a Trustee about targeting candidates from underrepresented regions, Perrett Laver underscored their extensive experience in engaging diverse candidates, particularly in the Global South. They emphasised their strong networks within underrepresented communities and their commitment to building an inclusive and representative talent pool. Additionally, Trustees will be invited to suggest potential candidates.

The Chair expressed gratitude to Perrett Laver for their progress and contributions during the onboarding process.

*The Board welcomed the appointment of Perrett Laver and **noted** the process as described and that it will receive updates at each of its meetings in 2025.*

7. STRATEGY UPDATE

The Board had received paper BoT/11.24/DOC 7, which provided an update on strategic alignment, 2023 results, and the approaching mid-point of the six-year strategy. Introduced by the Director, MA Development & Impact and presented by the Director, Strategy & Planning, the paper highlighted positive progress in achieving the strategy's commitments to reaching marginalised populations, asserting human rights, and upholding diversity, values, and integrity.

The 2023 results indicate that the Federation is navigating the transition effectively while sustaining delivery momentum. The 2024 Business Plan demonstrates increased MA strategic alignment, although challenges remain. Insights from the 2024 APR in May 2025 and commissioned research on strategic context and sector trends will help

evaluate progress and shifting dynamics. To remain effective in a changing world, the Federation must remain agile and adaptable.

With GA 2025 marking the strategic period's mid-point, this milestone presents a critical opportunity to review progress, identify areas for improvement, and build momentum for the second half of the strategy. The Board **agreed** on the importance of conducting a mid-term review (MTR) of the *Come Together* strategy and considered three MTR approaches proposed by the GA working group: "Failing Faster, Delivering Better," the Questionnaire Route, and the Formal MTR Route.

*The Board **endorsed** a "Delivering Better, Failing Faster" mid-term review, focussing on collective learning, integrating MAs' diverse experiences, and considering the external operating context. The MTR should leverage data already being collected under the strategy's results framework, identify successes alongside challenges, and enable meaningful adjustments to guide the strategy's implementation in its second half, with a formal review planned for Year 4.*

8. **BRANDING AND CHARTER**

The Board had received paper BoT/11.24/DOC 8, 'Identity Initiative Update', 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.

The presentation highlighted progress on the Charter of Values and the global rebrand to express these values. External consultations with diverse experts showed consistent themes, including the centrality of human rights, justice-based and decolonial frameworks, inclusion, and the need for a bold political voice on global issues. Experts underscored the importance of progressive values for long-term relevance, positioning IPPF as a champion for SRHR and justice. The brand should convey optimism, inclusivity, and clarity, avoiding jargon and reclaiming positive language.

The Charter of Values is undergoing refinement, with Draft 1 scheduled for focus group testing in early 2025. The Board will review the revised Charter and two branding directions at the March BoT meeting. The Chair thanked the Director, External Relations Division and her team for their leadership and inspiring work.

*The Board **noted** the progress, key milestones, findings of the external consultations, and strategic alignment of the interrelated initiatives. The Board **requested** that information on the Charter and related matters be circulated to Trustees ahead of the March BoT meeting to ensure sufficient time for reflection. The DG **agreed** to share the zero draft of the Charter of Values with new Trustees.*

*The Board **approved** a resolution on the Identity Project, defining success at the GA as follows:*

- 1. The GA approves the Charter of Values.*
- 2. If The GA provides guidance on translation of the Charter into a new brand and potential change of name.*

9. **MEMBERSHIP COMMITTEE REPORT**

The Board had received the Membership Committee report, paper BoT/11.24/DOC 9, presented by the Director, Governance & Accreditation.

Accreditation Review Outcome

The Board **noted** the MC had reviewed the accreditation review outcomes of the following MAs that underwent an accreditation review under accreditation phase IV:

- **Tuvalu** - Tuvalu Family Health Association
- **Mongolia** – Mongolian Family Welfare Association
- **Austria** - Österreichische Gesellschaft für Familienplanung
- **Bulgaria** - Bulgarian Family Planning and Sexual Health Association
- **Ireland** - Irish Family Planning Association

Noting there are standards with which these MAs do not yet comply and are taking steps to remedy this, the MAs of **Tuvalu, Mongolia, Austria, Bulgaria, and Ireland** cannot currently be re-accredited under accreditation phase IV and will remain accredited members of IPPF, under accreditation phase III, with no change to their membership status.

Accreditation Review Follow-Up

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

- **Philippines** - Family Planning Organization of the Philippines
- **Papua New Guinea** - Papua New Guinea Family Health Association
- **Solomon Islands** - Solomon Islands Planned Parenthood Association
- **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 are standards with which these MAs do not yet comply and 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 MAs of **Philippines, Solomon Islands, Bosnia & Herzegovina, Denmark, Georgia, Latvia, and Maldives** will remain accredited members of IPPF, under accreditation phase III, with no change to their membership status; and the AM of **Papua New Guinea** will remain an Associate Member of IPPF.

Resignation

The Board **noted** the resignation of **Reproductive Health Association of Cambodia** from membership of IPPF. In accordance with IPPF Regulation 9(6), taking into consideration the six-months' notice period required for MAs to resign from IPPF, the Cambodia MA's IPPF membership will come to an end on 22 January 2025.

In response to a Trustee's question, the RD, ESEAO, explained that RHAC's president cited the need to prioritise national government requirements over IPPF standards as the reason for the decision. The RD engaged in follow-up discussions to understand the rationale and encourage reconsideration, emphasising that IPPF requirements are designed to coexist with local regulations. There is hope to revisit the matter in 2025 for potential re-engagement with RHAC.

Recommendation for Accreditation

The Board, as per the recommendation of the MC, **approved** the re-accreditation of the following MAs, under accreditation phase IV, as **Full Members** of the Federation:

- **Lebanon** - Lebanese Association for Family Health
- **Morocco** - Association Marocaine de Planification Familiale

- **Sweden** - Riksförbundet För Sexuell Upplysning
- **Albania** - Center for Population and Development

Recommendation for suspension

The Board, as per the recommendation of the MC, **approved** the suspension of the following MAs from IPPF membership:

- **Malaysia** - Federation of Reproductive Health Associations, Malaysia
- **Tanzania** - Chama cha Uzazi na Malezi Bora

In response to a Trustee's query about the move to suspend the Malaysia MA given their existing plan of action and timeline, the DG explained that the suspension process takes six months and that the MA has already been warned. Initiating the process now demonstrates IPPF's commitment to addressing the issues while maintaining fairness and aligning with the Board's call for greater agility in managing MAs, especially in cases that pose reputational risks.

Confirmation of Associate Membership

The Board, as per the recommendation of the MC, **approved** that the Associate Membership of **Mauritius, Sao Tome & Principe, Yemen, Antigua, Aruba, Bolivia, Chile, Dominica, Guadeloupe, Australia, Lao, Papua New Guinea, the United Kingdom, and Bhutan** be confirmed for the period 2024 – 2025.

Application for Associate Membership

The Board, as per the recommendation of the MC, **approved** the application for IPPF Associate Membership from **Action et Développement**, IPPF's Collaborative Partner in **Senegal**.

The Chair expressed gratitude to the MC, the Director, Governance & Accreditation, and the Secretariat for their exceptional efforts in this critical work.

10. RAT-C COMMITTEE

The Board had received paper BoT/11.24/DOC 10, proposing to expand the scope of the RAT-C and rename it the Resource Allocation and Sustainability Committee (RAST-C). The recommendation was presented by RAT-C Chair, Isaac Adewole.

Initially established in 2021 to oversee the new Resource Allocation (RA) Model, which enhanced funding transparency across the Federation, the RAT-C's role diminished as the three-year allocation cycle progressed. The proposed expansion includes strategic oversight of the Secretariat's efforts to support MAs in achieving financial sustainability through a commercial approach to service delivery and diversified income generation, aiming to reduce dependence on donor funding and foster long-term resilience.

The Board acknowledged ongoing efforts under Strategy 2028 to strengthen MA financial sustainability, including the appointment of Chief Commercial Officer, Nitu Verma, attending her first Board meeting. She is already working with eight MAs to integrate commercial strategies into clinical operations. Complementing these efforts, the Social Enterprise Hub, led by the Sri Lanka MA, provides support for social enterprise development to other MAs across the Federation.

The Board Chair thanked the RAT-C Chair for his leadership and intellectual energy in advancing this initiative and shaping the committee's future role.

The Board **approved** the proposed changes to RAT-C's Terms of Reference, including its roles, responsibilities, and name. The Board **approved** that social enterprise be explicitly included in the ToRs as a pathway for MAs to achieve greater sustainability.

11.

FINANCE

11.1

C-FAR Report

The Board had received papers BoT/11.24/DOC 11, including the Management Accounts, Q4 2024 Forecast, 2025 Secretariat Business Plan, 2025 Budget, and the Strategic Risk Register. This item was presented by Elizabeth Schaffer, C-FAR Chair and Varun Anand, Director, Finance & Technology Division.

The C-FAR Chair highlighted IPPF's strong financial position, with the Q4 2024 year-end projection exceeding earlier estimates. General Reserves are expected to be at the mid-range of the \$19–\$26M policy threshold, potentially increasing by \$4M due to higher savings. Despite significant global challenges, operating reserves have been effectively managed. Unrestricted core surplus is projected at \$5.15M, up from \$3.52M in the Q3 forecast, driven by \$1.6M in additional savings. Restricted funds show a net accumulation of \$8.11M, reflecting higher grant income, while designated fund drawdowns are \$2.02M lower due to deferred Stream 2 grants and project adjustments.

The C-FAR Chair presented the 2025 Secretariat Budget, noting an unrestricted core surplus of \$2,931k compared to \$3,521k in the Q3 forecast. Restricted funds show a higher drawdown of \$12.109k, compared to \$3.213 k in the Q3 forecast, due to multi-year grants, while designated funds reflect a drawdown of \$12.693k, up from \$12.353k. Secretariat costs, though slightly higher than in the Q3 forecast, remain within the approved threshold, at 29.65% of total core income, the increase due to inflationary pressures and strategic investments. Additionally, Secretariat costs are harder to reduce in a GA year.

Total income for 2025 is projected at \$107.8M, up from \$101M in the Q3 forecast, with increases in both unrestricted and restricted income. Expenditure is higher, with increased grant-making across all Streams 1-3 and growth in restricted grant-making due to WISH. Staff costs are higher due to inflationary pressures, salary benchmarking, and new positions. Efforts to allocate restricted funding towards unrestricted core salaries are ongoing, though progress has been limited. The year-end 2025 fund balance is projected to be strong, with General Reserves at \$25M. Notably, no drawdown from General Reserves is needed for 2025, and a surplus is now anticipated.

In response to a Trustee's question, it was confirmed that the Secretariat currently employs 298.3 staff members, up from 266 at the start of 2024, largely due to projects such as Wish2. A Trustee enquired about overhead recovery, with the Director, Finance & Technology Division explaining that this is now prioritised to cover Secretariat costs, addressing previous challenges where it was included in unrestricted core income. This updated approach improves transparency and aligns with audited accounts.

A Trustee asked about the potential impact of the US election result on the 2025 budget. The C-FAR Chair explained that budget assumptions, made between August and October, considered political realities, with a rigorous quarterly reforecasting process in place to adapt as needed. The DG emphasised that the budget includes only confirmed income from signed contracts or amounts reasonably certain based on trends and donor discussions. It is expected that the current US administration will fulfil contracted funding for 2025, with impacts likely delayed until 2026. While MAs with

USAID contracts will be affected, the Secretariat has limited dependence on USAID funding. Additionally, the DG noted that 30% of unrestricted income comes from countries with far-right governments, such as Netherlands, Sweden, and Finland, though signed contracts are expected to be honoured.

The Board was asked to approve designations as part of the 2025 budget presentation, following a new proactive process recommended by C-FAR. The C-FAR Chair proposed allocating time at the November BoT meeting to present the annual business plan before the budget, ensuring sufficient time for both, and also suggested spotlighting the new Strategic Risk Register at the March or June BoT meeting.

The Board **noted** the C-FAR report and **approved** its recommendations as follows:

The BoT **approved** the designation as on 31 December 2024 of:

- a) \$350k for organising the General Assembly in 2025.
- b) \$500k additional amount for General Assembly in 2025.
- c) \$131K towards Arab World MAs for FGM project as core funds received from Norad.
- d) \$900k from 2024 Sex Worker Consortium core budget.
- e) \$3,300k for individual giving programme.
- f) \$300k International Conference for Family Planning 2025.
- g) \$150k DGO recruitment fees.
- h) \$276k additional designation for Branding & Charter.
- i) \$2,209k Defined benefit pension scheme.

The Board **approved** the de-designation of US\$2 Million funding from stabilisation fund as on 31 December 2024.

The Board **approved** the Secretariat annual business plan and budget for the year 2025 and designation as on 1 January 2025 of:

- a) \$350K for the General Assembly from annual core allocation of 2025.
- b) \$655K Kalavai (funded by Netherlands).
- c) \$185.7K for Opposition Work (from FCDO funding).

The Board **approved** the Risk Register for 2024-25.

The Chair commended the C-FAR Chair's outstanding leadership, C-FAR members for their skill, care, and expertise, and the Director, Finance & Technology Division and his team for their diligence and contributions. Appreciation was extended to Riva Eskinazi and the fundraising team for sustaining a credible income pipeline despite such global insecurity, and to the DG for his exceptional work and attention to detail. The Chair commended the 2025 Business Plan for its clear priorities and how it brings alive the budget decisions.

12. SAFEGUARDING AND INCIDENT MANAGEMENT

The Board had received paper BoT/11.24/DOC 12, the Q3 2024 Safeguarding & Incident Management report, presented by Vanessa Stanislas, Director, Safeguarding & Incident Management. Key highlights included the growing momentum of MA Safeguarding Communities of Practice, the piloting of a safeguarding self-assessment resource in ACRO, and progress in closing 33 cases on Safe Report.

A Trustee enquired about embedding safeguarding in partnership agreements. The Director, Safeguarding & Incident Management explained that the recent MOU case

requires further attention, including consultations to ensure alignment and clarity in language and expectations.

In response to a Trustee's question, the Director, Safeguarding & Incident Management noted that values alignment is a common challenge across organisations, emphasising the importance of assessing this during recruitment. The DG clarified that, in this instance, the misalignment was internal, between the MA Board Chair and their organisation's values, not with IPPF's values. The MA acted swiftly and decisively to remove the individual from the Board, demonstrating that the governance system was effective in addressing the issue.

The Board was updated on the evolving approach to lessons learned, with new training materials being developed for Incident Management to ensure insights gained are accurately understood and effectively applied to strengthen future safeguarding efforts.

The Chair underscored Trustees' confidentiality obligations and the importance of focusing on safeguarding trends rather than the details of individual cases. Trustees were reminded of upcoming safeguarding training and the importance of serving as role models in this area. The Chair expressed gratitude to the Director, Safeguarding & Incident Management, her team, Regional Directors, the DG, and the DLT for their leadership, commendable efforts and substantial progress achieved.

*The Board **noted** the Q3 Safeguarding and Incident Management report.*

13. ANY OTHER BUSINESS

Update on Democratic People's Republic of Korea (DPRK)

This item was introduced by the DG and presented by Tomoko Fukuda, RD, ESEAOR, and Victoria Sadler, Director, Risk, who updated the Board on remittance challenges concerning IPPF's MA in DPRK, operational impacts, and mitigation measures.

The RD, ESEAOR, reported that HSBC closed IPPF's Kuala Lumpur bank account in August, followed by the closure of personal accounts of the signatories. The Regional Office has since operated through London banks and a small local Malaysian bank. IPPF is not able to open a new account in Malaysia due to non-sanction-related registration requirements, despite having a 52-year-old MOU with the government. Additionally, the Malaysia MA has reported the closure of its HSBC accounts even though they are not connected to those of IPPF. To mitigate risks, all staff have been advised to maintain alternative accounts. IPPF's MA in DPRK, the Family Health Association of Korea, is critically affected, with the safest option of support currently being through UNFPA-facilitated commodity purchases.

The Director, Risk, explained that IPPF had reported seven years of remittances to the Office of the Financial Assets Control (OFAC), the Office of the Financial Sanctions implementation (OFSI), and the Charity Commission. Subsequently, a full analysis of IPPF transfers to broadly sanctioned countries was conducted, with no further breaches identified. A final disclosure to OFAC is due in December, with follow-up expected. Licenses for direct transfers to DPRK are being explored, while internal controls have been enhanced, including expanded compliance screening, updated guidance, and mandatory staff training. The Director, Finance & Technology Division, added that IPPF has informed the London bank, who has paused payments to broadly sanctioned countries, but is supportive and has requested declarations to enable

payments, to be submitted in December. Barclays is more inclined to fund a UNFPA program in DPRK than process direct remittances.

The C-FAR Chair acknowledged that regulatory challenges are inherent in IPPF's work in sensitive regions, as it operates at the forefront of what conservative governments may support. She emphasised the seriousness with which IPPF addresses these challenges, noting that some level of risk is unavoidable. The Board Chair thanked the RD, ESEAOR, the Director, Risk, and the Director of Finance & Technology Division, assuring the Board that updates would be provided as the situation evolves.

*The Board **noted** this update.*

CLOSE OF MEETING

In closing the meeting, the Chair expressed gratitude to Trustees for their leadership and active participation. On behalf of the Board, the Chair extended thanks to the DG, the DLT, and the committees for their exceptional work, and to the presenters for their remarkable insights. Special recognition was given to Sharon Tagoe for her extraordinary service, Prisca Muthoni for representing the Staff Association, and Eleanor Phelan for her minute taking, as well as appreciation extended to the interpreters and IT team for ensuring the smooth running of the meeting. Trustees, in turn, thanked the Chair for her exemplary leadership and fine chairing of the meeting.