

## IPPF BOARD OF TRUSTEES MEETING

### Held virtually on 13 & 14 March 2025

### DRAFT MINUTES

| Present: Trustees                                                                                         | In attendance:                                        |
|-----------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| Daren Paul Katigbak                                                                                       | Alvaro Bermejo, Director-General                      |
| Elizabeth Schaffer                                                                                        | Eugenia Lopez Uribe, RD, Americas & Caribbean Region  |
| Hayathe Ayea                                                                                              | Fadoua Bakhadda, RD, Arab World Region                |
| Isaac Adewole                                                                                             | Lucy Fernie, Director, People, Organisation & Culture |
| Jon Lomoy (Day 2 only)                                                                                    | 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 SAR            |
| Rathnamala Desai                                                                                          | Varun Anand, Director, Finance & Technology Division  |
| Sami Natsheh                                                                                              | Achille Togbeto, Director, Governance & Accreditation |
| Ulukbek Batyrgaliev (Vice Chair)                                                                          | Anurodh Saxena, Governance & Accreditation Advisor    |
| <b>Apologies for absence</b>                                                                              | Jenny Jose, Staff Association Committee (SAC)         |
| Ammar Al Salama                                                                                           | Eleanor Phelan, Minute Taker                          |
| Rose-Marie Belle Antoine                                                                                  |                                                       |
| <b>Sessional attendees</b>                                                                                |                                                       |
| Neish McLean, NGC Chair (items 3.3 & 3.4)                                                                 |                                                       |
| Riva Eskinazi, Director, Donor Relations & Fundraising (item 7)                                           |                                                       |
| Vanessa Stanislas, Director of Safeguarding & Incident Management (item 9)                                |                                                       |
| Marianne Niosi, Co-Lead Charter of Values Development, and Renee Sewe, Communications Advisor (item 11.1) |                                                       |
| Victoria Sadler, Director, Risk & Assurance (item 11.2)                                                   |                                                       |

#### WELCOME AND INTRODUCTIONS

Kate Gilmore, Board Chair, welcomed everyone to IPPF's Board of Trustees meeting, acknowledging the historic and challenging global context. She reflected on rising cruelty, a weakened international system, and undermining of democracy, all with profound consequences for civil society and humanitarian aid, directly impacting MAs, with most governments failing to take a stand. The Chair urged the Board to consider what this shifting landscape means for IPPF's trajectory and leadership as the Federation navigates significant change over the next 18 months.

The Board **noted** tributes in memory of staff and volunteers whose lives had passed since the last meeting, pausing for a minute's silence to honour their invaluable contributions to the Federation. Special tribute was paid to Dr Hernan Sanhueza, former IPPF Regional Director, WHR, remembered as an extraordinary and visionary leader dedicated to dignity in SRHR service provision. The Board also honoured Cecile

Richards, former President of Planned Parenthood Federation of America, recognising her powerful leadership, courage and unwavering advocacy for SRHR.

The Chair acknowledged the recent personal losses experienced by some Trustees and expressed the Board's deep solidarity and support during this difficult time.

## **1. PROCEDURAL ITEMS**

### **1.1 Apologies for absence**

Apologies were received from Rose-Marie Belle Antoine, with Isaac Adewole carrying her proxy. Ammar Al Salama was unable to attend due to severe internet disruptions in Syria. Jon Lomoy sent apologies for partial absence, unable to attend day one due to a family bereavement. Some Trustees sent apologies for intermittent absence but were present for most of the meeting: Karina Vartanova (travel commitments), Elizabeth Schaffer (family commitments), and Sami Natsheh (observing Ramadan).

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

### **1.2 Approval of the Minutes**

*The Board **adopted** the Minutes of the Board of Trustees meeting held virtually on 25 & 26 November 2024, as a true and accurate record.*

*The Board **adopted** the Minutes of the Board of Trustees extraordinary meeting held virtually on 17 February 2025, as amended, as a true and accurate record.*

*Amendment to page 2, paragraph 5: "She suggested refining the text to focus on ~~internal~~ values rather than ~~advocating~~ **action** for external change"*

### **1.3 Update on Matters arising from the November 2024 meeting (in writing only)**

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

### **1.4 Adoption of Agenda and Timetable**

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

## **2. ACCOUNTABILITY**

### **2.1 Chair's and DG's Progress Report**

The Board had received paper BoT/03.25/DOC2.1, summarising progress along ten "lanes" of change. The Board commended the report's structure, designed to help Trustees understand the changes and communicate progress at the upcoming General Assembly (GA). The Chair thanked the DG for helping build a collective narrative of IPPF's journey and impact. This item was chaired by the Vice Chair.

A Trustee asked about efforts to secure income for 2026. The DG explained that development assistance is undergoing a fundamental shift, marking a departure from past structures. Given this volatility, IPPF will move from its post-reform 3-year planning cycle to a 1-year cycle for 2026 and accelerate non-aid-dependent income streams, including individual giving, commercial service delivery, and social enterprise. Forecasts predict a 30% reduction in aid and core grants, though projections remain uncertain. While 2025 appears secure, funding is not guaranteed until received, as signed contracts are increasingly unreliable. IPPF works to secure funds in the bank as quickly as possible.

A Trustee asked when “going concern” might become an issue and if statements would move from a two to one-year outlook. The DG confirmed that UK auditors now require a two-year perspective. The Director, Finance & Technology Division added that a conservative “going concern” note is being prepared for C-FAR, with no cashflow issues foreseen in the next 24 months, although model adjustments will be necessary.

The DG emphasised the challenge of sudden cuts to grants with prefinancing elements, leaving IPPF exposed to bad debt. Unlike previous cuts, which allowed spending of funds contracted for that fiscal year, recent US cuts and stop work orders force IPPF to absorb severance costs if the US does not reimburse. To mitigate this, IPPF is negotiating to reduce prefinancing terms for WISH from a quarter to a month and moving to seek upfront donor payments in light of recent UK cuts.

The Vice Chair asked about IPPF’s role in SRHR global advocacy movements. The DG noted the sector is overwhelmed by rapid change and focussed on reacting rather than strategic planning, with many still processing losses. The priority now is collective action to protect essential elements of the SRHR landscape. IPPF is leading cross-sector discussions to identify what must be preserved and what new structures are needed, with a communication to MAs outlining these efforts to follow.

Asked about engagement with other NGOs, the DG confirmed IPPF is both sharing lessons and seeking insights. Organisations such as abortion providers and those that resisted the Global Gag Rule have valuable experience navigating sudden funding cuts. IPPF is contributing its experience, including legal action against the UK government, and learning from others on managing project closures and redundancies. The Director, External Relations Division, and the RD, ACRO, are attending a meeting in Washington D.C. with SRHR NGOs and ex-USAID staff. Early discussions indicate a focus on immediate impacts like job losses, funding cuts, and safeguarding critical data, with limited dialogue on future financing models, as the sector remains in shock.

A Trustee emphasised the need to assess IPPF’s and MAs’ resilience to guide the response. The DG confirmed a Federation-wide survey is underway, with 117 MAs participating so far. Early results show 18 MAs have lost over an average of \$500K, some have lost several million, severely impacting staff, services, and clients. Supply chain disruptions, rising prices, and commodity shortages are also major concerns. The Director, MA Development & Impact noted the full impact on supplies will emerge in 9-12 months. The DG highlighted the proposed \$6M ‘Fight Back Fund’ to protect essential services and address urgent needs.

The Vice Chair thanked the DG, DLT and Secretariat, expressing the Board’s full solidarity during this exceptionally challenging time.

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

## 2.2 Youth Update

The Board had received paper [BoT/03.25/DOC2.2](#), outlining progress in implementing the 2022 BoT resolutions on youth. This item was chaired by the Vice Chair and presented by Eugenia Lopez Uribe, RD, ACRO.

A Trustee requested an update on developing youth engagement standards. The RD, ACRO explained the initial consultancy was terminated due to poor quality. A new call attracted 26 applications, many youth-led, with *Politics For Her* selected through a consultative process involving youth networkers and technical leads. The consultants

will engage youth officers from all six regional offices and develop a lasting engagement platform. Asked about Board involvement, the RD, ACRO invited Trustees to share resources, while emphasising the importance of maintaining the distinction between governance and management and creating space for youth leadership.

The Vice Chair questioned the report's phrasing on youth participation in the IPPF Charter, emphasising the need to clearly reflect that meaningful youth engagement is central to IPPF's work. The RD, ACRO clarified that youth were meaningfully engaged in the first stage through a dedicated methodology, as detailed in earlier branding and charter reports. The second phase focused on refinement, with a specific call for youth volunteers to participate alongside adults. Youth are also represented on the branding and charter committee to ensure their voice is included.

The Vice Chair requested that future reports include investment voucher figures. The RD, ACRO agreed, confirming the figures are annual and will remain unchanged until the next business cycle.

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

*The Board **noted** advances in the implementation of the 2022 resolutions on youth and provided support on realising our commitment to center on youth.*

### **3. BOARD 2025 PRIORITIES AND GOVERNANCE**

#### **3.1 Board Work Plan**

*The Board **noted** the progress on the Board Work Plan, paper [BoT/03.25/DOC3.1](#).*

#### **3.2 Review of Governance Calendar**

*The Board **noted** the updated Governance Calendar, paper [BoT/03.25/DOC3.2](#).*

#### **3.3 Board and Committee Recruitment Update**

The Board had received paper [BoT/03.25/DOC3.3](#), on Board and committee recruitment progress, presented by NGC Chair Neish McLean. Three Trustees, including the Vice Chair, will complete their terms in May and August, and a youth Trustee finishing her first term in November will be ineligible for youth reappointment.

The campaign focussed on Board sustainability, expertise, and depth, and launched with a longer lead time based on past lessons. Over 15 interviews were conducted in February, with technical support from the Director, Governance & Accreditation and People Partner UK/ACRO/GLOBAL.

Four candidates were identified for Trustee roles, with the following proposed start dates, pending Board appointment and GA confirmation:

- **Siyanda Siko**, external, male, Southern Africa (RSA) [May 2025](#)
- **Katherine Lee Carey**, external, female, North America (USA) [May 2025](#)
- **Juan Pigot**, internal, male, Caribbean (Suriname) [August 2025](#)
- **Kouchakbe Mariam**, internal, female, Central Africa (Chad) [November 2025](#)

The NGC Chair flagged for the Board's consideration Siyanda Siko's work in the mining industry. The Board may wish to consider potential ethics or value alignment concerns.

A Trustee asked why appointments were staggered rather than onboarding as a cohort. The NGC Chair explained that Trustee terms end at different times, and candidates can only join as vacancies arise. Staggering ensures the Board maintains its full complement and avoids knowledge gaps from multiple departures at once. When asked if terms could be aligned over time, the Director of Governance & Accreditation noted this could be considered in the future but would require shortening some terms.

Following the recruitment campaign, vacancies remain - three in RAST-C, one in C-FAR, one in C-SIP, and three in NGC. A secondary call will be launched to fill these roles within the agreed timeframe by November 2025.

The NGC Chair highlighted the upcoming Board Performance Assessments for April 2024 – March 2025, starting in April. Trustees, including those leaving in May, were asked to complete the survey. The assessment will provide an overview of Board performance, identify learning and development needs, and inform future work and support, ensuring transparency and alignment with IPPF's standards.

The Chair expressed gratitude to the NGC Chair, NGC members, and the HR team for their outstanding efforts in this extensive recruitment process.

Trustees discussed in executive session the recommended candidates for Board appointment.

*The Board **noted** the progress made by the NGC on the recruitment exercise and **approved** the following candidates to join the Board of Trustees at the specified times, subject to GA confirmation: **Katherine Lee Carey – May 2025, Juan Pigot – August 2025, Kouchakbe Mariam – November 2025.***

*The Board **agreed** to request the NGC conduct a second assessment of reputational risks and undertake further due diligence on Siyanda Siko's background in light of concerns raised. Additionally, the Board **agreed** to engage with the NGC to strengthen the candidate review process, including the verification and corroboration of CV claims.*

### **Board Chair Succession Planning – May 2026**

Trustees discussed in executive session the succession planning for Board Chair.

*The Board **agreed** to:*

- Develop a profile for the next Chair over the coming months, refining ideas via email before further discussion at the face-to-face BoT meeting in June.*
- Form a smaller group of Trustees to work with the NGC if needed.*
- Discuss and establish a clear timeline for the selection process.*

*Additionally, the Board **agreed** to consider adopting a similar process for the recruitment of the next C-FAR Chair, whose term will also begin in May 2026.*

## **3.4**

### **Presentation of Board Vice Chair Candidates 2025**

The Board had received papers [BoT/03.25/DOC3.4&10](#) regarding the Vice Chair vacancy in May. A call launched in February resulted in one nomination. The candidate, Daren Paul Katigbak, was interviewed on 1 March by an NGC panel, supported by the Director, Governance & Accreditation. The panel recommendation was then approved by the NGC. Following a thorough assessment, the NGC recommended him for Board approval, expressing full confidence in his qualifications and suitability despite the absence of multiple applicants.

Trustees discussed the balance of internal/external representation in the Chair and Vice Chair roles. The NGC Chair clarified that IPPF byelaws do not mandate a specific ratio, but considerations of balance, including internal/external and youth representation, are always encouraged. In response to a Trustee's query, the NGC Chair confirmed the gap assessment matrix is updated before each recruitment campaign, in consultation with the Board Chair, to ensure diversity, balance and the necessary expertise across IPPF's governing bodies.

*The Board **noted** the NGC recommendation of Daren Paul Katigbak as the sole candidate for Board Vice Chair and discussed his candidacy in executive session.*

### 3.5 **GA Update**

The Board had received paper BoT/03.25/DOC3.5 on preparations for the GA. Tomoko Fukada, RD, ESEAOR & Interim RD SAR presented the update and thanked the Board Working Group for their guidance and support. It was noted that the GA strapline has been confirmed as *'Lead with Love, Care with Courage.'*

The Chair requested an update on the agenda and opportunities for the Board and committees to help shape key messages for the GA. The RD confirmed that core agenda items, including statutory and reporting requirements, have been defined, with the next step focussed on refining the flow. Selected MAs will be engaged to ensure the agenda is responsive to their needs. The Board Working Group will continue to be consulted, and a draft agenda will be presented at the June Board meeting.

The Chair thanked the RD, ESEAOR & Interim RD SAR and her team for their exceptional leadership and stewardship of the GA preparations.

*The Board **noted** progress on the GA strapline, branding, awards for service to IPPF, and other preparatory activities.*

## 4. **LARGE SCALE SERVICE DELIVERY PROGRAMMING**

The Board had received paper BoT/03.25/DOC4, detailing progress under Strategy Pillar 1 on client-centred care. This item was chaired by the Vice Chair, with the Director, MA Development & Impact presenting on significant progress and transformative work despite extremely challenging conditions. A more detailed discussion on performance will take place at the June Board meeting with 2024 results.

The Chair praised the International Medical Advisory Panel (IMAP) for their critical role in providing expert medical and technical advice, highlighting their courage, scientific rigour, and the calibre of clinicians involved. The Chair emphasised that IPPF's advocacy strength is rooted in its provision of high-quality clinical care, not rhetoric, and proposed formally thanking IMAP for their leadership. The DG commended the Director, MA Development & Impact and team for revitalising IMAP and highlighted a new MoU with MSI to access their Ethics Review Committees, further strengthening IPPF's commitment to research integrity and evidence-based work.

A Trustee asked about MA adoption of the Client-Centred Clinical Guidelines. The Director, MA Development & Impact explained that the mobile app, translated into IPPF's four working languages, supports easy access. Regular catch-ups, webinars, and surveys further engage MAs, with feedback gathered through their attendance at every IMAP meeting.

A Trustee commented on risks of overlap and fragmentation in restricted programmes, and how IPPF ensures integration and complementarity. The Director, MA Development & Impact explained that restricted funding is aligned with strategic priorities and not treated as standalone. Many projects accelerate strategy implementation, with the Canada-funded global EmpowHER cited as an example, working with 10 MAs and the Secretariat on abortion care, CSE and advocacy.

In response to a Trustee's query, the DG outlined the severe impact of recent US Executive Orders on DEI and HIV work, risking major setbacks and reversal of positive trends. While the US is expected to continue funding the Global Fund for HIV, TB, and malaria, it will likely impose conditions excluding DEI groups. IPPF recognises the need for alternative mechanisms for channelling resources to these groups and is ready to play a key role in resetting the global architecture.

The Chair emphasised the need for evidence gathering and called for a strategic consideration of IPPF's role in documenting impacts on the communities served. A Federation-wide survey is underway, but more qualitative data is needed to capture the human impact. The Director, External Relations Division, noted recent narrative and reframing work with cross-issue partners, supported by an external agency.

The \$6Mn 'Fight Back Fund' aims to protect essential services provided by MAs amid \$61Mn in direct US grant losses and a further \$30Mn from commodity and supply chain disruptions. The Board urged IPPF Secretariat to move beyond defence and develop a bold, visionary strategy to reshape the sector. This moment demands an intersectional effort to advocate for a better future. With strong reserves, IPPF has the fiscal space to catalyse change at this critical time.

The Vice Chair thanked everyone for the crucial discussions and welcomed a continuation at the June BoT meeting. The Chair expressed solidarity, trust, and confidence in the DG and the team's efforts during this unprecedented time.

*The Board **noted** the report and **requested** the DG to present a proposal at the June Board meeting for additional investment to enable bolder action. The Board also **agreed** to send a letter of appreciation to IMAP for their invaluable contributions and expert guidance in critical areas.*

## 5. **DG RECRUITMENT**

The Chair and the Director, People Organisation & Culture updated the Board on progress in DG recruitment. The campaign was launched on 24 February, with further communications to follow, which Trustees were encouraged to share with their networks. To date, Perrett Laver has approached 67 individuals, with a further 38 to be contacted. Applications have already begun to come in.

Birches, an independent consultancy, has been engaged to review the compensation package and provide a market-aligned salary range. The final offer will be tailored to the selected candidate, ensuring competitiveness to attract top-calibre applicants, with the final negotiation led by the Chair in consultation with the C-FAR Chair.

The recruitment timeline was confirmed as follows:

- **Application deadline:** 23 March
- **Longlisting:** end of March session with Perrett Laver to make initial selection. Perrett Laver will conduct further assessments and provide recommendations.
- **Shortlisting:** early May, narrowing pool to 10-15 candidates.

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- **First interviews:** late May, virtual interviews with shortlisted candidates.
- **Second interviews:** in-person interviews with final candidates, ideally including a session with the full Board at the June meeting.

The Chair emphasised the importance of transparency and Board engagement, inviting Trustees to participate in longlisting, shortlisting, and interviews. Trustees were asked to express their interest by contacting the Steering Group within 24 hours. The Steering Group will share proposals and next steps, ensuring balanced participation.

The Chair thanked Trustees for their valuable input on the candidate package, commended the Director, People Organisation & Culture for her leadership, and the Steering Group for their contributions. She also acknowledged Perrett Laver's support, responsiveness and cooperation throughout the process.

*The Board **noted** the update and the progress made.*

## 6. MEMBERSHIP COMMITTEE REPORT

The Board had received the Membership Committee report, paper BoT/03.25/DOC6, presented by the MC Chair, Ulukbek Batyrgaliev.

### Recommendation for Suspension

*The Board, as per the recommendation of the MC, **approved** the suspension from IPPF membership of the Association Guinéenne pour le Bien-Être Familial (Guinea-Conakry).*

### Recommendation for Expulsion

*The Board, as per the recommendation of the MC, **approved** to initiate the process to expel from IPPF membership the Egyptian Family Planning Association.*

A Trustee requested clarification on the distinction between suspension and expulsion. The MC Chair explained that suspension is typically the first step when serious concerns arise, giving MAs an opportunity to address issues and work towards reinstatement. If the MA fails to resolve the non-compliances, expulsion may follow. In some cases, IPPF may move directly to expulsion, as recommended here. While funding was suspended in June 2024, the MA itself was not. However, given the severity of concerns and refusal to cooperate, the MC concluded recovery was not possible. Expulsion allows IPPF to seek a new partner to ensure continued service delivery. The RD, AWR confirmed a consultant is being recruited to identify potential new partners, especially youth-led groups, aiming to secure a new partner by year-end.

### Application for Associate Membership

*The Board, as per the recommendation of the MC, **approved** the admission of My Age Zimbabwe as an IPPF Associate Member.*

A Trustee asked how an organisation not providing healthcare services fits within IPPF's membership model. The DG explained that membership includes advocacy and rights-based organisations, particularly in countries with strong state healthcare provision. As part of the *Come Together* strategy, IPPF is diversifying membership beyond traditional service providers, with *My Age Zimbabwe* becoming the first youth-led organisation to join and plans to include LGBTQI+ and sex worker-led groups.

IPPF previously had a Collaborative Partner in Zimbabwe, a large healthcare provider, but due to its parastatal status, sought an independent NGO. The RD, Africa Region

added that *My Age Zimbabwe* was recommended by the former CP, and works closely with IPPF's new CP in South Africa, creating opportunities for regional collaboration and serving as a model for other regions.

#### Recommendation to Revoke Suspension

*The Board, as per the recommendation of the MC, **approved** to revoke the membership suspension of Chama cha Uzazi na Malezi Bora Tanzania (UMATI).*

A Trustee questioned reliance on government intervention and asked if there was precedent. The Director, Governance & Accreditation cited cases in Zambia (2006) and Rwanda. The DG noted this was a rare but positive case. After suspension, Tanzania's NGO Board, a para-governmental body, intervened with a strong governance reform plan, including training, policy updates, a timeline, and support needs. The RD, AR met the NGO Board and commended their oversight and support for UMATI's Director, whose dedication and persistence were key to the turnaround. This case shows how suspension can drive governance reform and strengthen an organisation.

The Chair thanked the MC Chair for his final report and exceptional leadership, commending him and the Director, Governance & Accreditation, for transforming the committee into a model of clarity, due process and diligence.

### **7. RESOURCE ALLOCATION AND SUSTAINABILITY TECHNICAL COMMITTEE**

The Board had received paper BoT/03.25/DOC7, reporting on progress since the expansion of RAST-C's mandate to oversee the Secretariat's support for MA financial sustainability. This item was chaired by the Vice Chair and presented by RAST-C Chair, Isaac Adewole, with support from the Chief Commercial Officer, Nitu Verma, and the Director, Donor Relations & Fundraising, Riva Eskinazi.

A Trustee noted the limited commercial orientation among MAs and suggested complementing training with incorporating commercial skills into recruitment profiles. The RAST-C Chair clarified that while the term commercial mindset is useful, the focus is on cost recovery, not profit, and that inability to pay should never block access to services. The goal is to balance service delivery with recognising that some clients can contribute. The Chief Commercial Officer supported integrating commercial skills into recruitment and highlighted ongoing work to build MAs' commercial capacity through coaching, webinars, and a costing tool to understand service costs, market competitiveness, and cost recovery. The RAST-C Chair commended IPPF's foresight in appointing a Chief Commercial Officer, calling it visionary given global funding shifts.

A Trustee noted the report's mention of unreliable financial data from MAs, despite IPPF's audit requirements. The RAST-C Chair explained that audits rely on information provided by MAs, leaving potential gaps, and emphasised ongoing efforts to improve data accuracy. The Chief Commercial Officer added that accurate baseline data is crucial for measuring impact, motivating MAs, and enabling five-year P&L projections and KPIs to track progress and guide adjustments.

The Vice Chair thanked the RAST-C Chair, committee members and team for the excellent report and acknowledged the importance of this work, especially at this time.

*The Board **noted** the report.*

## 8. C-FAR REPORT

The Board had received paper [BoT/03.25/DOC8.1](#), C-FAR Report, presented by Elizabeth Schaffer, C-FAR Chair and Varun Anand, Director, Finance & Technology Division. The C-FAR Chair reported a strong financial position as of 31 December 2024, with draft figures indicating over \$100Mn available. Given a \$12Mn surplus in unrestricted core budget, significantly above the budgeted \$5Mn, C-FAR recommends that the Board designate a portion for specific ongoing and planned projects.

A Trustee asked if more of the surplus should go to reserves. The C-FAR Chair clarified that all unrestricted surplus defaults to reserves unless the Board designates otherwise. The proposed designations will bring reserves to \$26Mn, the top of the \$19–26Mn policy range. C-FAR also plans to propose Reserve Policy updates, noting current reserves include significant non-cash amounts. In response to a query about the Fight Back Fund, the C-FAR Chair explained that designations set funds aside for specific purposes but do not guarantee full spending or set a timeline.

A Trustee asked why unrestricted expenditure had been lower than planned and if it would balance out in 2025. The Director, Finance & Technology Division explained that unrestricted core budgets are annual, with expenses not usually carried forward. The underspend was partly due to lower MA grant expenditure, as grants could not be released to countries where MAs were suspended, expelled, or where new MAs are being identified and onboarded.

A Trustee asked why restricted income was lower than planned. The C-FAR Chair explained this figure reflects income earned, not total available funds. The statement of financial position reflects strong remaining balances of \$25Mn, which includes funds that were not spent this year but remain available. The DG added that some large donors set funding ceilings, but actual income depends on implementation speed, making annual forecasts challenging despite stable total contract values.

The C-FAR Chair confirmed a resolution with the Defined Benefit Pension Scheme (DBPS) and Trustees commended this significant accomplishment. A Trustee asked if any liability remained, and the Director, Finance & Technology Division clarified that while the matter is largely resolved, a small liability could arise upon revaluation in five years. If so, the current surplus held by DBPS Trustees is expected to cover it, along with the scheme's £150K annual maintenance expenses.

Trustees commended the \$2.85Mn forex gain. In response to a question, the Director, Finance & Technology Division explained the gain resulted from hedging unrestricted core funding against forward contracts. However, it is unrealised rather than cash-based, as accounting principles require valuing the contracts as of 31 December.

In response to a Trustee's question, the Director, Finance & Technology Division explained the Special Payment Register tracks payments outside the policy framework, mostly donor refunds due to financial wrongdoing or disallowed MA expenditure. While amounts are a fraction of overall funding, increased donor scrutiny has raised totals. Trustees raised concerns about reputational risk and future funding. The C-FAR Chair noted most cases occurred outside the Secretariat, with one internal case addressed firmly. She emphasised that, given IPPF's size and diversity, some risk is inevitable, but each incident has driven substantive policy improvements. MA independence limits Secretariat control, but oversight is ongoing. The DG added Japan requested repayments back to 2018, contributing to the increase but representing just 0.001% of their funding. He highlighted IPPF's strong reporting systems, with losses over \$10K

reported, unlike many organisations that report only above \$1Mn. Japan now cites IPPF's proactive model as exemplary in bringing smaller amounts into visibility and enabling prompt action.

The C-FAR Chair noted the committee's increased focus on risk, with a dedicated session planned for November's C-FAR meeting. The Board Chair welcomed this focus, confirming the Board will receive an update on risk efforts at its June meeting.

The Chair commended the C-FAR Chair's outstanding leadership, C-FAR members and the Director, Finance & Technology Division for their diligence and contributions.

*The Board **noted** the C-FAR report and the draft year-end position as on 31 December 2024 and on recommendation of the C-FAR, **approved**:*

**1) Designations of the following funds:**

- a) Countering the impact of sudden funding cuts by donors - 'Fight Back Fund' - \$6Mn*
- b) Stream 3 budget for 2024 to be paid in 2025 for Ukraine \$131K.*
- c) Stream 1 core grant for Egypt \$29K and Libya \$69.6K*
- d) IMPM Programme on Women's Leadership \$46K*
- e) Additional designation for Strategy Development \$202K*
- f) Additional designation for Solution 7 \$1.3Mn*
- g) Replacing old laptops following realignment process \$186K*
- h) Regional and Divisional post-realignment retreats \$300K.*

**2) De-designations of:**

- a) Defined benefit pension scheme fund \$2.194Mn*
- b) Regional forum meetings fund \$221K*

**9. SAFEGUARDING AND INCIDENT MANAGEMENT**

The Board had received papers BoT/03.25/DOC9a&b, the 2024 annual and Q4 Safeguarding & Incident Management reports, presented by Vanessa Stanislas, Director, Safeguarding & Incident Management, and chaired by the Vice Chair.

Key points included positive feedback on MA communities of practice, continuing this year, with MAs sharing experiences of building safeguarding frameworks. Safeguarding induction training completion within the first four weeks of joining increased by 15% over the year. Incident management saw complex cases, including misuse of Safe Report for internal MA conflicts. A review is underway to assess which cases require Secretariat involvement and which should remain internal. In response to a Trustee's question, the Director explained that each case is assessed individually, with staff expertise in triage and case management critical.

The Vice Chair thanked the Director, Safeguarding & Incident Management for the detailed reports and commended the excellent work.

*The Board **noted** the reports and updates provided.*

**10. ELECTION OF THE BOARD VICE CHAIR TO TAKE OFFICE IN MAY 2025**

*Cognisant of the need to ensure the right balance in terms of profile across the top leadership positions of IPPF Chair, Vice Chair, and Director-General, and in terms of requirements such as age, gender, internal/external Trustees, the Board **resolved to elect** Daren Paul Katigbak as the Board Vice Chair from 16 May 2025, with the*

*requirement that this appointment be reviewed after appointing the next DG and Board Chair, with the aim of ensuring the above-mentioned balance.*

## **11. ANY OTHER BUSINESS**

### **11.1 IPPF Charter of Values**

The Board had received papers BoT/03.25/DOC11.1/a, including the revised Charter of Values incorporating Trustee feedback from the recent extraordinary BoT meeting.

*The Board **endorsed** the Charter of Values and **approved** its circulation to MAs for an indicative vote that leads to decision at the 2025 General Assembly.*

### **11.2 Sanctioned countries / OFAC**

The DG updated the Board on IPPF's voluntary disclosure to the Office of the Financial Assets Control (OFAC) and the Office of the Financial Sanctions implementation (OFSI) following remittance challenges with the MA in Democratic People's Republic of Korea (DPRK). No response has been received yet. Legal counsel remains positive, and lawyers are securing a licence for IPPF to operate openly with DPRK, given the humanitarian nature of the work. The DG confirmed the risk is well managed, with a low likelihood of sanctions.

*The Board **noted** the updates.*

## **CLOSE OF MEETING**

The Board marked the final meeting of Isaac Adewole and Ulukbek Batyrgaliev, offering heartfelt appreciation and farewells as their terms of office end in May. Trustees praised their extraordinary contributions, leadership, and commitment during challenging times.

The Chair commended Isaac for his unwavering dedication to the Board's excellence, ethical leadership, and authenticity, describing him as an anchor and foundation stone for the Board. Uluk was celebrated for his powerful voice for youth, recognised as a brilliant, intelligent, and principled leader, a beacon who has guided the Federation to be brave, bold, and to stand with those others would seek to exclude. The DG reflected that both exemplify the spirit of leading with love, which is needed now more than ever. The Board expressed deep gratitude and best wishes for their future endeavours.

In closing, the Chair thanked Trustees for their leadership and active participation. On behalf of the Board, the Chair also expressed appreciation to the DG for his courage and resilience, and to the DLT and committees for their exceptional work. Special recognition was given to Sharon Tagoe for her service, Jenny Jose for representing the Staff Association, and Eleanor Phelan for her minute taking. Thanks were also given to the interpreters and IT team for ensuring the smooth running of the meeting.