

Policy 1.8

1.8 BOARD OF TRUSTEES - TERMS OF REFERENCE

1. Introduction

- 1.1 IPPF is a UK registered charity and a worldwide Federation of 132 national Member Associations working in 164 countries across the globe. It is a leading civil society organisation working on issues of sexual and reproductive health and rights. IPPF's Secretariat comprises Central Office in London, with Regional Offices in New York, Brussels, Tunis, Nairobi, Kuala Lumpur and Bangkok.
- 1.2 IPPF's governance structure was reformed in 2020. The highest authority of the new governance structure is a General Assembly of IPPF Member Associations, convened once every three years. A Board of Trustees governs the IPPF secretariat and provides leadership for the Federation. The Board is supported by a committee system, some committees having delegated authority and others providing advice to the Board. A Nominations and Governance Committee¹ reports directly to the General Assembly.
- 1.3 IPPF's core mission is to lead a locally owned, globally connected civil society movement that provides and enables services and champions sexual and reproductive health and rights for all, especially the under-served. This strategic objective is overseen by the Board of Trustees (the Board) and approved by the General Assembly (the GA).
- 1.4 The Board sets policy and overall strategic direction for IPPF in the interests of Member Associations and the people they serve.
- 1.5 The Board reports to the General Assembly.
- 1.6 The Board is made up of Trustees drawn from the IPPF membership and from outside the Federation (see Section 4). It is supported by standing committees² as well as any ad hoc committees or task forces as may be established from time to time. Executive staff provide input to Board meetings as determined by the Director General.
- 1.7 Trustees are unpaid volunteers.

2. Purpose

- 2.1 The Board of Trustees has ultimate responsibility for overseeing the activities of the IPPF secretariat, in line with the requirements of the Charities Acts and as prescribed by the IPPF Act and Regulations and its Procedural Byelaws. The purpose of the Board of Trustees is to govern the organisation, approve IPPF's broad policies, uphold membership values, appoint and evaluate the performance of the Director

¹ See separate Terms of Reference for responsibilities of the Nominations and Governance Committee

² The standing committees of the Board are: Membership; Finance, Audit and Risk; Policy, Strategy and Investment; and Resource Allocation Technical Committee. See separate terms of reference for each committee.

General, and to ensure the financial viability of the Secretariat and sustainability of IPPF.

- 2.2 The Director General, supported by the Executive and staff, is responsible for the delivery of the strategic plan and the operations of the Secretariat.

3. Main responsibilities and tasks of the Board

3.1 Statutory duties under Charity Law:

- a) Carry out IPPF's purpose for the public benefit
- b) Ensure IPPF complies with its governing document and the law
- c) Act in IPPF's best interests
- d) Manage IPPF's resources responsibly
- e) Act with reasonable care and skill
- f) Ensure that IPPF is accountable to its stakeholders

3.2 The role of the Board of Trustees is to:

- a) Appoint the Chair of the Board from amongst the Trustees and appoint other Trustees to serve in any other office that is required
- b) Appoint, evaluate the performance of and dismiss the Director General
- c) Ensure that IPPF has a clear vision and a strategy focused on its achievement
- d) Ensure that IPPF meets its objectives and retains its ethos and values
- e) Ensure that IPPF complies with its legal and regulatory requirements
- f) Establish committees of the Board and review and amend terms of reference and reporting arrangements of all such committees and any ad hoc committees
- g) Ensure that expert advice is received and considered from Standing Committees and others before decisions are made
- h) Act as guardians of IPPF's assets and ensure the financial stability of the organisation
- i) Approve guidelines and indicative financial allocations to Member Associations.
- j) Establish performance objectives of the Director General, ensuring that they appropriately address the needs of members and are in keeping with global SRHR developments.

3.3 To shape strategy by:

- a) Ensuring that IPPF pursues sound and proper principles, policies and procedures in relation to all areas of its work
- b) Shaping IPPF's global strategy in consultation with Member Associations and other stakeholders for approval by the General Assembly, identifying priorities and developing a long-term financial strategy to ensure adequate resources
- c) Conducting a midterm review of its implementation
- d) Engaging actively in strategic decision making and policy decisions to implement the agreed strategy
- e) Keeping under review the long-term development of IPPF in light of the political, economic and social environment in which it operates
- f) Approving IPPF's business plan
- g) Approving the annual budget
- h) Approving three yearly plans for allocation of resources to Member Associations

- 3.4 To inspire effective leadership by:
- a) Appointing the Director General and reviewing the DG's performance
 - b) Agreeing and delegating appropriate levels of responsibility and authority to the Committees of the Board, Board members, groups of Board members and to the Director General and other senior staff
 - c) Agreeing annually the delegation of financial responsibilities
 - d) Lending its own expertise to IPPF
 - e) Acting as advocates of IPPF
 - f) Advising and giving feedback to the Director General
- 3.5 To monitor performance by:
- a) Ensuring that appropriate risk management and effective internal control systems are in place
 - b) Ensuring that the necessary management information systems exist to assess IPPF's overall performance and progress in meeting its objectives, including evaluation of operational effectiveness and efficiency, compliance with laws and regulations and the reliability of management and financial information
- 3.6 To ensure accountability by:
- a) Acting in accordance with the Nolan Committee's Seven Principles of Public Life – selflessness, integrity, objectivity, accountability, openness, honesty and leadership
 - b) Declaring any interest which may conflict with those of IPPF and managing in accordance with best practice principles
 - c) Ensuring that Director-General has clear accountability
 - d) Accounting for the Board's action in appropriate ways as required by law and good practice, approving the form and content of the Annual Reports to members, and making arrangements for the General Assembly of members
 - e) Proposing changes to the Regulations where necessary
 - f) Making changes to the Procedural byelaws and presenting to the GA for approval
 - g) Reporting appropriately to the General Assembly and ensuring that General Assembly and Regional Forums have the opportunity to express their views to the Board
 - h) Facilitating review of the Board's performance and effectiveness conducted annually by the Nominations and Governance Committee
- 3.7 To ensure effective management by:
- a) Delegating all management tasks not specifically mentioned as responsibilities of the Board of Trustees to the Director General

4 Membership of the Board

- 4.1 The Board shall be comprised of 15 Trustees: nine drawn from IPPF Member Associations and six recruited externally. The composition of the Board shall include at least 20 percent of young people under 25 years old at the time of the term appointment and at least 50 percent women. Other criteria for determining the composition of the Board are attached as annex 1.
- 4.2 All trustees must meet specific profiles on expertise, skills and experience according to the criteria annexed to these Terms of Reference and reviewed from

time to time by the Nominations and Governance Committee, in consultation with the Board Chair.

- 4.3 Members of the Board drawn from the membership will be current members of the MA. Candidates are required to provide written confirmation from the MA of their membership status and role within the MA.
- 4.4 A Trustee may not be an employee of the IPPF Secretariat or of any Member Association.
- 4.5 The Board, once formed, draws new members from a slate presented by the Nominations and Governance Committee, based on clear criteria for the recruitment of each board member, considering the specific needs of the board when vacancies arise.
- 4.6 A decision to remove one or more Trustees from the Board of Trustees requires a two-thirds majority of the General Assembly
- 4.7 Current members of the Nominations and Governance Committee are ineligible to serve on the Board of Trustees.
- 4.8 New Trustee appointments are confirmed by the General Assembly.

5 Board Terms of Office

- 5.1 Trustees serve for three-year terms, with the possibility of re-election once, i.e., a maximum of two terms, or six years, before a member must rotate off the Board. Trustees are ineligible to re-stand for the Board at any time in the future after having served two terms.
- 5.2 Any term of office served prior to the adoption of the new governance structure in any governing bodies at global level shall be counted while determining Trustees cumulative term of office.
- 5.3 Trustees must meet the following criteria in order to be re-appointed - regular attendance at meetings, participation and value contributions during meetings and contribution as an ambassador for IPPF. These criteria form the basis of an annual evaluation process.
- 5.4 Trustee terms are staggered³ in order to maintain continuity of organisational knowledge and expertise within the Board.

6 Trustee Officials

- 6.1 There shall be a Chair and a Treasurer elected by the BOARD of Trustees.
- 6.2 The Chair leads the Board of Trustees and the General Assembly ensuring that governance fulfils its purpose and chairs Board meetings and other official meetings⁴ ensuring that:
 - a. business is dealt with, decisions made and adequately minuted
 - b. the implementation of decisions is clearly assigned and monitored and decision at meetings are implemented
 - c. support and guidance are provided to the Director General
- 6.3 The Treasurer of the Board of Trustees has the following responsibilities:

³ Refer to internal document 'Staggering of the Board of Trustees to ensure institutional memory' on how the staggering will take place for the first BoT. See Annex 2.

⁴ This includes chairing the General Assembly as specified in the General Assembly Terms of Reference

- a. ensures a financial policy framework is in place to guide IPPF's financial decision making
- b. advises the Board of Trustees on major financial issues
- c. provides financial insight and expertise to the Finance, Audit and Risk Committee (C-FAR) and any sub-groups established by Board of Trustees, where necessary and appropriate."

7 Board Committees

- 7.1 The four standing committees of the Board are: Finance, Audit and Risk; Membership, Policy, Strategy and Investment; and Resource Allocation Technical Committee⁵.
- 7.2 Trustees are encouraged to serve on at least one Committee.
- 7.3 There shall be a maximum of two Trustees on any one Committee.
- 7.4 The Chair of each of the four Board Committees shall be appointed by the Board of Trustees. Each Committee Chair shall be appointed for a three-year term. No person can serve as Chair of any of these Committees for more than two terms cumulatively. The Chair will generally be a Trustee.
- 7.5 There will be a maximum of seven members on each standing committee, including those members who are Trustees.
- 7.6 Of the seven members a maximum of two members can be external members. External members are selected by the Nominations and Governance Committee for a specific skill set, as expressed by the Chair of the Committee and are external to MAs.
- 7.7 Committee members serve for terms of up to three years. Members may serve for a second term. Committee members are ineligible to re-stand for the committee at any time in the future after having served cumulatively for two terms.
- 7.8 Committees report to the Board through the Committee Chair. Committee members do not attend Board meetings unless specifically requested.
- 7.9 The Board shall appoint additional committees, task forces or working groups as required.

8 Board Meetings, Quorum, Voting and required majorities

- 8.1 The Board shall meet at least three times each year - two times face-to-face and one virtually as required. It shall follow a formal business agenda as circulated prior to the meeting.
- 8.2 Meetings of the Board may be held in person or by suitable electronic means, as agreed by the Board, in which all participants can communicate with all other participants.
- 8.3 Eight Trustees present in person or by electronic means shall constitute a quorum.
- 8.4 All Board meetings shall be chaired by the Board Chair. In the unlikely event that the Chair is unable to be present, the Board shall appoint another Trustee to act as Chair of that meeting.
- 8.5 Questions arising at any Board meeting shall be decided by a simple majority of votes present unless otherwise stated in the Act and Regulations. Every Trustee shall have one vote. If the votes are equal, the chair of the meeting shall cast a casting vote.
- 8.6 The minutes of all Board meetings shall, except for minutes of 'in camera sessions' and any information of a personal nature, be available for inspection by Member

⁵ See separate terms of reference for each committee

Associations and any other persons as authorised by the Board. The reports of the General Assembly shall be similarly available for inspection.

- 8.7 The Board may by a simple majority of all Trustees, take decisions between meetings by any means (including electronically) unless otherwise stated in the Act and Regulations.
- 8.8 Extraordinary meetings of the Board can be called by the Chair or by one-third of the Trustees. Such meetings may be held virtually or face-to-face.

9 Legal Counsel

- 9.1 Legal Counsel is a non-voting volunteer advisory position and is additional to the 15 Board members. He/she will be in attendance of board meetings. As a volunteer, they act as general counsel to the Federation in matters pertaining to legal and institutional questions, specifically to:
- a) advise the Federation on UK laws under which the Federation operates
 - b) serve in an advisory capacity as a legal resource person to meetings of the Federation's central bodies on questions of interpretation of the IPPF's governing instruments
 - c) assist the Chair of the Board and the Director-General at the time of meetings of the Federation's central bodies, on questions of procedure, relating to the orderly transaction of business and to the duties of Chair and members in connection with the meeting
 - d) review during the meetings the text of resolutions adopted, to verify their constitutionality under the IPPF ACT , Regulations, Procedural bylaws and UK laws and advise the Chair on legally required redrafting.

10 Review

- 10.1 The Board will produce an Annual Trustee's Report including financial performance information for the membership on a yearly basis.
- 10.2 These terms of reference should be updated regularly in accordance with the general policy review process.
- 10.3 The Nominations and Governance Committee will oversee an annual assessment of the performance of the Board of Trustees, including Member Association opinions and commentary.

Annex 1**Composition of the Board of Trustees**

The Board of Trustees shall be comprised of 15 trustees, with nine trustees coming from IPPF membership, drawn from applications submitted by volunteers, and with six external trustees. All trustees must meet required standards of expertise, skills and experience according to criteria established by the Nominations and Governance Committee. At least 20% of trustees shall be under 25 years old at the time of appointment and at least 50% shall be women.

With regard to the overall makeup of the Board, the following must also be considered:

- Geographical diversity; and
- Representation of "at risk" and most in need populations

Criteria for selecting individual Trustees to serve on the Board and its Committees includes having experience in one or more of the following areas:

- Leadership in SRHR
- Governance at the international or national level
- Senior executive experience
- Program delivery experience
- Financial control and oversight
- Risk management
- Legal expertise
- Fundraising and resource mobilization
- Experience of advocacy and working with government
- Youth networking/youth action
- Peer-to-peer service delivery
- Other skills, experience and attributes relevant to global governance.

These criteria were agreed by the extraordinary General Assembly and approved by the Governing Council in Delhi India, December 2019

Annex 2

Staggering of the Board of Trustees to ensure institutional memory

Rationale

To encourage continuity and ensure institutional memory, one third (five trustees) of the Board of Trustees will rotate on a yearly basis, with the option of being re-appointed at the end of their initial term for another term of three-years subject to successful performance review conducted by the Nominations and Governance Committee. This will promote good governance by refreshing the Board and fostering innovation and new ideas while ensuring at the same time continuity within the Board by retaining leadership talent and ensuring succession planning.

Suggested process

1. All the trustees will be initially appointed for a minimum of a one-year term, subject to the outcomes of the staggering exercise to take place following the appointment of the Chair of the Board and the other four Standing Committee Chairs.
2. The staggering shall be determined by a random drawing of lots under the leadership of the Legal Counsel.
3. Prior to conducting the drawing of lots, the Chair of the Board of Trustees and the four standing Committee Chairs will already be appointed or nominated as per the appropriate Terms of Reference.
4. The Chair of the Board and the other four Standing Committee Chairs shall be excluded from the drawing of lots and will not be part of the staggered rotation process in order to ensure continuity of these trustees in their respective roles.
5. All those elected and/or appointed as either the Board of Trustees Chair, or as Standing Committees Chairs will serve a three-year term to enable them to perform their role without interruption.
6. The remaining ten (10) Trustees will take part in the drawing of lots process where there will be five lots with a one-year term and five other lots with a two-year term.
7. The drawing exercise will enable the Board of Trustees to determine trustees who are elected for an initial term of one year and those elected for an initial term of two years.
8. At the last meeting of the Board of Trustees during a calendar year, one-third of trustees shall be subject to retirement by rotation. This rotation should respect gender and youth balance requirements for the Board of Trustees composition.
9. Since there will be three trustees (20% youth) below the age of 25 years at the time of their appointment and in order to ensure that not all the young people rotate off from the Board at any given time due to the fact that they may be over 25 years old at the time of their prospective re-appointment, priority shall be given to them so that these three trustees serve respectively for a term of one year, two years and three years. They shall be given priority to take their drawing taking into consideration their actual age at the time of their appointment. This arrangement is subject to successful performance review of these individual trustees.
10. Re-appointment for a second term following rotation will not be automatic. It will be linked to the performance review process to be conducted by the Nominations and Governance Committee.

11. If a Trustee is required to retire at an annual Board meeting, the retirement shall take effect upon the conclusion of the meeting.
12. Any re-appointment of a trustee shall be for a term of three years. So, the initial one-year and two-year terms aim to set the process going forward.
13. A register of years of services of individual Trustees shall be kept at Central office.

As adopted by Governing Council, May 2020

Amended by IPPF Board of Trustees, March 2022