



Reforming **IPPF's** Governing Structure

Final Report

Prepared by:
Independent Governance Reform Commission

Chair: Steven W. Sinding

October, 2019

Independent Governance Reform Commission - Final report

Table of Contents

Forward

Executive Summary

1. Introduction

- 1.1 Terms of Reference
- 1.2 Methodology and timeline

2. Background

- 2.1 History and its impact on IPPF's Governance
- 2.2 IPPF's current governance model
- 2.3 Why IPPF needs to reform
- 2.4 Why such a short timetable for change?

3. Learnings from the review's research and the consultations

- 3.1 Research – governance models for federated organisation
- 3.2 Survey results
- 3.3 Consultations

4. Strengths and weaknesses of the current governance system

5. Different governance options and approaches considered

6. Framework of a new model for a reformed approach to governance: General Assembly and Board of Trustees model

- 6.1 The proposed new model as described in the preliminary report
- 6.2 Feedback on the basic framework of the proposed new model
- 6.3 The Commission's reflection on the feedback of the preliminary report

7. Recommended Governance model – summary

8. Transitional Arrangements

9. Phase 11 recommendations

Appendices:

- 1. Terms of Reference and expected results
- 2. IGRC composition
- 3. Summary of governance characteristics of other federated and similar organisations
- 4. First online survey questions
- 5. Draft suggestions for new governance documents

This report will be shared with Member Associations and the Governing Council in advance of the General Assembly to be held in New Delhi, India in November 2019.

Forward

IPPF is not alone in facing issues that drive the need for change. As power dynamics and expectations shift in the world, organisations too experience challenges and crisis. Much is being written on these shifting power dynamics, civil society and the nature of non-governmental organisations in the 21st century.

Jeremy Heimans and Henry Timms, in their 2018 book *New Power*, talk about the dynamics of ‘old and new power’. They describe ‘old power’ as working like a currency. Being held by a few. Once gained, jealously guarded, with the powerful having a substantial store of it to spend. It is closed, inaccessible, and leader-driven. It downloads, and it captures. By contrast Heimans and Timms describe ‘new power’ as operating differently, like a current. It is made by many. It is open, participatory, and peer-driven. It uploads, and it distributes. Like water or electricity, it’s most forceful when it surges. The goal with new power is not to hoard it but to channel it.

In a recent blog, Tosca Bruno-van Vijfeijken reflects on the current crisis that many NGOs are facing:

As NGOs have broadened missions to take on global problems, measuring progress becomes harder. The failure to radically transform to better address these problems contributes to a vacuum of accountability that is fertile ground for poor performance at the very least. Sometimes, it even leads to allegations of abuse, as we have seen in the last few years. The root problem, in my view, is a mismatch between increasingly ambitious objectives and systems inherited from another era.

‘I focus here on INGOs, multilaterals and bilaterals which share a similar dissonance between their objectives and functions. UNICEF, UNAIDs, and the Global Fund are just a few of the multilaterals that join Transparency International, Oxfam, Save the Children, IPPF, the Red Cross, and Amnesty International in allegations that include bullying cultures, sexual harassment, lack of oversight, exclusionary internal networks and misuse of funds.

‘Old structures persist and governance structures are also ill-equipped. The INGO boards in many of the recent scandals appear out of their depth to address profound questions of the skills and metrics best suited to the current environment. Board members may be appointed for their background in management consulting, the corporate world or the NGO sector, but few boards understand the challenges that Executive Directors face today in meeting both technical and political challenges.

One reaction to the scandals has been a growing business in the area of safeguarding, restructuring, and governance. This is necessary but insufficient. We need ways to establish long-term strategies with adaptability to shift tactics in the short-term and develop boundary-crossing networks organised around change.And we need Boards who understand the shifts this way of working requires in measuring progress and ways of working (emphases added).

We anticipate that the governance reforms recommended in this report will enable IPPF to be better equipped to respond to changes in the external environment and to create an internal environment that is both accountable to its various stakeholders and better able to respond to the on-going technical and political changes in our world.

Steven Sinding, chair

Executive Summary

This paper is a final report on the work of the Independent Governance Reform Commission (IGRC). The paper reviews the terms of reference and methodology employed in the commission's work and, by way of background, provides an historical overview of IPPF's governance history, its current form, and the reasons why reform is needed now. That is followed by a review of the research undertaken by the commission on the governance structures of other, comparable institutions, and the commission's process of consultation with the IPPF membership, including the results of a membership survey on governance and resource allocation.

The last part of the report reviews the strengths as well as the weaknesses of IPPF's current governance structure and system of operating, enumerates the several possible options and alternatives the commission reviewed, and concludes with its proposal to replace the present multi-tiered structure of a central Governing Council, with Regional Councils and Executive Committees, with a simpler Board of Trustees and a General Assembly of Member Associations. The board would be comprised of people from the IPPF Member Associations as well as internationally recognized experts. It would be supported by a set of standing committees on which MAs would also have substantial representation, ensuring a strong voice throughout the policy and decision-making systems for the entire IPPF membership. Geographic and other diversity would be stressed and existing commitments to the representation of women and young people would be maintained and reinforced.

The membership reviewed and commented on the commission's preliminary paper. Those comments are largely reflected in this final report, which will be discussed at a General Assembly to be convened at the end of November 2019.

1. Introduction

Locally owned and internationally connected, IPPF is a global service provider and a leading advocate of sexual and reproductive health and rights (SRHR) – a worldwide federation of 134 national Member Associations (MAs), which has over 29,000 staff and hundreds of thousands of volunteers working with and for communities and individuals across the globe.

Sexual and reproductive health and rights (SRHR) are essential for sustainable development because of their impact on maternal, new-born, child, and adolescent health, their links to women’s wellbeing and gender equality, and their roles in shaping future economic development and environmental sustainability. The 2018 Guttman–*Lancet* Commission¹ describes progress towards fulfilling SRHR for all as stalled because of weak political commitment, inadequate resources, persistent discrimination against women and girls, and an unwillingness to address issues related to sexuality openly and comprehensively. As a result, the report says that some 4.3 billion people of reproductive age worldwide will have inadequate sexual and reproductive health services over the course of their lives. Against this backdrop, IPPF has an important contribution to make at the global and regional levels, and at the national level through its member associations (MAs). The world needs IPPF working alongside the UN and governments to respond to still unacceptably high levels of unmet need for reproductive health services. Continuous improvement in its organisational efficiency and effectiveness is essential if IPPF is to realise significant and sustained impact on the lives of women and girls, men and boys across the globe.

IPPF’s Governing Council (GC) agreed in May 2019 that a more accountable, agile and modernized Federation is critical to its survival and future effectiveness and mapped out a process of transformation over a six-month period, anticipating a plan for radical governance and financial reforms to allow the Federation to better fulfil its potential.

The GC requested the establishment of two independent commissions, one to review IPPF’s governance and the other to review the process through which IPPF allocates core (unrestricted) resources across regions and countries. It was agreed that the Commission’s proposals for reform should be reviewed and decided by an extraordinary General Assembly of all MAs, alongside partners, donors and the people they serve, in November 2019. The General Assembly will be held in New Delhi, India November 28-29.

This report focuses on IPPF’s governance reform and recommends a more streamlined and modern approach to governance and organisational oversight.

1.1 Terms of Reference

The governance review was tasked to focus on IPPF’s system of governance at both the global and regional levels – to review the structure and processes for decision-making, transparency, accountability, control and behaviour, including the relationship between the regions and MAs, and to propose a new, fit-for-purpose and radically different model which reflects the uniqueness and diversity of the Federation, enabling greater agility in decision making and optimising the potential of the organisation to support IPPF’s critical mission.

¹ *The Lancet*. 2018. “Accelerate progress—sexual and reproductive health and rights for all: report of the Guttman–*Lancet* Commission,” 391: 2642–92. Published online May 9, 2018. [http://dx.doi.org/10.1016/S0140-6736\(18\)30293-9](http://dx.doi.org/10.1016/S0140-6736(18)30293-9).

The Commission was not asked to address issues at the national level, nor to look into larger questions about volunteering or working through non-MA partners. There was, however, an expectation that recommendations would be cascaded throughout all levels of the Federation where appropriate, and that key findings could inform a second phase. The Terms of Reference are attached as Appendix 1.

Multiple IPPF governance reviews have taken place over the years. Most identified that the current system provides significant challenges in terms of skills and representation, participation in between meetings and responsiveness to changes in the environment. Yet the resulting changes generally involved reducing the size of the governing bodies without significantly changing how they functioned. Truly substantial reforms did not occur.

1.2 Methodology and timeline

The GC asked IPPF's Director General to appoint an independent experts group to carry out this review. An 11-person commission was established, comprised of independent experts, representatives of member associations, donors, youth representatives, and a member of the GC's independent advisers, assisted by three secretariat staff. A full list of Commission members is attached as Appendix 2.

The Commission was led by Dr Steven Sinding, a former Director General of IPPF, who has had broad experience as a board member of a range of organisations with differing governance systems. He was supported by a second independent commissioner, Lynette Lowndes, a UK-based consultant in leadership and governance, specialising in federated and network organisations.

Commission members have provided informed perspectives and advice and served as channels for engagement with a range of key stakeholders. The commission reached out to MAs (staff and volunteers), regional and central secretariat offices, donors and partners, to gather their input, share progress and create engagement in the lead up to the November General Assembly meeting.

An extensive process of consultation included an interactive website forum enabling open contributions from all stakeholders and two web-based surveys, which all MAs, volunteers and staff were encouraged to complete. Commission members led specially organised sessions at the regular meetings of the Regional Councils (RCs) to gather and test ideas. They served as antennae for broad engagement on the need for reform and on potential recommendations.

Commission members engaged formally and informally in consultative dialogue with volunteers, executive directors and youth representatives in meetings in Tallinn (European Network RC, June 14-16), the annual IPPF Donors Meeting and Donors Advisory Group Meeting (London June 16-18), Kuala Lumpur (ESEAOR RC, July 6-7), Nairobi (Africa Region RC and regional youth forum, June 28-29), a special meeting in New York (WHR, June 28-29), Bangkok (SAR RC, August 20-21), and Tunis (Arab World RC, September 28-29).

The Commission also led webinars with regional staff and virtual and face-to-face thematic meetings, with particular focus on youth involvement in IPPF governance.

A preliminary report was prepared and made available for comment and reaction in mid-September. Following feedback on the preliminary report, the commission's recommendations have been refined and further developed in this final report. The report is now submitted to Member Associations and the Governing Council for discussion and decision at the November General Assembly.

2. Background

2.1 History and its impact on IPPF's Governance

IPPF's present crisis of governance has its origins in IPPF's early history. It is important to review some of this history to understand how the current situation came about and what might be done to resolve it.

The pioneering volunteers who created IPPF in Mumbai, India in 1952 wanted to promote the spread of birth control beyond the handful of countries in which family planning had gained an early foothold in the years before World War II. Eight countries, from Europe, Asia, and North America, were represented at that first meeting and they committed themselves to creating a federation, with a small secretariat in London supporting independent national affiliates. Their hope was that the number of affiliates would grow, and that the idea of family planning would eventually spread across the globe.

The London secretariat, headed by a Secretary General, was supported by these early member associations and was charged with helping to establish new members where possible and supporting existing members, eventually known as Family Planning Associations, or FPAs, with information about the latest advances in contraceptive technology; program design; evaluation systems; information, education and communication approaches; and more.

The early pioneers decided on a governing body comprised entirely of volunteers from the FPAs. As the number of FPAs grew, the governing body grew in complexity, from a simple annual members assembly, to a central council and later a central executive committee. This was the situation by the mid- to late-1960s.

Then, as the community of nations began to recognize the extremely rapid rate of population growth the planet was experiencing, they sought to identify mechanisms – governments as well as international organizations and nongovernmental organizations – through which to channel increasingly large amounts of foreign aid to try to stem the very high fertility rates and rapid population growth that was occurring. Not surprisingly, several governments approached IPPF with offers of substantial funding if IPPF would agree to enlarge and extend its programs throughout the world. Among those initially offering this money were Sweden, the United Kingdom, the United States, and Japan.

The IPPF governing body took some time to consider the donors' offer. The internal debate was reportedly quite heated between those urging acceptance of the offer and those who were sceptical that accepting it would transform IPPF from an egalitarian federation of like-minded independent associations into a grant-receiving and grant-making instrument of the donors. Ultimately, members saw the opportunity to do great things to improve the services available to the people it served with the added resources that donors were offering.

In hindsight, it is now clear that when IPPF agreed to partner with donors and accept their funds it needed to rethink how it would be governed. In taking the donor money, IPPF was now responsible not only to itself but also to those with whose funds it had been entrusted. Now, the secretariat would be reporting not only to IPPF's governing bodies but also to the donors. And the expectations of these different authorities added a significant extra burden on the secretariat, along with, at times, competing requirements. IPPF's governors wanted the secretariat to continue to be responsive to the needs of the existing FPAs and each member of the governing bodies was careful

to look out for the interests of his or her association. They expected the Secretary General to be fully responsive to their demands. On the other hand, the donors expected IPPF rapidly to expand the number of countries in which it worked and to devote substantial resources to opening new programs and services.

By the time this sea change in IPPF's structure and functions occurred, the establishment of regional offices had also taken place, and the Regional Office directors were similarly torn between the demands of the Regional Councils which governed them, and the Secretary General who allocated the donor money to them and held them accountable for results.

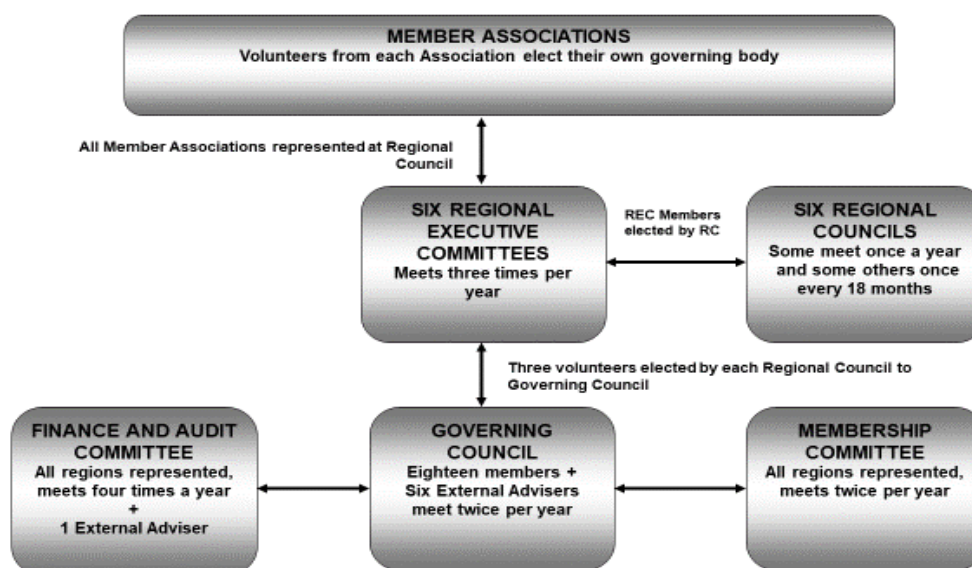
While the structure of governance was adjusted over time, its basic shape never changed to adapt to the radically changed mission of the Federation. What today is the Governing Council was elected by the six Regional Councils, which in turn were elected by the FPAs -- today's Member Associations. One consequence of this system of internal recruitment of governing body members was that the typical criteria for forming boards of directors or trustees – technical or scientific expertise, financial management skills, experience in management and supervision – gave way to longevity and personal relationships as the most important bases for selection. IPPF as a whole has never benefitted from a system of governance that represented a broad range of the skills and expertise typically found on independent boards. Moreover, the governance system of IPPF became more an arena of interregional competition for power and influence than an independent source of guidance, oversight, and policymaking.

In summary, IPPF's decision in the late 1960s to retain its original governing structure has resulted in a dysfunctional system that has prevented the Federation from achieving its full potential over the past 50 years. The governance crisis of 2019 has its origins in years of misalignment between IPPF's mission and its governing structures and practices. The situation has now deteriorated to the point where there is no alternative to a radical reform of these structures and practices, lest the entire edifice collapse. This is the background against which this proposal of the Independent Governance Reform Commission is framed.

2.2 IPPF's current governance model

IPPF consists of legally independently registered MAs supported by a unified secretariat comprised of the Central and Regional Offices. IPPF is a legal entity registered as a UK Charity under the Charities Act 2011. IPPF as a legal entity has responsibility for those financial resources which flow through the unified secretariat.

The diagram below represents the current IPPF governance structure. The independent member associations meet together in regions as Regional Councils, each with a Regional Executive Committee, electing members to the Governing Council, which is the highest decision-making body.



Member Associations are independent, locally owned and governed organisations that deliver sexual and reproductive health services at the community level. All MAs are expected to commit to fulfilling the Federation’s vision, mission and values as well as to comply with a robust accreditation system. MAs are all represented on the Regional Councils (RC). The number of representatives on the Regional Council depends on the membership status of the MA (i.e., Full Member or Associate Member).

The Federation is comprised of six regions. Each of the Regions is formally constituted with its own regional by-laws ultimately approved by the Governing Council. Regional Councils meet every 12 to 18 months with representatives from all MAs within the Region participating. The Regional Councils are responsible for electing regional representatives to the Governing Council, its Finance and Audit Committee, and its Membership Committee. It also elects members to a Regional Executive Committee (REC) which meets three times per year.

The Regional Executive Committee is responsible for making recommendations for the admission, suspension and expulsion of MAs; approving the allocation of resources to MAs as proposed by the Regional Office in line with a pre-approved formula; reviewing the performance of the MAs in the region; and supporting the advocacy and resource mobilisation efforts of the Regional Office.

RECs are generally not responsible for hiring the Regional Director. RD hiring decisions are made by a panel comprised of the Director General, the IPPF President and the Regional President, as per IPPF policy. The Regional honorary officers (President and Treasurer) and Director General jointly conduct the annual performance review of the Regional Director. REC members are elected for a term of three years. REC is composed of at least 50% women and 20% youth representatives (below the age of 25 at the time of their election).

The Governing Council (GC) is the highest governing body of IPPF. It is comprised of 24 members – 18 from the six regions (3 members elected from each) and six non-voting External Advisers. External Advisers were introduced following the most recent governance changes in 2016. GC makes decisions on IPPF policy, strategic planning, resource allocation and the recruitment and appraisal of the Director General. It is supported in its work by two standing committees:

Membership and Finance and Audit Committee. GC has two honorary officers: the IPPF President/chairperson, and IPPF Treasurer.

The Membership Committee meets twice a year. It reviews and makes recommendations to the GC on membership issues, accreditation review outcomes, and amendments to regional constitutions. It is composed of six members from the Governing Council.

The Finance and Audit Committee (FAC) is composed of four voting members (elected by the Governing Council following their nominations by Regional Councils) who are not members of the GC, and the IPPF President and Treasurer, who serve on the committee as ex-officio members without voting rights. In addition, IPPF recently approved the appointment of an External Adviser without voting rights to support the committee. The four voting members are elected from those regions not represented by the President and Treasurer to ensure that all six regions are represented. The FAC provides financial and audit oversight for the Federation. It commissions and receives the annual external audit and generally ensures that the Federation conforms to normally accepted accounting standards. It meets four times a year, with two meetings taking place virtually.

GC has the authority to appoint ad hoc panels and committees from time to time to support its role on specific matters.

2.3 Why IPPF needs to reform

A number of MAs have raised concerns over the years, highlighting the lack of transparency and accountability in the organisation and calling for reform. Many expressed the view that IPPF was not working as a Federation and that there was too much distance between the MAs and the Governing Council. They have also complained that they are unable to get the assistance they need from the secretariat, both regional and central, in a timely and effective way. These concerns have been echoed by some of IPPF's principal donors. On several occasions the secretariat and GC attempted to respond to these criticisms, but the resulting reforms, as noted above, resulted in little change.

A tipping point came in 2019 when serious cases of fraud, abuse of power and safeguarding, that had occurred over a period of time, were surfaced. The attempt to respond to these cases revealed a lack of clarity regarding the respective roles and responsibilities of IPPF's management and its governing bodies. This situation prevented management from dealing swiftly and forthrightly with these cases, resulting in their receiving fairly intense press coverage in the UK. In mid-2019 the Charity Commission for England and Wales inquired with significant concern into the affairs of IPPF and was assured that IPPF's governance would be reviewed. The Charity Commission is for the moment taking no further action. Several of IPPF's major donors also inquired about these cases and IPPF's response. Taken together, these events resulted in an existential crisis in mid-2019, with the potential of IPPF being split, as one region moved to protect itself from the critical reputational and resource impact of these revelations by initiating the process of withdrawal from IPPF.

While IPPF is a global institution and remains responsible to its MAs and its clients around the world, it remains a charity registered in the UK and subject to the increasingly acute supervision of the Charity Commission of England and Wales, a regulator that is determined to ensure efficient and effective use of charitable resources and far more rigorous compliance with good governance principles than ever before. Similar demands are made of UK charities by an ever more intrusive press that has also grown less sympathetic to charities, especially large ones, and especially those that take a stance on the political issues of the day.

One of the Charity Commission's concerns is the reputation of charities, and recent pronouncements have emphasised the need for charities registered in England and Wales to exercise proper oversight of federated bodies within large group structures, particularly in relation to matters such as safeguarding and fraud, even where those federated bodies are separate legal entities.

There is therefore pressure from donors, regulators, MAs, users and the general public to demonstrate excellent, purposeful governance and exemplary stewardship of resources that have been devoted to the public benefit.

The dysfunctions of IPPF's current system are not just about the inability to respond quickly and effectively to internal crisis. They also limit IPPF's ability to drive efficiencies and effectiveness in an increasingly competitive environment where quick decision-making and systematic information sharing are key. Ways of operating within IPPF have not been open or transparent. There has been a lack of clarity, role overlap – and at times overreach – resulting in conflict and lack of trust between governance and management, as well as between global and regional levels. Looking back at meeting agendas, it is clear that there has been little or no attention to long-term sustainability and strategic orientation, partly due to the insufficient depth and breath of skills in the makeup of the governing councils at both the central and regional levels. These issues are the key considerations in this review.

While there is not a one-size-fits-all model for governance structure, it is widely agreed that the principles of good governance include being participatory, accountable, transparent, responsive, and committed to organisational values. Trustees follow the rule of law, act with integrity, demonstrate strategic leadership, and ensure corruption and abuse of power are minimized and never enabled. Effective trustees take the views of minorities into account and ensure that the voices of those whose interests the organisation aims to serve inform decision-making. Good governance ensures responsible and prudent stewardship of resources and is responsive to the present and future needs of societies, and ensures that management is empowered to place strategy and impact at the heart of all decision making.

Many now see the present crisis in IPPF as an opportunity for transformation to a more modern, agile and accountable federation – one better able to respond to the current challenges in today's world and, most importantly, to meet the needs of those who need and can benefit from its services. To summarize, for IPPF these challenges include:

- an emboldened opposition that is better organized and better funded than ever before and beginning to succeed in its efforts to reverse the hard-fought gains of the last several decades
- a decline in trust in institutions. Recent crises at several major international NGOs, including on safeguarding and fraud, have eroded public support
- far more rigorous accountability demands by donors and regulators; only a more business-like IPPF, with tight management and streamlined systems, will be able to deliver on demanding and time bound new programmes
- significant competition from other NGOs and peer organizations for scarce donor funds and the fact that past support does not guarantee future funding

It is good practice for all organisations to evaluate and review their governance arrangements on a regular basis. It is long past the time when IPPF should have undertaken such a comprehensive review and it is absolutely essential that it do so now, for the sake not only of its survival but above all for the sake of the millions of people who continue to rely on it.

2.4 Why such a short timetable for change?

The Governing Council has given IPPF six months to complete its reform. Donors have provided resources for IPPF to facilitate the reform process within this timeframe. So, while the time is very short, the commission is confident that it is delivering a compelling and approvable governance reform proposal in good time for all stakeholders to thoroughly review it before a final decision is taken. We are fully aware that the consequence of failing to adopt a new fit-for-purpose governance structure at this critical moment could very well spell the end of IPPF as it now exists.

3. Learnings from the Commission's research and consultations

3.1 Research – governance models for federated organisations

How other federated organisations govern themselves

The Commission has researched the governing structures of a selection of organisations which share the characteristics of a secretariat or headquarters office serving or acting on behalf of a group of member or affiliate organisations. Some of the organisations reviewed are strong federations or associations while others are looser networks or alliances. These organisations have been selected to illustrate the range of governance models and we have carefully considered each of these in determining the structure we think would work best for IPPF.

There are several distinct differences in how the different organisations choose to govern themselves, the most significant being the membership of the governing board and how the membership is represented in the governance structure.

Some organisations, like the International Federation of Red Cross and Red Crescent (IFRC) and the Fédération Internationale de Football Association (FIFA), have governing boards elected entirely from the membership by the membership. Others like Frontline AIDS (formerly the International HIV/AIDS Alliance) appoint a Board composed entirely of persons matching specific profiles, who are not directly associated with the member organisations. Both systems have their strengths and weaknesses.

Other organisations, for example, the World Wide Fund for Nature (WWF) and the British Red Cross have chosen a 'hybrid' model, with some board members elected from the membership and others co-opted based on specific skill sets and expertise. In some 'hybrid' boards only elected members have voting rights with co-opted members fulfilling an advisory role only, while others make no distinction between board members irrespective of being elected or co-opted.

British Red Cross is one organisation that was for most of its long history an organisation with a membership board drawn entirely from representatives elected by local Red Cross branches. In the 2000s it moved to create a Board of Trustees with a mix of both elected members and co-opted persons matching specific skill profiles, with all being voting members of the Board. The purpose of this change was to strengthen governance as the foundation for repositioning the organisation in response to external changes.

With the exception of FIFA, the organisations reviewed do not have formal regional structures as part of the governance systems.

For a summary of the governance models of these organisations refer to Appendix 3. To access a more detailed report on these governance models, prepared by the commission please follow the link [here](#).

Some of these organisations have conducted their own governance reviews and shared their learning. These discussions have highlighted the following factors to be considered in governance design and reform:

Key considerations in board design

1. Board role and purpose

- Clarity on the purpose of governance. Generally boards have three main functions: to approve the organisation's broad policies and strategic direction, to appoint and evaluate the performance of the CEO, and to ensure the financial integrity of the organisation.

2. Board skills and responsibility

- Ensuring that the composition of the Board and the collective experience and skills of its members enables it to fully discharge its responsibilities. In the UK this includes meeting the requirement of the Charity Commission.
<https://www.gov.uk/government/organisations/charity-commission>

3. Board composition – representational vs skills based

- Determining the extent to which board membership is drawn from the member organisations based on representational interests or, by contrast, selecting members according to a predetermined set of skills and experience, or indeed a mix of these two approaches.
- Having systems that enable the skillset of the wider board to be considered when selecting new members, i.e., based on a skills audit.

4. Board size

- Ensuring a board is of appropriate size - not too small and not too large. A membership below eight is considered small and the Board may struggle to have sufficient breath of experience at the table, while a membership greater than 15 can be unwieldy inhibiting members from engaging meaningfully in collective dialogue and decision making.

5. Membership representation and clientele interests

- Ensuring that membership interests are adequately considered by governance and that the needs of the most marginalised groups are incorporated.
- Guarding against potential built-in conflicts of interest and competition, as well as narrowness of focus, ensuring that the needs of the entire organisation are met.

6. Board Committees

- Establishing permanent skills-based committees to focus on key functions, for example: a finance and audit committee, a governance, ethics and nominations committee, a policy committee etc.

7. Transparency, accountability and effectiveness

- Ensuring governance has adequate transparency and accountability mechanisms in its design
- Ensuring agile and effective decision making through streamlining rather than bureaucratic governance approaches

8. Cost of Governance

- Ensuring that the cost of governance is proportionate to the organisation's budget and needs

Having reviewed a number of comparable organisations the different characteristics of governance are summarised below:

Governance characteristics of comparable federation and network organisations

Summary of governance characteristics of comparable federations and network organisations

Generally, the highest decision-making body is comprised of the member organisations meeting together at a regular meeting, often called a General Assembly (GA). The General Assembly provides the opportunity for members to fully engage with the organisation's mission, strategy, achievements and priorities. It is often responsible for electing a president and vice-presidents and in some instance for electing the governing board/council.

Governing boards/councils are comprised of members either drawn from the member organisations themselves and elected at the GA or are independent persons recruited based on skills and experience and appointed by the board itself. Some organisations have chosen a mixed approach with a board comprised of both elected members and appointed persons selected on the basis of skills and experience.

Some organisations elect named individuals from the membership to sit on the governing board, while others elect a member organisation which then determines who will represent them on the board. Members of standing committees, for example a finance and audit committee, are generally appointed in their personal capacity to ensure that members are appropriately skilled in accordance with skill profiles. Organisations often agree on formal recruitment processes for these positions, although they are non-remunerated.

Some organisations have created recruitment and vetting committees or nominations committees to ensure open and transparent processes for recruitment and selection of board and committee membership.

The voice of members and regional engagement is considered important. How this is achieved varies across organisations. Those reviewed do not have regional structures with the exception of FIFA. Some have regional vice-presidents to represent regional interests at the board/council and regional conferences while others form regional assemblies on an ad hoc basis as needed. Others engage regional dialogue through regional management processes.

The governance structures of smaller federations/alliance are generally formed from the member organisations.

3.2 Survey results

As part of the consultations for the ongoing reform, the two commission chairs launched a joint survey on the reform website on 25 July. The objectives of the survey were to:

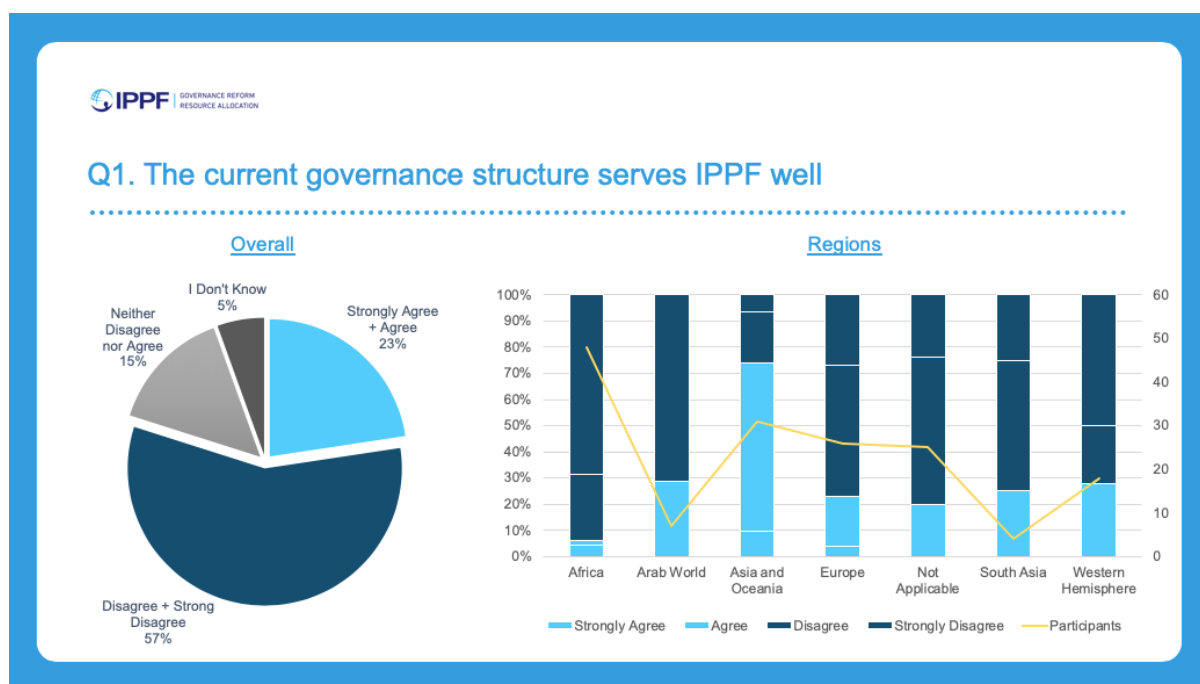
- understand the variety of opinions about the need for change in relation to the IPPF global and regional governance, as well as its resource allocation model.
- solicit input for the development of appropriate and effective regional and global governance structures, and a strategic resource allocation model.

In total, 199 verified respondents completed the survey, from all regions and across the Federation. The majority of respondents were Member Associations (46%) with the Secretariat, Regional Executive Committees, Regional Councils, Governing Council and collaborative partners forming the remainder. Executive Directors, senior management and other staff made up the vast majority of respondents – 81% – with youth being under-represented, at just 7%.

The largest percentage of respondents came from the Africa region (26%); the smallest from South Asia region (2%).

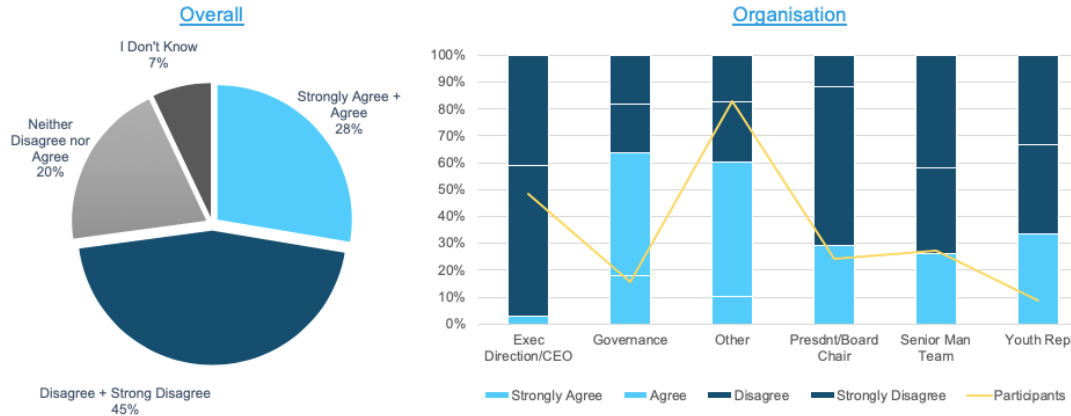
This section provides an overview of the quantitative responses to the governance portion of the survey.

The current governance structure serves IPPF well: a majority of respondents (57%) strongly disagree or disagree with the statement that the current governance structure serves IPPF well, with only 23% of respondents strongly agreeing or agreeing with this statement. While there was some variation across the regions, the response to this question indicates a strong view that reform of the current governance system is required.

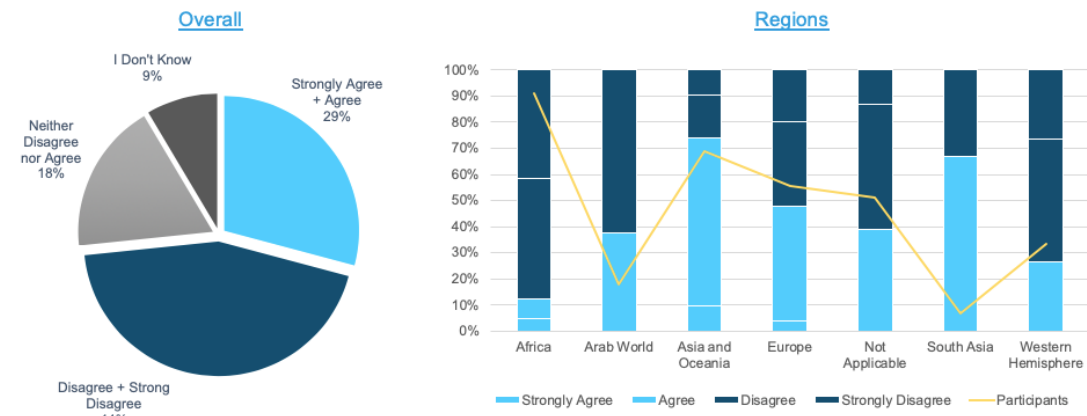


The Governing Council and Regional Executive Committees provide clear and consistent policy and strategic direction: similar responses were received to the questions on clarity and consistency of both policy and strategic direction provided by the Governing Council, with only 28% of respondents strongly agreeing or agreeing with the statement on policy direction and 29% of respondents strongly agreeing or agreeing with the statement on strategic direction. There was a clear variation in responses, with those serving on governance having a more favourable view than presidents/chairs, executive directors or senior management. There was also some variation across regions with East Asia and Oceania having a more favourable response than respondents from other regions.

Q2. The Governing Council (global) provides clear and consistent policy direction



Q3. The Governing Council provides clear and consistent strategic direction

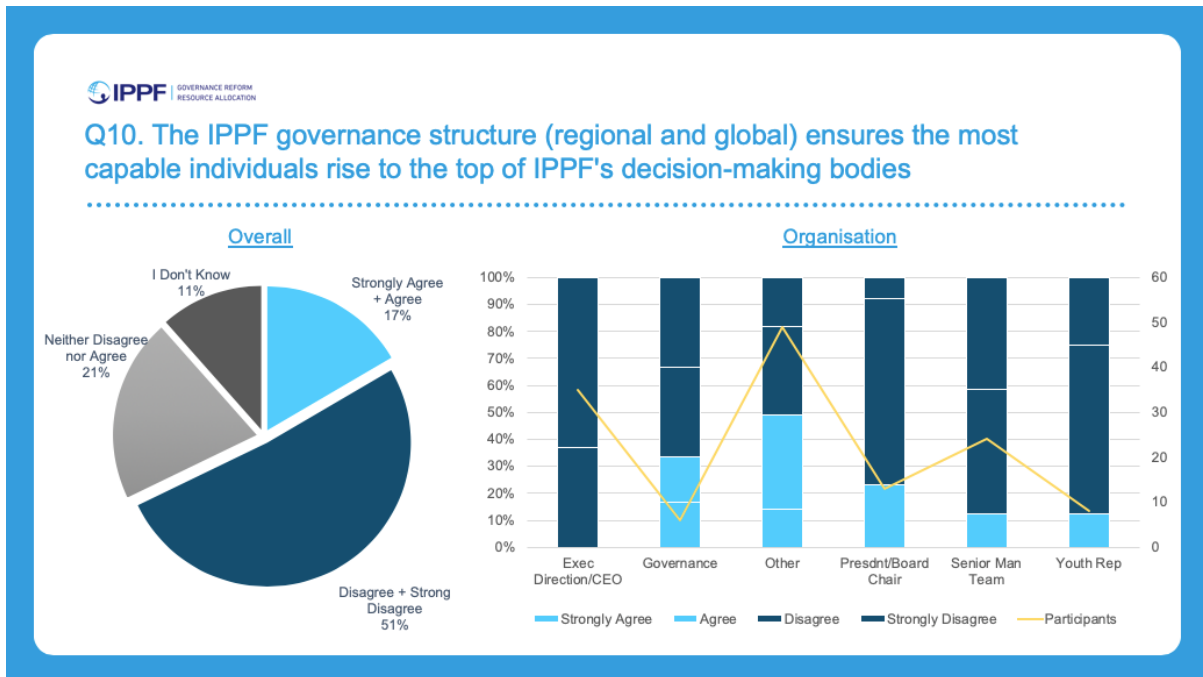


A slightly increased number of respondents (32%) strongly agree or agree with the statement that Regional Executive Committees providing clear and consistent regional policy and strategy direction, again with variation across regions and by type of respondent.

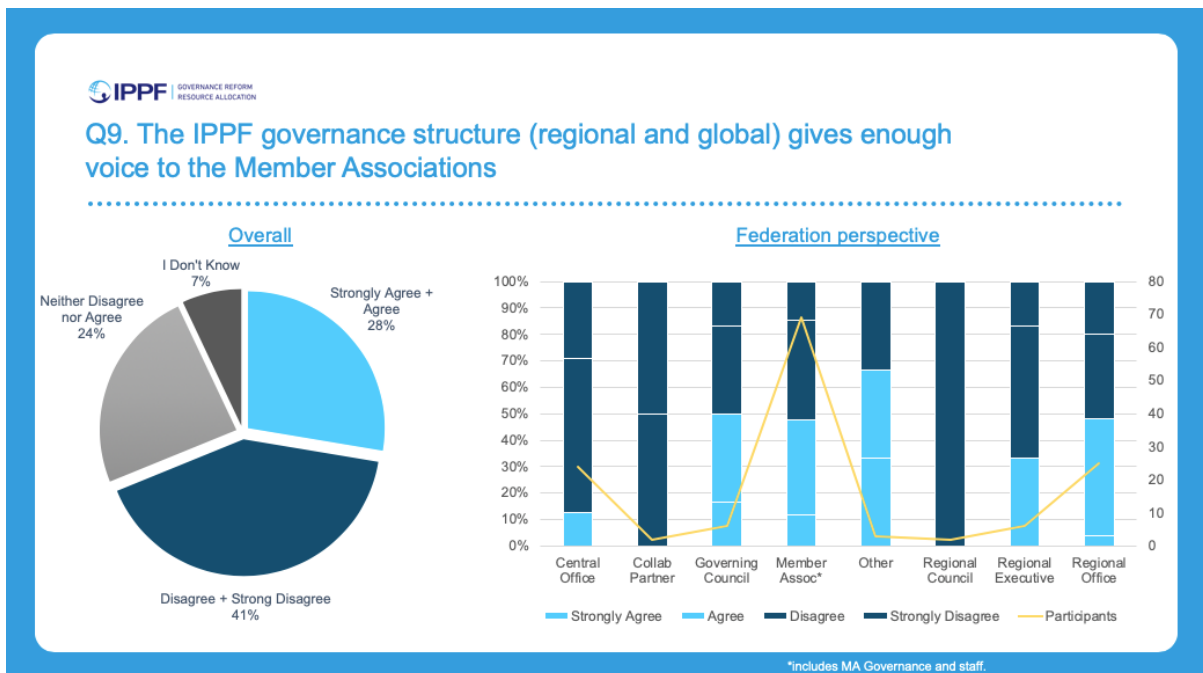
These responses indicate the need for a governance system that delivers greater clarity and consistency in strategic and policy direction for the benefit of both management and member associations.

IPPF governance structure (regional and global) ensures the most capable individuals rise to the top of IPPF's decision-making bodies: Only 17% of respondents strongly agree or agree that the current governing structures ensure that the most capable individuals rise to the top of IPPF's

decision-making bodies, with more than half of respondents disagreeing with this statement. This suggests that different approaches are required to ensure that the most capable individuals are part of IPPF’s decision-making structures.



The IPPF governance structure (regional and global) gives enough voice to the Member Associations: Only 28% of respondents strongly agree or agree that member associations are given enough voice in current governance structures, suggesting need for governance mechanisms that provide greater opportunity for listening to and reacting to members concerns and ideas.



*Includes MA Governance and staff.

The survey also provided substantial qualitative feedback. Selected quotes from the survey feedback are provided below while others are provided in the section on strengths and weaknesses of the

current system. The feedback from respondents has provided an important basis for the commission's thinking and analysis.

While there were a number of positive statements about the current system of governance, these were outweighed by the range of negative comments, including:

'It is not a skills-based board. They [GC] are not able to think strategically because they are only thinking about themselves or their particular issue. There are no accountability mechanisms. MAs have no idea what is happening at meetings. It is far too costly to run. REC do very little and add another layer of bureaucracy.'

'The structure as it stands makes the Regional Director the most powerful person in the organisation. They can, and do, influence who is on the regional council and regional executive council and so they influence who is on the GC. This means the GC is able to be manipulated against the staff/DG.'

'The criteria for selection of GC members is not clear, nor is it followed, e.g., [the] Treasurer should have expertise in finance and that is not [always] the case with recent treasurers.'

The selection at the MA level tends to be political; most MAs do not have ... defined criteria for the selection of their board representatives. These are the same people who end up leading the Region and in the [Governing Council].

'There are no clear interactions and platforms for MAs to voice their concerns, expectations and ideas. Most of the time the regional office plays this role.'

'The governance structure is top heavy.'

'The large governance structure is 'eating' ... [a] big share of financial resources to sustain their function.'

3.3 Consultations

In total eight consultations were carried out, as summarized in Section 1.2 above.

Consultations were active and rich in providing input to the commissions. A broad range of views were aired, often passionately. The overwhelming sentiment was one of support for urgent and lasting change. However, there were also strong dissenting voices and concerns, which we have heard and respect, and to which we have attempted to respond.

The need for more transparency was a recurring theme. Participants made many suggestions, also raising governance issues relating to the member associations themselves, although this was not part of the commission's mandate. It is notable that the consultations generally reflected the findings of the survey. Detailed statements from the regions or stakeholders can be found in the updates section of the [IPPF Commission website](#).

4. Strengths and weaknesses of the current governance system

It is fair to say that IPPF's system of governance appears to be 'heavier' and more 'bureaucratic' than other global federations, including those that have a larger membership.

IPPF governance membership is heavily weighted towards MA representation, but this representation is at the level of the volunteer boards, not the professional staff, including the Executive Directors. In fact, professional MA staff are often completely uninformed about what happens at Regional Council and Governing Council meetings. Although they are by far the most knowledgeable people at the grassroots level, MA staff are largely absent from IPPF governance.

At the regional level governance representatives are elected entirely from the membership and at the central level a majority of board members are elected from MAs, with a minority of non-voting board members chosen for their expertise. Member representation provides great diversity and a strong voice for the membership volunteers, which is important in any federated organisation, but not the professional staff. And the current election systems do not provide a mechanism for ensuring that the governing council(s) have a balanced membership across the range of skills and experience required to allow them to govern effectively, in particular to provide broad vision on the state of the field and to discharge their fiduciary responsibilities and fulfil the requirements of the Charity Commission.

While the current structure has a mechanism for regular review of governance and for the annual evaluation of the effectiveness of the governing bodies and of the contribution of the individuals serving on them, in practice these mechanisms have not been employed on a regular basis and self-evaluation of the governing bodies rarely occurs.

Many MAs expressed confusion about the current systems and the purpose and responsibilities of the various layers of governance – the Regional Councils, the Regional Executive Committees and the Governing Council. They describe a 'lack of transparency' and 'confusion of roles'. For example, there is little understanding of the resource allocation model and how it is applied. The commission, having studied the responsibilities of the various layers of governance, also found the roles to be unclear, in particular the overlap between Regional Councils and RECs and the 'value added' and purpose of the Regional Executive Committees. There is little doubt that the individuals serving on these bodies demonstrate clear commitment to the roles to which they are elected. What is lacking is a clear understanding of what these responsibilities actually are.

Further, governance body members describe some confusion of roles between central and regional governance bodies and confusion between the respective responsibilities of the governing bodies and management. At every level, there has been a serious lack of understanding on the part of volunteers, and in some cases staff, about where the line is that separates the policy and the executive functions. As in other membership organisations, it can be difficult for members of the governing boards to put the interests of the entire organization before those of their own affiliated member organizations, countries or regions.

Here are some of the more critical survey responses:

'As Executive Director we never had any information from volunteers during IPPF meetings about any policies formulated, the amount of resources mobilised for the federation, the challenges encountered at the global level, the direction that the federation should move. The communication has been received through the RD.'

'There is a disconnect from Member Associations to regional and global governance structure.'

'The current governance structure relies on political allies... The governance structure is based on undemocratic practices which undermine the values of the organisation. The governing board does not have the interests of the Federation at heart.'

'GC is distant from how the Federation operates. Members have seemed remote and often concerned more with their own position than with the functioning of the organisation. The hierarchy of volunteers effectively creates a closed shop of people who are no longer accountable to those in MAs and the Secretariat who do the work.'

'The current structure is focused on serving the needs of individuals and regions and is not related to advancing IPPF mission or impact. This has significant and long wearing implications for IPPF's reputation.'

'They [REC] seem to do very little and seem to create more barriers for change.'

'The current governance structure is ... [more] political than strategic; it's not a strategic fit for the organization in its current state. Operational and governance roles are intertwined and thus do[es] not provide the needed checks and balances.'

'We do not necessarily have the right people and they do not have a clear understanding of their roles and responsibilities.'

'It is not a skills-based board and it is very hit and miss depending on who is voted on through the regions. [We] Do not though want any more allocated roles for GC, we purely need a skills-based board.'

'There should be a vetting of technical capacity to lead the organization, rather than selection based on affiliation only.'

In summary, the lack of governing body coherence and the lack of requisite expertise and experience among the members of the governing bodies has for many years prevented IPPF from realizing its full potential as an effective advocate and provider of reproductive and sexual health information and services. Some of the MAs are individually strong but the Federation as a whole is not, nor has its voice been particularly influential – certainly not as influential as it could and should be.

5. Different governance options and approaches considered

In recommending an improved system of governance the commission has considered the challenges arising from IPPF's current governance structure, the specific circumstances that led to the recent crisis, the different governance models of other large federated organisations, characteristics of good governance, good practice expectations of the Charity Commission for England and Wales, and the feedback from the regional consultations, the donor consultation and the on-line survey.

The commission has considered the structure and processes for decision-making, transparency, accountability, control and oversight mechanisms and other features of good governance. We have been asked to propose a new, fit-for-purpose model which reflects the uniqueness and diversity of the Federation, one which enables greater agility in decision making and optimizes the potential of the organisation to support IPPF's critical mission.

The commission has focused on a simpler system that delivers more effectively on the three key responsibilities of governance:

1. to approve the organisation's broad policies and strategic direction
2. to appoint the CEO and to evaluate annually his/her performance
3. to ensure the financial integrity of the organisation (including in the case of IPPF, the allocation of resources)

Attention has been given to the relationship between the regions and MAs and, importantly, the voice of members. We have considered the benefits of enhancing the opportunity for shared learning and exchange between MAs while being cognisant of the cost of governance and the need for it to be proportionate to the organisation's budget and needs.

Having reviewed all of the above factors the commission is proposing a new governance system that draws on the strengths of various other models. After considerable deliberation we decided to propose a single model rather than present a set of options. We did consider, for example, the idea of having a single board of directors that would be self-perpetuating and completely independent. We rejected that model because we believe that as a federation, IPPF's central governing body must be more directly connected to, and accountable to, the membership. We are convinced that the model we are now presenting has distinct advantages over all the alternatives we considered, such as those described in Section 3.1 and Appendix 3 of this report, and because we believe that trying to make choices among competing alternatives would be impossible, given the short time and the large number of MAs participating in the November decision.

6. Framework of a new model for a reformed approach to governance: General Assembly and Board of Trustees model

We believe that the central purpose of governance reform at IPPF is to deliver a governance structure that will allow IPPF to serve most effectively the interests of the people who depend upon us. These are often the poorest and most marginalised citizens of the countries in which we work. It is our MAs that often provide the care that is the difference between an intended and an unintended pregnancy, good health or a debilitating or even fatal infection or disease, a transition to a promising adulthood or the burden of an education terminated early by unintended childbearing. IPPF has done much good during our nearly 68 years but we could be doing much more, and doing it better. We believe that reforming our governance structures is a key component of such improvement.

The Commission is of the view that IPPF would benefit from a more streamlined governance system – a system with clearer distinctions between governance and management and more rigorous professional oversight, whose board and committees would be selected on the basis of skills and experience. Our proposal aims to substantially enhance Member Association engagement at both the global and regional levels.

We understand that IPPF is and should remain a federation, responsive to the needs of its diverse, worldwide membership. Our intention is to respect and sustain IPPF's federated character and ethos at the same time that we wish to help it remove longstanding ambiguities regarding decision making authority, transparency, and accountability. IPPF has made great strides over the past two decades in its commitment to the role of women and young people in its governance – strides the commission applauds and is committed to retaining and strengthening. Indeed, IPPF leads the world in its commitment to the empowerment of women and young people in its governance structures and the commission is equally committed to reinforcing and sustaining this leadership position.

6.1 *The proposed new model as described in the preliminary report*

The highest authority of the new governance structure would be a General Assembly of all the Member Associations of IPPF. General Assembly meetings might be convened once every three years, or, alternatively, on an *ad hoc* basis as required. Meetings should be convened in coordination with the need periodically to review and revise IPPF's strategic framework. An IPPF General Assembly might have the following responsibilities:

- Advise on the overall strategic direction of the Federation
- Provide opportunities for input into Board of Trustees policies and decisions.
- Adopt and amend the Regulations and Byelaws of the Federation.
- Ask questions and scrutinise the work of the Board of Trustees and Director General.

The Director General would be appointed by and report to the Board of Trustees that would replace the existing Governing Council. The Board of Trustees should consist of a maximum of 15 members recruited from both the IPPF membership and externally. A minimum of eight board members should be recruited from MAs. A broadly diverse board remains a central IPPF value. Robust representation of women and young people would remain paramount; the existing rules regarding the representation of youth (20%) and women (at least 50%) would be retained.

The board, once formed, would draw new members from a slate presented by a Nominating, Governance and Membership Committee (NGMC) that would establish clear criteria for the recruitment of each board member, based upon the specific needs of the board each year. The

initial board will be formed by engaging a reputable executive search firm to work with a panel appointed by the present Governing Council to define the profiles of various board positions and to develop a strong roster of candidates from within and external to the IPPF membership to be appointed by the present Governing Council on the basis of the panel's recommendations. The roster development will include advertising the positions internationally and seeking nominations and applications. After the Board of Trustees has been formed and begun operating, the filling of vacant positions would follow a normal pattern. Nominations would be sought from the IPPF membership and the NGMC would also undertake a worldwide recruitment effort.

The board chair and treasurer would be elected by the board for fixed terms. The chair would appoint the committee chairs, based in part on the recommendations of the Nominating, Governance and Membership Committee, with the exception that the treasurer would chair the Finance, Audit and Risk Committee (see below). The Nominating, Governance and Membership Committee would also be responsible for overseeing IPPF's accreditation system and assessing the membership status of all MAs.

The Board would have at two additional standing committees, Finance, Audit and Risk; and Policy, Strategy and Investment, and it could decide over the course of time to establish additional standing committees. The board could appoint other, temporary, committees/task forces to take up issues as they may arise. The Commission sees the committee system as an important mechanism through which MAs can be engaged in governance. Under the Board's overall guidance and direction, the Committees will have very substantial responsibilities and authorities to carry out much of the work of the Board of Trustees and will include co-opted individuals from the MAs as non-Trustee members. We foresee that the standing committees would be comprised of 3-5 trustees and 5-7 additional members drawn from the MAs. In cases where specialized expertise is required, committees may also bring on an outside expert or two.

The board should meet four times per year. All new members should receive an intensified induction that would include familiarisation with the Federation and secretariat (especially important for external recruits) and guidance on complying with legal obligations and the principles of good governance as laid down by the Charity Commission.

The Regions will continue to play an important role in the new structure. Rather than serving as an intermediate level of governance, we recommend that the regional bodies serve the MAs as Regional Assemblies where ideas and experiences can be exchanged, where trends and accomplishments can be shared, and where learning can be accomplished through seminars and workshops. Such meetings represent a critically important opportunity to maintain the sense of solidarity of the movement. Regional Assemblies might be convened on a biannual basis and serve as the place where MAs express freely and openly their needs and desires and where Regional Office staff can be informed about both the frustrations and satisfactions the MAs derive from their interactions with the ROs. The Regional Assemblies will also provide an important opportunity for MAs to meet with members of the Board of Trustees to exchange ideas, information, and perspectives. Specific times would be set aside at each Regional Assembly for such MA-Trustee exchanges.

The Regional Directors would report to the Director General, and the IPPF Secretariat would become unified as the Regional Offices would serve alongside the Central Office in one unified team, all committed to serving the MAs in a substantially strengthened and consistent fashion.² The MAs

² Both EN and WHR operate as registered charities in Belgium and the U.S., respectively. As such, they are required to have independent boards and have operated within IPPF for many years under such an arrangement.

would evaluate the support they receive through formal systems of feedback that should result in ever stronger systems of support and reinforcement. A more MA-centric IPPF means the MAs would be in a position to strongly articulate their needs not only through their membership on the Board of Trustees and its committees, but also through the Regional Assembly process. They will have regular opportunities to assess the Secretariat’s effectiveness through formal evaluations. A process would also be developed for regular evaluation of the effectiveness of the Board of Trustees.

How Member Associations will participate in the recommended governance system

- Through Board oversight at the triennial General Assembly
- As members of the Board of Trustees
- Through majority membership of Board standing committees
- By appointing members of the Nominating, Governance and Membership Committee
- By engaging with Board members at the Regional Assemblies
- Through regular formal evaluations of the performance of both the Board of Trustees and the unified IPPF secretariat

We wish to underscore a fundamental point: the governance reform proposal is intended to create a system for better supporting IPPF’s Member Associations as well as ensuring the more effective and efficient delivery of the Federation’s purpose worldwide. The MAs are the heart and soul of the Federation and the support of their work, whether financial, professional, or organizational, is essential to the movement’s success. The commission believes that the model we are proposing will result in much clearer lines of communication and accountability from MAs to the Secretariat and back again, than currently exist or have ever existed in the past, with the result being a quantum leap forward in IPPF’s ability to fulfil its mission and its goals.

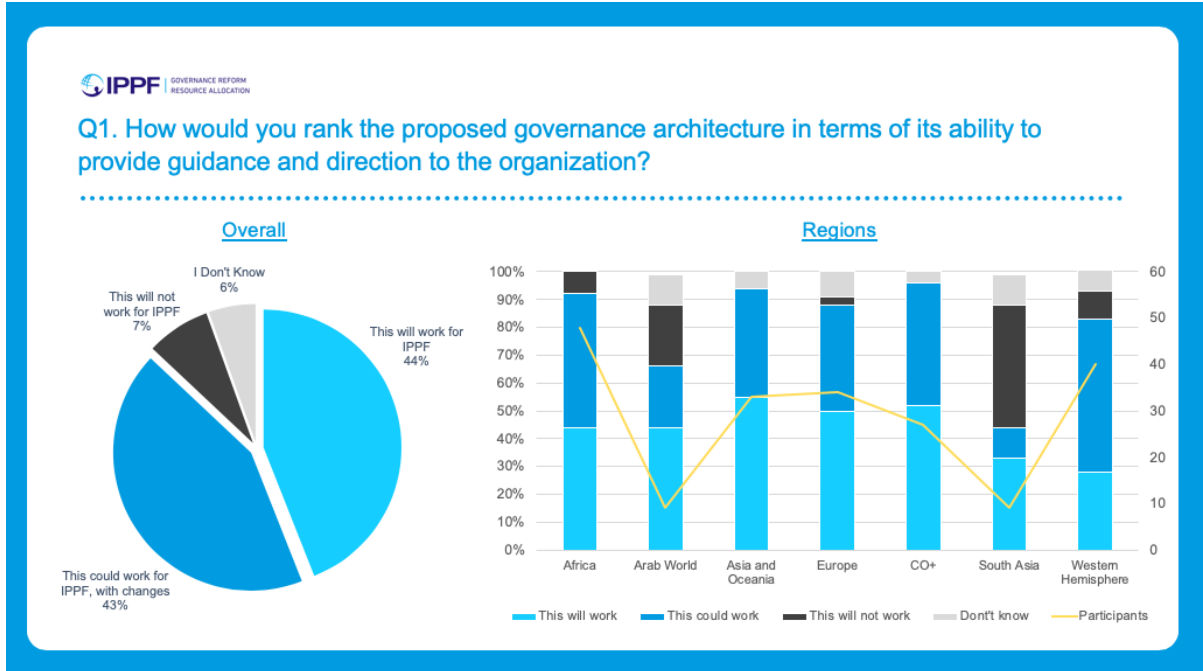
6.2 Feedback on the basic framework of the proposed new model

The Commission’s preliminary report, which detailed the above proposed new governance model, was translated into the four IPPF languages and circulated to MAs in early September. Feedback was sought through a second online survey and via email. The Commission also presented the findings of the preliminary report and discussed the details of the proposed new governance model at the Arab World Regional Council meeting on the 29th September.

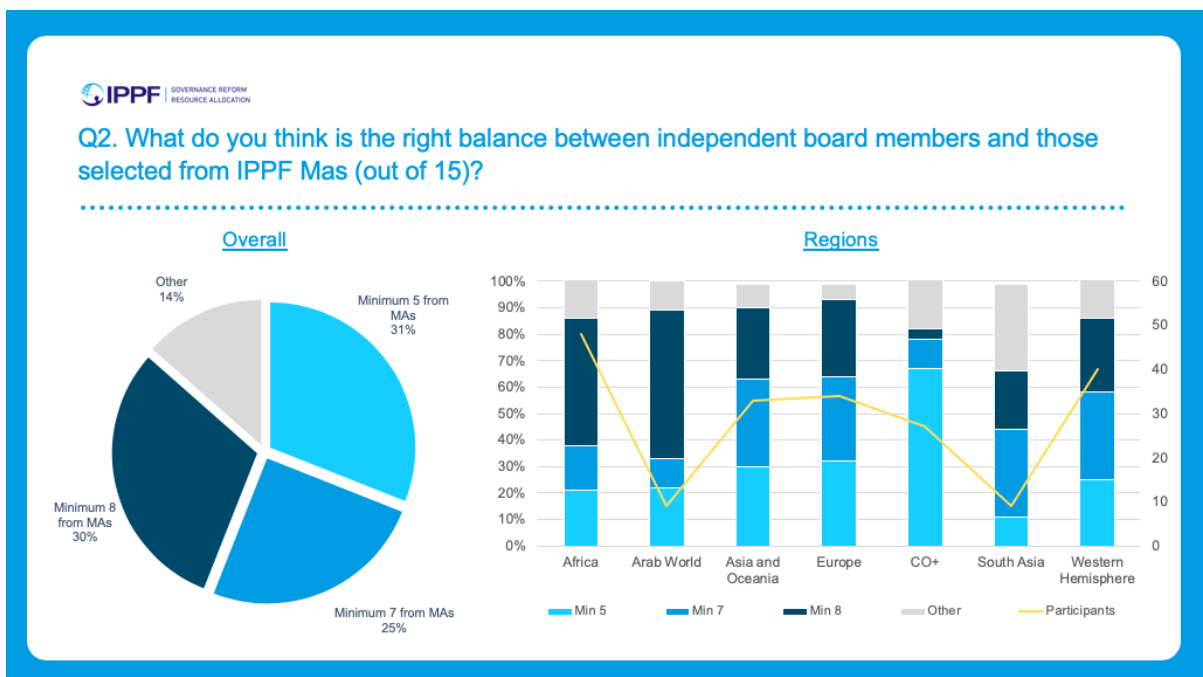
200 respondents gave feedback on the commission’s preliminary report via the online survey. The responses came from across all regions with the number of responses generally proportionate to the number of MAs in each region. The majority of responses (110) were from MAs. Of the 110 MA responses there was a close to even split between those fulfilling governance roles and executive directors.

This section provides an overview of the quantitative responses to the survey.

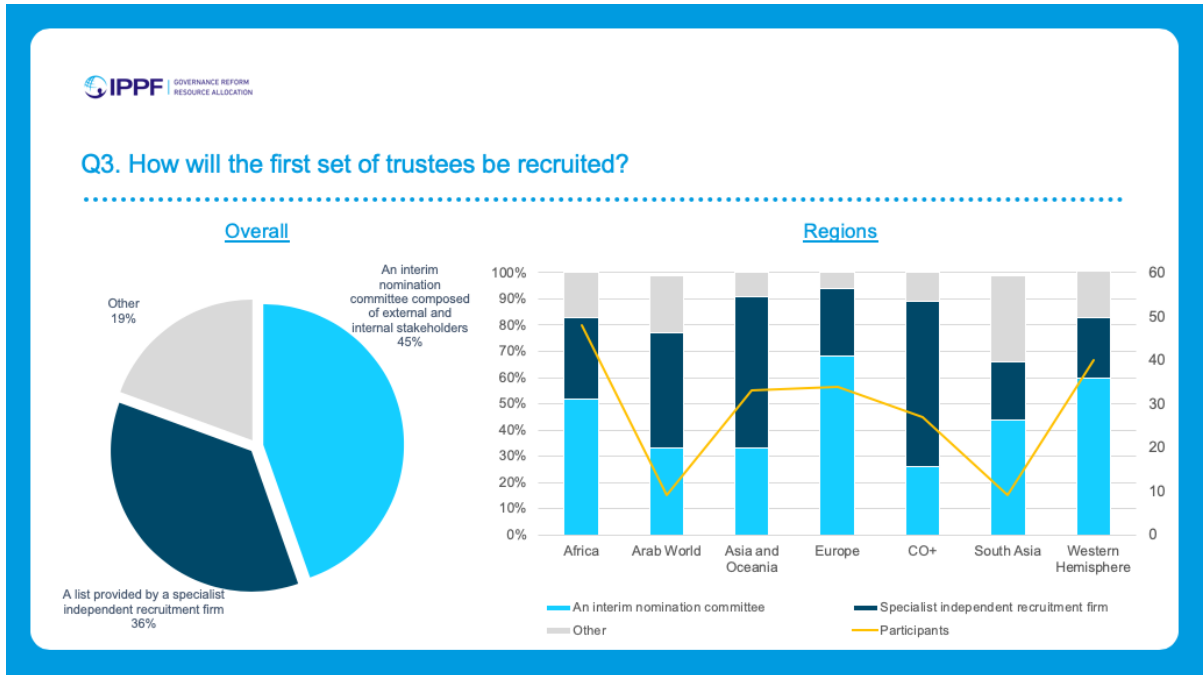
How would you rank the proposed governance architecture in terms of its ability to provide guidance and direction to the organization? A majority of respondents expressed the view that the governance model proposed in the commission’s preliminary report would work for IPPF (44%) or would work with some changes (43%). Only 7% expressed the view that the model would not work for IPPF with 6% stating ‘I don’t know’.



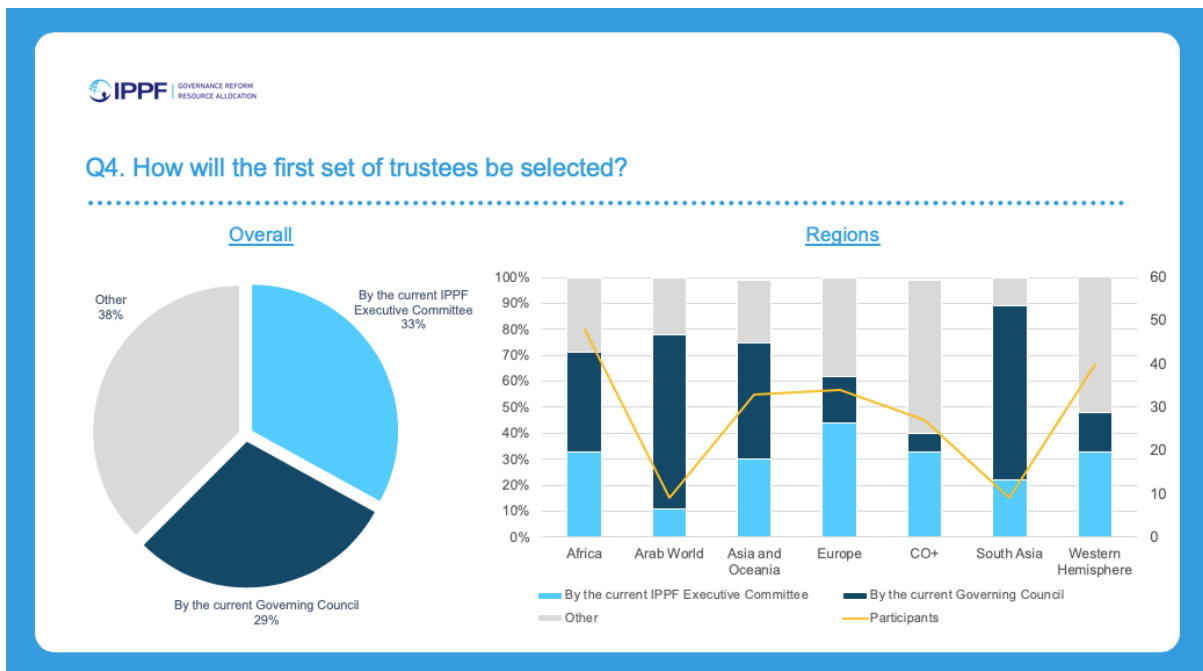
What do you think is the right balance between independent board members and those selected from IPPF MAs (out of 15)? 31% of respondents indicated that there be a minimum of 5 MA Trustees, 25% indicated a minimum of 7 MAs and 30% indicated a minimum of 8 MAs. There was variation across regions and from respondents in different roles.



How will the first set of trustees be recruited? 45% of respondents were in favour of an interim nominations committee composed of internal and external stakeholders with 36% in favour of selection from a list provided by a specialist, independent recruitment firm.



How will the first set of trustees be selected? The responses to this question were close to equally split with 33% of respondents in favour of selection by the current executive committee, 29% by the current governing council and 38% suggesting other options.



For full details on the survey results please refer to the website ippfcommission.org.

6.3 The Commission's reflection on feedback to the preliminary report

In response to the feedback received on the proposed model the Commission gave further consideration to the following points, which have influenced the Commission's final recommendations.

The General Assembly

Important questions were raised in the feedback regarding the General Assembly – its specific role, the relationship between the General Assembly and the Board of Trustees (BoT), how the GA holds the BoT to account, and the frequency of General Assembly meetings.

The commission recommends that a General Assembly be convened once every three years, to coincide with the strategic planning schedule, subject to financial feasibility.

The GA will have the following roles:

- Advise on the overall strategic direction of the Federation
- Provide opportunities for input into Board of Trustees policies and decisions
- Remove at the request of two-thirds of its membership one or more trustees from the Board of Trustees
- Adopt and amend the Regulations and Byelaws of the Federation
- Ask questions and scrutinise the work of the Board of Trustees and Director General
- Appoint two members of the Nomination, Governance and Membership Committee (NGMC) as two rotate off.

Legal counsel has advised the commission that annual general meetings or general assemblies of large and complex organisations should generally be limited to actions such as those just enumerated. The Charity Commission imposes duties on the Board of Trustees in terms of sound and prudent fiscal oversight and adherence to the principles and practice of good governance. On the other hand, meetings of the General Assembly represent a critically important opportunity to reinforce and maintain the spirit of common purpose and sense of solidarity of the movement. While we understand the reasons for the discontinuation of IPPF's old Members Assembly on the basis of cost, we also believe that the Federation lost something very important when it moved to eliminate the only event at which the entire membership could come together, not only to discuss important problems and issues, but also to celebrate its accomplishments and to recharge its batteries. There is simply no substitute for such events to build and maintain *esprit de corps* and institutional momentum. The commission believes that reconstituting the General Assembly is a big step in 'giving the Federation back to its members.'

Going forward, the commission recommends that the BoT create an ad hoc committee of member associations to work with the Board and management to oversee the planning and organisation of each General Assembly.

The Board of Trustees

MA Trustees – number and role

While there was little comment on the maximum number of trustees there was significant feedback on what would be an appropriate minimum number of MAs on the BoT. Many favoured a minimum of seven or eight MAs, suggesting that a majority of trustees be drawn from MAs, while others said that independence and objectivity required that a majority be drawn from beyond the confines of IPPF itself. The commission recommends that when complete the BoT be comprised of 15 trustees, with eight trustees being appointed from the IPPF membership.

It is of utmost importance that all candidates to become trustees meet minimum standards of expertise, skills and experience as established by the Nominating, Governance and Membership Committee. This would apply equally to those drawn from MAs and those recruited externally.

Many referred to MAs as ‘representatives,’ implying that MAs would act as representatives of their particular region on the Board. The Commission however considers that the important role of MA trustees is to bring their particular knowledge, skills and experience to the Board, particularly experience gained in delivering SRHR services and in advocating for SRHR policies in national and local contexts, their understanding of the strategic, programmatic and organisational challenges being faced by national SRHR organisations and their knowledge of the SRHR needs of the people they serve.

Others state that ...” *the proposed structure is based on undemocratic practices, unlike the current democratic structures that are based on elections and enhancement of democratic behaviour through MAs in countries which are not per se democratic.*” The argument is being made for representative governance, the system that has failed IPPF. It is for this very reason that the Commission is recommending a mixed or hybrid model with a balance between MAs and external members serving on governance, all selected based on their skills and experience. Other organisations, including the World-Wide Fund for Nature and the British Red Cross, have moved to such systems as a means of strengthening governance.

Selection Criteria for Trustees

Respondents asked that the Commission to be specific on the skills and experience that would be required to serve on the Board. The criteria for individual Trustees would include experience in one or more of the following areas: leadership in SHRH, governance at the international or national level, senior executive experience, programme 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 and peer-to-peer service delivery, and other skills, experience and attributes relevant to global governance. The criteria would also set out the anticipated time commitment required from those serving on the Board, including, critically, the time required to be chair.

In deciding the overall makeup of the Board, the following criteria would also be considered:

- geographical diversity
- total number of Board members under 25 years (at least 20%)
- total number of women (at least 50%)
- ‘at risk’ and vulnerable populations

Applications would be sought from both MA volunteers and executives. Selection would depend solely on matching the skills and experience with the requirements of the current vacancy.

Youth Representation

The Commission is of the view that youth engagement is central to IPPF delivering its global strategy and business plan, particularly Solution 3: Enable and Empower young people. This means engaging youth across all aspects of IPPFs work and governance. Among several important points in regard to youth made by respondents to the preliminary report were reaffirmation of the current minimum of 20 percent youth representation in the governing structures, while at the same time clarifying that being under 25 years of age was not in itself enough. As in many other governance positions, it is young people’s experience that is vital. This may be in youth networking and participation, in grass roots service activities such as peer-to-peer service delivery in SRHR and CSE, or experience across

other relevant areas being sought for the Board. Those under 25 serving on the Board may be independent of IPPF and its youth networks.

Youth representatives from the six regions of IPPF meeting together in Bangkok discussed the preliminary report of the governance commission. They made the following recommendations to achieve meaningful youth participation:

1. We support the quota of 1/3 young people on the Board of Trustees. We believe it should not be decided if the quota affects the Trustees from the membership or the externals. It needs to be flexible.
2. We propose youth representation within the Nomination, Governance and Membership Committee in order to achieve a meaningful youth participation at every level of the Federation. It could be ensured by a youth quota.
3. In addition to the regional assemblies, we need to organize regional youth forums in light of the Solution 3 of the IPPF Business Plan to strengthen the youth networks. It enables the participants of the regional youth forums to take part of the regional assemblies as well. We believe non-mixed spaces are needed for young people but meetings in diversity too.
4. Members of the Board of Trustees have to participate to the regional youth forums and regional assemblies in order to stay in contact with the national and regional levels : listening to the needs of Member Associations, our challenges and ideas.
5. The General Assembly has to be composed of the Executive Directors, the Presidents and the youth representatives with one vote per individual.
6. In addition to the youth quota, we are calling your attention on making sure underserved and vulnerable groups are represented within IPPF governance.

Some MAs asked that youth not be counted ‘as from MAs’ as that could reduce the number of ‘senior’ MA members on the Board.

Term limits for Trustees

Various respondents asked the Commission to be explicit on the term limits for Trustees, without themselves putting forward a proposal. Experience from other organisations points to terms of three years, with the possibility of re-election twice, for a maximum of nine years before a member must rotate off the board. Re-election after a period off the board could be considered.

The role of donors on the Board of Trustees

Donors are important stakeholders. Committed to the ethos of IPPF, they provide the financial means that enables the six Regional Offices and the Central Office to exist, while providing both restricted and unrestricted funding for MAs.

Some have raised the question of the role of donors in IPPF’s governance. It is common for donors to participate in the governance mechanisms of multilateral organisation, for example, The Global Fund to Fight AIDS, Tuberculosis and Malaria and the GAVI vaccine alliance, organisations which are generally funded from the same budget lines as IPPF.

The commission believes it would not be appropriate for donors sit on IPPF’s Board of Trustees. However, it is important that donors have formal ways of engaging with both IPPF’s management and governance. There already exists a Donor Advisory Group (DAG) that engages with senior management, meeting on an annual basis. The Commission recommends that a Policy, Strategy and Investment Committee be created as one of three standing committees to provide advice and guidance to the Board of Trustees. The Policy, Strategy and Investment Committee would provide a

formal voice for donors by inviting the chair of the Donor Advisory Group to serve on this Committee.

Volunteers

Some concern was expressed that the Commission had not given enough weight or value to the volunteer nature of IPPF. The Commission acknowledges the critically important role of volunteers in the work of IPPF, not least the invaluable work of thousands of volunteers in the Member Associations who are on the frontline, providing services, improving policy and education, and championing sexual and reproductive health and rights. As is the case in nearly all NGOs, those that serve on the governing structures also serve as volunteers. The time, effort and energy that is devoted to IPPF is acknowledged. The question the commission had to wrestle with is whether the entire governing body of the Federation should be composed of volunteers. As is clear from this report, our answer to that is no. While volunteerism is a hugely important attribute of IPPF, it is not the only one that matters when forming a governing body. Specific skills and experience must also be considered in forming a well-rounded, competent Board of Trustees. We fully anticipate that IPPF volunteers will continue to be represented on the Board.

The number, role and composition of Board Committees

The Commission sees the committee system as an important mechanism for providing advice to the Board and through which MAs can be engaged in governance. The Committees will have very substantial responsibilities and authorities and will include co-opted individuals from the MAs as non-Trustee members. An early responsibility of each committee will be to draft a charter outlining its scope and responsibilities. These charters will be formally reviewed and approved by the full Board and will be periodically reviewed and revised by each committee as circumstances dictate.

The Commission recommends that three Standing Committees be established:

- **A Nominating, Governance and Membership Committee** would have responsibility for: recruiting Board members in accordance with agreed clear criteria, including succession planning; overseeing a regular process for evaluating the effectiveness of the Board and its members; periodically reviewing the by-laws; overseeing IPPF's accreditation system; and assessing the membership status of all MAs.
- **A Finance, Audit and Risk Committee** would have responsibility for providing oversight on all fiscal matters, including reviewing and recommending approval of the annual budget, reviewing and recommending approval of the annual audit, and monitoring risk and compliance. It would also receive whistle-blower/safeguarding complaints and take action as necessary to respond.
- **A Policy, Strategy and Investment Committee** would work closely with management in advising on and approving both long- and medium-term strategies and annual business or work plans. In addition, it would bring to the General Assembly policy matters for discussion and, where appropriate, approval. It would also serve as a forum for discussion with donor representatives on matters relating to accountability for results and donor advice regarding future broad policy and strategy matters for IPPF.

The Commission has received a recommendation from management that with the establishment of a unified secretariat, including both the Central Office and the Regional Offices, there be a staff association formed through which staff can communicate various views and concerns not only to management but also to the Board of Trustees. The latter could be accomplished by providing a seat

on the Nominating, Governance and Membership Committee for a representative of the staff association.

Cost of Governance

A number of respondents reflected on the cost of governance. While supporting the idea of a General Assembly, they expressed the importance of keeping the cost of governance down. The commission is unable to provide an accurate assessment of the cost of the overall proposal we are presenting here but agrees with suggestions we received on the use of technology for meetings of the BoT, perhaps alternating longer face-to-face meetings with shorter virtual meetings, with the committees working in a similar way. There will be savings in the elimination of RC and REC meetings but these will be offset to some extent by the proposed biannual Regional Assemblies. In general, we urge that the Board of Trustees and management work in close concert to keep the cost of governance either at or below its current level.

The regions, regional assemblies and regional youth forums

Respondents commented less on the regional assemblies, with those that did seeking further clarity on the frequency and purpose of the regional assemblies. The Commission is recommending regional assemblies being held every other year, with a focus on:

- Fostering collaboration, information sharing, and best practices and to create together new partnerships and programs
- Discussing the main issues and opportunities regarding strategic development of the Region
- Strengthening the volunteer base
- Promoting inter-regional activities
- Fostering youth dialogue and engagement
- Engaging with representatives of the BoT

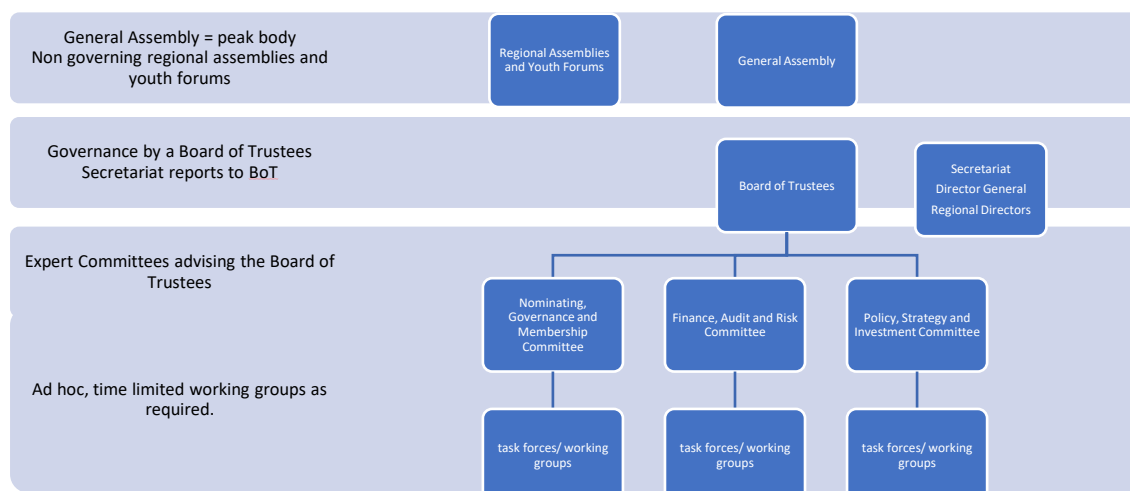
Youth forums would take place in parallel with the Regional Assemblies creating opportunities for engagement between MAs, young people, and BoT representatives.

Some feedback was received on the role of management in the proposed model and the risk of a '*centralisation of power*' in the Central Office if Regional Councils and RECs do not exist in their current form. The commission does not deny that the proposed reform will diminish the Regions as separate power bases within IPPF. The purpose of a secretariat is to empower the MAs to be as effective as possible. The commission feels that the ability of staff to assist in strengthening and supporting the MAs has, in fact, been constrained, not enhanced, by the lack of clarity in lines of communication between Regional Directors/Regional Offices, on the one hand, and the DG and regional governing bodies on the other. To whom does the RD report, the DG or the REC? In fact, s/he reports to both, and this division often leads to uncertainty and lack of action. The issue is not one of centralization of power so much as it is one of clarity of direction and unity of purpose. A unified secretariat, all pulling in the same direction and operating under a single Board of Trustees, will result in a far stronger and more dynamic IPPF than at present. The Regions were established to permit IPPF to decentralize management operations to better serve the MAs at closer range than was possible from London. They were not created to form separate centres of power, competing with one another for resources and authority.

7. Recommended governance model - summary

The Commission recommends a reformed governance structure comprised of a General Assembly, a Board of Trustees and a set of Committees reporting to the Board of Trustees. The Commission also recommends that regular Regional Assemblies and Youth Forums be held. These would not be part of the governance function.

Schematic of the recommended governance model.



Recommendation 1 - The General Assembly

1.1 The commission recommends that a General Assembly be convened once every three years, to coincide with the strategic planning cycle, subject to financial feasibility.

1.2 The GA will have the following roles:

- Advise on the overall strategic direction of the Federation
- Provide opportunities for input into Board of Trustees policies and decisions
- Remove at the request of two-thirds of its membership a trustee from the Board of Trustees
- Adopt and amend the Regulations and Byelaws of the Federation
- Ask questions and scrutinise the work of the Board of Trustees and Director General
- Appoint two members of the Nomination, Governance and Membership Committee (NGMC) as two rotate off.

Recommendation 2 - The Board of Trustees

2.1 The commission recommends that a Board of Trustees be established to govern IPPF.

2.2 The Board of Trustees to be comprised of 15 trustees, with eight trustees coming from the IPPF membership, drawn from applications submitted by both MA volunteers and executives.

2.3 Trustee terms of three years, with the possibility of re-election twice, i.e., a maximum of nine years before a member must rotate off the board.

2.4 All candidates to become trustees meet minimum standards of expertise, skills and experience according to criteria established by the Nominating, Governance and Membership Committee.

2.5 In deciding the overall makeup of the Board, the following criteria would be considered:

- geographical diversity
- total number of Board members under 25 years (at least 20%)
- total number of women (at least 50%)
- 'at risk' and vulnerable populations

Recommendation 3 - Board Committees

The Commission recommends that three Standing Committees be established.

- 3.1 **Nominating, Governance and Membership Committee** with responsibility for: recruiting Board members in accordance with agreed clear guidelines, including succession planning; overseeing a regular process for evaluating the effectiveness of the Board and its members; periodically reviewing the by-laws; overseeing IPPF's accreditation system; and assessing the membership status of all MAs. A Youth member and a representative of the staff association would be invited to serve on the committee.
- 3.2 **Finance, Audit and Risk Committee** with responsibility for oversight on all fiscal matters and for monitoring risk and compliance, including whistle-blower and safeguarding complaints.
- 3.3 **Policy, Strategy and Investment Committee** to advise on long- and medium-term strategies and policy and accountability for results. The Chair of the existing Donor Advisory Group (DAG) would be invited to serve on the committee.

Recommendation 4 - Regional Assemblies and Regional Youth Forums

Regional Assemblies would be held on a regular basis, i.e., every two years. Youth Forums would take place in parallel with the Regional Assemblies, creating opportunities for engagement between MAs, young people, and BoT representatives.

8. Transitional arrangements

It is suggested that the Governing Council appoint a transition committee with responsibility for following through on the decisions and principles, following approval of the reforms. The transition committee would have responsibility for proposing amendments to the governance documents, including providing the list of the first nominees for the BoT and the NGMC. A first draft of text for new governance documents is provided as Appendix 5.

The composition of the transition team could be comprised of individuals from IPPF's current Governing Council, some of the IGRC members, and other independent individuals identified for their expertise in the areas of appointing boards of trustees. Their number should not exceed seven members and they should appoint its own Chair.

The first Board of Trustees

It is further suggested that the transition committee recruit an independent search firm to conduct a public call for candidates for appointment to the first BoT. The independent search firm would conduct the shortlisting and put forward the best 30 candidates using a skills matrix developed by the interim committee. The committee would provide the Governing Council a list of a maximum of 20 outstanding candidates. The initial trustees would be appointed by the Governing Council from this list through a vote of the simple majority of the GC members.

The first Nomination, Governance and Membership Committee (NGMC)

It is further suggested that the NGMC committee be composed of individuals with proven experience and expertise and a strong track records of integrity and accountability. The transition committee will put forward for the Governing Council consideration a set of criteria to be approved.

The NGMC committee would have a maximum of seven members (*odd number is required*) firstly appointed by the Governing Council following a competitive process led by a search firm under the leadership of the transition team. *The members of this committee would serve a maximum of three terms cumulatively.* Every three years at least *two members (2/7)* of this committee would rotate off. The subsequent nomination of members to the NGMC should be conducted by the committee itself, taking into consideration the rotation rule initially approved. The nominees would be put forward to the GA for its approval.

All MAs to be notified of all vacancies.

9. Phase II recommendations

The terms of reference for this review indicated that a second phase and mandate are expected to be approved, with the commission asked to report on areas for a potential second phase, as part of this report.

During the course of the consultations a significant number of member associations raised issues related to governance at the MA level. The issues raised with the commission included the challenge of recruiting skilled, experienced and committed governors; the consequences of weak governance at the national level including guidance and support to Executive Director's in their leadership role; and the importance of strong MA governance when those serving on global governance are drawn from the national level.

It is recommended that a programme of guidance and support to MAs on strengthening national, and where appropriate local governance, be developed. This could include linkages with the existing accreditation system, MA to MA learning and documenting cases of good practice within IPPF and other relevant national organisations.

The implementation of the recommendations of this report as ultimately agreed by the General Assembly and Governing Council are covered in the section on transitional arrangements.

Appendix 1. Terms of Reference and Expected results

Terms of Reference

The name of the working parties shall be the Independent Governance Review Commission (IGRC) and the Independent Commission on Resource Allocation (ICRA). The Commissions' role is to develop the required reports and recommendations in accordance with the methodology outlined here.

The Commissions' Chairs will maintain close working relationships with the Director General, the GC's ExCo and the Legal Advisor, whilst remaining independent of the formal structures.

The Commissions will remain extant until the GC meetings in November 2019. The GC is expected to endorse all approvals made by the General Assembly. A second phase and mandate are expected to be approved, and timing for Phase 1 deliverables will be defined in the coming months.

The desired outcomes are:

- a series of findings, actionable recommendations and a proposal to improve governance and constitutional arrangements. (IGRC)
- a series of findings, actionable recommendations and a new proposal through which to allocate core (unrestricted) resources across regions and MAs, with a view to considering the operational model in Phase II.

Independence, consultation and transparency are critical to the Commissions' success. The DG commits to publishing statements the Commissions may issue within their remit, to provide the Commissions with financial support within constraints of the administrative budget. A plan on consultation and communications in relation to the Commissions is imminent.

The Commissions undertake to:

- Seek input from MAs (staff and volunteers), regional and central office staff, donors and partners.
- Oversee a safe, transparent process that respects the confidentiality of individuals when requested.
- Keep the DG and EXCO informed of its timetable and areas of interest, co-ordinating administrative support with the Chief Executive.
- Seek comments from constituencies on preliminary findings, recommendations and proposals intended for the General Assembly.
- Submit formal findings, recommendations and proposals to the DG in time for distribution to MAs to consider and vote at the a.

Expected Results (deliverables) of phase 1 reviews

1. A report that captures the main features from recent governance reviews, contains commission specific findings, presents comparative studies/findings from other federative structures and puts forward specific options and recommendations to guide an IPPF proposal.

-
2. A proposed improved and agile IPPF governance structure and aligned constitutional arrangements that align to the necessary radical reform and that can be voted on at the extraordinary General Assembly to be held in November 2019.
 3. A report that presents learnings from previous attempts to modify the allocation model used to distribute core resources model, contains commission specific findings, presents comparative studies/findings from other global funds (GFATM, GAVI, etc) and puts forward specific options to guide an IPPF proposal focused on radical reform.
 4. A proposal to improve/appropriate IPPF resource allocation arrangements that can be voted on at the extraordinary General Assembly to be held in November 2019.
 5. A report that presents governance and resource allocation elements to be considered in Phase II.

Appendix 2. Independent Governance Reform Commission

Composition

	Governance Reform Commission
Independent Experts	Steven Sinding (chair & lead author) Lynette Lowndes Legal advisor: Phillip Kirkpatrick
MAs MAIPs Grant receiving	Hans Linde (RFSU) Edward Marienga (FHOK)
Donors	DFAT (Australia) DFID (United Kingdom) Erin Sines (MacArthur Foundation)
Youth	Shanshan He (CFPA)
Advisors	Jonny Oates
Secretariat Support	Tomoko Fukuda Achille Togbeto Paula Sofowora

Appendix 3.

Summary of governance characteristics of other federated and similar organisations.

These organisations have been selected to illustrate the range of governance models.

1. International Federation of Red Cross and Red Crescent (IFRC)

The world’s largest humanitarian organisation, the IFRC is a global Federation of 191-member national societies.

<p>Main Characteristics:</p> <ul style="list-style-type: none"> • A Governing Board (28 members) comprised of national organisations elected from the membership • The Board appoints the Secretary-General and governs the Federation between General Assemblies • Four statutory committees - Finance Commission, Youth Commission, Compliance and Mediation Committee, and Election Committee. Additional ad hoc Committees created as needed. • A General Assembly is held each two-years and regional conferences each four years • No regional governance 	
<p>Advantages:</p> <ul style="list-style-type: none"> • Strong member representation • General Assembly allows IFRC to act as a movement 	<p>Challenges:</p> <ul style="list-style-type: none"> • National/regional rather than global perspectives

2. Fédération Internationale de Football Association (FIFA)

FIFA is the international governing body of association football.

<p>Main Characteristics:</p> <ul style="list-style-type: none"> • FIFA Council (37 members) comprised of national organisations elected from the membership • FIFA Congress, an assembly of members football associations meets annually • The Congress elects the President, the Secretary General and the Council members. • Council members are elected by regional groupings • Committees include an Ethics Committee, Finance Committee and Disciplinary Committee • Candidates for chairperson, deputy chairperson and members of key Committees must pass eligibility checks 	
<p>Advantages:</p> <ul style="list-style-type: none"> • Strong member representation 	<p>Challenges:</p> <ul style="list-style-type: none"> • National/regional rather than global perspectives

3. World Wide Fund for Nature (WWF)

WWF is the world's largest conservation organization with a network of national organisations and associates in 40 countries. With more than five million supporters it works in more than 100 countries.

Main Characteristics:

- Governed by an international Board of 13 Trustees that meets four times per year
- The Board is comprised of the President, six persons chosen from the member organisations and six person of high-standing chosen for their skills and competencies
- There are no regional groupings
- A members forum (Council) nominates members to the Board and all key positions based on proposals from a nominations committee

Advantages:

- Balance between members and independent Board members

Challenges:

- Balance between national and global perspectives

4. British Red Cross

British Red Cross is the UK body of the International Red Cross and Red Crescent Movement. Formed in 1870 it has more than 32,500 volunteers and 3,500 staff providing help to people in crisis, both in the UK and overseas.

Main Characteristics:

- Governed by a Board of up to 13 Trustees
- A majority of Board members are elected by the membership and others are co-opted based on specific skills sets
- Profiles for co-opted Trustees are developed based on a Board skills audit
- A governance and nominations committee reviews applications and nominations against agreed criteria and acts on behalf of the Board as guardian of the Trustee recruitment process.
- The Board creates other committees as needed with membership drawn from inside and outside the Board.
- Regional and national assemblies are formed for input at key decision points

Advantages:

- Balance between members and independent Board members

Challenges:

5. Frontline AIDS (formerly the International HIV/AIDS Alliance)

Frontline AIDS is a global partnership of nationally based organizations promoting community responses to HIV/AIDS issues in more than 40 countries.

Main Characteristics:

- Board comprises of up to 14 independent Trustees
- Board members are selected based on skills and expertise and taking account of regional and gender balance and other diversity factors.
- The Board is self-perpetuating based on recommendations from a rigorous nominations process
- Various committees are open to member organisations and externals (Finance, Policy etc)
- No regional structures

Advantages:

Challenges:

<ul style="list-style-type: none">• Highly skilled board• Global perspectives• Removes regional competition	<ul style="list-style-type: none">• Lack of member representation or voice
---	--

Appendix 4. Online Survey Questionnaire

Background questions

1. Please select the IPPF region that your organization is located in
 - Africa
 - Arab World
 - East and South East Asia and Oceania
 - European Network
 - South Asia
 - Western Hemisphere
 - Other

2. Please indicate your organisational affiliation in the Federation
 - Member Association
 - Collaborative Partner
 - Regional Office
 - Central Office
 - Other

3. Please indicate your role in the organisation
 - Executive Director / CEO
 - SMT
 - President / Board Chair
 - Youth Representative
 - Other

Survey Part 1. Governance

Please indicate your view on the basis of the below statements.

1. The current governance structure serves IPPF well

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

2. The Governing Council (global) provides clear and consistent policy direction

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

3. The Governing Council provides clear and consistent strategic direction

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

4. The Governing Council delivers on its financial oversight responsibilities in an effective manner

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

5. The Regional Executive Committees provide clear and consistent regional policy direction

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

6. The Regional Executive Committee provide clear and consistent strategic direction

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

7. The Regional Executive Committees deliver their financial oversight responsibilities effectively

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

8. The Governing Council has the range of expertise it requires to fulfil its responsibilities

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

9. The IPPF governance structure (regional and global) gives enough voice to the Member Associations

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please elaborate or give examples in support of your answer.

10. The IPPF governance structure (regional and global) ensures the most capable individuals rise to the top of IPPF's decision-making bodies

(1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

11. What in your opinion are:

- a) the greatest strengths of the present governance structure (regional and global)?
- b) the greatest weaknesses of the present governance structure (regional and global)?

12. In light of your responses to the statements above, what advice would you give to the Independent Governance Reform Commission (IGRC) as it seeks to revise, or create a new governance structure for IPPF?

Survey Part 2: Resource Allocation

13. How much of your annual income do you receive via IPPF (both restricted and unrestricted)? (Does not apply, 0-20% 21-40% 41-60% 61-80% 81-100%)

14. How much of your unrestricted funding do you receive via IPPF? (Does not apply, 0-20% 21-40% 41-60% 61-80% 81-100%)

15. The current Resource Allocation model serves my organization well. (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

16. The current Resource Allocation model serves the wider Federation well. (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Table 1 Current Annual Core Funding Allocation

Location	MAs	Secretariat	Governance	Total
Africa	44.5%	24.4%	12.1%	37.3%
Arab World	10.0%	7.6%	7.3%	9.1%
Europe	4.0%	10.6%	7.0%	5.8%
East South East Asia Oceania	9.5%	5.6%	5.0%	8.1%
South Asia	16.0%	7.3%	2.9%	13.0%
Western Hemisphere	16.0%	10.9%	8.0%	14.1%
Central Office/ London	0.0%	33.6%	57.7%	12.6%
Total	100.0%	100.0%	100.0%	100.0%

17. Review the table above. IPPF's unrestricted funding has been allocated fairly and correctly (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

Please explain why:

18. The current Resource Allocation model is transparent (I know how and why decisions are made about the allocation) (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

19. What do you see as the most important criteria for allocating IPPF core funding?

Choose only three criteria.

- Proven track record of management/delivery of SRH programs and services
- Size of unmet need for SRHR in the country
- Proportion of SRHR services delivered by the organisation in the country;
- Proven capacity to raise other funds
- Numbers of volunteers and paid staff
- Number of services delivered
- Geographical Location
- Country Gross National Income
- Any other criteria:

20. All Member Associations should receive unrestricted funding? (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)
Please explain your answer (why/why not?)

21. IPPF should have a special fund set aside that allows it to respond to unique or newly emerging issues (e.g. strategic shifts, medical innovations) (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

22. We need to review the funding model at regular intervals to ensure that it is dynamic, fair and aligned with IPPF's strategic priorities (1. Strongly Agree; 2. Agree; 3. Neither Disagree nor Agree; 4. Disagree; 5. Strongly Disagree. 6. I Don't Know)

23. In light of your answers above, what advice would you give to the Independent Resource Allocation Commission as it seeks to revise and improve the resource allocation model for IPPF?

Appendix 5. Draft suggestions for new governance documents

I. General Assembly

At Global level, there will be a General Assembly (GA) composed by three representatives from each of the Member Association. Each MA delegation will be composed of the MA president or his/her designee, the youth representative and the executive director.

The GA will have the following functions:

- a) Advise on the overall strategic direction of the Federation
- b) Advise the Board of Trustees on policy matters.
- c) Ask questions and scrutinize the work of the Board of Trustees and Director General.
- d) Remove at a request of two third of its membership a trustee from the Board of Trustees
- e) Adopt and amend the regulations and byelaws of the Federation.
- f) Appoint once every three years the two members of the Nomination, Governance and Membership Committee (NGMC) that are subject to staggering.

The GA will meet once every three to five years, coinciding with stages of the development, implementation and evaluation of IPPF Strategic Framework.

On the request of one third of its members, an extraordinary GA can be conveyed.

II. Formation and composition of the Board of Trustees (BoT)

The Board of Trustees shall be composed of diverse individuals with the skills and experience to govern a large international NGO, including experts in SRHR. These individuals must meet the agreed criteria for required skills and experience.

The Board of Trustees will be comprised of fifteen (15) members. It is important to stress that not all the fifteen seats may be filled at all times. The filling of the maximum size will be subject to the expertise needed in the BoT following a skill matrix assessment.

The membership of the BoT should include eight (8) trustees coming from the MAs and with the remaining trustees being independent experts.

It is important to ensure in this skills-based board, there are individuals with experience and knowledge of the Member Associations. It is imperative that all the trustees should have the IPPF mission as their constituency.

The board shall be a hybrid board composed of individuals that have the expertise it takes to serve at that level regardless of their membership or affiliation with a Member Association. The nominating committee (to be designated the Nominating, Governance and Membership Committee – NGMC) must use the skills/experience/attributes matrix that will be adopted and should strive to achieve an appropriate geographical balance. It is important to note that the new BoT should not become a board of trustees dominated by only individuals coming from one geographical area.

The appointment of these trustees shall be subject to a rigorous process following a call for nominations as well as being made through MAs, detailing clear and measurable criteria for the roles advertised. The skill matrix adopted by the NGMC should be widely disseminated to set clear expectations for candidates. This should also include time requirements and availability to perform the duties.

III. Meeting and role of the Board of Trustees

The Board of Trustees will meet four (4) times a year to oversee the functioning of the Unified Secretariat of the Federation. In doing this, BoT will:

- a) Set broad policies and strategies;
- b) Ensure financial integrity including appointment of auditors;
- c) Establish an appropriate framework of controls so as to provide due evidence of accountability for resources received, and their allocation, disbursement and application;
- d) Play significant role in allocation of resources;
- e) Hire, support, assess and dismiss the Director-General;
- f) Approve recommendations from the standing committees in line with IPPF governing documents (Act and Regulations, Procedural byelaws, policies, etc.);
- g) Consider, review and approve recommendations from any of the standing committees;
- h) Oversee the advocacy and resources mobilization's efforts of the Director-General;
- i) Ensure that the Federation does not act in contravention of its statutory documents and to seek such legal advice and/or assistance, as it may deem appropriate, for the purposes of this clause;

- j) Determine the standards, obligations and responsibilities of members and to monitor and to ensure that those standards, obligations and responsibilities are complied with;
- k) Receive requests for advice and financial assistance from regional organizations, member associations and others and to meet them as far as is possible within the objects and standards of IPPF;
- l) Admit associate member associations; to admit associate member associations into full membership; and to admit full member associations into associate membership;
- m) Appoint or reappoint the auditors, or appoint new auditors.
- n) Appoint such working groups as it shall deem appropriate in order to facilitate the work of the Board of Trustees;
- o) Set up such panels and task forces, as it may determine from time to time, provided that such panels and task forces are set up for specific purposes and shall exist for limited periods of time;

IV. Term of office of the Board of Trustees

The term of office of the newly formed Board of Trustees' members shall be three years. A trustee can serve for a maximum of three terms cumulatively subject to good performance review assessment.

V. Rotation of the Board of Trustees (Staggered appointment)

To avoid a total turnover at board level at any given time, the Board of Trustees' appointment shall be conducted by the NGMC in a way to ensure institutional memory and the development of prospect board chairs.

To do this in a meaningful way and ensure minimum disruption, the following processes shall be followed:

- ✓ The Board of Trustees shall elect at their first meeting their Board Chair.
- ✓ The random drawing of ballots shall take place just after the election of the Chair of the Board.
- ✓ All the remaining trustees shall draw ballots at their first meeting to determine the length of their initial term. The elected Board Chair should be excluded from the drawing as they are elected for a term of three (3) years renewable once.
- ✓ The duration of the initial term of office of each other trustee shall be determined at the end of this ballot drawing.
- ✓ The ballot drawing shall be organized in a way that at least one third of the board is subject to re-appointment each year.
- ✓ To achieve this, nine (9) to twelve (12) trustees shall be given the opportunity to draw one of the following randomly:
 - 1) A term of 1 year (3 or 4 ballots)
 - 2) A term of 2 years (3 or 4 ballots)
 - 3) A term of 3 years (3 or 4 ballots)

- ✓ At the end of their initial term of 1, 2 or 3 years, a trustee is subject to be re-appointed following an assessment of their performance that shall be conducted in close collaboration with the NGMC and the Board Chair.
- ✓ If no suitable candidate is found among those nominees at any given time, then the unoccupied seat shall be kept vacant until a suitable candidate is found.

A trustee who has completed his/her initial term successfully may stand for re-appointment if they commit to serve an additional term of three years while remaining within the total cumulative number of terms of office.

In the case of a casual vacancy, the newly appointed trustee will only serve the remaining term of office of his/her predecessor in order to comply with the rotation clause. The NGMC would keep an up to date register of the term of office of each trustee.

Following the establishment of the initial Board of Trustees, the subsequent appointment will be conducted by the Nominating, Governance and Membership Committee.

VI. Appointment of the Chair of the Board of Trustees (BoT) and the Treasurer

Once the Board of Trustees members are appointed, it is crucial to ensure that the Board has a Chair that will lead the board proceedings. The Board Chair will be elected first before the drawing of ballots for the determination of the duration of the term of office for the remaining trustees.

Therefore, the initial term of office of the Board Chair is three (3) years.

Since one third (1/3) of the board shall be rotating on an annual basis, the Board Chair can only serve for two terms cumulatively.

V. Appointment of other committees' Chairs

It is proposed that each standing committee elects its own chair among its members with voting rights, except the Finance, Audit and Risk Committee which will be chaired by the Treasurer. By doing so, the committees chairs will command their peers' respect and support and will be above any undue allegiances to any other stakeholders. This will also guarantee their objectivity in carrying the prerogatives of a chair of a committee.

Chairs of non-standing committees, task forces and panels shall be appointed by the Board of Trustees Chair.

VII. IPPF Standing Committees: Composition, meeting and roles

A. Finance, Audit and Risk Committee (FARC)

The Finance, Audit and Risk Committee shall be composed of a maximum of seven members with voting rights. A majority of its membership shall come from individuals with the relevant experience in audit, management, finance, risk management and legal fields that are from the MAs.

The NGMC shall lead the process that will see the formation of such committee and will ensure that one third of the committee membership rotate on an annual basis. FARC will elect its own chair at its first meeting among its voting members. The Committee will meet four times a year.

The Finance, Audit and Risk Committee shall have the following prerogatives, functions and duties:

- (a) it will have the responsibility to review the financial performance of the Unified Secretariat, at regular intervals during the year.
- (b) The reviews will cover, but are not limited to, the subjects of management accounts, risk assessments, etc. to ensure that management are on track to meet the financial

commitments in the approved budget, identifying opportunities and areas for corrective actions.

- (c) it will review the IPPF Financial Statements each year and make a recommendation to the Board of Trustees;
- (d) it will receive reports from the internal and external auditors;
- (e) it will review the internal and external audit reports, their strategies and plans;
- (f) it will review the Annual Budget and recommend this to the Board of Trustees for approval;
- (g) it will recommend to the Board of Trustees, following a tender exercise, the appointment of the external auditors every 3 years and recommend the auditors for annual re-appointment;
- (h) it will discuss any matters it deems appropriate but, in particular, it will discuss any problems and/or reservations it may have regarding the reports, strategies, plans and/or general work of the internal and external auditors;
- (i) it will consider and discuss any report related to financial management which is received from the Charity Commissioners and/or from any other regulatory body and/or from donors to IPPF and will do so having regard to any response submitted to any such report from the Director-General and/or the IPPF Secretariat;
- (j) it will review any changes proposed regarding IPPF's financial regulations which shall include any proposed changes in the delegation of financial authority;
- (k) it will review schedules of losses, compensations and other special payments and make recommendations on same to the Board of Trustees;
- (l) it will monitor IPPF policies on the standards of good business practice so that the Board of Trustees can be assured, at all times, that the IPPF practises and implements the best possible business practices;
- (m) it will review on an annual basis the process put in place by the Secretariat to identify the major risks facing the organization and the steps taken to put controls in place to mitigate these risks.

B. Nomination, Governance and Membership Committee (NGMC)

The NGMC shall be composed of a maximum of seven members with voting rights. A majority of its membership shall come from individuals with the relevant experience in membership issues and legal field that are from IPPF Members Associations. Two trustees from the Board of Trustees will serve in this committee with voting rights.

The NGMC shall lead the process that will see the formation of such committee and will ensure that two out of seven (2/7) of the committee membership rotate on three-year basis. NGMC will elect its own chair at its first meeting among its voting members.

The NGMC will meet twice a year.

The Nominating, Governance and Membership Committee shall have the following prerogatives, functions and duties:

- (a) it will recruit trustees in accordance with agreed clear guidelines including succession planning;
- (b) It will oversee a regular process for evaluating the effectiveness of the Board and its members;
- (c) it will periodically review the regulations and procedural by-laws;

-
- (d) it will devise appropriate guidelines and arrangements for the monitoring and review of the adherence of member associations to IPPF's approved membership standards;
 - (b) it will devise appropriate guidelines and arrangements for the re-accreditation of member associations;
 - (c) it will report to the Board of Trustees on the implementation and effectiveness of the matters set out at paragraphs (a) and (b);
 - (d) it will consider and make such recommendations to the Board of Trustees, as it deems appropriate, regarding any member association which fails to fulfil the requirements of membership;
 - (e) it will receive and consider any proposed amendments to IPPF's approved membership standards and report on same to the Board of Trustees;
 - (f) it will review and approve the constitutions of member associations and any amendments thereto;
 - (g) it will consider, review and make such recommendations as it deems appropriate regarding any application to associate and/or full membership of the Federation;
 - (h) it may arbitrate on any conflict which arises between a member association and its Regional Office and/or between a member association and any body or Committee of IPPF;
 - (i) it will consider and recommend the annual subscription for associate and full members and such other dues as may be decided from time to time;
 - (j) the Committee shall have the prerogatives to delegate any of the matters set out in paragraphs (a) to (i) in such manner as it shall deem appropriate.



IPPF

IGRC