

**IPPF BOARD OF TRUSTEES EMERGENCY
CONFIDENTIAL MEETING
Held on Tuesday, 4 August 2020 (Virtual Meeting)**

DRAFT MINUTES

| Present - Trustees: | In attendance: |
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| Isaac Adewole | Varun Anand, Director, Finance & Technology Division |
| Abhina Aher | Mina Barling, Director, External Relations Division |
| Rosa Ayong-Tchonang | Elizabeth Bennour, Interim RD, Arab World Region |
| Ulukbek Batyrgaliev | Alvaro Bermejo, Director-General |
| Bience Gawanas | Snjezana Bokulic, Director, Performance Division |
| Kate Gilmore – Chair | Mariama Daramy-Lewis, Director, People, Organisation & Culture Division |
| Surakshya Giri | Tomoko Fukuda, RD, ESEAOR |
| Josephine Obel | Caroline Hickson, RD, European Network |
| Jacob Mutambo | Manuelle Hurwitz, Director, Programmes Division |
| Donya Nasser | Sonal Mehta, RD, South Asia Region |
| Elizabeth Schaffer | Marie-Evelyne Petrus-Barry, RD, Africa Region |
| | Achille Togbeto, Director, Governance & Accreditation |
| Apologies | Aileen McColgan, Honorary Legal Counsel |
| Aurélia Nguyen | Caroline Dickinson, Minute Taker |
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Welcome

Kate Gilmore, Chairperson, welcomed everyone to this emergency meeting of IPPF's Board of Trustees. Apologies for absence were noted from Aurélia Nguyen. The Board noted that Adriana Mendoza Bautista and Deika Nieto Villar had resigned as Trustees/Board members.

1.1 IPPF Policies re. Confidentiality, Conflict of interest and Recusal

Achille Togbeto, Director, Governance & Accreditation, referred Board members to the IPPF policies on Code of Conduct, including Conflicts of Interest and Confidentiality. It was noted that it was a requirement for all Trustees to sign the Code of Conduct.

The Board was advised that Kobe Smith had a conflicted position, as he was a member of a Member Association which had decided to resign from IPPF membership. Kobe Smith withdrew from the meeting at this point.

The Chair reiterated the need for confidentiality in respect of discussions which take place during Board meetings. The remaining Board members were asked if they had any conflicts of interest to declare.

Donya Nasser asked for clarification about her status at this meeting. She was advised that as she was a member of an MA which had not resigned, she was eligible to continue to participate in this meeting.

[Post-meeting note: it was subsequently established that Donya Nasser and Kobe Smith, being members of the IPPF/WHR Board, should have been recused from the meeting on these grounds, which constitute a conflict of interest.]

Going forward, it was noted that the grounds for precluding individuals from serving as Board members would be clarified and action would be taken accordingly.

1.2. Background on IPPF-WHR negotiations

The Chair reminded the Board that at the previous meeting she had provided a verbal account of the ongoing negotiations with WHR on the new framework agreement which would guide the working relationship between the central Secretariat and WHR. At that point, three meetings had taken place and the Board's negotiating team had been of the view that the discussions were positive and progress was being made. The Chair now had to report that this was a misreading of the situation. At the fourth meeting, which took place on 31 July, WHR's negotiating team announced that a decision had been taken by the WHR Board to withdraw from IPPF.

Bience Gawanas and Surakshya Giri, members of the Board's negotiating team, assured the Board that they went into the meeting prepared to negotiate in good faith, and they had been confident that progress was being made. However, on 31 July they were told that the WHR Board had been influenced in their decision by discussions which had taken place at the IPPF Board meeting in July. If this was the case then there was a clear breach of confidentiality. It was made clear to WHR that their resignation would need to be made to the IPPF Board of Trustees, and not to the negotiating team.

Following this meeting, the Chair received a letter, dated 31 July, from 19 Member Associations (MAs) from WHR, informing the Board of the decision made by these MAs to resign from IPPF. In response, the Chair and DG had written a joint letter to these MAs, expressing IPPF's dismay and regret over this decision, as well as setting out the facts regarding the funding of high income countries and IPPF's commitment to "leave no-one behind", emphasising that IPPF was open to having a dialogue and would welcome MAs back, if they were willing to reconsider their membership of IPPF.

1.3. Update from Director-General

The DG advised that IPPF/WHR had provided the following reasons for their decision to separate from IPPF.

- WHR claimed that IPPF had refused to sign a draft proposal for a framework agreement, which they said reflected the status quo. This was not the case. It included a requirement in the draft framework agreement that only WHR representatives would be able to communicate with North American governments or US foundations on behalf of IPPF, and only WHR would be able to channel money to other parts of IPPF. The IPPF central Secretariat could not agree to this.
- WHR wanted to retain the possibility to fund high income countries in WHR from Stream 1 core unrestricted funding. IPPF's current policy deems that this is not possible. IPPF was offering alternative funding through a different stream, which would channel money from donors who allowed funding to go to these high income countries.
- WHR cited philosophical differences because they would not "leave anybody behind" in terms of wanting to fund high income countries. The DG explained the legal constraints under which IPPF works and the proposal to fund high income countries in a different way.
- WHR claimed that they understood that the Board, at its meeting in July, had discussed a number of safeguarding cases which might put the IPPF brand at risk. Therefore, they wished to withdraw quickly, although they did want to keep the IPPF brand.

The Board was advised that WHR had included a clause in the draft framework agreement which stated that all MAs throughout the Federation, as well as the Secretariat, would need to agree to communicate with WHR MAs only through the Regional Office, and staff members from elsewhere in the Secretariat should communicate only through the WHR Regional Director. This was incompatible with a Federation model and could not be enforceable.

The Chair added that WHR was wanting to move with speed, and that she and the DG had asked WHR to slow the process down sufficiently in order for the IPPF Board to meet and discuss the situation, and to try to find a way forward. WHR undertook to provide a pause until Monday, 3 August. They were asked not to communicate with any external organisations until agreement was reached on a common message. However, having agreed that this was important, they had breached that agreement by Monday morning. The Chair emphasised that this was a planned and intended separation by WHR and it was not the result of a failed negotiation.

The Board expressed concern that such a separation should come at this critical time in IPPF's history and at a time of such great sexual and reproductive health and rights challenges.

A Board member asked why some of the MAs in the region had decided not to resign. The DG advised that the majority of MAs in high income countries had not resigned. WHR Region had asked all its MAs to sign a non-disclosure agreement (NDA) but many of the English speaking MAs had not signed and the feedback was that they felt it was too rushed. They had asked to speak to the Chair and the DG.

2. WHR Withdrawal – timings and next steps

Board members questioned whether IPPF could accept resignations from MAs en masse, particularly as the letter which had been sent from MAs had not been signed. The DG confirmed that they could not resign en masse because they did not join en masse. MAs are required to give six months' notice of their intention to resign from IPPF, and it needs to be an institutional decision taken by the Board of the MA. MAs were following this process as quickly as possible and the DG had received approximately 14 individual letters so far. However, they were not signed by the Board and it was unclear if the Boards had met. MAs would have the opportunity to change their minds during the six month period. The DG and Chair had secured an opportunity to speak to the MAs in a Webinar later this week.

Taking account of the six month withdrawal period, the DG advised that the SLT had agreed to continue funding those MAs who had resigned for the rest of 2020, in line with the approved budget, provided they can guarantee to provide the required reports directly to the Central Office at the end of the funded period.

The WHR Regional Office was also requesting to terminate its relationship with IPPF in a six month period. However, the view of the SLT was that the trust required for a working relationship was now broken, and it was proposed that when the structure for the Unified Secretariat goes live on 1 September, this would be the effective date of separation from the WHR Regional Office.

The DG emphasised that IPPF wished to make it clear that it continues to care about the needs of the region and would continue to invest in the region through partners who want to be part of IPPF. It was proposed that they would be supported through a new Secretariat platform set up in the near future in the Americas. The SLT had considered various different options on how to rebuild support to the MAs who have remained and new partners in the region, and they were recommending to the Board that a Regional Office be opened in one of the countries in South America, with a strong MA partner.

3. Communicating Process of Withdrawal

In terms of communicating the process of withdrawal, the DG informed the Board that all MAs, Secretariat staff and donors had been informed, and a meeting with donors had been convened for tomorrow. Two Webinars had been scheduled for Thursday to have discussions with MAs. The Communications Team had also prepared media statements if required, and a press statement which would be uploaded on to the IPPF website.

4. The way forward, including protecting funds and investment for the
5. Region and Re-Constitution of the Secretariat

The Board considered a proposed draft resolution, which reflected many of the proposals put forward by the DG.

A Board member asked for clarification around the continuation of funding during 2020 for those MAs who had resigned, bearing in mind the erosion of trust which had occurred with these recent events. The DG responded that IPPF should be consistent with its policies and continue to fund these MAs for the next six months. The DG added that the WHR Regional Office had built up significant reserves during its time as a region of IPPF and it had been able to pledge that it would continue to provide core funds to the MAs who had withdrawn, for a minimum of three years.

With regard to the reaction of donors to this news, the DG advised that the response so far had been dismay, but supportive to IPPF. The DG would be able to provide more information following the meeting with donors tomorrow.

Board members were concerned that those MAs and trustees who had resigned had cited transparency, integrity and safeguarding concerns, and wished to emphasise IPPF's commitment to upholding the highest standards of transparency, integrity and safeguarding. It was agreed to reiterate this point in the resolution under discussion.

Board members were also dismayed to hear that there may have been a breach of confidentiality with regard to discussions which had taken place at the previous Board meeting. The Chair advised that she would raise this issue with the Nominations & Governance Committee.

The Board welcomed the proposal to form a sub-group of the Board of Trustees, to work closely with the DG to guide the organisation through this crisis. The Chair advised that tomorrow she would send out a call for expressions of interest from Board members, and would ask those coming forward to consider the time commitment this would involve.

The Board noted that Adriana Mendoza Bautista and Deika Nieto Villar had resigned as Trustees/Board members. The Chair advised that the NGC would begin the process of recruiting replacement Trustees. The Chair would write to them individually, acknowledging their resignations and thanking them for their service to the IPPF Board.

It was noted that the resignation of Deika Nieto Villar had created a vacancy for the Chair of the Membership Committee. There would be a call for expressions of interest from Trustees and this would be considered in conjunction with the NGC, taking account of the skill set of the other MC members.

It was noted that the issue of conflicts of interest of Trustees would be considered further.

The Board, at its meeting on 4 August 2020, **adopted** the following resolution by consensus:

Preamble

At an emergency Board meeting that took place on 04th August 2020, IPPF Board of Trustees reviewed the withdrawal letter notifying the intent of 19 Members Associations that are from the Western Hemisphere Region and the withdrawal letter received from the legal entity of the Western Hemisphere Region Inc. The Board considered the impact of these decision on those that benefit from the services and advocacy efforts by the 19 Members Associations and the subsequent breach of trust in the relationship that these decisions create. The Board also scrutinized the impact of this decision on IPPF operations and reputation worldwide and the need to ensure that IPPF remains protected. The Board furthermore affirmed its ongoing commitment to meeting the pressing SRHR needs in the Americas and the Federation's unswerving commitment to leaving no one behind.

Resolution

Based on the above, IPPF Board of Trustees, resolves to:

- 1) Create a sub-group of the Board of Trustees with the mandate of working closely with the Director General to guide the organisation through this crisis and to design and initiate steps to rebuild contribution and presence in the region currently referred to as the WHR.*
- 2) Mandate the Director General and other relevant stakeholders to undertake necessary steps to finalise the termination of the relationship with the IPPF/WHR (regional office) effective September 1st. From this date onwards, neither WHR Regional Office staff or Board members are authorised to represent the interest or concerns of IPPF;*
- 3) Instruct IPPF Central Office to continue payments to the 19 concerned Members Associations as agreed for 2020, provided that adequate reporting to IPPF CO is guaranteed at the end of the period;*
- 4) Preserve the planned 2021 investment in the WH region as per the recently approved IPFs with a view to maintaining existing core grants to the remaining MAs in the region and investing in leading NGOs willing and able to partner with the Federation;*
- 5) Instruct the IPPF Central Office to act on its mandate to ensure all necessary steps are taken to protect the Federation's intellectual property and brand ensuring that all necessary steps are taken to avoid contravening principles that would create brand confusion (passing off) for external stakeholders.*

- 6) *Request the Nominations and Governance Committee to initiate the process of recruiting new trustees to replace those who recently have decided to step down.*
- 7) *Record its profound disagreement, because of the associated factual errors and misrepresentations, with the bases cited by the WHR Regional Office Board and the 19 MAs for their decisions to withdraw from the Federation, and stresses its deep disappointment with the manner in which those decisions were taken and acted upon.*
- 8) *Reiterate its commitment to do all within its power to ensure no one anywhere is left behind or otherwise excluded from access to the enjoyment and protection of their SRHR.*
- 9) *Reiterate its commitments to upholding the highest standards of transparency, integrity and safeguarding in all IPPF operations.*

Close of meeting

The Chairperson thanked the DG and members of the SLT for their support to the Board and asked them to pass on the Board's appreciation to other colleagues at this time. Board members were thanked for participating in this emergency meeting. The interpreters, technicians and support staff were thanked for enabling this meeting to come together.