

GENERAL
ASSEMBLY 2022

**COME
TOGETHER,
BUILD THE
FUTURE**

Bogotá - Colombia



Agenda Item 3.1

Nominations and Governance Committee Report

Summary

Over the first nearly three years of its inception, the Nominations and Governance Committee (NGC) journeyed to support and strengthen the global governing bodies of the Federation. In particular, the NGC recruited 23 members to the Board of Trustees (BoT), Standing Committees and to the NGC itself. In addition, of significant note was NGC's role in conducting the performance review of the BoT, Standing Committees, and the NGC itself. Through over ten online meetings, the NGC complied with the IPPF statutory requirements, doing so within the context of COVID-19.

In accordance with Regulation 3, NGC ensured the staggering of its membership in order to maintain continuity of organisational knowledge and expertise within the Committee. Steps have been taken in that direction which will be considered under agenda item 5.2. Looking ahead, the NGC intends to build on its achievements and milestones through various activities and will add specific focus on governance innovation, on filling gaps based on assessment and statutory documents review. This report highlights those achievements and provide the way forward.

Action Required

GA to **consider, discuss and receive** the NGC report.

Report

IPPF's Governing Council (GC) agreed in May 2019 that a more accountable, agile and modernised 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 resource allocation reforms to allow the Federation to better fulfil its potential. The Federation embarked on a consultative process involving all stakeholders of the Federation with its peak point being the November 2019 General Assembly Meeting in New Delhi, India that brought together the entire membership of the Federation and other key stakeholders. This gathering made concrete recommendations to the then-Governing Council. In May 2020, IPPF Governing Council approved a radical governance reform to strengthen transparency, accountability, and to make IPPF governing bodies more efficient and agile to the needs of those we aim to serve.

As a result of this reform, the Nominations and Governance Committee (NGC) was established as a governing body in May 2020.

Its main purpose is to facilitate and oversee IPPF's governance functions. NGC is responsible for key governance areas such as recruitment of the board and board committees' members; review of the performance of the board, the board committees and their individual members; periodic review of procedural bylaws; oversight of the Federation's adherence to best governance practices; development and implementation of a succession plan to ensure the effectiveness of the board and its committees. In addition, NGC is responsible for recruiting its own members and conducting annual performance assessments.

As per the Federation's governance structure, the NGC reports to the General Assembly alongside the Board of Trustees (BoT). NGC works closely with the BoT and its standing committees. Therefore, NGC is expected to submit a report to the General Assembly on its achievements and perspectives. This report serves this purpose and provides insights into the journey and achievements of this governing body for its first 30 months (May 2020 - September 2022). It also highlights the challenges under the limitations created by Covid19 that faced the whole world. Despite all the challenges, this report demonstrates how NGC has established its foundations and solidified governance practices, processes, and tools at IPPF from scratch. It is to be noted that the NGC, at the time of writing this report, have only been able to meet virtually, and its first face-to-face meeting is scheduled just a day before the General Assembly meeting in Bogota.

In this context, the NGC that was established in May 2020 has focused over the last 30 months on the following initiatives.

1. Governance in compliance with IPPF – Act, Regulations, Procedural Bylaws, ToRs

One unique challenge before NGC was establishing and driving newly designed governance structures at IPPF. This area included working closely with the IPPF board, committees, and secretariat governance team. Hence, one of the prime responsibilities of NGC was to comply with new compliance instruments in line with the new governance framework.

With solid commitment, the NGC ensured compliance with the IPPF Act, Regulations, Procedural Bylaws, and its ToRs. On the one hand, NGC achieved 100% compliance on board and committee recruitments, team composition with governance skills, operations at full strength of NGC (including at least 50% women and 20% youth), majority of members from MAs, terms and rotation of members maintained as per rule, and nomination of new members as per terms of reference. On the other hand, NGC ensured that its conduct strictly adhered to rules and regulations,

such as meeting frequency, notice time of meetings, quorum, attendance, voting, and management of conflicts of interest/roles. NGC shared a consolidated report with GA for the last 30 months to cover the actions, priorities, learning and achievements.

2. Recruitment of Board of Trustees and Committee Members

To ensure the continuity of Board's and Committees' progression, NGC had a critical role in recruiting Board of Trustees and Committee members with the required skills for vacant positions from time-to-time. In addition to this, NGC was also responsible for their succession planning. This task was quite complex as IPPF governing bodies have particular skills and global experience requirements; however, candidates with similar skills were not readily available. Moreover, the recruitment process was time-consuming and needed close coordination with Board, Committees and HR teams/consultants at each stage. Furthermore, identifying and ensuring candidates aligned with IPPF's mission and values was a huge challenge and responsibility; it required rigorous efforts on this.

Despite all constraints, NGC performed this task successfully and timely to support Board and Committees with new members. Newly selected members were highly qualified, enthusiastic and committed to serving on the board and committees. These efforts brought strength and satisfaction to Board and Committees. This exercise ensured that Board and Committees were operational at full capacity, thus leveraging the power and skills of recruited members.

NGC achieved the following results on recruitment in the last 30 months:

- NGC recruited 4 trustees
- NGC recruited 19 board committee members
- NGC recruited 2 members for the NGC to be appointed by the General Assembly

3. Performance Evaluation

NGC's decision for performance evaluation of governing body came out as a powerful change agent. NGC's commitment to performance evaluation was an essential and complementary process to improve the performance of the Board and Committees alongside recruitment and succession planning. Considering this, NGC spent a significant amount of time and effort conducting the performance evaluation of the Board and Committees.

Performance evaluation of the Board and Committees generated insights and learnings to strengthen NGC's recruitment and succession planning. Performance evaluation improved the Board and Committees' leadership, teamwork, accountability, decision-making, communication, and

efficiency. Moreover, this exercise helped to consider the member's rotation based on performance and fitment for the emerging roles.

NGC achieved the following results on performance evaluation in the last 30 months:

- Selected and supported Russell Reynolds Associates for the Board's evaluation
- 10 Trustees' performance were evaluated
- 20 Board Committee Members' performance were evaluated
- 6 NGC Committee Members' performance were evaluated

4. Operational Outputs

While on the one side, NGC focused on critical responsibilities, e.g., governance compliance, recruitment, succession planning, and performance evaluation; on the other side, NGC ensured the successful implementation of day-to-day operations and tasks. These operational activities produced outputs that were essential due to compliance requirements or to ensure the progress of NGC and its close governing allies – the Board and Committees.

NGC achieved the following outputs with operational activities in the last 30 months:

- 12 virtual meetings were conducted by committed NGC members
- 3 meetings attended with e.g., BoTs, Committee, Finance Audit and Risks (C-FAR) by committee members
- Developed NGC's key performance indicators for performance evaluation
- Developed framework for NGC's performance evaluation
- Developed framework for trustees' performance evaluation
- Developed framework for committees' performance evaluation
- Developed NGC's annual work plan
- Developed a report for GA
- Reviewed each board meetings' minutes on governance
- Reviewed board's proposal on amendments to Regulations and Procedural bylaws
- Reviewed CFAR's proposal on rotation and transition
- Reviewed MC's proposal on rotation and transition
- Reviewed RATC's proposal on rotation and transition.
- Reviewed CSIP's proposal on rotation and transition
- Guided governing bodies on governance affairs: board and board committees
- Provided orientation to governing bodies: board and board committees



- Monitored NGC meetings (attendance, engagement, presence, delivery) for quality outputs and compliance with bylaws
- Monitored NGC's work plan and progress of identified priorities
- Initiated, implemented and monitored the recruitment process for the governing body members

NGC thanks everyone for supporting its mission and helping implement the new governance structure with the desired governance outcomes. We are also looking forward to your continued cooperation in the future. NGC will continue to work on ongoing priorities and responsibilities mentioned in the ToRs. In addition to this, NGC will focus on the following critical activities and priorities for the next three years:

- Innovative/Best Governance Practices
 - Introduction or refinement of governance ideas or learnings within IPPF
 - Identification and approval of training programs/development activities in the area of governance for board and committee members
- Assessment
 - Conduct gap assessment on the composition of the BoT, Standing Committees and the NGC to maintain awareness of the composition and needs of current membership while informing recruitment of new members.
- Bylaws
 - Review of bylaws to compile recommendations

ANNEX 1. NOMINATION AND GOVERNANCE COMMITTEE (as of 22 September)

Nomination and Governance Committee Members

Neish McLean (Chair) External

Don Gunawardena FPA Sri Lanka

Dr Talaat Latif FPA Egypt.

Dr Isabel Serrano Spanish Family Planning Federation

Jona Turalde External

Daniela Urquijo Barranquilla Profamilia Defex Youth Network