

**GENERAL
ASSEMBLY 2022**

**COME
TOGETHER,
BUILD THE
FUTURE**

Bogotá - Colombia



Agenda Item 5.3

**Amendments to IPPF Regulations
and Procedural Byelaws**

Summary

This paper provides the rationale and proposed amendments to introduce to the Board a Vice-Chair position in place of the current Treasurer position. It highlights the changes to Regulations and Procedural Byelaws that will be considered by the General Assembly (GA) for approval. In addition, references to Western Hemisphere Region (WHR) have been removed and replaced by Americas and the Caribbean Region (ACR) where appropriate. The proposed amendments do not create any automatic flow-on implications for individual Member Associations.

Action Required

The General Assembly is requested to **review and approve the proposed amendments** to the IPPF Regulations and Procedural Byelaws as outlined in the paper.

Rationale for amendments to IPPF Regulations and Procedural Byelaws

During the 2019 IPPF global governance reform, the idea of introducing the office of a Vice-Chair to the Board of Trustees in place of a Treasurer was contemplated by various stakeholders. Arguments in favour included i) the introduction of a strong competency-based Finance, Audit and Risk Committee (C-FAR) chaired by a Trustee with the required experience, leaving little responsibility to the Treasurer and, ii) the need to provide burden-sharing support for the Board Chair.

However, the transition to a Vice-Chair role was not included in the governance reform package. It was dismissed during the consultation phase. Consequently, the Independent Governance Reform Commission highlighted the need for IPPF to revisit the matter when there was sufficient experience of the new C-FAR's contribution.

Experience has confirmed the merits of the arguments in favour of a shift from a Treasurer position to a Vice Chair position. Financial control, overview and risk management functions are being well covered by C-FAR. The C-FAR Chair plays the pivotal role in ensuring that the Board is well briefed on IPPF's financial health and risk profile. Likewise, it is well demonstrated that given all that is expected



from the Board Chair, a Vice-Chair will be a great addition helping to meet, support and strengthen the demanding agenda under the remit of the Chair of the Board.

Two years down the line, a majority of stakeholders are of the opinion that this is the right time to make the move - removing the position of Treasurer and establishing that of Vice-Chair instead.

An option would be to add a Vice-Chair position without subtracting the Treasurer's position. However, there is no substantive need for a Treasurer given that those functions are fully delegated to C-FAR and its Chair. Further if this anomaly is not addressed, it may be a challenge for even a well-functioning future Board of Trustees as issues around role attribution may readily arise.

It is to be further noted that this amendment to IPPF Regulations and Procedural Byelaws do not create any automatic flow-on implications for individual Member Associations. There would be no obligation created for individual Member Associations to embark on the same journey. Of course, they could choose to follow the global IPPF governance model if they so wish and provided, of course, their local legislation so allows.

It is on this basis that the Board of Trustees recommends to the General Assembly the removal of the office of Treasurer and introduction of the new office of Vice-Chair.

Following, this approval, the BoT will then establish the required terms of reference for the new office of Vice-Chair, as per the policy approval process and will proceed with the appointment of this officer bearer as per the relevant IPPF policies.

In addition, since the separation with the Western Hemisphere Region (WHR) and the establishment of Americas and the Caribbean Region (ACR), IPPF statutory documents were not amended to reflect this reality. The proposed amendments will also address this situation.

Proposed amendments

The below tables summarise the required amendments to the Regulations and Procedural Byelaws, which are highlighted in red for easy reference.

IPPF Regulations

Sections	Existing provisions	Proposed amendments
4 (8)	The Board of Trustees shall elect from amongst its members the Chair and the Treasurer of IPPF who shall be appointed for a three-year term.	The Board of Trustees shall elect from amongst its members the Chair and the Vice-Chair of IPPF who shall be appointed for a three-year term.
10 (2)	The Regions of IPPF are: (a) Africa, (b) Arab World, (c) East and South East Asia and Oceania, (d) Europe, (e) South Asia, (f) Western Hemisphere.	The Regions of IPPF are: (a) Africa, (b) Arab World, (c) East and South East Asia and Oceania, (d) Europe, (e) South Asia, (f) Americas and the Caribbean
10 (4)	Since its foundation in 1954, the Western Hemisphere Region (WHR) has been constituted as a not-for-profit tax-exempt 501(C)3 Corporation in the State of New York, United States. As such, it is governed by an independent Board of Directors whose powers, functions and duties are established in its Byelaws. The conditions for joint work and collaboration shall be established in a Framework Agreement between IPPF and WHR. These Regulations, and the IPPF's Procedural Byelaws and policies, shall apply subject to any express contrary provision in the Framework Agreement	Deleted clause

	between IPPF and WHR and to any legal, regulatory or accounting rules, principles or agreements that apply to or result from the independent status of WHR.	
--	---	--

IPPF Procedural Bylaws

Sections	Existing provisions	Proposed amendments
Appendix 4	Appointment of Chair and Treasurer of IPPF Board of Trustees – Nomination Form	Appointment of Chair and Vice-Chair of IPPF Board of Trustees – Nomination Form
Appendix 5	Voting Procedure for Election of the Chair and Treasurer of IPPF Board of Trustees	Voting Procedure for Election of the Chair and Vice-Chair of IPPF Board of Trustees
A-5.2 Method of Voting	Voting Procedure for Election of the Chair and Treasurer of IPPF Board of Trustees	Voting Procedure for Election of the Chair and Vice-Chair of IPPF Board of Trustees
C-8	<p>Procedure for Nominations for Chair and the Treasurer of the Board of Trustees</p> <p>8.1 A copy of the nomination form for the above election shall be sent by the Chair of the Nominations and Governance Committee to each Trustee, at least six weeks before the commencement of the meeting at which the elections of the Chair and the Treasurer are to be held. (A specimen nomination form is attached as Appendix 4). The nomination forms shall be accompanied by:</p> <p>(a) a note of the name (s) of the present Chair and the present Treasurer of the</p>	<p>Procedure for Nominations for Chair and the Vice-Chair of the Board of Trustees</p> <p>8.1 A copy of the nomination form for the above election shall be sent by the Chair of the Nominations and Governance Committee to each Trustee, at least six weeks before the commencement of the meeting at which the elections of the Chair and the Vice-Chair are to be held. (A specimen nomination form is attached as Appendix 4). The nomination forms shall be accompanied by:</p> <p>(a) a note of the name (s) of the present Chair and the present Vice-Chair of the</p>

	Board of Trustees, of the Board of Trustees,	Board of Trustees, of the Board of Trustees,
C-8.3	Self-Nomination to the position of the Chair or Treasurer is allowed in which case no support letter is required.	Self-Nomination to the position of the Chair and Vice-Chair is allowed in which case no support letter is required.
C-8.4	On receipt of the nominations, as set out in clause 8.2 above, the Chair of the NGC shall ensure that the provisions of clause 8.2 have been complied with and such nominations as comply with clause 8.2 shall be valid nominations. The NGC Chair shall then send to all Trustees a list of those nominated for the Office of the Chair and the Treasurer at the deadline date for electronic ballot nominations. If a nominee indicates that they no longer consent to their nomination, the Chair of the NGC shall inform the nominator accordingly and as quickly as is reasonably possible. If a nominee withdraws their consent to nomination, then such nomination shall no longer be a valid nomination.	On receipt of the nominations, as set out in clause 8.2 above, the Chair of the NGC shall ensure that the provisions of clause 8.2 have been complied with and such nominations as comply with clause 8.2 shall be valid nominations. The NGC Chair shall then send to all Trustees a list of those nominated for the Office of the Chair and the Vice-Chair at the deadline date for electronic ballot nominations. If a nominee indicates that they no longer consent to their nomination, the Chair of the NGC shall inform the nominator accordingly and as quickly as is reasonably possible. If a nominee withdraws their consent to nomination, then such nomination shall no longer be a valid nomination.
C-8.5	The Nominations and Governance Committee shall interview the interested candidates for the office of the Chair and the Treasurer of the Board of Trustees. At the end of the interview process, the Committee shall make recommendation to the Board of Trustees who shall decide through an election.	The Nominations and Governance Committee shall interview the interested candidates for the office of the Chair and the Vice-Chair of the Board of Trustees. At the end of the interview process, the Committee shall make recommendation to the Board of Trustees who shall decide through an election.

C-8.7	In the event that no valid nomination has been received for the Chair or the Treasurer positions, the Nominations and Governance Committee can propose candidates based on its assessment of the skills set of the Board of Trustees. No nomination may take effect without the consent of the nominee.	In the event that no valid nomination has been received for either the Chair or the Vice-Chair positions, the Nominations and Governance Committee can propose candidates based on its assessment of the skills set of the Board of Trustees. No nomination may take effect without the consent of the nominee.
C-9	Procedure for Election of Chair and Treasurer of IPPF Board of Trustees.	Procedure for Election of Chair and Vice-Chair of IPPF Board of Trustees.
C-9.2	The names of nominees who have consented to stand for the Chair and the Treasurer positions will be presented by IPPF Legal Counsel. In the event of one nomination only being made such nominee shall be declared elected.	The names of nominees who have consented to stand for the Chair and the Vice-Chair positions will be presented by IPPF Legal Counsel. In the event of one nomination only being made such nominee shall be declared elected.
C-9.5	In the event of a tied vote for the Chair or the Treasurer position a further ballot will be held. Candidates may withdraw from such a ballot with the consent of the meeting.	In the event of a tied vote for the Chair or the Vice-Chair position a further ballot will be held. Candidates may withdraw from such a ballot with the consent of the meeting.
C-9.7	No Chair or Treasurer shall serve for more than two terms cumulatively.	No Chair or Vice-Chair shall serve for more than two terms cumulatively.
	APPOINTMENT OF CHAIR AND TREASURER OF IPPF BOARD OF TRUSTEES NOMINATION FORM	APPOINTMENT OF CHAIR AND VICE-CHAIR OF IPPF BOARD OF TRUSTEES NOMINATION FORM



	VOTING PROCEDURE FOR ELECTION OF THE CHAIR AND TREASURER OF IPPF BOARD OF TRUSTEES	VOTING PROCEDURE FOR ELECTION OF THE CHAIR AND VICE-CHAIR OF IPPF BOARD OF TRUSTEES
--	--	---