

IFA



INTERNATIONAL FEDERATION ON AGEING
Global Connections

GOVERNANCE MANUAL

INTERNATIONAL FEDERATION ON AGEING (IFA)
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1. Overview

The International Federation on Ageing (IFA) is an international non-governmental organization with a membership base comprising government, NGOs, academics, industry, and individuals in more than 70 countries. The IFA began operations in 1973, at a time when the social and economic impact of population ageing was only beginning to be understood by governments around the world.

The IFA has general consultative status at the United Nations and its agencies and is in formal relations with the World Health Organization. The IFA has been involved in drafting key initiatives such as the UN Principles for Older Persons, actively advocating for older people to be recognized in the Sustainable Development Goals (SDGs) and maintaining a strong voice in the dialogue on how to best protect the rights of older people globally.

The IFAs vision *“a world of healthy older people whose rights and choices are both protected and respected”* is aspired through the primary goal to be the global point of connection of experts and expertise to help influence and shape age-related policy

Key historical initiatives include:

- The Declaration of the Rights and Responsibilities of Older Persons was first published in 1990 and thereafter adopted by the United Nations General Assembly in 1991 as the United Nations Principles for Older People
- In Montreal in 1999, the IFA’s Fourth Global Conference brought together Ministers responsible for ageing issues from 61 countries. This successful meeting resulted in the production of The Montreal Declaration on the Rights and Duties of Older People

2. IFA at the United Nations

2.1 UN General Consultative Status Economic and Social Council

2.1.1 Background

The first time that non-governmental organizations (NGOs) took a role in formal UN deliberations was through the Economic and Social Council (ECOSOC) in 1946. Article 71 of the UN Charter opened the door for suitable arrangements for consultation with NGOs. This relationship with ECOSOC is governed today by [ECOSOC resolution 1996/31](#) (PDF). International, regional and national NGOs, non-profit public or voluntary organizations are eligible to obtain consultative status. There are three categories of status: General, special and roster consultative status.

The IFA was granted general consultative status in 1973. Organizations with general consultative status are concerned with most of the activities of the Council and its subsidiary bodies and can demonstrate to the satisfaction of the Council that they have substantive and sustained contributions to make to the achievement of the objectives of the United Nations. Furthermore, the organizations are closely involved with the economic and social life of the peoples of the areas they represent and whose membership, which should be considerable, is broadly representative of major segments of society in a large number of countries in different regions of the world.

2.1.2 Functional Commissions

The Department of Economic and Social Affairs (UN DESA) NGO Branch is the focal point within the UN Secretariat for non-governmental organizations in consultative status with the Economic and Social Council (ECOSOC) and for NGOs seeking status. Their aims are:

- **Support to NGOs:** Inform on events and opportunities to collaborate with the United Nations.

- **Intergovernmental Support:** Service the Committee on NGOs, which meets twice a year to discuss accreditation of NGOs to the UN Economic and Social Council.
- **Conference registration:** Through CSONet facilitate participation of NGOs to most of the intergovernmental processes taking place at United Nations headquarters and beyond. **Technical assistance:** With support from the UN Development Account, execute limited capacity-building activities with civil society organizations.

2.1.2 Quadrennial Report

Under ECOSOC resolution 1996/31, NGOs in general and special consultative status with the Economic and Social Council must submit to the Committee on NGOs, a report of activities every 4 years, known as the quadrennial report, which includes information about contributions of the NGO to the work of the United Nations. The Council has the authority to suspend, and subsequently withdraw consultative status of organizations that fail to submit their reports on time.

The consultative relationship is a reciprocal one. NGOs are granted the privilege of participating in a wide variety of United Nations-sponsored events, meetings and activities. In return, they are expected to contribute to the development aims of the Economic and Social Council (ECOSOC), and the United Nations at large, based on their relevant areas of experience and expertise.

Thus, the quadrennial review presents an opportunity for NGOs to inform Member States about their activities in support of the United Nations, and at the same time, receive feedback from Member States on their programme of work as well as an official acknowledgement of their contribution as partners in development.

The quadrennial review serves as a critical tool in monitoring the relationship between the United Nations and the steadily growing number of NGOs in consultative status with the Economic and Social Council.

2.2 WHO Formal Working Relations

2.2.1 Background

WHO is the directing and coordinating authority in global health in line with its constitutional mandate. The global health landscape has become more complex in many respects, including the increase in the number of players in global health arena. WHO engages with non-State actors (e.g. NGOs) in view of their significant role in global health for the advancement and promotion of public health and to encourage such agencies to use their own activities to protect and promote public health.

The Sixty-ninth session of the World Health Assembly has adopted the WHO Framework of Engagement with Non-State Actors (FENSA). The Framework endeavours to strengthen WHO engagement with non-State actors (NGOs, private sector entities, philanthropic foundations, and academic institutions) while protecting its work from potential risks such as conflict of interest, reputational risks, and undue influence.

WHO's interaction with non-State actors is managed transparently. WHO Register of non-State actors increase the transparency, and it encompasses the following features:

- **"Non-State Actors' profiles"**, which contains main standard information of non-State actors engaging with WHO. Such information is provided by non-State actors themselves, and its accuracy and completeness is the sole responsibility of the non-State actors, not WHO;
- **"WHO's Engagements"**, containing high-level descriptions of WHO's engagements with non-State actors;

- **“Non-State actors in Official Relations”**, which includes the plans for collaboration between WHO and non-State actors in official relations with agreed objectives and outlining activities for the relevant period, structured in accordance with the General Programme of Work and Programme budget and consistent with the Framework of Engagement with Non-State Actors.

2.2.2 Workplan and Reporting

The WHO Executive Board admitted the IFA into official relations with WHO. The official relations are governed by the Framework of Engagement with non-State actors, according to which the basis of official relations is a plan for collaboration between WHO and the non-State actor with agreed objectives and outlining activities for a three-year period, structured in accordance with the General Programme of Work and Programme Budget and consistent with the Framework.

According to paragraph 52 of the Framework, the organizations in official relations with WHO “shall provide annually a short report on the progress made in implementing the plan of collaboration and other related activities which will also be published in the WHO register.”

IFAs profile, engagement, workplan and annual progress report is to be found in this site <https://publicspace.who.int/sites/GEM/default.aspx#>

3. Structure

The IFA operates as a not-for-profit corporation in accordance with the Canada Not-for-profit Corporations Act S.C. 2009, C. 23. The corporation has 2 governing bodies: (1) Members which constitute the highest governing body; and (2) Board of Directors which is the governing body that performs duties between annual member meetings and exercises ongoing oversight functions.

3.1 Members

There are two classes of members namely Full Members and Associate Members (Clause 2.1 of the corporation’s bylaws). Within each class of members, the constituency comprises older people, government, non-government organizations, academia and industry.

3.2 Board of Directors

Full members of the IFA elect the Board of Directors comprising individuals that reflect the membership categories as well as being respectful of geographical representation and gender balance.

The Board is responsible for ensuring that the corporation meets legal requirements; that it operates in accordance with its mission and goals; and is soundly managed through the appointment of the chief executive, known as the Secretary General.

It is accountable to its members, funding agencies and other key stakeholders through periodic reports on the activities and finances, annual audited financial statements, providing access to minutes of Members and Directors’ meetings (except for in-camera sessions), receiving representations from and consulting with key stakeholders and operating in an open and transparent manner.

Directors govern as part of a collective leadership body and have a broad duty to execute responsibilities to the organization with care and diligence, to maintain the confidentiality of non-public information about the organization; and exercise loyalty to the organization.

In order to fulfill these duties Directors are expected to attend meetings, contribute actively to deliberations, and put the corporation’s interests above other personal, professional, or organizational interests.

4. Accountability

Central to the IFAs credibility and position within the international NGO world is accountability. Governance and management are purposefully separate promote accountability at all levels. It also provides a mechanism for good enterprise governance that focuses on stakeholder value by balancing performance and conformity.

4.1 Governance

The Board is responsible for the oversight and decision-making related to strategic direction, financial planning, and bylaws- the set of core policies that outline the IFAs purpose, values, and structure. These decisions provide guidelines for management.

The President leads the development and strategy of the corporation together with the Management Committee and Board of Directors.

Organisationally the Board:

- Safeguards the corporation's vision by making sure that the statement is clear and goals are underpinned with a set of agreed values.
- Defines organizational values and sets the standard for professional conduct through its own behavior as well as in the policies it establishes for others to follow.
- Ensures the corporation has adequate resources—human, material, and financial—by recruiting the Secretary General, monitoring the financial health of the organization, ensuring the acquisition of enough resources, and assisting in resource mobilization.
- Promotes the corporation in the community and serves as a link with members, funders, beneficiaries, and other stakeholders

The Board agrees the job description of the Secretary General and undertakes a careful search process to find the most qualified individual for the position. The President is the immediate up-line point of communication for Directors on all Board matters and not the Secretary General and / or staff.

Concerns and direct requests for information on Board matters are addressed directly to the President or to persons it concerns. Periodic review and evaluation of performance is determined in consultation with the President with the approval of the Board of Directors.

4.1.1. IFA Liability Insurance

Coverage is provided by Encon Group incorporated – Non-Profit Entity management Liability Insurance Policy with a liability limit of \$1,000,000 per claim.

Directors and officers have a duty to exercise due diligence in overseeing the management of the organization that they serve. They are required to act in good faith and in the best interest of the organization. Directors and officers have a duty to exercise due diligence in overseeing the management of the organization that they serve. This involves 3 basic duties:

- Duty of Diligence (Duty of Care): Act reasonably, in good faith and in the organization's best interest.
- Duty of Loyalty: Place the interest of the organization before your own.
- Duty of Obedience: Act within the scope of applicable Canadian and Ontario bylaws.

4.1.2 Directors' Meetings

While the corporation's statutes do not state the number of Director meetings in a financial year (1st April - 31st March) there is general agreement that one face-to-face meeting and at least one virtual meeting will be held.

The Board is committed to effective and efficient meetings. Directors are expected to prepare for meetings and actively participate in discussions within the boundaries of behaviour considered acceptable by the Board.

An 'in-camera' session (spontaneously / or pre-planned) can be called by a Director however it is the President's decision as to whether the reason justifies the session. No binding decisions can be made 'in camera' rather any decision or resolution must be made at a board meeting and formally recorded.

4.1.3 Ad Hoc Committees

The Board recognizes that there are times when a committee can act more effectively than the full board and will establish these when and where appropriate. Committees shall have specific terms of reference which include the requirement to report formally to the IFA Management Committee (MC) on a regular and routine basis. Such committees may co-opt members external to the Board in order to bring additional skills, experience or networks as outlined in the specific terms of reference.

While the Secretary General staff may be invited and present at meetings of the ad-hoc committees, their primary role is one of advice rather than conducting specific work (unless otherwise directed by the President). Directors do not have authority, nor can they delegate tasks to staff.

4.2 Management

Management, that is, the routine decisions and administrative work related to the daily operations of the IFA is executed by the Secretary General. The management decisions are aligned, support and implement goals and values defined by governing bodies and processes (the Board of Directors) and documents (such as the bylaws and organizational and operational policies).

5. Policy

The IFA has two kinds of policy - Board Policy and Operational Policy with each designed to provide guidelines for the implementation of the various elements of the corporation and afford continuity and a consistent point of accountability.

5.1 Board Policy

The Board adopts as its guiding principle a governing approach to its stewardship and makes every effort to separate the roles of governance and management. In doing so it maintains a focus on strategic issues and policy matters.

Board Policy guides and supported the governing role and may include: **strategic policies** including vision, goal, mission, values and objectives; **process policies** that describe the way the Board implements its governing role; **linkage policies** defining the relationship between the Board and the Secretary General; and **delegation policies** defining levels of authorisation. Whenever possible, policies will be developed in response to the potential for future use or in advance of an event rather than in response to an event, crisis or problem.

Board policies must be formally adopted by the Board and thereafter Directors are expected to with speak with one voice around the said policy. The policies are usually reviewed on an annual basis by the IFA MC or as appropriate together with terms of reference of board committees. The need for new policies or alterations to existing policies may be notified by the President, Directors and / or the Secretary General.

5.2 Operational Policy

The IFA is an organized institution that delivers on project outcomes and services and also manages staff personnel, oversees administration and maintains funds. As recipients of grants from various channels and project holders of activities, the IFA is required to uphold principles of accountability and transparency.

Development of operational policies are informed by the Government of Canada “Model by-laws – Not-for-profit corporation aligned with Canadian Not-for-profit Corporations Act S.C. 2009, C. 23.

Appropriate IFA operational policies and manuals include but are not limited to General Personnel Policy, Communications, Computer and Finances and based on the day-to-day operations of the IFA. All policies are consistent with the principles, boundaries and definitions espoused by the Board and said policies.

The Secretary General is responsible for the development of operational policies which are available to staff at any time and to the Board on a programmed basis.

6. Board Policies

6.1 Strategic Policies

6.1.1 Vision, Mission and Values

The International Federation on Ageing (IFA):

Is an international non-governmental organization (NGO) with a membership base comprising government, NGOs, industry, academia and individuals in 70 countries

Has General Consultative Status at the United Nations and its agencies including the World Health Organization

Is a voice alongside and on behalf of older adults globally

Our Vision

A world of healthy older people whose rights and choices are both protected and respected

Our Goal

To be the global point of connection and networks of experts and expertise to influence and shape age-related policy

Our Mission

Mobilize and harness the energy and expertise of members around the world

Create new and strengthen current connections and networks

Work in collaboration and partnership with and across all sectors and disciplines

Renew and reinvigorate our constituency [with attention to penetration, income generation, and brand]

Influence age-related policies that improve the lives of older people

Our Commitment

Our Value Proposition	IFA will be a credible source of evidence based on new thinking
	IFA will be welcoming and listen to relevant agency
Our Value Architecture	IFA will be a sought after collaborator and partners
	IFA will be a source of connections and networks
Our Revenue Model	IFA will be a capacity builder
	IFA will enable others to be the best
Our Team and Value	IFA will be bold and inspire those around us
	IFA will be dynamic and an international force
Our Brand	IFA stands out from the crowd and our brand is known for its action

6.1.2 Environmental Policy

The IFA has initiated a variety of actions to make the workplace, publications, and activities as environmentally friendly and socially sound as possible. The following statement reflects the approved policy for an environmentally friendly administration:

Office – General

- Work with printing companies and vendors that are committed to using environmentally friendly products and processes.
- Where possible commit to utilizing 100 percent recycled paper with an emphasis on the use of lighter weight recycled paper.
- Use uncoated paper whenever possible, minimizing the use of varnishes and facilitating recycling.
- Offer recent publications electronically on the website.
- Use paper with recycled content for letterhead, business cards, envelopes, notepads, and copiers and printer paper.
- Use bins for recycling office paper.
- Separate paper that is used on only one side for reuse.
- Reuse large envelopes, file folders, and boxes.

IT and Office Equipment

- All computers, printers, fax machines, and copiers are shut down at the end of the day.
- Future purchases of office equipment will be Energy Star certified for energy efficiency, with “power-down” modes and other energy saving features.
- Electronics, including computers, monitors, printer, phones, and batteries are recycled.

6.1.3 Risk Management Policy Matrix

	Low Risk	Medium Risk	High Risk
High Impact			
Medium Impact			
Low Impact			

Legend

- P – Project;
- HR – Human Resources;
- Admin – Infrastructure and Administration
- Gov – Governance

6.1.4 Non-Discrimination Policy

The International Federation on Ageing (IFA) does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations.

These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services.

We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

The International Federation on Ageing (IFA) is an equal opportunity employer.

The IFA will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

7.2 Process Policies

7.2.1 Code of Ethics and Conduct

The IFA and its Board of Directors are committed to ethical conduct in all areas of its responsibilities and authority. The IFA as with other NGOs are often held to a high standard of behavior than and expected to demonstrate a commitment to the community, members, or other stakeholders that goes beyond the mission and displays exemplary behavior at all times.

Under well-established principles of non-profit corporation law, certain standards of conduct apply to Directors to carry out the responsibilities to the corporation aligned with faithfulness and goodwill to provide allegiance to the corporation.

To this end the IFA Board agrees and works to:

- Meet regularly to set and review strategic direction
- Ensure separation of duties and responsibilities between Board and the Secretary General
- Ensure that members have an accurate view of the corporation's performance
- Ensure that the corporation's assets are protected via appropriate means
- Review its own performance for continuous improvement and quality assurance

As individual contributors to the code of ethics and practice Directors agree to:

- Work and act in the interests of the corporation
- Be loyal to the Board and the corporation by abiding with decisions
- Ensure that business is conducted in accordance with the CNCA and bylaws
- Avoid conflicts of interests; and where conflicts arise act within the terms of the policy
- Attend and prepare for meetings to participate in the decision making
- Observe confidentiality of non-public information
- Work to resolve dilemmas by making choices that maximize the practical good for the largest number of members whilst minimizing harm caused to other members or stakeholders

7.2.2 Communication Policy

Monthly Communications			
	<i>Line of Communication</i>	<i>Frequency</i>	<i>Note(s)</i>
Message from President to Board of Directors (BOD)	Sec Gen drafts message, and after signoff sends to BOD on behalf of President.	Quarterly	Content is strategic and high level.
Communique from Sec Gen to BOD	Communique sent to BOD and the UN reps in New York, Geneva and Vienna.	Quarterly	Content is focused on current project work and includes financial statements.
Committee Communications			
	<i>Line of Communication</i>	<i>Frequency</i>	<i>Note(s)</i>
Minutes of IFA Management Committee (MC)	Draft minutes sent to IFA MC with a request for amendments within 10 working days.	As required	MC Minutes sent to BOD.
Minutes of IFA Nominating Committee (NC)	Draft minutes sent to IFA NC (cc to President) with a request for amendments within 10 working days.	As required	NC Minutes sent to BOD.
Minutes of Ad Hoc Committees and Working Groups	Action points to Committee / Working Group	As required	Report from Committee to MC and Board (on request).
Minutes of Directors' Meetings	Draft minutes sent to BOD with a request for amendments within 15 working days.	As required	Minutes to be sent as part of the Board Agenda and Notes within 48 hours of meeting.
Director Communication			
	<i>Line of Communication</i>	<i>Frequency</i>	<i>Note(s)</i>
From Director to President	President to respond directly to Director.	As required	President may ask input from Sec Gen.
From Director to IFA Staff	No direct line of communication. All communication done through the Sec Gen.		
From Sec Gen to Directors	No line of communication in respect of strategic matters – all communications to President.		
General Notations			
		<i>Note(s)</i>	

1	The IFA President is the authorised officer of the Corporation, the Chair of the Management Committee (MC) and Board of Directors.	Matters associated with the IFA, Committees and Directors to be discussed directly with the President.
2	The IFA Nominating Committee reports to the Board of Directors and as part of due process informs the President and the MC Committee of its recommendations.	President cc'd on all IFA NC matters.
3	The IFA MC reports to the Board of Directors in the form of minutes of meetings.	Matters associated with the IFA MC to be discussed directly with the President.
4	Unless otherwise stated, non-response from Directors (outside the stated time) will indicate acceptance of a Committee / President recommendation.	
5	Unless otherwise stated, communications to the Board of Directors (as a whole) will be emailed using a bcc function. As a check and balance the names of all Directors to which the communication has been sent will be noted in the body of the email.	It is the responsibility of the Director to ensure that contact details including email addresses, bios and photos are up to date and functioning.

7.2.3 Conflict of Interest Policy

It is the duty of every IFA Director who is in any way, whether directly or indirectly, interested in a proposed or actual contract or arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act.

In as much as there is a perceived or real conflict of interest the Director(s) must refrain from voting in respect of the proposed or real contract or arrangement if and when prohibited by the Act.

IFA Directors as a matter of good governance are required on an annual basis to complete a Declaration of Interest which is a statement of activity and involvement in organisations / business associated with the field of population ageing / older people.

Directors should evaluate and avoid such situation that place them or the organisation at risk. For example

- Requesting or accepting money, gifts, gratuities, loans or services for benefit without full payment for value received, from an organisation / funder which does business with the corporation
- Disclosure of information which is confidential and/or damaging to the IFA, to which an individual is privy because of his/her function at the IFA
- Use for personal gain of information acquired through association with IFA; and / or
- Use the IFA name or one's position with the IFA to lend weight to sponsorship of a political party or cause, or to endorse, without proper authorization, another organization's product or service
- Involvement (e.g., through ownership, investment in or service as a director, officer, employee, member or consultant) with an enterprise which does business or competes with IFA
- Involvement in an enterprise under circumstances where an individual could use his/her influence or position with IFA to benefit the enterprise or him/herself.

Register of Interests

- Directors are required to document and sign the Declaration of Interest (which is part of the documents for the Meeting of the Newly Elected Board) within thirty (30) days of receiving it.
- Interests which may or appear to be in actual or potential conflict shall be reviewed by the Secretary General and the President who shall as appropriate:
 - Review with the person concerned the nature of the interests which create or may create conflict or the appearance of conflict;
 - Refer cases, as appropriate, to the Management Committee for review; and
 - Advise the person concerned as to what actions, if any, are required for full compliance with this policy

Director to inform in writing changes in their interests and failure to do so will be viewed as a breach of the policy. Individuals placing themselves in a position of conflict of interest or failing to disclose or resolve a conflict may be subject to a request for their resignation.

6. The Secretary General and the President are responsible for monitoring implementation of this policy and for making recommendations to the Board of Directors as appropriate.

IFA Registration of Interest

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

Declaration Statement

I _____ understand that the Conflict of Interest Statement is vital to the reputation and integrity of the International Federation on Ageing (IFA) its Board members, volunteers and staff. I have read the policy on conflict of interest set forth in the By-Laws and agree to comply therewith. To the best of my knowledge and belief, I am not involved in any activity, nor do I have any interest, which conflicts or suggests a potential conflict, with the interest of the IFA (except as noted below).

I accept that any disclosure will be kept on file and will be updated regularly, and I understand and support this policy and will respect its intention in the interests of the organization.

During my term of office as a member of the Board of Directors, I agree to report promptly any situation which might involve or appear to involve me in any conflict of interest with IFA.

Signature: _____

Please Declare Interests Below

1.	
2.	
3.	

7.2.4 Travel and Subsistence Assistance Policy

1. General

- Members of the IFA Board (Directors) are not eligible to claim travel and subsistence expenses. Eligibility to claim travel and subsistence expenses will be reviewed by the Management Committee on an annual basis.
- Employee expenses that have been necessarily and reasonably incurred in the course of travel related to IFA business will be paid by the IFA.
- Where such costs have not been directly met by the IFA, staff must submit a completed approved claim form for reimbursement of expenses.
- For staff incurring expenses on a regular and significant basis an IFA credit card may be provided at the President or Treasurer's discretion.

2. Eligible expenses

All travel, accommodation and meal expenses that have been necessarily and reasonably incurred will be, either directly paid or reimbursed by the IFA. These expenses generally fall into the categories described below.

2a. Travel

- Reimbursement will be made for journeys on IFA business away from the normal place of work.
- Travel should be by the most economical reasonable means considering time and any items being transported.
- Costs for travel using the staff member's own vehicle will be reimbursed at standard rates approved by the Management Committee on an annual basis and at the time of this policy being approved is set at \$0.43c per kilometer.
- Appropriate allowance will be made for alternative transport arrangements where required by individual circumstances.

2b. Subsistence

- Meals and accommodation necessary for the efficient and effective conduct of IFA business will be met by the IFA when away from the workplace for periods in excess of a day.
- The Management Committee on an annual basis will set allowances in respect of meal payments. Receipts must accompany claims for payment where the amount claimed is above \$30.00 per day.
- In the absence of receipts being submitted by the claimant a meals subsidy / per diem of \$30.00 per day is payable.
- Part days being the day of travel commencement or return will be claimed at \$10.00 per absent meal period.
- At the date of this policy being approved the maximum amount claimable in respect of meals is as follows: Breakfast - \$18.50; Lunch - \$21.50; Dinner \$42.00
- The need or effectiveness, in business terms, of paying for meals and refreshments for non-IFA personnel must be judged in each case; and the standard of meals and refreshments must be reasonable.
- Where non-IFA personnel are concerned a higher standard may be justified depending on the purpose of the contact.

- Accommodation for overnight stays should be of reasonable standard and provision of accommodation for non-IFA personnel is generally not eligible.

2c. Special situations

- Dual Purpose Journeys: Where journeys combine work and other activities, the contribution from the IFA must not exceed the amounts that would have been payable if only the IFA part of the journey had been undertaken.
- Exceptional items: The relevant budget holder should approve any other items in advance. In emergencies, where such clearance is not feasible, a full explanation of the need for the expenditure must be given with any claim.

3. Reimbursement

Eligible expenses can be recovered by cheque, for small amounts, in cash, by financial advances where expenditure is going to be unusually high, or, where applicable, by paying through an IFA credit card

7.3 Linkage Policies

7.3.1 Overview

The Secretary General is responsible for the day-to-day management of the IFA and executes this duty in a manner that builds the strength and depth of the corporation in line with the vision, mission, goal and objects. All board authority delegated to Staff is made through the Secretary General to whom staff are accountable.

Overall, they will inform the President and the Board of: significant trends; implications of board decisions, issues arising from policy matters; actual or anticipated non-compliance with a board policy; and, areas of risk to or within the organization.

Furthermore, the Secretary General will report on the outcomes of implementation of the corporation's strategy, significant operational issues, and, all matters having real or potential legal considerations for the organization.

Responsibilities include but are not limited to:

Policies

- Implementation of board policies within a designated framework and boundaries
- Establishing and executing operational policies essential for the effective management of the organization and therein give effect to board policies.

Finances

- managed in a prudent and appropriate manner with accepted practices
- in accordance with the delegation policy
- where significant variances in budget reported to the President and Treasurer
- governmental requirements submitted in a timely fashion
- deposited in institutions with minimal to average risk

Risk

- maintain insurances to minimise organisational, Board and staff risk
- that no practice, activity, organizational circumstances, or decision is in any way unethical, unlawful or violates organizational policy or expressed values, or commonly held business or professional ethics.
- Presenting a budget that has enough detail to provide an accurate projection of revenues, expenditures and capital movements; and contains projected expenditures that meet the projected reasonable estimate of revenue during the period covered by the budget.

7.3.2 Employees of the Corporation

The Board delegates full responsibility to the Secretary General for all matters relating to the employment and management of staff and volunteers with the expectation that they will be managed in a sound, fair and respectful manner.

Employees and volunteers have the right to personal dignity, safety, rights to ethical position-related dissent and to an approved and fair internal grievance process in accordance to employment legislation.

Staff members will not be denied the right to join a relevant professional association or union or to have access to the services of that union as these relate to the workplace and related conditions.

The Board will be fully informed of impending disputes and grievances that may lead to termination of employment or action against the organization or its board.

7.3.3 Remuneration and Benefits

With respect to employment and compensation and benefits to IFA employees and other contracted staff, remuneration and benefits will be based on industry averages in the sector having regard for the skills and experience and the market conditions.

Setting remuneration of staff is the responsibility of the Secretary General within an agreed budget and the Board is responsible for the salary and conditions of the Secretary General.

7.3.4 Performance Review

The performance of the Secretary General will be reviewed annually and conducted at a mutually agreed time for the Secretary General and President (or designated committee).

In normal circumstances the Secretary General will receive at least 4 weeks' notice of a performance review, so he/she may prepare a report. The format and process for this meeting will be negotiated and agreed upon by the Secretary General and the President.

If at any time the Board engages an outside evaluator to assess the Secretary General performance, the process is the same as for other approaches.

7.4 Delegation Policy

7.4.1 Finances

Background

Since IFA was established in 1973 the organisation has used the US Dollar as its base currency. In 2010 when the Canadian dollar hit parity the Board reviewed as to whether changes to the reference currency was warranted. It was decided at the time that because the IFA operates internationally and receives funds from global industry in USD that there would be no change.

IFA receives US funds from membership dues, conference fees and sponsorship and from certain global projects (from global industry e.g. Bayer). Canadian projects make up less than 20% of the IFA funding streams because we are an international organisation. The IFA has always been careful to work with rather than compete for CAN dollars.

Account Transfers

IFA has three accounts – USD account, a CAN operating account and a CAN investment account. The USD account holds up to 40% of total funds, with a further 15% in the CAN operating account, and 45% in the CAN investment account.

Project funds received in US dollars are initially held in the US account, until such time that the amount matched to expenses is determined. At that time the said amount in CAN dollars is transferred to the operating account. Depending upon the project monies may need to be expended in other currencies (e.g. Singapore dollars) and in this case transfer of funds are matched to expenses.

As the CAN operating account is also used for salaries and operating expenses there is a need to transfer funds and this process is done in consultation with the Treasurer.

According to the IFA Auditors Stern Cohen Accountants the process of transferring funds outlined above is appropriate and recommended in order to minimize exchange losses.

Managing Risk

While the IFA operates in both Canadian and US currencies most expenses are in Canadian dollars and as stated previously the IFA holds 40% of funds in US dollars. With currency fluctuations the Board may have an underlying concern that the organisation could lose or gain thousands of dollars.

In terms of managing risk the IFA:

- Has CAN funds to cover ongoing costs of 6mths
- Historically is not at risk for a large negative currency fluctuation (and could wait for currency to flip back to recover these paper losses)
- Has a regular routine process in transferring funds (as described in the policy)

The IFA is an organisation that works proactively to manage any and all risk. The inherent risk in this situation could be defined to be the lowest rate for the last year compared to the current rate and multiplied by the US dollar holding.

In responding to the potential risk, the Treasurer and appropriate IFA staff will provide a status picture to the President and recommendation to the IFA MC every quarter on currency positions.

It is agreed that the general target is for the IFA to hold no more than (30%-40%) of funds in USD unless there are indication for the longer term that the USD currency will strengthen against the CAN dollar. This will be reviewed on a quarterly basis with the Treasurer and reported to the MC.

Delegation

All IFA related payments require two signatories, the Secretary General or the Director of Administration and the Treasurer, President or Office Holder, irrespective of payment amounts. A schedule of payments must be approved by the Treasurer or President prior to payments being made.

Delegations take into consideration the current relationship between the Secretary General and the Director, International and Corporate Relations. Neither has the authority to jointly sign cheques.

Payroll for all employees is processed through an external payroll provider, Payworks Canada. Any variations in the amounts payable to staff must be approved by the Treasurer and/or President.

Delegation	Position/s	Amount
General Payments	Secretary General jointly with Treasurer, President or Office Holder	Within the agreed budget
General Payments	Director, International and Corporate Relations jointly with Treasurer, President or Office Holder	Within the agreed budget
Contracts / Agreements	Secretary General or President or Treasurer	Up to \$50,000
Contracts / Agreements	Secretary General jointly with Treasurer, President or Office Holder	Above \$50,000

7.4.2 Reserves

Purpose

The purpose of the Operating Reserve Policy for the International Federation on Ageing (IFA) is to ensure the stability of the mission, programs, employment, and ongoing operations of the organization. The Operating Reserve is intended to provide an internal source of funds for situations such as a sudden increase in expenses, one-time unbudgeted expenses, unanticipated loss in funding, or uninsured losses.

The Reserve may also be used for one-time, nonrecurring expenses that will build long-term capacity, such as staff development, research and development, or investment in infrastructure. Operating Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. It is the intention of the IFA for Operating Reserves to be used and replenished within a reasonably short period of time. The Operating Reserve Policy will be implemented in concert with the other governance and financial policies of the IFA and is intended to support the goals and strategies contained in these related policies and in strategic and operational plans of the organization.

Definitions and Goals

The Operating Reserve Fund is defined as a designated fund set aside by action of the Board of Directors. The minimum amount to be designated as Operating Reserve will be established with an amount sufficient to maintain ongoing operations and programs for a set period of time, measured in months. The Operating Reserve serves a dynamic role and will be reviewed and adjusted in response to internal and external changes.

The target minimum Operating Reserve Fund is equal to **six months** of average operating costs. The calculation of average monthly operating costs includes all recurring, predictable expenses such as salaries and benefits, occupancy, office, travel, program, and ongoing professional services. Depreciation, in-kind, and other non-cash expenses are not included in the calculation. The calculation of average monthly expenses excludes one-off grants that support specific projects and one-time or unusual, capital purchases. The amount of the Operating Reserve Fund target minimum will be calculated each year after approval of the annual budget, reported to the Board of Directors, and included in the regular financial reports.

The calculation will be based on budgeted expenditure for Accounts 6100 through to 6700 on the Chart of Accounts for each financial year. For example, the expenditure against these accounts for the 2019-2020 financial year is \$829,300.00. Reserves for a six (6) month period equals \$414,650.00.

Accounting for Reserves

The Operating Reserve Fund will be recorded in the financial records as Board-Designated Operating Reserve. The Fund will be funded and available in cash or cash equivalent funds. Operating Reserves will be maintained in a segregated bank account or investment fund, in accordance with investment policies.

Funding of Reserves

The Operating Reserve Fund will be funded with surplus unrestricted operating funds. The Board of Directors may from time to time direct that a specific source of revenue be set aside for Operating Reserves. Examples may include one-time gifts or bequests, special grants, or special appeals.

Use of Reserves

Use of the Operating Reserves requires three steps:

Identification of appropriate use of reserve funds.

The Secretary General and staff will identify the need for access to reserve funds and confirm that the use is consistent with the purpose of the reserves as described in this Policy. This step requires analysis of the

reason for the shortfall, the availability of any other sources of funds before using reserves, and evaluation of the time period that the funds will be required and replenished.

Authority to use operating reserves

Authority for use of Operating Reserves is delegated to the Secretary General in consultation with the Treasurer. The use of Operating Reserves will be reported to the Management Committee and the Board of Directors at their next scheduled meeting, accompanied by a description of the analysis and determination of the use of funds and plans for replenishment to restore the Operating Reserve Fund to the target minimum amount. The Secretary General must receive prior approval from the Management Committee if the Operating Reserves will take longer than 12 months to replenish.

Reporting and monitoring.

The Secretary General is responsible for ensuring that the Operating Reserve Fund is maintained and used only as described in this Policy. Upon approval for the use of Operating Reserve funds, the Secretary General or designated officer responsible for the financial affairs of the IFA will maintain records of the use of funds and plan for replenishment. Regular reports will be provided to the Management Committee of progress to restore the Fund to the target minimum amount.

Relationship to Other Policies

The International Federation on Ageing shall maintain an operational Governance Manual containing board-approved policies, which may contain provisions that affect the creation, sufficiency, and management of the Operating Reserve Fund.

Review of Policy

This Policy will be reviewed every other year, at minimum, by the Management Committee, or sooner if warranted by internal or external events or changes. Changes to the Policy will be recommended by the Management Committee to the Board of Directors.

8. Appendix One– Terms of Reference

8.1 IFA Management Committee

Chair, Management Committee

- The President by virtue of their position is the statutory authority of the Corporation and will normally assume the position of Chair, Management Committee (MC).
- In the President's absence the International Vice President will assume the position of Chair, MC.
- In the absence of the President, and the International Vice President, the Board may by majority vote appoint an Interim Chair, MC.

Composition

- Members of the MC shall be also members of the IFA Board.
- The MC will be comprised of the Officers of the IFA defined as the President, International Vice-President, Treasurer and Regional Vice Presidents (Africa, Asia Pacific, Europe, Latin America and North America).
- In the event of more than three vacancies in positions of Regional Vice Presidents, up to three (3) ordinary members may be elected by the Board of Directors. Every effort should be made to have geographic rotation of the members (if elected) of the MC. The skill set of the elected members must be taken into consideration by the Board in its determination and election to the MC.
- The Secretary General shall serve as an ex-officio non-voting member of the MC.
- The term of office for the elected members shall be two (2) years commencing at the meeting of the Newly Elected Board.
- The CMC via the President can request a Director or person external to the Board to provide information on a subject. The invitee is not a member of the MC and does not vote on any issue.

Nominating Process and Elections

- Only Directors in good standing shall be eligible for election to the MC.
- Directors are invited to express their interest in writing for the position of ordinary member of the IFA MC.
- Elections will take place by secret ballot, and the results of the election will be usually made by the Chair, NC.

Procedures for Meetings of the MC

- Ordinarily, the MC shall schedule meetings every 3 months.
- The MC shall have no less than 3 (three) meetings per year.
- Meetings will be primarily via teleconference unless otherwise advised.
- The quorum for meetings is set at more than 50% of members of the MC. For the purpose of calculating the quorum, the members of the MC shall be counted as the officers and the ordinary members but should not include the Secretary General.

Reporting Responsibility

- The Secretary General is responsible to the President and as such shall prepare the agenda for meetings by agreement with the President for the MC.
- The Directors who are not members of the MC shall receive the minutes of the MC meetings after approval by the Chair of the MC and at the time of the report of the Secretary General.

Scope of Authority

The MC oversees the organisation generally, and particularly direction of the staff, between board meetings; and recommends policy for approval to the board.

Based on policy decisions, the MC has the capacity to bind the corporation on behalf of the Board however this does not substitute the responsibility of each Board Member and the MC cannot act independently of the organisation. With the approval of the Board and under special circumstances the Board can respond to strategic issues.

The MC through the President also can respond to confidential matters whether referring to a paid member of staff, a volunteer, or a Director; details of a specific financial transaction, contract or funding arrangement within the approved budget; a complaint, a matter which someone has brought to the attention of the IFA in confidence.

In these matters the minutes will acknowledge that a confidential discussion has taken place. Questions regarding the matter will be responded to at the discretion of the President who works within the procedural safeguards and the code of conduct and ethics.

8.2 IFA Nominating Committee

In agreement with the Canadian Not-for-Profit Corporations Act (S.C. 2009) and the by-laws of the Corporation namely the International Federation on Ageing (IFA), the Board of Directors has determined that a Nominating Committee will be established for the purposes related to its governance, but namely the process and election of Directors and Officers of the Corporation.

The IFA Nominating Committee (hereafter referred to as the NC) should have the appropriate balance of skills, experience, independence and knowledge of the Corporation to enable them to discharge their respective duties and responsibilities effectively.

Membership

In accordance with Section 8.0 and 8.01 [Committees] of the Corporation bylaws the size, composition, structure and election process from members of the NC shall be established by the Board.

- The NC shall comprise at least four (4) and up to five Directors of the IFA. The Board may also appoint two (2) external independent advisors to support the deliberations of the NC.
- Only members of the NC have the right to attend NC meetings. However, other individuals such as the President and other Officers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.
- Appointments to the NC are made by the board and shall be for a period of one (1) year, commencing after at the meeting of the Newly Elected Board, which may be extended for further periods, provided the Director still meets the criteria for membership of the NC.
- The NC shall appoint the Chair. In the absence of the NC Chair and/or an appointed Deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these Terms of Reference.

Secretary General

The Secretary General or their nominee shall act as the administrator for the NC.

Quorum

The quorum necessary for the transaction of business shall be three [each of whom must be Directors]. A duly convened meeting of the NC at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the NC.

Frequency and Notice of Meetings

The NC shall meet at least four (4) times per year through various means such as face-to-face meetings prior to the IFA Directors' meeting and virtually through conference and skype calls.

Unless otherwise agreed, notice of each meeting together with an agenda of items to be discussed, shall be forwarded to each member of the NC, any other person required to attend and all other non-executive directors, no later than two (2) working days before the date of the meeting.

Meeting Minutes

Proceedings and resolutions of all committee meetings will be recorded, including the names of those present and in attendance.

Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to the IFA Management Committee and then onto the Board of Directors.

Annual Members Meeting

The NC chair should attend the annual members meeting to answer any questions on the committee's activities.

Duties

All members of the NC should be able to allocate enough time to discharge their responsibilities effectively. The committee shall:

- Review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board about any changes.
- Consider succession planning for Directors in the course of its work, considering the challenges and opportunities facing the Corporation, and the skills and expertise needed on the Board in the future.
- Keep under review the leadership needs of the Corporation, both executive and non-executive, with a view to ensuring the continued ability of the organisation.
- Be responsible for identifying and recommending candidates for election to the Board as vacancies arise.
- Evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for an Officer/Director position. In identifying suitable candidates, the committee:
 - May use external advisers to facilitate the search;
Will consider candidates from a wide range of backgrounds; and
 - Will consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.
- For the appointment / election of Officers, the committee should prepare a job specification, including the time commitment expected.
- Prior to the appointment / election of a Director, the proposed candidate is required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.
- Ensure that on election to the board, Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings.

Reporting Requirements

The committee chair shall:

- Be available to report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- Make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed; and
- Produce a report to be included in the corporation's annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. Appendix Two – Officer Roles and Responsibilities

9.1 President

The President serves to represent the membership and the best interests of the International Federation on Ageing (IFA) which is personified through harmonious working relationships within the Corporation as well as new and sustained partnerships with government, non-government, business and academia. A high standard of ethics and trustworthy authority underpin the position and must be demonstrated attributes of an individual elected to the position.

As an officer of the Corporation, the President shall have a sound knowledge of the governance and management framework of the IFA; preside as chair at Directors meetings; have the power to call special meetings under certain circumstances; and is a bridge connecting the Board of Directors and the Secretary General and the members of the Corporation.

The President is one of the official representatives and spokespersons; and in an authorised manner can act on behalf of the Board of Directors signing official documents or correspondence.

The President is a person of stature, reflection and presence and is responsible for leading the strategic development of the Corporation.

Demonstrated Characteristics and Qualities

- Knowledge of the historical significance and position of the IFA globally
- Knowledge of and capacity to attract international funding sources
- Demonstrated leadership and success in the field of ageing and older people
- Demonstrated understanding of governance and management of NGOs
- Understanding of the Corporation's membership categories and capacity
- Membership in good standing, with registered and managed interests
- Focussed and confident to lead the Corporation in a vision that is consistent with its values and mission
- Communication skills including listening skills that are clear, concise, motivating and inspirational
- Ability to build organisations through cooperation and collaboration of sectors and disciplines
- Knowledge of ageing and issues related to older people; respected nationally and / or internationally in the field
- Demonstrated ability to mediate and negotiate toward mutually beneficial outcomes

9.2 International Vice President

The International Vice President (IVP) assists the President in his / her duties in representing the membership and the best interests of the International Federation on Ageing (IFA).

As an officer of the Corporation, the IVP shall have a sound knowledge of the governance and management framework of the IFA; and should be ready to fill in for the President if he / she is unable to attend or carry out his / her duties.

The post is also strategically linked to the Regional VPs each of the five regions of the world (South-East Asia, Latin America, Africa, North America and Europe). The position is not one that vests authority but calls on a committed person to bring together efforts across all regions through the Regional Vice Presidents in respect of strengthening the role and relevancy of the Corporation.

The term of office is two years and the prescribed nomination process for the International Vice President is consistent with all other officer positions. The IVP may / may not be a member of the IFA Management Committee depending upon the policy of the Board but will hold a position of officer of the Corporation

Demonstrated Characteristics and Qualities

- Working knowledge of the Corporation and the various roles of persons and committees;
- Knowledge of and capacity to attract international funding sources;
- Strong track record in the field of non-governmental organisations and partnerships;
- Demonstrated understanding of governance and management of NGOs;
- Understanding of the Corporation's membership categories and capacity;
- Familiar with the Governmental policies in the region and the links to the UN plans and frameworks;
- Membership in good standing, with registered and managed interests;
- Demonstrated knowledge on age related policies and issues in the specific region;
- Communication skills including listening skills that are clear, concise, motivating and inspirational;
- Demonstrate a commitment to furthering the mission and objects of the Corporation; and / or
- Ability to build organisations through cooperation and collaboration of sectors and disciplines.

9.3 Regional Vice Presidents

The position of Regional Vice President (RVP) is a strategic post held by a Director in each region of the world. The position is not one that vests authority but calls on a committed person to bring together the efforts of the region in respect of strengthening the role and relevancy of the IFA (the Corporation).

Term of Office

- Consistent with Officer positions of the Corporation the term of office for the RVP is for a two (2) year term which is renewable.
- Nomination process and election is the same as for other officer positions namely the President, Treasurer and International Vice President (IVP).
- The RVP is a member of the IFA Management Committee (MC).

Roles and Responsibilities

- Work to increase the membership of IFA in the specific region.
- Be a source of information for important events, programmes, conferences, workshops and UN related meetings in the region.
- Facilitate and encourage IFA regional and country events – conferences, seminars, workshops, meetings.
- In consultation with the President, IVP and Secretary General will represent the IFA at high-level meetings in the region. If this is not possible, RVPs will have the capacity to request a co-Director to be present at the meeting.
- Take all possible initiatives to assist the IFA Secretariat organise Board Meetings in the region.

Qualities

- Working knowledge of IFA and the various roles of persons and committees.
- Experience in the field of NGOs.
- Demonstrated network in at least one country of the specific region.
- Demonstrated knowledge on age related policies and issues in the specific region.
- Demonstrate a commitment to furthering the mission and objects of the Corporation.
- Familiar with the Governmental policy in the region and the links to the United Nations plans and frameworks whenever possible, interact with the politicians and officials.
- Familiar with the by laws and policies of the Corporation.

10. Appendix Three – Board of Directors

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