

SUMMARY OF MAJOR DECISIONS

Forty Fourth Meeting, Colombo, Sri Lanka

30 October to 1 November 2008

Chair: Nobumasa Hatcho

Board Matters:

The Board agreed that it would be beneficial if IWMI re-institute the Board induction program for new Board members and also encourage new members to attend the Board orientation program conducted by the CG.

Recommendation:

Management to re-institute the Board induction program conducted by the Institute for new Board members; and encourage new Board members to attend the Board orientation program organized by the CG Secretariat.

The Board noted that whilst the Institute's strategy and the road map to achieve the strategy (MTP) and the financial goals coming from the CG is clear, measurable key performance goals between strategy and operation appear to be missing. The Board discussed various methods to do this including a scorecard method and agreed that IWMI should develop an appropriate set of measurable key performance goals.

Recommendation:

The Board recommends IWMI to develop a set of key performance goals to measure the delivery of output and potential impact.

Financial Matters:

The Board discussed the proposed 2009 budget focusing on the projected unrestricted/restricted grant income, expenditures, impact of exchange fluctuations and the pipeline of projects. It noted the major risks and mitigates of achieving the 2009 budget and was satisfied there were no major issues.

Recommendation:

Board approval of the proposed 2009 Budget.

Report of the Audit Committee

The Committee met with the external auditors, Ernest & Young in closed session and discussed the draft audit plan for 2008 financial audit. The Committee also discussed the approval of audit fees by the Committee and noted that Management can negotiate the fees which is on an annual basis but asked the management to advise the Audit Committee on the rates and to use previous audit fees for comparison.

Recommendation:

The Audit Committee recommends the approval of the 2008 External Audit Plan

The Audit Committee reviewed the CGIAR Internal Audit Unit (CGIAU) report presented by Mr. T.N. Menon. This included an update of the IAU, a status report on audits carried out for IWMI in 2008 and proposed update on the 2009 draft internal audit plan developed in the context of proposed update of the 2009-2011 medium term internal audit plan. IWMI has made progress in implementing the internal audit recommendations and the CGIAU is satisfied with the institute-wide risk management framework.

Recommendation:

The Committee recommends the adoption of the report from the CGIAU and the approval of the annual internal audit plan for 2009 as presented.

The Committee reviewed and discussed the “Whistle Blowing Policy” and proposed a few changes.

Recommendation:

The Committee recommends the approval of the “Employee Whistle Blowing Policy” subject to the proposed changes.

The Board emphasized the importance of creating staff awareness on the policy in order to avoid misuse and approved this recommendation on the proviso that appropriate discussion with staff takes place prior to adoption.

The Committee reviewed the investment policy, current status of IWMI investments, the interest income and the amendments proposed to the existing policy which were mainly to regularize the current practices not specifically included in the existing policy.

Recommendation:

The Committee recommends that the changes/amendments proposed by the management to regularize the current operations should be minuted rather than approving same as specific amendments to the investment policy.

The Committee reviewed the status report prepared by management on risk management at IWMI and the additional risks identified as a result of the risk assessment review carried out by the CGIAU, and requested Management to incorporate several changes.

Recommendation:

The Committee recommends the adoption of the Annual Risk Management Statement by the Board subject to the changes requested by the Audit Committee.

The Committee discussed the possible indicator to show the overhead recovery by the Institute.

Recommendation:

The Committee requested management to include a note with respect to overhead indicator in future budget papers.

Report of the Nominating and Human Resources Committee (NHRC)

The Committee reviewed the Board composition and agreed to recommend the appointment of Committee Chairs and Committee Members.

Recommendation:

The Committee recommended the appointment of Committee Chairs and Committee Members for Executive Committee, Audit Committee, Program Committee, and the Nominating & Human Resources Committee

The incoming Board Chair, John Skerritt said that it would be beneficial if the Program Committee revert to a Committee of the full Board. The Board noted it may be a good idea in view of the change management process, reduced number of Board members, move to mega projects and the Program Committee's focus on strategic issues.

Recommendation:

The incoming Program Committee Chair, Pietro Veglio to review the mandate and the *modus operandi* of the Program Committee and decide on the appropriate composition of the Program Committee.

The Nominating & Human Resources Committee reviewed the draft terms of reference of the Committee revised to reflect its HR role and suggested several amendments. This included referring to the Board Charter to add to the ToR all HR functions that would logically fit within the Committee functions; and finding out from other centers the type of reports reviewed by such Board committees.

Recommendation:

The Committee recommends Management to further revise the draft ToR taking into consideration the Committee's comments and circulate via email a revised draft in six weeks time for the Committee's review and approval.

The Committee discussed the current staffing structure and possible mechanisms to achieve the optimal gender and diversity balance, particularly at senior level.

Recommendation:

Management to look into flexible and innovative methods to address the diversity level and develop a clear strategy.

The Committee reviewed the statistical information on the Institute's current staffing presented in tabular and graphical form. Referring to the table on researcher disciplines,

the Committee requested Management to sub-divide the 'Engineering' discipline to identify the specific discipline (agricultural, environmental, etc.) and to update the entire table in consultation with the researchers for the next meeting.

Recommendation:

Management to update the table on researcher disciplines in consultation with the individual researchers.

The Committee reviewed and discussed the Occupational Health and Safety Policy and agreed to recommend approval of same with a minor edit.

Recommendation:

The Committee recommends the full Board to approve the Occupational Health and Safety Policy subject to a minor editorial change.

The Committee reviewed and discussed in detail the Staff Council Terms of Reference.

Recommendation:

The Committee recommends the approval of the Staff Council Terms of Reference subject to the ToR explicitly listing the areas that the staff council is precluded from getting involved, and the title of the council to be changed to reflect its nature as a "consultative" body.

The Committee reviewed an overview of the proposed new salary structure and scales for researchers, how the proposed system works and the transition of researcher salaries to the new scales following the 2008 performance appraisal process.

Recommendation:

The Committee recommends Board endorsement of the new approach to the salary system.

The Committee discussed the terms of three Board members (John Skerritt, Fatma Attia and Asger Kej) whose first terms are due to expire by 31 December 2008 and agreed to recommend extensions.

Recommendation:

The Committee recommends that the Board membership of John Skerritt, Fatma Attia and Asger Kej be extended by a second term of 3-years commencing 1 January 2009.

The Committee was of the view that IWMI should reinstitute the center commissioned external reviews in the near future. Referring to the performance indicator on culture of learning and change, the Committee also suggested a formalized mentoring program.

Recommendation:

IWMI should reinstitute the center commissioned external reviews in the near future.

The Board approved this recommendation and proposed that Management prepare a schedule by end this year.

Strategic Plan

The DG presented the Strategic Plan 2009-2013 including the comments received from the Science Council and briefly summarized the process followed in preparing the final draft, the significant changes therein, and the planned roll out to have the printed version available for the CGIAR Annual General Meeting. The Board discussed the Plan, sought clarification on some of the comments made by the Science Council, and provided Management with useful suggestions and modifications to further strengthen and focus the Plan.

Recommendation:

The Board approved the Strategic Plan subject to the Board's suggestions, modifications and additions.

ALL RECOMMENDATIONS WERE APPROVED BY THE BOARD