

SUMMARY OF MAJOR DECISIONS

Forty Fifth Meeting, Aleppo, Syria

23-24 March 2009

Chair: John Skerritt

BOARD MATTERS:

Considering the composition of the Nominating and Human Resources Committee (NHRC) and Margaret Catley-Carlson's move to the Audit Committee, the Board agreed for Ivan de Silva, representative of the Government of Sri Lanka, to attend the NHRC as an observer.

Recommendation:

The Board recommended that Ivan de Silva attend the Nominating and Human Resources Committee as an observer.

Both the Board and Management has taken considerable efforts to address the EPMR recommendations, and it may be prudent to take stock and measure the Institute's progress against the EPMR recommendations in areas it undertook to improve, and present a report to the next Board meeting.

Recommendation:

The Board recommends Management review and measures the Institute's progress in the areas it undertook to improve or change in response to the EPMR recommendations and present a report at the next Board meeting.

CGIAR Change Management Process

The Board discussed the change management process including mega programs and the role and function of IWMI Board versus the Consortium Board. The Board Chair summarized the key points arising from the discussions and the Board agreed on the following recommendations.

Recommendation:

The Board recommends that the Change Management Process provide a set of consistent and clear points to ensure that all centers discuss and vote on the same set of issues.

Recommendation:

The Board recommends that there should be some flexibility in the application of the principles governing the devolution of power between the center boards and the Consortium board.

Report of the Nominating & Human Resources Committee

The Nominating and Human Resources Committee (NHRC) Chair briefly summarized the NHRC deliberations and presented the following recommendations for Board approval.

The Board discussed the Board composition and size in light of the Board Charter which states 10 as the minimum size, the implications of the on-going change management process on center board roles, the need to fill the vacancy that would be created by Margaret Catley-Carlson's departure end this year.

Recommendation:

The Board recommends that the next Board Meeting agenda include an agenda item on the Board Charter.

The NHRC reviewed the revised draft ToR covering the Committee and agreed to recommend its approval by the full Board.

Recommendation:

The NHRC recommends that the Board approve the revised draft Terms of Reference of the Committee.

Recommendation:

The NHRC discussed the draft Succession Management Policy and recommends Management to revise the policy taking into consideration the Committee's comments and circulate a revised version via email for review and comments

Center Commissioned External Reviews

The Board reviewed and discussed the detailed schedule of Center Commissioned External Reviews presented by the DG. In view of the on-going internal review of the regional science and organization in Africa, the Board agreed that a CCER on Africa is not required. It may however be appropriate to externally review the four Themes with the completion linked to the Annual Research Meeting.

Recommendation:

The Board approved the schedule of CCERs with several changes as discussed.

Recommendation:

The Board recommends that Management prepare ToRs covering the proposed governance and scientific CCERs including the ToRs for the CCERs on the four research themes and circulate to the Board via email for approval on a no-objection basis.

Recommendation:

The Board to approve reviewers for the CCERs.

The Board reviewed and discussed the summary report of the review carried out on 'Research on Gender at IWMI'. The DDG-Research confirmed that the review was planned as an impact study and not as a CCER but the outcome played the role of a CCER more than an impact study. The Board discussed the adequacy of the review as a CCER, the CGIAR Gender & Diversity Program that has evolved from gender and diversity staffing focus to a more programmatic based gender focus, and the usefulness of instituting gender training and accountability mechanisms for all research staff.

Recommendation:

The Board endorsed the findings of the impact study on 'Research on Gender' and requested that the report be upgraded to a CCER through some additional input from the consultant and by inclusion of a Management response to the recommendations.

CGIAR Performance Indicators

The DDG-Research shared an excel sheet presenting IWMI's responses against the CGIAR Performance Indicators submitted to the CGIAR over the last few years including 2008 data. The Board reviewed the details and expressed the view that response to question #5A12 (*Is the role of board members in serving as ambassadors and advocates for the Center included in the terms of reference describing board member responsibilities?*) should be positive since most board members represent IWMI in different forums and that evidence in support of this would be the Board's participation in the World Water Forum in Istanbul.

Recommendation:

The Board recommends Management revise the response to Performance Indicator 5A12 from negative to positive and resubmit to the CGIAR.

Staff Contracts

The Board at its October 2008 meeting approved in-principle the proposal to move staff contracts from 2-years to 3-years provisional to: clarity on how management proposes to deal with current staff; due consideration of financial implications in moving to 3-year contracts; and strengthening the contract renewal process. Management confirmed that all these areas have now been addressed (3-year contracts for current staff will be considered when renewals are next due, a stringent process is in place for renewing contracts and also includes checking on budgetary provisions), and requested Board ratification of this recommendation.

Recommendation:

The Board ratified its approval for IWMI to move from 2-year staff contracts to 3-year contracts.

FINANCIAL MATTERS:

The Board discussed the proposed 2009 budget focusing on changes between the Oct'08 budget and the current estimates, the key highlights of the revised budget, and the major risks and mitigates in achieving the budget.

Recommendation:

The Board approved the Revised 2009 Budget

The Board reviewed and discussed the restricted project pipeline including comprehensive information on total budget, staff time, overheads, donor(s), current status and the probability of materialization. .

Recommendation:

The Board recommends the inclusion of multi-year income projections (including pipeline) for future meetings and include 2010 and 2011 for next meeting.

Report of the Audit Committee

The Audit Committee Chair briefly reported on the Audit Committee proceedings and presented the following recommendations for Board approval.

Recommendation:

The Audit Committee recommends that management looks into the dual internal audit arrangement and carry out a cost-benefit analysis of delivering internal audits. Explore the option of outsourcing the audit of Pakistan office to a local firm to contain costs.

Recommendation:

The Audit Committee recommends that the Board approves the 2008 audited financial statements and the management responses to the external auditor's letter.

Recommendation:

The Audit Committee recommends that the Board approves the appointment of Ernst & Young as IWMI's external auditors for the year 2009.

Recommendation:

The Audit Committee requests that management implements all audit recommendations to the extent practicable, in particular IT Security and Disaster Recovery Policy.

Recommendation:

The Audit Committee requests management to include comparative analysis actual versus previous year financial figures, as well as more details on investments such as counter-party risk, etc.

ALL RECOMMENDATIONS WERE APPROVED BY THE BOARD