SUMMARY OF MAJOR DECISIONS

Fifty Fourth Meeting, Colombo, Sri Lanka

30 Nov – 1 Dec 2013

Chair: Don Blackmore

CGIAR MATTERS

CGIAR Governance Review Phase II

The Board paper on this agenda item provided a brief description on the phase 2 governance review undertaken by PwC that aimed at providing a detailed review of the governance arrangements across the CGIAR. The briefing paper also included for the Board’s information a summary of the recommendations, responses from the Consortium, Centers and Fund Council, and IWMI’s comments.

CGIAR Policy Formulation

The Board was briefly updated on the CG policies (Open Access, Reserves, Investment and CGIAR Statement on Biotechnology) that are either under formulation or approved by the Consortium Board. The review of several policies and finalizing common policies for the system was a result of recommendations made by the CGIAR governance reviews and the Governance Review and Recommendation Committee (an ad-hoc committee) established for one year with joint representation from the Consortium Board and Centers. Since these policies are expected to form part of the Common Operational Framework, the Consortium’s view is that these should serve as guiding principles for centers to enable them to draft their own more detailed policies.

The Board reviewed the summary of the policies recommended for review and their current status. Although the current draft version of the CGIAR Investment Policy does not have major changes when compared with IWMI’s current investment policy, the CGIAR draft has identified some good practices that IWMI considers important to incorporate in its own policy. As such, IWMI intends to prepare revisions to its own investment policy for the Board’s consideration and approval at its first meeting in 2014.

The Board reviewed the draft statement on the ‘CGIAR position on Biotechnology in general’ under consideration by the Centers.
The DG informed the Board about the letter dated 19th November 2013 received from the Consortium CEO with regard to adherence to the CGIAR Principles on Management of Intellectual Assets by IWMI and IWMI’s proposed response that demonstrates that the agreements IWMI entered into are fully compliant with the requirements of Article 6.3 of the Principles.

BOARD MATTERS

Research

The Board discussed its overall responsibility for the delivery of integrated products through WLE, how best it could contribute to the direction and investment decisions of WLE and in this context considered the option of reinstating the Board Program Committee.

**Recommendation**

Reinstate the Board Program Committee to function as a committee of the whole Board and extend Board meetings to two full days to allow sufficient time in the agenda for programmatic discussion.

Report of the Audit Committee

The Audit Committee Chair summarized the Audit Committee proceedings and presented two recommendations for Board approval.

The Audit Committee had met with the Associate Director of the CG Internal Audit Unit and discussed the internal audit arrangements, and an update of the IAU. This included a status report on audits carried out for IWMI in 2013 and proposed 2014 draft internal audit plan. The Audit Committee had also met with KPMG, IWMI’s external auditors in closed session and discussed the 2013 audit plan.

**Recommendation**

The Audit Committee did not note any major concerns and recommends the adoption of the report from the CGIAR internal Audit and the approval of the 2014 internal audit plan as presented.

The Committee had considered three options on IWMI’s position in regard to the developments in the IA function, prepared in response to the Committee’s recommendation at the last meeting. A proposal on a preferred option was tabled for Board consideration.
Report of the Nominating & Human Resources Committee (NHRC)

The NHRC Chair summarized the key highlights of the meeting and tabled four recommendations for Board approval. The Committee agreed to recommend the following Committee appointments for 2014:

Recommendation
Committee appointments for 2014:

**Nominating and HR Committee**
Chair - Isher Ahluwalia
Members - Don Blackmore, George Rothschild, Ivan de Silva
(and Jeremy Bird – resource person)

**Audit Committee:**
Members - Barbara Schreiner and Letitia Obeng
(Getachew Engida was appointed as Chair for 2014 at the last meeting Board meeting in May)

Recommendation
Following the Board’s in-camera session discussion on the possibility of extending George Rothschild’s term on the IWMI Board, the Board formally recorded the extension of George Rothschild’s tenure by a second term of three years, from 1 January 2015 to 31 December 2017.

The NHRC reviewed and considered the amendments proposed to the Personnel Policy Manual (PPM) to address two issues, namely, a provision to appoint existing Post-doctoral Fellows with proven capacity to researcher positions and measures to provide some assurance to staff on the efforts Management would make to relocate staff when visas are not forthcoming.

Recommendation
The NHRC recommends Board approval of the proposed amendment to the Personnel Policy Manual as presented in the NHRC documentation to allow for existing PDFs with proven capacity to be appointed to researcher positions subject to an internal competitive process.

Recommendation
The Committee recommends Board approval to include a sentence under the sections ‘Appointment’ and ‘Contract Extensions’ to assure staff that in cases where visas are not forthcoming, IWMI will make reasonable effort possible to relocate/redeploy the staff member concerned.
Center Commissioned External Review (CCER)

The Board reviewed and discussed Management response to the CCER report on IWMI Science Quality and Relevance. The DG, DDG-Research and the DFA clarified and responded to the questions raised by the Board. Many of the responses explained how Management is incorporating the recommendations into the IWMI Strategy discussions and were therefore dependent on Board consideration. A final response to the CCER recommendations is expected in January 2014 following Board approval of the new IWMI Strategy.

Recommendation
The Board approved the Management response to the report of the CCER with some minor amendments.

IWMI Strategy 2014-2018

The Board discussed the revised draft IWMI Strategy 2014-2018 and the organizational implications of same. It was noted that the formulation of the Strategy has progressed considerably; the internal and external consultations have been both productive and engaging and have resulted in a draft strategy that outlines what IWMI wants to do. The Strategy is a ‘front door’ document and the next step for IWMI would be to consider how it wants to operationalize the strategy taking into consideration the multiple audiences. The new Strategy defines the type of organisation IWMI is, through three roles – a think tank driving innovative research and ideas for solutions; a provider of science-based products and tools; and a facilitator of learning, strengthening capacity and achieving uptake.

The Board discussion focused on products and product lines; deliverables; service delivery lines; the broadened vision and the implications of the mission; the need to review and align the organization’s value system and reflect it in its reward system; and inclusion of an element on change management.

The Board emphasized the importance of: (a) displaying IWMI values on IWMI’s recruitment website; (b) having a good understanding of the expected organizational culture and aligning the reward system to drive all behaviors to congregate around the Institute’s values; and (c) evaluate both individuals and the organisation on the same value indicators.

It was agreed that Management will further revise the draft strategy taking into consideration the Board’s comments. Board approval of the Strategy will be sought by 21 December after which a corporate deck of slides will be prepared as a tool for communicating and explaining the Strategy both internally and externally.
Risk Management
The Board reviewed the updated Risk Assessment presented in the Board documentation which summarized the key risks (high potential impact) and the other risks identified by Management and approved by the Board for intensive monitoring, including the key mitigating actions which are in place to manage these risks. The Board expressed satisfaction with the Institute’s risk management strategy.

Recommendation
The Board approved the Major risks and Mitigating actions as presented in the Board documentation.

Regional Offices
The DG elaborated on the proposal to establish an IWMI office in Myanmar using IWMI reserves to finance the initial establishment costs over a two-year period including the initial plans for staffing and the preliminary discussions with IRRI on possible hosting arrangements. The Board discussed the proposal and the basis for Management decision to have a presence in Myanmar. Whilst agreeing that IWMI should indeed be in a position to respond to opportunities, the Board noted it is also important to have a set of criteria and a coherent strategy when making such decisions in the future.

Recommendation
The Board approved the establishment of a country office in Myanmar in the first half of 2014 as outlined in the proposal submitted to the Board and the allocation of the requested ceiling figure from IWMI reserves to cover its operational costs of the initial two years.

Recommendation
Establish a general set of principles as a guideline to base future decisions on the establishment of regional presence.

FINANCIAL MATTERS:
The Board reviewed the 2014 draft budget prepared on the basis of the Consortium Office 2014-15 financing plan which aims to allocate 2014 and 2015 funding in line with the base budgets worked out by the Consortium in 2012.

Recommendation
The Board approved the 2014 draft Budget.

The Board also reviewed and discussed the CPWF 2013 projected financials and 2014 Budget with the Director of Finance and Administration briefly summarizing the key elements.
Recommendation
The Board approved the projected 2013-14 CPWF financials.

ALL RECOMMENDATIONS WERE APPROVED BY THE BOARD