

MINUTES
Consortium Board Meeting
September 8 & 9, 2011

CIAT, Cali, Colombia

The Board of the Consortium of International Agricultural Research Centers held its sixth meeting at CIAT Offices in Cali, Colombia from September 8 to 9. Participants: Carlos Pérez del Castillo (Board Chair), Carl Hausmann (Vice-Chair), Mohamed Ait-Kadi, Tom Arnold, Ganesan Balachander, Gebisa Ejeta, Ian Goldin (September 8), Lynn Haight, Pamela Anderson (Observer, representing Member Centers), Rob Bertram (Observer, representing the Fund Council), Lloyd Le Page (CEO and Board Secretary), Anne-Marie Izac (Chief Scientific Officer), Gordon MacNeil (Director for Finance and Corporate Services), and Jenny Cramer (Secretary).

The Fund Council Chair, Inger Andersen, attended morning and part of the afternoon sessions on September 8; the Fund Council Executive Secretary, Jonathan Wadsworth, attended sessions on both days and John Markie attended the session on the Independent Evaluation Arrangement on September 8.

Agenda Item 1. Welcome and Opening Remarks – Consortium Board Chair and CEO

The Consortium Board (CB) Chair welcomed members and extended a special welcome to the Fund Council (FC) Chair. He was particularly pleased that the FC Chair was able to participate in the joint session with the centers and share her views openly with them. He also welcomed the FC Executive Secretary, Jonathan Wadsworth, and Pamela Anderson, attending her first CB meeting as the representative of centers.

On progress since the last meeting, the CB Chair referred to:

- Approval of the Strategic Results Framework (SRF) and Joint Agreement, unlocking the flow of funds from Windows 1 and 2, as well as the approval of 3 CRPs (Maize, Forests , Production system for dry areas) in April 2011 and 6 CRPs (Aquatic Systems, Policies, Wheat, Roots & Tubers, Meat & Milk, Agriculture for Nutrition) in July 2011. Having 11 out of the 15 CRPs as well as the Joint Agreement and the SRF approved within a period of 18 months since the first CB meeting, indicates the level of progress made by all parties involved in the process and a major step forward in the reform. Although much has yet to be done, the CGIAR now has in place a portfolio of good quality research to contribute to agricultural development. In terms of the next steps, the Consortium will be looking at the different research programs for synergies and overlaps and how they might be streamlined to contribute to the system level objectives (SLOs) as well as to develop criteria for measuring impact.
- Good progress has also been made on the financial front. The fund with three windows has been established, disbursements have started to flow, stability financing for 2011 has been put in place and a separate financing for genebank maintenance has been developed and accepted. The Consortium Office (CO) will continue to explore options for long-term support to genebanks.
- Joint resource mobilization efforts were launched with the visits to key donor countries by the FC and CB Chairs. In addition, discussions have started on other possible mechanisms for securing additional funds and obtaining long-term commitments.
- The Agreement for establishing the Consortium as an international organization is planned for signature at a ceremony to be held in conjunction with the G20 meeting in Montpellier on

September 13, 2011. The ceremony is organized by the French Government that is officially going to sign the Treaty and open it to signature by other countries.

- In the next months, major focus will be given to ensure that the remaining four CRPs are approved, that gender is mainstreamed in all CRPs, that a communications strategy is in place to enhance the flow of information across the CGIAR and, with the leadership of the FC, a mechanism for obtaining long-term commitment from donors is established.

On the CEO's part, activities have been centered on:

- Working with centers towards (1) a common vision and speaking with one voice across the system, taking into consideration purposes as defined in the SRF and looking ahead as to how the CGIAR positions itself to respond to the changing landscape, ensuring that it has the pipeline research to meet future needs; (2) optimizing performance of the Consortium: (a) on processes for the Consortium as a whole to bring coherence across the system; (b) on strategic leadership as a honest broker—identifying the right expertise for a given activity; (c) facilitating dialog around common issues; (d) on communicating with purpose that inspires investor confidence in the system by demonstrating accountability, cohesion and relevance.
- External communications following the decisions made at the Communications meeting in Nairobi where all centers and the Fund Office (FO) were represented. Participants engaged in joint media events and identified a number of initiatives for action (communications strategy including influence and stakeholder mapping and co-branding; revamping the CGIAR.org website, coordinating communication efforts across the system, knowledge and data management and strengthening internal communication).
- Outreach and initiatives to expand the CGIAR reach beyond its traditional partners and to provide better alignment with development partner and regional initiatives, especially in Africa. Some examples are preparations for the G20 summit and engaging in discussions on the Horn of Africa.
- Identifying synergies and launching activities towards achieving efficiency gains such as the 'One Corporate System' a center-led platform for consolidating project, financial and human resource information, the collaboration tool kit and easy CRP.
- Establishing and staffing the office in Montpellier, from a few members in early March 2011 to a full staff today. Three positions are yet to be filled.
- Development of CO work plans. The key focus of the office is to optimize the performance of the (CGIAR) Consortium through provision of the necessary processes and strategic leadership for an effective agricultural research for development system.
- A resource mobilization strategy is being developed by the FO, and the CO will support this by ensuring strategic messaging, influence mapping and other items in the communication strategy are complementary and support reestablishing the CGIAR's presence and leadership role in agricultural research for development.
- The CEO referred to the interactions with the FO and expressed his appreciation to Jonathan Wadsworth for the good working relationship with the FO team under his leadership. He looked forward to continuing to work together and to enhance the operating procedures and communication between the two offices.

Agenda Item 2. Remarks by FC Chair

The FC Chair thanked the CB Chair and the CEO for their overview on progress. It represented an impressive array of accomplishments and the hard work and commitment of all involved. She expressed her appreciation to those present and not present for the progress achieved and congratulated the CB on its accomplishments during the 18 months since its establishment. Much has been accomplished in the revitalized CGIAR to focus on the principles of the reform (impact, greater efficiency and relevance, greater simplicity of governance, enhanced decentralized decision making and subsidiarity). Yet, much has yet to be accomplished.

As this is likely to be her last opportunity to meet with the full CB, Inger Andersen assured the CB of the commitment and capabilities of her successor and the seamless transition they will strive to achieve over the coming months. She presented the following reflections on the CGIAR and her thoughts on critical elements of the reform:

- Fulfilling the grand bargain of the reform, she said, is to understand that each component has a responsibility to carry out to understand where these responsibilities start and where they stop and work to achieve progress together. A significant responsibility of the FC and its Chair is resource mobilization, to reach beyond the CGIAR's existing donors to new donors as well as enhance its engagement and alignment with emerging economies.
- Positioning the CGIAR in the larger development context, finding ways to work on related issues and respond to the broader food crisis and broader development issues are critical requirements.
- Giving priority to messaging with substantiating data focused on results, achievements and impact, the system must utilize all available tools to enhance public understanding of the issues related to food insecurity, capitalizing on the decades of research over the 40 years that raise the CGIAR flag and have resonance among those who will be advocates. Key messages should center on the CGIAR so that they become embedded in public opinion. There are many success stories around centers but too rarely is the CGIAR mentioned directly or explicitly.
- Commitment across the system to efficiency gains is critical to the success of the reform and a priority with donors.
- There is a need to take a bold view at prioritization both within the CRPs and across CRPs, not merely from a science perspective but also from a resource perspective. In the FC Chair's view the CB has a role in scrutinizing the CRPs looking ahead to what the portfolio should look like three to four years into the future.
- On the funding side, the FC Chair was optimistic, based on past experience, that the funding requirements for 2011 and 2012 will be met, although there are still some donors who have not committed at this time. For greater certainty, the multi-year commitments and a "pledging conference" is a priority. The FO is working on a resource mobilization strategy to be put in place at the level of Ministries of Finance to move to multi-year pledges.
- The Fund Council Chair's offered that the Fund Office will provide to the Consortium up-to-date aggregate donor pledges on a window basis for the purposes of CO budgeting and planning.
- Progress reported by the FC Chair includes: (1) the commitment of resources and the \$80 million disbursed to date from the Fund; (2) the disbursement of the first tranche of stability funding from window 1; (3) a number of new donors have joined the reformed CGIAR; (4) the FO is re-organized with a reduced staff number to maximize efficiencies and place strict limits on growth; (5) the IEA is being established and should be co-located with the ISPC so that the two units can draw from each other and add value.

In closing, the FC Chair extended her thanks to the CB Chair for the excellent partnership they enjoyed, to the CEO for the significant progress made in establishing the CO, to all CB members for their commitment. Further, the Chair confirmed the World Bank's continued commitment to the CGIAR.

Discussion

In the discussion that followed, the CB members reiterated the importance of working together beyond the CRPs and the SRF, on the broader development issues and emerging challenges to respond to and position the CGIAR in a rapidly changing world. A suggestion was made to hold an annual meeting between the CB and the members of the FC specifically for the purpose of responding to these challenges. They also noted that there is still a need to build and strengthen the trust between the various components of the system and to this end they discussed identifying structural and administrative efficiencies where some demonstrable wins could buy considerable support from donors.

Agenda Item 3. Approval of agenda and Housekeeping Items

With amendments to timing and addition of items under other business such as several invitations to conferences and events, the situation in Syria, genetic resources and frequency of Board meetings, the agenda was proposed and seconded for adoption.

Agenda Item 4. Financial Status Update

The Director of Finance and Corporate Services made a presentation on the financial update for 2011 and the Preliminary Financing Plan for 2012, stability financing, support of gene-banks and 2% system costs.

2011 Financial Update

Funding for 2011 is estimated at \$704 m and represents a 10 % increase over 2010 levels. It consists of best estimates of \$240 million from the FC which is the sum of resources from Windows 1 and 2, and unrestricted resources from Window 3, and center bilateral/restricted funding estimates of \$464 million. Center reserves, as always, carry forward to future years. However, with the new CGIAR business model that essentially eliminates unrestricted funding, it will be difficult to accumulate additional reserves which will be required in the future. The CO, in consultation with center financial executives, will propose guidelines in this regard.

2012 Financial Scenario

The funding demand for 2012 for CRPs and other components is \$867 m against an estimated funding supply of \$664 m. The funding gap of \$200 m is considered to be partially an artifact of the system that could be addressed with some mechanical adjustments in CRP budgets including: (1) existing resources in the Fund after 2011 requirements have been met; (2) a better understanding of available funding from the Fund, and from centers for bilateral funding; (3) identification of "funding gaps" in original CRP proposals and reductions in demand as a result; and (4) identification where excess growth from the prior activity level was budgeted in a CRP – i.e. an excess over an aggregate of 5% from 2009 levels. The Director of Finance and Corporate Services proposed a two-step approach. One approach is for the short-term that will enable the CO, working with the

centers, to prepare a financing plan that closes the gap between demand and supply, to be submitted to the November 2011 FC meeting. The second approach for the longer term is to place all CRPs on a harmonized basis once the longer term financing trajectory is better known than at present. This includes: (1) moving all CRPs to a calendar year cycle; (2) considering a fully revised CRP portfolio with an omnibus strategic review before the end of 2012 for recalculation starting in 2013, if the “mechanical adjustments” such as described above are insufficient to bring demand and supply in line and on a sustained basis.

The CB discussed the next steps and endorsed the two staged approach. The short-term adjustments will be incorporated and a revised financing plan circulated to the CB for virtual approval and recommendation to the FC in time for the November 2011 meeting.

Stability Financing

The proposal for the July to December stability funding to be provided to centers that do not yet have access to Window 1 and 2 funding up to the 2010 levels, is based on best estimates of core funding from non-Fund sources and CRP start dates. The proposal has received acceptance by centers but is subject to verification at year end. Changes in CRP investments in 2011 will automatically result in changes in the stability requirement.

Although no plans are currently in place for stability funding in 2012, the DGs expressed concern that the disappearance in 2012 of unrestricted funding poses significant implications for centers. The reform is a huge change from the former business model, and impacts on the ability of centers to maintain and preserve financial reserves, among other things. The disappearance of unrestricted funding removes a large element of flexibility to respond to external change and in the short term also makes it impossible to cover some fixed costs that are not financed because some donors still will not provide full cost financing in grant contracts. The CO can propose a mechanism to make available a limited level of unrestricted funds to centers for 2012 and beyond, from the Fund.

Gene-banks

The CB endorsed the approach proposed in the document, *‘A roadmap for future CGIAR gene-bank management and finance’* circulated to members, which seeks to separate the long-term strategy and management of the gene-banks from the financing of them in a proposal hopefully to be presented to the FC in 2012. The separation of the funding options from the strategy is because centers must have assurance that their plans can be supported, yet we acknowledge that financing may be required on an annual-approval basis while the Trust endowment is growing and where there can be other sources of income for gene-banks that are not predictable at present. The Global Crop Diversity Trust (GCDDT) will be fully engaged with the CO in development of a long term strategy. Costs for the foreseeable future will be shared by the Fund from a combination of Windows 1 and 2, the GCDDT endowment and other sources (from bilateral support from the CGIAR and other donors for specific aspects of the CRP or from other endowments). The financial requirement for 2012 is similar to the 2011 level for the 10 original gene-banks plus an inflation factor and in 2012 the budget will include the cost of the World Agroforestry gene-bank. The matter of financing the “one-off” costs identified in the costing study is still to be resolved.

Implementing the 2% System Costs

The CB agreed to the approach recommended by the CO for recovery of the system costs that was requested by the FC for presentation at its November meeting. It proposes:

- Agreement by fund donors to pay a higher share of the system cost over the next two years.
- That centers pledge to get their cost systems in place so that they will implement the direct cost policy such that it is likely that the indirect cost rate can be reduced to 15% which would include the 2% charge.
- In the case of the numerous small grants where full cost recovery is difficult to comply with, the CO will review options and recommend an approach for applying a project fee.

Discussion

- One member expressed concern about carrying forward the surplus from 2011 to 2012 at a time when there is no certainty about where funding is coming from, rather than building a reserve. It was noted that as funding was a rolling fund and not based on a calendar year, the concept of reserves does not yet exist.
- Currently the support of non-crop gene-banks – microbial, animal, fish—is not included but should be factored in for the future. However, it is necessary to develop a methodology for determining what the actual cost is of the relevant gene-banks.
- An outstanding decision that will have to be made relates to blue sky research and cross cutting CRP initiatives that so far have not been incorporated in the funding scenarios.
- Collective action on the part of the donors and the centers to ensure recovery of indirect costs should be promoted.

The CB Chair and the FC Chair thanked the Director for his very useful presentation and for his excellent work.

Decision

- ***The CB endorsed the two- step approach recommended by Gordon MacNeil.***
- ***The CB will receive an updated 2012 financing plan to be approved virtually and sent with a recommendation to the FC for consideration at its November 2011 meeting.***
- ***The submission will be accompanied by the CO Finance Director's presentation in a format for decision making that will include the paper "Recovery of 2% system costs."***
- ***The CB will consider whether a derivative of stability funding should be continued into 2012 to compensate centers for the loss of unrestricted funding and until centers fully implement the full cost recovery policy.***
- ***The Consortium will engage with the GCDT on a long-term strategy for gene-bank financing that is in conformance with the costing study and in consultation with the centers.***

Agenda Item 5. Update on the CRPs

The Chief Science Officer (CSO) presented an update on the status of the 15 CRPs, as well as a schematic representation of the CRP portfolio. She described the principal next steps in the process of establishing a global research agenda that is strong, coherent, of high scientific quality, impact driven and enticing to scientists, partners and donors with the 15 CRPs as the basis. For the first time, the CGIAR is in a position to have an overview of the 15 research programs that implement the SRF and of their contribution to the SLOs, in order to arrive at a balanced approach to productivity,

profitability and sustainability. Essential to the process is to have all CRPs approved and moving together. This will facilitate the identification of interactions that have to take place across the portfolio of CRPs and provide insight into how we can adjust more effectively to changes the global AR4D landscape as well as identify inefficiencies and resolve any funding issues. The Chief Science Officer outlined the next steps and the interactions/activities that have to take place to arrive at a balanced portfolio of CRPs, to be undertaken by working closely with the CRPs and centers, and in consultation with donors. The first in a series of consultations is planned for mid-September with the DDGs (Science) and CRP Directors.

The CSO further explained that the monitoring principles which the CB approved at its last meeting have been amended to reflect inputs from an electronic consultation on the draft document, comments from the ISPC and donors' inputs into a discussion led by the Fund Office on minimum reporting requirements. The document will also be discussed at the September meeting with the DDGs (Science) and Directors of CRPs and systematic consultations with donors will take place, jointly organized with the Fund Office. The final version of the monitoring principles will be submitted to the CB for its virtual approval, before it is submitted to the FC for approval, as it will be part of the Common Operational Framework (COF).

Discussion

- The CB discussed the next steps. In preparation for developing the SRF action plan, the CO will initiate discussions with the ISPC on the foresight dimension of the Action Plan. The CB also recalls that GFAR is in the process of organizing various meeting about foresight, that could also provide useful opportunities for stakeholders to provide their views.
- The CB fully endorsed the idea of common research sites among a few CRPs that the CSO presented. It also agreed that the thoughtful and rigorous selection of a few common sites should be a priority and an occasion where the CO can play its honest broker role.

Conclusion

The paper, *Consortium level monitoring principles*, will be amended following the meeting with the DDGs Science that will take place in mid-September and the amended version circulated to the CB for approval. Consultations with donors will follow and will be handled jointly with the FO. The deadline for completion of the document is currently the November FC meeting unless there is agreement to postpone it to the first meeting of 2012. Along with the monitoring principles, several other items are also still to be worked out and therefore the Consortium Office has formally requested the FO to delay approvals on the COF to the first Fund Council meeting in 2012.

Agenda Item 6. Resource Mobilization

The FC Chair and the Consortium had an extensive discussion on resource mobilization and the respective roles of the FC and the Consortium. They concluded that there will be one resource mobilization plan and the FO will play the lead role in resource mobilization at the system level and be the link to finance ministers and donors with the FC Chair. As part of that responsibility, the FC is working on a resource mobilization strategy and a variety of issues with respect to regularizing, forecasting, seeking commitments, and defining a strategy for identifying non-traditional donors to be followed by an aggressive outreach program. It is essential, however, that implementing the resource mobilization strategy is done in partnership and with the technical support of the consortium and the centers. It is in line with this strategy that the joint visits to donor countries

have been undertaken. Engagement also at the Director General and scientist level on issues of substance will bring added value to the resource mobilization efforts.

Agenda Item 7. SRF Action Plan

The CEO explained the remarks received from the FC Chair during the Funders Forum in April 2011, where the SRF was approved, and identified the issues to be addressed in developing the SRF Action Plan to be presented at GCARD 2012, on October 29 to 31. The SRF Action Plan will need to have a foresight component, clarify the linkages between the SLOs and the CRPs, and principles and criteria for priority-setting component. Early discussions for the preparation of the Action Plan have taken place at the CO. The CSO will initiate the discussions with the DDG - Science and Director of CRPs at the September meeting in Montpellier. The CO will liaise with ISPC and GFAR in the preparation of the Action Plan.

Decision

The CB endorsed the process outlined for developing the Action Plan and the importance of having extensive interactions with the centers and the Board as well as the ISPC and the FO. Principles and criteria for priority setting between and within the CRPs will be discussed with the DDGs (Science) and CRP Directors; the foresight component will be further discussed with the ISPC. The CB discussed the importance of communicating the Action Plan with the larger GFAR constituency and proposed this to be taken into consideration along with the Action Plan. It discussed the role of GFAR in organizing/facilitating GCARD and understood that the CB will be receiving a proposal from GFAR with budget justification for CB review and approval and recommendation to the FC for support.

Agenda Item 8. Update on Gender Issues

The CSO referred to the draft document, “A Consortium Level Diversity and Gender Strategy” circulated to the Board. The strategy builds on the recommendations of the scoping study commissioned by the CB, but expanded in scope to also include issues of diversity and gender in research and in the workplace in an integrated manner. It recognizes that gender in research and gender in the workplace are interrelated and that capacity building is part and parcel of both. As previously decided by the CB, it gives immediate priority to mainstreaming gender analysis in the CRPs and spells out the objectives, deliverables and means of verification as well as a timeline and resources required for implementation at the Consortium level. The budget includes provisions for staffing of experts in the CO to facilitate and guide the gender and diversity strategy. The intention is to stagger recruitment and immediately engage the gender in research advisor and one year later the gender in the workplace advisor. The strategy was developed after widespread consultation with the CB, centers, donors, the CGIAR’s Gender and Diversity Program and AWARD (African Women in Agricultural Research for Development), FAO and other international organizations. The CEO emphasized the importance of moving ahead on implementation sending a strong message that the CO considers gender and diversity a priority.

Discussion

The CB discussed the next steps. It discussed the role of AWARD and the existing Gender and Diversity Program in the reformed system and made a number of decisions in this respect.

Decision:

- *The CB endorsed the gender and diversity strategy, and the proposed dedicated budget, including the decision to provide assistance to the centers from the CO, and to recruit a gender and diversity advisor with immediate effect to facilitate activities.*
- *The CGIAR Gender and Diversity Program needs to be officially terminated and the current director recognized for her many contributions to the program.*
- *The CB decided that since AWARD has its own independent and legal status, the optimal mechanism for ensuring co-operation and a strategic partnership with AWARD is through an MOU between the CB and AWARD. The CRP interested in working with AWARD will then be able to sign its own MOU with AWARD at a CRP level, within the frame of the Consortium level MOU.*
- *The information assets, the database and training material from 10 years of investment in G&D program should be protected and properly archived and transferred to the Consortium.*

Agenda Item 9. Independent Evaluation Arrangement (IEA)

John Markie presented the highlights of the Draft CGIAR Evaluation Policy and the decisions taken so far. His presentation was followed by a discussion among the members with suggestions to be considered in subsequent updates of the policy. For purposes of greater clarity, the CB requested John Markie to provide a write up on the different reviews to be conducted across the system and to identify the unit that is responsible for each review. The CB also requested a schematic that identifies the roles of the various units in the review process. As it will require a revision of his contract, John Markie agreed to discuss the request with the Executive Secretary of the FC for approval.

Agenda Items 10 and 11. Communication and Outreach, Research Support and Shared Services

The CEO introduced “One Corporate System” (OCS) as one of the activities under shared services. OCS is a center-led initiative that is fully supported by the CO that aims to implement a common integrated corporate system. It is a common management system for accounting, human resources and program management and will provide critical support to the CRPs. The CO is represented by Bruce Fraser.

Carlos Alonso from CIP and coordinator of the Project, did a video presentation, covered progress to date, timeline of activities with the first center to go live in August 2012, and next steps. Among the expected outcomes are lower ongoing costs, streamlined process for decision making, reduction of scientist time in administrative tasks, increased information sharing and collaboration, aggregation and consolidation of data at the center, CRP and system level, improved project budgeting, monitoring and reporting at the project level.

Communication Initiatives

At the request of the CB, the CO had given high priority to communications in the period since the May 2011 Board meeting. A number of initiatives had taken place since then. These included: (1) the consultation with center communications experts held in Nairobi at which a number of priority initiatives were identified for attention and importance in the development of communications at the collective level; (2) the CO and FC media campaign launching the CRPs; (3) revamping the CGIAR.org website; (4) developing a communications strategy and development of co-branding

guidelines; (5) collaborative toolkit; (6) the Horn of Africa initiative convened by the CO and attended by centers, relief agencies, national governments and donors which had extensive media coverage and which provided additional communication messages to carry into the G20 and African CAADP and AU donor meetings; (7) other upcoming events including donor annual meetings, COP17, Rio+20, and others. Key objective was to reposition the CGIAR in a leadership position around key agricultural and natural resources research for development issues, identifying key influencers and strategic partnerships, maximize research and knowledge uptake and utilization, generate concrete impact messages and stories including from past projects, and improve communication systems to enable the CGIAR to operate as a more cohesive voice.

Communication Strategy and Branding

The CEO referred to the draft communication strategy and proposal on branding circulated to members. The CB was pleased to receive the proposal considering it to be a good start in the development of a Communication Strategy for the CGIAR. They discussed key elements of the strategy and agreed to provide their comments to the CEO as he refined and updated it. A recommendation to provide financial implications of the strategy was also proposed. The Executive Secretary of the FC provided some insights on the donor community and the different units within it that specifically tailored communications should target, from high level ministers to scientists and to the taxpayers—the public at large.

The CB also discussed and endorsed recommendations to maintain the CGIAR brand and logo for the foreseeable future, understanding that the ‘CGIAR’ is to be used as an acronym only and never spelled out. While there was some support for a re-evaluation of both the name and the logo to reflect other elements of the CGIAR work and capture the revitalized CGIAR, there was also the view that the CGIAR brand and logo carried with it a 40 year history of innovation in agricultural research that should not be lost.

Decision

The CB was in general agreement with the plans for communications. It endorsed the recommendation to maintain the CGIAR brand and logo for the foreseeable future and understands that centers will retain their brands, yet must demonstrate their relationship to the CGIAR through consistent use of CGIAR branding.

Agenda Item 12. Feedback and recommendations from Centers

Pamela Anderson summarized some of the priority issues and issues of concern that emerged from discussions among the centers:

- The transition to a new business model based on activity and full cost accounting and the disappearance of core funding will create some financial constraints for those centers that have not completed the full cost accounting exercise. It is an area that will require close monitoring and assistance from the Consortium during the transition.
- The need for clarity on financial reporting on the part of the lead center.
- The challenge of partnerships and making them effective.
- Collective action and the critical role to be played by the Consortium as neutral broker to drive the process and ensure its effectiveness.
- Building trust and operating as one system.

- Holding an annual retreat among all players to think strategically and brainstorm on the future of the system.
- Sharing of information and improving information flow between the Consortium and the centers. Reference was also made to the documents prepared for the CB meeting.

Discussion

- On stability funding, the Consortium Finance Director indicated that discussions are ongoing within the CB to determine whether a proposal on stability funding should be submitted to the FC for consideration to assist centers that have not fully implemented full cost recovery by that time. A framework for financial reporting is work in process.
- The CB agreed that all approved CB meeting documents should be shared with the centers.
- The CB also discussed the difference of views on the Guiding Principles on Intellectual Assets and how the issues might be resolved to the satisfaction of all parties. Donors want assurances of accountability and transparency that the necessary systems are in place to enable the CB to exercise its oversight function and that the Intellectual Assets are being managed according to the guidelines. The Consortium plans to seek a deferral of the discussion from the November 2011 to the subsequent FC meeting to allow adequate time for preparation and resolution of the points of variance. The Consortium will be represented by the CEO and another CB member or members as appropriate. In the meantime the representative of the FC agreed to deliver the message that the Consortium is working through the issues to find a common ground and to assure donors of transparency in the conduct of its oversight function.

The Chair thanked Pamela Anderson for her useful insights. The Board appreciated her feedback and emphasized the important role she played to enhance communication and serve as a bridge between the CB and the Centers.

Agenda Item 13. Consortium Board Governance

Carl Hausmann presented the outcome of the Ad Hoc Committee on Governance consisting of two members of the CB and two representatives of the Centers that had been constituted after the CB meeting in Montpellier. The document on governance prepared for the meeting is an outcome of these discussions. Its recommendations reflected on the CB's role in executing its functions in compliance with the constitution and ensure the appropriate balance between the CB's strategic and executive functions. The proposal calls for the executive functions to be handled by a CB Committee allowing the Board as a whole to focus primarily on the strategic issues.

Decision:

The CB reviewed the recommendations, the terms of reference for each Committee and the allocation of members. The CB endorsed the recommendations with minor modifications:

1. Four Committees will be established:

- ***Audit and Risk (Lynn Haight-Chair-, Tom Arnold)***
- ***Science, Programs and Partnerships (Ganesan Balachander-Chair-, Mohamed Ait-Kadi, Gebisa Ejeta, Agnes Mwang'ombe)***
- ***Nominations and Evaluation (Carl Hausmann-Chair-, Ganesan Balachander and Ian Goldin, Paul Zuckerman – Board Chair representative, nominated by the centers- and a center representative to also be nominated by the centers. Pamela Anderson will inform early October 2011 on the name of such center representative as election is on-going).***

- *Members Interest (Lynn Haight-Chair-, Carl Hausmann, Pamela Anderson -Center DG- and Sara Boettiger - Board Chair- ; Center DG and Board Chair representatives were nominated by the centers).*
- 2. *Each Committee Chair will interact with committee members to review and develop the Committee charter for virtual adoption by the CB by November 30. The charter will be substantive as well as procedural and avoid placing additional responsibilities on the CO and the centers. It will also ensure clear separation of responsibilities between the Committee and the CO.*
- 3. *The CO will support the committees by participating as required according to their expertise: (e.g. Gordon MacNeil to Audit Committee and Anna-Marie Izac to the Science Committee)*
- 4. *The responsibilities as defined should be extended beyond the Constitution and factor in other documents that define the CB's responsibilities*
- 5. *The Members Interest Committee will have a sunset clause of 2 years*
- 6. *Explicit terms of reference for the Board Secretary should be developed.*
- 7. *The CB will take up the idea of developing a CB Charter at a subsequent Board meeting.*

Nominations and Evaluation Committee

The CB discussed a proposal presented by Carl Hausmann for Board member evaluation. Given the fact that the terms of CB members expire at the end of 2012, the CB discussed staggering Board membership to ensure continuity. It also discussed the appointment of new members and mechanisms for identifying qualified candidates.

Decision:

The CB decided as follows:

- *To conduct a board evaluation once every three years and a board self-evaluation annually. The evaluation is to be conducted by an experienced professional organization that will implement the evaluation from drafting the questionnaire to analyzing and evaluating the feedback. The questionnaire will be addressed to all CB members and the representatives of centers and donors.*
- *Given the fact that Board members' terms expire at the end of 2012, the Nominations Committee will put in place a system for staggering Board membership and identifying new Board members.*
- *A budget will be developed to support the activities and resources allocated accordingly.*

At the request of the center representatives of the ad-hoc Governance Committee specifically concerning the relationship and fiduciary role between Center boards and CRPs, especially for example when a center is not the lead center, terms of reference for an external consultancy on CRP Governance were developed in conjunction with the CEO and these were discussed.

Decision

- *The CB approved the Terms of Reference for the Consultancy on CRP governance and authorized the CEO to identify and negotiate with a qualified organization to undertake the consultancy.*

Agenda Item 14. Legal Documents

The CEO updated the CB on the progress and status of legal documentation:

- The treaty establishing the Consortium as an international organization is scheduled for signing at the closing ceremony of the G20 on September 13.
- The Headquarters Agreement with the Government of France will be formalized once the international organization status has been conferred. The headquarters agreement is identical to the Headquarters agreement between Bioversity and the Government of France.
- A template developed by the CO legal team for the Program Participation Agreement for the Lead Center to be used with partners has been distributed. The agreement will need to be adapted by each Lead Center to suit its specific CRP and partnership needs.
- The Consortium has prepared a paper on talking points and risk analysis that will be used for the legal discussion on the Principles for the management of Intellectual Assets (see discussion under Agenda Item 11).
- Other pending documents which are parts of the COF are being coordinated through working groups established by the FO. The CO has requested that the FC plans for approval of COF sections in the first FC meeting in 2012, rather than at the November 2011 FC meeting.
- The CO is organizing a network of legal and IP experts and center IP managers and focal points to discuss legal needs, IP practice and how to leverage support across the system on legal issues.

Appreciation to Donor Representative

On behalf of the CB, the Chair expressed appreciation to Rob Bertram for his active and positive contribution to the Board and for strengthening the communication between the consortium and the donors. Rob Bertram appreciated the opportunity to work with the CB on the many challenges it faces. He appreciated very much the CB's ability to reach out across the system to resolve issues. As he will be continuing his role on the FC, he looks forward to continuing interaction and being able to provide support to the activities in which there will be mutual involvement. He extended a special thanks to the consortium staff he has worked with during his time on the Board.

Agenda Item 15. Consortium Office and Board Program of Work and Budget 2012

The CEO and the Finance Director presented the elements of the 2012 Consortium Work Plan and indicative budget for Board feedback. A much more detailed budget based on work plans of the component units is being placed together for Board approval along with the 2012 Financing Plan. The CO budget reflects an increased level of activities in 2012 and represents a full cycle of activity over all 12 months. The CO is looking for ways to reduce the impact on Window 1 resources and is seeking alternative mechanisms and support for specific projects.

The Board discussed various elements of the work plan and budget. It sought clarification of the terms of reference of the international relations position seconded from the French government. The Board was pleased to receive indications from Gordon MacNeil that he would be available to extend his contract for an additional year. In the context of system costs, the Board discussed the importance of ensuring that there is no duplication of responsibilities across the different system offices and was advised that the activities and budgets of all system office units will be peer-reviewed by the FO, CO and ISPC.

Conclusion:

The CB looks forward to receiving in the next few weeks for virtual approval a detailed Consortium work plan and budget that is accompanied by the detailed work plans and budgets for the component units. A Work Plan for the Board that reflects the re-orientation towards its strategic functions will also be submitted as part of the package to be presented to the FO.

Agenda Item 16. Additional time commitment of Board members

On Friday, September 9, the CB discussed the request to approve the additional time spent on Consortium issues by two of its members, Carlos Pérez del Castillo and Ganesan Balachander. The Board met in camera, without the Board Chair and Ganesan Balachander, to discuss and arrive at a decision on their requests for endorsement of the extra time spent on Board business in 2011 beyond the time stipulated in their contracts. Pamela Anderson, observer to the board representing the member centers stayed in the room for this in camera session and participated in the discussion.

An in depth discussion of this issue revealed a unanimous support to the additional time spent on behalf of the full CGIAR system. When the CB was put in place there was no CO and no other CRP oversight body to develop a coordinated approach to make progress on all four SLOs of the CG system. The work load was much bigger than any of the CB expected. The fact that the Chair had the availability, although it did imply turning down other consulting requests, was very fortunate for the CGIAR. Lynn Haight, who did some overtime work for the CB last year, and Ganesan both were willing to support the Chair in carrying this additional work load and there was unanimous appreciation from the Board for this.

Not only did the Board support the additional work contributed from Carlos and Ganesan in 2011, but also, after open discussion, it was felt that the contractual time of 25% for the Board Chair would not be sufficient to meet the needs in 2012. For 2011 an initial estimate of 50% time was required from the Board Chair to properly attend to all the issues. While the estimate of 50% was made for 2011, in fact 80% of the Board Chair's time was required. For 2012 the Board is again requesting the Board Chair to commit 50% of his time to the work of the Consortium. While all of the CRPs are now written and 11 of them are approved, we still have a new CO staff that has not yet completely settled in and the operations of the Consortium are still evolving. Furthermore, meetings with the FO and fund raising trips with the FC chair will also require a significant time commitment. While the Board does expect a reduction from the 80% time spent in 2011, all members present felt that it was not realistic to expect the CB chair to go all the way down to 25%. Accordingly our request for 2012 is that the CB chair be budgeted at a time commitment of 50%.

Decision:

- ***The CB unanimously endorsed the extra time that the Board Chair (from 50 to 80%) and Ganesan Balachander (additional 29 days) spent on Board business in 2011 based on the justifications provided.***
- ***Given the workload and the engagement in high level meetings as well as the advocacy role of the Board Chair, the CB concluded that the time commitment of the Board Chair for the future should be increased from 25% to 50%. The Board Chair accepted the recommendation.***
- ***The Vice Chair will send a memo with accompanying documentation to Pamela Anderson and the Committee that will approve the request, indicating that the CB considers the 25% time***

allocation for the Board Chair's responsibilities to be inadequate and that the CB has requested and the Chair has agreed, to increase the time spent on Consortium business to 50%.

- *The CB reconfirmed that additional work by other members of the Board is done at the request of and approved by the Board Chair. Justification for the additional time will be presented for the record.*

Agenda Item 17. Other Business

SIWI Water Week, August 26 to 31, 2012

The CB endorsed the recommendation of Mohamed Ait-Kadi to have a high level presence at World Water Week organized by the Stockholm International Water Institute and to respond positively to the request of the CB to participate in the event. It will involve the Consortium's engagement in workshops and sessions with scientists from the centers and will provide the opportunity for the Consortium to showcase its work around the CRPs.

Other Events

In addition, two other events, one being the Food Security Symposium organized by the German Chancellor scheduled for November and the other organized by the Borlaug Institute and Indian Center for Agricultural Research (ICAR) were recommended for participation by the Consortium.

CB members were requested to send specific suggestions on future meetings to the Consortium for discussion with the centers and with the FO to enable a coordinated effort and for decision on the most appropriate representation for a specific event.

Syria

The CB expressed its concern for the situation in Syria and its support to ICARDA. The CB Chair assured the CB that the Consortium has been monitoring the situation and is in frequent interaction with the center's leadership. It is confident that contingency plans are in place.

Genetic resources

The CB had a brief discussion on genetic resources and referred back to earlier discussions during the meeting on the CRP update, as well as to feedback from the Centers meeting that had already provided additional perspectives.

Appeal from Center Staff

The CB discussed the letter sent to the CO by a former staff member from one of the Centers appealing against his termination. The Board recommended that the CO seeks legal advice on the matter to be assured that the CB bears no liability and responds accordingly.

Future Meetings

The number of CB face to face meetings will be reduced from three to two, with two meetings held by video conference. The first face to face meeting is scheduled for the last week in February 2012 in Montpellier and the 2nd meeting will be held in Uruguay immediately after GCARD 2012 during the

first week of November 2012. Two additional virtual meetings by teleconference would lead to a target of quarterly meetings in 2012 and beyond.

Agenda Item 18. Consortium Board's private session

The Consortium held a private session without observers and staff. Consortium Board's private sessions will be organized at the end of each Board meeting.