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From: CGIAR Secretariat

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Report on Roles, Relationships and Responsibilities of Trustees
of International Agricultural Research Centers

At the Consultative Group Meeting in November, the Group approved the paper on the Roles, Relationships and Responsibilities of Trustees prepared by Dr. Lowell Hardin, with the assistance of an Advisory Panel consisting of Drs. Luis Crouch, Philip Ndegwa, Omond Solandt and Guy Vallaeys. The final version of the report, which includes changes approved at the November meeting, is attached.

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Attachment

Distribution:

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CONSULTATIVE GROUP ON INTERNATIONAL AGRICULTURAL RESEARCH

ROLES, RELATIONSHIPS AND RESPONSIBILITIES

. OF

TRUSTEES OF INTERNATIONAL AGRICULTURAL RESEARCH CENTERS

December 1984

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INTRODUCTION

1. One who becomes a member of the board of an International Agricultural Research Center (IARC) of the Consultative Group on International Agricultural Research (CGIAR) takes on a substantial array of responsibilities. This paper discusses those responsibilities and the procedures that the CGIAR system has evolved through which the trustees carry out their duties. Its purpose is to help prospective and active board members better understand the roles, relationships and duties of IARC trustees, and to aid the system in making effective use of their talents. While the paper deals with system-wide matters, it is written with the thought that its contents, supplemented by additional appropriate information, can be incorporated into each center's handbook for its trustees.

2. This discussion deals with the trustees as individuals and with the board of trustees as an organizational entity. To keep that focus, it is brief in its treatment of many aspects of the CGIAR system as a whole. For that reason, a more complete description of the CGIAR, its services and the array of activities it supports will be provided in appendices.

WHY WERE THE CENTERS CREATED?

3. The centers exist primarily to help improve the well-being of the people of the developing countries. They pursue this goal by doing mission-oriented research, training and outreach, by providing services and working in collaboration with national systems. The primary focus is on food crop and animal production improvement, giving special emphasis to the needs of the less advantaged.

GUIDING CONCEPTS

4. The achievements of the centers to date, though not recounted here, are substantial. Undergirding those achievements are these key concepts that have guided the system's development:

- (a) Agricultural development is, in most Third World countries, essential if sustained economic growth and advances in the well-being of people are to take place.
- (b) Research and training are essential inputs to the effective development of the agricultural sector.
- (c) Successful agricultural research yields high rates of return relative to most other investments.
- (d) In Third World countries, generally, there is underinvestment in agricultural research, especially in food crop and animal production.

- (e) So long as they are staffed with well qualified scientists and administrators, and are provided with continuity in support, IARCs focused on the identification and solution of practical problems in the agricultural production process, can materially speed the process by which modern science and technology are successfully brought to bear on crop and animal production and distribution problems.
- (f) Strong national research and training systems are essential to agricultural progress. The international centers cannot substitute for national systems. But they can complement and help strengthen these essential organizations and, in turn, be strengthened by them. (Because of this view the CGIAR established ISNAR, one of the IARCs with the specific objective of helping to strengthen national agricultural research.)

ORGANIZATIONAL STRUCTURE

5. Although organizational policies and practices are continuously evolving within the CGIAR system, the most important are the following:

- (a) As a part of a global network and to provide for specialization and division of labor, each center has its own set of responsibilities -- expressed in the form of an easily understood mandate.
- (b) Mandates of CGIAR centers formed after 1971 have been defined by an ad hoc committee of CG members. The need for the center and its proposed mandate are reviewed by the CG's Technical Advisory Committee (TAC). Recommendations of the ad hoc panels appointed by the CGIAR and the views of TAC are taken into account by the CG in its determination of whether or not the proposed center and its planned program should be brought into the Group's family of institutions.
- (c) Each center, once created, has autonomy in its decision-making. It is governed by its own board of trustees who, except for ex officio members, serve in their personal capacities. Rotation of membership is assured by electing trustees for specified terms (usually for three years once renewable).
- (d) The programs, management and performance of the centers are subjected to rigorous internal and external review and evaluation of scientific quality, cost effectiveness and productivity (progress towards accomplishment of their main objectives). The external reviews are conducted centrally on behalf of all of the donors and

intended beneficiaries (through the TAC and CG secretariats) so that each need not incur the cost or take the time of the center staff in its own review and assessment.

- (e) Donors are encouraged to provide their support through bilateral grants to individual centers. Pledges are made at the annual CGIAR meeting in which the centers, donors and users of the system's services are represented. Provision is made for flexibility in the nature and terms of grants to the centers to accommodate the policies of the widely diverse donor institutions.
- (f) Every reasonable effort is made to assure the independence, creativity and productivity of the centers. The administrative structure of the system, therefore, is the minimum that is consistent with the requirements of quality control, financial accountability and continuity in operations. This structure is characterized by:
 - (a) the absence of a formal system-wide "superstructure" with authority over the centers; and
 - (b) extensive use of informal groups (e.g., groups of directors general and chairpersons) as coordinating mechanisms.
- (g) Individuals from both developing and industrialized countries share in the decision-making process through membership on boards, TAC, specialized ad hoc panels and as representatives of their governments, regions or donor agencies during deliberations at CGIAR meetings.

SYSTEM COMPONENTS

6. The CGIAR system has now grown from four centers supported by a handful of donors (with very close donor-grantee relationships), to 13 centers^{1/} funded by over 35 donors. Procedures have evolved from the simple, direct, one institution-two donor relationship, in the first center, to the point where the following entities are involved in the research, training, outreach, management, funding, review and evaluation activities:

- The 13 centers each with its board of trustees, management, staff, and owned or rented facilities.
- The co-sponsors of the CGIAR (the World Bank, the United Nations Development Program and the Food and Agriculture Organization of the United Nations) who appoint the TAC chair and members. The World Bank provides and funds the CGIAR chair and secretariat while the FAO provides the TAC secretariat, which is jointly funded by the co-sponsors.

^{1/} The CGIAR, in fact, only finances a program within the operations of the West Africa Rice Development Association (WARDA) but to simplify the text it will be referred to hereafter as a center.

- The CGIAR, whose annual meetings attract about 200 participants and whose recently-established regular mid-year business meetings involve some 40 donor delegations and ten fixed-term members representing the developing regions of the world.
- The CGIAR secretariat with a staff of nine full-time professionals.
- The Technical Advisory Committee (TAC) of 13 members.
- The TAC secretariat with four full-time professional staff members.
- An informal organization of the chairs of the boards of trustees of the centers.
- An informal organization of the directors general of the 13 centers.
- Special ad hoc committees and task forces as necessary for the conduct of the business of the system.

WHAT CENTER BOARDS OF TRUSTEES DO

7. Typically, the centers are legally established as non-profit organizations with international status as stipulated by the laws of (or special agreements with) the host country in which they are headquartered. The center's charter places the board of trustees (sometimes called the governing board) at the heart of the organizational entity. In general terms, it is the function of the board to ensure that:

- (a) The center has objectives, direction and programs that are consistent with its charter and with the goals and purposes of the CGIAR system of which it is a part.
- (b) The center is managed effectively in harmony with agreed-upon objectives, programs and budgets, and in accordance with legal and regulatory requirements.
- (c) The resources provided to the centers by donors are efficiently and judiciously employed.
- (d) The center is staffed with high caliber people.
- (e) The future health of the center and of the system of which it is a part not be jeopardized by exposing its financial resources, staff or credibility to imprudent risks.

8. Under the individual memoranda of understanding by which each center was established, it is the responsibility of the trustees to set policies and to monitor and evaluate management's actions. Generally, however, it is not the trustee's job to become involved in the day-to-day operations of the centers. There is a fine but necessary line between the policy-making role of the board and the management responsibilities of the director general and staff. The principal duties of the board of trustees are:

- (a) To set the terms of employment for, select and appoint (or dismiss) the director general. This critically important task carries with it the responsibility to evaluate (usually annually) the director general's performance.
- (b) To participate in the development of the center's long-range plans; to scrutinize carefully the annual program of work and accompanying budget; to revise them if necessary so that they conform to the center's policies and take into account the counsel received from the CGIAR; and to approve them. In adopting the center's program-budget, the board authorizes the management (with assistance from trustees as orchestrated by the director general) to seek the required funding. Although the director general deals directly with many of the donors and from these contacts usually evolves a relationship of mutual trust and respect, in the final analysis the responsibility for the manner in which the donor's funds are utilized rests directly with the board.
- (c) To monitor the center's progress toward the achievement of its objectives through their own systematic internal reviews and direct interaction with those who conduct external program (scientific) and management reviews.
- (d) To assure the center's financial integrity and accountability. For the larger centers this requires that they have an internal auditor on their staffs. Without fail, the board appoints a professional firm to conduct an annual audit. The results of this audit, along with management-related observations, should be reviewed privately with the firm (in the absence of management) and an official minute made of the board's findings.
- (e) To exercise oversight of investments, acquisition of facilities and equipment, and disposal of major assets.
- (f) To approve personnel policies including scales of salaries and benefits.
- (g) To help serve as a bridge between the center and the rest of the system.

- (h) To identify and orient new members of the board. Because this is an important matter in which the CGIAR as well as the board is involved, the process of trustee selection will be treated separately in an appendix to this paper.
- (i) To monitor and evaluate the performance of its members. This is necessary because the board is accountable for prudence and diligence in the performance of its functions.

9. Due to its importance, special attention is given to the process used in selecting the director general. The process is an open, participatory one. Board members systematically consult with the interested publics -- staff, specialists in the field, clients, TAC and CGIAR members. Insights are gained and a decision is reached with respect to process, position description, desired attributes, potential candidates and terms of employment. The board names the members of its search committee and provides it with a budget for advertising, travel, meetings, confidential secretariat and professional help as needed. The search committee generates the names, biodata and evaluations of individuals who are or may become candidates. Confidentiality is respected in dealing with persons whose current employment status so dictates. A short list of candidates is identified and interviewed. Preferably this is done at the center so that the candidates may gain further familiarity with the institution. Additionally, this affords an opportunity for candidate-staff interactions. In due course, the search committee makes its recommendations to the board and the full board makes its selection. The board chair usually extends the offer which, if accepted, is confirmed by a letter of appointment spelling out in full the terms of employment.

10. It is obvious from the foregoing that the responsibilities of the center trustees are many and demanding. Some may feel that the above overstates the case, that it is the director general who is responsible to the donors with the trustees acting as advisors to him. It is necessary only to examine what happens when a director general vacates his post to see that this is not, in fact, true. Under such circumstances, the continuity of the center depends on the authority of the board of trustees which must appoint an acting director general and recruit a permanent replacement. This responsibility does not rest with the CGIAR or the center's donors. In fact, their confidence in the system would be weakened were they to feel that there was no corporate body with the authority to ensure the continuing existence of the center.

11. As is implied in the word trustee, the board member accepts a fiduciary responsibility based on faith and trust. In doing so, it is the trustee's duty to be loyal to the organization, to handle matters fairly, openly, and in good faith. Conflicts of interest are scrupulously avoided. To operate in "good faith", the trustee is expected to perform with the care and skill that a person of ordinary prudence would exercise in dealing with his or her own property.

12. The above does not mean that boards cannot delegate their authority. They can and should -- so long as they adequately monitor the actions of committees or individuals to whom the authority is delegated.

TO WHOM ARE TRUSTEES ACCOUNTABLE?

13. Legally, the board member is accountable under the laws of the country of incorporation for the actions of the center that he or she serves as a trustee. But because of the nature of the relationships that exist between the center and other entities in the CGIAR support and review system, the trustee is accountable to a larger constituency as well. One needs, therefore, to understand those relationships.

14. Members of the governing body of a for-profit corporation are usually called directors. In not-for-profit corporations, members of the governing board are typically named trustees. In for-profit corporations, directors are elected by, hence are primarily accountable to the firm's owners -- the stockholders. In non-profit membership corporations (and cooperatives), trustees are elected by and, therefore, report to the members. In many non-profit corporations (including some universities and foundations), boards of trustees, once established, are to some degree self-perpetuating. Trustees elect some or all of their own successors. In such organizations, trustees are accountable to a larger public -- intended beneficiaries, contributors and clients. Irrespective of the type of corporation involved, adherence to the laws under which it is chartered is required.

15. IARCs, as non-profit corporate entities, typically have neither stockholders nor members to elect their trustees. Rather, their board members are selected thus:

- The majority are elected-directly by the individual boards.
- In most centers some are designated by the CGIAR.
- A few are named as trustees or as ex officio trustees by virtue of the corporation's charter and by-laws.
- All trustees (with the exception of ex officio members) are elected to serve in their own right as individuals. They are not chosen to represent or to present views of donors, clients or staff. They come to board deliberations uninstructed by employer or country.

16. If the board member is elected to serve in an individual rather than a representative capacity, to whom is he or she accountable? While not so charged in the strict legal sense, trustees are accountable to:

- (a) The beneficiaries -- the people of developing countries and their institutions -- that the center is intended to serve.
- (b) The contributors and the donors (i.e., the Consultative Group members) who created the centers in the first instance, who set general policies and whose continued support makes their ongoing work possible.

- (c) The director general and the staff of the center as key partners in the endeavor, i.e. the center which it governs.
- (d) The host country as a contributor and beneficiary and the source of the charter — the legal provisions of which the trustees are pledged to uphold.
- (e) The CGIAR system as a whole, i.e. the other centers and CGIAR entities (TAC, secretariats) that comprise the CG network.
- (f) The public at large so that the views, rights and privileges of organizations and individuals outside of the CG system are understood and respected.
- (g) Themselves that they may exercise independence in judgment and integrity in handling their public trust.

17. In sum, center trustees are expected to be enlightened, international servants who by their wise and prudent actions endeavor to advance the interests and well-being of the groups and individuals that the centers and the CGIAR system serve.

HOW BOARDS ORGANIZE THEMSELVES TO DO THEIR WORK

18. Boards elect their chairperson, vice chairperson and other officers from their membership. This may be done through nominations from the floor or on the recommendation of a nominating committee.

19. The board also elects or appoints a secretary who may or may not be a member of the board. Often the secretary is an employee of the center who has the support services needed to prepare the draft minutes for review and ultimate adoption by the board. The keeping of accurate minutes and their proper certification is an important legal requirement of virtually all corporations, hence cannot be neglected. As the secretary is a board appointment, that person reports to the board when performing the functions of the office.

20. The board may also elect a treasurer, though typically the treasurer's function is performed by an officer of the organization appointed (with board concurrence) by the director general. The treasurer's authority is derived through delegation from the board.

21. The board's work is expedited through the efforts of its committees. Such committees have formal, written terms of reference which are approved by and periodically reviewed by the board. Membership on committees may be determined through election by the trustees (with the slate prepared by the nominating committee) or through appointment by the chairperson acting in consultation with board members.

22. All boards have an executive or executive-finance committee and a program committee. Most have an audit and a nominating committee, though some use a subset of the two larger committees to perform the auditing and nominating functions. To operate with a four committee structure, not overburden individual members and handle its other responsibilities, boards usually need from 12 to 18 members.

23. The executive committee is usually empowered to act on behalf of the board between meetings of the full board. This committee is on call as the need arises and may meet from one to three times a year. Full minutes should be kept and circulated promptly to all of the trustees. The executive committee meetings are of sufficient frequency and length: to permit deliberate consideration of matters within its jurisdiction; to take interim decisions as required; and, to formulate its recommendations (as, for example, with the annual budgeting exercise) to the board as a whole. In its subsequent meeting, the full board affirms or modifies the recommendations of the committee.

24. The program committee deals with the substantive scientific, training and outreach work of the center. To perform its critically important function, its separate meeting (usually once annually) may require a week or more and include field visits to off-campus sites in addition to inspection of headquarters' laboratories and plots. Timing of meetings is such that results of the previous year's work are at hand as a basis for making recommendations that feed into the next program-budget cycle. If the chair of this committee meets with the executive committee, then close communication between the members of the two committees is assured. Again, it is essential that minutes or a program committee report be circulated promptly to all trustees.

25. Members of the program committee are selected for their general knowledge of agricultural science with special emphasis on the developing countries. The committee works closely with the center's program leaders so that the program arises from the interaction between the board and the scientific staff. The program committee may call in specialist consultants for assistance in evaluation and planning, and plays an active part in assuring that the center has the best possible world-wide scientific contacts.

26. The usually small nominating committee is permanent, not an ad hoc body, and its work is continuous throughout the year. Its most important task is to search for, identify and recommend individuals for election as trustees. Typically, boards need to elect (or re-elect) three to five members annually. So the nominating committee, working closely with the center staff members responsible for helping with the search process and with the CGIAR secretariat, has a never-ending job. If it does not perform this function well, it jeopardizes the future quality of the board. It is important that a center staff member provide continuing secretarial services for this committee so that good records are kept. Additionally, this or a specially designated committee may be called on to present slates for the board's officers and committee memberships.

27. The board also has a small audit committee, preferably separately-constituted. Its findings are the subject of a separate minute in the proceedings of the annual meeting. If the executive committee attempts to handle the audit function, there is danger that the press of other agenda items will cause the audit analysis and review to be slighted. The director general is not a member of this committee which, as earlier noted, meets privately with the auditors once a year. In addition, the committee assures the auditor that he is always free to approach the board's chairperson or the committee.

28. How does the director general relate to the board and its committees? Styles differ. But the key to the relationship is openness in information sharing. Effective trustees visit directly with staff as well as with the directorate; ask penetrating questions about program, personnel and finances. They help bring about thoughtful rationalization of the operation. To do this wisely, trustees need the relevant facts and analyses of options that might be pursued — all in well organized and understandable form. Therefore, it is incumbent upon the chairperson, working in close collaboration with the director general and staff, to think through and prepare agendas for the meetings of the committees and the board. Agenda items need to be backed up with discussion or agenda papers that are in the hands of the trustees well in advance of their meetings. For the most part, these are written by the center staff, but trustees or consultants may prepare some of them.

29. While the board governs, the director general is the manager on the spot. But the director general must make certain that actions are taken in accord with policy; that for actions requiring it, board authority is obtained. The board can and does take the heat on difficult policy decisions. But the director general carries out and implements these decisions.

30. Centers may sometimes operate with what is described as a "degree of healthy tension" between the director general and the board. But board members are not policemen. Neither are they captives of management. Rather, they are all members of the same team with their own jobs to do. Thus, if well handled, the relationship of the director general with the board is a symbiotic one in which each depends on the other. Between them they can accomplish far more than either could alone.

CONSIDERATIONS AND PROCEDURES IN SELECTING TRUSTEES

31. Each member of the board needs to be carefully selected to pull his or her own weight in one or more of the specialized roles expected of trustees. Boards need members competent in financial and personnel management who can become fully conversant with the whole CGIAR system. Boards also need science managers and individuals with a wide, and in some cases deep, knowledge of the relevant branches of agricultural science and technology as well as a first-hand understanding of the agriculture, institutions, politics, customs and religions of the people in the areas where the center operates. Thus, a serious ongoing effort is required to recruit and maintain a mix of trustees that brings to the board the diverse skills and experience needed.

Sources of Nominees

32. Potential board members are identified through interactive processes by: existing and former board members; center management and staff; the CGIAR secretariat by soliciting CG members for suggestions and by canvas of other contacts; and by the host country and other countries where the center is involved in regional programs.

33. The process of identifying members from developing countries is the same as with trustees from industrial nations. About half of the trustees come from the developing countries. In most cases these include members from the nation in which the center's headquarters is situated. Host-country members may be ex officio and specified by charter as persons holding particular positions. Ex officio members are usually limited in number to no more than three or four in total on the board. (Although the ex officio member may be chosen by virtue of office, it is the individual, not the post, that has voting rights on the board. If unable to attend meetings, the ex officio member may send a substitute as an observer, but not to vote in his stead.) Other members may be scientists, educators, politicians, professional or business people chosen for their personal qualities and their knowledge and influence.

34. It is CGIAR policy that it designate^{1/} some (usually three, but sometimes more) of each center's board members, although two of the centers formed prior to the CGIAR have charters that do not provide for CGIAR-designated board members. Like other elected trustees, these individuals serve in their individual capacities. CGIAR-designated trustees become board members in one of two ways, depending on the specifics of the center's charter: (a) on nomination by the CGIAR and election by the center board; or (b) by proposal of the board and approval by the CGIAR. Always this is done through consultation between the center (usually its nominating committee) and the CGIAR secretariat which follows established procedures for obtaining nominations and approval of nominations from the CGIAR.

35. The rationale for each board having CGIAR-designated trustees is straightforward. Such a procedure provides a safety net for the unlikely situation in which a board might become the captive of a group of its members. Except for the ex officio and CG-appointed trustees, board members elect their successors. CGIAR involvement provides an additional means whereby the CGIAR helps assure quality; diversity in expertise, gender and geographic origin; and the introduction of new blood into the ranks of the trustees. In addition, in several cases designation of some of the trustees by the CGIAR is an important element in establishing the international status of the center. Designated board members are not instructed by the CGIAR. Nor do they report back to it, because, as already stated, they serve in their personal capacities. This assures the board's autonomy, which is desired by the CG, while providing an avenue whereby the center's supporters have a significant role in identifying a few of the individuals who become trustees. Because of the open communications they have with the CG secretariat, boards have, in practice, had no substantive problems in following this procedure.

^{1/} The terminology varies according to each center's charter, e.g. designate, appoint, nominate.

Avoiding Possible Conflicts of Interest

36. To avoid any possibility of conflict of interest of present members of the staff of CGIAR co-sponsor organizations (FAO, UNDP, World Bank), such individuals are not included among the names put forward by the CGIAR secretariat. Adherence to this procedure does not exclude such individuals from being trustees if the policies of the employer permit. Many are eminently well qualified, hence important members of the talent pool from which boards make their selection. To tap this pool, boards have only to elect such persons on the board's own initiative. However, the CG secretariat does not advance the names of such present staff members nor does it serve as a reference for their candidacy. If elected, these persons, of course, will not be CGIAR-designated trustees.

37. Another conflict of interest situation may arise in the case of an employee of any donor organization who is "in the line" on decisions affecting funding of any of the centers. Some donor members of the CGIAR restrict or prohibit the acceptance of board appointments by their employees. Therefore, in identifying prospective board members, it is necessary for nominating committees to determine employer policy on this matter.

38. Further, there are three groups of individuals who, by virtue of their current responsibilities, are considered ineligible for board membership on grounds of possible conflict of interest. These groups are: (a) members of TAC or its secretariat; (b) members of the CGIAR secretariat; and (c) members of the staffs of other centers. (If the counsel of staff from other centers is needed, their services can usually be acquired on a consulting basis.) Once an individual ceases to be a member of one of the three groups, that person may be considered for a trusteeship.

39. One additional area of possible conflict of interest merits mention. That concerns the employment of a member of a center's board for staff work as a part-time employee or consultant to the center. This practice is considered appropriate only when the trustee is working on board business and is reporting to the board.

40. Potential conflicts of interest can arise in many other tasks that a center trustee may be invited to perform. These include chairing or being a member of external (not to their own center) review teams, CGIAR study groups or task forces, or serving on another center's board or as a consultant to the CG secretariat on a system-wide basis. On these decisions, the rule of prudence applies. The individual and the institutions involved, being sensitive to possible conflicts, are best guided by their own judgment. To preclude present or past trustees from consideration would eliminate many of the individuals best qualified for such system-wide tasks.

Why Rotation in Board Membership?

41. It is the policy of the boards in the CGIAR system that terms of trustees (usually three years once renewable) be so phased that new talent is brought on the board almost every year.

42. If a trustee is a valued board member, re-election beyond two terms has much appeal. Experience and wisdom might be retained. Personal relationships with the director general, the center staff and other trustees are well established. The trustee is a known quantity. Through continuity, the center's institutional memory is enhanced. Identification of a suitable replacement is hard work and involves some risk. Why then rotate board members? To acquire new talent, broaden the board's experience base. To bring younger individuals not experienced in the work of the CGIAR into the system. To help develop leadership and understanding, for the board's meetings are in part an educational forum. To prevent the board from becoming complacent and unquestioning, content to continue operations as is and to make it easier for boards to "graduate" less effective members.

43. Experience suggests, therefore, that the charter and bylaws need to be clear on the matter of rotation. By specifying a maximum of two terms, rotation is assured and the possibility of awkwardness is avoided.

Factors Involved in Finding Trustees

44. The criteria for selecting new trustees can be reasonably well stated but are never easy to meet exactly. Each new trustee is chosen to round out the collective experience, knowledge and skills required. In addition, an effort is made to achieve an acceptable balance of regions, scientific disciplines, management expertise, age and gender, and of many less tangible qualifications. This means that each individual vacancy, as it occurs, has attached to it a thoughtfully-prepared job description.

45. The key to success in selecting new trustees is to have available a substantial list of potentially suitable candidates from which to choose. The CG secretariat, from its computerized listing of individuals (who have been recommended to the secretariat or otherwise identified by it), is able to give a great deal of assistance. The individual center also can, over a few years, build up such a list from its own experience and contacts.

46. Prospective board members need to have employment situations that permit them to serve in their professional capacity and make the time commitment required. This includes board and committee meetings, time to get to know the senior staff and to make at least a few visits to field programs. Annual time requirements total two (a bare minimum) to four weeks or more varying, of course, with the nature of the trustee's committee work. Board chairpersons usually invest one to two months' time per year in center-system matters.

The Trustee Appointment Process

47. The process by which the board-selected members are elected varies, but usually involves these steps. Annually the nominating group (committee or board) prepares job descriptions for scheduled vacancies and solicits suggestions from board members, the CG secretariat, center staff and other knowledgeable contacts. Current curricula vitae are obtained and references are checked. If a candidate looks promising, an effort is made to determine whether, if elected, he or she would be in a position to serve. Then a

slate, with alternates, is prepared and background information is circulated to the members of the board for study and further checking. Some boards invite promising candidates to a center function (such as visitor's days) in which the trustees also participate. In this way the candidates become acquainted with the center, staff and trustees, and vice versa. At the next board meeting the election is held. The chairperson then extends the formal invitation, accompanying it with relevant information on trustee duties so that the invitee fully understands the nature of the commitment required. If the invitee accepts, his or her term usually starts immediately after the board meeting. Thus the new trustee participates in the next center activity (usually a meeting of a committee on which the person serves). This enables the individual to gain useful background prior to participating in a meeting of the full board. To clarify the time when a member's three-year term begins and ends, some boards specify that the appointment is for three consecutive annual board meetings.

48. The process for selecting the CGIAR-designated board members is somewhat more involved because additional factors are involved. Steps in this procedure will be spelled out in an appendix.

ACCESS TO INFORMATION

49. How does the trustee acquire the information he or she needs? Between meetings it flows to the trustees from the chairperson, director general and board secretary. Both the chairperson and the director general participate in the CG International Centers Week meetings and receive all mailings from the TAC and CG secretariats. Between them they decide which materials to forward. Both also distribute other materials that are relevant to the work of the board members. Additionally, the CG secretariat mails some papers directly to all trustees (e.g., comprehensive system-wide reviews and news notes).

50. Most important, however, are the center-originated materials -- discussion papers, reports of committees and staff, draft program-budget papers and minutes.

51. Much information is communicated through less formal channels. These include discussions with center staff and TAC members, with representatives of the CG and TAC secretariats when they attend board functions and reports back from meetings of the chairpersons and of the directors general. These are all important because the effective trustee needs to stretch his or her mind to encompass at least a general knowledge of the work of sister centers. Otherwise, the board member will tend to view the activities of his or her own center in isolation.

INTERACTING WITH THE DONORS, CGIAR AND TAC

52. Many students of scientific organizations feel that the success of the centers has, in part, been due to the imaginative way that its support system works. Especially important is the absence of heavy-handed central

bureaucratic control. Each center has been able to grow in response to the unique demands of its own environment. In general, their programs are a synthesis of the views of highly qualified working scientists on the staff and on the board who, because of their knowledge and experience, know best what the program should be. To retain this unique feature, it is essential that trustees fully grasp their roles and perform them effectively. It is also important for the board chairs and the directors general to participate as full partners in the International Centers Week meetings.

53. Experience shows that much of the programmatic inventiveness and creativity of the system originates with the centers. At the same time, the centers recognize that they are part of a close federation of independent institutions that are financially dependent on the CG. They could not long remain strong in the absence of a viable, smoothly functioning CGIAR system.

54. Ultimate veto power rests with those who control the purse. But the imaginative, dedicated work that generates high returns on investments is done by the centers. If there is agreement between the CG and the centers on goals and general policies, the trustees and managers will find it in their center's interest to help implement decisions of the CGIAR. The key to CG-center harmony is in understanding and communications -- in the centers having an input into the decision-making process at the level of CGIAR deliberations. Trustees cannot be expected to exercise balanced judgments concerning CG-center relationships if the reasons for CG policies and decisions are not fully articulated and understood.

55. Statements by the TAC, which is advisory to the CG, and by the CG secretariat are not binding instructions to center boards. But they are items that no board can or should ignore. If trustees propose to pursue a course contrary to that suggested by TAC or the CG secretariat, it is incumbent upon the board to present its case openly, fully explaining its views. Candid debates and enlightened discussions are called for.

56. With conviction derived from their enthusiasm for the work of the centers, the CG and its secretariat have helped donors understand the needs and accomplishments of the IARCs and have done so while avoiding dominance of the system. TAC and its secretariat have given effective scientific guidance and avoided too frequent inspections and overly detailed guidance of programs. TAC has recognized that its function has to do with maintenance of scientific excellence and advice on research policies, and consequent resource needs and allocations for the system as a whole -- the latter being a matter that trustees of a particular center are not well positioned to handle.

57. Much of the delicate balance of power and influence between the CG, TAC, and the centers is based upon informal relationships and personal good will. Maintenance of this balance is essential to the continued success of the system. Trustees have a role in helping the CG and TAC both in internal coordination within the system and in external relationships with donors and countries with which the centers cooperate.

58. To help sustain and further the harmony of the system, trustees can:

- (a) Make certain that minutes of open meetings of the board are promptly forwarded to the CG and TAC secretariats. Further, if donors request them, centers will send them copies as well.
- (b) Invite interested members of the CG, TAC, and the secretariats to visitor's days at the center and as observers to attend open meetings of the board.
- (c) Participate fully in the external scientific and management reviews. They can assist in developing terms of reference and in identifying members of the review teams. They can also arrange for the trustees (or appropriate committee members) to meet with reviewers during the exercise and to discuss the draft report with them when it is complete. Further, they need to share fully in the TAC and CGIAR discussions of the reports.
- (d) Occasionally arrange for a trustee, in addition to the chairperson, to attend International Centers Week as a part of the center's delegation (to broaden trustee acquaintance and understanding of the system).
- (e) Provide for a systematic orientation of new board members and maximize learning opportunities for all trustees.

THE CHAIRPERSON'S ROLE

59. The chairperson, who is chosen from the board membership, is elected by a majority vote for a term specified in the center's by-laws. The chairperson presides at all meetings of the board and supervises all matters with which the board is concerned. The chairperson is responsible for providing leadership to the board in determining the policies under which the director general will operate the center. This role is concerned with both internal or domestic matters, and external or matters outside the centers. Some of the domestic action includes: working in close collaboration with management on implementation of board decisions; working with the director general and staff to think through and prepare agendas for the meetings of the board's committees and the board; and, in general, serving as a bridge between the trustees and the staff. The chairperson also serves board needs in a number of ways, such as: ensuring trustees are kept abreast of deliberations of the CGIAR, the work of its secretariat and the TAC; issuing invitations to new board members and being responsible for their orientation. For external matters, the chairperson may represent the center as appropriate. Participation in International Centers Week is an important responsibility, for a center is more effectively represented by a good

director general-chairperson team than by either alone. Chairpersons are also expected to participate in the meetings of the chairpersons of the boards to afford them an opportunity to deal with common concerns. The chairperson is expected to assist the director general in developing and maintaining relations with donors, the CGIAR and TAC. Participation of the chairperson in external activities is to help assure continuing donor confidence and interest, and facilitate communication and understanding among those concerned with the CGIAR system.

60. The board usually elects a vice chairperson following the same procedures as for the chairperson. The vice chairperson should be a board member who is qualified to assume full responsibilities when required. Close contact should be maintained by the two officers to insure smooth functioning of the boards.

61. Trustees need to be sensitive to the manifold duties of the chairperson as they decide who to elect to the post. The same applies to the selection of the vice chairperson who often shares responsibilities with the chair. Further, it is incumbent upon the board to be thinking about chairperson succession as it selects prospective trustees.

TRUSTEE COMPENSATION

62. Most trustees, unless they are retired or have unusual terms of employment, perform their board duties as add-ons to their regular positions. Some take leave without pay to do their center work. Counting committee responsibilities and travel, service on a center's board requires, as stated in paragraph 46, substantial time.

63. Each center sets its own policies with respect to compensation for trustees. Typically a modest honorarium for the days worked, plane tickets (usually less than first class) and subsistence costs are provided. Most centers acquire accident and medical insurance coverage for trustees for those days they are in travel status on official center business. Also, some centers insure board members against liability for acts or omissions as trustees.

64. Election to board membership places a person under substantial obligations. The nature and magnitude of those obligations, incentives, and rewards need to be clearly spelled out and understood by both the prospective trustee and the center before a person comes on the board. The establishment of fees that are appropriate to command quality are at the discretion of each individual board. Special arrangements may be required for a chairperson, depending on the workload entailed in the performance of those duties.

65. The foregoing is not intended in any measure to minimize the opportunities for personal and professional growth that being a trustee entails. Such satisfactions can be of substantial proportions, for trustees are intimately involved in helping resolve some of the most vexing problems of our day.

CONCLUDING OBSERVATIONS

66. This paper has identified many of the factors that influence the ability of board members to carry out their responsibilities. Important among the factors are these four:

- The selection process -- how well board members are chosen.
- The opportunities trustees have to learn.
- The use made of the individuals' expertise, i.e. how the board operates and the ways in which each trustee's talents are employed within the board.
- The adequacy of the compensation and other incentives that are provided.

67. In each of the above four areas opportunities exist to strengthen the performance of most if not all of the 13 centers. It is to that end that this discussion is presented.