

CONSULTATIVE GROUP ON INTERNATIONAL AGRICULTURAL RESEARCH

SOME THOUGHTS TOWARD ENSURING THE SUCCESSFUL
PERFORMANCE OF BOARDS IN THE CGIAR SYSTEM

by

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RAISON D'ETRE

"In another context, I have said that the Boards are where the buck stops in our System, which means that the Boards - as far as the individual Centers are concerned - are the final authority.

But the System is in a real dilemma when a Board fails. What do we do, except to wring our hands and withhold our money, and that's not good enough because we are wedded to the substance of these institutions.

Therefore, I would like to say to the Chairmen of the Boards and the members of their Boards that, since you are the ultimate authority, the responsibility on you is considerable.

The responsibility on you is considerable because much of the Board is not nominated by anybody else, but by the Board members themselves. So for all practical purposes, you have self-perpetuating Boards. And if these self-perpetuating Boards don't rise up to the challenge [of their responsibility for our Centers], then clearly, either the concepts will have to change, or our System will be weakened very substantially."

Shahid Husain, CGIAR Chairman,
at International Centre's Week,
1986.

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1. INTRODUCTION

The core of the CGIAR is its set of International Agricultural Research Centres. Each of these Centres is autonomous; each is also a not-for-profit organization dependent for its budget upon the goodwill of the CGIAR and its donors. Responsibility for the overall management and performance of each Centre lies with its Board. Good performance by Centre Boards is thus crucial to the continued success of the CGIAR System.

How the Board of a CGIAR Centre might successfully meet its responsibilities while maintaining the delicate balance between managerial autonomy and financial dependency is the subject of this lucubration. The orientation is practical. The high ground of principle, philosophy and prose about Boards is already well taken by Lowell Hardin's paper "Roles, Relationships and Responsibilities of Trustees of International Agricultural Research Centers" which was approved by the CGIAR at its November 1984 meeting. Concern here is largely with the nitty-gritty of Board operation and ways of endeavouring to overcome the constraints that Boards face in their work. Mundane though it be, this is an important matter. The Centres and the System were created on the great humanitarian motive of overcoming hunger. Success in this can be achieved only if Boards operate successfully in the recognition that they bear a major responsibility to foster a System conceived as a practical way of giving meaning to the ideal of a hunger-free world. This motivation must be sustained; without it, the System could deteriorate to just another bureaucratic quagmire.

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Six provisos apply to the present paper. First, it assumes familiarity with the Hardin paper referred to above. Second, it generally makes no attempt to allow for the peculiarities that may apply to particular Centres. Third, it is written en famille from the perspective of Board operation as part of the CG family of Boards, Directors General and their staffs, TAC, the Secretariats and the Group. Fourth, although much that is said here is seemingly obvious, indeed mundane, experience indicates that such matters play a major but often overlooked role in the effectiveness of Board operation. Fifth, nothing suggested here should be seen as ultimate truth; the very progress generated by the Centres will necessitate constant re-thinking as to what Boards must do to keep the CG System lively, responsive, relevant and dynamic. Sixth, being one person's thoughts - and an Anglo-Saxon (with a touch of Irish Celt) at that - the paper is doubtless both somewhat idiosyncratic and biased to an Anglo-Saxon way of doing things.

Successful Board operation primarily depends on having competent members who recognize their responsibilities, are adequately informed, do their homework and work as a team under effective leadership to ensure that policies and procedures are in place to discharge Board responsibilities effectively. Conversely, to the extent that a Board faces internal constraints imposed by having incompetent, inappropriate, uninterested, uninformed, unavailable or disruptive members and lacks satisfactory leadership, it will fail in its responsibilities and ill serve its Director General, its Centre, the CG System, the donors, and the developing world. Too, a Board's effectiveness may not only suffer because of such internal constraints but also because of external constraints imposed by its Centre's By-laws and other aspects or elements of the CG System.

More discursively, let me now elaborate on this complicated mesh of factors that determines Board effectiveness - a mesh so interwoven that trying to put the discussion into some sort of order is like trying to do Rubik's cube in the dark. At any rate, the attempt is made under three major headings. Board responsibilities and accountability are first

considered (Section 2). Board membership needs and structure in order to meet these responsibilities are then explored (Section 3). Finally, the matter of a Board's functioning is taken up (Section 4).

2. BOARD RESPONSIBILITIES AND ACCOUNTABILITY

Basic to effective Board performance is an understanding by each and every Board member of both the general purpose of a Board and, second, of his or her general duties as a member. In these two aspects, the Board of a CGIAR Centre is no different from the Board of any autonomous not-for-profit organization.

Though well covered by Hardin (1984), the responsibilities and accountability of Board members are restated here since they are so important to successful Board performance. As well as making the present paper more self-contained, this restatement gives the opportunity to add a few things and also to rephrase Hardin somewhat more bluntly for the benefit of new members without Board experience who, initially, may be quite bewildered as to what it means to be a member. An appreciation of Board responsibilities and accountability is, of course, also essential to the specification of Board membership, structure and functioning.

2.1. Purpose of the Board

The general purpose of the Board is to ensure that:

- (i) The mandate of the Centre is feasible, pertinent and acceptable.*
- (ii) The Centre has objectives, programs and plans that are consistent with its mandate and with the goals and purposes of the CGIAR System of which it is a part.*
- (iii) The Centre is managed effectively by its Board-appointed Director General in harmony with the agreed objectives, programs and budgets, and in accordance with legal and regulatory requirements.*

- (iv) The future health of the Centre and of the CGIAR System of which it is a part is not jeopardized by exposing its financial resources, its staff or its credibility to imprudent risks.

2.2. Principal Duties of the Board

Consequent upon the above four aspects of a Board's purpose, the principal duties of a Board involve:

- (a) ongoing review of the appropriateness of the Centre's mandate;
- (b) definition of objectives and approval of plans aimed at meeting the mandate;
- (c) specification of policies to be followed by the Director General in pursuing the specified objectives;
- (d) appointment of the Director General;
- (e) approval of the Centre's broad organizational framework;
- (f) monitoring of the performance of the Director General;
- (g) monitoring of the achievement of the Centre's objectives;
- (h) dismissal of the Director General if his or her performance is inadequate;
- (i) ensurance of the Centre's cost effectiveness, financial integrity and accountability;
- (j) appointment of an external auditor and approval of an annual audit plan;
- (k) approval of an investment policy and the monitoring of its implementation;
- (l) overseeing of major borrowing, major expansion including the acquisition of major equipment and facilities, and the disposal of major assets;
- (m) determination of priorities relating to major elements within and between the Centre's programs;
- (n) approval of the Centre's Program and Budget;
- (o) approval of personnel policies including scales of salaries and benefits;
- (p) determination of the terms of employment of the Director General;

- (q) *ensurance of compliance with relevant legal and regulatory requirements;*
- (r) *approval of the Centre's Annual Report;*
- (s) *ensurance that Board members have no conflict of interest;*
- (t) *ensurance that the Centre behaves in accordance with System-wide policies laid down by the CGIAR;*
- (u) *ensurance that due consideration is given to the recommendations and suggestions made by CGIAR-approved reviews pertinent to the Centre's operation and activities;*
- (v) *as occasion demands, representing the Centre and, when need be, serving as a bridge between the Centre and the rest of the CGIAR System; and*
- (w) *monitoring and evaluation of the performance of Board members and the identification, selection and induction of new Board members.*

The above duties involve four matters of implementation (viz., appointment of a Director General, appointment of an external auditor, appointment of Board members and representation of the Centre). These are complemented by a variety of duties involving elements of formulation, approval, review and monitoring. Overall, the most important decision a Board may face is the choice of a Director General. Success in this, by virtue of the advice and guidance a good Director General can provide, will ensure the basis for carrying out all other responsibilities of the Board. Beyond the appointment of its Director General, perhaps the Board's most important duties - at least in a formal sense - are approval of the Centre's Program and Budget and appointment of the external auditor. This is not, however, to decry the importance of the Board's other responsibilities. Successful Board operation implies that all the listed duties must be well met.

As suggested by Selcuk Ozgediz (Committee of Board Chairpersons, 1986), duties of the Board can be summarized by saying that the Board: (i) has responsibility for policy formulation and overseeing of its implementation by the Board-appointed Director General; and (ii) should practise self-management.

It is not the function of the Board to manage the Centre. That is the job of the Director General. In doing so, he or she will have management functions aimed at ensuring the implementation of Board policy through mechanisms and procedures encompassing the functional areas of:

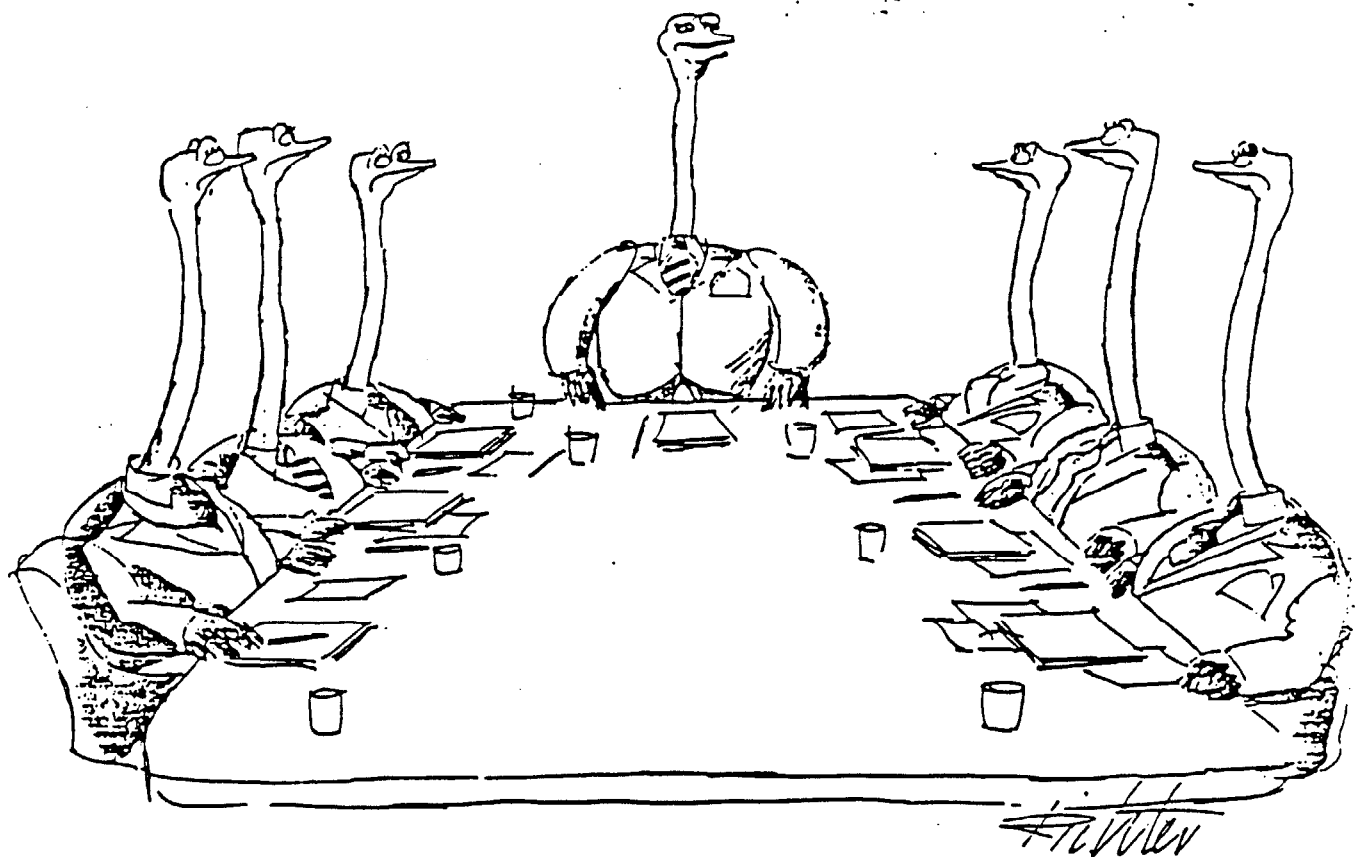
- (a) human resource management (salary and benefits, performance, contracts, etc. of professional and support staff).
- (b) financial management (financial planning and budgeting, resource allocation, monitoring and auditing, etc.).
- (c) information management (communications, computer services, library, etc.).
- (d) administration (operational procedures, physical plant, stores, etc.).
- (e) external relations (with host-governments, client countries, other Centres, TAC, etc.).
- (f) program management (strategic planning, organizational structure and management of activities).

2.3. Members' Duties of Loyalty and Care

In ensuring that the Board achieves its purpose, members should be guided by a duty of loyalty and a duty of care. Under his or her duty of loyalty, the Board member as a trustee has a fiduciary duty to deal fairly, openly and in good faith with the Centre. Conflicts of interests must be avoided. Under his or her duty of care, the Board member is expected to exercise such care and skill as a person of ordinary prudence would exercise in dealing with his or her own property.

In performing his or her work as a Board member, it is generally accepted that the member can:

- (i) delegate his or her authority to subcommittees of the Board so long as he or she monitors the performance of such subcommittees.
- (ii) rely on information provided by others having relevant expertise.
- (iii) receive remuneration.



"The motion has been made and seconded that we stick our heads in the sand."

- (iv) avoid liability for simple negligence in the management of the organization as long as the negligence is not gross and the member acts with reasonable care.

2.4. Members' Legal Accountability and Liability

A Board member is legally accountable under the laws of the country in which the Centre is incorporated, taking account of special statutes that may relate to such incorporation. Insofar as these laws and statutes of incorporation vary between the CGIAR Centres, each Board might wisely ascertain the legal provisions that may apply to the liability of its members. Guideline standards relative to legal liability that typically apply to Board members of non-profit corporations such as the Centres are that:

- (1) since the Board is responsible for the corporation, members can be held liable for a breach of fiduciary care if they fail to attend meetings or to monitor the affairs of the organization.
- (2) Board members have a duty to ensure that the corporation keeps correct records adequate to its purpose.
- (3) business decisions made in good faith but which turn out poorly do not constitute grounds for personal liability.
- (4) Board members can be held personally liable when they vote for or assent to improper distribution of the corporation's assets or when they fail to dissent in writing when impropriety occurs.

There are three means by which Board members may be protected against the risk of legal liability. These are, first and most importantly, by the articulation of policies and procedures to ensure good performance; second, through indemnification by the corporation; and, third, by liability insurance.

So much for the general legal framework. In practice, legal liability of CGIAR Board members would seem to be either a non-issue or largely non-enforceable. It is likely to be a non-issue in that the

country of incorporation of a Centre may have little direct financial stake or legal interest in the financial performance of the Centre while, relative to research performance, judgement can never be clearcut. Non-enforceability will generally occur because the majority of Board members are typically not residents of the country of incorporation.

At the same time, poor performance by a Board or major troubles in a Centre can have significant repercussions on the standing of the Centre and on the goodwill of donors towards the Centre and the CGIAR System as a whole. For these reasons, it is very important that members should recognize their accountability and meet their responsibilities within the CGIAR System. In turn, by doing so, the Board and its members will play their part in ensuring that the System meets its goals.

2.5. Members' General Accountability

No Board member, in the performance of his or her duty as a Board member, should act as a representative of some third party. There are only two parties involved: the Board and the individual member. Each member qua member should act in his or her individual capacity. This view, it might be noted, is stronger than that expressed by Hardin (1984, p.7). He would allow ex officio members to serve as representatives.*

To put it colloquially, when they are acting as members of the Board, members should wear a Board hat and not the hat of some constituency or outside entity - be it a country, a region or a professional discipline - under whose nomination or because of which they may have come to be on the Board. In this sense, Centre Boards do not contain representatives and it

* Judged by comments received on the initial draft of this paper, this statement (and its following elaboration) excited the greatest interest. Some saw it as either plain wrong, ill-conceived, culturally biased or idiosyncratic; others as idealistic and impractical; and others as something that needed to be said and stressed even more. I have compromised by sticking to my opinion.

is misleading - despite common usage - to refer to them as containing representatives (even "host-country representatives") other than of the Board itself.

What members do is bring to the Board particular knowledge and perspectives which are seen as relevant to the Board by the constituency or outside entity from which their membership is derived. This constituency or outside entity should be seen as putting its faith in an individual capable of serving well as a Board member, not as a representative acting under instruction. Only in this way can the autonomy of the Board be preserved and artificial divisions be avoided.

All the above is clearcut with respect to at-large (i.e., non-regionally restricted and non-national) members and CG-nominee members. It may not be so with regionally restricted and, particularly, host-country members, especially if these members are designated in the By-laws as ex officio. It is doubtless true that host-country members are frequently regarded by their government as its representatives on the Board in the sense of being subject to government instructions in their Board work and, in the extreme, giving access to confidential Board material. This is particularly so if such members owe their presence to the host government. It is also true that such members have generally served their Boards very well and their status with government has been very important to the operation of their Centres. From the Board's perspective, however, while such members are expected to inform the Board of their government's views and concerns (this being a major reason they are on the Board), their membership qua member is as individuals, not as directed representatives. In this sense, their accountability is to the Board and themselves, just as is true for other members. This, of course, does not deny the fact that if their government is unhappy with their performance it may have the right to replace them. Tant pis.

Without being subject to instruction, all Board members should, however, see themselves as accountable to:

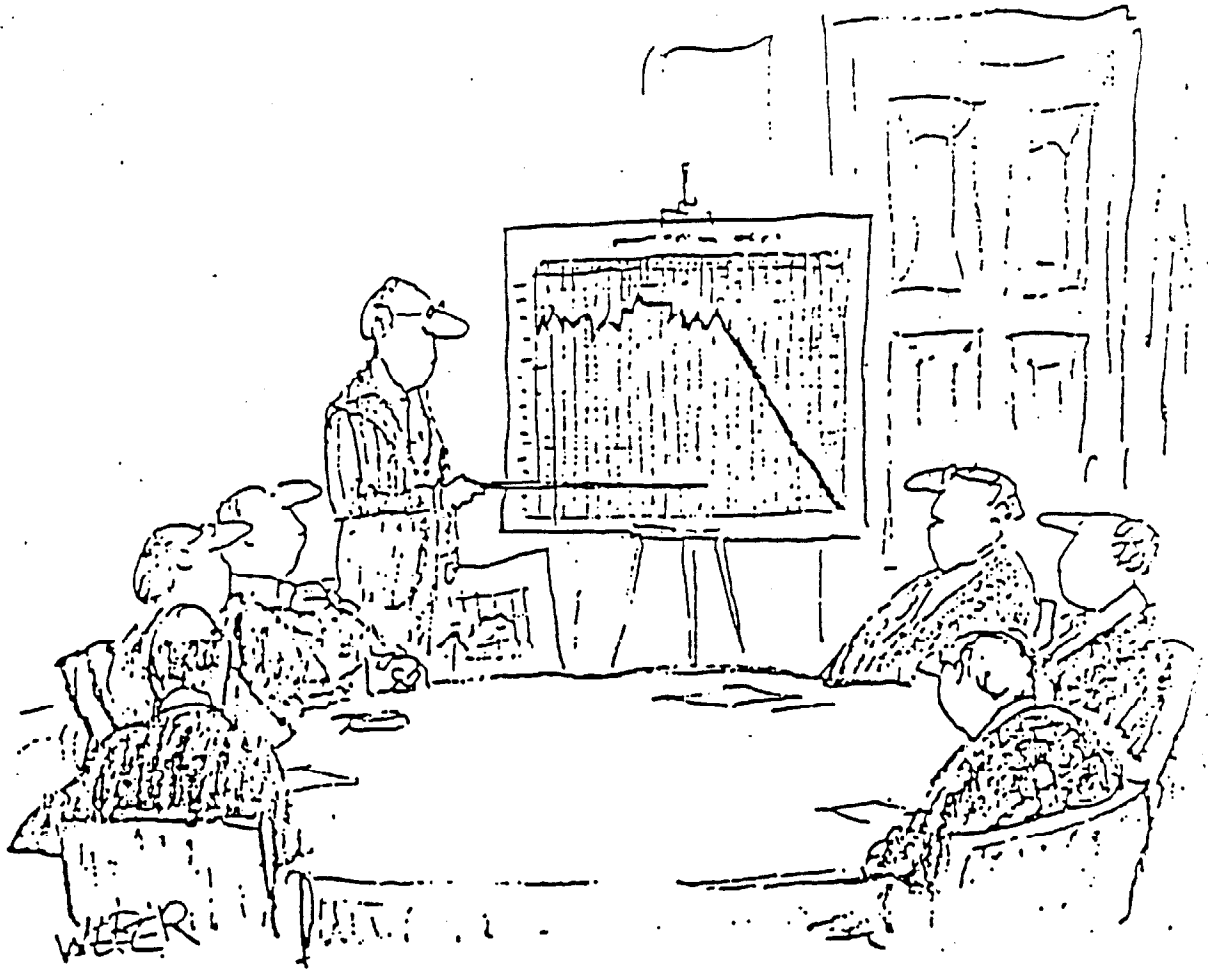
- (a) the Centre's beneficiaries.
- (b) the Centre's donors.
- (c) the Centre's Director General and staff.
- (d) the host country.
- (e) the CGIAR System (i.e., the Group, TAC and the Secretariats).
- (f) the public at large.

There will always be a degree of conflict between some of these dimensions of broad accountability. Board members must resolve such conflict according to their own judgement applied to the particular circumstances involved.

In sum, as Hardin (1984, p.8) puts it, *Board members "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."* Implicit in this is the responsibility for Boards to speak out on issues which they believe the System should address.*

* In a letter to me of May 1987, Bill Mashler has commented on this matter as follows:

"One issue to be considered is the leadership position of the Center in the System. This should be a joint responsibility of the Director General and of the Board. It has been my view for quite some time that the true leadership for research directions reposes in the Centers. I recognize that the TAC as well as others within the CGIAR system play an important role in charting the course which existing Centers, or others that might come into being, should follow. Yet, I cannot think of more involved and capable entities than the Centers themselves. They see the realities clearly because they are on the ground, work with these realities and see the changes which take place both because of their work and because of other factors brought about by time, people, nature, environment etc. I believe very strongly and deeply that Centers' Management and Boards must, if their accountability is to be more than just an empty phrase, come out whenever circumstances dictate and speak out frankly and freely about issues which the CGIAR and its Centers should address. This would involve such ticklish yet crucial issues as suggesting changes in mandate and changes in research directions."



*"Could you go over that once again, Ravi?
Just in case any of us don't understand it."*

2.6. Power of the Board

Such expectation of members' performance may also well be viewed in the general context of power in and around organizations, a fascinating and pertinent analysis of which (drawn to my attention by John Nickel) is given by Mintzberg (1983).* He distinguishes the "external and internal coalitions". The Board represents the formal power of the organization's external coalition while the chief executive officer (i.e., the Director General) represents the formal power of the internal coalition.

In this context, Boards might be of three basic types: those that exist primarily to exercise some kind of control over the organization; those that are designed primarily to serve the organization; and those that are merely a facade and exist only because of legal requirements. Mintzberg postulates that to the extent to which an organization is autonomous and relatively independent of its environment, it can perhaps afford the Board as a facade. But to the extent to which an organization is dependent on its environment, the composition of its Board must be designed accordingly. Obviously, on this analysis, CGIAR Boards cannot afford to be a facade - they are too dependent on the System and must be structured accordingly, as discussed in Section 3 below. Rather, CGIAR Boards best correspond to a mixture of Mintzberg's first two categories with a primary aim of serving the Centre and a secondary aim of exercising control.

* Mintzberg's view of Boards is but one of many to be found in the literature on corporate organization and management. Pertinent reference to some of these views is to be found in Selcuk Ozgediz's (1987) review of the lessons on CGIAR Board performance to be drawn from the first round of External Management Reviews. Drawing these together, he postulates a conceptual model involving organizational culture, governance and leadership, resource management, program management and output. No doubt because great minds think alike, none of his assessment appears to be in conflict with the present paper.

Mintzberg (1983, Ch. 6) argues that the Board exercises control over the organization: by selecting its chief executive officer; by exercising direct control during periods of crisis; and by reviewing managerial performance in the light of Board-established policy. Board review of performance takes place at three levels: legitimizing, auditing and directing. He states: "A board can temper the actions of management implicitly, much as bees in the vicinity temper the actions of someone picking flowers. As long as the directors [i.e., members of the board] or the bees are not disturbed, one [i.e., management] proceeds unimpeded. But upsetting them can have disastrous consequences" (Mintzberg, 1983, p. 76).

In discussing the real power of the Board, Mintzberg (1983, p. 76) returns to the bee analogy by stating: "... if the bee does indeed choose to attack, it gets to sting only once. And the same is true more or less for the board of directors." He contends (p. 78) that, because management is so much better informed than external Board members, "Board approval of management decisions and performance under normal circumstances tends to be a foregone conclusion". After reviewing a number of studies of many companies, he concludes (p. 78) that "when a board does indeed have control, its real power amounts to the capacity to dismiss and appoint the chief executive officer - and to the CEO's knowledge of that fact. That is all." He also suggests that this power cannot be used too often, since no organization can afford to have its chief executive officer dismissed frequently by a Board intent on consolidating its power base. When this does occur it is an opportunity for a general examination of the goals and policy of the organization by both the Board itself and, more critically, the external coalition. The Board is also seen as serving an important function as a sounding board for the chief executive officer who "occupies a lonesome post; from time to time he must resolve matters in which he needs counsel, yet may be reluctant to discuss these matters with subordinates" (Mintzberg, 1983, p. 85).

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Mintzberg postulates that the degree of influence of the external coalition (and thus the degree to which the Board serves that coalition or the organization) depends on whether the coalition is dominated by one party, divided, or passive (with "divided" defined as having a few actors and "passive" as many). In the case of the CG Centres, the divided definition seems to apply best, since the external coalition is made up of only the CGIAR, TAC, and the client countries.

One of the chief executive officer's most important responsibilities, and source of power, as argued by Mintzberg, is the system of ideology by which he or she infuses the organization with value, builds purpose, and thus transforms a neutral body into a committed polity. The organizational ideology generates an "esprit de corps", a "sense of mission". He states (p. 152) that "The roots of the ideology are planted when a group of individuals band together around a leader and work through a sense of mission to found an organization. The ideology then develops over time through the establishment of traditions. And finally, an existing ideology is reinforced through the identification of new members with the organization and its system of beliefs".

3. BOARD MEMBERSHIP

3.1. Structure by Field of Expertise

Board membership, within the constraints imposed by Centre By-laws, needs to be carefully structured in terms of expertise relative to science, financial management and business administration.

Every Board should have at least one or two members whose background is not primarily in the area of agriculture or science but is primarily in such areas as financial management and business administration. The benefit of such members lies in the business, financial and organizational perspectives they can bring to the Board's deliberations, thereby complementing the scientific and agricultural expertise of their fellow

members. If such members have an agricultural or science background as well, that is a bonus. Prime candidates would be successful executives from industry and commerce. Attracting such hardheaded captains of industry or commerce to serve as Board members may be difficult but, given the goodness of the cause and the challenges involved, might not be as difficult as folklore suggests. To date, it would seem, the need for such expertise has not been sufficiently recognized and not enough effort made to recruit such people.

The bulk of Board members, however, should have a background pertinent to the Centre's scientific program of research and training. These members should be of such standing within their disciplines or fields as to command the respect of the Centre's staff. Some of these "scientific members" should still be fully involved in research so that they bring to the Board the fire of an active research perspective. Others, through the natural process of job maturation that affects most successful scientists, will be organizational heavies who have moved from success in active research to a significant involvement in either research management and administration or the policy arena. Between them, these "scientific members" should, as far as numbers allow, encompass the spread of scientific disciplines or areas of agricultural expertise most important to the Centre's program of research and training.

3.2. Structure by Nationality and Region

Superimposed on considerations of structure by field of expertise, Boards should also be structured to give an appropriate mix of members by nationality and region. Given the large number of nationalities relevant to the CGIAR System and to any one Centre, unless specified otherwise by a Centre's By-laws, it would seem a sensible rule normally to have no more than one member from any particular country at any one time. Likewise, but again subject to the By-laws, spread of membership across relevant regions of the world (whether of donor or developing countries) should be sought before having multiple members from any one region.



"Great news, ladies and gentlemen. We've muddled through again."

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Judgements have to be made about the appropriate degree of balance between members from donor countries and regions vis-a-vis members from developing countries and regions relevant to the Centre's mandate. *Appropriate balance probably implies having at least half the members from donor countries.* This is for three reasons. First, it recognizes the role that donors play in financing the CG System. Second, at least in an indirect way, it gives the donors a measure of hands-on assurance as to the management of their investment in the System. Third, donor-country members, being actual givers, as it were, rather than potential receivers, are perhaps less likely to be influenced by their own national interests in their Board decision making. At the same time, *developing country members (including host-country members) have a legitimate and significant role to play in bringing their national and regional perspectives before the Board.* Without this contribution, the Board can hardly have an adequate understanding of agriculture in the cultural, socio-political and institutional environments to which the Centre's research and training are directed.

3.3. Structure by Experience, Age and Sex

It is also highly desirable that Board membership reflect a mix in terms of age, experience and knowledge of the CG system, and sex.

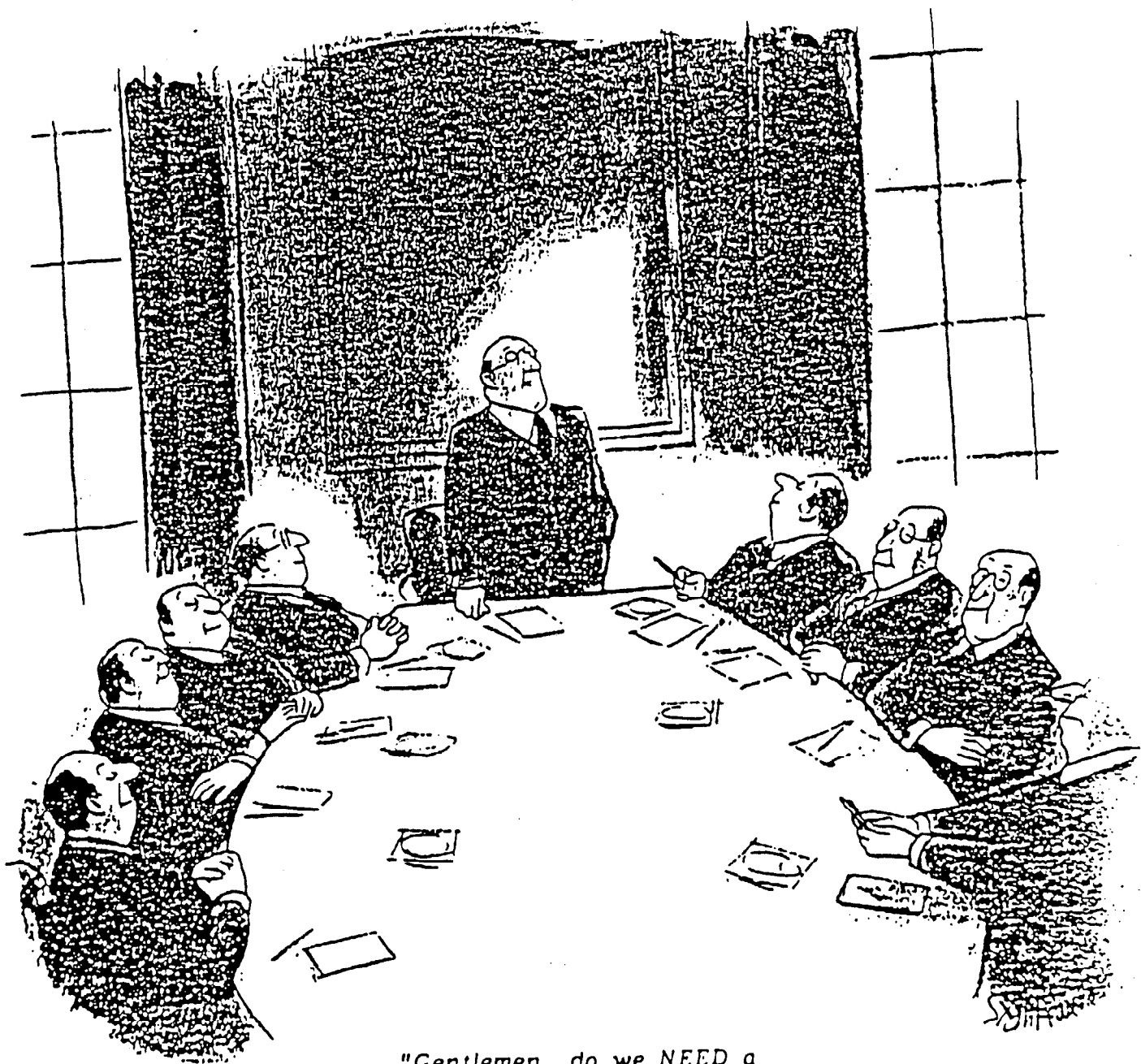
Given the uniqueness, peculiarity, complexity and potential fragility of the CG System, *it is very important that each Board contain at least two or three members who are extremely well experienced in the System.* Such seasoned (though not pickled) members can often guide the Board through their knowledge of how the System works and of its past failures and successes. An obvious source of such seasoned members is the pool of people who have completed successful service on the Board of another Centre and have participated effectively in external reviews or other System activities. Another potential source is the pool of ex-staff members (both scientific and administrative) of the Centres. Too, experience indicates that *a Board may often benefit from having one or two members who are concurrently members of other Boards.* The main

advantage of such overlapping membership lies in the information it may give the Board about how other Centres are handling particular current problems. As well, for Centres having cooperative activities or highly complementary mandates or overlapping regional mandates, a concurrent Board member can often facilitate awareness of the need for and the implementation of possibly desirable liaison, coordination or cooperation. A small degree of overlapping membership can also do much to enhance the unity of the System as a whole.

As well as two or three experienced veterans, each Board should also contain at least one or two novices to the CG System. This is necessary to bring in new blood to prevent inbreeding, combat excessive clubbiness and maintain vitality while at the same time ensuring the ongoing existence of a pool of younger to middle-aged people with Board experience who, having proved their merit, can be recycled for further use.

In terms of age per se, Boards should be cautious - for obvious reasons of efficiency and vitality - about the appointment of people who might be classed as elderly or, in colloquial terms, "over the hill". Suffice to note that many corporations set 70 as the upper age limit for appointment or reappointment to their Board.

Boards should also ensure that they are of mixed sex. This is not only necessary in terms of broad social thinking or of CGIAR wishes but also because there is often a need for both a male and a female perspective to be brought to bear in Board deliberations. Historically, though less so in the recent past, Boards have lacked female members. As of 1987, it is still true that there are disproportionately few female members. Due to social circumstances, to date it has been much easier to find suitable male members than female members. However, this is changing and the aim should be to have at least more than a token representation of females from both developing and donor countries. Without such representation, the role of women in development - whether as food producers and users or as scientists - will not receive the attention it deserves.



"Gentlemen, do we **NEED** a woman member?"

3.4. Structure over Time

The major constraint on Board structure over time is the CGIAR groundrule that at-large and CG-nominee (i.e., all except ex officio) members may serve no more than two consecutive terms of at most three years each during any one stint of membership on a particular Board. The normal pattern of Board tenure has thus become a first term of three years followed, assuming satisfactory performance, by a second term of three years (i.e., a $3 + 3 = 6$ years' tenure pattern). In practice, for the reasons noted later in this Section, membership beyond six years has and may sometimes occur but not as frequently as cases of less than six-year tenure.

In what follows, the existing tenure rule of $3 + 3 = 6$ years is accepted. Other possibilities (such as $2 + 2 + 2 = 6$, $2 + 4 = 6$, $2 + 4 + 2 = 8$ or $4 + 2 + 2 = 8$ years together with probation and quota constraints on length of service) have their attractions. They might be worth stronger consideration in the future. However, until Boards train themselves not to reappoint every first-term member, the current groundrule of two three-year terms would seem to be best - despite its disadvantages in some contexts as discussed below.

Achieving an appropriate membership mix in terms of discipline, nationality, region, age, experience and sex at any one point in time is difficult enough; to maintain an appropriate membership mix continuously over time is much more difficult. It can only properly be done by planning well in advance how vacancies are to be filled. This has several implications which are discussed below using (except where greater precision is necessary) a broad categorization of members as either "at large", "CG nominee" or "ex officio". The term "ex officio" is used to denote members who are either specified ex officio in the By-laws or are specified in the By-laws as being designated, nominated or appointed by some outside entity other than the CGIAR. Corresponding to this usage of ex officio, the term "at large" implies a member elected solely by choice of the Board regardless of whether or not this choice is constrained by a

By-law specification as to nationality or region. Note, however, that when necessary for discussion purposes and as apparent from the context, membership is sometimes discussed in terms of its narrower (but often overlapping) categorization into host-country, regionally-restricted, ex officio, CG-nominee and at-large members.

3.4.1. Membership Table

First, to plan its membership effectively the Board must have continuously at its disposal an up-to-date chronological table of its membership over, say, the previous ten years. This table should show each past and present Board member's name, type of membership, sex, nationality, region, field, date (i.e., not just year) of initial appointment, date of actual (or potential) reappointment to a second term if relevant and date of completion of membership, together with any special comment such as whether appointed as a novice, membership of other Boards, etc. Information on past members is necessary in order to achieve balance over time in the distribution of members across, in particular, countries and regions. It is also relevant to some of the other dimensions of structure discussed above. Most importantly, however, such a table gives a direct indication of when existing members' terms expire and whether or not they are eligible for reappointment to a second (final) term.

3.4.2. File of Potential Members

Second, planning for the filling of Board vacancies implies having ready access to a pool of potential members. To this end, each Board should maintain a file of curriculum vitae of 30 or so potential appointees. This file should be kept under constant review and regularly updated by means such as suggestions from past and present members, Centre staff, external review team members, and other pertinent sources. In particular, in developing the Board's own file, active and full use should be made of the file of potential and actual Board members maintained by the CGIAR Secretariat - indeed, if a name is suggested for

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the Board's own file and does not appear on the Secretariat's file. enquiry should be made as to why it does not appear on the latter. Historically, the Secretariat file has not been used by Boards as much as it should have. However, with ongoing development of its size, criteria for listing, indexing and accessibility in terms of specified characteristics (such as nationality, field, experience, sex, etc.), the CGIAR Secretariat's file should become the pre-eminent source of names for a Board's more detailed consideration in terms of each individual's qualifications, experience, reputation for integrity, linguistic ability, leadership potential and overall capacity to contribute positively to the effectiveness of the Board. *Crucial to this detailed consideration is the availability of an adequate curriculum vitae. The absence of a curriculum vitae must raise the question of how much can be known about the candidate during the selection process.*

3.4.3. Balanced Rotation

Third, adequate planning of Board structure over time implies ensuring a balanced rotation of membership. Given that at-large and CGIAR-nominee members are sufficiently effective to warrant their appointment to a second three-year term and are able to serve for the maximum of six years, the expectation would be for one sixth of the non-ex officio members to be replaced each year. Forward planning should be such as to achieve this as closely as possible with neither too few nor too many vacancies occurring at the same time. Otherwise, at some stage in its membership cycle, the Board will suffer from a degree of discontinuity and lack of experience and knowledge compared to that prevailing with a more even rotation of membership.

Assessment of the membership cycle and likely balance of replacement over time is best made with the help of a table showing the pattern of expected replacements of at-large and CGIAR-nominee members for the next six years, i.e., for at least one full cycle. With a line for each at-large and CG-nominee position, and a column for each of the next six years, the expected year of replacement or eligibility for reappointment

can be marked for each position. The number of expected replacements and possible reappointments in each year can then be totalled to show their pattern over the next full cycle. Similarly to the table of past and current membership discussed in Section 3.4.1, the table of expected replacements and reappointments should also be continuously updated.

Should the ascertained pattern of expected replacements not be adequately balanced - e.g., for a Board with 12 non-ex officio positions, a 2-2-2-2-2-2 pattern of replacements over six years would be ideal, 3-1-0-5-0-3 would be awful - steps must be taken to achieve better balance. Just what can be done will depend upon the degrees of freedom allowed by the By-laws of the Centre and possibly the goodwill of the CGIAR. Possible alternatives to be considered would be asking some members to resign before their term was up, not reappointing some eligible members for a second term, reappointing some eligible members for less than a full second term, filling vacancies due to death or resignation only for the remainder of the previous incumbent's term, appointing some normal replacements for less than a full term, delaying the filling of some vacancies, and extending the term of some members. If one or more of these mechanisms is not followed as a matter of routine, it is inevitable that over time the cumulative effect of resignations, deaths and non-reappointment of ineffective members will be such as to cause an imbalance in the pattern of membership rotation.

3.4.4. Future Leadership

A fourth and particularly important implication of effective planning of Board structure over time is that attention be paid to ensuring future leadership. *The filling of vacancies should be planned so that the Board will always have amongst its members a sufficient number who are recognized a priori by virtue of their successful performance in analogous roles as having the attributes (including time) needed to chair the Board itself and/or its committees. Again, in this regard, the CGIAR Secretariat's file of potential nominees as well as the informed advice of the Secretariat can be invaluable.*

3.4.5. Member Suitability

Fifth, planning for Board vacancies implies adequate time for search and selection. Too often in the past, vacancies have been filled by last-minute decisions without due consideration of all the dimensions involved. Far better - should a Board find itself tempted to make such a hasty decision - to delay filling the vacancy until a considered choice can be made.

Considered choice of members implies not only ensuring that the Board's structural needs in terms of expertise, nationality, age, sex, CG experience and leadership potential are met. It also implies that the following general criteria should be considered in the selection of members:

- (a) dedication to the overall objectives of the Centre and a sense of committed service to meeting these objectives.
- (b) a personal employment situation which makes it possible to meet the time demands of membership and implies no conflict of interest.
- (c) personal attributes (including language capability) which ensure the capacity to contribute effectively and not be a passenger.
- (d) capacity to facilitate and effectively represent the interests of the Centre, as need be, in donor and/or client countries.

3.4.6. Handling Vacancies

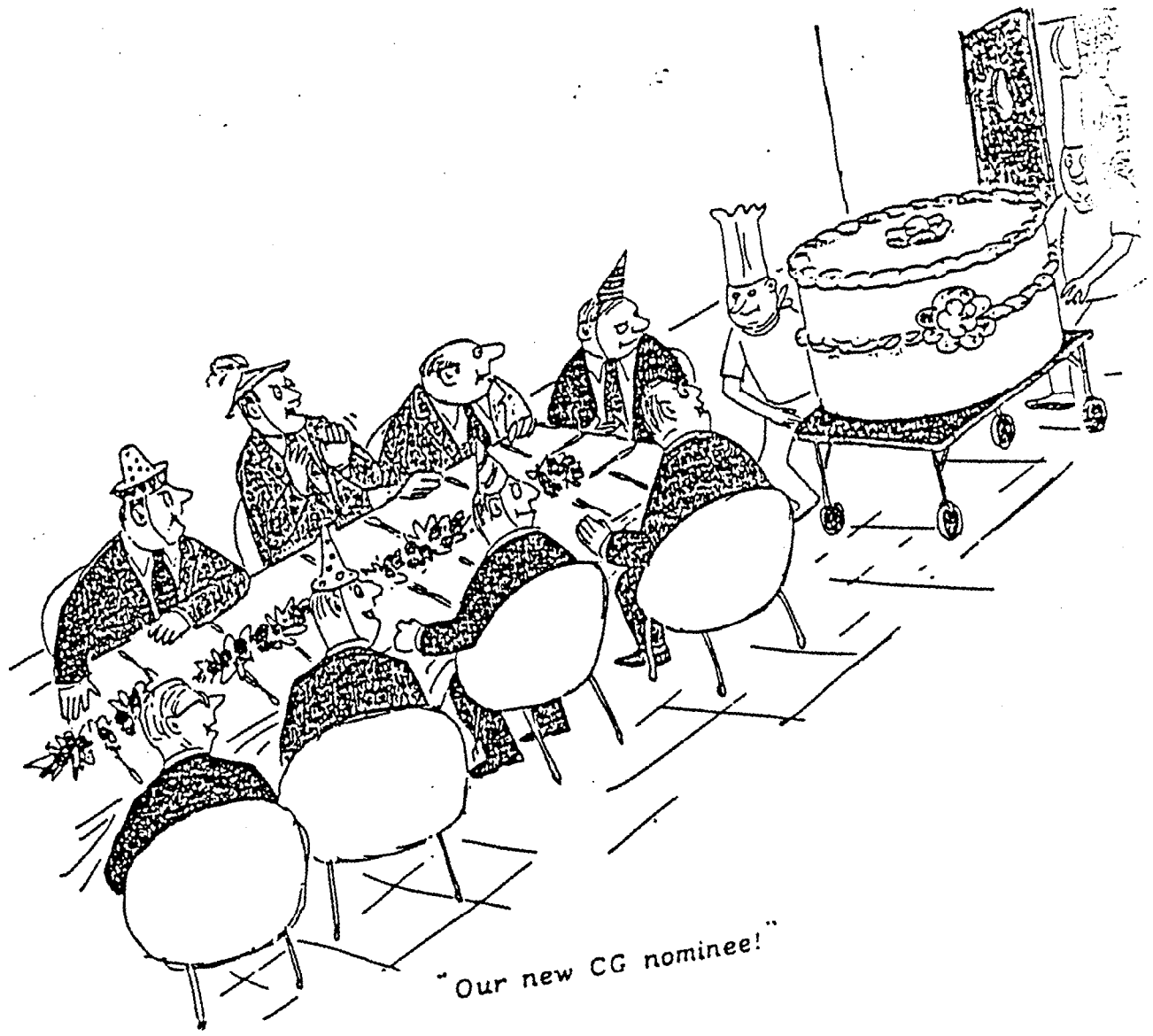
Non-ex officio Board vacancies are of four types: (1) potential vacancies related to the eligibility for reappointment of existing first-term members, whether members at large or CG nominees; (2) vacancies related to the retirement of at-large members who have completed their second term; (3) vacancies due to the retirement of CG nominees who have completed two terms; and (4) ad hoc vacancies arising from contingencies

such as, e.g., death or, less sadly, appointment to TAC. Adequate planning for the first three categories should generally ensure that the fourth category, i.e., ad hoc vacancies, can be handled expeditiously and effectively. What is needed is to have on hand a sufficient file of acceptable potential members covering the major dimensions of choice with, as need be, complementary use being made of information available from the CG Secretariat. The difficulty is in having adequate planning in train for the first three categories.

3.4.6.1. Reappointment of first-term members

Reappointment of a member eligible for a second term must be seen as a decision no less important than the appointment of a new Board member. It always implies giving up the opportunity of having a new member. The difficulty is that a decision on reappointment is generally a decision about someone who, over his or her first three-year term, has become a colleague and convivial companion if not a bosom pal. In consequence, non-reelection is usually a difficult thing for a Board to bring itself to do, particularly if the member has been a diligent attender. If non-reappointment (or a shortened second term) is predicated for reasons other than effectiveness (such as the need to better balance the pattern of replacements over time), these needs can be explained to the member involved without significant embarrassment.

The more difficult situation is when a member's lack of effectiveness dictates that he or she should not be reappointed. Such ineffectiveness may arise through non-attendance at Board meetings or, when in attendance, by lack of contribution due to language difficulties, acedia, poor preparation or sheer incompetence and, in extreme cases, by negative contribution through disruptiveness, erethism, excessive loquaciousness or the inability to view matters from a Board perspective. To mitigate the inevitable embarrassment involved in non-reappointment of such members, at least two things are necessary. First, the possibility of and the reasons for non-reappointment should be made perfectly clear to prospective



"Our new CG nominee!"

members before their initial appointment. In particular, the expectation of full attendance at meetings and adequate preparation for them should be stressed. Second, formal mechanisms should be in place to ensure that the process of monitoring members' performance and the decision about reappointment are as anonymous and impersonal as possible. As discussed in Section 3.4.7 below, this is one of many reasons dictating that the Board should have a Nominations Committee and that it be composed of experienced members.

A particular difficulty is that decisions on non-reappointment due to ineffectiveness have to be made on the evidence of only two to two-and-a-half years' membership. The temptation to proceed to reappointment is bound to be strong, particularly as it is often said (and is indeed to some extent true) that it takes a new member at least one or two Board meetings to find his or her feet; likewise, if the member has missed one or two meetings seemingly through no fault of his or her own. *The temptation to reappoint, however, should be avoided if there is any real doubt of a member's effective participation. The responsibilities of Boards are too serious for hardheadedness not to prevail.* Normally it should be possible to assess some six to twelve months before expiry of a member's first term whether reappointment is worth making. If the assessment is not to reappoint, then the process of proceeding to the appointment of a new member, whether at-large or CG-nominee, should be taken up. This is necessary on at least a contingency basis since the formal decision on non-reappointment will generally occur only at the Board meeting preceding expiry of the member's first term. Too, given adequate notice of the likelihood of non-reappointment, a member may opt to indicate that he or she is not available for reappointment.

3.4.6.2. Appointment of at-large members

The more normal type of replacement is that for at-large members who have completed two terms. Such replacements, except for untoward or atypical circumstances, are normally predictable three years in advance.

To give adequate time for search and selection, the replacement process should begin at least two years ahead of when the new at-large member would begin membership. Should difficulty occur in finding suitable candidates, or outside advice seem pertinent to assist in deciding on Board needs, assistance should be sought from the CGIAR Secretariat. Such assistance might be direct or via an acceptable third party found through the good offices of the Secretariat. Suffice to note that one characteristic of an effective Board is the ability to recognize when it needs help.

Ideally, the shortlisting, acquiescence, election and acceptance of the new member should be completed by or at the time of the penultimate (i.e., second) Board meeting before he or she commences duty. Thus, depending on the frequency of Board meetings, a proposed new at-large member would be a member-designate for some six months or so before taking up formal duty. This would often give the opportunity, if thought worth the cost (as might be the case with a novice to the CG System), of having the member-designate attend a Board meeting as an observer before he or she formally joins the Board.

3.4.6.3. Appointment of CG-nominee members

In their role as Board members, CG nominees are in no way different from at-large members. Their allegiance to the CGIAR is no more and no less than that of any other Board member. CG nominees differ only in that their process of initial appointment involves nomination and approval by the members of the CGIAR on the basis of Board advice on needed attributes, and in their process of reappointment to a second term which also involves CGIAR members' approval. Under current procedures, just as for at-large members, at least two years' lead time is essential for proper selection and confirmation of CG-nominee members.

Assuming Boards function effectively, there seems to be no reason why the approval of CGIAR members should be necessary for the reappointment or non-reappointment of CG nominees to a second term. The

Board itself can most properly make this judgement. Such procedure would also avoid the potential embarrassment of a Board sometimes having to confront CGIAR members with the information that it recommends non-reappointment (perhaps of a favoured son or daughter) and, worse still, of CGIAR members not accepting such a recommendation.

To date, the use of the CG-nominee process appears to have made little difference in terms of individuals appointed. Boards, when they wished, would seem to have been able to arrange CGIAR nomination and approval of the people they wanted. Though hardly meeting the spirit of having CG nominees, this has not necessarily always been a bad thing. Conversely, it would probably not be a bad thing and would likely be advantageous if CG nominees were more actively and forcefully selected by the CGIAR. For this to happen, some change in procedure would be needed. For example, in conjunction with CGIAR members and as a subset of its file of potential Board members, the CG Secretariat might develop and maintain a blue-chip list of 30 or so willing individuals regarded as tried and true from among whom the Boards (assuming no special circumstances) must choose their CG nominees. These might then constitute much of the veteran element on Boards. As Boards made their ongoing choices of CG nominees (totalling some ten or so per year) from this approved list, names would be deleted and new ones added. As well as ensuring its more active involvement, such a procedure would better accommodate the desire of the CGIAR to have some say in Board membership so that it is not wholly self-determined, while also better ensuring the quality of CG nominees. At the same time, Boards would maintain a degree of choice, though somewhat constrained, as to their CG-nominee members. Too, the replacement process for CG nominees would be speeded up - albeit by transferring its search element to the CGIAR Secretariat.

3.4.7. Nominations Committee

Finally but far from least, a sixth implication of adequate planning for Board membership is that the Board should have a Nominations Committee. The need for such a standing committee is evident from the

foregoing discussion of all the considerations pertinent to ensuring an appropriate Board structure across its members. Experience shows that such work is best done by a small rather than a large group. Too, just as importantly as considerations of work effectiveness, use of a smallish subcommittee is necessary because of the sensitive and confidential nature of many of the matters that have to be considered - in particular, the seeking of curriculum vitae (perhaps often best done via informal channels), discussions as to the suitability of potential new members and - as raised in Section 3.4.6.1 above - the possible reappointment of first-term members. Likewise, because of the sensitive and confidential nature of much of its business, the secretary of the Nominations Committee might best be the Secretary of the Board.

3.4.7.1. Terms of reference

The major terms of reference of the Nominations Committee should generally be for it to develop and bring to the Board recommendations on: (a) the nomination of new at-large members; (b) the reappointment of first-term at-large and CG-nominee members; (c) the desirable attributes of new CG-nominee members; (d) the nomination of Board Chairperson and Vice-Chairperson; and, possibly, (e) the nomination of chairpersons and/or members for the other standing committees of the Board. Both the latter, if a responsibility of the Nominations Committee, should be done in consultation with the Board's Chairperson. However, depending on tradition and desire, the prime responsibility for nominating or naming standing committee chairpersons and membership might well be left to the Board's Chairperson in consultation, if he or she wishes, with the chairperson of the Nominations Committee and other Board members.

Within its terms of reference and assisted by the Secretary to the Board, the Nominations Committee would also be responsible for all the backup work necessary to ensure effective Board structure over time. Among this work would be regular review and updating of the chronological

table of Board membership, of the table showing expected vacancies over the next membership cycle and, most importantly, of the file of curriculum vitae of potential new members.

3.4.7.2. Membership

Because its work is so obviously crucial to the Board's effectiveness, *the Nominations Committee should be composed of respected and well-experienced senior members of the Board.* Such composition will also help ensure that its recommendations are received seriously.

Naming of the membership of the Nominations Committee should rest with the Board Chairperson. In practical terms, because of the constraints on the Committee's membership outlined in the next paragraph, such naming probably has to be done annually. However, due to the nature of the Committee's work, so far as possible there should be a degree of continuity in its membership.

Supplemented by the usual power to coopt if necessary, three is probably the right number of members for the Nominations Committee. These members should not include any ex officio members of the Board - certainly not the Director General who in the context of the Nominations Committee should be seen as a servant of the Board, and - CG nominees excepted - preferably not other members whose nomination or appointment rests outside the Board because they are not elected members and do not necessarily have an ongoing personal involvement with the Board. Nor should the Nominations Committee include any at-large or CG-nominee members who, within the term of office of the current Committee, are to be considered for reappointment to a second term. Nor, given the workloads involved, should the Chairperson of the Nominations Committee be the Board Chairperson or chair another Board standing committee. Members of the Nominations Committee may, however, fruitfully belong to some other Board subcommittee (typically the Program or Audit Committee). Such involvement enables them to have a better assessment of the Board's functioning and membership needs.

3.4.7.3. Recommendations to Board

In recommending new at-large members to the Board, the Nominations Committee might preferably nominate two names for each vacancy so as to ensure a degree of overall Board participation in choice. In choosing these names, the Committee - through its chairperson - should check with the Director General as to how he or she sees the needs of the Board and also about possible incompatibilities so that old personality clashes do not resurface at the Board.

For the nomination of Board Chairperson and - if within its mandate - subcommittee chairpersons, the Nominations Committee must not only draw on its own wisdom but also ensure that each Board member's opinion is canvassed in private discussion. In particular, care must be taken to avoid any obvious clashes of personality between the proposed Chairperson, subcommittee chairpersons and the Director General.

The frequency of Nominations Committee recommendations to the Board should be at least annual and, as necessary, when ad hoc vacancies occur. One meeting of the Committee per year - held immediately before the Board's annual meeting - should be sufficient; between annual meetings, business can be conducted by correspondence at the initiative of the Committee's chairperson.

Whether a responsibility of the Board Chairperson or of the Nominations Committee, nomination of standing committee memberships and chairpersons (excluding some Executive Committee positions which may be specified under the By-laws) should be on an annual basis so as to ensure desirable rotation. The term of the Board Chairperson, however, is a matter of broader import and significance with a variety of nuances.

3.4.8. Chairperson's Term

The Chairperson's competence is crucial to the effectiveness of the Board. Ipsa facto, having found a good Chairperson, the Board would wish

to stick with him or her as long as possible. Likewise, if a Chairperson proves inadequate to the task, an effective Board would wish him or her to be speedily replaced. At the same time, for reasons of getting to know the job and wanting to have an impact, potential Chairpersons may not be interested if their term is to be for only one year. The obvious compromise is that the Board should appoint a new Chairperson for one year in the first instance on the understanding that if the assessment of performance is favourable, the term would be extended on a one- or two-year basis depending on the person's remaining tenure.

Unless there were special circumstances, it is most likely that a Board member would not be appointed to the position of Chairperson during his or her first term on the Board. Given this, and recognizing the need for a good Chairperson to hold the reins as long as possible, the ideal time for a new Chairperson to be initially elected is when he or she is just starting a second term. This would give the possibility of three years in the job - long enough to come to grips with the position and have an impact, yet short enough to enable reasonable rotation of the chair. Compared to a shorter time, three years is also to be preferred for a good Chairperson because it can help to mitigate the disadvantage a Chairperson (and indeed the Board as a whole) inevitably suffers - despite the best of will - by not being in office as long as the Director General. A minimum of three years would also be advantageous relative to the operation of the Committee of Board Chairpersons. To date, due to rapid rotation of the Board Chairs, this committee has suffered from a lack of sufficient continuity in its membership.

Good planning would also dictate that the choice of incoming Chairperson be decided a year ahead of his or her taking office so as to allow a measure of induction to the role. With the Board working well, this selection as Chairperson-designate might best occur at the start of his or her third year on the Board.

3.4.9. Lack of a Potential Chairperson

Though it should not happen with an effective Nominations Committee, a Board may perforce find itself with no suitable member for the role of Chairperson. Notwithstanding that it has doubtless happened in the past, compromise on a doubtful possibility should never be the answer. It is simply a fact that a good Board member is not necessarily a good Chairperson, and likewise a fact that the role of Chairperson is too important to be filled with a gamble. Two possibilities suggest themselves. All, it is hoped, entail sufficient discomfiture for the Board and its Nominations Committee to ensure adequate planning for Board leadership!

First, if the outgoing Chairperson is suitable, his or her term might be extended for a year or two as a deliberate exception to the rule of a maximum of six years' continuous Board tenure. This would give breathing space for an existing or new member to be groomed for the position. Such an approach, however, would need certain safeguards to protect the Board and the System from longevity developing into either senility or autocracy. Perhaps a suitable safeguard would be the need for approval by the Chairman of the Group on a case-by-case basis.

Second, lacking a suitable potential Chairperson, a Board might decide - rather than compromising on a candidate - to bring in an appropriate person as a new member to fill the chair. This would have to be someone of stature experienced in the System who had successfully served in an analogous role and was still up to the job. Some such persons would likely be found on the blue-chip list of people available as CG nominees that, as suggested in Section 3.4.6.3 above, might be maintained by the CGIAR Secretariat.

Implicit in the above paragraphs is the fact that, to date, some Boards have paid too little attention to ensuring that they are effectively chaired. Some Boards or Nominations Committees have not met

their planning responsibility as well as they should have. From reports of corridor discussion at International Centres' Week 1986, it is apparent that some members of the CGIAR are beginning to wonder if the process for choosing a Chairperson is adequate - particularly in comparison, for example, to the process of appointing a Director General (which itself would likely be improved by having one or two wise men from outside, well versed in the CGIAR and clearly disinterested parties, on the search committee). The clear message, bluntly stated, is that *Boards must pay better attention to the appointment of their chairs*. One way of ensuring this would be for Boards to introduce some form of additional control/approval into the chair selection/appointment process. For example, the Nominations Committee might be required to explain and justify its recommendation to the Board; or consultation might be required with the Chairman of the Group (via the CGIAR Secretariat) before formal appointment is made; or it might be mandatory for a blue chipper (a la Section 3.4.6.3) to attend (at Centre expense!) when the Nominations Committee is selecting a new Chairperson; or some combination of such measures. If some such steps are not taken, present autonomy of choice is bound to be eroded by the introduction of some more drastic form of external involvement or control. In particular, pressure for such a change will be generated if External Management Reviews find it necessary to report adversely on Board performance. Let's hope not.

3.5. External Constraints on Membership

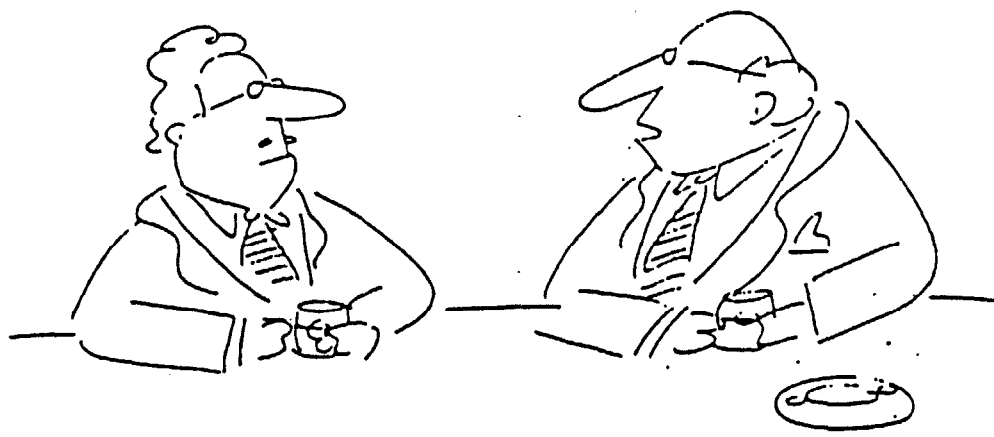
All the matters so far discussed in relation to Board membership and its structure over time are difficult enough for the Board as a whole and the Nominations Committee in particular. There are, however, two other tricky matters of an external nature that may constrain a Board's ability to ensure an appropriate membership structure. One of these is the wish of some donors to control which of their nationals may be appointed to particular Boards. The other is the constraint on membership structure imposed by a Centre's By-laws.

3.5.1. Donor Pressure

Those donor agencies which attempt to heavily influence and, in some cases, control nomination of their nationals to Boards doubtless do so on the basis of what they perceive as sound reasoning. The selected national is chosen as the country's top expert in a specialized field important to the Centre to which it is planned he or she be appointed. Furthermore, having the blessing of the donor agency, the particular national is seen as providing a two-way benefit between the donor and the Centre. Such a donor perspective, however, may be quite out of line with a Board's needs. The Board may already have sufficient expertise of the type proposed; its needs may be quite different. Or it may be that another national, not sponsored by the donor, may be far more attractive to the Board for reasons of leadership or experience quite unrelated to the person's professional area. The problem is further compounded by some donors who presume and act as if they have perpetual rights to a Board seat. Difficult though it be, a Board must resist such pressures, not least by being able to show through the work of its Nominations Committee that a well-argued plan of equitable and apposite membership rotation is being followed over time.

The bottom line in meeting donor pressure must be that the Board should never elect a member merely on grounds of nationality without regard to qualifications and appropriateness in terms of Board needs. This same rule should apply - to face another fact of life - when a Board uses prospective membership as part of the process of courting donors.

Of course, as long as donor pressure or control is not involved, there is nothing wrong and it may be very advantageous for a Board to have at least one member who has a strong donor affiliation. As well as other attributes, such a member can bring a donor perspective to Board deliberations.



U/C-Ton

*"I've supervised. I've managed. I've directed. I've presided.
I've chaired. What else is there?"*

3.5.2. Centre By-laws

The By-laws of each Centre specify the composition of its Board in terms of the number of - to use the simplest categorization - at-large, CG-nominee and ex officio members, or - to use a more complete but not necessarily mutually exclusive categorization - host-country, regionally restricted, at-large, CG-nominee and ex officio members. In their Board specifications the By-laws differ quite a bit across the Centres. To give but one example, the specification of total Board size currently varies from 10 to 18 members.

In terms of Board structure, the problem of the By-laws is that at best (through size and other restrictive specifications) they inevitably constrain the Board in its freedom of membership choice while at worst (through ex officio or other analogous specifications) they may land the Board with ineffective members who constrain its performance. This is not to say that the initial reasoning behind By-law specifications was wrong - though some lessons might be drawn from experience to date.

One particular problem arises because, in contrast to developing country members, the employers of developed country members often make allowance for Board activities. In consequence, the burden of work tends to fall on such developed country members.

As well as the constraint they impose on the Board's freedom of choice, a difficulty that may occur with members who are appointed on a regionally-restricted or national basis is that, particularly under the catalytic influence of like members from other countries in the region, they may pursue their national interests at the expense of Board interests. Stated another way, not all regional nationals may be as dispassionate as would be hoped in matters affecting the disposition of Centre resources. The same problem may also occur with host-country nominees who may, at worst, tend to see the Centre as a substitute for rather than complementary to national research. However, all Centres probably have to defer at least to some extent to the wishes of their host

government. To not do so could lead to strained or even hostile relations which a Centre could ill afford. Another problem that may occur with host-country (particularly ex officio) nominees is that, due to frequency of turnover, they may never be on the Board for long enough to contribute significantly to the Board's decision making. This, however, is a problem with which a Board probably just has to live.

Various approaches might be considered in attempting to overcome the constraint imposed by its By-laws on a Board's membership. One approach, of course, would be to alter the relevant By-laws. Whether or not to attempt this, however, would need prior assessment. For some Centres, it would not be a step to be taken lightly since, as well as legal implications, it may have political repercussions - for example, the host Government may take the opportunity to review and change the By-laws in their entirety. Far better if the problem can be ameliorated if not solved by educating members to their role and responsibility as Board members, not least in contrast to being undesired "national representatives". Too, should the By-law constraint lead to a Board at some time lacking desired expertise, use might be made of observer or consultant status to provide the desired input to relevant Board subcommittees or to the Board itself. Likewise, the mechanism of observer status might be used, if necessary, to accommodate the need for a presence at the Board of a nominee from a host country other than the country specified in the By-laws.

4. FUNCTIONING OF THE BOARD

Having an appropriate mix of competent members who accept their responsibilities is a necessary but not sufficient condition for having an effective Board. *To be effective, a Board must both organize and behave itself so as to ensure that it functions successfully. Important elements in this functioning are:*

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- (1) the use of appropriate subcommittees to share the Board's workload;
 - (2) the appointment of competent people to the offices of the Board;
 - (3) the maintenance of good working relations with the Director General;
 - (4) the maintenance of good external relations;
 - (5) the effective induction of new members;
 - (6) the effective conduct of Board meetings in appropriate locations at no more nor less than sufficient frequency;
 - (7) the fruitful participation of observers at Board meetings.
 - (8) the adequate availability of pertinent information to the Board; and
 - (9) the availability to the Board of sufficient staff and financial resources.

4.1. Subcommittees of the Board

To make sure sufficient attention is given to the various elements of its responsibility and to share the workload, a Centre Board should have at least four standing committees. These are a Nominations Committee, a Program Committee, an Audit Committee and an Executive Committee. To ensure sufficient review of their performance and adequate rotation of membership, each of these standing committees should be elected annually.

Because of particular need, some Boards may have one or two standing committees in addition to the above four essential ones. Thus, with a large Board of 15 or more members, there might be justification to have two program-oriented standing committees; for example, one with a focus to research and one with a focus to outreach and training. Care should be taken, however, not to have too many standing committees relative to the size of the Board and the need for their adequate servicing. Conversely, Boards should resist the temptation to have too few standing committees. One extreme would be to have all business done by the Board as a whole. This would give no gains from specialization and division of work. Another extreme would be to have a single subcommittee handling executive, finance, audit and nomination responsibilities. This would risk the

concentration of power in the hands of a select few. Worse still, both such extremes may lead to conflict of interest or other impediments to good decision making in the areas of nomination and audit.

The Board's Chairperson should be an ex officio member of all its subcommittees and, to enable their proper participation in the bread-and-butter business of the Board, each other Board member should at least belong to some standing committee other than the Nominations or the Executive Committee.

In order to handle particular needs arising from time to time which require specific expertise or attention, the Board may also make use of ad hoc subcommittees. These will usually be appointed by the Board for a specific one-off task and will generally not involve the Nominations Committee.

All subcommittees of the Board should have formal written terms of reference approved and periodically reviewed by the Board. These statements should be included in the Board's Handbook as discussed in Section 4.8.1 below.

In their functioning, all Board subcommittees should have the power to coopt as need be. Too, as should also apply to the Board as a whole, subcommittees should (with due regard to the costs involved and subject to the approval of the Board) make use of the services of honorary members, advisers or consultants. From time to time such people may be needed to ensure adequate expertise or liaison with relevant outside bodies. Thus the Nominations Committee might seek advice on Board membership needs, the Program Committee on particular research or training matters, and the Audit Committee on particular accounting or legal matters. The same applies to ad hoc subcommittees - for example, the Search Committee for a new Director General might well contain one or two experienced outsiders of high repute. As also applies in the case of the Board as a whole, the use of honorary members, advisers or consultants by subcommittees should be made, to the greatest extent possible, in consultation with the

Director General. Neither the Board nor its subcommittees should run wild and barge in, as it were, from above. This applies particularly to the use of consultants and the commissioning of reviews. Such services would generally best be arranged as a Management-executed input to the Board rather than by the Board itself.

Again, just as for meetings of the Board as a whole, as far as possible members of subcommittees should not participate in - indeed, should absent themselves from - the discussion of matters in which their participation would or could involve a conflict between their own personal interest and that of the Board. Sometimes, of course, this is not possible - notably, for example, in the determination of Board honoraria. In such cases the Board must practise self-regulation by ensuring the reasonableness of its decisions.

4.1.1. Nominations Committee

Because of its direct relevance to Board membership and structure, the Nominations Committee has already been discussed in Section 3.4.7. Suffice to repeat here that its role is crucial to the effectiveness of the Board. Accordingly, *the Nominations Committee must be composed of experienced and respected senior members of the Board who have a capacity for hardheadedness.*

4.1.2. Program Committee

Because of the magnitude of its task, the Program Committee will usually be the largest subcommittee of the Board. Its role is to advise the Board on all aspects of the Centre's research and training programs insofar as those aspects are relevant to the formulation of policies and plans and the monitoring of performance and impact.

As noted in Section 4.1 above, if a Board is large enough, it might advantageously have two program-oriented standing committees; one for research, the other for technology transfer via training and outreach; or,

alternatively, one mainly concerned with internal/domestic affairs of a program nature, the other with external matters such as policies oriented to the promotion and monitoring (but not the management) of interaction between the Centre and its national-program partners. If there were two program-oriented subcommittees, it is to be expected they would sometimes need to hold joint meetings.

In what follows, only a single program-oriented standing committee is assumed. With two such committees, the discussion would need appropriate adjustment.

4.1.2.1. Terms of reference

The major terms of reference of the Program Committee will typically encompass: mandate suitability; the relevance, quality and appropriateness of all the Centre's research and training activities; scientific linkages with other relevant institutions including those of the CGIAR; relations with client countries; and impact of the Centre's work. Agendas for meetings of the Committee should be set by its chairperson in consultation with the Board Chairperson, the Director General and, as need be, members of the Committee.

A good example of Program Committee terms of reference is given by those for CIAT (1986, pp.90-92) reproduced in Appendix 1. As exemplified there, *the Program Committee should also have well-defined operational procedures relating to how it gains its knowledge (which may be through participation in the Centre's Internal Program Review, field visits, staff presentations and discussions, or a mixture of these) and to how it reports to the Board. The Committee's report to the Board is particularly important in that it should inform the Board on program suitability, development, performance and impact; make suggestions and recommendations for the consideration of Management; and put before the Board specific recommendations of a policy nature on which decisions are required in relation to program matters. To do this properly it is essential that there be a process of dialogue and interchange of ideas*

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with Management and scientific staff. This interaction should proceed on a basis of mutual respect. Members of the Program Committee should also recognize the importance of their report to Management and scientific staff. Praise is taken as heavenly and criticism, even of the gentlest kind, hellishly.

4.1.2.2. Membership

Because it is dealing with the Centre's scientists and their work, the essential features of Program Committee membership are, first, that it should encompass the necessary range of expertise (if necessary by the use of some honorary members or, as need be, consultants) and, second, that its members be of such status as to have the professional respect of scientific staff. Because of his or her role as the Board's chief executive officer, the Director General should not be a member of the Program Committee but, except for in-camera sessions, should have a standing invitation to attend its meetings. Relatedly, the Director General - as chief executive officer - should facilitate the interaction between the Committee and Program Leaders and their teams.

Writing of the Program Committee's report to the Board should be done by members of the Committee as designated by its chairperson (who, of course, may do the job personally). To have a member of the Centre's Management or staff do this work would be inappropriate given the Committee's terms of reference. Nor, in a formal sense, does the Committee need a secretary - as far as logistical services are needed, these can be provided via the Secretary to the Board. As for any Board subcommittee, the chairperson should be competent qua chair. He or she should also possess such scientific status, experience and commonsense as to have the respect of the Committee's members, of the Management and, particularly, of scientific staff.

4.1.2.3. Obtaining information.

The Program Committee can only do its work if it has adequate information. One way of obtaining this is by participation in the Centre's Internal Program Review. This has pros and cons, however, as the presence of the Committee may prevent the Review from achieving its purpose of critical interplay between the scientific staff. Since this is a Management area, the decision on Program Committee participation should be left to the Director General. Perhaps just new members of the Board might attend as part of their induction.

Documentation and presentations from the research and training programs must be a major means of the Program Committee gaining necessary information. In particular, documentation should be available in good time - the watchwords should be not "thick and late" but "thin and early". Too, the efficiency of the Committee's work will generally be enhanced by allocating particular areas of research and training to each of its members in accordance with their expertise and Committee needs.

The Program Committee will also obtain information through informal contact with scientific staff - indeed, staff will often wish to have professional advice from relevant members of the Committee. Such informal contacts can be very fruitful to the Program Committee but, as discussed in Section 4.3.3 below, members should always be cognizant of their Board role vis-a-vis that of the Director General, the Director of Research and Program Leaders.

Within the bound of reasonable cost, members of the Program Committee should also obtain information by visits to field activities, not just those near headquarters but also those further afield. To this end, over a period of years, the Committee should endeavour to structure a program of visits to all the Centre's major field activities so as to obtain on-the-spot appreciation of them - a side benefit to which is the boost given to staff by the Board's interest. Such wider ranging field visits might be conducted before the annual meeting of the Board or, if judged

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necessary, during the year. Of course, it should not be necessary for all members of the Program Committee to make all field trips. That could be too expensive in terms of both money and staff time. Some field visits, for example, might best be made by the Committee's chairperson accompanied by the Chairperson of the Board and perhaps the Vice-Chairperson.

4.1.2.4. Frequency of meetings

The Program Committee must meet at least annually to report to the Board. Depending on the size and stage of development of the Centre's various programs, additional meetings may sometimes be necessary, perhaps in conjunction with a field visit away from headquarters. Only under very special circumstances should it be necessary for the Program Committee to meet more than twice in a year.

4.1.3. Audit Committee

The function of an Audit Committee is quite different from that of a Finance Committee. The two do not fit together particularly well in that, while the Director General should actively participate in finance deliberations, he or she should not be a member of the Audit Committee. Auditing is concerned with monitoring compliance with controls. Necessarily it uses information covering past and present performance. In contrast, finance activities are forward looking in terms of budgets, financial planning and funding prospects - responsibility for which might best lie with the Board's Executive Committee rather than a separate Finance Committee.

4.1.3.1. Terms of reference

The essence of the Audit Committee's terms of reference is that it should advise the Board on whether or not the integrity of the Centre is being maintained or is somehow impaired. This integrity has two dimensions: (1) a financial one relating to the adequacy of, and compliance with, financial controls and the truthful reporting of

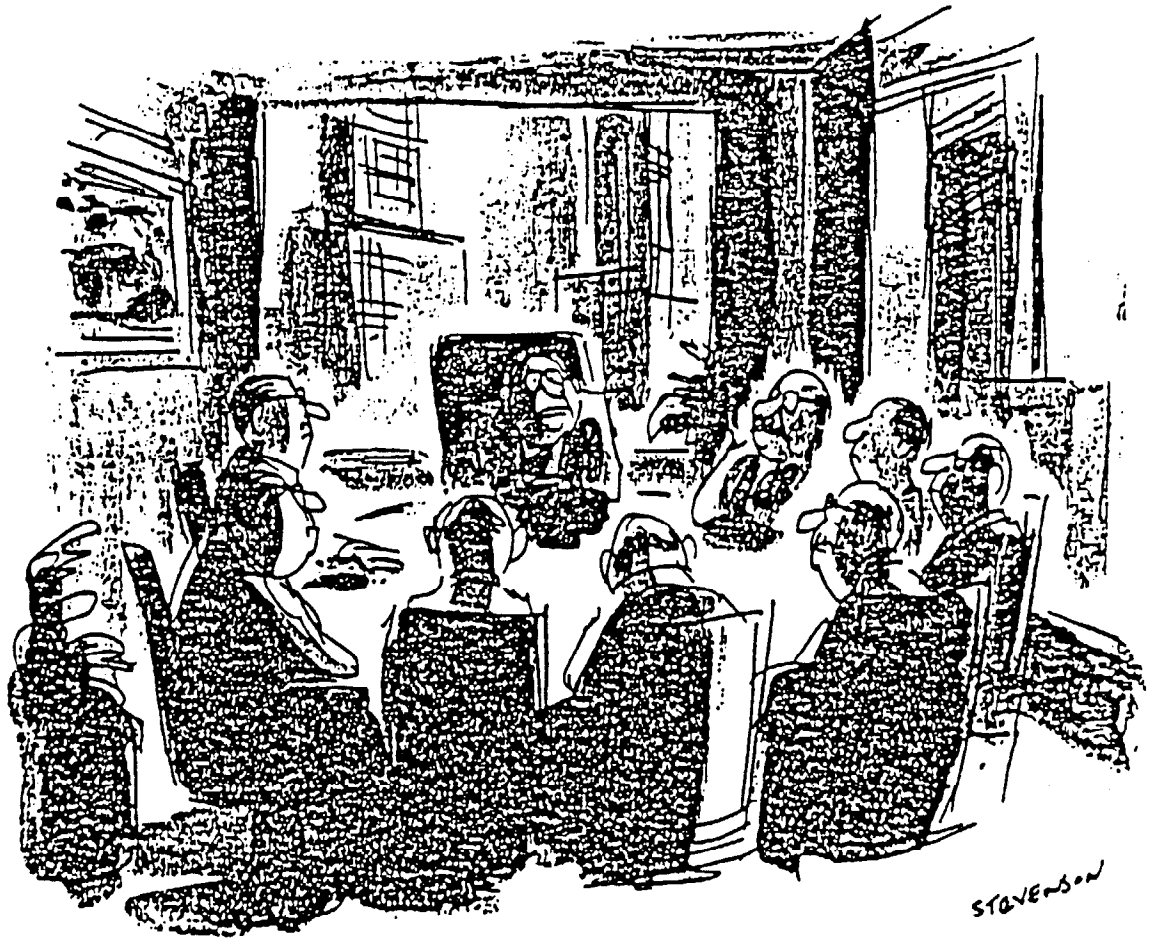
financial results; (2) an operational one relating to the efficiency of operations and procedures, and the monitoring of compliance with management policies.

The establishment and monitoring of the efficacy of internal controls, whether in the financial area or the operational area, is a responsibility of a corporation's management. For this reason management invariably makes use of an external financial audit service, often supplemented by an internal financial audit unit (which, under the logic of ensuring integrity, should report direct to the chief executive officer). More frequently over recent years, with the aim of ensuring cost effectiveness, corporation management has also made use of operational audit services.

Because of their fiduciary responsibility, corporation boards are also vitally concerned with the efficacy of internal controls and the integrity of the corporation. For this reason, corporation boards generally have an Audit Committee which, increasingly, has not just a financial audit orientation but also an operational audit interest.

Across the CGIAR Boards, the Audit Committee situation, as at mid-1987, is quite mixed. Some Boards do and some don't. Some give financial audit responsibility to a Finance Committee or their Executive Committee where, under the pressure of other business, there must be significant risk of not doing the job properly - not to mention the fact that the Director General is often a member of these subcommittees. *Few Boards, it seems, have yet come to grips with operational auditing.* The potential benefit of operational auditing is the enhancement of cost effectiveness. The danger is the introduction of bureaucratic attitudes with process taking precedence over performance.

A good example of detailed terms of reference for a financially-oriented Audit Committee are those for CIAT reproduced in Appendix 2. These come from the CIAT Board of Trustees Handbook (CIAT, 1986, pp. 93-94). Maybe the next edition of this will show an extension



"Here's the story, gentlemen. Sometime last night, an eleven-year-old kid in Akron, Ohio, got into our computer and transferred all our assets to a bank in Zurich."

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of the Audit Committee's responsibilities to a judicious degree of operational auditing!

4.1.3.2. Membership

Three or at most four would seem about the right number of members for the Audit Committee. These members should bridge the management/financial and scientific disciplines and, of course, should include at least one or two of the Board's experts in financial management and business administration. The Director General should not be a member of the Audit Committee - just as in the context of the Nominations and Program Committees, for Audit Committee purposes he or she is a servant of the Board. Too, just as for other Board subcommittees and the Board itself, the chairperson should be purposefully chosen in terms of his or her capacity to do the job well.

4.1.3.3. Functioning

The functions of the Audit Committee are well spelt out in the example of Appendix 2. Particularly important, in terms of the Board's formal responsibility, are the Committee's private discussions (i) with the external auditor and (ii) with the internal auditor. Specific questions that should be posed in private discussion with the external auditor are: Were any limitations placed on the scope of the audit? Were there any particular conditions which led to a change in the scope of the audit? Were any conflicts of interest found? Are there any major legal contingencies? Are there any financial problems or reporting questions of which the Audit Committee should be aware?

Just as for the Program Committee, the Audit Committee's report to the Board should be written either by the chairperson of the Committee or by members of the Committee as designated by its chairperson. Given the Committee's terms of reference, it would be inappropriate for its report to be written by a member of the Centre's Management or staff, or by the external auditor. Insofar as the Committee needs logistical services,

these can be provided via the Secretary to the Board and, as appropriate, the Centre's chief financial/administrative officer(s). Relative to the Committee's information needs, major liaison will necessarily be with the Director General and his or her chief financial/administrative officer(s).

Because of the possibly sensitive nature of its findings, it would seem wise for the report of the Audit Committee to come to the Board via the Executive Committee.

Meetings of the Audit Committee should be held annually immediately before the Board's annual meeting and should be so scheduled as to have available the audited financial statements for the preceding financial year. Only under very special circumstances should it be necessary for the Committee to meet more than once in a year.

4.1.4. Executive Committee

Every Board must have an Executive Committee and every Executive Committee must take care that it does not usurp the rights of its Board.

4.1.4.1. Terms of reference

Three major responsibilities or roles should lie with the Executive Committee: (1) to act, as empowered by the Board, on behalf of the Board as need arises between full meetings of the Board; (2) to handle, with the Board's acquiescence, sensitive matters that are best kept within a smaller rather than a larger group; (3) to act as a finance subcommittee of the Board. The Executive Committee should not play the role of an audit subcommittee, nor that of a nominations subcommittee. An example of Executive Committee terms of reference, again from CIAT (1986, p. 89), is given in Appendix 3.

In acting on behalf of the full Board, the Executive Committee must report promptly (via minutes of its meetings) to all members of the Board and seek ratification of its actions or recommendations at the next

meeting of the Board. In contrast to business corporations, in the not-for-profit research context of CGIAR Centres, efficiency dictates that the Executive Committee encompass the role of finance subcommittee in monitoring income and expenditure, and in recommending annual budget proposals to the Board. Relative to sensitive issues handled by the Executive Committee, it should act as a filter to the Board using judgement as to how much information it is essential for the Board to have. This is, of course, a difficult judgement contingent upon the Board's goodwill. Conversely, at all times, the Executive Committee must take care that it does not exceed its authority and act as a rump of the Board. Board members should be on their guard against this possibility. They should never regard the recommendations of the Executive Committee as sacrosanct - that way lies the rubber-stamp label. At the same time, the Executive Committee can act as a sounding board for the Chairperson and the Director General.

4.1.4.2. Membership

Unless otherwise constrained by the Centre's By-laws, the Executive Committee should be chaired by the Board's Chairperson and have as members the chairpersons of the Program, Audit and Nominations Committees, the Board Vice-Chairperson and the Director General. If the Board is large enough, the Committee might also include another member of the Board. The Chairperson needs to be a member as part of his or her overall responsibility; the Vice-Chairperson so as to be informed in case he or she has to act as Chairperson; the Director General because of his or her role as chief executive; and Committee chairpersons in order to bring the perspective of their Committees to the deliberations and also to ensure inter-Committee liaison. If feasible, a non-officer member of the Board should be included to help allay the possible suspicion of an elite establishment rump. As need be, the Executive Committee should coopt other members of the Board. Its secretary should be the Board's Secretary.

4.1.4.3. Functioning

The Executive Committee should meet immediately before Board meetings to handle financial and other pressing matters for which recommendations to the Board are needed. To enable Board business to be expedited, the Committee should have at least two and perhaps three meetings per year, thereby possibly saving the cost of a full Board meeting. Business so handled, however, must be with the approval and subsequent ratification of the Board. Too, for the benefit of its members and of field staff, mid-term meetings of the Executive Committee might sometimes profitably be held away from headquarters. Members should also keep their bags packed in case an emergency situation dictates that a special meeting is needed.

To meet their ongoing responsibility to monitor the Centre's financial situation, each member of the Executive Committee should receive at least quarterly a statement summarizing the Centre's financial situation. This should be prepared by the Centre's chief financial officer in a standard format, not as a major exercise with fine detail, but with sufficient information for the Committee to shut the stable door if the horse looks like bolting. The cautionary rider (sic!) to this is that the Executive Committee must take care to restrict its role to monitoring. It should not seek understanding to such degree that it gets involved in management with consequent misunderstandings and frustration all round.

4.1.5. Ad Hoc Subcommittees

As noted in Section 4.1 above, from time to time the Board may expeditiously make use of ad hoc subcommittees to handle important matters of a one-off or transitory nature.

4.1.5.1. Search Committee for a Director General

A prime example of an ad hoc subcommittee is the Search Committee for a new Director General, the choice of whom - as many have said - is the

one big decision a Board may have to make. Obviously, this Search Committee must be chosen with great care. It should be chaired by the Board's Chairperson and include two or three of the Board's wisest and most experienced members, and might fruitfully be complemented by one or two disinterested outsiders with like attributes. Its search should lead to a shortlist of two or three for final choice by the Board. Procedure to be followed by the Search Committee should be established beforehand and be of obvious integrity. Guides to possible processes of search and selection are available from the records held by the CGIAR Secretariat of how it has been done in the past. Indeed, a Board facing a search for a new Director General would be well advised to invite the CG Secretariat officer responsible for Board liaison to meet with it to advise on possible procedures in the light of past experience.

4.2. Officers of the Board

The Board's officers consist of the Chairperson, the Vice-Chairperson, the chairpersons of its standing committees, its Director General as chief executive officer, and the Secretary to the Board. Pro tem, there will also be the chairpersons of any ad hoc subcommittees.

4.2.1. Chairperson of the Board

The Chairperson presides at all meetings of the Board and supervises all matters with which the Board is concerned. He or she is responsible for providing leadership to the Board in determining the policies under which its Director General will operate the Centre.

The role of the Chairperson relates to both internal matters involving the Board and the Centre and external matters lying beyond the Centre. Major internal matters involve: (1) liaison with Management to ensure Board appreciation of Management perspectives and needs; (2) liaison with Management to facilitate implementation of Board decisions; (3) working with Board-subcommittee chairpersons and the

Director General to decide on the frequency of meetings and to think through and prepare agendas for the meetings of the Board and its subcommittees; and (4) ensuring that the Board's workload is kept manageable and is distributed among its members so as to make the best use of their talents and limited time. The Chairperson also serves Board needs in such ways as: keeping members abreast of deliberations of the CGIAR, the work of the CG Secretariat and of TAC; issuing invitations to new Board members and being responsible for their orientation; having private chats with members on their performance; and, as occasion might warrant, conducting exit interviews with departing members. It is not a part of the Chairperson's role to become involved in the actual management of the Centre. That is the Director General's job.

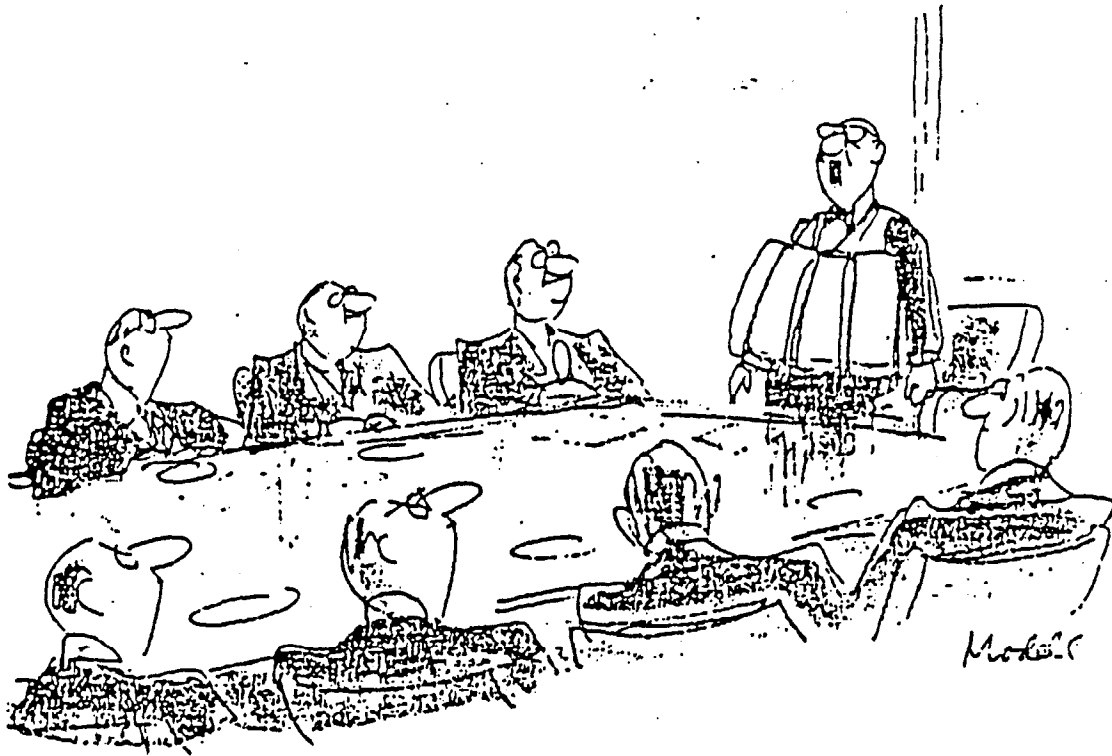
For external matters, the Chairperson may represent the Centre as appropriate but, unless of a routine nature, this should be done only on the basis of prior consultation with the Director General. Participation in CGIAR meetings is an important responsibility, with the Chairperson joining the Director General in representing the Centre. The Chairperson should also participate in meetings of the Committee of Board Chairpersons and is expected to assist the Director General in developing and maintaining good relations with donors, the CGIAR, TAC and the Secretariats. Participation of the Chairperson in external activities should be aimed at ensuring continuing donor confidence and interest, and at facilitating communication and understanding among all elements of the CGIAR System (Hardin, 1984, p.16).

4.2.1.1. Attributes

Leadership has various styles. Nonetheless, the Chairperson needs certain attributes if he or she is successfully to lead the Board. Obviously important attributes that the Chairperson must have are:

- (1) the respect of members by virtue of qualifications, experience, commonsense and personal integrity;

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*"Gentlemen, I'm afraid I have some rather
unfortunate news about our Centre."*

- (ii) the ability to run multinational meetings effectively with the engendering of a Board approach rather than a representative one by members, and with adequate discussion opportunity for all members and observers;
- (iii) the diplomacy and presence, as need be, to handle internal and external matters effectively;
- (iv) an appreciation of the Board's role vis-a-vis that of the Director General and that of other elements of the CGIAR System;
- (v) a personality and style compatible with that of the Director General (who should be canvassed in this regard by the Nominations Committee);
- (vi) the capacity, as need be, to stay cool and to stand up to the Director General; and
- (vii) the capacity, if need be, to act pro tem as Director General.

4.2.1.2. Tenure

The Chairperson's term of office was discussed in Section 3.4.8 where it was argued that he or she might best be initially appointed to the chair at the start of his or her second term. Assuming careful choice by the Board, this would virtually guarantee a total of three years in office (one year initially, followed by a further two years) and give a three-year rotation of the chair. A possible implication of this strategy, if followed, is that the Chairperson would not have had the experience of chairing a standing committee of the Board. If so, this reinforces the argument that the Chairperson must be a person of considerable successful experience before election to the Board. Conversely, as a corollary of such a strategy, standing committee chairpersons may never succeed to the Board chair since they are unlikely to become an officer of the Board in their first term.

An alternative to the above would be to always give the Chairperson a two-year term. However, this would barely give sufficient tenure for the Chairperson to learn the ropes and have an impact unless, of course, he or she had sufficient time left on the Board to serve two two-year terms. If

not, such an approach would also have the disadvantage of implying a new Chairperson every two years which, nonetheless, would be distinctly better than frequently having a Chairperson in office for only a one-year term.

4.2.1.3. Availability

Depending on the size and complexity of the Centre, *time demands on the Chairperson may be of the order of 30 to 60 days in an ordinary year (more than this would suggest he or she is interfering with Management) and some 30 per cent more in an external review year. Boards must be sure that a proposed Chairperson can clear the necessary time. If need be, the Board should be prepared to pay the release time costs in order to get the right person. This may be necessary, for example, if the proposed Chairperson is self-employed. Far better to provide such reimbursement than to adopt the second- or third-best solution of giving the Board chair to a less-suited person who has time to spare and/or an employer willing to bear the cost. This problem, of course, also occurs in terms of recruitment to the Board and helps explain the preponderance of academics (particularly ex-Deans) on the CG Secretariat's file of potential Board members. Suffice to note in passing that, while an ex-Dean may have had wide experience in research administration, he or she may have had little experience with corporate planning, auditing, cost effectiveness, staff policies, relevance of programs to mandates, etc. To put it rhetorically, do Boards contain too many people who do not have the time for the job or do they contain those who do have the time but (Tossell excepted) don't have the relevant management expertise?*

4.2.1.4. Effectiveness

As well as the preceding considerations, there are others that impinge on the Chairperson's effectiveness. He or she should be provided with necessary support in terms of secretarial assistance and linkage to CGNET. Compatibility and good working relations with the Director General are of obvious importance and, for the benefit of both, should be approached with good will by both.



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The Chairperson's effectiveness can also be greatly enhanced by a degree of prior induction and orientation. This is probably best done by naming him or her as Chairperson-designate a year ahead and providing opportunities to learn the ropes through attendance at International Centres' Week, discussions with the CGIAR Secretariat's management, finance and Board specialists, attendance as an observer at a meeting of the Committee of Board Chairpersons, etc. The Chairperson-designate mechanism would also allow the person to arrange adjustments in his or her time schedule so as to meet Board and CGIAR needs. Most importantly, it would provide the impetus for both him or her and the Director General to get to know one another better with a view to ensuring the effectiveness of their future working relationship.

The Board, of course, and also the CGIAR System, has a significant stake in the effectiveness of the Chairperson. For this reason, *the Board must monitor his or her performance and be hardheaded enough to replace the Chairperson if he or she is not effective. To this end the Board should, in his or her absence but with the Director General present, review the Chairperson's performance each year. (Likewise, there should be an analogous review of the Director General's performance each year.)*

4.2.2. Vice-Chairperson of the Board

The Vice-Chairperson should be a senior Board member who is qualified to assume full chair responsibilities when required. For this reason, the position should in no sense be regarded as a sinecure, nor as a position which must be occupied by a host-government nominee. He or she should maintain continuing liaison with the Chairperson to ensure smooth functioning of the Board.

4.2.3. Standing Committee Chairpersons

Just as the Board needs an effective Chairperson, so too do its standing committees. For the Executive Committee this need should be satisfied by having the Board Chairperson as its chair. This leaves the

Audit, Program and Nominations Committees. Of these, the Nominations Committee has particular importance in determining the sustained effectiveness of the Board. Special care should therefore apply to the selection of its Chairperson. In no sense should this position (or membership of the Committee) be used merely to give somebody a job who would not otherwise have a significant role. Indeed, in assessing the Board's membership resource in terms of capacity to chair and lead, after the question of leadership of the Board itself, priority should be given to leadership of the Nominations Committee. From this it follows that one possibility to be considered would be for the Board's Vice-Chairperson also to chair the Nominations Committee. For the Audit and Program Committees, relevant professional background and capacity to lead are both important considerations in the choice of a chairperson. This, however, should be no problem as long as the Board has adequately planned its membership to ensure needed strengths.

As well as leading their subcommittees effectively, the chairpersons of the Audit and Program Committees are responsible for the interaction between their Committees and Centre Management and staff. This interaction should be managed rather than unmanaged and should always be arranged in consultation with the Director General or his nominees. The Audit and Program Committees' chairpersons must take care that neither their Committees nor individual members run wild.

4.2.4. Secretary to the Board

Each CCIAR Board should have a designated Secretary so as to ensure compliance with the requirement to keep adequate records. To ensure objectivity, the Secretary should not be a member of the Board but should be a member of the Centre's Management team. This helps to ensure that he or she is knowledgeable, competent and able to facilitate the Board's activities. A workable procedure would be for the Secretary to be appointed by the Board for renewable two-year terms, the recommendation for appointment or renewal coming to the Board from the Director General in consultation with the Chairperson.

It is the Secretary's responsibility to maintain the full set of official documents pertaining to the Board, including the official records of Board and Executive Committee meetings. Other elements of the Secretary's job are to serve as secretary at Board and Executive Committee meetings; in coordination with the Chairperson and the Director General, to notify Board members of the meetings of the Board and its committees; to coordinate the preparation and distribution of Board meeting papers and other relevant documentation; to maintain the Centre's Board Handbook; and to assist the officers and members of the Board in logistical arrangements. The scope of these duties obviously indicates that the Secretary must be a person of calm and competence who has the confidence of the Chairperson and the Director General. Too, he or she must have the ability to serve both the Board (as Secretary) and the Director General (as a staff member) without getting the two roles mixed in undesired ways.

As suggested in Section 3.4.7, the Secretary to the Board might also best serve as secretary to the Nominations Committee. In particular, this implies maintaining the files of the Nominations Committee and necessary liaison with the CGIAR Secretariat in the CG-nominee process. In this capacity he or she should also assist the CG Secretariat in the development and maintenance of its file of current and potential Board members.

4.2.5. Chief Executive Officer

The Director General is appointed by the Board as its chief executive officer with the responsibility to operate the Centre in accordance with policies determined by the Board. Choice of its chief executive officer is the most important decision a Board ever makes. As discussed in Section 4.1.5.1 above, this selection must be made very carefully.

Being both a full member (ex officio) of the Board and its chief servant, the Director General - unless constrained - could sometimes face what might (it is hoped) be described as benign conflicts of interest.

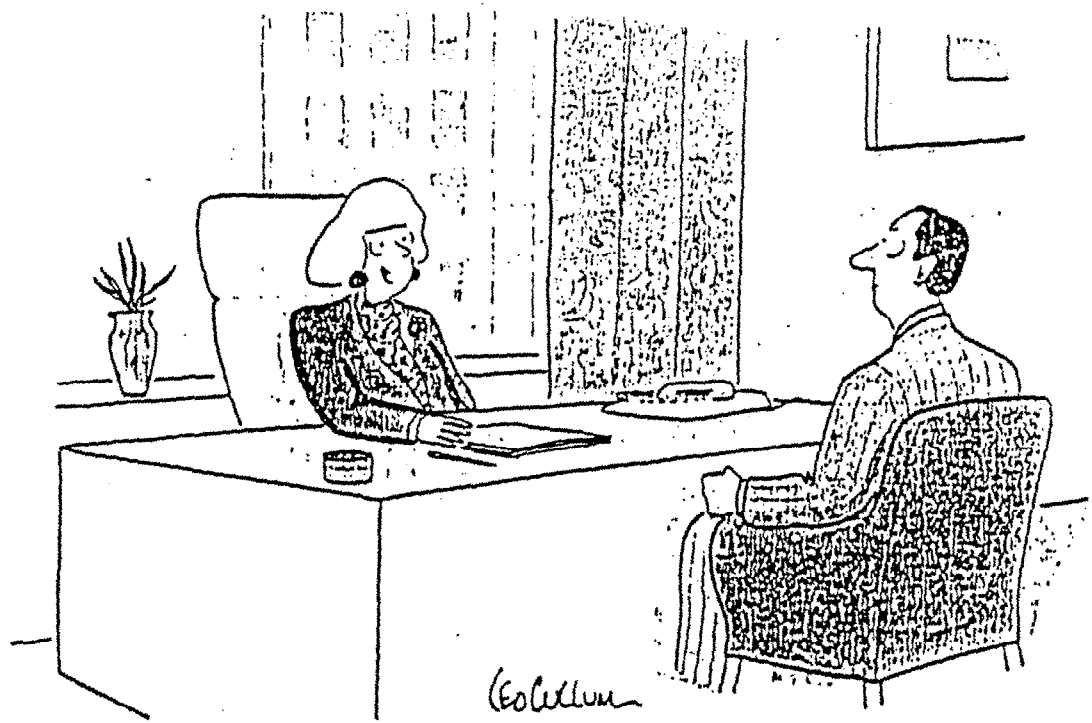
For this reason, as previously noted, it is inappropriate for the Director General to be a member of the Board's Audit, Program or Nominations Committees. Less clearcut is the question of whether the Director General should vote in Board elections. Perhaps a reasonable working rule would be for him or her to abstain unless the good of the Centre is perceived to demand otherwise. It is, however, a matter on which opinions differ. Technically, of course, as a full member of the Board, he or she is legitimately entitled to vote.

Because of the crucial importance of his or her role in managing the Centre, the Director General's performance should be reviewed annually by the Board but not in his or her presence. Since not even a Director General (or a Chairperson) can be perfect, this annual review will need to be followed up by a tete-a-tete between the Chairperson and the Director General to relay necessary messages - positive and negative - coming from the Board's appraisal of performance. The Director General will also receive somewhat less direct signals via the Board's annual decision on his or her salary for the coming year.

Circumstance may occasionally necessitate that there be an Acting Director General. If so, this appointment should be confirmed by the Board and the appointee recognized as having full responsibility and ex officio membership of the Board pro tem.

4.2.5.1. Tenure

The Director General should be appointed for an initial term of, say, six to eight years subject to satisfactory performance and open to renewal for further specified terms if mutually agreeable. This is preferable to appointment of the Director General for an indefinite term because it gives the Board additional flexibility.



"We can still be friends, Gus. I just don't want you to be my deputy anymore."

4.3. Board-Centre Relations

As outlined in Section 2.1 above, the Board as a whole and its individual members as trustees are in a position of responsibility and trust relative to the Centre. This fact should guide the Board and its individual members in all their relations with the Centre. As well, *precise guidance on Board-Centre relations should be made available to Board members by including in the Centre's Board Handbook a clear statement of the responsibilities of each of the Board's officers and standing committees, as well as of the Board as a whole.* This can do much to help avoid misunderstandings. To the same end, Board meetings should occasionally include a discussion of the Board's role and how it might best interface with Management and staff.

4.3.1. Relations with the Director General

Respect for each other's roles and mutual trust should be the basis of relations between the Board and its Director General. From the Board's side, this implies above all that the Board should take meticulous care not to interfere in management. That is the Director General's role. It also implies that the Board should give serious consideration (but not act as a rubber-stamp) to the views and advice of its Director General. He or she knows the Centre and its current circumstances far more intimately than the Board; in a sense, he or she lives with it while the Board just flies in and out now and again. Likewise, the Board must take most seriously its responsibility for the establishment of Board-approved policies, strategies and program budget under which the Director General is to manage the Centre. Except on purpose, the Board should not be indecisive.

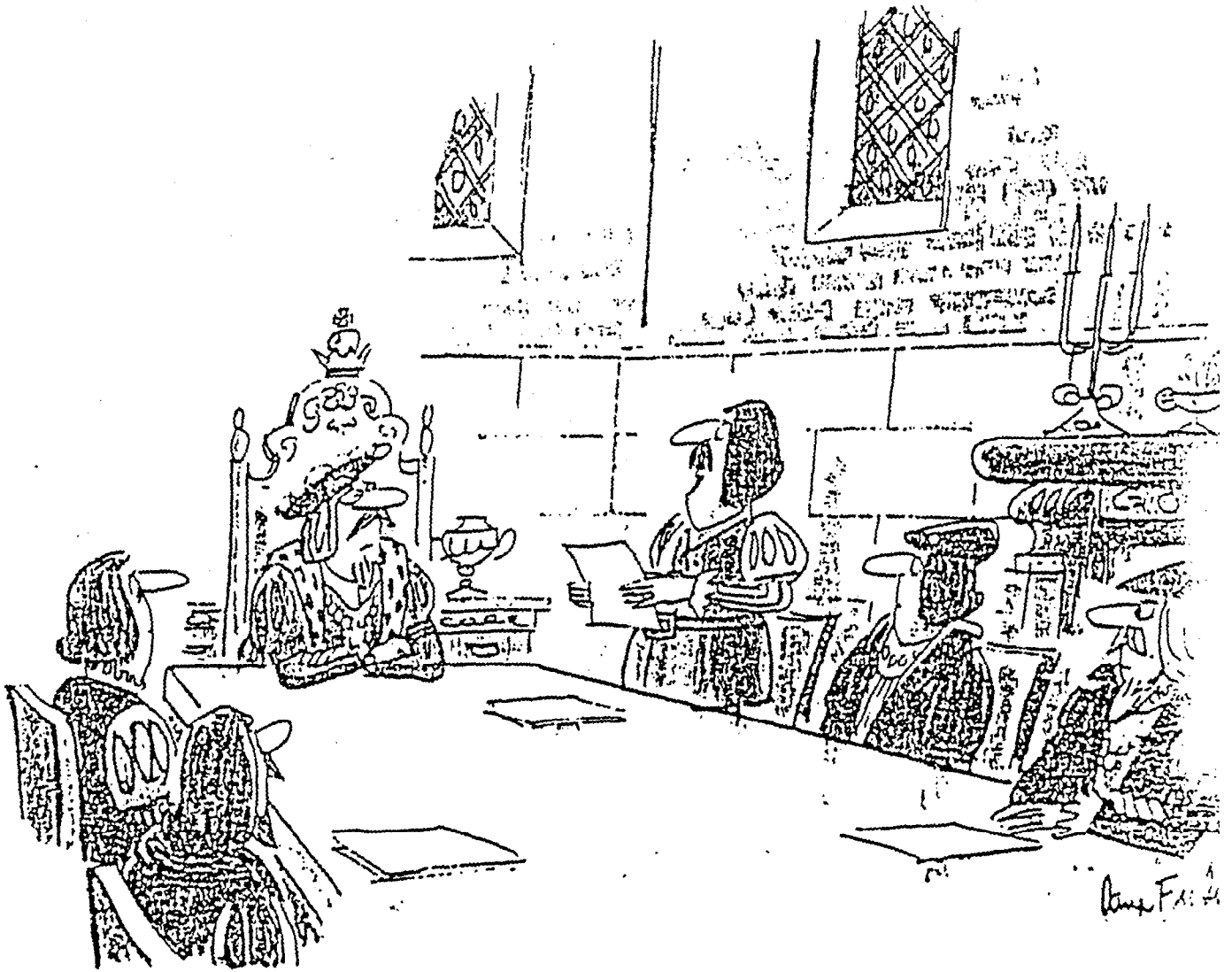
Greenwood (1980, pp. 1-2) has well described a successful relationship between a Board and its Director General as "a symbiotic one in which the Board depends on the Chief Executive for dynamic and visionary leadership [of the Centre, not the Board!] while he [or she!] looks to the Board for authority, direction, advice and support. The

Board can normally in this situation concentrate on being well informed and responsive in a critical but positive manner to the initiatives and proposals of the Director General." As Hardin (1984, p. 10) notes, such a symbiotic relationship enables the Board and the Director General to achieve far more than either could alone.

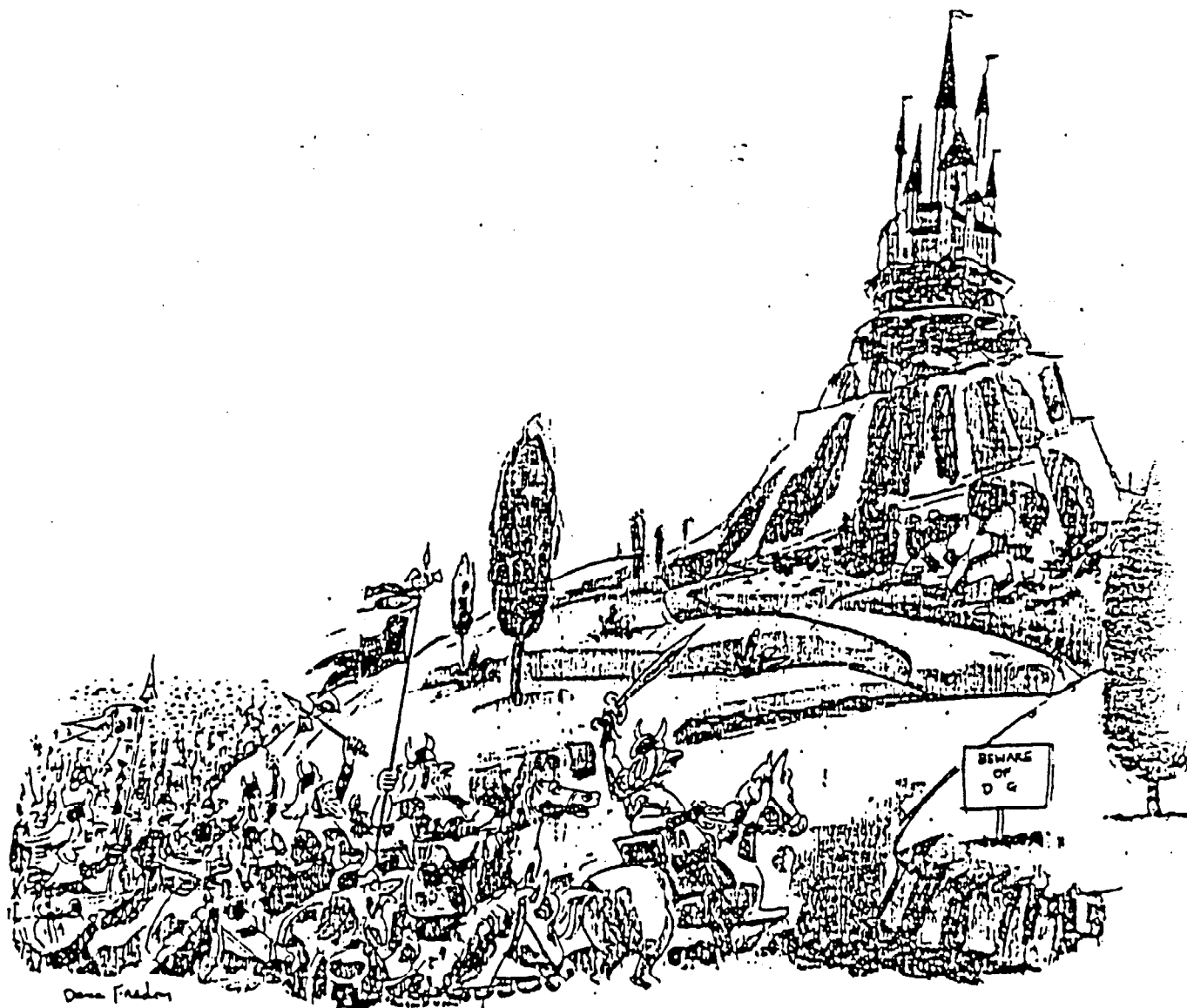
Obviously the Board and its Director General share the objective of making sure the Centre is successful. Since the Director General is the person who, more than anyone else, is going to make it succeed, and the Board is responsible for ensuring that he or she does, there is no logic in anything other than full support by the Board for its Director General as long as he or she is performing satisfactorily. Conversely, if the Director General's performance is unsatisfactory and he or she is unresponsive to Board advice and instructions of a policy nature, then - just as in the case of an inadequate Chairperson - the Director General should be replaced. The need for such decisions by a Board should of course be extremely rare. It will certainly be so to the extent that the Board takes care in choosing its Director General and in ensuring that it behaves effectively as a Board. Nonetheless, such a decision may sometimes be necessary. If so, it should not be shirked and should be made with decisiveness, toughness, yet compassion.

Support for its Director General does not mean that the Board should never differ from him or her in the process of Board deliberation about policies, strategies and program budgeting. But the resolution of such differences should occur through discussion and eventual agreement with give and take, not by disagreement and confrontation (Solandt, 1979). Boards need neither clowns nor prima donnas!

As part of its responsibility to ensure its Director General's effectiveness, a Board must appreciate his or her circumstances. He or she is doing a job most Board members could not do. The position is a particularly responsible one, often lonely, socially demanding, hard on family, conducive to zeal, overwork and stress, and loaded with pressure coming from both inside and outside the Centre. No wonder that a Director



"Mr Husain, according to our study the Pathologist was lost for want of a lab, the Program was lost for want of a Pathologist, and the DG was lost for want of a Program, but the Centre was lost because of Board interference in management."



"Damn!"

General may need a sabbatical occasionally to give him or her a break and a chance for reflection, and no wonder that he or she may be rather touchy - and rightfully so - when faced with a Board that is seemingly willfully uninformed, disinterested (or - at the other extreme - so interested as to be interfering), irresponsible in its decision making, and with some of its members using their Board membership to serve their own ends. If the Nominations Committee does its work properly, such a caricature of a Board cannot occur. But if such a Board were to exist, it is to be hoped that the System's organization would be porous enough for the Director General to consult with the Chairman of the Group on the problem he or she and the Centre face.

The real danger that the Board has to beware of in its relationship with the Director General is that occasional minor tetchiness or error on either side does not snowball into something more serious and lead to mutual loss of confidence that grows cumulatively upon itself. Part of the Chairperson's role must be to nip such possibilities in the bud. Too, to reduce the potential for such fracas, the chairperson of the Nominations Committee should always consult with the Director General about possible nominations for Board membership to ensure that there are no incompatibilities or conflicts of interest that might lead to blow ups.

4.3.1.1. Chairperson-Director General relations

All that has been said above on relations between the Board and the Director General applies even more strongly to the Chairperson of the Board in his or her relations with the Director General. *The Chairperson and the Director General must have mutual trust and respect.* Each must recognize the key role and the responsibility borne by the other. They should not keep relevant information from one another, nor play tricks with each other. They should work at having sound rapport, be willing and able to talk openly, freely and bluntly to one another to air problems or grievances, have constructive critical discussions, and provide mutual support. All this implies not only informality and warts-and-all

acceptance, but also the capacity for formality when the occasion demands it (as in the annual tete-a-tete following the Board's appraisal of the Director General's performance).

Rapport between the Chairperson and the Director General is especially important to the Board's functioning in two particular ways: first, in the development of agendas for meetings of the Board and its standing committees; and, second, in the provision of necessary documentation and presentations for such meetings. Just as for the Chairperson, because of his or her responsibilities; the Director General should always be involved in the development and preparation of meeting agendas. Conversely, because of its responsibilities, the Board should never want for available information pertinent to its decision making. Both these needs of having appropriate agendas and appropriate information can be met satisfactorily only if the Chairperson and the Director General work well together.

4.3.2. Relations with Management

By Management is meant the Director General plus those few people immediately below him or her in the Centre's hierarchy who form the management group. Sometimes the Board will work or liaise with this group as a whole, at other times with individual members of it - for example, the Program Committee with the Director of Research and the Audit Committee with the Director of Administration. Again trust and mutual respect should be the basis of relations. The Board and its members should take care to foster and not hinder the "teamness" of Management. In particular, it should do nothing which undermines the authority of the Director General and should in no way play off one member of Management against another.

Just as the Board's Chairperson must have special liaison with the Director General, so too must the chairpersons of the Program and Audit Committees work closely with their respective counterparts in the Centre's management team. They should take particular care that their Committees



"You can't fire me. I'm the DG!"

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do not impose excessive demands for information in terms of either volume, detail or deadlines. Likewise, they should ensure that their Committees play a supportive advisory monitoring role and in no way a supervisory or snoopervisory role.

4.3.3. Relations with Staff

Staff of a Centre consists of both the scientific staff and the support staff. The Board and its members should do all they can to support the Director General in the maintenance of good staff relations while in no way undermining his or her authority. Just as much as with scientific staff, Board members should show friendly interest in the work and welfare of support staff. All are in the Centre family; all have a role in ensuring its success.

In talking with staff, as Solandt (1979, Annex, p. 2) notes, Board members should be careful not to act or speak in ways that might be interpreted as instructions or decisions, and always to report to the Director General the results of any significant conversations of a non-confidential nature. Too, members should realise that they inevitably play a cathartic role for some staff (or their spouses) who, at the time of the Board's visit, need to get a few things off their chest. This is natural, part of any family, and not to be exaggerated in its significance. Indeed, giving the opportunity for such catharsis is one of the major reasons (apart from social interaction and ensuring that the Board is not a set of faceless names to staff) for having social occasions at the time of Board meetings.

4.4. External Relations of the Board

As part of its responsibilities, a Board inevitably has a degree of interaction with the external environment. This external interaction has two elements: (1) relations with donor and client country agencies and (2) relations with other entities in the CGIAR System.

4.4.1. Relations with Donors and Clients

The responsibility for planned formal relations with donor and client governments through their relevant agencies should lie with the Director General. He or she knows the past history and current situation, the personalities involved, the rules that apply and the Centre's requirements. As appropriate, the Director General should make use of the Chairperson and other Board members in this activity and, in particular, of host-government members in host-country relations. If these formal contacts are not coordinated by the Director General, the Centre runs the risk of crossed wires. Informal contacts will, of course, also occur. As far as possible, members of the Board should use these to facilitate the work of the Centre but should be careful in no way to commit the Board or the Centre. They should inform the Director General of any significant matters that may arise in such informal contacts so that any necessary follow-up can be taken.

4.4.2. Relations with CGIAR Entities

As well as horizontal relations with other CGIAR Centres, a Centre has vertical relations with the TAC and CGIAR Secretariats, TAC and the Group.

4.4.2.1. Other CGIAR Centres

From the Board's point of view, the Centre's horizontal relationships with other Centres are easiest. These are working relationships concerned with mandate implementation and thus lie within the Director General's responsibility of managing the Centre's operation. The Board's role, recognizing its responsibility to both the Centre and the CGIAR System at large, is to ensure that the Director General follows a policy of appropriate liaison, facilitation, cooperation and coordination in relation to sister Centres as priorities permit and circumstances require. At the Board level, this ambience of positive cooperation can

be fostered by having a degree of overlapping membership and, as appropriate, by the participation of representative members from other Boards in meetings and field visits of the Board or its Program Committee.

Inter-Centre relationships can also be facilitated via the Board Chairperson's liaison with other Board chairs in the Committee of Board Chairpersons; likewise through the Director General's membership of the committee of Directors General known as the Group of Centre Directors.

4.4.2.2. Secretariats, TAC and the CGIAR

The Board's vertical relationships in the System can best be viewed as fitting into a clearly defined hierarchical structure of checks and balances. This structure involves:

- (i) assessment of the performance of the Director General as viewed by*
- (ii) the Board, whose performance in turn is the subject of review by*
- (iii) the Chairman of the CGIAR, in consultation and with the advice of TAC, the CGIAR Secretariat and the Cosponsors, for the ultimate sanction of*
- (iv) the donors.*

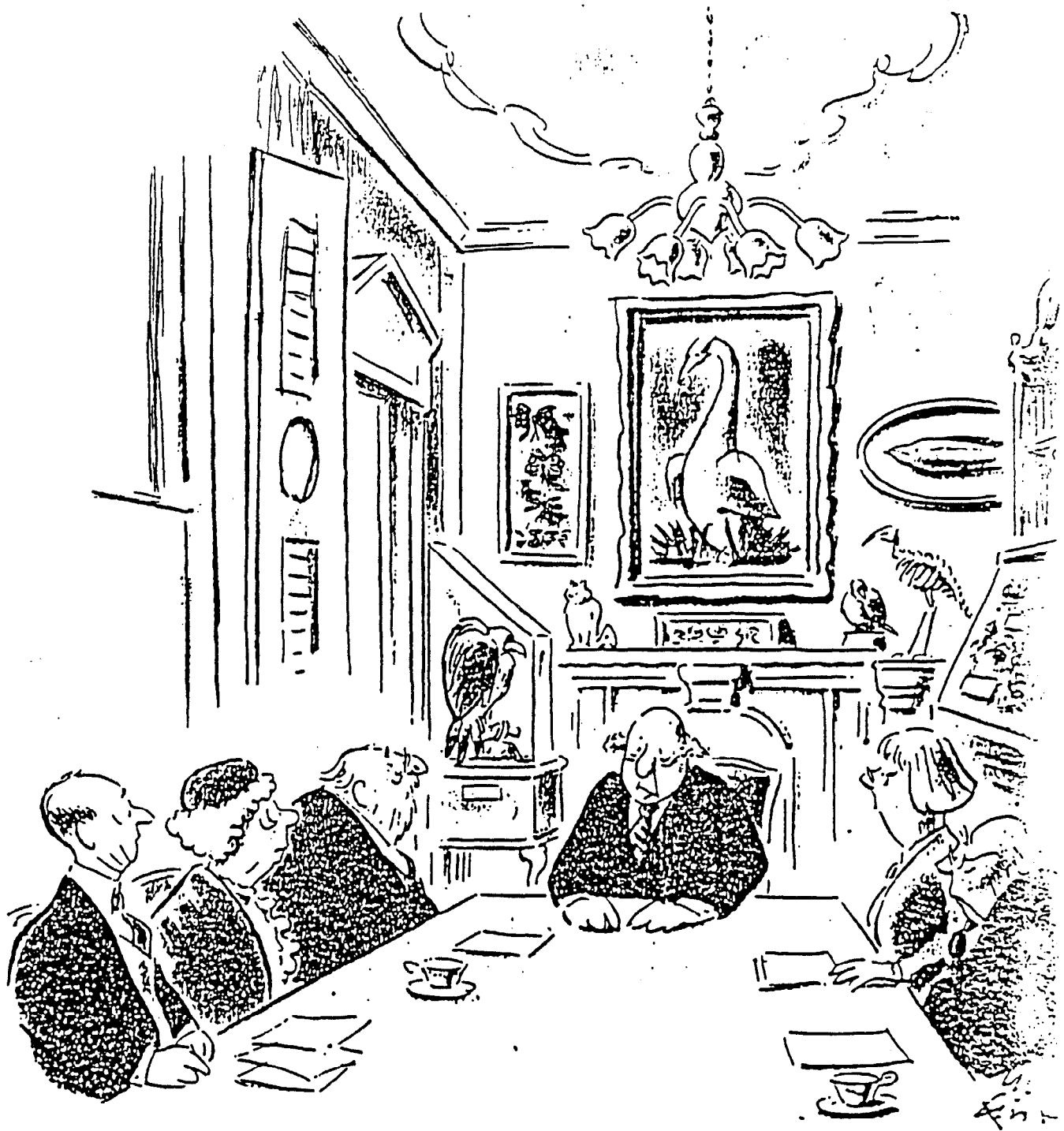
This was aptly summarized by the Chairman of the CGIAR at its 1985 mid-term meeting in Tokyo as *"The Boards are responsible for the Centres but the CGIAR manages the System."*

In providing advice to the CGIAR on Board and Centre performance, TAC and the CGIAR Secretariat use two mechanisms. First, there is continuous monitoring carried out through the review of Centre Program and Budget proposals, annual reports and other documentation, and attendance as observers at Board meetings. Second, there is the mechanism of periodic peer review via the External Program Review and External Management Review. *These processes of ongoing monitoring and periodic peer review offer the Board, (and Management) the opportunity of advice. It is one of*

the Board's responsibilities to ensure that this opportunity is taken and the advice seriously considered. As is its right as an autonomous body, the Board does not have to accept the proffered advice. In doing so it must be sure that it has sound reasons and that it has taken account of the possible consequences to itself, its Centre and the System. Thus the Board might conscientiously approve its Director General's decision not to follow an External Program or External Management Review recommendation that the Centre have an extra staff member of some type. It would be most unwise, however, not to accept a recommendation that the continued existence of some Program be reviewed or that the Board's monitoring of the Centre's financial situation be strengthened.

Judgements about such questions can be difficult, in part because of the increasing size (in budget terms) and complexity of the System as the number of donors and clients increases. Inevitably, this has led to questions of cost effectiveness and financial accountability with concomitant formalization and bureaucratization of the System. Gone are the (probably apocryphal) days when one of the System's seminal Centres, if in need of money, simply sent its sponsor a telexed request for "x mas kilos of big ones."

Growing size, complexity and impact of the System, as well as the clearer demarcation of actors' roles, has also inevitably led to a degree of CGIAR politics. Though a predictable natural phenomenon in an entity as large as the CGIAR System, Boards need to be aware and conscious of this. A potted (and surely idiosyncratic) interpretation of System history since its formation in 1971 gives the background. Initially there were just Centres, Directors General, Boards and the CGIAR. With just a few Centres, the System was relatively small and most of those involved knew one another. Funding seemed a free good. Formality and bureaucracy were at a minimum. Directors General made the running for the System, Boards being relatively passive and largely science-oriented. As a mechanism to avoid donors having to conduct their own individual assessments of Centres' research competence and performance, and to provide overall scientific guidance to Centres and the System, TAC was



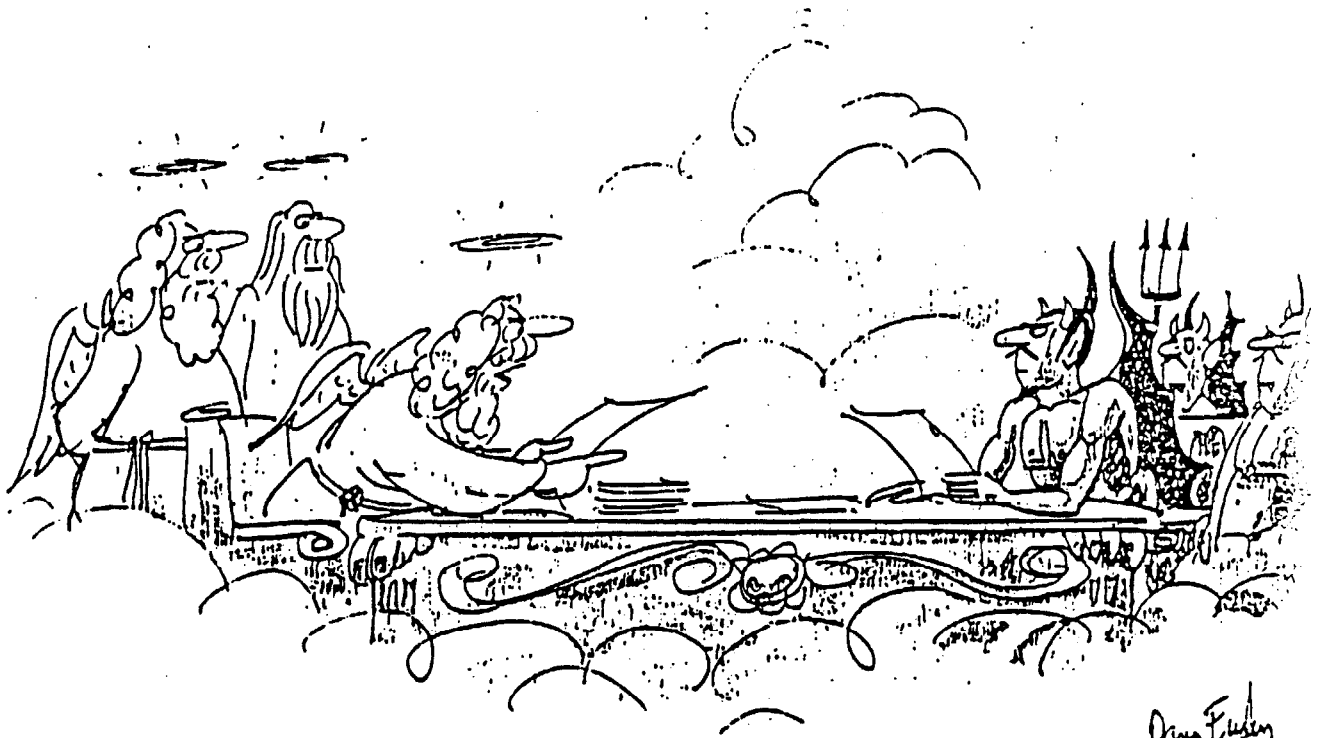
"I have distressing news, ladies and gentlemen. It seems we have been penetrated by TAC."

then established and External Program Reviews introduced. Being scientifically oriented, it was natural that TAC's liaison developed in large part with the Directors General who operated the Centres. In turn, this gave stimulus to the Directors General to more firmly establish and liaise on matters of mutual concern via the Group of Centre Directors. Meanwhile, under the pressure of financial constraints evident in the early 1980s, External Management Reviews were introduced and Boards began to realize that unless they raised their profile and began to better recognize and dispatch their responsibilities, donors - through the CGIAR - would be looking to some other means of attaining the expected restraint, discipline and management needed in the System. In consequence, Boards, Directors General, TAC and the CGIAR Secretariat (through its finance and, more recently, management advisory roles) became more equal actors or elements in the System. Concomitantly, so that their overall perspective could be developed and promulgated, Boards raised their profile and strengthened their position by the establishment of a more formal Committee of Board Chairpersons, thereby (in parallel with the Group of Centre Directors) giving themselves a platform in the System. Predictably, as these developments occurred, the existing dominant actors tended to look askance at the new entrants on the stage. Too, such growth has also inevitably led to a loss of informality, greater complexity and increased bureaucracy with, in the view of some, consequent erosion of vitality and effectiveness.

One message for the Board out of all this is that it must recognize that it is part of the CG System. In recognizing its own role and rights, it must also be cognizant of those of other System elements and, for the ongoing good of the System, should take care not to upset the System's stability. Partnership and cooperation should be the approach, not an attitude of "us vs. them". Obligations to other System elements should be met willingly whether they be in the form of giving serious consideration to advice received, acceding to reasonable requests for information or implementing System-wide policies.

A significant difficulty arising from these considerations relates to the demarcation between the Board's and the Director General's responsibilities. On the one hand, there is enhanced recognition that the Board's role is to set policy under which the Director General plays his or her role of managing the Centre. On the other hand, the Board is at the same time expected by the CGIAR to be fully informed about the Centre's programs and activities to the extent, for example, that it can meaningfully develop a strategy and long-term plan for the Centre for presentation to TAC. This paradox of not interfering in Centre management yet being adequately informed can be overcome only through a good understanding between the Board and Management. They need to work together in an interactive way. Thus, as suggested in the 1986 ILCA External Management Review Report, in the development of policy, strategy and budget, and particularly a Centre's Long-term Plan, "Management using Center staff (and consultants if necessary) does the staff work, helps identify and analyse key issues and brings them forward in a structured fashion for joint Board-Management deliberation and resolution." Likewise, in program review, "detailed reviews and evaluations are carried out through an ongoing institutional process. The detailed work is done by staff and consultants of acceptable quality to the Board. The Board approves and monitors the process employed and fully shares in the use of the product."

Another consequence of the growth of the System and desire for its accountability is the upward creep of bureaucratization and standardization. Inevitably, due to the needs of the CGIAR, the Secretariats in turn need more information and, for comparative purposes, the more standardized it is across Centres, the better. Much that used to be done informally is now seen as needing formal mechanisms. Not just good scientific management but also good financial management is rightfully demanded. All this is rational and predictable in itself. However, it carries with it the debilitating impact of bureaucracy on research. *Boards therefore have the responsibility, in their dealings*



Dana Fudenberg

"Then it's agreed. The Directors General go to Heaven, the Boards go to Hell, and TAC goes to arbitration."

with the Secretariats, TAC and the CGIAR, to try to keep the growth of bureaucracy to its minimum necessary level consistent with effective performance of the System.

4.5. Induction of New Board Members

Rather than being left to find their own feet, new Board members should be inducted to the Centre and, if they are novices, to the System. Responsibility for such induction should lie largely with the Board's Chairperson assisted by the Secretary to the Board.

Mechanisms to be used should include: (a) the provision, before membership is finalized, of information on Board time requirements, responsibilities and conditions of service (noting, in particular, that membership is not an honorific affair but a contractual obligation); and (b) once membership is accepted, a letter of welcome from the Chairperson reiterating the importance of membership, supplemented by documentary information on the Centre (latest Annual Report, Long-term Plan, etc.) and on the System (an appropriate CGIAR booklet is needed) together with a copy of the Centre's Board Handbook (as outlined in Section 4.8.1 below). As well, new members might advantageously be designated sufficiently in advance to enable them to attend a Board meeting as observers. This is particularly helpful for novices. So too can be attendance at an Internal Program Review soon after joining. At their first meeting, new members should also be briefed and somewhat looked after by the Chairperson so as to better ensure their participation. As already happens at a majority of Centres, new members might also learn best about the Centre and its activities by being members of the Program Committee for their first year. Other possible avenues of induction are to be found in the array of briefing methods used by the Centres as listed in the CGIAR Secretariat's paper (1986, p. 92) on Boards and their membership.

It is not suggested here that the System should introduce a formal training program for new Board members - if new members need special training to come aboard, ipso facto the selection procedure must be

inadequate and the wrong people are being selected. Boards being expensive enough already, far better to select competent people without a need for special training. There could, however, be substantial System benefit if the System's executive training program occasionally involved a Board Chairperson or an up-and-coming Board member.

4.6. Meetings of the Board

The frequency, location and conduct of its meetings are important ingredients to a Board's effectiveness.

4.6.1. Frequency

Meetings should be held at sufficient frequency to enable the Board to discharge its responsibilities effectively. There should be at least an annual meeting and, as circumstances warrant (for example, in an external review year), special meetings. However, a Board may frequently, if not regularly, need two meetings in a year to do its work effectively. Most Centres have activities that are so diverse and wide-flung that it is difficult to believe that the contact provided by just an annual meeting of the Board can always be sufficient. If this is*

* The need for caution in not having an excessive number of Board and standing committee meetings has been well put by Les Swindale in a letter to me of June 1987. He says:

"In CGIAR arithmetic two plus one Board meetings and two or three Executive Committee meetings will quickly add up to six. Because of the distances involved each meeting will have to be of two to three days' duration to make it worth attending. Research doesn't progress fast enough to merit that much attention so the Board will find itself focussing on management issues, amplifying the trivial, requesting more reports and feasibility studies from the staff and fixing things that ain't broke. None of this is going to make these efficient institutes significantly better. And it will be costly in time of Board members, in money, and in time of the small management teams the Centers will continue to have. Our Board members will all need to be retired persons! Dillonesque? More likely Parkinsonian. Please recall also that there are now two meetings per year of the CG and two or three meetings of TAC for which the Board Chairperson and the Director General must prepare and attend."

done by supplementing the single Board meeting by Executive Committee meetings, the question must be asked if the Board has delegated too much of its responsibility to the Executive Committee. The answer to this question depends in part on the relative cost of Board and Executive Committee meetings. If costs dictate only a single Board meeting per year, then other avenues of maintaining contact between the Centre and Board members during the year must be considered - for example, a Trustees Newsletter from the Director General or the participation of Board members in a relevant workshop organized by the Centre, or mid-term standing committee activities.

4.6.2. Location

For Centres with a commodity or regionally oriented mandate, most meetings of the Board should be held at Centre headquarters. It is the hub of the Centre's activity and can best service a Board meeting. *Occasionally, however, so as to enhance members' knowledge of the Centre's work or to highlight the Centre's activity in a particular region, Board meetings should be held away from headquarters.* As with the frequency of meetings, costs and likely benefits should be considered in the choice of location. For such Centres, perhaps once in every three to five meetings would be about the right proportion of meetings away from headquarters, depending on the extent to which other Board activities (such as those of the Program Committee) give members familiarity with non-headquarters activities. For those Centres not having a commodity or regional mandate, a case might well be made for having a higher proportion of Board meetings away from headquarters so as to allow more direct interaction with the Centre's clientele.

4.6.3. Conduct

The conduct of Board meetings lies in the hands of the Chairperson. Styles differ from the very formal to the Dillonesque. Tradition in the System is that decisions (except on membership matters) be based on consensus rather than formal vote counting - the latter would probably

make life easier for the Chairperson but could lead to undesired divisions.

To make sure that meetings are as successful as possible, the Chairperson should ensure that:

- (a) the agenda is adequately prepared (suitable item headings, in sequence, for a regular meeting would be Adoption of the Agenda, Minutes, Business Arising, Chairperson's Report, Director General's Report, Reports of Committees, Staff Matters, Financial Matters, Board Matters, Future Meetings, Any Other Business).
- (b) the agenda is adequately documented and items of a confidential nature to be considered in closed session are clearly indicated.
- (c) agenda documents are distributed to members in good time.
- (d) he or she is adequately briefed, as need be, by the Director General.
- (e) a pre-planned time schedule (distinguishing open and closed sessions) is announced and followed for the coverage of items.
- (f) Board, or if not specified, commonsense rules of procedure are followed.
- (g) neither he nor she nor any other member dominates the discussion.
- (h) all members and observers (including relevant staff) have the chance and are asked to contribute as appropriate.
- (i) he or she runs the meeting.
- (j) courtesy and cool heads prevail, and a spirit of goodwilled cooperation pervades the meeting.
- (k) draft minutes of adequate scope (i.e., reflecting discussion, recording decisions and documenting reports and other documents considered) are distributed to members within a month of the meeting.

4.7. Observers to the Board

At the discretion of the Chairperson and the Board, preferably following consultation with the Director General, various types of observers might be invited to attend meetings of the Board and/or, as

appropriate, of its subcommittees. Observers might include: officers of the TAC or CGIAR Secretariats; members of TAC (in particular the TAC member designated for liaison with the Centre); representatives of donors, client countries or relevant national, regional or international institutions; consultants to the Board or Centre; potential appointees to the Board invited to attend (at Board expense) either to assess their merit and/or as part of their induction; if current, members of the Centre's external reviews; members of the Centre's Management and staff; and others of relevance as circumstances dictate. Of course, not all the above types of observers will attend every Board meeting. Most usual, apart from relevant members of the Centre's Management and staff, would be observers from some of the Centre's donors and from TAC, the TAC Secretariat and the CGIAR Secretariat - of whom perhaps there may be half a dozen or so in all.

The major benefit to observers is the on-the-spot understanding of the Centre and its Board that they (and their sponsors) gain from attendance. That is doubtless why they are interested in attending. But the Board too can gain from their attendance by ensuring that, within the constraints of time and relevance, they are not silent but contributing observers. To this end, in welcoming observers to open sessions of the Board meeting, the Chairperson should specifically invite their active participation and, towards the end of the meeting, give them the opportunity to make any further comments they might wish. As appropriate, subcommittee chairpersons should do the same.

The groundrules for observers are simple. They should remember they are present by invitation, respect the chair, and recognize that - unless specifically advised otherwise - their invitation extends only to open sessions of the Board and/or its subcommittees.

4.8. Information Needs of the Board

A Board can function successfully only if it has adequate information, in particular about its own Centre but also about the CGIAR

System. A sound knowledge base is essential to the making of good decisions. *Chief sources of information to the Board on an ongoing basis are its Chairperson, Secretary and, especially, Director General.* These three officers of the Board have a responsibility to keep members informed of relevant developments in the Centre and the System. Much information will also be gained in less formal ways such as newsletters, field visits, contacts with Centre staff, discussions with TAC and CGIAR Secretariat observers at Board meetings, etc.

The initiative in making sure members receive pertinent information should lie with the Chairperson. Some information, such as reports on meetings of the Committee of Board Chairpersons, will come direct from him or her. Other information will need to be arranged, at the Chairperson's request or under a standing arrangement, by the Director General or Secretary to the Board who, of course, must be expected to be of such competence as to also take initiatives in providing relevant information. *In all this, once again, good rapport between the Chairperson and the Director General is crucial because the Board is highly dependent on the good will of the Director General for its access to up-to-date information about the Centre and its programs.* He or she controls the staff or other resources on which the provision of information depends.

4.8.1. Board Handbook

Each Centre should have (and update annually) a loose-leaf Board Handbook to serve as a reference manual for Board members. Its content should encompass: an outline of the CGIAR System; the current CGIAR Directory; the Centre's background; the Centre's documents of governance (including By-laws); information on Board members (including past members); terms of reference of Board standing committees; statements of duties and responsibilities of Board officers; members' Committee assignments; a summary of Board resolutions and decisions to date; information on Board travel and insurance arrangements, honoraria and allowances; and other relevant reference documents such as the Hardin

(1984) paper. An example of the possible detailed contents of such a Board Handbook is provided in Appendix 4.

4.9. Resource Needs of the Board

The major direct resource needs of a Board are a Secretary (who should be a high-level staff member as discussed in Section 4.2.4 above) and finance to cover the direct cost of its operation (travel costs, honoraria and sundry direct expenses such as secretarial costs, etc.). As well, the Board has significant indirect costs in terms of Management and staff time and Centre facilities used in servicing Board needs (e.g., documentation for meetings, transport for field visits, social functions, programs for spouses, etc.). The Board, and its members individually, should be cognizant of these costs and the opportunities foregone (particularly in research) that they imply. *Costwise, the Board must practise self-regulation both to save money and to set the example of cost effectiveness. At the same time, the Board is essential to the Centre and the System. Its effective (repeat, effective) functioning should not be constrained by cost considerations.*

Cost consciousness and effectiveness are helped by a knowledge of likely costs and benefits. To this end, a Board should now and again look at a breakdown of the costs (both direct and indirect) involved in its operation and make a judgement of their reasonableness. The same requirement, of course, applies to the suggestions made in this paper. It is filled with statements that a Board "should" do this or that. In assessing the merit of these "shoulds", apart from other considerations, every one should be seen as beginning not with an S but with a \$. Indeed, all this raises another question not tackled here: How is the effectiveness of a Board best measured? Probably the answer is that it can only be done via subjective assessment by particular people regarded as competent to judge.

Just as with the provision of documentation, the Board is largely in the hands of its Director General for its resource needs. The better

the relationship between the Board (particularly its Chairperson) and the Director General, the better these needs are likely to be met. As Hubert Zandstra (CGIAR, 1986a, p. 253) commented at International Centres' Week in 1986, "no matter what kind of [Centre] Board, its functionality continues to be a function of or at least dependent to a great extent on Centre Management."

5. EPILOGUE

Maxims, like Boards, should represent "the condensed good sense of nations" (Sir James Mackintosh). It seems appropriate, therefore, to end this paper with some such afterwords by (in most cases) persons greater than I.

ON BOARD MEMBERSHIP

"Few things are impossible to diligence and skill."

(Samuel Johnson)

"People who make no noise are dangerous."

(Fontaine)

"The empty vessel makes the greatest sound."

(Shakespeare)

"Old men won't do. Don't monopolise the toilet if you're constipated. Get off the seat."

(Deng Xiaoping)

ON BOARD RESPONSIBILITY

"Man[agement] must not check reason by tradition, but rather, must check tradition by reason."

(Tolstoy)

"Labor can do nothing without capital, capital nothing without labor, and neither labor or capital can do anything without the guiding genius of management; and management, however wise its genius, can do nothing without the privileges which the [CGIAR] community affords."

(W L Mackenzie King)

"God gives nuts to those who have no teeth."

(Spanish proverb)

"Nature fits all her children with something to do:
He who would [manage] and can't [manage], can surely review."

(J R Lowell)

"Just in proportion as he [or she] is sentient and restless, just in proportion as he [or she] reacts and reciprocates and penetrates, is the critic a valuable instrument."

(Henry James)

"Fire is the best of servants, but what a master!"

(Carlyle)

"We must remember not to judge any public servant by any one act, and especially should we beware of attacking the men who are merely the occasions and not the causes of disaster."

(Theodore Roosevelt)

"Before we blame, we should first see if we can't excuse."

(G C Lichtenberg)

"There is, however, a limit at which forbearance ceases to be a virtue."

(Edmund Burke)

"Good performance multiplies donor expectations."

(Dillon)

"At absolute worst, the CGIAR could waste \$200 m in a year (and die).
Some agencies manage this every year (and live)."

(Dillon)

ON BOARD FUNCTIONING

"We will [not] take the good will for the deed."

(Rabelais)

"History is made while household duties are neglected."

(Burmese proverb)

"There's too much abstract willing, purposing,
In this poor world. We talk by aggregates.
And think by systems, and being used to face
Our evils in statistics, are inclined
To cap them with unreal remedies
Drawn out in haste."

(Elizabeth Barrett Browning)

"All greatness is unconscious, or it is little and naught."

(Carlyle)

"Perfection is reserved for the Gods."

(Monty Yudelman)

"You can't win if you make the wrong mistakes."

(Yogi Berra)

"If thou art a master, be sometimes blind; if a servant, sometimes deaf."

(Thomas Fuller)

"Always do right. This will gratify some people and astonish the rest."

(Mark Twain)

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APPENDIX 1: An Example Statement of Terms of Reference and Operational Procedures for a Program Committee.

THE PROGRAM COMMITTEE

1. TERMS OF REFERENCE

The Program Committee is an advisory panel to the Board of Trustees. The members and chairperson are nominated annually by the Board Chairperson for Board approval. Its functions and operational norms are set by the Board in the light of the responsibilities and mandate of the Board itself.

The Program Committee provides advice to the Board on:

- (a) the suitability of CIAT's mandate;
- (b) the relevance of CIAT's research and training activities judged in relation to the importance of the problems being tackled, the appropriateness of the strategy being followed and its complementarity to national efforts and those of other international or regional institutions;
- (c) the scientific quality of CIAT's research (if need be, making use of the services of outside scientific personnel to assist with such monitoring);
- (d) CIAT's linkages with other relevant institutions, particularly in terms of the efficacy of working relationships and collaborative efforts with other Centers of the CGIAR System, and also in relation to other regional and international institutions in the worldwide research system;
- (e) CIAT's relations with beneficiary countries and the impact on them of the Center's work; and

(E) any other matters of program relevance referred to it by the Board.

2. OPERATIONAL PROCEDURES OF THE PROGRAM COMMITTEE

A. Internal Program Review

The main activity of the Program Committee has been its participation in the annual Internal Program Review and the preparation of a report for consideration by the Board. Present procedures are that one program is selected every year for in-depth review, while all other programs receive somewhat less attention. Program Committee members may want to keep in mind the following questions as suggestive of the policy issues on which they should develop informed judgements:

1. What are the ultimate socioeconomic problems (production, nutrition, etc.) to which the research is directed? Why are they important problems?
2. What are the main research results produced since the last comprehensive review?
3. What is known of the relation of these results to the socioeconomic problems to which the research is directed?
4. What are the more immediate technical research problems that prompted the program? How have these changed since the last comprehensive review? Why are they important?
5. Is the research strategy appropriate in relation to the selected research problems? Does it maximize the potential complementarity of CIAT's work with that being developed by other institutions inside and outside the CGIAR system?

6. Is the research program correctly balanced in relation to geographic regions, alternative beneficiaries and types of activities?
7. Is the program of good scientific quality? Are there areas of research that could be scientifically strengthened?
8. What is the expected time horizon of the major program components?
9. Which problems will receive priority attention in the next three years? Are new activities under consideration? If so, is CIAT the best institution for the work? What is being done on the subject by national programs and other institutions worldwide, especially other international Centers?
10. Has the program developed appropriate working and scientific relationships with beneficiary countries? Are these countries taking advantage of available research results and really benefitting from them?

B. Procedures for the Preparation of the Program Committee's Report

The Program Committee's Report is prepared for consideration and endorsement by the Board. In this way, it serves several purposes, viz.:

- to inform the Board on program development;
- (b) to make suggestions and recommendations to management; and
- (c) to put before the Board specific decisions that are required in relation to program matters.

This process requires close collaboration and interchange of ideas with management and staff. In order to achieve this, the following procedure has been agreed upon:

1. Management will provide Program Committee members with relevant documentation as soon as possible before the Internal Program Review.
2. The Program Committee will meet during the Internal Program Review in order to reach an agreement in relation to the general tone of the report, main policy issues identified and tentative recommendations.
3. The full Committee will meet at the end of the review process with the Director General and the Deputy Directors General in order to discuss the general lines of the report and provide them with an opportunity for reacting and clarifying major points.
4. On this basis the chairperson of the Program Committee will prepare a draft report and send it to Program Committee members and to the Director General for their comments. The Director General will consult with appropriate staff as he sees necessary. Program Leaders will be specifically asked to correct any factual errors.
5. With these inputs the chairperson of the Program Committee will draft a second version for consideration of the Executive Committee as an input to its budgetary deliberations.
6. After the Executive Committee meeting, the chairperson of the Program Committee will prepare a final version for consideration of the Board.

3. MONITORING SPECIAL PROJECTS

The Program Committee monitors the role of special projects vis-a-vis the core program of the Center.

Special projects that substitute for core activities already approved by the Board, but for which no core resources are available, or are clearly within the mandate of CIAT and complement core activities, can be approved by the Director General without further Program Committee or Board action. Copies of all formal requests, however, should be forwarded to all members of the Program Committee and the Chairperson of the Board.

In the case of special projects for activities which do not meet the above criteria, the Director General may initiate actions leading to the formulation of a project with the proviso that the Program Committee members and the Chairperson of the Board be informed of the nature and scope of the proposed special project at the time that the Director General initiates CIAT-internal action to have a formal project proposal drawn up. The Program Committee must indicate its concurrence before a formal request to a potential donor is made.

Resolution adopted at Meeting XXV of the Board (1986).

SOURCE: CIAT (1986, pp. 90-92).

APPENDIX 2: An Example Statement specifying Responsibilities and Functions for an Audit Committee.

THE AUDIT COMMITTEE

The members and chairperson of the Audit Committee are nominated annually by the Board Chairperson for Board approval.

1. RESPONSIBILITIES

- (a) Provide assistance to the Board of Trustees in fulfilling its fiduciary responsibilities relating to the accounting, investment, internal controls and reporting practices of the Center.
- (b) Maintain, through regular confidential meetings, a direct line of communication between the Board and the external auditors and the internal auditors.
- (c) Ensure that investments are made within the established policy.
- (d) Ensure that the accounts and financial statements are properly audited by an independent public accountant and annually recommend the selection of the public accounting firm as the Center's auditor.
- (e) Ensure the integrity and cooperation of the Center's management in carrying out the approved policies and objectives.

2. FUNCTIONS

- (a) Review of results for previous year with the chief financial officer.
- (b) Explanation of significant changes from preceding year.
- (c) Consideration of the adequacy of disclosure.

- (d) Consideration of the effect of any changes in accounting policy.
- (e) Consideration of the internal and external auditors' reports and of Management's response.
- (f) Report on any problem areas or sensitive matters raised in the auditors' reports.
- (g) Review of proposed audit objectives, plan and fees for current year of external auditor.
- (h) Review of internal audit objectives and plan for current year.
- (i) Review Center's use of external auditor firm for non-audit services to determine effect on independence.
- (j) Discussion with external auditors, with no Center employees present, of the competence and cooperation of the Center's accounting and audit staff, and of the soundness of their policies and practices.
- (k) Discussion with the internal auditor on the competence of, and relationship with, the external auditors.
- (l) Report by chief financial officer and Director General on relationship with external auditors and their recommendation on their retention or replacement.
- (m) Discussion and decision by Committee alone on its recommendation to Board on choice of external auditors for next fiscal year.
- (n) Review investments in detail with those responsible for their preparation.
- (o) Conduct or have conducted any special reviews as the Board of Trustees may direct.

(p) Review Center policies with respect to use of funds or other assets in conflicts of interest and recommend changes in policies where appropriate.

(q) Review of any legal problems.

Resolution adopted at Meeting XX of the Board (1982); amended version adopted at Meeting XXIV of the Board (1985).

SOURCE: CIAT (1986, pp. 93-94).

APPENDIX 3: An Example Statement specifying the Role of an Executive Committee.

THE EXECUTIVE COMMITTEE

The Executive Committee of the CIAT Board shall comprise the Chairperson, Vice-Chairperson, the Director General, the Director General of the Instituto Colombiano Agropecuario (ICA) and three additional Board members, including the chairpersons of major committees of the Board. Members will be nominated annually by the Chairperson and confirmed by the full Board. The Chairperson of the Board will serve as Chairperson of the Executive Committee. Four Executive Committee members, including the Chairperson, shall comprise a quorum.

The Executive Committee shall conduct business on behalf of the Board when it is neither practical nor efficient for the full Board to meet, or when items have been referred to it by the Board. It will serve in an advisory role to the full Board in matters relating to budget and finance. It will identify issues that should be brought to the attention of the Board and its committees and may serve to assist in setting agendas for the full Board. It shall otherwise not have separate functions or distinct duties and responsibilities.

Minutes of meetings of the Executive Committee shall be circulated to all Board members and be maintained by the Board Secretary as part of the regular files of the Board. On the recommendation of the Board, these minutes, like those of the full Board, may be deposited in the CGIAR Secretariat.

Resolution adopted at Meeting XXIII of the Board (1984).

SOURCE: CIAT (1986, p. 89).

APPENDIX 4: Example Contents for a Board Handbook.

CIAT BOARD OF TRUSTEES HANDBOOK

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