

DRAFT SUMMARY OF THE MINUTES

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PRESENT

Members:

The Honourable Burchell Whiteman, O.J. (*Chair*)
Dr. Linda Sissons, CNZM (*New Zealand, Deputy Chair*)
Mr. Ransford Smith (*representing H.E. Kamalesh Sharma, Commonwealth Secretary-General*)
Ms. Janet L. Ecker, ICD.D (*Canada*)
Ms. Rashmi Chowdhary (*India; representing Ms. Vibha Puri Das*)
Her Excellency Mrs. Mariam Yalwaji Katagum (*Nigeria*)
Ms. Jennifer (Jenny) Glennie (*South Africa*)
Ms. Jo Bourne (*United Kingdom*)
Professor Akilagpa Sawyerr (*Africa*)
Professor Dr. Atta-ur-rahman, FRS (*Asia*)
Professor Clement Sankat (*Caribbean*)
The Honourable Dr. Dame Carol Kidu (*Pacific*)
Sir John Daniel (*Ex Officio; President & C.E.O.*)

Advisor to the Board:

Professor John Wood, Association of Commonwealth Universities

Advisors to Board Members:

Mr. Roger Clarke, Department for International Development, Advisor to the United Kingdom Member
Ms. Séline Grandchamp, Canadian International Development Agency, Advisor to the Canadian Member

Other COL Staff:

Professor Asha Kanwar, Vice President
Ms. Doris McEachern, Director – Finance, Administration & Human Resources
Dr. Venkataraman Balaji, Director – Technology & Knowledge Management
Mr. Dave Wilson, Communications Manager (*Meeting recorder*)

Regrets:

Mr. Martin Bean (Secretary-General's appointment)

The meeting began at 9:00 a.m., Wednesday, 8 June 2011, Pacific Daylight Time.

I. OPENING REMARKS BY THE CHAIR

The Chair welcomed all Board members and advisors and introduced the four new members (Professor Atta-ur-rahman, Ms. Jo Bourne, Ms. Janet Ecker and Mrs. Mariam Katagum) and the new advisor (Professor John Wood), noting that one new member (Mr. Martin Bean) was unable to attend. He also welcomed Mr. Ransford Smith, representing the Commonwealth Secretary-General, Ms. Rashmi Chowdhary, representing India, and Mr. Roger Clarke and Ms. Séline Grandchamp, advisors from DFID and CIDA, respectively.

The Chair commented that he is pleased to be associated with such a strong Board and effective Commonwealth organisation.

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II. APPROVAL OF THE AGENDA COL/BD/28-1

THE DRAFT AGENDA WAS APPROVED AS CIRCULATED.

III. MINUTES OF THE LAST MEETING OF THE BOARD OF GOVERNORS – JUNE 8 & 9, 2010 (VANCOUVER) COL/BD/28-MIN-2

A. Approval of the Minutes

THE DRAFT MINUTES OF THE PREVIOUS MEETING WERE APPROVED AS AMENDED.

B. Matters Arising from the Minutes

1. Review of Action Items from the 27th Board of Governors' Meeting COL/BD/28-3

The President reviewed all of the listed Action Items as presented. He noted that all outstanding items have either been dealt with, will be addressed later in the meeting and/or are ongoing action items. He specifically thanked Professor Sankat for recently hosting the meeting of COL Focal Points in Trinidad & Tobago (“Continue to seek ways of engaging Board members with COL stakeholders.”)

2. Revised Policy on Cash Reserves COL/BD/28-4

The President and the Chair of the Audit Committee, Professor Sankat, reviewed the paper on a Revised Policy on Cash Reserves and noted that the Audit Committee has approved the revised policies and recommended them for adoption by the Board. The paper outlines the Audit Committee’s proposal to:

- increase the restricted cash reserve from a minimum of 20% of revenues to the equivalent of four months of the annual plan of expenditure, and
- reduce the amount of unrestricted cash required to be on hand at the beginning of each financial year from the equivalent of four months to three months of approved plan of expenditure.

There was some discussion and agreement, with the recognition that there needs to be a balance struck between policies that provide for some degree of financial security with the need to demonstrate to donor agencies that funding is being spent on COL programmes.

It was also agreed that clauses should be added to provide for keeping the Board informed of actions arising from these policies and that changes in wording be made to improve consistency in the use of terms.

THE BOARD APPROVED THE SUBSTANTIVE PROVISIONS OF THE AUDIT COMMITTEE’S PROPOSED REVISIONS TO COL’S POLICY ON CASH RESERVES, PENDING AGREED-UPON ADDITIONAL CLAUSES AND WORDING CHANGES TO BE MADE.

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3. Management Response to Focused Research Paper COL/BD/28-5

The Vice President reviewed the paper which outlines COL management's response to the focused research paper, provided by Mr. N.K. Sinha at the previous meeting of the Board, as requested by the Board at that time. She noted that some action items in Mr. Sinha's paper are already being carried out by COL and others will be worked on, such as i) branding of ODL institutions, ii) research into low-cost haptic devices for vocational training and iii) benchmarking for ODL institutions.

Ms. Sissons stated that she was sympathetic to the matters discussed in Mr. Sinha's paper and happy with COL's response to it, noting that much has been picked up in COL's current planning process for its next Three-Year Plan. The Board agreed.

A COPY OF THE MANAGEMENT RESPONSE IS TO BE SENT DIRECTLY TO MR. SINHA, ONCE AGAIN EXPRESSING COL'S APPRECIATION.

IV. EXECUTIVE COMMITTEE MEETINGS

- A. The Chair reported that the Executive Committee had not met since the Board last met, noting that there had been no issues to deal with. Management and quarterly reporting was good and that the audit committee, which had met three times, is now taking care of many functions that were previously vested with the Executive Committee. He further noted that the Executive Committee would be meeting during the ensuing year, especially to review drafts of the new Three-Year Plan.

There was some discussion regarding process and the provisions of the Governance manual.

THE BOARD AGREED THAT FURTHER CONSIDERATION OF THE ROLE OF THE EXECUTIVE COMMITTEE AND THE RELATED PROVISIONS IN THE GOVERNANCE MANUAL WAS NECESSARY BUT TABLED FURTHER DISCUSSION UNTIL AGENDA ITEM IX.A. GOVERNANCE MATTERS: ANNUAL REVIEW OF GOVERNANCE MANUAL. THE BOARD FURTHER AGREED THAT IT WOULD WAIVE THE CURRENT PROVISION IN THE GOVERNANCE MANUAL THAT THE PERFORMANCE SUB-COMMITTEE REPORT TO THE EXECUTIVE COMMITTEE, FOR THIS YEAR, AND APPROVE THE DIRECT REPORTING OF THE SUB-COMMITTEE TO THE BOARD.

V. PRESIDENT'S REPORT

- A. Sixth and Seventh Pan-Commonwealth Forums on Open Learning COL/BD/28-6

The President referred to the Board paper and noted the attendance of three Board members at PCF6 in November in Kochi, India. He added that the COL programme meetings held in conjunction with PCFs are particularly useful and beneficial to both the conference and COL's programmes.

Pointing out that a call for Expressions of Interest in hosting PCF7 was issued in December 2010, with a deadline of 31 January 2011, the President explained that COL

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had offered PCF7 to Nigeria – a bid from the Minister of Education jointly to host by the Ministry and the National Open University of Nigeria – but that a confirmed acceptance has still not been received. The Member for Nigeria, Mrs. Katagum, explained that the general election had delayed the process and a post-election Cabinet shuffle is still expected. The Federal Ministry of Education is in the process of securing approval from the President so that any new Minister of Education will just carry on from where the former Minister had stopped without jeopardising Nigeria's bid. She further stated that she was left with strong positive impressions through her attendance at PCF6 in India, that delegates were happy with both the logistics and the opportunities provided. She invited all Board members to Nigeria for PCF7 in early 2013.

The President noted that with Nigeria's acceptance still pending, he had still not yet notified the sponsors of the other submissions that they were not successful – but he will do so now.

As PCF7 is planned for early 2013, Professor Wood noted that the Association of Commonwealth Universities will be celebrating its 100th anniversary in 2013, with events occurring throughout the year in various parts of the world. He suggested that COL and the ACU avoid conflicting dates, although the big event for the year will be later in the year, likely September.

Ms. Glennie confirmed that the pre-meetings were “excellent,” but that some of the conference sessions had too many presenters, although COL did a good job of keeping focus and the presenters were very happy to be there. The President noted that this is a difficult balance, but that COL is working on changes to the programme format for PCF7.

The Chair congratulated COL on PCF6 and PCFs generally, noting that they are an impressive major undertaking.

B. President's Strategy Paper for 2011 COL/BD/28-7

The President reviewed his Strategy Paper which evoked discussion.

In response to some questions, the Chair confirmed that it wasn't so much a “strategy paper” as it is “visioning” and “thought leadership” and is exactly what the Board had asked the President to do.

There was considerable discussion on and questions about COL's evaluation and consultative (e.g., Focal Points) processes and general agreement that the Board would like to be better aware of terms of reference, findings, etc.

The President and Vice President noted that as much as possible is provided publically on COL's website and would ensure that Board members are provided with the requested information and kept up to date.

BOARD MEMBERS REQUESTED THAT THEY BE PROVIDED WITH FOCAL POINT MEETING REPORTS AND AN OUTLINE OF COL'S EVALUATION PROCESS, TOGETHER WITH TERMS OF REFERENCE FOR EVALUATION ENGAGEMENTS, RESULTS OF TRACER STUDIES AND GENERAL EVALUATIONS, AND MANAGEMENT RESPONSE.

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VI. FINANCIAL MATTERS – 2008-2009

- A. Minutes of the 18th and 19th Audit Committee Meetings – November 2010; March 2011 & Oral Report from the June 2011 Meeting COL/AU/18/MIN & COL/AU/19/MIN-8

The Chair of the Audit Committee, Professor Sankat, reviewed the outcomes of the three Audit Committee meetings that have been held since the last Board meeting and noted that the Financial Statements for 2009/10 were unqualified by the auditors and approved by the Audit Committee subject to ratification by the Board.

He also noted that COL is experiencing unfavourable foreign currency exchange compared to previous years, due to the higher Canadian dollar, but still has good financial stability. He further reported that the Audit Committee benefited from an orientation session prior to its most recent meeting and is testing a self-assessment mechanism.

Professor Sankat also reported that the Audit Committee had discussed the requirement to move from “generally accepted accounting principles” (GAAP) to some new accounting standards, as recommended by the Accounting Standards Board of the Canadian Institute of Chartered Accountants. A report prepared by COL’s auditors showed that there are two choices available to COL: International Financial Reporting Standards (IFRS) or Accounting Standards for Not-For-Profit Organisations with Accounting Standards for Private Enterprises as the underlying accounting framework (ASPE+NPO). Considering the auditors’ report and the recommendation by COL staff, the Audit Committee decided that COL should choose ASPE+NPO due to its suitability and lower implementation cost.

UPON THE RECOMMENDATION OF AUDIT COMMITTEE, THE BOARD APPROVED THE ADOPTION OF ACCOUNTING STANDARDS FOR NOT-FOR-PROFIT ORGANISATIONS WITH ACCOUNTING STANDARDS FOR PRIVATE ENTERPRISES AS THE UNDERLYING ACCOUNTING FRAMEWORK (ASPE+NPO) FOR ITS FINANCIAL REPORTING, FROM FISCAL YEAR 2012/13. (Chowdhary/Bourne)

- B. Ratification of the audited Consolidated Financial Statements, June 30, 2010 COL/BD/28-9

Professor Sankat and the Director – Finance, Administration & Human Resources, Ms. McEachern, reviewed the audited Financial Statements for the year ended June 30, 2010 and requested that the Board ratify the statements.

THE AUDIT COMMITTEE’S APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING 30 JUNE 2010 WAS RATIFIED BY THE BOARD. (Sawyerr/Glennie)

- C. Interim Consolidated Financial Statements, to March 31, 2011 COL/BD/28-10

Professor Sankat and Ms. McEachern presented the interim consolidated financial statements for 2010/11 (nine months) and noted a projected budget spend of 91% and, while country contributions are on track, a projected revenue short-fall of approximately

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\$700,000 over total expenditures, much of that due to unfavourable foreign exchange rates. There was some discussion and the Board noted the interim statements.

VII. HUMAN RESOURCES AND ADMINISTRATIVE MATTERS

A. Human Resource Matters

COL/BD/28-11

The President introduced the paper on human resource matters and reviewed the background and the process of COL's Human Resources Framework and Compensation Plan, which he said is working well. He noted that the paper included reporting and discussions on job evaluation, performance management, cost-of-living adjustments, training and development, recruitment and succession planning and recommendations. He pointed out that the integrity of the performance management system requires funds to support it and that, in regard to proposed cost-of-living increases, that COL's staff remuneration needs to be up-to-date and attractive.

He reported, as outlined in the paper, that the job evaluation exercise was completed this year and, as expected, the results indicated only minor adjustments were necessary.

In answer to some questions, the Vice President outlined the opportunities available to, and taken by, COL staff for formal, in-formal and on-the-job training, not all of it requiring budgetary expenditure.

THE BOARD NOTED THE ON-GOING WORK ON THE HUMAN RESOURCES FRAMEWORK AND COMPENSATION PLAN, AND THE RESULTS OF THE RECENT COL-WIDE JOB EVALUATION EXERCISE. THE BOARD AGREED IN PRINCIPLE TO THE FOLLOWING REQUESTS, PENDING APPROVAL OF THE OVERALL BUDGET (AGENDA ITEM VIII.D, BELOW):

- 1. That performance pay adjustments be approved for COL/CEMCA staff, and**
- 2. That a cost-of-living adjustment be approved for COL/CEMCA staff.**

VIII. PROGRAMME REPORT FOR 2010-2011 AND APPROVAL OF BUDGET FOR 2011-2012

A. Three-Year Plan, 2009-2012 – Progress Report

COL/BD/28-12

The Vice President introduced the progress report on programme activity pointing out that it covers the first nine months of the year 2010-2011 which is still not much more than midway through the current Three-Year Plan, 2009-2012. She also distributed updates for the period from April – June 2011. Using COL's Six-Rs filter – Relevance, Results, Reach, Regions, Resources and Relationships – the document reports on achieved outputs, progress toward outcomes, lessons learned and challenges, but it is still too early in the Three-Year Plan cycle to report on many expected outcomes and impacts. She noted that some performance targets in the current triennium were too modest and will be addressed in the next Three-Year Plan. Professor Kanwar also reviewed the "headlines" developed for each initiative, which highlighted some of the outputs, outcomes and in one case the impact achieved during the life of the current plan to date.

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In noting the report, the Board engaged in some discussion about COL programmes.

Dame Carol suggested that COL broaden its influence to include the “urban poor” and in response, Professor Kanwar agreed to set up a meeting between Dame Carol and COL’s Education Specialist, Agriculture and Livelihoods, Dr. K. (Bala) Balasubramanian. Dame Carol noted that she was pleased that COL had the flexibility to respond to emerging needs.

Board members asked about “value for money”, benchmarking costs and cost-reduction strategies and if such factors could be included in programme reporting. The President and Vice President assured the Board that COL has a tight grip on costs and that cost/benefit analyses are part of both programme formulation and evaluation.

Ms. Bourne congratulated COL on its achievements and the reporting that it does on the impact on people. She encouraged COL to increase its focus on people. Professor Kanwar noted that COL’s RBM process is always being improved and that the next Three-Year Plan will reflect sharper targets and indicators.

Professor Wood and Dame Carol asked about how COL leverages influence through others, including the corporate world, in support of COL’s work. The President and Vice President outlined the various avenues, including strategic partnerships, speeches, and networking.

Board members, including Professor Dr. Atta-ur-rahman and Professor Wood, also congratulated COL on very good results and reporting.

B. Gender Update COL/BD/28-13

The Vice President highlighted the progress report on gender and noted that COL has assessed itself against the basic minimum standards for gender mainstreaming in UN agencies. She reported that although COL has moved forward in its gender-related programming, the mid-term review indicates that COL’s efforts are not very visible. She said that staff training needs to continue and COL needs to partner more with organisations and departments that have a significant focus on gender.

She also highlighted the future plans, as outlined in the Gender Update report, relating to developing specific gender indicators for the next Three-Year Plan, showcasing COL’s gender programming more proactively and including gender more prominently in COL’s capacity building work.

The Board noted the gender update.

C. Critical Success Factors and Risk Management COL/BD/28-14

The President reviewed the tabular reporting document critical success factors and risk management and noted that it reflects a process and is updated regularly. He invited comment.

Professor Sankat reported that the Audit Committee has also reviewed the document and is supportive of its contents.

There was some discussion, wherein the President explained that invoicing countries for annual voluntary contributions, and the currency used, must be done on a case-by-case basis; it is not possible to obtain contributions based on Canadian dollar calculations

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from many countries – although COL continues to try. The President also explained that logo-abuse has not been a problem for COL.

Professor Sankat congratulated COL on keeping the Board informed through the President's *Quarterly Reports* and suggested that distribution could be expanded. The President responded that the *Quarterly Reports* do go out to COL's Focal Points and other stakeholders and are posted on COL's website, but that COL would look at expanding distribution further.

The Board noted the report on critical success factors and risk management

D. Approval of Budget for 2011-2012 COL/BD/28-15

The President and the Director – Finance, Administration & Human Resources presented the draft budget figures and supporting notes, reporting that the proposed draw-down of cash reserves is consistent with the Board's new cash reserves policy (agenda item III.B.2). The President also noted that the proposed budget includes provisions for performance pay and cost of living adjustments as already agreed to in principle by the Board (agenda item VII).

Total expenditures for 2011-2012 are budgeted at just under \$11.4 million, which is a slight decrease from the previous year. Projections to fund the budget are: member governments – \$8 million; additional contributions – \$1.7 million; and interest, other sources and cash reserves to make up the balance.

There was some discussion, especially in regard preparing a balanced budget through drawing down cash reserves and how costs can be curtailed should revenues not realise. The President and Vice President explained that donors generally wish to see surplus cash reserves spent on programmes and that cutting back on expenditures is fairly easily done, both in terms of budgeting and outflows, due the nature of COL and its operations.

THE PROPOSED BUDGET FOR 2011-2012, AS CIRCULATED, AT A LEVEL OF \$11,390,000, INCLUDING PROPOSED FUNDING FOR PERFORMANCE PAY AND COST-OF-LIVING ADJUSTMENTS (AGENDA ITEM VII, ABOVE), WAS APPROVED BY THE BOARD.

(Atta-ur-rahman/Sankat)

IX. GOVERNANCE MATTERS

A. Annual Review Governance Manual COL/BD/28-16

Ms. McEachern presented the Governance Manual and the latest amendment to Chapter 5, Section B, Sub-Section 3 (Responsibilities and Duties of Audit Committee) that was proposed by the Audit Committee: the addition of a point 3) under "Other Responsibilities" stating, "Contribute to the position description for future requirements of chief financial officer duties."

There was discussion on the Committee structure as outlined in the Governance Manual and the inconsistency with current practice (continued from agenda item IV.A, above). It was also noted and agreed that, on pages 29 and 36 of the Manual, the clause " , with

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simultaneous membership of the Executive Committee and the Audit Committee” is illogical and should be deleted.

THE BOARD APPROVED THE REVISED GOVERNANCE MANUAL, INCLUDING THE ADDITION OF A NEW POINT 3) UNDER “OTHER RESPONSIBILITIES” AND THE DELETION OF THE CLAUSE “WITH SIMULTANEOUS MEMBERSHIP OF THE EXECUTIVE COMMITTEE AND THE AUDIT COMMITTEE” ON BOTH PAGE 29 AND PAGE 36, AND REQUESTED THAT CHANGES TO THE MANUAL BE DRAFTED TO REFLECT THEIR DESIRED AMENDMENTS TO THE COMMITTEE STRUCTURE AS FOLLOWS:

- 1. That the Performance Sub-Committee be restored to full committee status, reporting directly to the Board of Governors,**
- 2. That the responsibilities of the Executive Committee be widened to include governance oversight of the human resources function,**
- 3. That a minimum frequency of Executive Committee meetings be prescribed, and**
- 4. That the Executive Committee be provided with the ability to act on behalf of the Board of Governors in the case of an emergency, subject to timely reporting to the Board and ratification.**

THE BOARD REQUESTED THAT AMENDMENTS BE DRAFTED TO REFLECT THESE CHANGES FOR CONSIDERATION BY THE EXECUTIVE COMMITTEE AND THE BOARD AT A LATER DATE.

B. Update on Orientation for new Board and Committee Members

New Board members/advisors reported that they appreciated the orientation session that was provided by the Chair and senior staff prior to the Board meeting. They said that it was well organised, as was the Board meeting itself and all related arrangements. They also expressed their appreciation for the discussions held at the Board retreat, held on the day prior to the Board meeting, and the presentations by COL Education Specialists at the retreat.

Ms. Glennie distributed and reviewed the results of the questionnaire completed by the eight new Board members, representative and advisors following the orientation. She noted that responses were generally “good” or “very good” (the two highest options) and that there were a few suggestions for improvements.

BOARD MEMBERS TO BE PROVIDED WITH AN ELECTRONIC COPY OF THE POWERPOINT SLIDES PRESENTED AT THE AUDIT COMMITTEE ORIENTATION SESSION HELD ON 7 JUNE 2011.

C. Terms of Office and Appointments for Board of Governors and Committee Membership COL/BD/28-17

The Chair asked Board members to note the previously circulated paper that outlines terms of office and appointments for the Board of Governors and Committee membership – and that an appointment of a Board Chair and a Deputy Chair is required at this time.

The Chair then left the meeting and the Deputy Chair presided over discussion regarding the appointment of a Chair. The Board agreed with the Commonwealth

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Secretary-General's nomination and unanimously re-appointed the Hon. Burchell Whiteman for a second three-year term "with acclaim".

The Chair returned to the meeting and was informed of the Board's decision. Mr. Whiteman said that he was honoured to accept and privileged to work with such a good organisation and Board.

The Chair proposed that Ms. Jenny Glennie succeed Ms. Sissons as Deputy Chair. Ms. Glennie and the Board agreed and the Chair thanked Ms. Sissons for her service over the past year.

The Board noted that Professor Sankat's term as the Regional Representative for the Caribbean expires on 31 December 2011. With the Board's support for an extension of Professor Sankat's appointment and a continuation of his service as Chair of the Audit Committee, and with Professor Sankat's agreement, the Board Chair agreed to write to the Commonwealth Secretary-General to seek reappointment of Professor Sankat as the representative for the Caribbean.

The Board also noted that the term of the external member of the Audit Committee expires on 31 August 2011. The Board agreed that COL should assist the Audit Committee in finding a replacement for Ms. Lem upon the expiry of her term.

Explaining that her strengths lay elsewhere, Dame Carol requested that another Board member replace her on the Audit Committee. It was suggested that former Audit Committee Chair, Ms. Jenny Glennie, fill that role. Ms. Glennie and the Board agreed.

THE BOARD NOTED THE CONTENTS OF THE PAPER ON TERMS OF OFFICE AND APPOINTMENTS FOR THE BOARD OF GOVERNORS AND COMMITTEE MEMBERSHIP, RE-APPOINTED THE HON. BURCHELL WHITEMAN AS ITS CHAIR FOR A SECOND THREE-YEAR TERM, APPOINTED MS. JENNY GLENNIE AS ITS DEPUTY CHAIR FOR THE ENSUING YEAR AND NAMED MS. JENNY GLENNIE TO THE AUDIT COMMITTEE IN PLACE OF DAME CAROL KIDU.

D. Self-assessment Mechanism COL/BD/28-18

Having been asked by the Board to prepare a Board and Board member self-assessment tool, Ms. Glennie reported that she and Mr. Andrew Preston (DFID) had developed a questionnaire that was completed online over the past few weeks by all seven returning Board members (Mr. Smith on behalf of the Commonwealth Secretary-General). She distributed and reviewed the generally favourable results, which included several comments in free-form fields.

The Board agreed that it had been a very useful exercise and thanked Ms. Glennie for her efforts.

X. IN-CAMERA SESSION

- A. Approval of the In-Camera Minutes COL/BD/28/MIN-19
- B. Matters arising from the Minutes
- C. Report of the Performance Sub-Committee

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- D. Succession planning for the position of President & Chief Executive Officer

THE BOARD MET IN-CAMERA TO DISCUSS THESE AGENDA ITEMS.

XI. ANY OTHER BUSINESS

No other business was raised.

XII. NEXT MEETING OF THE BOARD

IT WAS AGREED THAT THE NEXT MEETING OF THE BOARD WOULD TAKE PLACE IN VANCOUVER IN JUNE 2012.

The meeting concluded at 5:00 p.m., Wednesday, 8 June, 2011, Pacific Daylight Time.