

SUMMARY OF THE MINUTES

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PRESENT

Members:

H.E., the Honourable Burchell Whiteman, O.J. (*Chair*)
Ms. Jennifer (Jenny) Glennie (*South Africa; Deputy Chair*)
Mr. Ransford Smith (*representing H.E. Kamalesh Sharma, Commonwealth Secretary-General*)
Ms. Denise Chong (*Canada*)
Mr. N.K. Sinha (*India; representing Shri R.P. Agrawal*)
Dr. Linda Sissons, CNZM (*New Zealand*)
H.E. Professor Michael Omolewa (*Nigeria*)
Dr. David Levesque (*United Kingdom*)
Professor Akilagpa Sawyerr (*Africa*)
The Honourable (Mrs.) Zahiya Zareer (*Asia*)
Professor Clement Sankat (*Caribbean*)
The Honourable Dr. Dame Carol Kidu (*Pacific*)
Sir John Daniel (*Ex Officio; President & C.E.O.*)

Advisor:

Professor John Tarrant

Other COL Staff:

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

The meeting began at 1:30 p.m., Friday, 19 June, Malaysian Standard Time.

I. OPENING REMARKS BY THE CHAIR

The Chair welcomed all Board members and introduced the three new members (Professors Sankat and Sawyerr and Mrs. Zareer) and noted that he was pleased that the Board was nearly up to full membership again, pending the vacant at-large appointment by the Commonwealth Secretary-General.

The Chair expressed his appreciation and congratulations to COL's leadership and management for its presence at the 17th triennial Conference of Commonwealth Education Ministers (17CCEM, Kuala Lumpur, Malaysia) and his thanks to the Commonwealth Secretariat for their support. He was proud to be a part of COL.

The Chair noted the attendance of COL senior staff at the Board meeting and welcomed their input during the course of the meeting.

Finally, the Chair noted the departure of Ms. Helena Fehr from COL staff and expressed the Board's appreciation for her services, wishing her all the best.

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II. ADOPTION OF THE AGENDA COL/BD/26/1

THE DRAFT AGENDA WAS ADOPTED AS CIRCULATED, with the suggestion from the Chair that some flexibility may be exercised during the meeting.

III. MINUTES OF THE LAST MEETING OF THE BOARD OF GOVERNORS – JUNE 17 & 18, 2008 (VANCOUVER) COL/BD/25/MIN/1

A. Approval of the Minutes

THE DRAFT MINUTES OF THE PREVIOUS MEETING WERE APPROVED AS CIRCULATED (Glennie/Chong).

B. Matters Arising from the Minutes

1. Review of Action Items from the 25th Board of Governors' Meeting COL/BD/26/2

The President reviewed the listed Action Items He highlighted item IX.A. (engaging Board members and new Board orientations) noting that having the Board attend and participate at 17CCEM meetings had been quite successful, raising COL's profile more than staff alone could do, and that an orientation session was held prior to 17CCEM for the three new Board members. Re item VI.A., he reported that the harmonising of work plans with other intergovernmental agencies is going well. Re item VI.B, he drew the Board's attention to *COL in the Commonwealth: Country Reports, 2006-2009* which, as had been requested by the Board, includes all Commonwealth countries for this version, and that it had been well received by Ministers.

2. Revised Policy on Additional Contributions COL/BD/26/3

The President referred to the revised draft Policy on Additional Contributions that had been circulated and asked if this now reflects the will of the Board. There was considerable discussion on three main topics:

1. The merits of pursuing additional contributions against relying on traditional funding of government contributions to fund COL's programme.
2. The stipulation against COL's bidding on open-bid and bank development contracts.
3. The opportunity for full cost recovery.

On additional contributions, the board clarified its position, in that it encouraged the President to seek such sources of funding and moreover, did not wish to restrict his search for such funding, with the continuing proviso that it conforms with the existing Three-Year Plan and with COL's priorities.

On open-bid contracts, the board's discussion revisited COL's experience from years before on bidding on such contracts. Some members saw the desirability of leaving open this possibility in the event opportunities arose. However, other members argued strongly for reiterating the stipulation that COL does not

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engage in open-bid contracts by reason of past experience of losses under COL International and as importantly, a real or perceived conflict of interest between COL's programme work and its for-profit contract work. The latter view of members prevailed.

THE BOARD AGREED THAT IT IS DIFFICULT TO PROVIDE FOR ALL CIRCUMSTANCES IN THE WORDING OF THE POLICY AND IT DOES NOT WANT TO BE OVERLY RESTRICTIVE AS IT IS IMPORTANT THAT COL SEEK ADDITIONAL CONTRIBUTIONS, AT A TIME WHEN FUNDING MAY BE TIGHT. THE PRESIDENT AGREED TO WORK ON ANOTHER DRAFT THAT WOULD INCORPORATE COMMENTS AND CONCERNS TO DATE AND SUGGESTED THAT THIS MIGHT INCLUDE A BOARD COMMITTEE THAT COULD VET GREY-AREA ITEMS AND MATTERS WHERE MAGNITUDE MAY BE AN ISSUE. THE BOARD FURTHER AGREED TO GIVE COL'S PRESIDENT THE AUTHORITY TO SEEK ADDITIONAL CONTRIBUTIONS BASED ON THE UNDERSTANDINGS THAT HAVE BEEN REACHED DESPITE THE FACT THAT THE POLICY IS NOT YET FINALISED.

3. Update on Status of COL International COL/BD/26/4

Ms. McEachern reviewed the sequential financial and legal requirements for dissolution of COL International and the progress to date. She reported that the charter had been surrendered in July 2008 and that final dissolution will occur in August 2009, one year following last year's placement of a Canada Gazette notice.

IV. MINUTES OF THE EXECUTIVE COMMITTEE MEETING – COL/EX/31/MIN
FEBRUARY 23 & 24, 2009

1. Review of Action Items from the COL/BD/26/5
31st Meeting of the Executive Committee (February 2009)

The Chair ask members to note the Executive Committee minutes.

The President reviewed all of the listed Action Items as presented.

V. PRESIDENT'S REPORT

- A. Ratification of Three-Year Plan, 2009-2012 by 17CCEM (Plan distributed)

The President noted that COL's new Three-Year Plan for 2009-2012, as previously approved by the Board, had now been ratified by Ministers of Education at their recent meeting and that he was very pleased with the support that Ministers gave to COL.

- B. Other Matters Arising from 17CCEM

The President again noted the benefits of Board members being in attendance at 17CCEM.

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The President's view was that COL's visibility had increased, owing in part to its establishment of country focal points and development of country action plans and reports, noting that Ministers' own interests were focussed on COL's activities or potential in their own countries.

The President reported that the paragraph on COL in the Ministers' Communiqué was satisfactory: "[13] Ministers commended the Commonwealth of Learning on its work since 16CCEM; endorsed the Three-Year Plan for 2009-12 "Learning for Development"; and reiterated commitments to continued financial support. Ministers especially praised the work of the Virtual University for Small States of the Commonwealth (VUSSC), and encouraged its expansion in terms of capacity-building in the use of ICTs in education, and the development and delivery of courses, with particular emphasis on mechanisms for quality assurance."

He noted that COL-related presentations at the various 17CCEM fora were very well received, especially COL's work with Small States. COL's Breakfast with Ministers was also well attended and well received, giving Ministers a less formal, less time-restricted opportunity to comment on COL and ask questions.

Several Board members congratulated COL, and especially the President, for the documentation prepared for 17CCCEM and the exemplary presentations made to Senior Officials and Ministers, noting that the clarity, balance, visibility and choice of content was perfect. The only concern expressed was whether new and difficult-to-achieve expectations for COL were raised with respect to, in particular, the VUSSC and open schooling.

The President, in turn, thanked Board members for their guidance and thorough involvement in developing the new Three-Year Plan.

C. Sixth Pan-Commonwealth Forum on Open Learning (PCF6), India COL/BD/26/6

The President referred to the Board paper and noted that planning for PCF6 is on track, with the imminent appointment of a Programme Manager being the next crucial step. Although the Forum will be different from PCF5 (London) in many ways, the programme will once again meld COL-programme topics and agenda with those brought by others. He also noted that the Government of India has indicated its support.

VI. FINANCIAL MATTERS – 2008-2009

A. Minutes of the Audit Committee Meetings – COL/AU/12/MIN &
November 20, 2008; February 24, 2009 & COL/AU/13/MIN
Oral Report from the June 9, 2009 meeting

The Chair of the Audit Committee reviewed the minutes of the Audit Committee (November 2008 and February 2009) and noted that the Financial Statements for 2007/08 were approved subject to ratification by the Board. Also from the three meetings held since the Board last met, the Audit Committee Chair noted that the Audit Committee now includes an external expert, that the Committee has approved an Audit Plan, that it has reviewed COL's investment policy (found to be acceptable) and COL's

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ethics and compliance practices (also found to be acceptable), and made some procedural changes (February 24 minutes; page 3). She also reported that the change of auditors had effected some cost savings.

There were some questions and answers with respect to security of investments, currency fluctuations, and the advisory board of CEMCA.

The Chair thanked the Audit Committee and its Chair for being a model of effectiveness and detail. It was agreed that the Audit Committee self-evaluation process has been a good one, resulting in good outcomes.

- B. Ratification of the audited Consolidated Financial Statements, COL/BD/26/7
June 30, 2008

Ms. McEachern reviewed the audited Financial Statements for 2007/08 and answered questions, noting that detailed explanations are highlighted in the Audit Committee minutes.

THE AUDIT COMMITTEE'S APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDING JUNE 30, 2008 WAS RATIFIED WITH A REQUEST TO INDICATE THE CANADIAN DOLLAR CURRENCY IN FUTURE STATEMENTS (Sissons/Sawyerr).

- C. Interim Consolidated Financial Statements for the period ended COL/BD/26/8
March 31, 2009

Ms. McEachern presented the interim financial statements for 2008/09 and noted that revenues exceeded targets (greatly assisted by Nigeria's paying arrears for the previous year), with expenditures by 30 June expected to be approximately 85% of approved budget – off 10% due to lower additional contributions than forecast resulting in lower expenditures and 5% due to budgetary underspends in the core.

There were some questions and answers. In answer to a question about the appropriateness of COL reserves, given the current economy, The Audit Committee Chair responded that the Committee had considered that and were satisfied with the amount of surplus/reserves that are being carried. The addition of budget target figures was suggested.

The Chair commended COL staff for the helpful notes, comments and presentation. Members also commented on the improved presentation of the financial statements for their clarity, thoroughness and adherence to the principle of transparency, including the helpful explanatory notes.

- D. Revenue and Expenditures for Fifth Pan-Commonwealth Forum COL/BD/26/9
(PCF5), London, July 2008

The President reviewed the successes of PCF5 (London): good partners and sponsorships, good non-repeating representation from developing countries, good opportunities for planning, etc.

Ms. McEachern reviewed the financial reporting for PCF5 and confirmed that expenditures were as per budget.

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ON BEHALF OF THE BOARD, THE CHAIR OFFERED CONGRATULATIONS ON THE SUCCESS OF PCF5.

- E. Proposed Three-Year Budget Approval Process COL/BD/26/10

The President and Ms. McEachern presented the paper. Board members noted that the Executive Committee has expressed its desire to continue to approve annual budgets (see minutes of Executive Committee meeting, February 2009). It was also noted that both the Memorandum of Understanding and Governance Manual stipulate annual approval and that in the current economic and fiscal environment annual approvals are prudent. There was some discussion.

IT WAS AGREED THAT, WHILE A THREE-YEAR OUTLINE IS USEFUL, THE BOARD WOULD CONTINUE TO REQUIRE A DETAILED ANNUAL BUDGET REVIEW AND APPROVAL PROCESS.

- F. Report on COL's Evaluation of Internal Financial Controls COL/BD/26/11
for Reliable Financial Reporting (COL/AU/14/5)

The President reviewed the report and noted that the Board can be assured of the appropriateness of COL internal financial controls for reliable financial reporting. There were some questions and answers, including the jurisdictions of CEMCA Advisory Board (the COL Board of Governors has full governance responsibility for CEMCA and CEMCA's accounts are audited along with COL's on a consolidated basis).

THE CHAIR THANKED THE PRESIDENT FOR THE REPORT AND INDICATED THE BOARD'S ACCEPTANCE.

VII. HUMAN RESOURCES AND ADMINISTRATIVE MATTERS

- A. Human Resource Matters COL/BD/26/12

THE BOARD MET IN-CAMERA TO DISCUSS HUMAN RESOURCE MATTERS.

- B. Staff List COL/BD/26/13

VIII. PROGRAMME REPORT AND APPROVAL OF BUDGET FOR 2009-2010

- A. Three-Year Plan, 2006-2009 – progress report COL/BD/26/14

Professor Kanwar introduced the Progress Report on programme activity and explained that it is primarily a detailed review prepared by programme managers and as such, assessments differ from those found in the External Evaluation. She highlighted three major organisational achievements during the period:

1. COL can take some credit for moving the international focus on Open and Distance Learning (ODL) to *ODL for Development*.
2. COL has significantly increased its network of partners.

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3. As a “learning organisation”, COL has advanced to a higher-level in incorporating Results Based Management into its planning, monitoring and evaluation processes.

For the future, Professor Kanwar suggested three areas for improvement:

1. Scaling up programmes and initiatives, especially by building in more sustainability.
2. Improving and increasing data gathering for results assessment.
3. Developing better means for setting criteria and measuring results in the cross-cutting theme areas especially gender.

There was considerable discussion, including seeking information on COL’s plans for scaling up and on progress in rolling out the log frame into a detailed performance management system. Discussion also included several very favourable comments and congratulations on the work and the reporting – much improved over the years, excellent presentation, impressive achievements. Discussion also included questions and answers and a few suggestions for consideration, including:

- COL’s Board should celebrate success more.
- COL should present these results to the public, but in much less detail.
- COL could develop a document recording the macro-impact of its work over the past 20 years showing how value for money has been achieved.
- Results for cross-cutting themes, especially Gender, need to be clearly shown and Performance Indicators should be included in the logframes.
- Illustrative examples and/or case studies could be included.
- It would help to show how people (final users) have been impacted.
- “Lessons learned” could be included, especially in an overview and long-term perspectives.
- COL should give shorter reports to the Board based on what has been achieved in the following areas: policies; models; materials; capacity and partnerships.
- COL should develop a policy statement on the ethics of partnership.
- COL should demonstrate that it is a “catalyst for change” and that it fosters “integrating partnerships in-country”, but this is difficult to measure.
- COL might consider working on two areas that were identified in the 17CCEM Vice-Chancellors Forum as priorities: sustainable environmental development and boys’ underachievement in areas outside of the Caribbean.

THE BOARD AGREED TO PROFESSOR KANWAR’S REQUEST TO PRESENT ANNUAL REPORTS TO THE BOARD RATHER THAN CUMULATIVE ONES, AS HAD BEEN DONE DURING THIS TRIENNIUM.

The Chair thanked the Board and staff for the useful discussion.

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- B. Virtual University for Small States of the Commonwealth (VUSSC) – COL/BD/26/15
Update

Mr. West highlighted the VUSSC update, noting that it is a long-term initiative – a network that is *for* Small States *by* Small States. There were some questions and answers focussing on the uptake and use of course materials and offerings under the VUSSC. Some concern was expressed about the financial viability of VUSSC in the long term and the desired levels of funding needed. COL indicated that presumably, the onus would be on the small states to perhaps make a bid to the CFTC for funding. COL was asked to come back to this concern in the next update along with a more systematic approach to inform feedback.

- C. Summary of External Evaluator’s Report on the Three-Year Plan, COL/BD/26/16
2006-2009

Members were referred to the summary of the external evaluation in the new Three-Year Plan. There was a suggestion from a Board member that COL be cognisant of the ethics of external interventions into communities (for example, aboriginal communities object to the copyrighting of research that has been conducted on them). The President responded that while COL has no written policies, he has tremendous confidence in methods employed by COL’s staff who work in community development. A suggestion was made that COL share and document its knowledge, experience and practice in this area.

The President reported that one of COL’s major funders, the Canadian International Development Agency (CIDA), has requested that COL provide the agency with a written response to the External Evaluation, which COL staff will do and will share with the Board.

THE CHAIR NOTED THAT THE PROTOCOL FOR COL’S RESPONSE TO CIDA WILL BE THAT IT IS SENT TO CIDA WITH A COPY TO THE CHAIR, WHO WILL THEN DISTRIBUTE TO BOARD MEMBERS WITH SUBSEQUENT REFERRAL TO THE NEXT MEETING OF THE EXECUTIVE COMMITTEE.

- D. COL’s Gender Action Plan – Update COL/BD/26/17

Professor Kanwar highlighted the Progress Report. There was some discussion. A Board member pointed out a phrase on page one of the report that states, “... sample clauses have also been identified for use by staff who wish to include gender analysis as a part of the final report or evaluation of the work undertaken” and noted that this should not be an option. Professor Kanwar agreed to update the wording accordingly. In addition, the document discusses “Future Direction” and the same Board member noted that data gathered by education specialists should be disaggregated by gender.

- E. Critical Success Factors and Risk Management COL/BD/26/18

The President reviewed the tabular document and noted that it has evolved through several Board, Executive and Audit Committee meetings. There was some discussion, in particular the difference between the new COLWiki and the now-independent WikiEducator, the need to manage reputational risk that could arise from taking on

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projects from additional contribution sources along with the risk of raising expectations through statements made about what COL and ODL can do.

F. Approval of Budget for 2009-2010 COL/BD/26/19

Ms. McEachern reviewed the presentation of the draft budget and offered that it was realistic in regard to expected revenues (e.g., decline in interest rates) and that cash reserves are good. She pointed out that the budget provides a comparison to last year, a overview projection for three years and other details and treatment that had been requested by the Board.

Projections to fund the budget for 2009-2010 are: member governments funding – \$8.5 million; additional contributions – \$2 million; and other sources and cash reserves making up the balance.

There was some discussion of COL’s experience and, more generally the experience of governments and institutions on prudent spending, expenditures and belt-tightening practices, in the current economic outlook and stringent fiscal climate.

Board members expressed concern about possible funding shortages due to the current economic climate. The President and Ms. McEachern responded that, although COL has seen no signs of reductions in COL’s funding to date, the organisation is in good financial shape and well positioned in order to quickly respond to such an eventuality with appropriate cost-cutting.

THE BOARD AGREED THAT EVIDENCE OF “PRUDENCE” IS REQUIRED AND SUGGESTED THAT COL PREPARE AND DISTRIBUTE AN OUTLINE FOR THE BOARD.

Board members restated their desire for COL to continue to seek additional funding, despite the lack of a finalised policy (see item III.B.2 above).

The Chair suggested that the Board approve the budget but keep a “watchful eye” on funding.

THE DRAFT BUDGET FOR 2009-2010 WAS APPROVED AS CIRCULATED, AT A LEVEL OF \$11,165,550. (Omolewa/Sankat)

IX. GOVERNANCE MATTERS

A. Review Governance Manual COL/BD/26/20

There was some discussion on the current version of the Governance Manual. The President noted that while there are no current proposals for changes, some work could be done especially in areas related to procedures that have been developed by the Audit Committee.

THE PRESIDENT AGREED TO UPDATE THE MANUAL FOR CONSIDERATION AT THE NEXT MEETING AND INVITED BOARD MEMBERS TO SEND FURTHER COMMENTS AND SUGGESTIONS TO HIM.

B. Orientation for new Board and Committee Members

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It was noted that an orientation for the three new Board members took place in Kuala Lumpur prior to the start of 17CCEM and that new members found it useful. The Chair, the President, Professor Kanwar, Ms. McEachern and Mr. West were in attendance at the orientation, providing presentations and answering questions.

- C. Terms of Office and Appointments for Board of Governors and Committee Membership COL/BD/26/21
1. Chair and Deputy Chair
 2. Board of Governors
 3. Executive Committee
 - a. Performance Sub-Committee
 4. Audit Committee

THE BOARD MET IN-CAMERA TO DISCUSS TERMS OF OFFICE AND APPOINTMENTS.

X. IN-CAMERA SESSION

- A. Approval of the In-Camera Minutes COL/BD/25/MIN/2
- B. Matters Arising from the Minutes
- C. Report of the Performance Sub-Committee

XI. ANY OTHER BUSINESS

The Chair thanked the two members, who are expected to retire from the Board by the end of the year, for their long-time service and noted that the Board had benefited significantly from their contributions. Ms. Chong and Mr. Levesque responded that it had been a privilege to work with dedicated people who inspire others not only to “make a difference”, but “make a crucial difference.”

THE CHAIR RECORDED HIS THANKS TO THE COL STAFF TEAM FOR ITS SERVICE TO BOARD MEMBERS IN MANAGING THEIR ATTENDANCE AND PARTICIPATION AT 17CCEM AND THE BOARD MEETING – AND ASKED THAT THE PRESIDENT CONVEY THIS APPRECIATION TO OTHER STAFF MEMBERS WHO WERE NOT PRESENT.

XII. NEXT MEETING OF THE BOARD

IT WAS AGREED THAT THE NEXT MEETING OF THE BOARD WOULD TAKE PLACE IN VANCOUVER IN MID-JUNE 2010.

The meeting concluded at 3:30 p.m., Saturday, 20 June, Malaysian Standard Time.