



Sound Corporate Governance

Advancing the development research agenda

A collaborative and visionary approach

The Board of Governors

IDRC's work is guided by a 21-member international Board of Governors; the Chairman of the Board reports to Parliament through the Minister of Foreign Affairs. The *IDRC Act* stipulates that a majority of members, including the Chair and Vice-Chair, must be Canadian. Up to 10 Governors are appointed from other countries. The composition of its Board helps to ensure that the Centre's programs and operations effectively respond to the needs of the developing world, adhere to good governance practices, and uphold the public interest in its undertakings.

Board Stewardship

IDRC's Board is committed to openness, transparency, and accountability in discharging its responsibilities. Its key responsibilities are to

- establish IDRC's strategic direction
- review and approve the Centre's budget and financial statements
- assess and ensure systems are in place to manage risks associated with the Centre's business
- ensure the integrity of the corporation's internal control and management information systems
- monitor corporate performance against strategic and business plans
- assess its own performance in fulfilling Board responsibilities
- measure and monitor the performance of the President/Chief Executive Officer
- ensure that the Centre has an effective communications strategy.

The Board ensures that the Centre adheres to the *IDRC Act* and its mandate to initiate, encourage, support, and conduct research into the problems of the developing regions of the world.

Strategic direction

The *IDRC Act* defines the Centre's mandate.

This year marked the fourth year of operations under the *Corporate Strategy and Program Framework 2005–2010* (CS+PF), and of its companion document, the *Operational Framework*.

Oversight and assurance

IDRC's Finance and Audit Committee helps the Board fulfill its oversight responsibilities. The Committee works closely with the Chief Financial Officer, the Chief Audit Executive, and the Office of the Auditor General (OAG). Its responsibilities include ensuring that the principal risks of the Centre's business have been identified, that they are properly managed, and that assets are well protected. A corporate risk profile prepared by IDRC's Risk Management and Internal Audit Unit assists them in this task.

Effective reporting

Annually, the Board of Governors receives a report on the status of IDRC programs and activities in relation to the overall *Corporate Strategy and Program Framework*. In March, the planned *Program of Work and Budget* for the coming year is presented to the Board for review and approval.

At its meeting in June, the Board receives an account of the past year's activities from the Evaluation Unit and the Communications Division. The report on the annual financial audit, conducted by the OAG, and the year's audited financial statements are presented at this time.

Audit regime

The annual audit regime includes both internal and external audits. The Office of the Auditor General performs all external audits, including the annual attest audit of the Centre's financial statements and periodic Special Examinations. Internal audits are reported to the Finance and Audit Committee at its regular meetings. The status of internal audits in relation to the Internal Audit Plan of Work is reported to the Board twice a year.

THE BOARD ENSURES THAT THE CENTRE ADHERES TO THE *IDRC ACT* AND ITS MANDATE TO INITIATE, ENCOURAGE, SUPPORT, AND CONDUCT RESEARCH INTO THE PROBLEMS OF THE DEVELOPING REGIONS OF THE WORLD.

Communications

IDRC's annual report is an important vehicle for communicating with Parliament, the Canadian government, and Canadians. IDRC consults closely with the Canadian foreign policy family — the Department of Foreign Affairs and International Trade, the Canadian International Development Agency, and the Privy Council Office, among others — as well as with Canadian scientific and research communities on key issues.

IDRC also presents research results to Canadians through its website, corporate publications, activities, and events across Canada.

Working with Management

Board and management relations

Board and management relations are characterized by a spirit of openness and transparency and a common belief in the principle of accountability and good public governance practices, to achieve the highest level of organizational performance.

The Board measures and monitors the performance of the President. The Board annually discusses with the President its evaluation of his performance. The President's objectives and performance measures are developed at the outset of each year in consultation with the Board.

Succession planning

IDRC's approach to succession planning focuses, in part, on developing staff of high potential to ensure that the next generation of leaders is in place to support the Centre's commitment to excellence. Annually, the President and Vice-Presidents review senior staff to ensure continuing organizational fit and that future organizational needs will be met. The President briefs the Board on the demographic picture and the succession planning strategies to be undertaken.

Board independence

The Board has established processes that allow it to function independently of management. The roles of the Chairman and the President, who is the CEO, are separate: the Chairman manages the affairs of the Board; the President is responsible for the daily operations of the Centre. All Board members are appointed by the Governor in Council.

The Board normally meets three times a year. Every session includes an in-camera discussion and reports from Board committees. The Board has four standing committees: the Executive Committee, the Finance and Audit Committee, the Governance Committee, and the Human Resources Committee. Committee members are elected on the basis of their interests, expertise, and availability. The Board also establishes ad hoc committees to deal with particular issues as the need arises.

The Board has conflict of interest guidelines to maintain the highest standard of integrity for its members.

Executive Committee (as of March 31, 2009)

Members: The Honourable Barbara McDougall (Chair); Denis Desautels; Ged Davis; Andy Knight; David Malone; Faith Mitchell; Francisco Sagasti.

Finance and Audit Committee (as of March 31, 2009)

Members: Denis Desautels (Chair); Ahmed Galal; Frieda Granot; Andrés Rozental.

Governance Committee (as of March 31, 2009)

Members: The Honourable Barbara McDougall (Chair); Jocelyn Coulon; Denis Desautels; David Malone; Faith Mitchell; Xue Lan.

Human Resources Committee (as of March 31, 2009)

Members: Faith Mitchell (Chair); Amina J. Ibrahim; Claude-Yves Charron; Andy Knight; Pratap Mehta.

Functioning of the Board

Renewal of the Board

The *IDRC Act* specifies that at least 11 of the Governors must have experience in international development or a background in the natural or social sciences, or technology. These stipulations are reflected in a profile of skills and experience developed by the Board to assist in identifying suitable candidates to fill Board vacancies.

Board members are appointed for a term of four years and may be appointed for a further term. In 2008–2009, two Governors were appointed to the Board.

Orientation

New Board members participate in an orientation program and receive extensive background material on the Centre and its operations. All Board members are encouraged to make at least one trip during their term to visit IDRC projects, to consult with partners, and see first-hand how IDRC works and the impact of the research it supports. This year, a field trip was organized to India and Sri Lanka in January 2009.

Compensation

Compensation for Board members is set according to *Government of Canada Remuneration Guidelines for Part-time Governor in Council Appointees in Crown Corporations*. These guidelines establish the following ranges:

- Per diem for Governors: \$390 – \$420
- Annual retainer for Committee Chairs: \$4 600 – \$5 400
- Annual retainer for the Chairman: \$9 200 – \$10 800

Responsibility for corporate governance

The Board of Governors is responsible for the overall approach to governance issues in the Centre. Looking to its own governance practices and performance, the Board, under the leadership and direction of the Chairman, conducts a self-assessment exercise every year.

Committee membership and responsibilities are reviewed annually.

In October 2008, the Board changed the name of the Nominating Committee to the Governance Committee. New Terms of Reference, with an expanded mandate to review issues with respect to corporate governance, were adopted.

The IDRC Board of Governors 2008–2009

THE HONOURABLE BARBARA MCDUGALL,
Chairman, Toronto, Canada

Advisor, international business development, corporate governance, and government relations, Aird & Berlis; former Secretary of State for External Affairs and Minister of Employment and Immigration

MARY COYLE, Vice-Chairman, Antigonish, Canada
(resigned May 26, 2008)

Vice President and Director, Coady International Institute, St Francis Xavier University; former Executive Director, Calmeadow, Toronto

DENIS DESAUTELS, Vice-Chairman, Ottawa, Canada
(elected October 21, 2008)

Executive-in-Residence, Telfer School of Management, University of Ottawa; former Auditor General of Canada; member of several boards of directors, including the Laurentian Bank of Canada, Bombardier Inc., Groupe Jean Coutu, and CARE Canada

DAVID M. MALONE, President, IDRC, Ottawa, Canada
(appointed July 1, 2008)

Former High Commissioner for Canada to India and non-resident Ambassador to the Kingdom of Bhutan and to Nepal; former Assistant Deputy Minister (Global Issues), Department of Foreign Affairs and International Trade; former President, International Peace Academy (New York)

MAUREEN O'NEIL, President, IDRC, Ottawa, Canada
(term ended June 30, 2008)

Former President (interim), International Centre for Human Rights and Democratic Development; former President, The North–South Institute

LALLA BEN BARKA, Addis Ababa, Ethiopia
(term ended February 16, 2009)
Deputy Executive Secretary, United Nations Economic Commission for Africa; former Regional Director, UNESCO Africa

CLAUDE-YVES CHARRON, Montréal, Canada
Vice-President, Université du Québec à Montréal; Secretary General, ORBICOM (Network of UNESCO Chairs in Communications); High-level Senior Advisor, UN Global Alliance for Information and Communication Technologies and Development

JOCELYN COULON, Montréal, Canada
Visiting Researcher, Centre d'études et de recherches internationales de l'Université de Montréal (CÉRIUM) and Director, CÉRIUM's Réseau francophone de recherche sur les opérations de paix; former Director, Pearson Peace-keeping Centre, Montréal campus

ANGELA CROPPER, Trinidad and Tobago
(resigned October 16, 2008)
Assistant Secretary-General and Deputy Executive Director, United Nations Environment Programme; Co-founder and former President, The Cropper Foundation

GED DAVIS, Sevenoaks, United Kingdom
Co-President, Global Energy Assessment, International Institute for Applied Systems Analysis; former Deputy Chairman, EcoCities plc

AHMED GALAL, Cairo, Egypt
Managing Director, Economic Research Forum; former Executive Director and Director of Research, Egyptian Center for Economic Studies

FRIEDA GRANOT, Vancouver, Canada
(appointed April 11, 2008)
Senior Associate Dean, Strategic Development and External Relations, and Advisory Council Chair in Management Science at the Sauder School of Business, University of British Columbia; former Dean, Faculty of Graduate Studies, UBC

ROBERT GREENHILL, Gatineau, Canada
(resigned June 19, 2008)
President, Canadian International Development Agency

AMINA J. IBRAHIM, Abuja, Nigeria
Senior Special Assistant to the President of Nigeria on the Millennium Development Goals; former National Coordinator, Education for All, Federal Ministry of Education, Nigeria

W. ANDY KNIGHT, Edmonton, Canada
Professor, International Relations, Department of Political Science and Coordinator/Advisor, Peace and Post-Conflict Studies Program, University of Alberta

PRATAP MEHTA, New Delhi, India
President, Centre for Policy Research; former Professor of Government, Harvard University

FAITH MITCHELL, Washington DC, United States
Vice-President for Program and Strategy, Grantmakers in Health; former Senior Program Officer, Institute of Medicine, National Academies

ANDRÉS ROZENTAL, Mexico City, Mexico
President, Mexican Council on Foreign Relations; former Ambassador of Mexico to the United Kingdom, and Deputy Foreign Minister

FRANCISCO SAGASTI, Lima, Peru
External Advisor, former President, FORO Nacional/Internacional; former Director, AGENDA: Peru

LINDA SHEPPARD WHALEN, St John's, Canada
(term ended February 16, 2009)
Editor, *The Newfoundland Quarterly* and President and Chief Executive Officer, Centre for Long-term Environmental Action in Newfoundland and Labrador

XUE LAN, Beijing, People's Republic of China
Dean, School of Public Policy and Management, Tsinghua University; former Assistant Professor, Engineering Management and International Affairs, George Washington University

Board Meeting Attendance

April 1, 2008–March 31, 2009

LALLA BEN BARKA

(term ended February 16, 2009)

0 out of 2 meetings

CLAUDE-YVES CHARRON

3 out of 3 meetings

JOCELYN COULON

3 out of 3 meetings

MARY COYLE

(resigned May 26, 2008)

ANGELA CROPPER

(resigned October 16, 2008)

0 out of 1 meeting

GED DAVIS

3 out of 3 meetings

DENIS DESAUTELS

3 out of 3 meetings

AHMED GALAL

3 out of 3 meetings

FRIEDA GRANOT

(appointed April 11, 2008)

3 out of 3 meetings

ROBERT GREENHILL

(resigned June 19, 2008)

AMINA J. IBRAHIM

1 out of 3 meetings

ANDY KNIGHT

2 out of 3 meetings

DAVID MALONE

(appointed July 1, 2008)

2 out of 2 meetings

THE HONOURABLE

BARBARA MCDUGALL

3 out of 3 meetings

PRATAP MEHTA

3 out of 3 meetings

FAITH MITCHELL

2 out of 3 meetings

MAUREEN O'NEIL

(term ended June 30, 2008)

1 out of 1 meeting

ANDRÉS ROZENTAL

2 out of 3 meetings

FRANCISCO SAGASTI

3 out of 3 meetings

LINDA SHEPPARD WHALEN

(term ended February 16, 2009)

2 out of 2 meetings

XUE LAN

2 out of 3 meetings

Senior Management Committee

IDRC's Senior Management Committee is subject to the President's ultimate responsibility for supervising and directing the work and staff of the Centre, and to the overall responsibility of the Board of Governors, as provided in the *IDRC Act*.

The Committee's functions are

- to assist the President in discharging his obligations to the Board of Governors and, in doing so, to formulate the main corporate objectives, policies, and programs

that are submitted to the Board and embodied in the *Corporate Strategy and Program Framework*, the *Operational Framework*, the annual *Program of Work and Budget*, the evaluation system, the annual report, and in specific policy papers as may be required; and

- to develop, foster, and communicate corporate interests and values; to anticipate events affecting the Centre; and to promote team work, adaptability to change, and collaboration among the different responsibility units.

Senior Management Committee 2008–2009

MAUREEN O'NEIL

President (Chair)
(term ended June 30, 2008)

DAVID M. MALONE

President (Chair)
(appointed July 1, 2008)

FEDERICO BURONE

Regional Director, Latin America and the Caribbean

MICHAEL CLARKE

Director, Information and Communication
Technologies for Development

SYLVAIN DUFOUR

Director, Finance and Administration

NASER FARUQUI

Director, Innovation, Policy and Science
(appointed August 1, 2008)

GILLES FORGET

Regional Director, West and Central Africa
(retired August 22, 2008)

CONSTANCE FREEMAN

Regional Director, Eastern and Southern Africa

RICHARD FUCHS

Regional Director, Southeast and East Asia

BRENT HERBERT-COPLEY

Director, Social and Economic Policy

RICHARD ISNOR

Director, Innovation, Policy and Science
(resigned April 4, 2008)

JEAN LABEL

Director, Environment and Natural Resource Management

STEPHEN MCGURK

Regional Director, South Asia and China

ROHINTON MEDHORA

Vice-President, Programs and Partnerships

LAUCLAN T. MUNRO

Vice-President, Corporate Strategy and Regional
Management (appointed October 20, 2008);
Director, Policy and Planning (until October 20, 2008)

ANNETTE NICHOLSON

Secretary and General Counsel

LINE NOREAU

Director, Human Resources

EGLAL RACHED

Regional Director, Middle East and North Africa

CHANTAL SCHRYER

Director, Communications and Parliamentary Affairs

GERD SCHÖNWÄLDER

Director, Policy and Planning
(appointed February 19, 2009)

KATHRYN TOURÉ

Regional Director, West and Central Africa
(appointed October 2, 2008)

DENYS VERMETTE

Vice-President, Resources and Chief Financial Officer