31ST MEETING OF THE BOARD OF GOVERNORS
OF THE COMMONWEALTH OF LEARNING
JUNE 13, 2014 (VANCOUVER, CANADA)

DRAFT SUMMARY OF THE MINUTES

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PRESENT

Members:
The Honourable Burchell Whiteman, O.J. (Chair)
Her Excellency Mrs. Mariam Katagum (Nigeria, Deputy Chair)
Mr. Ram Venuprasad (representing the Commonwealth Secretary-General)
Ms. Janet L. Ecker, ICD.D (Canada)
Mr. R. Chandramouli (representing Mr. Ashok Thakur, India, for part of the meeting)
His Excellency the Right Honourable Sir Lockwood Smith, KNZM (New Zealand)
Professor Narend Baijnath (South Africa)
Dr. Chris Berry (United Kingdom)
The Honourable Danny Faure (Africa)
Professor Dr. Atta-ur-Rahman, FRS (Asia)
Professor Clement Sankat (Caribbean)
Dr. Emma Kruse Vaai (Pacific)
Mr. Martin Bean (Secretary-General’s appointee)
Professor Asha Kanwar (Ex Officio; President & C.E.O.)

Advisor to Board Member:
Mr. Olivier Fankhauser, Department of Foreign Affairs, Trade and Development (DFATD), Advisor to the Canadian Member

Regrets:
Professor John Wood, Association of Commonwealth Universities (Advisor to the Board)

Other COL Staff:
Mr. Vis Naidoo, Vice President
Ms. Doris McEachern, Director – Finance, Administration & Human Resources
Dr. Venkataraman Balaji, Director – Technology & Knowledge Management
Mr. Dave Wilson, Communications Manager (Meeting recorder)

The meeting began at 9:00 a.m., Friday, June 13, 2014, Pacific Daylight Time.

I. OPENING REMARKS BY THE CHAIR

The Chair welcomed all Board members to the meeting acknowledging the new members for New Zealand, the Africa region and the Pacific region, as well as the return of the member representing Canada. He noted that the Secretary-General, Mr. Thakur and Mr. Wood were unable to attend and welcomed Mr. Thakur’s representative from the Indian Consulate General in Vancouver and the Secretary-General’s representative from the Office of the Deputy
Secretary-General (Economic and Social Development). He also welcomed the Canadian Board member’s advisor from the Department of Foreign Affairs, Trade and Development.

The Chair expressed his appreciation to the President and staff for the arrangements made for the Board meeting, committee meetings and associated events, and for their work throughout the year. He noted that COL had had a good year and he expected this to continue.

II. APPROVAL OF THE AGENDA

THE DRAFT AGENDA WAS APPROVED AS CIRCULATED.

III. MINUTES OF THE 30TH MEETING OF THE BOARD OF GOVERNORS – JUNE 14, 2013 (VANCOUVER)

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 30th Board of Governors’ Meeting

The Chair reviewed all of the listed Action Items as presented. He noted that all outstanding items had been dealt with, which included updates to the cash reserve policy (COL/BD/31 - 4), the whistle-blowing policy (COL/BD/31 - 5), and the Governance Manual.

IV. EXECUTIVE COMMITTEE MEETING

A. Minutes of the 35th Executive Committee Meeting (December 2, 2013) and Minutes of the 36th Executive Committee Meeting (February 27, 2014)

The Board noted the draft minutes of the recent Executive Committee meetings.

V. PRESIDENT’S REPORT

A. President’s Report

The President reviewed her written report, covering the programme year, 2013-2014, noting:

- COL’s presentation to Foreign Ministers, and Foreign Ministers of Small States, at the biennial Commonwealth Heads of Government Meeting, held in Sri Lanka in November, had a positive impact – COL has a good reputation but this comes with high expectations;
• the annual meeting of Pacific Island Ministers of Education where the President’s keynote triggered keen discussion by ministers and the key messages were included in the outcome statement;

• COL’s Seventh Pan-Commonwealth Forum on Open Learning, held in Nigeria in December in partnership with the Federal Ministry of Education and the National Open University of Nigeria (NOUN) attracted over 600 delegates from 49 countries;

• three awards were presented to COL this year (by Nexus; EduVision, Jamaica; and the African Council for Distance Education);

• two of the four strategic plan-related regional meetings/consultations with Focal Points were held – in the Caribbean, hosted by the Ministry of Tertiary Education and Skills Training, Trinidad & Tobago, and in Africa, hosted by the Ministry of Tertiary Education, Science, Research and Technology, Mauritius.

• COL’s “Aptus” device favourably received by Governments;

• COL’s successful Mobiles for Development MOOC;

• the two evaluations underway;

• stable funding, that should exceed target – 42 countries had contributed to COL’s core funding with two more on the way; and

• as COL enters the final year of the current triennium, “we will fast track our activities, monitor and review global developments, the needs of stakeholders and our own strengths and weaknesses to position COL as the foremost global agency that promotes ‘learning for development’.”

The member for Canada noted that Canada was interested in COL’s work with technology advances and with women’s rights issues, was prepared to support COL’s gender work and was looking forward to the results from the evaluations and the ensuing new Logic Model. She also stated that Canada would like to ensure that the Board of Governors is fully involved with the development of the next strategic plan.

The member for the Pacific noted that COL was doing good work in and for small states. She added that Samoa would be hosting the UN’s Third International Conference on Small Island Developing States in early September and that she would help to ensure visibility for COL and VUSSC at the event.

The Secretary-General’s representative noted that the Commonwealth Secretariat Board of Governors was impressed with the President’s recent presentation to them. He explained that while COL/ComSec joint activities had decreased lately, these needed to be strengthened, especially in regard to the new “Knowledge Hub” that ComSec is establishing. ComSec looks forward to partnering more with COL in areas such as small states, including the Government of Malta’s new Centre for Excellence in Small States and the proposed Tertiary Education Facility in Malaysia.

The member for Nigeria thanked the President for entrusting the Seventh Pan-Commonwealth Forum on Open Learning to their country. She noted that it resulted in
good visibility for COL in her country and for Nigeria in the world. She also noted that
Nigeria’s agriculture and telecom sectors had been growing quickly and that teacher
training in Nigeria had been put under one agency – both areas where COL might
partner. She also reported that Nigeria’s contribution of NGN 91 million to COL had
been approved and was on the way, with arrears under active consideration.

The member for Asia suggested that COL could provide assistance to the world in the
four broad challenges in open and distance learning: infrastructure, content, mentoring
and assessment.

India’s representative conveyed apologies from the member for India who was not able
to attend the meeting in person and presented the following points on behalf of his
Government:

- that the Government of India (GOI) supported approving the minutes and the
  proposed budget;
- that, as one of COL’s major donors, India had again recently increased its
  contribution to COL;
- that COL considers showcasing India’s open learning higher education system
to other countries;
- that, after study, COL designates one Commonwealth open university as a
  model for others;
- that COL increases its contributions in the higher education area; and
- that COL promotes a model open educational resources (OER) policy.

The President thanked Board members for their comments. She agreed that COL had
much to offer in relation to the four challenges expressed by the member for Asia and
that COL’s regional agency, the Commonwealth Educational Media Centre for Asia,
had been working with the Government of India on OER policy issues. COL had also
been working with other countries such as Antigua & Barbuda on OER policy
development.

**THE BOARD UNANIMOUSLY EXPRESSED THEIR APPRECIATION FOR THE
PRESIDENT’S LEADERSHIP AND REPORTING, AND THE GOOD WORK DONE BY
COL, ESPECIALLY IN SMALL STATES.**
VI.  FINANCIAL MATTERS

A. Minutes of the 27th Audit Committee Meeting  
   COL/AU/27/MIN & COL/AU/28/MIN - 7  
   (November 5, 2013),  
   Minutes of the 28th Audit Committee Meeting  
   COL/AU/28/MIN - 7  
   (February 13, 2014),  
   and Oral Report from the 29th Audit Committee Meeting  
   (June 12, 2014)  
   The Chair of the Audit Committee, Professor Sankat, reviewed the outcomes of the  
   three Audit Committee meetings that had been held since the last Board meeting, and  
   noted that the Audited Consolidated Financial Statements for the year ended June 30,  
   2013 were unqualified by the auditor and approved by the Audit Committee subject to  
   ratification by the Board. He added that the Audit Committee had again benefited from  
   an annual orientation session presented by Management Development Associates (NA)  
   Inc. on audit committee effectiveness and requested that the PowerPoint slides be  
   provided to all Board members.  
   THE BOARD NOTED THE TWO SETS OF MINUTES AND ORAL REPORT, FOR THE  
   THREE AUDIT COMMITTEE MEETINGS HELD SINCE THE PREVIOUS MEETING  
   OF THE BOARD OF GOVERNORS.  

B. Ratification of the audited Consolidated Financial Statements  
   COL/BD/31 - 8  
   for the year ended June 30, 2013  
   The Chair of the Audit Committee reviewed the unqualified Auditor’s Report and  
   audited Consolidated Financial Statements for the year ended June 30, 2013 and invited  
   the Board to ratify the statements. He stated that this was the first year of the transition  
   to the new Canadian accounting standards for not-for-profit organisations (ASNPO)  
   and that all went well, which was a credit to COL and the auditor.  
   THE AUDIT COMMITTEE’S APPROVAL OF THE AUDITED CONSOLIDATED  
   FINANCIAL STATEMENTS FOR THE YEAR ENDING JUNE 30, 2013 WAS RATIFIED  
   BY THE BOARD.  

C. Interim Consolidated Financial Statements,  
   COL/BD/31 - 9  
   to March 31, 2013  
   The President presented the interim Consolidated Financial Statements for 2013/14  
   (nine months), reporting that expenditure was expected to be 95% of budget by year  
   end, with programme budgets fully used (some underspends were registered in  
   administrative areas). She also noted increases in funding from India and the U.K.,  
   grants from Canada for L3F and from the U.K. for the impact evaluation and that  
   member-government funding would see contributions from the largest number of  
   countries this year, compared to past years. The President added that CEMCA had also  
   received significant external funding, COL’s fee-for-service operations had exceeded  
   revenue targets and a surplus of revenues over expenditure was expected.  
   THE BOARD NOTED THE INTERIM STATEMENTS AND THE PROJECTIONS OF  
   REVENUE AND EXPENDITURE MADE TO JUNE 30, 2014.
VII. RISK MANAGEMENT

The President reported that the risk management matrix was a recently consolidated one, built from previous internal and Board matrices, as well as current updates as directed by the Board. She referred to the reputational risk of the Commonwealth as a whole given recent events concerning the Sri Lanka CHOGM and The Gambia’s withdrawal from the Commonwealth and how events such as these had the ability to impact sister organisations and therefore it was important for Commonwealth organisations to work together to maintain and build the reputation of the Commonwealth.

The member for the U.K. congratulated COL on its sound approach to risk management.

THE BOARD NOTED THE RISK MANAGEMENT MATRIX AND AGREED TO MAKE THREE MODIFICATIONS BY:

1. removing the word “temporarily” from the sentence, “Canada temporarily suspended voluntary funding for CFTC.”, which appeared in the Status Report column, under the risk “Unfavourable change in value placed on the Commonwealth as a whole” item in the “Strategic” section (page 3) – requested by Canada;

2. raising the Impact from “Moderate” to “High”, under the “Inadequate capacity to execute and implement Three-Year Plan” risk item in the “Operational” section (page 5) – recommended by the Audit Committee previously;

3. raising the Impact from “Low” to “Moderate”, under the “Technology as an emerging issue” risk item in the “Operational” section (page 6) – raised and discussed by Board members.

VIII. HUMAN RESOURCE AND ADMINISTRATIVE MATTERS

The President reviewed the paper on Human Resource Matters and COL’s commitment to maintain and continue to attract a stable, highly qualified and motivated workforce that actively delivers on results.

She reported that COL’s Human Resources Framework and Compensation Plan was working well in ensuring that COL’s most valuable resource, its staff, was well-motivated. COL would conduct another full job evaluation exercise by 2016.

She added that eight staff positions had been recruited this year, including two Education Specialists and two programme officers at CEMCA, and that staff training was ongoing.

THE BOARD NOTED THE IMPLEMENTATION OF THE HUMAN RESOURCES FRAMEWORK AND COMPENSATION PLAN AND AGREED IN PRINCIPLE TO THE FOLLOWING REQUESTS, PENDING APPROVAL OF THE OVERALL BUDGET (AGENDA ITEM IX.C, BELOW):

1. That performance pay be available to be paid to eligible staff based on rates used in the previous year effective from July 1, 2014 and on the results of their performance reviews covering the review year 2013-2014.

2. That a cost-of-living increase be available to be paid to eligible staff in CEMCA effective from July 1, 2014.
THE BOARD ALSO REQUESTED THAT AN ANALYSIS OF HOW COL’S PAY STRUCTURE RELATES TO COMPARABLE ORGANISATIONS BE PREPARED FOR ITS NEXT MEETING.


The President introduced the progress report on programme activity covering the first nine months of the second year of the three-year planning period, 2012–2015, plus the update circulated at the meeting, pointing out that it was focused primarily on outputs, but also showed linkages to expected outcomes that would be more fully reported in the next year, at the conclusion of the three-year period. There would be an internal assessment of the outcomes achieved as well as the results of the external outcomes evaluation, currently underway.

She reported that budgetary expenditure on programmes was approaching 95% or more for the year, noting increased activity and expenditure in the Caribbean and Pacific regions this year, and explaining that this would increase further in the next year as the two new regional centres become operational.

The President highlighted some of COL’s work and results in three priority areas:

- Skills development – 40 institutions in 19 countries were now offering flexible skills training courses;
- Girls and women – new open schools, especially in Bangladesh where the focus was on girls and women, and over 50% of the participants of the Lifelong Learning for Farmers were women; and
- OER – national policy developments (e.g., India and Antigua & Barbuda), “Open Textbook” electronic template pilots, OER directories and VUSSC courses (currently nine offerings in eight small states).

The Vice President then provided highlights of COL’s work and results in the seven initiative areas and the cross-cutting themes of eLearning and gender.

The member for Africa commented that COL’s Learning for Farmers (L3F) initiative was making a “real breakthrough” in Africa and that since the outcomes were so encouraging it would be worth concentrating more effort in this area. He noted that providing the evidence of successful implementation was very important.

The member for New Zealand said that COL was adding value where others were not, but COL’s agenda was still quite broad. He asked about areas that COL might consider “sunsetting”, perhaps higher education where there were other players.

The President responded that several Commonwealth Governments had indicated to COL that higher education was a priority area, especially in terms of quality assurance, and in meeting the demands resulting from increased access to secondary education. It would not be possible to meet the demands through traditional universities – the next wave of open universities would be coming up in Africa. Eight higher education
ministries, two of them major donors, currently provided funding to COL and expected a continued focus on higher education.

The member for New Zealand thanked the President for her “convincing explanation”. The Commonwealth Secretary-General’s representative congratulated COL on its achievements and noted that with the Commonwealth comprising over 60% youth, the Secretariat would be interested in partnering with COL in areas such as youth entrepreneurship/enterprise (using the L3F model) and skills development for young women.

The member for the U.K. suggested that the “headlines” in the reporting document would be more useful if they were linked to the main outcomes/performance indicators. He said that evidence was needed in order to decide what to sunset.

The member for Canada agreed and said that, in going forward, it was important to consider what might come off the list. She added that the reporting could be improved to provide a higher consolidated level of reporting rather than a list of details. She also commented that it would be helpful if COL were more assertive in communicating its successes, given the cynicism about multi-stakeholder organisations. She stressed the need for developing a robust communications strategy.

The Chair responded that the two evaluations currently underway would provide much assistance in this regard.

The Secretary-General’s appointee added his congratulations for both the accomplishments and the monitoring and evaluation activities. He suggested that a revised communications strategy that clearly identifies the stakeholders and enables COL to get the word out on its work would be very valuable. Such a strategy would include specific interventions. The development of a new website would be influenced by the new communications strategy. The strategy should particularly address what COL is doing to align with the major contributors’ priorities and this should be very visible. He suggested that COL may want to develop a “stakeholder map” of who is doing what and what we are doing to reach out to these organisations. He complimented COL on its monitoring and evaluation approach stating that “it is a journey” and “one that must be embraced”. He emphasised that evidence was required and that strategies must be aligned with a strategic group of stakeholders working in concert.

The member for Africa added that it was important to know what had motivated countries to contribute to COL and what made the programme work at the country level.

The President confirmed that full attention would be given to addressing COL’s approach to communications and that stakeholder engagement and communications would be combined as one portfolio. A stakeholder map in COL’s areas of competence would be developed.

The Vice President added that COL would work on improving the format of the programme reports to address the suggestions made.

THE BOARD NOTED THE REPORT, AS WELL AS THE UPDATE TO JUNE TABLED AT THE MEETING, AND CONGRATULATED STAFF ON THE ACHIEVEMENTS.
THE BOARD EXPRESSED ITS APPRECIATION FOR THE USEFUL INFORMATION PROVIDED AND FOR COL’S APPROACH TO RESULTS-BASED MANAGEMENT (RBM). IT SUGGESTED THAT A DIFFERENT REPORTING FORMAT BE ADOPTED GOING FORWARD AND THAT A ROBUST COMMUNICATIONS STRATEGY AND A STAKEHOLDER MAP IN COL’S AREAS OF COMPETENCE BE DEVELOPED.

B. Gender Update

The President reviewed COL’s ongoing Gender Action Plan and a recent internal gender assessment that had been conducted by COL’s Gender Equality Manager – a relatively new position. Gender was integrated into COL’s Three-Year Plan and operations, she said, and was well understood and respected by initiative managers and other staff, who recognised the different issues in the different regions. She added that COL’s Gender Equality Manager was working with all COL initiatives and that COL also had an internal Gender Committee that reviewed both programme activity and internal processes on an ongoing basis.

THE BOARD NOTED THE GENDER UPDATE AND COMMENDED COL ON ITS WORK IN THIS AREA.

C. Approval of Budget, 2014–2015

The President presented the proposed balanced budget at a level of CAD$10.6 million, which was a slight increase over the previous year, noting that keeping a balanced approach was always a challenge with voluntary contributions.

The Chair noted that the Audit Committee had reviewed the budget and recommended approval.

The Secretary-General’s appointee offered his support for the budget and congratulated the Director – Finance, Administration & Human Resources and her team, for a well-drafted budget, and the President for the judicious expenditure of funds. He also congratulated the President for successfully pursuing the Australian contribution.

There was further discussion on how the budget was constructed and negotiated among initiatives as well as how expenditure was monitored during the year.


D. Evaluation Update

The President and Vice President reviewed the status of the two evaluations that were currently underway:

- Impact evaluation – consultants were engaged in field visits and dialogue with stakeholders in order to assess COL’s impact over the past nine years and to present case studies that would help demonstrate the findings.
- Outcome evaluation – consultants were researching outcomes for the current Three-Year Plan and were, therefore, still in an earlier phase of their interviews.
than the impact evaluation; they would also review the appropriateness and applicability of COL’s performance indicators/outcomes and would suggest future formats.

The President assured Board members that the two sets of consultants were communicating with each other to ensure complementarity of effort, rather than duplication.

BOARD MEMBERS NOTED THAT THE EVALUATIONS WERE BOTH ON COURSE.

X. GOVERNANCE MATTERS

A. Annual Review of the Governance Manual

The Board reviewed the current Governance Manual that included changes that had been agreed to at the previous Board meeting.

The Chair of the Audit Committee reported that the Audit Committee had recommended one change regarding the review of the President’s expenses.

THE BOARD AGREED TO ADD “THE PRESIDENT” TO SUB-SECTION E OF SECTION 3 (RESPONSIBILITIES AND DUTIES OF AUDIT COMMITTEE) OF PART C (AUDIT COMMITTEE) OF THE GOVERNANCE MANUAL (PAGE 32), SO THAT THE PROVISION WOULD READ, “REVIEW ANNUALLY EXPENSES INCURRED BY THE CHAIR, BOARD AND PRESIDENT” – RECOMMENDED BY THE AUDIT COMMITTEE.

B. Update on Orientation for new Board and Committee Members

The Chair reported that the orientation session for new Board members took place on the day prior to the Board meeting. New Board members commented that it was worthwhile and expressed their appreciation.

C. Terms of Office and Appointment for Board of Governors and Committee Membership

The Board named Ms. Ecker as Deputy Chair for the ensuing year (from July 1, 2014) and thanked Mrs. Katagum for her service as Deputy Chair over the past year.

The Board also named the member for Asia, Professor Dr. Atta-ur-Rahman, as Chair of the Audit Committee (from July 1, 2014) and confirmed that the member for the Caribbean would remain on the Committee.

The Chair proposed and the Board agreed that membership on the Executive Committee and the Performance Committee would remain the same.

XI. COL PREMISES

The President reported that as COL’s current 10-year lease would expire in January 2015, COL had been working on securing a new lease at reasonable rates since October. She referred Board members to the paper and comparative figures on the subject, which explained that rents in the current or similar downtown buildings were now approximately 40% higher than rates
negotiated 10 years ago, while office space could be secured in the Metrotown development in Burnaby at a significantly lower cost and initially at slightly lower levels than COL’s current rent. The President drew the Board’s attention to the fact that the premises in Burnaby demonstrated value for money and maintained comparable space and amenities to the current space, including proximity to transit. She noted that staff had been kept apprised and consulted in the process and that a relocation would be undertaken with minimal disruption to services.

The President confirmed that a 10-year lease would be signed to secure the Metrotown space in Burnaby and staff would be expected to occupy the new offices on January 2, 2015.

THE BOARD CHAIR AND THE CHAIR OF THE AUDIT COMMITTEE CONGRATULATED THE PRESIDENT AND HER STAFF ON THE OUTCOME IN SECURING PREMISES FOR THE NEXT 10 YEARS AND BOARD MEMBERS SUPPORTED THE NEW LEASE ARRANGEMENTS.

XII. OTHER BUSINESS

The Chair thanked Board members for their participation and specifically thanked Professor Sankat, who would be stepping down from the Board at the end of the calendar year after completing two three-year terms as the member for the Caribbean and for his contributions as a member and Chair of the Audit Committee.

The Board also expressed its appreciation to the Hon. Burchell Whiteman who would be stepping down at the end of June after 12 years on the Board and eight years as Chair.

Mr. Whiteman said that it had been a pleasure and privilege to serve on such a good Board and such an effective organisation.

XIII. NEXT MEETING OF THE BOARD

IT WAS AGREED THAT THE NEXT MEETING OF THE BOARD WOULD TAKE PLACE IN JUNE 2015 IN THE BAHAMAS, PRIOR TO THE TRIENNIAL CONFERENCE OF COMMONWEALTH EDUCATION MINISTERS (19TH CCEM), PROVIDED THAT IT WAS COST-EFFECTIVE TO DO SO, WHERE COL WOULD PROVIDE THE COST COMPARISON TO THE AUDIT COMMITTEE.

The meeting concluded at 12:30 p.m., Friday, June 13, 2014, Pacific Daylight Time, and then the in-camera session ensued.
XIV. IN-CAMERA SESSION

A. Approval of the In-Camera Minutes  
   COL/BD/30/MIN - 19

B. Matters arising from the Minutes
   1. Amendment to the Memorandum of Understanding  
      COL/BD/31 – 20

C. Report of the Performance Committee

D. Election of a Chair

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