

**Meeting of the Alliance Board (AB)  
of the Consultative Group on  
International Agricultural Research**

**April 27, 2006**

**CIAT  
Cali, Colombia**

**Summary Record  
of  
Proceedings**

**Prepared by the Alliance Board**

**Approved virtually by the AB on 9 June 2006**

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## **Opening Remarks and Welcome**

Jim Godfrey, Chair of the Alliance Board (AB), welcomed the participants to the meeting and acknowledged with thanks Alex McCalla's invaluable contributions to the CGIAR as CIMMYT Board Chair, CBC Vice-Chair and program organizer of the Board Orientation Program, among many others. Apologies were received earlier from Angela Cropper, Maggie Catley-Carlson and Guido Gryseels. The attendance list is at *Annex 1*; the draft Meeting agenda is at *Annex 2*.

### **Agenda Item 1. Formal Approval of Notes of Meeting from Marrakech and Review of Decisions Table from Marrakech Meeting**

Decision. The Minutes of the Marrakech Meeting, circulated earlier for comment, were approved unanimously.

Members were reminded that in keeping with customary practice, an incoming Chair may attend only one AB Meeting with the incumbent Chair as part of the orientation on CGIAR Board business.

### **Agenda Item 2. Chairman's Report**

The Chair reported on his activities since the Marrakech Meeting which included: productive meetings with IJohnson, FReifschneider, KCleaver, SBarghouti, EPehu, BWatson and FMoore in February 2006; visits to DFID and preparations for the Cali meetings.

### **Agenda Item 3. 2006 Budget and Finance Update**

Decision(s). The 2006 budget was discussed and it was decided to show the BOP budget separately (see *Annex 3*). The AB will include reserves/surplus in its 2007 operating budget and will budget separately for ad hoc activities. It is critically important for the AB to work with a balanced budget to serve as role model for the Centers, although it was recognized this may not be possible this year depending on the numbers attending the Board Orientation Program.

### **Agenda Item 4. AB Working Groups: Follow-up and Next Steps**

#### **Agenda Item 4.a. Working Group on CG Center Governance**

Decision(s). The AB broadly accepts the recommendations of the Report of the Stripe Review of Corporate Governance of CGIAR Centers and note that Centers have implemented, over the last few years, changes to improve Center governance. Centers will prepare individual responses to the Report to be sent to the AB Chair and Chair of the Working Group to serve as inputs to the final response to be drafted by the WG. The Governance WG will continue to exist and function as a standing working group. The AB's initial response to the Report, to be included in ExCo10 documentation, is at *Annex 4*.

#### **Agenda Item 4.b. Exploration for Models for Closer Programmatic and Structural Cooperation**

Decision(s). The Chair will follow-up on the alignment paper to be prepared by the WG. (Since the meeting the Chair has contacted with Guido Gryseels on 3 May 2006 who agreed to continue chairing this working group and progressing the work.)

#### **Agenda Item 4.c. Operationalizing the Alliance**

Decision(s). The Committee's terms of reference was approved (see *Annex 5*). The Committee will continue for another year as an oversight committee and will initially work: 1. to facilitate the incorporation of the Alliance Principles into the CGIAR Charter and 2. to identify areas of synergy and success stories of collaboration within the Alliance.

#### **Agenda Item 4.d. Enhancement to Board Orientation Program**

Decision(s). The BOP will be held 8-11 Dec 2006 and the draft program (*Annex 6*) was circulated to Board Chairs by the AB Chair on 1 May 2006. The AB ExCom will identify a replacement for Tony Gregson who is no longer available. The Secretariat will recruit the governance and finance experts for the program in consultation with the AB Chair.

#### **Agenda Item 4.e. Conflict Resolution**

Decision(s). Amendments approved at the Marrakech Meeting will be incorporated into the Conflict Resolution Paper (*Annex 7*) and circulated to the Chairs for implementation by the Centers. Members were reminded that Centers need to train at least two staff members to serve as conciliators.

#### **Agenda Item 5. Professional Indemnity Insurance**

Decision(s). It was agreed that professional indemnity insurance is the responsibility of each Center Board. Nonetheless, in an effort to reduce costs, AIARC will be requested to provide a competitive bid for a global package for all Centers.

#### **Agenda Item 6. Other Business and Future Meetings**

Decision(s). The Board meetings data table will be updated and the CIP skills set table (*Annex 8*), useful in identifying Board skills gaps, has been shared electronically on 1 May 2006.

##### *Future meeting dates*

30 Nov – 02 Dec 2006	Washington, DC
27 – 28 April 2007	IWMI

#### **Meeting Wrap-up**

The Chair thanked the group for their active participation at the meeting and gave special thanks to Jim Jones for his important work on the Alliance Policies and Procedures and to Mort Neufville for his contribution to the performance measurement system. He also bid farewell and thanked retiring Members Isher Judge Ahluwalia, Jim Jones and Mort Neufville for their invaluable service to the CGIAR as Center Board Chairs. And, with a vote of thanks to Caryl Jones-Swahn for her excellent support over the years to the Alliance Board, the meeting was adjourned.

**Decisions/Actions Table**  
**CIAT, 27 Apr 2006**

<b>Agenda I</b>	<b>Subject Matter</b>	<b>Decision/Action</b>	<b>Status</b>
2	Minutes of Marrakech Meeting	1. The Draft Minutes of the Marrakech Meeting, circulated earlier for comments, were formally approved.	Final version on website.
3	2006 Budget and Finance Update	2. 2006 Budget was approved, with BOP budget shown separately. 3. AB will include reserves in its 2007 budget. 4. AB to work with a balanced budget; depending on number of BOP participants, this may not be possible in 2006.	
4.a.	Center Governance	1. AB broadly accepted the recommendations of the Report of the Stripe Review of Corporate Governance of CGIAR Centers. 2. It was noted that Centers have, over the last few years, implemented changes to improve Center governance. 3. Centers will prepare individual responses to the Report; WG will draft final response. 4. WG to exist and function as a standing working group.	Initial response to Report submitted for ExCo 10 documentation
4.b.	Programmatic and Structural Cooperation	Chair will follow up on alignment paper to be prepared by the WG.	GGryseels to continue chairing WG and progressing work
4.c.	Operationalizing the Alliance	1. The Committee's terms of reference was approved. 2. The Committee will continue for another year as an oversight committee. 3. The Committee's initial tasks are to facilitate the incorporation of the AP&P into the CGIAR Charter and to identify areas of synergy and success stories of collaboration within the Alliance.	
4.d.	Enhancement to BOP	1. BOP will be held 8-11 Dec 2006. 2. AB ExCom will identify a replacement for Tony Gregson. 3. The Secretariat will recruit the governance and finance experts for the Program, in consultation with the Chair.	Draft program circulated 01 May  In progress
4.e.	Conflict Resolution	1. Amendments approved at the Marrakech Meeting will be incorporated into the Conflict Resolution Paper. 2. The Conflict Resolution Paper will be circulated to the Chairs for implementation by the Centers; Centers need to train at least two staff members to serve as Conciliators.	Done  In progress
5.	Professional Indemnity Insurance	1. It was agreed that professional indemnity insurance is the responsibility of each Center. 2. AIARC will be requested to provide a bid for a global package for all Centers.	AIARC response circulated on 20 May; each Center to organize its own indemnity insurance.

6.	Other Business and Future Meetings	<ol style="list-style-type: none"> <li>1. The Board meetings data table will be updated and the CIP Board skills set table shared with Members.</li> <li>2. Future meetings:  30 Nov – 02 Dec Washington, DC  27 – 28 Apr IWMI, Colombo</li> </ol>	In progress/Done
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## Annex 1 AB Meeting Attendance List

### **Attendance**

CIAT	Jim Jones, Board Chair Yves Savidan, Board Chair-Elect
CIMMYT	Lene Lange, Board Chair
CIP	Jim Godfrey, Board Chair and AB Chair
ICRISAT	Simon Best, Board Chair
IFPRI	Isher Judge Ahluwalia, Board Chair
IITA	Mortimer Nuefville, Board Chair Bryan Harvey, Board Chair-Elect
ILRI	Uwe Werblow, Board Chair
IPGRI	Tony Gregson, Board Chair
IRRI	Keijiro Otsuka, Board Chair
IWMI	Nobumasa Hatcho, Board Chair
Africa Rice Center WARDA	Gaston Grenier, Board Chair
World Agroforestry Center	Eugene Terry, Board Chair and AB Vice Chair
WorldFish Center	Trond Bjorndal, Board Chair
AB Executive Secretary	Jo Hernandez

### **Regrets**

CIFOR	Angela Cropper, Board Chair
ICARDA	Margaret Catley-Carlson, Board Chair Guido Gryseels, Board Chair-Elect

## Annex 2 AB Meeting Timed Agenda

Time	Agenda Item	Person(s) Responsible
<b><i>Thursday, April 27 (final session)</i></b>		
16:00	Agenda Item 1. Review of Decisions Table from Marrakech meeting	Chair/Exec Sec.
16:15	Agenda Item 2. Chairman's Report	Chair
16:30	Agenda Item 3. 2006 Budget and finance update	Chair/Exec Sec
16:45	Agenda Item 4. AB Working Groups: Follow-Up and Next Steps (10 minutes each) <ul style="list-style-type: none"> <li>○ CG Center Governance (Werblow)</li> <li>○ Exploration for Models for Closer Programmatic and Structural Cooperation (Gryssels)</li> <li>○ Operationalizing the Alliance (Grenier)</li> <li>○ Enhancements to Board Orientation Program (Godfrey)</li> <li>○ Conflict Resolution (Godfrey)</li> </ul>	Chair
17:35	Agenda Item 5. Professional Indemnity Insurance	Chair
18:00	Agenda Item 6. Other Business and Future Meetings <ul style="list-style-type: none"> <li>○ Data on Board Meetings (Neufville)</li> </ul>	Chair
18:30	Meeting Wrap-up	Chair

Friday, April 28<sup>th</sup>: Meeting of the AE and AB ExComs and preparation for ExCo

<b>Annex 3 Alliance Board Budget 2006</b>				
<i>(approved at the AB Meeting, Cali, 27 April 2006)</i>				
<b>2006 INCOME</b>		<b>US \$</b>		
15 Centers @ \$6,250 =		93,000		
Carryover 2005		49,563		
	<b>TOTAL INCOME</b>	<b>142,563</b>		
<b>2006 BUDGETED EXPENSES</b>		<b>Budgeted</b>	<b>Committed</b>	<b>Actual</b>
<b>ExCo (2 meetings/year)</b>				
<b>May 2006, The Hague</b>				
Travel		2,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>Oct 2006, Paris</b>				
Travel		2,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>AB/AE ExCom Meetings (Resource Persons only)</b>				
<b>Working Group participation</b>				
<b>GRPC Feb 2006 (Gregson)</b>				
Travel		5,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>GRPC Sep 2006 (Gregson)</b>				
Travel		5,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>Science Council participation (2 meetings/year)</b>				
<b>SC May 2006</b>				
Travel		5,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>SC Sep 2006</b>				
Travel		5,000		
Honoraria \$350 @ 3 days		1,050		
Per Diem \$250 @ 3 days		750		
<b>Board Orientation Program</b>		16,180		
<b>Stripe Review (2006 tranche)</b>		58,700		
<b>Financial Review</b>				
<b>Communication (Chair)</b>		5,000		
<b>Honoraria 20 days @\$350 (Chair)</b>		7,000		
<b>AIARC Administrative Fee</b>		1,200		
Jan-Jun 06				
Jul-Dec 06				
<b>Contingency</b>		6,683		
<b>Meeting Costs (2X per year)</b>		13,000		
<b>Meeting Costs (AGM05) due ICARDA</b>		5,000		
	<b>TOTAL EXPENSES</b>	<b>142,563</b>		

<b>BOP BUDGET 2006</b>				
<b>INCOME</b>		<b>US\$</b>		
Fees, BOP participants (20 pax)		40,000		
AB contribution		16,180		
	<b>TOTAL</b>	<b>56,180</b>		
<b>EXPENSES</b>		<b>Budgeted</b>	<b>Committed</b>	<b>Actual</b>
Board Orientation Program		56,180		
	<b>TOTAL</b>	<b>56,180</b>		

#### **Annex 4 Alliance Response to the Report of the Stripe Review of Corporate Governance of CGIAR Centers**

On the occasion of its joint AB/AE meeting held in Cali, Colombia, on 26-27 April 2006, the Alliance reviewed and discussed the Report of the Stripe Review Panel on CGIAR Center Governance.

As an initial response, the Alliance welcomes the Report as an important contribution to adapt and improve the quality and efficiency of Center governance in a rapidly changing internal and external governance environment. The Alliance broadly accepts the recommendations put forward by the Panel and notes that considerable progress has already been made over recent years as a result of governance CCERs and EPMRs.

The Report provides valuable advice and guidance on basic governance housekeeping issues as well as on good practice recommendations for a number of governance tools and processes. Finally, the Report helps to initiate more in-depth thinking and discussion on some broader and more strategic governance issues.

In terms of next steps, individual Centers are committed to review and adapt their governance principles, structures and processes and to provide updates on the implementation of the Stripe Review recommendations (as: implemented/ will be implemented/ will not be implemented).

Collectively, Centers will address a number of broader governance issues going beyond the Stripe Review recommendations with a focus on:

- Accountability and mechanisms for achieving accountability,
- Evolving nature of Center Boards,
- Effective availability of Center Board competencies, and
- Models and standards of best practices.

We are prepared to give the CGIAR an update at AGM'06.

**Annex 5 Operationalization Committee Terms of Reference**  
*(approved at the AB Meeting, Cali, 27 April 2006)*

- 1. The main rationale for the operationalization group is that the AB needs to be proactive in identifying strategic directions for the Alliance. In this respect, the operationalization group will contribute to identify and suggest new collective actions that will help consolidate the Alliance, will help identify quick winners resulting from collective actions supported by the Procedures and Principles and will suggest other actions to strengthen the Alliance such as the establishment of common criteria to help determine the ability of the executive officers of the centers to develop and implement partnerships.*
  
- 2. The Group could provide input to and monitor the incorporation of the Principles into the Charter of the CGIAR.*

*Working Group Members*

*Gaston Grenier, Jim Jones, Keijiro Otsuka, Emile Frison and Yves Savidan*

## Annex 6 Draft CGIAR Board Orientation Program

December 8 to 11, 2006, Washington, DC

<b>Pre Day 1, 8 December      1900 - 2130</b>		
19:00 – 21:30	<b>Session 1: Dinner and Welcome Session</b> <ul style="list-style-type: none"> <li>• Introduction to program</li> <li>• Self-introduction of participants and expression of their expectations from the program</li> </ul>	Jim Godfrey
<b>Day 1, 9 December      0800 – 1800</b>		
08::00 – 8:30	<b>Session 2: The CGIAR – A Unique Virtual Institution</b> <ul style="list-style-type: none"> <li>• History and current structure</li> </ul>	Eugene Terry
08.30 – 10.00	<b>Session 3:</b> Current issues and Challenges	Francisco Reifschneider
10:00 – 10:30	<i>Coffee/tea</i>	
10:30 - 11:45	<b>Session 4: Role of the Science Council</b> <ul style="list-style-type: none"> <li>• Structure of the Science Council</li> <li>• Setting System priorities and implications for inter-Center activities</li> <li>• Challenges and opportunities</li> <li>• Development vs. research</li> <li>• Changes in science and the role of the private sector</li> <li>• IPR vs. freedom of exchange</li> <li>• Evaluating and Monitoring Research-EPMRs, MTPs, Challenge Programs</li> </ul>	Ken Fischer
11.45 - 12.30	<b>Session 5 : System linkages and Recent Reforms</b> <ul style="list-style-type: none"> <li>• Role of ExCo</li> <li>• Performance Measurement</li> <li>• System Office</li> <li>• The Alliance</li> </ul>	Jim Godfrey and Francisco Reifschneider
12:30 – 13:30	<b>Lunch</b>	

13:30 - 15:30	<p><b>Session 6: The Role of the Board</b></p> <ul style="list-style-type: none"> <li>• The nature of an Institution/Company</li> <li>• Corporate structure and legal forms</li> <li>• The Board's purposes</li> <li>• Functions: <ul style="list-style-type: none"> <li>• Power and responsibility of Shareholders, the Board, Management, Stakeholders</li> <li>• Collective responsibilities of directors</li> </ul> </li> <li>• The Four Tasks <ul style="list-style-type: none"> <li>• Vision – the common purpose</li> <li>• Strategy – the five steps</li> <li>• Delegation</li> <li>• Accountability</li> </ul> </li> <li>• Control, delegated authority, duties of Trustees and Boards</li> <li>• Dealing with dilemmas and constraints including ethics</li> </ul>	Governance expert
15:30 - 16:00	<i>Coffee/Tea</i>	
16:00 - 18:00	<p><b>Session 7: Board Composition and Organization</b></p> <ul style="list-style-type: none"> <li>• Role of Chairman and Director General</li> <li>• Executive and non-executive directors (Trustees, Directors General and Deputy Directors General)</li> <li>• Comparative Board models</li> <li>• Relationships between subsidiaries, joint ventures and partnerships</li> <li>• Trustees' duties: to the company/centers, to members/stakeholders</li> <li>• Conflicts of interest</li> <li>• When Trustees have personal liabilities</li> <li>• When companies/centers have liabilities</li> <li>• CGIAR examples</li> </ul>	Governance expert
<b>Day 2, 10 December 08:00 – 1800</b>		
08:00 – 10:00	<p><b>Session 8: Best Boardroom Practice and the Effective Board</b></p> <ul style="list-style-type: none"> <li>• Chairmanship</li> <li>• Individual contribution</li> <li>• Strategic time – not management reporting</li> <li>• Planning and managing Board meetings <ul style="list-style-type: none"> <li>• Shadow, alternate and nominee Trustees</li> <li>• Information: level of detail and timeliness</li> <li>• CGIAR example</li> </ul> </li> <li>• Direction vs. management oversight</li> <li>• Features of a well-run Board</li> <li>• The Board and change</li> </ul>	Governance expert

	<ul style="list-style-type: none"> <li>• Composition, structure and membership of an effective Board</li> <li>• Effective decision-making and conflict resolution</li> <li>• Monitoring and evaluating Board performance</li> <li>• CGIAR example</li> </ul>	
10:00 – 10:30	<i>Coffee/tea</i>	
10:30 – 12:30	<b>Session 9: CIMMYT EPMP and Board response (Case Study)</b>	Governance expert Secretariat
12:30 – 13:30	<i>Lunch</i>	
13:30 – 15:30	<b>Session 10 : Fiduciary Oversight (Case Study)</b> <ul style="list-style-type: none"> <li>• The nuts and bolts of reading financial statements and understanding key indicators</li> <li>• Case study</li> <li>• How to probe but not micromanage</li> </ul>	Financial expert
15:30 – 16:00	<i>Coffee/tea</i>	
16:00 – 17:00	<b>Session 11: Fiduciary oversight</b> (continued)	Financial expert
17:00 – 18:00	<b>Session 12 : Risk management</b>	Jim Godfrey
<b>Day 3, 11 December 08:00 – 18:00</b>		
08:00 – 9:00	<b>Session 13 – ISNAR case study</b>	Financial expert Secretariat
10:00 – 10:30	<i>Coffee/tea</i>	
10:30 – 11:30	<b>Session 14: Human Resources</b> <ul style="list-style-type: none"> <li>• Focus on compensation policies</li> <li>• Relationship between BOT and the DG</li> </ul>	Sandra Lawrence and a Center Board Chair
11.30 - 12.30	<b>Session 15: Leadership</b>	Eugene Terry
12:30 – 13:30	<i>Lunch</i>	
13:30 – 15:30	<p><b>Session 16: What have we learned and how can we use it? (Case Studies). All participants divided into smaller groups for discussion of specific cases and presentation of conclusions to plenary</b></p> <p><i>Teams of 4 will be given the particulars of one of the hypotheticals listed below. A member of the staff will lay out the problem in 5 minutes or less. Then the teams will meet to propose a solution to the Board component of the problem. They will have 40 minutes to prepare an answer and 8 minutes to present their solution. That should leave at least 20 minutes for group discussion of the solutions.</i></p> <p>Action-learning through hypothetical situations: (a) A problem with a major donor—cuts funding in half</p>	Jim Godfrey Eugene Terry One other

	<p>and insists Center must hire more of their nationals to keep last half.</p> <p>(b) A problem with senior staff—charges DG with discrimination.</p> <p>(c) A research contract with the private sector goes wrong. A money-short DG sells Center IPR in contravention of Center and CGIAR policy.</p> <p>(d) A staff member is critically injured in the workplace and sues for damages accusing Center of negligence.</p> <p>(e) A major program donor urges a Center to begin a 3-year, 2-million dollar program before funding is in hand promising it in three months after cropping season starts. Funding is delayed by Parliament for 9 months to the next fiscal year, at which time the donor tells you funding is reduced to only two years.</p>	
15:30 – 16:00	<i>Coffee/tea</i>	
16:00 – 16:30	<b>Session 17: Discussion on developments in the System</b>	Jim Godfrey
16:30 – 18:00	<p><b>Session 18: Wrap-Up</b></p> <ul style="list-style-type: none"> <li>• Discussion led by participating Board Chairs</li> <li>• Comments by participants on what they have learned, what needs to be expanded, or contracted or eliminated.</li> <li>• Length OK? Need for more time for informal interaction? Other?</li> </ul>	Jim Godfrey

Revised: 30 April 2006

### Annex 7 CIP Board Skills Set

CIP BOARD, expiry of term	2008	DG	2008	2008	2009	2009	2008	2009	Host country	Host country		
<b>Trustees</b>												
<b>Members' characteristics</b>												
Finance	Y			Y				Y	Y	Y		
Leadership	Y	Y						Y				
Governance	Y			Y				Y	Y	Y		
Administration		Y				Y		Y	Y	Y		
Agronomy									Y			
Health & Nutrition					Y				Y			
Technology transfer												
Molecular biology & genetics							Y					
Plant breeding												
Chemistry									Y			
Economics			Y	Y				Y			Y	
Socio economics			Y		Y						Y	
Natural resource management												
Agricultural systems	Y	Y				Y						
Private sector	Y			Y					Y			
Horticulture												
Entomology		Y										
Ecology		Y					Y					
Mathematics						Y						
CGIAR knowledge	Y	Y		Y				Y	Y			
Donor relations	Y	Y	Y	Y		Y		Y	Y			
Female		Y	Y	Y	Y							
South			Y		Y	Y			Y	Y		
<b>Roles required</b>											<b>Necessary</b>	<b>Desirable</b>
Finance	Y			Y				Y	Y	Y		Y
Leadership	Y	Y						Y			Y	
Governance	Y			Y				Y	Y	Y	Y	
Administration		Y				Y		Y	Y			
Pure research							Y					
Applied research		Y			Y							
Health & Nutrition					Y							
Natural resource management												
Economics			Y	Y				Y		Y		
Agri system & tech transfer	Y					Y						
Private sector	Y								Y			Y
CGIAR knowledge	Y	Y		Y				Y	Y			
Donor relations	Y	Y		Y		Y		Y				
Female		Y	Y	Y	Y							Y
South			Y		Y	Y			Y	Y		
Available time for Chair	Y										Y	

## **Annex 8 Report on Dispute Resolution Options for The Alliance of Future Harvest Centers of the Consultative Group on International Agricultural Research**

*(approved at AGM 2005 and amended April 2006)*

### **Dispute Minimization and Resolution**

#### ***Background***

The 15 international research Centers of the CGIAR (the Future Harvest Centers) are undertaking more and more of their work and service operations in collaboration with each other and with many external partners. Within the CGIAR System, the trend towards greater collaboration is designed to improve the capacity of the Centers to address the complex mission of the CGIAR and to create efficiencies of scale. In 2004, the Centers agreed unanimously to create a formal Alliance as the platform for the Centers' collective efforts and for greater capacity to speak with one voice on key issues.

A draft of the Alliance Principles and Procedures document was accepted in September 2005 and will be further developed as the basis for governance of Alliance partners and for interactions between partners.

#### ***Purpose of this report***

The purpose of this report is to provide the Alliance of Future Harvest Centers of the Consultative Group on International Agricultural Research (CGIAR) with a process for Conflict Resolution relative to Collaborative Activities of the Alliance Partners.

#### ***Report framework***

The Report assumes that a strong corporate governance environment exists within each Alliance partner so that they conduct their activities in ways likely to minimize conflict with Alliance partners and others with whom they have contractual arrangements.

The report provides guidance on setting up agreements to minimize the potential for disputes to develop and, if disputes do develop, to identify the nature of the dispute quickly and to implement cost-effective processes to resolve the dispute as quickly and amicably as possible.

### **The Alliance and disputes arising from collaborative projects**

The Alliance is an international network of research Centers working within an agreed Alliance Principles and Procedure document.

The Centers are committed to working together, and have agreed to the Alliance Principles and Procedures to provide a common understanding and confirmation of this collaborative approach.

Despite the best intentions there are a number of factors which may increase the risk of disputes between Centers. These include:

- a) geographic separation
- b) locations within different national governments and ways of doing business
- c) different cultures and customs
- d) a number of stakeholders with a diversity of views and agenda

- e) an environment where intellectual property (IP) ownership (private versus public) and the role of IP in public policy are subject to widely differing views
- f) an absence of hierarchy between the Centers resulting in some uncertainty relating to project and program leadership, responsibilities, authorities and delegations
- g) competition for limited research funds.

These variables increase the complexity and the risk of a dispute unless members have agreed in advance to a Model for:

- a) minimizing potential disputes
- b) resolving disputes that do arise through a Model Conciliation Guideline.

### ***Minimizing potential disputes***

A key to minimizing the potential for disputes arising from collaborative activities is having a detailed, well communicated framework outlining the strategies, objectives and targets of the collaborative activities as well as details of delegations, authorities and responsibilities for all individuals involved from the Board to staff members.

The work of the Centers is based on a set of Center-specific and cross-Center Medium Term Plans (MTPs) which set out the work program and priorities for Centers and their partners. However, the Plans are not designed to provide the level of detail that is needed to clearly define all responsibilities of each Center and individuals within the Centers. They set the operational framework for the current year and the next two years.

Beneath the MTPs the Centers need to have formal mechanisms for linking programs, projects, and each individual officer's contributions. This is a cascading workflow which clearly identifies who is doing what, by when and what level of performance is required to meet the MTP objectives. The following model is used as a starting point and can be modified with operational experience. The elements of the Model are set out in Attachment 2, and include:

- a) Medium Term Plan (rolling 3-year plan)
- b) identified programs and projects in the MTPs each with an individual Center and preferably person (or position title) identified as the Leader of the collaborative activity
- c) a detailed work plan for each of the programs and projects to be undertaken under the collaborative activity, clearly defining:
  - i) objectives that reflect contribution to program and MTP objectives
  - ii) clearly defined milestone, performance indicators and outcomes for the collaborative program or project
  - iii) clearly defined budget, costings and forecasts
  - iv) clearly identified members of each project/activity team; performance indicators for these team members should reflect the milestones and outcomes which they are responsible for or contribute to
- d) once all the details are finalized the detailed outline is included as a Schedule in a formal Deed of Agreement between the Centers participating in the collaborative activity – see more on the Deed of Agreement in the next section.
- e) each Center in the collaborative activity will report as required in the detailed outline to the Leader of the collaborative activity, indicating how the objectives set in the relevant MTP(s) have or are being met. An example of a Summary Reporting Table is at Attachment 8.
- f) As part of the collaborative activity the Centers need to agree on an effective communication and feedback strategy to promulgate the Terms of the Deed and its Schedules to those staff who are implementing it and to bring feedback from them as to how the system is working in practice.

## **Deed of Agreement**

The mechanism for achieving clear definition of roles, responsibilities, authorities and delegations between Centers is the **Deed of Agreement** for collaborative activities. This is about how joint projects can be carried out with clearly identified Centers, budgets, delivery times and people against each task.

To avoid confusion it is most effective if each collaborative activity has its own MTP as appropriate or equivalent instrument for smaller collaborations not warranting a full MTP. There is then a single Deed of Agreement between each Center in the Alliance. The MTP and the detailed outlines for each program or project under the MTP are then added as a Schedule to the Deed.

A list of appropriate headings for the Deed is at Attachment 1. Separate legal advice should be obtained when drafting this Agreement. Where possible, donor required project documents should be used as the basis of such a Deed of Agreement and its Schedules, so as to avoid the need for duplicate documents.

## **Intellectual Property**

The Deed has a section which deals with IP. This includes Background IP brought to the project by each Center and Project IP developed as part of each Collaborative Activity. The Alliance should develop an IP Policy and an IP Management system (elements of an IP Management system include IP Policy and Strategy, IP inventory, IP Audit, Feedback and Review) which can be annexed to the Deed of Agreement.

If the Deed of Agreement and its Schedules are well written and clear, then the risk of disputes should be minimized. However, it does not eliminate the risk totally, and the Deed should call up the dispute resolution process below, to deal with disagreements as promptly and effectively as possible.

## ***Dispute resolution***

When a disagreement does occur, the Parties should first attempt to resolve the matter between themselves. If the disagreement is not readily resolved by normal discussion and debate between the Parties, then a pre-agreed Model process needs to be implemented to minimize escalation and expedite resolution.

Different types of alternative dispute resolution processes can be used to reflect the scientific nature of the Centers' work and the Alliance Principles and Procedures and the types of issues that are likely to arise between Centers:

- a) **mediation:** *a process in which disputing Parties, with the assistance of an impartial other person (the Mediator), identify the issues in dispute, discuss their differing perspectives on each issue, develop options and endeavor to reach agreement – the Mediator leads the Parties through a structured process so that they can develop their own solutions*
- b) **conciliation:** *is a process in which a neutral third party not only facilitates the Parties to come to their own solution (as in mediation) but also may be asked by the Parties for a confidential, non-binding opinion on the best way to resolve the dispute (a flow chart of steps in a conciliation is at Attachment 3)*
- c) **expert determination:** *is a process used where the matters in dispute are highly technical, rather than contractual. An expert determinator hears both sides of the argument, and then drawing on his/her own knowledge and experience, makes a*

*determination.*

There may be some cases where these processes fail to reach a satisfactory resolution and a more formal external arbitration is required. In the case of the Future Harvest Centers, this would be within the wider CGIAR processes, through the Executive Council in the first instance.

- d) **arbitration:** *is a more formal process, generally conducted under the terms of Arbitration legislation or its equivalent; it is less formal than a court hearing but the Arbitrator's decision is generally binding unless it has erred in a matter of law (a flow chart of steps in a typical arbitration is at Attachment 4)*

The Alliance has indicated that Conciliation is its preferred method of dispute resolution. This process would only be commenced once normal debate and discussion between the Parties had occurred and failed, after a given period (two weeks, for example) to resolve the situation.

It is important to recognize that alternative dispute resolution processes such as Conciliation have an internationally accepted professional meaning and recognized set of professional skills and procedures which increase the probability of resolving the issues in the least confrontational and most practical manner. Alternative dispute resolution techniques are not simple to implement and require skilled professionals to get the best outcome. The Alliance should consider seeking volunteers from Center staff to be trained as Conciliators to be called upon to assist in the resolution of disputes between Parties that do not come from their own Center, and can be seen as independent.

### ***Management of the dispute resolution process***

The following Model for Dispute Resolution is based on the principles that:

- a) The dispute should be resolved at as low a level in the organization as possible, but should not be delayed because one or other Party at that level does not have the authority to make the appropriate decisions – escalation to the next level of authority must occur as soon as positive progress stops
- b) Timelines are key to ensuring quick progress of the resolution process
- c) The Alliance Principles and Procedures give the Alliance Executive the role of implementing conflict resolution mechanisms and the Alliance Board the role of determining any disputes that cannot be resolved by the Alliance Executive
- d) On that basis the Model process gives the primary function for management to the Alliance Executive and then the Alliance Board
- e) The process does not identify the level of involvement of individual Center Boards as this will differ and will depend on the level of authority they have each given to their Chairs, and to their Director General to work within the Alliance Executive and make appropriate decisions; the relevant Center Chairs and DGs will involve their Boards in accordance with the normal business practice of his/her Center
- f) the relevant Center Chair(s) (involving the full Board to the level required by that Board's normal business practices):
  - i) initiate the dispute resolution process between their DGs
  - ii) must agree to any variation of the time frames
  - iii) in the case of an Appeal from the Alliance Executive's decision, makes a decision whether to accept the Alliance Executive determination or to refer the dispute to the Alliance Board for determination.

## Model Guideline for Conciliation<sup>1</sup>

### 1) Preamble

- a) The Parties who are members of the Alliance of Future Harvest Centers of the CGIAR wish to put in place a cost effective, efficient and conciliatory dispute resolution process
- b) "Conciliation" is a process in which a neutral third party not only facilitates the Parties to come to their own solution (as in mediation) but also may be asked by the Parties for a confidential, non-binding opinion on the best way to resolve the dispute
- c) The principles that the members of the Alliance wish to adopt in relation to dispute resolution reflect the Alliance Principles and Procedures.
- d) The Principles and Procedures are first and foremost about preventing disputes through open, transparent and clear programs and processes.
- e) If these are not effective and disputes do arise, Principle 8 states:  
*"Any conflicts shall be resolved among the Centers through the collective action governing mechanism; if this is not achieved quickly, it will be resolved by the CBC or its delegated body"*
- f) Implicit in these principles are the following concepts:
  - i) a genuine desire to prevent disputes wherever possible by clearly documenting and defining responsibilities for delivering project and program outcomes before commencement
  - ii) a genuine desire between members to resolve the disagreements in an amicable way as soon as possible after they arise
  - iii) a genuine desire to resolve the issues wherever possible without need for intervention from a higher level than the relevant Center Directors General; the relevant Center Board Chairs would only be called upon for the most difficult cases
  - iv) if there is need to go to a higher level than the Alliance Board, the method of dispute resolution will be at the discretion of that higher group, but may reflect these Guidelines
  - v) recognition that the outcome of the Conciliation is not about a judgment as to who is right and who is wrong, but is a practical agreement between the Parties on how to resolve their issues as quickly and practically as possible
  - vi) cultural, geographic and government issues will be taken into account during the process, but on their own are generally not sufficient reason to alter the Conciliation process; if these issues are the real cause of the dispute, some other mechanism such as the grievance procedure, may be more appropriate

Confidentiality about the dispute shall be maintained during the dispute resolution process; wherever possible only those people who can genuinely contribute to the resolution of the dispute will be involved, and will be required to sign a Confidentiality Agreement.

The Future Harvest Alliance Office will act as a resource for background information on dispute resolution policies, to support the Alliance Executive and Alliance Board should these bodies become involved, and to manage and archive the records of formal disputes as directed.

### 2) Scope of disputes covered by this process

The types of disputes being addressed by this process are specifically those that arise as a result of:

- a) conflict between two or more Centers in relation to Collaborative Activities
- b) uncertainty between Centers in relation to responsibility for tasks relating to Collaborative Activities

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<sup>1</sup> This model is designed for disputes between two or more Centers using Conciliation as the most effective form of dispute resolution. Attachment 3 is a flow chart of the process. The process can be modified for other types of dispute and types of Alternative Dispute Resolution (see Attachment 5)

- c) uncertainty between Centers about Intellectual Property relating to and arising from Collaborative Activities
- d) other disputes that Directors General, individual Center Boards or the Alliance Board wish to refer to this process

This Guideline does not cover disputes arising\*:

- a) within a single Center
- b) about workplace issues
- c) about grievances
- d) about individual performance levels or other disciplinary issues

[\*Other Policies and Procedures are being developed within Centers to deal with the above issues]

### **3) *Determining that a dispute exists***

- a) If two or more Parties have a disagreement, they must first do everything in their power to resolve the matter themselves
- b) If they have tried to do so, have failed after 2 weeks, and can demonstrate the steps they have taken (eg, face to face, telephone or video meetings, negotiation sessions, etc), all Parties should notify their Directors General within 5 working days, setting out in writing:
  - i) the issues in dispute
  - ii) how the dispute arose
  - iii) the actions that have been taken to resolve the dispute
- c) Within 10 working days the involved Directors General should set up a meeting (telephone, face to face if possible, or video) with each other to:
  - i) attempt to resolve the matter by negotiation
  - ii) if this is not successful, satisfy themselves that a dispute exists and the matter should be referred to the Dispute Resolution Process outlined below; the Directors General will agree at the meeting who will initiate the written proposal for Dispute Resolution

### **4) *Communications in relation to the dispute***

- a) Once it has been determined that there is a Dispute between the Parties, in the interests of goodwill and to facilitate a speedy resolution, the involved Directors General and the Parties agree to sign a Confidentiality Agreement within 5 working days from the meeting in Clause 3(c), limiting the extent to which the matter can be discussed, other than with Parties, during the resolution process
- b) All others brought into the dispute resolution process will also sign the Confidentiality Agreement

### **5) *Dispute resolution***

(NOTE: Conciliation is used in the guide as an example but a similar process would apply to Mediation or Expert Determination)

- a) The Director General of the Center nominated in 3(c)(ii) above, will, within 5 working days of the meeting, write to the Chair of his/her Center Board setting out:
  - i) the nature of the dispute
  - ii) how the dispute arose
  - iii) evidence to substantiate their position
  - iv) possible alternatives for resolution
  - v) steps that have been taken to resolve the dispute
  - vi) seeking the initiation of the Conciliation process
- b) The Chair of the Center Board will, within 5 working days of receipt of the information from the Director General, initiate a meeting (by whatever means is most practical, and if

- appropriate, through the other Party Center Chairs ) to take place no longer than 7 working days from the date of initiation, with the Director(s) General of all the other Center(s) involved in the dispute, and any external Parties if appropriate
- c) The Directors General must be accompanied by the Parties and may be accompanied by up to two other people each who they think can assist in the resolution of the dispute. This number of people can be varied by prior written agreement between all the attending Directors General
  - d) At the initial meeting the Directors General may agree to take whatever action they think necessary to resolve the dispute
  - e) If after one calendar month of demonstrated attempts to resolve the dispute, a Director General is of the view that it cannot be resolved at that level, that Director General shall notify the other Directors General and the Parties in writing that if the dispute is not resolved within 7 working days, he/she will be asking the Chair of the Alliance Executive (AE) to resolve the dispute
  - f) If the dispute has not been settled within the 7 working days, the Director General may write to the Chair of the AE setting out:
    - i) the nature of the dispute
    - ii) how the dispute arose
    - iii) evidence to substantiate their position
    - iv) possible alternatives for resolution
    - v) steps that have been taken to resolve the dispute
    - vi) seeking the initiation of the Conciliation process
  - g) If the Chair of the AE is one of the Parties, or from the Center of one of the Parties, then the Chair shall refer the matter, within 2 working days, to the whole Alliance Executive (through the Executive Officer) who shall, within 10 working days of the EO receiving the reference, nominate one of their members to carry out the duties of the Chair for the purposes of the dispute
  - h) Any references to the Chair of the AE from hereon means either the Chair or another person that has been nominated in his/her place under Clause 5(g)
  - i) Within 10 working days of receiving the request, the Chair shall nominate and obtain agreement to Conciliate from 2 appropriately qualified and experienced Conciliators from Centers that have no involvement in the matter.
  - j) If the Chair is not able to find, or obtain Agreement to Conciliate from 2 appropriately qualified and experienced Conciliators from within the Centers, he/she may:
    - i) nominate an appropriately qualified, independent external Conciliator, and if the Chair thinks it appropriate
    - ii) nominate an independent person to assist the Conciliator from within one of the Centers (not involved in the dispute); or
    - iii) nominate 2 appropriate, independent people from Centers (not involved in the dispute) to undertake the Conciliation
  - k) The Conciliators shall:
    - i) adopt procedures as they think fit for the matter to facilitate a quick, cost-effective and fair resolution of the dispute, minimizing formality as far as possible, while still adhering to the principles of natural justice, and
    - ii) be independent of, and act fairly and impartially as between the Parties, giving each Party a reasonable opportunity of putting its case and dealing with that of any opposing Party
    - iii) be sensitive to cultural and geographical issues
    - iv) disclose to the Parties any potential conflict of interest and, if there is any, seek their agreement to continue
    - v) work with the Parties towards a non-judgmental, practical and amicable resolution to the dispute
  - l) The Parties shall:
    - i) do all things reasonably necessary for the quick, cost-effective and fair resolution of the dispute; and

- ii) comply without delay with any direction of the Conciliator
- m) Within 6 weeks from the time of nomination, the Conciliators shall:
  - i) consider the written material provided
  - ii) obtain any further written information as quickly as possible (using electronic means to the greatest extent practicable) while ensuring that all Parties have the same opportunity to provide information
  - iii) provide all written material to all Parties at least 5 working days before any meeting in (iv) below (All Parties to abide by the Confidentiality Agreement signed in Clause 4 above)
  - iv) call a Conciliation meeting (more than one if required) of the Parties by whatever appropriate means including face-to-face, video, telephone
  - v) if there is a resolution in (iv) above, draft an Agreement for the Parties to sign; a copy shall be forwarded to the Chair of AE for ratification by the AE
  - vi) if there is not agreement in (iv) above, the Conciliator shall provide a Confidential written report to the Parties and the Chair of AE outlining a possible resolution
- n) The AE shall, within 10 working days of receiving the Agreement or Report, either ratify the Agreement or proposed resolution; if the AE is unable to ratify the Agreement or proposed resolution, the AE must write to the Conciliator and the Parties with reasons and give them an additional 3 weeks to come up with an acceptable alternative; the Conciliator should then submit a report as in 5(m)(vi) above
- o) On receiving the Report from the Conciliator in 5(m)(vi) or 5(n) above, the AE can, within 5 working days, resolve to:
  - i) require the Parties to implement the Conciliator's recommendation
  - ii) require an amendment to the Conciliator's recommendation be implemented
  - iii) refer the matter to an appropriate form of external dispute resolution process, eg mediation, conciliation, expert determination or arbitration
  - iv) if the dispute is between members of the AE and cannot be resolved, refer the matter to the Alliance Board for resolution, using this process or another as determined by the AB
- p) The Chair of AE shall notify the Parties and the Conciliators in writing of the Decision of the AE within 3 working days of the AE meeting where the decision was made

The Chair of the AE will review, in consultation with the Parties and the Conciliators, the process used and the events leading up to the dispute; report back to AE within a month of receiving the Report in 5(m)(vi) to see if improvements can be made to streamline and make the process more effective or to avoid the dispute in the first place.

## **6) Appeals**

- a) Any Party that is still aggrieved may lodge a written appeal to the Chair of his/her Center (with a copy to each of the Parties) within 10 working days of receiving the AE Chair's notification of decision
- b) The Center Chair may either:
  - i) accept the Conciliated outcome, or
  - ii) forward, within 10 working days of receiving notification of the appeal, refer the dispute to the Chair of the AB for final determination
- c) The Center Chair must, within 14 working days of receiving notification of their Appeal: inform the person making the Appeal of the course of action, and send a copy to each of the Parties
- d) The Chair of the AB may use whatever mechanism he/she deems appropriate to determine the dispute, including through an arbitration process as outlined in Attachment 4
- e) The AB Chair must take into account any determination arising from 6d in making the final binding decision on all parties. The decision of the Chair of the AB shall be final.

## 7) Costs

Each Party will bear their own costs in this dispute resolution process and will equally share the costs of the Conciliators (if staff from a Center not involved in the dispute are conducting the Conciliation, it is important that their costs (salaries, travel, incidentals, etc) be reimbursed to their Centers by the Parties (or their Centers).

The costs of any external arbitrator and advice which the AE and AB incur will be borne equally by all the Parties in dispute.

## 8) Timeframes

Timeframes in this Conciliation process may be varied by written agreement between the relevant Center Chairs, the Conciliator(s) and any external Parties to the dispute.

## 9) Summary of timelines

CLAUSE	ACTION	BY WHOM	MAX TIME
3(a)	resolve themselves	Parties in dispute	2 weeks
3(b)	notify DG of inability to resolve	each Party in dispute	5 working days
3(c)	meet (real or virtual)	DGs who are Parties	10 working days
4(a)	sign Confidentiality Agreement	Parties and relevant DGs	5 working days
5(a)	write to Chair of his/her Center	DG nominated in 3(c )(ii)	5 working days
5(b)	initiate meeting with other Party DGs	Center Chair in 5(a)	5 working days
5(b)	meet	DGs and parties	7 working days
5(e)	write to DGs and Parties giving 7 working days	any DG not happy that the dispute is likely to be resolved	1 calendar month
5(f)	write to Chair of AE if dispute not resolved	DG in 5(e)	7 working days
5(g)	refer dispute to AE if Chair's Center is a Party	Chair AE	2 working days
5(g)	AE nominate an alternate to run dispute	AE	10 working days
5(i)	nominate appropriately qualified Conciliators or Mediators	Chair AE or alternate	10 working days
5(m)	Complete dispute resolution process	Mediators/Conciliators	6 weeks
5(n)	ratify outcome	AE	10 working days
5(n)	if no ratification, write to Parties, etc with reasons	AE	5 working days
5(n)	take on board AE views and try to resolve	Parties and Conciliator/Mediator	3 weeks
5(o)	decide on next action	AE	5 working days
5(p)	inform Parties and Mediators/Conciliators of next action	AE	3 working days
5(q)	initiate a review process and recommend improvements to AE	Chair AE	1 month
6(a)	lodge an Appeal to Chair of Center (with copies to each Party)	aggrieved Party	10 working days
6(b)	support determination or forward dispute to Alliance Board	Chair of Center in 6(a)	10 working days
6(c)	Inform appellant and other Parties of action	Chair of Center in 6(a)	14 working days

**Attachment 1 Model Headings for Deed of Agreement between Centers**  
(legal advice should be sought in terms of drawing up the Agreement)

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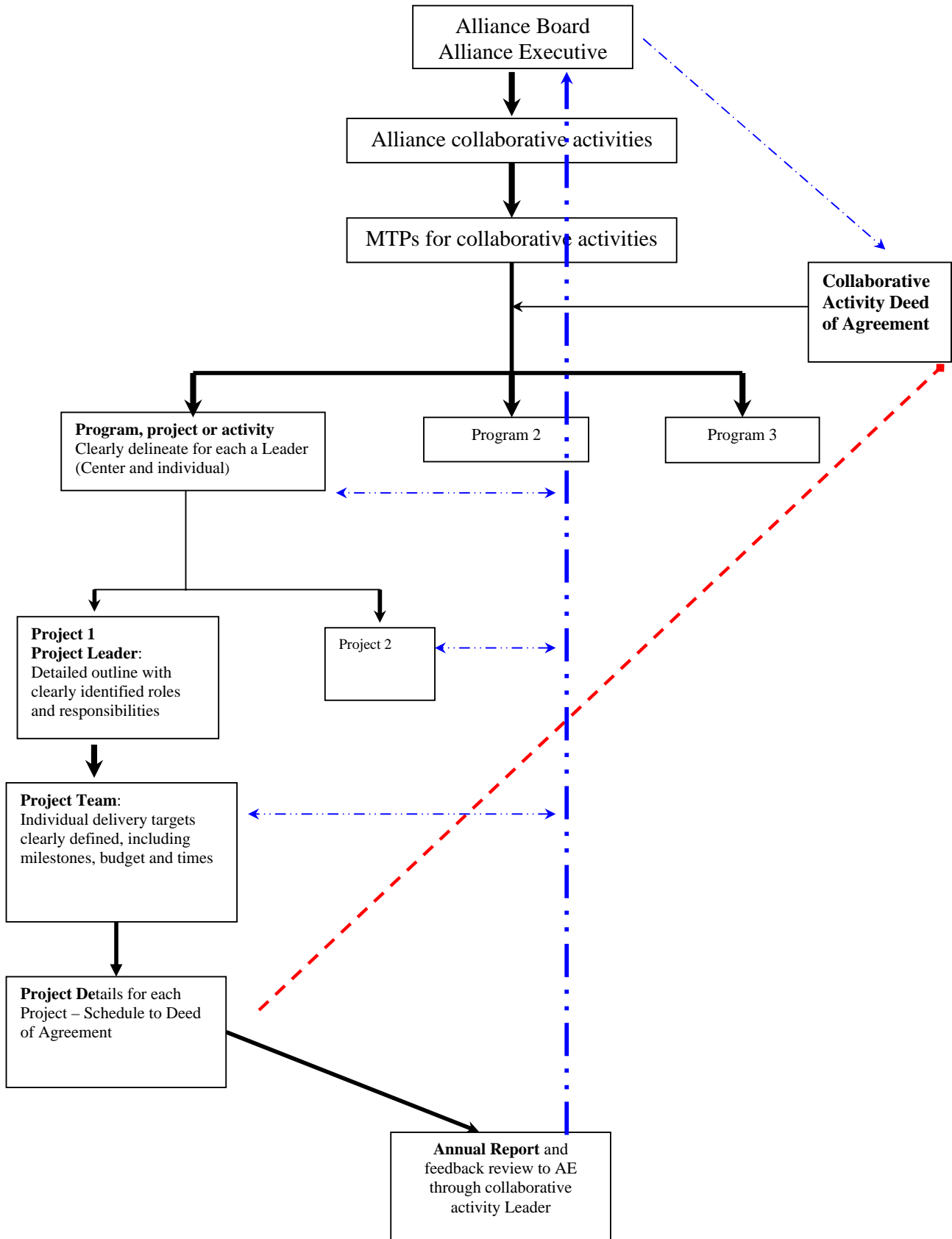
37. SEVERABILITY
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**SCHEDULE 1 – PROJECT PLANS**

**SCHEDULE 2 - CENTER INTELLECTUAL PROPERTY**

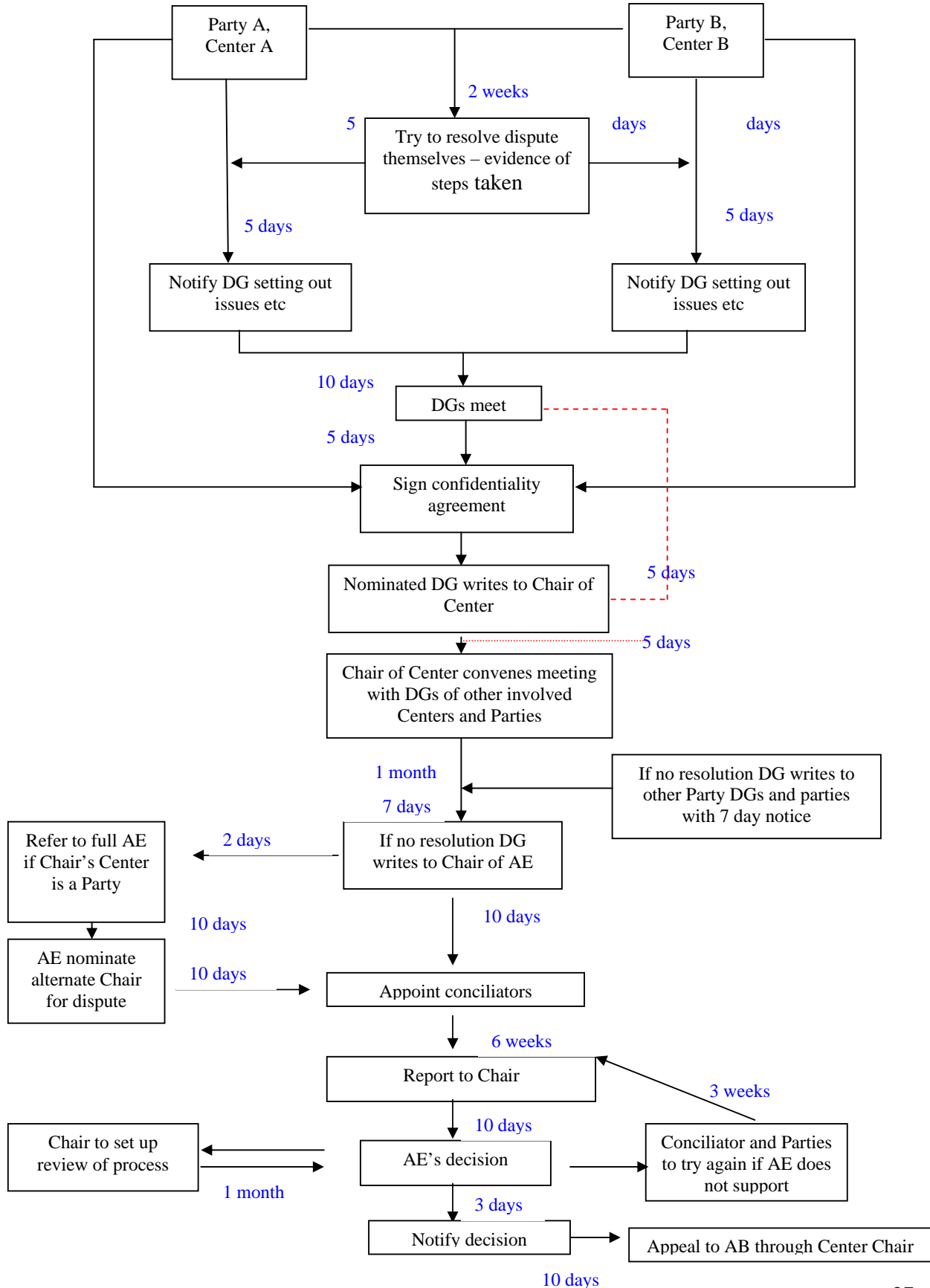
**SCHEDULE 3 - PROJECT IP POLICY AND MANAGEMENT SYSTEM**

**Attachment 2 Proposed Model for Alliance Management of Collaborative Activities to Minimize Potential for Disputes**

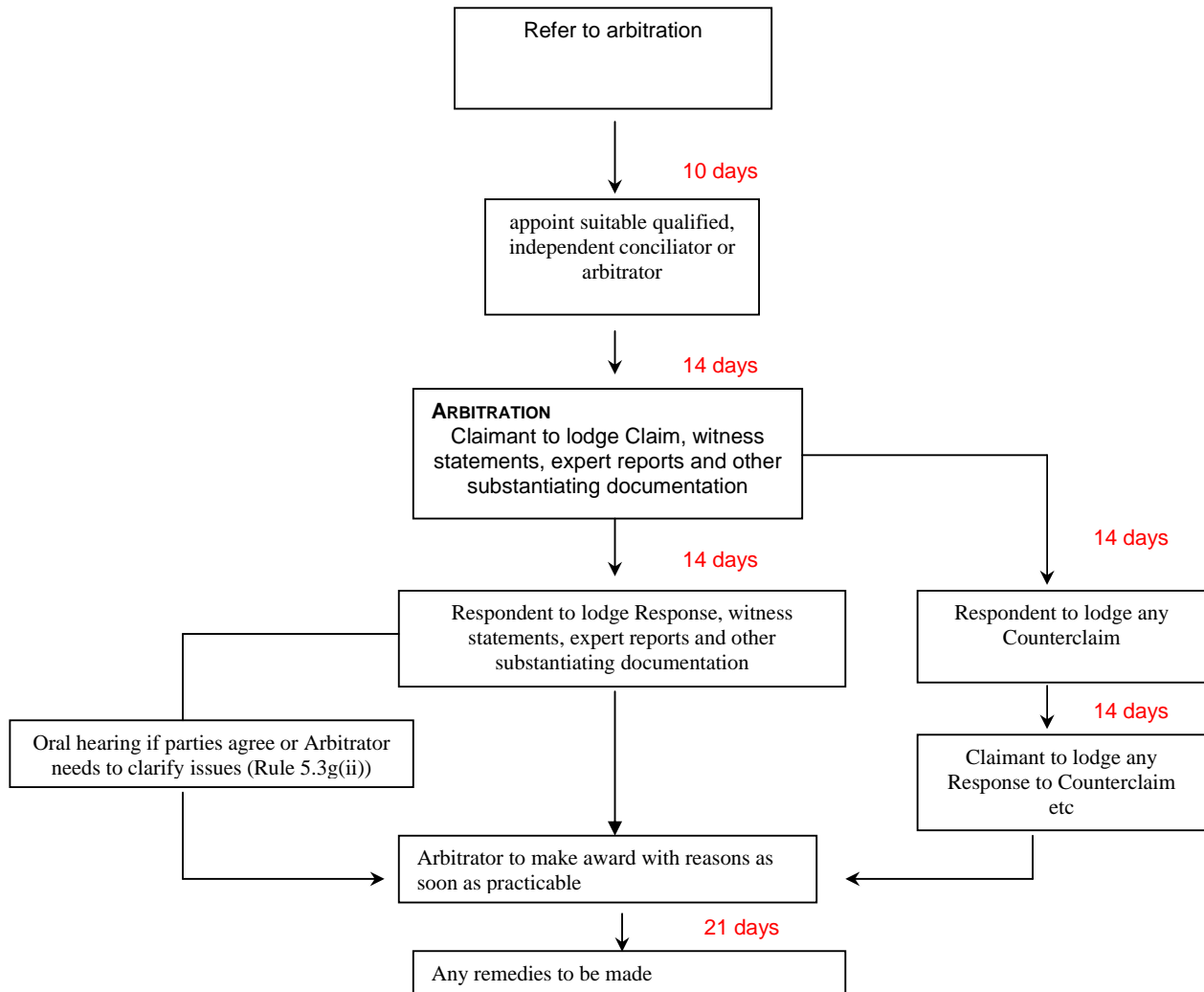


### Attachment 3 Steps in Using Conciliation Process for Disputes between Centers

(Note: reference to “days” = working days)



## Attachment 4 Flow Chart of a Basic Arbitration Process



## Attachment 5 Guide to Modifying the Dispute Resolution Model for Different Situations

The Model Dispute Resolution process has been designed for disputes between Centers where Conciliation is the most appropriate method of dispute resolution, but can be modified in accordance with Table 1 below:

**Table 1** – Parties likely to be in dispute with members of the alliance and the suggested form of dispute resolution (this may vary case by case)

Disputes	Change Parties from 2 or more DGs to 1 DG(s) and Party(ies) listed below	Suggested method of dispute resolution
a) Within a single Center		mediation
b) Between 2 or more Centers – 2 different geographic locations by definition	As per model	conciliation or mediation
c) Between a Center(s) and the Science Council	Replace DG with Chair of SC	Conciliation or expert determination
d) Between a Center and a Review Panel	Replace DG with Chair of panel	Conciliation
e) Between a Center(s) and CGIAR sponsor or NGO	Replace DG with relevant Head of organization	Conciliation
f) Between one or more Centers and one or more external Parties	Replace DG with equivalent position in the external organization	May need an agreed external Conciliator/Mediator/arbitrator
g) Between a Center and a Host country	Replace DG with head of relevant Dept of the host country	May need an agreed external Conciliator/Mediator