

**Bank Information Center**  
**Minutes of the Meeting of the Board of Directors**  
**April 11, 2008**

**Present:**

Jonathan Fox (chair)  
Robin Broad  
Chad Dobson (ex-officio)  
David Hunter  
Smitu Kothari  
Juliette Majot  
Atila Roque  
Bruce Jenkins (secretary)  
Greetje Luubi (consultant)

- 1. Call to order:** Jonathan Fox convened the meeting at 10:00 AM.
- 2. Minutes:** The minutes of the December 19, 2007, Directors meeting were approved without amendment. The minutes will be posted on the BIC website.
- 3. Executive Director's Report:** Chad Dobson provided an oral report on programs, regional offices, fundraising, and outreach.
  - A. Programs:** BIC held a very successful 20<sup>th</sup> anniversary celebration on April 10<sup>th</sup> on Capitol Hill. Speaker of the House Nancy Pelosi and House Financial Services Committee Chairman Barney Frank spoke at the celebration of accomplishments of the IFI watching community over the past two decades. Since taking over the position of Executive Director in December 2007, Chad has been working closely with BIC's program staff, familiarizing himself with key initiatives and partner organizations.
  - B. Regional Offices/Engagement:** As part of BIC's strategic planning process, Chad will review the objectives and criteria of BIC's regional offices/engagement initiative and present thoughts and a proposal to the Directors at the next Board meeting.
  - C. Fundraising:** Chad noted that BIC is in a solid financial position and that he has held meetings and/or discussions with all of BIC's current funders. He has also approached further foundations regarding potential support.
  - D. Outreach:** Chad has undertaken high-level meetings at the World Bank, IDB, and ADB, deepening BIC's contacts with senior management. Chad also met with US Treasury and USAID officials to discuss strengthening the US interagency IFI review process and BIC-USG interactions.

**4. Evaluation and Strategic Planning:** Chad presented the Directors with terms of reference for an external evaluation of BIC's progress on its current strategic plan. The evaluation, to be conducted by two external evaluators (Phil Twyford and Chee Yoke Ling), would also include a set of observations on BIC's future direction and priorities. After clarifying that the Executive Director would engage the consultants, the Board signaled their agreement with the terms of reference. The Directors discussed the relative weight of the two parts of the evaluation (past performance and future observations). While some Directors emphasized the review of progress against the current plan, it was noted that forward scoping was also critical, particularly regarding the shifting financial landscape and the role of the IMF. These elements will need to be addressed in the overall strategic planning process.

BIC has engaged a consultant, Greetje Lubbi, to assist with the strategic planning process. Greetje presented a process outline that maps actions through calendar year 2008. BIC will develop a range of inputs: a partner survey, research on the shifting international financial landscape, a gender audit, an external evaluation, and individual program plans. BIC will organize a workshop with stakeholders in October to review a draft strategic plan. For the new plan, Chad has proposed that BIC focus on three crosscutting thematic areas to build greater programmatic coherence and to sharpen selectivity. The Directors applauded the outlined process but noted that it required a tight timeline that could be difficult to manage given competing commitments. Chad and the Directors agreed to review the planning process at the June 30, 2008, Board meeting.

Regarding thematic areas, some Directors noted that BIC should sharpen its focus on the expanding role of private sector in development policy and lending. Other Directors called for a sectoral trend analysis across the IFI portfolios as well as a focus on the changing role of the IMF. Chad has proposed a focus on the IFIs and extractive industries, climate change, and a focus on transparency and accountability issues. All Directors noted the importance of understanding how the IFIs are adapting their business models given shifts in the international financial landscape. An understanding of the political dynamics within the IFIs would also be an important input for BIC's planning.

## **5. Board Governance and Development:**

**A. Board model:** BIC's consultant Greetje Lubbi outlined her work in assisting the Board's Governance Committee (Jonny, Juliette, and Smitu) in developing a discussion paper that examines the model and functions of BIC's governance body. Board members had been interviewed and had completed questionnaires. Directors clearly indicated that they would like to strengthen their role in defining organizational strategic objectives and monitoring progress and outcomes. In reviewing BIC's governance model, several issues were discussed: type of Board (supervisory, advisory); committee structure; Board terms; diversity of skills among Directors. The Directors agreed that BIC's Board is a policy board that plays a proactive advisory role to the Executive Director. The Directors noted that they identify closely with the organization, are engaged with the issues that BIC focuses on, and seek to bring ideas and contacts to further BIC's mission. The Directors noted their specific supervisory role regarding the hiring and evaluation of the

organization's Executive Director. At the same time, the Directors recognize that they are not an operating Board and that the Executive Director and staff lead on programmatic areas. In fulfilling its advisory function, the Directors recognize that the Executive Director maintains the prerogative to accept or decline such advice. The Directors noted that on specific issues, the Board could request one of its members or a Board committee to review programmatic initiatives to provide advice to the Board.

**B. Board-Staff contact:** The Directors also agreed that they work principally with the Executive Director and are to keep the Executive Director informed of contacts with BIC staff members, noting flexibility on general subject matter issues in which the Directors possess expertise. On organizational BIC issues, Board members are to ensure that the Executive Director is involved in any contact with staff members. BIC staff should be informed on the parameters of contact with BIC Board members.

**C. Terms:** The Directors agreed that Board members should serve 3-year staggered terms. The Directors would like further discussion on the issue of term limits. Concerns were expressed that term limits could prematurely force Directors off the Board. The Directors asked the Board Governance Committee for a proposal on the issue of term limits.

**D. Board expansion:** The Directors discussed developing a matrix of desired skills and qualities of Directors and to try to fill any identified gaps. The Directors agreed that the Board Governance Committee would review the resumes of any proposed candidates for BIC's Board of Directors.

**6. Review of 2008 Budget:** David (Treasurer) discussed proposed revisions to the 2008 organizational budget, together with Chad and Alvin. The revised \$2.16 million budget reflects an increase of \$389,822 in projected revenue and \$231,449 in projected expenses over the earlier approved 2008 budget. Several new funders have indicated potential support for BIC which has now been included. BIC encountered lower expenses than anticipated in its South Asia operations given recent staff changes, but will incur higher expenses (with supporting revenue) in Latin America given likely renewal of dedicated funding. BIC increased spending assumptions for its Middle East program given the inability to reprogram underspent funds from the previous year. The revised budget increases projections for Policy program expenses reflecting both anticipated new staff (hiring pending approval of dedicated funding) and expanded engagement of consultants, as well as for special events. The Directors noted that they would like to merge the projected consultants line item into a \$20,000 "new initiatives" cost center to enable BIC to capitalize on emerging opportunities and needs of partners. The Directors noted that they would like to be informed as significant new events are being planned. The Board noted that variance analysis could take the place of revised budgets, with Board approval required for expenses that exceed budget amounts by a specified percentage. The Directors approved the revised 2008 Budget, with modifications noted above.

**7. Next Board meetings:** The Directors had previously agreed to meet on June 30, 2008 and on October 3, 2008.

**8. Adjournment:** The meeting was adjourned at 3:30 PM.

Drafted by Bruce Jenkins, Secretary