This document is a great step forward for an effective functioning of the alliance. I realize that the two topics are parts of a greater framework for the functioning of the alliance and its participating members (Centers) and their constituencies. It may for that reason be useful to provide a bit more context to them. My comments are intended to serve the alliance and to assist those in drafting this report.

Governance:

1. The document in effect deals with two types of governance; that of the alliance and that of the members (Centers). The alliance Board, in its composition, relation to members’ Boards and relation to the conflict resolution process, could usefully be more explicitly described in this report (see also #7 below).

2. The notion of Corporate Governance and the strong emphasis on this term, gives me the impression that we weaken scientific and programmatic governance responsibilities. I am sure this is unintended, but would like to see a phrase or two that sets the more scientifically motivated stakeholder at ease. After all we still make our greatest errors by failures in the scientific areas.

3. The link of Corporate Governance to the activities of the Donors’ Secretariat needs to be explicitly addressed. Who carries the responsibilities for reporting? Who approves the program of work of this Secretariat?

4. The description of responsibilities of Center Directors (Officers of the Corporation) is good. I would like to see a paragraph insisting that it be clearly stated who these officers are, and which Directors carry legal responsibilities for the affairs of the center. There is such a plethora of directors at centers, and so many differences in the use of the term “director”, that this precision will be useful. I would not be surprised if some Directors are not aware of their legal responsibility.

5. The statement on remuneration appears directed at Directors of Centers, but could also extend to all staff. What is the intention here? Can it be made explicit?

6. The Board size from 6 to 8 members may be that required for corporate governance. It will fail to provide effective scientific and program governance. It will also reduce “ownership” among donors. What about those countries who became signatories of conventions that establish the Centers? If we keep formalizing and increasing the use of corporate models, will they assert their rights in international law and seek access to governance? In addition reduced Board size together with longer service period for Board members will worsen the sense of lack of access among key stakeholders.

7. The relation of Board of Centers to scientific or operational steering committees or boards of Challenge Programs, Ecoregional Programs and System-wide Programs, is not straightforward. This report must address some of these issues, especially because these are the more frequent source of conflicts among Alliance
Members. In this respect we should recognize that many of the Cross Center initiatives go beyond the alliance and have significant participation of institutions that are not Alliance Members.

Dispute Resolution:

1. The matter of overlap of mandates is touched on, but could be made more explicit. The importance of early sharing of potentially conflictive new initiatives is very important (Covered in the report, but understated). It should be clear that the initiating center carries the responsibility to inform the Alliance and especially those members directly affected, of any new work that may affect ongoing programs of other Centers. I still think that there should be sort of first option operating, favouring ongoing programs over new overlapping initiatives. There likelihood of overlap increases as the subject matter moves downstream. Upstream sciences rarely will cause conflict, except possibly in future in the area of genomics. This means that the ecoregional or regional Alliance initiatives (e.g. in Africa) will be a fertile ground for such conflicts. Center participation and their roles must be more clearly agreed upon.

2. Hence, more emphasis on prevention (through agreed procedures and norms of behaviour) than on resolution would be useful.

3. The deadlines in the text and appendices, of 2, 5, 10 days, etc., are quite disconcerting. The likelihood that any process will complete is minimal, giving the complexity. I suggest that there be clearly understood defaults, that will carry the process forward, in case deadlines are not met.

4. The processes described appear to lack a champion. Who will provide the drive that will push the process through its (tedious) paces? It cannot be any of the litigants, so which uninterested party will put in all this work? It seems a catch 22. Those interested are disqualified (should they be?), those qualified could not care less! So we end up with very complex processes that must function without drivers.

All in all, this report makes a very important contribution. It could be more clearly “located” in a context of independent Centers that agreed on a functioning Alliance. It could be clearer about the prerogatives of the Centers and their Boards (including host country or regional “representatives” on these Boards), and the relationship to the Alliance Board and governance bodies for System-wide activities in the generic sense of the term.