

# BOARD CHARTER

**Adopted by the Board of Governors  
June 2007**

**Revised June 2012  
Revised May 2016  
Revised May 2018  
Revised June 2019  
Revised November 2019  
Revised August 2023**

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International Development Research Centre  
Ottawa, Canada

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**IDRC · CRDI**

International Development Research Centre  
Centre de recherches pour le développement international

**Canada**

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## Section 1: Corporate Profile

### Governance Framework

The International Development Research Centre (IDRC) is a Crown corporation created by an Act of the Parliament of Canada, the *International Development Research Centre Act* (the “*IDRC Act*”), in 1970.

The Board acts and conducts its business in accordance with the *IDRC Act* and the *IDRC General By-Law* and within a governance framework based on other applicable legal rules, policies, governance best practices, and the principles of integrity, transparency and accountability. This Board Charter is intended to outline the key elements of this framework in order to support the effectiveness and efficiency of Board operations.

IDRC reports to Parliament through a Minister designated by the Governor in Council, presently the Minister for International Development (the “Responsible Minister”).

### Purpose of the Board

The Board of Governors is responsible for the stewardship of the Centre: it provides strategic guidance to Management and oversees the activities of the Centre.

The Board is not responsible for the day-to-day management and operation of the Centre; the President, in accordance with the *IDRC Act*, has this responsibility. The Board is, however, responsible for ensuring that Management meets its responsibilities in this regard.

### IDRC’s Mandate

IDRC’s objects, or mandate, as stated in Section 4 of the *IDRC Act* are:

“...to initiate, encourage, support, and conduct research into the problems of the developing regions of the world and into the means for applying and adapting scientific, technical, and other knowledge to the economic and social advancement of those regions.”

The Centre’s work is focused on enabling and applying scientific, technical, and other forms of knowledge for the advancement of developing countries, in order to champion and facilitate research on the challenges facing the world’s developing regions, In doing so, the Centre works with developing regions to use science and knowledge to find practical, long term solutions to the social, economic, and environmental problems they face.

### Composition of the Board of Governors

The *IDRC Act* defines the Centre as “consisting of a Board of Governors that is composed of a Chairperson, President and not more than 12 other Governors,” for a maximum of 14

governors. The Chairperson of the Board and the President are appointed by the Governor in Council to hold office for terms of up to five years, and the other Governors are appointed for terms of up to four years. Retiring Governors are eligible for re-appointment and the norm is one or two terms. Any re-appointments beyond two terms are exceptional in nature.

The IDRC Act stipulates that a majority of Governors must be Canadian. The Board's international composition is important to the Centre. This enables the Board to have a viewpoint on the issues and needs of people and communities in the developing world, thereby supporting the continued relevance of the Centre's programs to the developing world.

The Board is comprised of individuals with relevant experience from diverse sectors, including academia, the public and private sectors and non-profit organizations. At least 8 of the Governors must have experience in the field of international development or experience or training in the natural or social sciences or technology. All members of the Board shall have suitable experience and skills to provide thoughtful and experienced counsel on a broad range of issues related to the Centre's mandate. The capacity and skills of Board members are reviewed on an on-going basis to ensure that the Board, at all times, possesses the requisite skills to conduct its work effectively.

Governors must be fluent in either English or French.

### **Philosophy of Governance**

Good governance practices exist to achieve the best possible level of organizational performance. Ensuring good corporate governance is the responsibility of the Board of Governors. The Board's own operations and its work in ensuring good corporate governance are guided by the following principles:

1. To carry out responsibilities in accordance with the highest standards of ethics, integrity, and professionalism;
2. To strive for consensus in decision-making;
3. To conduct informed decision-making and to exercise good judgment in the establishment of the Centre's strategic directions, the safeguarding of the Centre's resources, and the monitoring of corporate performance;
4. To believe in a culture of research excellence, innovation, and continuous and results learning, including recognition of evaluation as a tool for learning and accountability;
5. To foster a culture of professionalism, respect, trust and diversity, equity, and inclusion;
6. To ensure clarity in individual and collective roles and responsibilities of Governors and Committees;
7. To understand and respect the responsibilities and accountabilities of each Committee and strive for efficient and streamlined Committee reporting to the Board;
8. To practice transparency in reporting and responding to the Government of Canada, and the public at large; and

9. To encourage open and honest communication between Management and the Board of Governors.

## **Section 2: Terms of Reference for the Board of Governors**

### **Introduction**

The Terms of Reference for the Board of Governors define the role of the Centre's Board. The Board's key responsibilities are described below.

### **Strategic Direction**

Providing guidance on the strategic direction of the Centre is one of the primary responsibilities of the Board of Governors. Management is responsible for formulating the strategic direction and developing a Strategic Plan to be presented to the Board for discussion and approval. The Board's role is to assess and challenge Management's proposals and to support the implementation of the Strategic Plan and achievement of strategic objectives. Management is responsible for the development of the Centre's annual Priorities, Plans and Budget to be presented to the Board for approval.

The Board's responsibilities are:

- A. to exercise oversight over the establishment of the Strategic Plan and approval of the Strategic Plan;
- B. to monitor the implementation of the Centre's Strategic Plan and evaluate corporate performance;
- C. to approve major changes to the Strategic Plan;
- D. to review learnings and progress against the Strategic Plan and recommend broad strategic changes;
- E. to advise on the broad program directions and opportunities;
- F. to review and approve annually the Centre's annual Priorities, Plans and Budget;
- G. to provide leadership and guidance in the advancement of the Centre's Diversity, Equity and Inclusion objectives; and
- H. to ensure that policy frameworks, including those related to the environment, are developed and implemented.

### **Performance Management of the President and Succession Planning**

The Board is responsible for the President's performance management and succession planning, including the establishment of annual performance objectives and the monitoring of performance against those objectives pursuant to the Privy Council Office's Performance Management Program.

The Board's responsibilities are:

- A. to assess the performance of the President on an annual basis and to set performance objectives for the coming year;
- B. to plan for the succession of the President and to make recommendations to the Governor in Council on the selection of a new President; and
- C. to review, with the support of the Human Resources Committee, the Centre's succession planning approach for the Senior Management team.

### **Risk Management**

It is the responsibility of the Board to have oversight over the principal risks associated with the Centre's activities. It is the responsibility of Management to ensure that the Board is kept well informed of changing risks. The Board is responsible for ensuring that Management has appropriate systems in place to monitor and manage these risks. Consequently, the Board is responsible for:

- A. working with Management to identify the Centre's principal risk appetite statements;
- B. reviewing Management's identification of principal risks and mitigation measures; and
- C. ensuring that systems are in place to manage those risks.

### **Information Management and Integrity**

The Board is responsible to ensure the integrity of the Centre's information systems and management practices, including the existence of control systems to support the effective discharge of the Board's overall responsibilities. The Board's responsibilities are:

- A. to review, with the support of the Finance and Audit Committee, the integrity of the Centre's internal control and management information systems;
- B. to review and approve, on the recommendation of the Finance and Audit Committee, the Centre's annual audited financial statements;
- C. to review and approve specific financial commitments, bequests and donations as outlined in the *General Financial Resolution*;
- D. to ensure compliance with legal and regulatory requirements and to ensure that reporting, monitoring and accountability obligations are met;
- E. to review and approve, on the recommendation of the Human Resources Committee, the proposed mandate for the renewal of collective agreements;
- F. to review and approve, on the recommendation of the Human Resources Committee, the proposed annual compensation recommendations;
- G. to review any major changes in the organisational structure as proposed by the President;
- H. to ensure that guidelines are in place governing ethical conduct, conflict of interest, personal and public safety, business continuity, equity and similar concerns; and

- I. to ensure there is an appropriate mechanism for the reporting of wrongdoing and the protection of employees.

### **Governance and Board Effectiveness**

The Board is responsible for ensuring that it has effective Board governance. As part of this responsibility, the Board will:

- A. participate in a process to annually review the effectiveness of the Board, its committees, and individual Governors;
- B. be aware of Governors' ongoing education and training needs and ensure the requisite skills and education are acquired;
- C. ensure all new Governors participate in Governor orientation;
- D. assess the renewal of the Board, its performance, the education program for Governors and the administration of corporate governance; and
- E. review the Board Charter at least every three years to ensure that it reflects best governance practices.



## **Section 3: Board Operations**

### **Committees of the Board**

Four committees assist the Board in fulfilling its responsibilities: the Executive Committee (EC), the Finance and Audit Committee (FAC), the Human Resources Committee (HRC), and the Strategy, Program Performance and Learning Committee (SPPLC). The Chairperson of each committee reports to the Board following meetings of the committee. As a general rule, Board committees do not formally approve the matters that are submitted to them, but refer them to the Board with their recommendation.

Each committee has Terms of Reference, which sets forth the purpose, goals, and responsibilities of the committee. Terms of Reference for these committees are found in Sections 11, 12, 13, and 14.

### **Terms of Reference Review**

The Terms of Reference for the Board, its committees, the Chairperson of the Board, the President, the Treasurer and the Corporate Secretary are reviewed periodically by the Board to ensure that they are current.

### **Committee Chairpersons and Committee Members**

Committee Chairpersons and members are appointed by the Board each year, or as needed to fill vacancies during the year.

### **Meetings**

The Board meets three times a year, with participation in person or virtually, in accordance with a schedule approved by the Board. The Chairperson of the Board, in accordance with the *IDRC Act* and the *IDRC General By-Law*, may call additional meetings.

Quorum of the Board consists of seven governors, including at least four governors who are Canadians. The proceedings of any meeting of the Board that is attended by more than seven governors are not valid unless a majority of those governors are Canadians.

The Executive Committee, the Finance and Audit Committee, the Human Resources Committee, and the Strategy, Program Performance and Learning Committee meet prior to each meeting of the Board, and as necessary.

Board meeting agendas are developed by the Chairperson of the Board, in consultation with the President and members of the Executive Committee. Committee meeting agendas are developed by the Chairperson of the Committee, in consultation with Senior Management.

The Corporate Secretary is responsible for ensuring that relevant documentation is made available to Governors in advance of all meetings.

Governors are expected to be prepared for each Board meeting and meetings of Committees on which they serve as members, which requires them to have reviewed material prior to the meeting. At meetings, each Governor is expected to take an active role in discussion and decision-making. To facilitate this, the Chairperson of the Board is responsible for fostering an atmosphere conducive to open discussion and debate. Where consensus is not possible, each of the Governors present shall have one vote and the majority present will decide any issue.

### **Management at Meetings**

The President, who is the Chief Executive Officer, is a member of the Board and attends meetings of the Board. Senior Management and other staff shall participate in meetings, as appropriate, and as determined by the Chairperson of the Board, in consultation with the President.

### **Consent Agenda**

A Consent Agenda is used to streamline regular business and reports for approval by one motion.

Any item included in the Consent Agenda can be removed at the request of a Governor, prior to the meeting by notifying the Corporate Secretary, or at the time the Agenda is being approved at the meeting.

### ***In Camera Sessions***

At all meetings of the Board and its committees, Governors can meet alone, without the presence of Management, to discuss such matters as they see fit.

### **Outside Experts**

Very exceptionally, the Board may require the services of an outside expert to assist with matters involving responsibilities of the Board. Where the Chairperson of the Board has determined that the Board requires the services of an outside advisor, the Chairperson of the Board may engage an outside advisor at the expense of the Centre.

### **Annual Appointment of the Treasurer and the Corporate Secretary**

The *IDRC General By-Law* provide that the Treasurer and the Corporate Secretary are appointed annually by the Board, on the recommendation of the President.

Their roles are described in the Terms of Reference at Section 6 of this Board Charter.

## Section 4: Terms of Reference for the Chairperson of the Board

### Introduction

The Board assumes responsibility for the stewardship and oversight of the Centre, and, as a consequence, has accountability for the governance of the Centre. Critical to meeting this responsibility are the relationships between the Board and Management, the relationship between the Centre and Parliament through the Responsible Minister and the relationships among Governors.

The Chairperson of the Board provides leadership in guiding the Board and coordinating its activities and fosters these relationships in the best interests of the Centre. In accordance with the *IDRC Act*, the offices of the Chairperson of the Board and the President (Chief Executive Officer) of IDRC are separate.

The principal responsibilities of the Chairperson of the Board are to lead, manage and assist the Board in fulfilling its duties and responsibilities in an effective manner, independent of Management. In addition, the Chairperson of the Board plays a critical role in representing the Centre. In fulfilling this role, the Chairperson of the Board must act as an example to fellow Governors through commitment to the highest standards of integrity and leadership.

The Chairperson of the Board presides at all Board meetings and Executive Committee meetings, and is a non-voting *ex-officio* member of all other committees of the Board.

In the event of the absence or incapacity of the Chairperson of the Board, or if the office of Chairperson of the Board is vacant, the Vice-Chairperson of the Board has all the duties and may perform all the functions of the Chairperson. The Vice-Chairperson is a member of the Executive Committee, and is a non-voting *ex-officio* member of all other committees of the Board.

### Leading and Managing the Board

The responsibilities of the Chairperson of the Board include:

- A. managing the regular activities of the Board;
- B. ensuring that the Board is alert to its governance obligations and providing appropriate guidance to Governors in discharging their duties;
- C. providing leadership to the Board;
- D. reviewing, on an annual basis, the composition of each Board committees;
- E. identifying individuals qualified to be Governors and overseeing the selection process with government officials, as supported by the Corporate Secretary;
- F. ensuring that newly appointed Governors receive appropriate orientation, and supporting and encouraging the participation of Governors in ongoing training and education programming;

- G. ensuring that all Governors appointed to Board committees have the required skills and knowledge;
- H. working with the Chairpersons of Board committees to assist them in carrying out their responsibilities;
- I. acting as a liaison and maintaining communication with all Governors and Chairpersons of Board committees to optimize and coordinate input from Governors and Board committees;
- J. building consensus and develop teamwork within the Board;
- K. advising on the resolution of conflicts of interest should they arise; and
- L. overseeing the Board's evaluation and self-assessment exercises and implementing change and improvements, as necessary.

### **Working with Management**

The responsibilities of the Chairperson of the Board include:

- A. leading the Board in the establishment of the Annual Performance Agreement with the President;
- B. leading the Board in monitoring and evaluating the performance of the President against the objectives set in the Annual Performance Agreement;
- C. fostering a constructive and harmonious relationship between the Board and Management; and
- D. ensuring that the President is aware of concerns of the Board.

### **Representing the Centre**

The responsibilities of the Chairperson of the Board include:

- A. signing the audited financial statements published in the Annual Report;
- B. transmitting the Centre's Annual Report to Parliament through the Responsible Minister;
- C. working in close partnership with the President, represent the Centre to the Responsible Minister, other Cabinet Ministers, Parliament, and other governments, as appropriate;
- D. as appropriate, representing the Centre to various stakeholders, including academic and research communities, principal donors and partners; and
- E. being the spokesperson for the Board of Governors.

## Section 5: Terms of Reference for the President

### Introduction

The President is the Chief Executive Officer of the Centre and is also a Governor. The President is responsible for the supervision and direction of the work and staff of the Centre. The President leads the Centre in fulfilling its mandate.

Consistent with the Government of Canada public appointment process, and in conjunction with the recommendation of the Board, the President is appointed by the Governor in Council for a term of up to five years. The President may be re-appointed for additional terms. The President reports to and is accountable to the Chairperson of the Board and the Board.

In the event of the absence or incapacity of the President, or if the office of President is vacant, the Board may authorize an officer of the Centre to act as President. Where the absence, incapacity or vacancy exceeds 60 days, the designation must be approved by the Governor in Council. Business travel does not prevent the President to discharge the functions of his office.

The President may appoint such members of Senior Management of the Centre as are deemed necessary to assist the President in carrying out the functions of the Centre.

### Duties and Responsibilities

The authority granted to the President shall be carried out within the limits of the approved budgets, and in accordance with the provisions of the *IDRC Act*, the *IDRC General By-Law*, the *General Financial Resolution* (Annex 1) and its *Principles of Delegation* (Annex 2).

The President will report to or obtain the prior approval of the Board of Governors on matters that are beyond the limits prescribed in *General Financial Resolution*.

The President has the responsibility to supervise the work and staff of the Centre, and ensure that:

- A. the Centre is at the forefront of research and development;
- B. the Centre maintains close links with the research community in the developing world;
- C. the Board is provided with relevant, useful and timely information;
- D. appropriate mechanisms are implemented to monitor and manage the principal risks;
- E. the assets and resources of the Centre are safeguarded and effectively utilized;
- F. the Centre's information systems and management practices, including internal controls, effectively support the Centre's activities; and
- G. appropriate operational policies are developed and implemented to guide the Centre.

In carrying out these responsibilities, the President shall:

- A. work with the Board to set the strategic direction of the Centre and establish a process for the development of the Strategic Plan;
- B. foster a corporate culture that promotes ethical practices and encourages individual integrity, innovation and professional development;
- C. establish and maintain a succession planning approach for of Senior Management and other key positions;
- D. act as the principal spokesperson for the Centre;
- E. represent the Centre to various stakeholders, including the Responsible Minister, other Cabinet Ministers, Parliament, other governments; academic and research communities, principal donors and partners; and
- F. manage and oversee communication between the Centre and its stakeholders, to further understanding and acceptance of the Centre and its mandate.

## **Section 6: Terms of Reference for the Treasurer and Corporate Secretary**

### **Duties and Responsibilities of the Treasurer**

The Treasurer is appointed annually by the Board on the recommendation of the President.

The *IDRC General By-Law* states the responsibilities of the Treasurer. These responsibilities include:

- A. managing the financial affairs of the Centre;
- B. having custody of the funds and securities of the Centre;
- C. coordinating the preparation of the budget of the Centre for each fiscal year;
- D. preparing the quarterly and yearly financial statements and Management Discussion and Analysis;
- E. supervising of the operation of the International Development Research Centre Account and any other accounts established by the Centre for its operations;
- F. providing for the Auditor General of Canada, or their representatives, such information relating to the accounts and financial transactions of the Centre, as may be required;
- G. serving as secretary to the Finance and Audit Committee and keep that Committee's minutes and records; and
- H. performing such other duties as may be assigned by the Chairperson of the Board, the President or the Finance and Audit Committee.

The Vice-President, Resources and Chief Financial Officer assumes the role and responsibilities of the Treasurer. The job description of this position reflects the responsibilities stated in the *IDRC General By-Law*, as well as other responsibilities of the position.

### **Duties and Responsibilities of the Corporate Secretary**

The Corporate Secretary, at the direction of the Chairperson of the Board, assists the Board in the discharge of its duties by organizing and recording the activities of the Board and its committees. Where advice to the Board or individual governors is required to ensure compliance with the *IDRC Act*, the *IDRC General By-Law* and other by-laws, this Board Charter, and other applicable laws and policies, the Corporate Secretary shall refer the matter to the General Counsel.

The *IDRC General By-Law* states the responsibilities of the Corporate Secretary. These responsibilities include:

- A. entering or causing to be entered into the books kept for that purpose the minutes of Board, the Executive Committee and Board committee proceedings, and ensure the corporate record is at all times accurate and up to date;
- B. giving the required notice of all meetings of the Board, the Executive Committee and committees;

- C. coordinating the preparation of the annual report relating to the activities of the Centre for each fiscal year;
- D. keeping custody of the seal of the Centre and responsibility for its application;
- E. carrying-out such other duties as may be assigned by the Chairperson of the Board or the President;
- F. organize Board and Board Committee meetings in accordance with the procedures set out in the IDRC Act, the IDRC General By-Law, and this Board Charter, or as elsewhere stipulated by the Board;
- G. administer the Board Self-Assessment process; and
- H. liaise with the Privy Council Office for any matter related to Governor in Council appointments.

The job description of the Corporate Secretary position includes the responsibilities stated in the *IDRC General By-Law*, as well as other responsibilities of the Corporate Secretary position. The Corporate Secretary is appointed annually by the Board on the recommendation of the President.



## Section 7: Duties of Governors

Governors are expected to demonstrate high ethical standards and integrity; to be accountable for Board decisions and to serve the interests of the Centre.

Governors shall carry out their responsibilities objectively, honestly, and in good faith, with a view to the best interests of the Centre. They shall exercise the care, diligence and skill of a reasonably prudent person. Governors shall act and conduct their work in accordance with the *IDRC Act* and the *IDRC General By-Law*, this Board Charter, and any other applicable legal rules, policies, governance best practices, and the principles of integrity, transparency and accountability.

The *Code of Conduct for the IDRC Board of Governors*, included as Annex 3 to the Board Charter, defines the standards of conduct expected of Governors. Governors are required to acknowledge in writing, on an annual basis, their ongoing commitment to the *Code of Conduct for the IDRC Board of Governors*.

### Duties and Responsibilities

The duties of Governors are to:

- A. become knowledgeable about the role and the activities of the Centre;
- B. prepare for each Board and committee meeting by reading the materials provided for the meeting, and considering critically the information they receive;
- C. attend and engage in Committee and Board discussions;
- D. ask probing questions;
- E. contribute wise counsel and informed comment;
- F. identify and disclose potential areas of conflict of interest, including real, potential, and perceived, and ensure they are appropriately reviewed (see below Section 8: Conflict of Interest Guidelines for Governors);
- G. when requested by the Chairperson of the Board or the President, be an effective spokesperson and advocate for the Centre; and
- H. advise and coordinate with the President's Office in connection with any requests to speak about the Centre.

In carrying out these duties, each Governor will:

- A. respect confidentiality of information provided to them in their capacity as Governor;
- B. encourage free and open discussion of the affairs of the Centre by the Board; and
- C. focus on issues related to strategy, policy, and results, rather than issues relating to day-to-day management of the Centre.

## Section 8: Conflict of Interest Guidelines for Governors

### Introduction

The purpose of these guidelines is to assist Governors in performing their duties as Board members in such a manner that public confidence and trust in the integrity of IDRC and its Board is maintained.

Section 34 of the *IDRC General By-Law* provides that:

34(1) During the consideration of any proposed appropriation of funds or resources of the Centre to a proposed beneficiary, by the Board or by a committee thereof, any governor who is officially or formally connected with the proposed beneficiary, shall indicate his relationship with the proposed beneficiary, shall refrain from voting on such appropriation, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of the quorum.

(2) No member of the Board, other than the President, shall, during his term of office as a governor of the Centre, enter into a contract with the Centre, whether as an employee, independent contractor or otherwise.

Since the adoption of this *General By-law*, the Board of Governors no longer approves funding to individual projects or recipients, as this is the responsibility of Management. Consequently, further guidance beyond this Section 34 is required.

Governors are subject to the provisions of the *Conflict of Interest Act* where the Act refers to “public office holders”. Governors, with the exception of the President, are not “reporting public office holders” under the *Conflict of Interest Act*. As Governor in Council appointees, Governors are also expected to comply with the Government of Canada's *Ethical and Political Activities Guidelines for Public Office Holders*.

Governors serve IDRC only in a part-time capacity and have expertise in the fields relevant to the Centre. Consequently, there may be conflicts of interest (real, potential, or apparent) that arise in relation to their activities outside of their work with the Centre. Conflicts of interest need to be managed to support the integrity and accountability of the Centre's governance and protect the reputation of the Centre and Governors.

### Meaning of Conflict of Interest

Section 4 of the *Conflict of Interest Act* states that: “... a public office holder is on a conflict of interest when he or she exercises an official power, duty or function that provides an opportunity to further his or her private interests or those of his or her relatives or friends or to improperly further another person's private interests.” In other words, a conflict of interest

arises whenever a Governor has a private (personal) interest likely to influence the exercise of their duties and responsibilities as a Governor.

A *real* conflict of interest exists at the present time, an *apparent* conflict of interest could be perceived by a reasonable observer to exist, whether or not it is the case, and a *potential* conflict of interest could reasonably be foreseen to exist in the future.

### **Disclosure**

On a practical level, Governors are required to assess conflict of interest, actively, continuously, and on an ongoing basis, as they carry out their work for the Centre. The Centre depends on the Governors to disclose their individual conflicts of interest, if any, on an on-going basis and as they arise.

Governors shall also complete annually a disclosure form and submit it in confidence to the Corporate Secretary. The annual disclosure form will be reviewed by both the Corporate Secretary and the Centre's General Counsel. In addition to completing the annual disclosure forms, Governors shall report forthwith to the Chairperson of the Board all real, potential, or apparent conflicts of interest which exist from time to time.

The Chairperson of the Board shall report all of their real, potential, or apparent conflicts of interest which exist from time to time to the Board of Governors.

In reviewing disclosures of conflict of interest, the Chairperson of the Board may seek the advice of the Centre's General Counsel as it relates to the application and interpretation of the relevant regulations.

Governors shall review each Board and Board Committee meeting agenda with a view to identifying any potential conflicts of interest and shall declare the conflict at the outset of the meeting.

### **General Duty to Resolve Conflicts of Interest**

Where practical, Governors shall avoid or withdraw from participation in activities or situations that place them in a real, potential, or apparent conflict of interest. Governors are encouraged to review their activities and affiliations to determine whether these might be perceived by an unsympathetic observer to present a conflict of interest with their role as Governors and to discuss with the Chairperson of the Board whether steps need to be taken to resolve the perceived conflict of interest.

It is impossible to foresee every situation that could give rise to a real, apparent, or potential conflict of interest. Where Governors have a doubt as to whether a real, potential, or apparent conflict of interest exists, or whether any particular activity is likely to bring into question the

integrity of IDRC or its Board, Governors shall: refer to these guidelines and the *Conflict of Interest Act*, and the Government of Canada's *Ethical and Political Activities Guidelines for Public Office Holders*; and raise the matter with the Chairperson of the Board for advice and guidance.

A Governor shall recuse themselves from any discussion, decision, debate, or vote on any matter in respect of which they would be in a conflict of interest. The Chairperson of the Board shall ensure that a Governor who is in a conflict of interest with respect to a given subject matter refrains from participating in any Board decision-making related thereto.

### **Specific Project Proposals**

Governors shall refrain from actively promoting to Centre staff acceptance of any specific project proposal, regardless of their connection with the potential recipient.

### **Resolving Conflicts of Interest**

Governors shall refrain from receiving any additional remuneration for their participation in any project approved by the Centre during their term as Governors and shall not enter a contract with the Centre, whether as an employee, independent contractor, or otherwise. This does not prevent the institution with which the Governor is associated from entering contracts with the Centre, so long as the potential conflict of interest is managed to the satisfaction of the Centre.

Upon becoming aware of any real or potential conflict of interest which might arise from holding any other directorship or position of authority in an entity that is a recipient of Centre funds, a Governor should notify the Chairperson of the Board. Governors should also notify the Chairperson of the Board in advance the acceptance of a directorship or position of authority in an entity that is a recipient of Centre funds. The Chairperson of the Board will ensure that an agreement is reached between the Governor and the Centre to address the conflict of interest in a manner that protects the Centre's reputation.

### **Cooling Off Periods**

Where a real conflict of interest has arisen, the Governor shall continue to act for a further six (6) months in the same manner as if the conflict of interest continued to exist during that period of six months.

### **Political Activities**

"Political activities" are defined as "any activity in support of, within or in opposition to a political party; carrying on any activity in support of or in opposition to a candidate before or during an election period; or, seeking nomination as or being a candidate in an election before or during the election period, but does not include voting." Governors should not participate in a political activity in Canada that is, or that may reasonably be seen to be, incompatible with

the role of Governor, or otherwise be seen to impair their ability to discharge their public duties in a politically impartial fashion, or would cast doubt on the integrity or impartiality of the office. Any Governor considering involvement in political activity in Canada should seek the advice of the Chairperson of the Board before engaging in the political activity.

### **Disclosure of Confidential Information**

A Governor shall always maintain the confidentiality of all information and records that are the property of the Centre until the information becomes a matter of general public knowledge.

A Governor will not use information obtained as a result of acting as a Governor of the Centre for personal profit or as the basis for a tip to others unless the information has already been made generally available to the public.

### **Gift, Entertainment and Favours**

Accepting gifts, entertainment or other favours from individuals or entities can result in a conflict of interest when the party providing the gift/entertainment/favour does so under circumstances where it might reasonably be inferred that such action was intended to influence or possibly would influence a Governor in the performance of their duties for the Centre.

Governors may accept gifts, entertainment and favours made to them because of their position on the Board of the Centre in the following circumstances:

- A. The value of the gift/entertainment/favour is less than \$250;
- B. It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together;
- C. The exchange is lawful and in accordance with local ethical practice and standards; and
- D. The gift/entertainment/favour could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.

## **Section 9: Governor Orientation and Continuing Education**

### **Introduction**

Governors will be provided with an orientation and continuing education opportunities, that include written information about the business and operations of the Centre, documents from recent Board meetings and opportunities for meetings and discussions with Senior Management and other Governors on various topics.

The Governor Orientation and Continuing Education Plan is comprised of two components:

- A. Initial orientation for new Governors; and
- B. Continuing education for all Governors.

### **Orientation for New Governors**

Upon joining the Board, new Governors receive an orientation through briefings by members of Management. The orientation provides new Governors with an understanding of the Centre's mandate, governance framework, strategic, business and corporate plans, financial statements and key policies and practices.

### **Continuing Education**

Continuing education is designed to expand Governors' knowledge of:

- A. the policy framework in which the Centre operates;
- B. the Centre's role within the developing world;
- C. the principal risks facing the Centre; and
- D. the evolution in governance practices.

During the two days that are set aside for Board meetings, there are opportunities for continuing education. The President will invite speakers to make presentations on various issues of interest to Governors related to the work of the Centre.

Governance seminars are made available to Governors with respect to effective corporate governance and the latest Government of Canada guidelines, as appropriate.

In addition, field visits to the Centre's operations in developing countries are regularly organized to allow Governors to gain first-hand experience and evaluate the effectiveness of Centre activities. Governors visit one or more of the regions served by the Centre's Regional Offices, meet with Centre-supported researchers and visit research projects. Governors are expected to participate in at least one field visit during their term.

## **Section 10: Guidelines for Committees**

### **Terms of Reference**

Each committee will review its own Terms of Reference periodically and recommend changes, if any, to the Board for approval.

### **Appointment to Committees**

Committee members will be appointed for one-year terms and may serve consecutive terms. A committee member will cease to be a member upon ceasing to be a Governor.

### **Notice**

Notice of each meeting is given to each committee member by a process established by the Chairperson of the committee.

### **Minutes**

The Corporate Secretary will ensure that the minutes of each committee meeting are prepared and given in a timely fashion to each committee member and to each Governor. Each committee Chairperson of the Board will review the draft minutes before they are circulated.

### **Invitations to Attend**

A committee may invite such Governors, or in consultation with the President, such employees of the Centre as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the committee. With the approval of the Board, committees may be permitted to retain outside experts in support of their committee work.

### **Participation**

A committee member may participate in a committee meeting by means of in person or virtual presence.

### **Reporting**

Committees will report their activities to the full Board by way of the Chairperson of the committee.

## **Section 11: Terms of Reference for the Executive Committee**

The Executive Committee is responsible to the Board of Governors for the following goals and responsibilities:

### Executive Functions

To ensure that the business of the Board is carried out between meetings as necessary. This requires the Committee to:

- A. Act for the Board in the periods between regularly scheduled meetings of the Board in dealing with any matters requiring urgent attention, and performing any other duties delegated to it by the Board by resolution, from time to time;
- B. Provide advice and guidance to the Chairperson of the Board and the President between Board meetings;
- C. Assess the needs of the Board in terms of meeting agendas, reports and information, interaction with management, and the conduct of meetings; and
- D. Review and approve the agendas for all Board Meetings.

The Committee has the authority to exercise and perform all of the powers and functions of the Board between meetings of the Board, except the following:

- A. the power to alter any fundamental policy of the Centre;
- B. the power to increase the total authorized budget of the Centre; and
- C. the power to enact, amend, or repeal by-laws.

### Governance Functions

To ensure that the Board has a sound approach to corporate governance and is functioning effectively. This requires the Committee to:

- A. Oversee the evaluation of the effectiveness of the Board as a whole, the Committees of the Board, and the contribution of individual members on an annual basis;
- B. Review the Board Charter on a periodic basis and make recommendations for changes to the Board;
- C. Ensure appropriate training and education is made available for Governors, including orientation materials, continuing education sessions on good governance practices and emerging trends, and programmatic learning opportunities;
- D. Review and recommend to the Board for approval the Annual Corporate Priorities for the year ahead, for inclusion in the Priorities, Plans and Budget document;
- E. Identify the mix of expertise and qualities required for the Board, the Chairperson of the Board, and the President, to inform the nomination processes; and



- F. Ensure the development and implementation, by Management, of action plans in relation to policy frameworks, including those related to the environment, and review the Centre's performance in relation to these frameworks.

### **Committee Composition**

The Committee shall comprise the Chairperson of the Board, the President, the Vice-Chairperson of the Board, and at least three other Governors appointed annually from the Board. A majority of the members shall be Canadian citizens, and an effort will be made to ensure that other Board Committees are represented on the Committee.

The Chairperson of the Board shall serve as the Chairperson of the Committee.

### **Duties and responsibilities of the Chairperson of the Committee**

The Chairperson of the Committee is responsible for:

- A. Ensuring Committee meetings are conducted in an efficient, effective, and focused manner, include discerning when the Committee needs to be convened between scheduled meetings;
- B. Ensuring the major activities of the Committee are outlined in an annual workplan;
- C. Working with management on the development of agendas and related materials for the Committee meetings; and
- D. Reporting to the Board on the deliberations and recommendations of the Committee.

### **Meetings**

The Committee shall meet at least four times a year, and a report on each meeting will be made to the Board of Governors. Additional meetings can be held at the request of the Board, the Chairperson of the Board or the President.

Three or more members of the Committee, a majority of whom are Canadian citizens, constitute a quorum.

The Corporate Secretary shall be responsible for preparing the minutes of and action items from each meeting.

### **Conflict of Interest**

With respect to any conflict of interest arising during Committee meetings, affected members shall indicate the nature of the conflict to the Chairperson of the Committee and withdraw from the meeting.

## Section 12: Terms of Reference for the Finance and Audit Committee

### Purpose

The Finance and Audit Committee's purpose is to assist the Board in fulfilling its oversight responsibilities with respect to financial management and reporting, internal controls, internal and external audit, risk management and standards for integrity and behaviour.

### Responsibilities and Duties

The primary responsibilities and duties of the Chairperson of the Committee are:

- A. To work with the Treasurer and the Corporate Secretary of the Centre on the development of agendas and related materials for the Committee meetings;
- B. To report to the Board on the deliberations and recommendations of the Committee;
- C. Together with the President, to agree to and sign the Engagement Letter for the Centre's annual external financial statement audit; and
- D. Together with the Chairperson of the Board, to sign the annual audited financial statements.

The primary responsibilities and duties of the Committee are:

#### **1. To oversee the integrity and credibility of the Centre's financial management and reporting:**

- A. Review and provide assurance and advice to the Board on the integrity of financial information reported by Management throughout the year, the completeness of financial disclosures and the appropriateness of accounting principles and practices applied, including any significant changes;
- B. Assess the effectiveness of Management's proposed resource allocation to different functional areas relative to operating requirements, and recommend to the Board for approval the budget portion of the annual Priorities, Plans and Budget document;
- C. Review and assess financial results through the review of quarterly financial reports;
- D. Review and recommend the approval of the audited financial statements and management's discussion and analysis (MD&A) contained in the Centre's Annual Report to the Board;
- E. Manage the financial reporting and accountability requirements identified in the *General Financial Resolution*;
- F. Periodically review and approve the equity policy of the Centre;
- G. Periodically review and approve the investment policy of the Centre; and
- H. Review periodically the *General Financial Resolution* and its *Principles of Delegation* and recommend any changes to the Board for approval.

**2. To oversee the establishment and effectiveness of the Centre’s internal controls:**

- A. Review the system of internal control and ensure Management establishes and maintains adequate and effective internal control systems and processes; and
- B. Discuss with Management the adequacy and effectiveness of the internal control framework, including the delegation of financial authorities.

**3. To oversee the effectiveness of the Internal Audit Function:**

- A. Review and approve the audit plans of the Centre’s internal auditors;
- B. Review periodically the Centre’s Internal Audit Charter and recommend any changes to the Board for approval;
- C. Review internal audit reports, complete with Management responses, and monitor progress on implementation of agreed-upon Management actions;
- D. Review the activities and performance of the internal audit function against plans, including monitoring the independence and effectiveness of the internal audit function in conformance with the Institute of Internal Auditors’ *Standards for the Professional Practice of Internal Auditing*;
- E. Inquire to determine whether any scope or resource limitations exist; and
- F. Review and approve recommendations regarding the appointment, reassignment, or dismissal of the Chief Audit Executive.

**4. To oversee the effectiveness of the External Audits and Special Examinations:**

- A. Review the audit plans, audit reports and Management letters, complete with Management responses, and monitor follow-up actions, of the Centre’s external auditors; and
- B. Review the special examination plan, as well as the report, complete with Management responses, and monitor follow-up actions.

**5. To oversee the effectiveness of the Centre’s Risk Management Approach and Practices:**

- A. Review periodically the Corporate Risk Profile and monitor the adequacy and effectiveness of the Centre’s strategies and processes to manage risk.

**6. To review the Centre’s standards for integrity and behavior:**

- A. Review periodically the arrangements established by Management to exemplify and promote ethical and lawful behaviour;
- B. Review the Centre’s mechanisms for the reporting and investigation of wrongdoing, and for the protection of those who disclose wrongdoing; and
- C. Receive the annual report on internal disclosures from the Senior Officer designated

under the *Public Servants Disclosure Protection Act* (PSDPA).

## **Guiding Principles**

The Committee's work will be guided by the following principles:

- A. Management has primary responsibility for the Centre's standards of integrity and behaviour, its reporting of financial information, its internal control systems, and its risk management practices;
- B. The Committee values financial integrity and actively promotes quality financial reporting, sound business risk practices, and ethical behaviour;
- C. The Committee understands the nature of the auditors' work and depends on them
- D. to carry out their responsibilities efficiently and effectively; and
- E. The Committee promotes and supports free and open communication between the Committee, the auditors, and Management.

## **Committee Composition and Meetings**

In accordance with the *IDRC Act*, the *IDRC General By-Law*, and section 148 (1) of the *Financial Administration Act*, there shall be a Finance and Audit Committee of the Board consisting of at least three Governors. The Committee membership is determined on an annual basis. The President of IDRC will not be a member of the Committee but shall attend as invited by the Committee to represent Management.

All members of the Committee shall be financially literate\*\* and independent of Management. The Chairperson of the Committee will possess an accounting or financial designation or relevant financial management expertise.

The Committee will meet at least three times a year and a report on each meeting will be made to the Board of Governors. Additional meetings can be held at the request of the Board, the Chairperson of the Board, the President, the Treasurer, the Chairperson of the Committee or the internal or external auditors.

The Centre's external auditors shall be invited to attend and be heard at each meeting of the Committee.

A quorum for meetings shall be not less than a majority of the members of the Committee.

The Corporate Secretary shall be responsible for preparing the minutes of each meeting.

## **Other Responsibilities**

The Committee will review its mandate periodically and recommend to the Board any changes to enhance its purpose and effectiveness.

The Committee will meet without Management present to discuss financial or audit related issues. At each meeting, the Committee will meet privately with the Centre’s internal auditors and with the Centre’s external auditors to discuss the results of audit examinations.

*\*\*Financial literacy means that the member has the ability to read and understand a set of financial statements, which present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the organization’s financial statements.*

## **Section 13: Terms of Reference for the Strategy, Program Performance and Learning Committee**

### **Purpose**

The purpose of the Strategy, Program Performance and Learning Committee is to support the Board in fulfilling its governance responsibilities with respect to the Centre's strategic and annual planning, program directions, performance monitoring and organizational learning.

### **Responsibilities and Duties**

1. Strategy
  - A. Oversee the Centre's long-term strategy development processes and monitoring tools;
  - B. Review the Centre's Strategic Plan, prior to approval by the Board;
  - C. Monitor the implementation of the Strategic Plan, including progress against targets based on the integrated strategy reports; and
  - D. Recommend updates to the Strategic Plan, when justified by significantly changed conditions and/or learning, in consultation with Management, and prior to approval by the Board.
2. Program Directions
  - A. Advise Management on broad program directions and opportunities, based on knowledge of the international development research landscape;
  - B. Ensure high-level program directions, annual program plans in the Priorities, Plans and Budget document, and emerging program opportunities, align with the Centre's strategic intentions and demonstrate rigor and relevance;
  - C. Review the program allocation plans and proposed distribution of the allocation to each of the program areas and flexible funds, for inclusion in the Priorities, Plans and Budget document, prior to approval by the Board; and
  - D. Review proposed co-funding agreements, pursuant to the *General Financial Resolution*, for alignment with strategic intentions, directions and risk appetite.
3. Program Performance
  - A. Review learnings from and progress against annual program plans, and recommend strategic changes when required;
  - B. In accordance with the provisions of the *General Financial Resolution*, monitor variances in annual program area allocations throughout the year; and
  - C. Monitor program performance quality through validation from external sources.
4. Organizational Learning

- A. Ensure learnings from past program experiences are being effectively incorporated into future plans.

### **Committee Composition**

The Committee shall consist of a minimum of four Governors, and a maximum of six, including the President.

### **Duties and Responsibilities of the Chairperson of the Committee**

The Chairperson of the Committee is responsible for:

- A. Ensuring Committee meetings are conducted in an efficient, effective, and focused manner, include discerning when the Committee needs to be convened between scheduled meetings;
- B. Ensuring the major activities of the Committee are outlined in an annual workplan;
- C. Working with Management on the development of agendas and related materials for the Committee meetings; and
- D. Reporting to the Board on the deliberations and recommendations of the Committee.

### **Meetings**

The Committee shall meet at least three times a year and a report on each meeting will be made to the Board of Governors at each Board meeting. Additional meetings can be held at the request of the Board, the Chairperson, the President, or the Chairperson of the Committee.

A quorum for meetings shall be not less than a majority of the members of the Committee.

The Corporate Secretary, and his or her designate, shall be responsible for preparing the minutes of and action items from each meeting.

### **Mandate Review**

The Committee will review its mandate periodically and recommend to the Board any changes to enhance its purpose and effectiveness.

## Section 14: Terms of Reference for the Human Resources Committee

### Purpose

The purpose of the Human Resources Committee is to assist the Board of Governors in fulfilling its oversight role in relation to the application of sound human resource policies and practices that support IDRC's mission and mandate.

As stated in the *IDRC Act*, the President is the Chief Executive Officer of the Centre and has supervision over and direction of the work and employees of the Centre.

### Responsibilities and Duties

The Primary responsibilities and duties of the Committee are:

- A. On an annual basis, to review and make recommendations to the Board on the President's performance and objectives for the coming year;
- B. To review and inform the Board on the Centre's approach to planning the succession of the Senior Management team;
- C. To review the Centre's approach for employee performance review and assessment and make recommendations to the Board on the compensation philosophy and plan;
- D. To review the President's recommendation to the Board for the appointment of the Corporate Secretary.
- E. To review and inform the Board about the Centre's implementation of the Government's human resource legislative requirements, such as those dealing with employment equity, disclosure and recourse and official languages;
- F. To provide leadership and guidance in the advancement of the Centre's Diversity, Equity and Inclusion objectives;
- G. To periodically review the Committee's mandate and overall performance, and to recommend to the Board any changes required to enhance the Committee's purpose and effectiveness;
- H. To review and make recommendations to the Board on proposed annual compensation recommendations for all Non-Unionized Ottawa-Hired employees (\*);
- I. To provide strategic guidance to management on the negotiation for the renewal of collective agreements;
- J. To review and make recommendations to the Board on the proposed mandate for the negotiation of collective agreements;
- K. To report material collective bargaining issues to the Board; and
- L. To review the President's recommendation to the Board for the annual appointment of the Treasurer (\*).



(\*) For the purpose of these two responsibilities, the Chairperson of the Finance and Audit Committee is a member of Human Resources Committee.

### **Committee Composition**

- A. The Committee membership and the identification of the Chairperson of the Committee is determined on an annual basis. The Committee will consist of at least three (3) Governors, including the President.
- B. The Human Resources Committee will meet three times a year and report on its activities to the Board of Governors. Additional meetings can be held at the request of the Chairperson of the Committee, the Chairperson of the Board or the President.
- C. As needed, the Committee will meet separately, without Management present, to discuss Human Resources related issues.
- D. A quorum for meetings shall be a majority of the members of the Committee.
- E. The Corporate Secretary shall be responsible for preparing the minutes of each meeting.
- F. In the event of the absence of the Chairperson of the Committee, a meeting shall be chaired by such member of the Committee as may be designated by the Chairperson of the Committee in advance of such meeting or in the absence of such delegation, by such member of the Committee as may be agreed by Committee members at the meeting.

### **Duties and responsibilities of the Chairperson of the Committee**

The Chairperson of the Committee is responsible for:

- A. Ensuring Committee meetings are conducted in an efficient, effective and focused manner;
- B. Ensuring the major activities of the Committee will be outlined in an annual workplan;
- C. Working with management on the development of agendas and related materials for the Committee meetings; and
- D. Reporting to the Board on the deliberations and recommendations of the Committee.

## **Section 15: Board Evaluation Process**

The Board of Governors is committed to a Board evaluation process that provides Governors with an opportunity to examine how the Board is operating and to make suggestions for improvement in the Board's execution of its responsibilities. The Board evaluation process examines the effectiveness of the Chairperson of the Board, the committees, and the Board itself. It also provides an opportunity to each Governor for self-assessment.

Each Governor is asked to complete a questionnaire every year. The Corporate Secretary will analyze the responses and prepare recommendations to the Chairperson of the Board. The Chairperson of the Board will provide a report to the Responsible Minister and to the Board on the results.

## **Section 16: Performance Evaluation for the President**

### **Introduction**

The Board follows the Privy Council Office's *Performance Management Program Guidelines for CEOs of Crown Corporations*, as amended from time to time. A copy of this document is available from the Corporate Secretary.

### **Process**

The Board, under the leadership of the Chairperson of the Board, and assisted by the Human Resources Committee, will conduct an annual evaluation of the President, measured against key objectives established in the previous year by the Board and the President.

In order to assist the Board, the President will provide his own written evaluation of his performance against the benchmark documents referred to above and his recommended objectives for the coming year. The Chairperson of the Board, together with the Chairperson of the Human Resources Committee, will discuss this self-appraisal with the President, and will conduct interviews with the Responsible Minister, Deputy Minister, Vice-Chairperson of the Board, Committee Chairpersons, and key Senior Management.

The Human Resources Committee will then conduct its evaluation of the President's performance and review the recommended objectives for the coming year. The evaluation will be used by the Board in its deliberations and recommendations.

The Board will complete its evaluation and make recommendations concerning the President's annual performance evaluation rating and compensation, as well as recommended objectives for the coming year. The Chairperson of the Board, together with the Chairperson of the Human Resources Committee, will communicate the results to the President.

The Chairperson of the Board will submit the Board's recommendation concerning the President's annual performance evaluation rating and compensation to the Responsible Minister for recommendation to the Governor in Council. The President's objectives for the coming year will be shared with the Responsible Minister for information.

## **Annex 1: Accountability and Transparency**

### **Annual Report**

IDRC's Annual Report is tabled in Parliament by the Responsible Minister. The Centre's Financial Statements and the Auditor General's Report are included in the Annual Report.

### **Audit**

The Centre is subject to annual audits of its financial statements by the Auditor General of Canada and the Centre has, on a number of occasions, invited the Office of the Auditor General to conduct special examinations of the Centre's operations. The results of these audits are available on the Centre's public Website ([www.idrc.ca](http://www.idrc.ca) or [www.crdi.ca](http://www.crdi.ca)).

The Centre also has an internal audit function that is independent of the Finance and Administration Division. The internal audit function is to provide objective assessments and timely advice with respect to the Centre's operations and management activities.

### **Evaluation**

Continuous learning and improvement are critical to the Centre's commitment to excellence. IDRC conducts evaluations to strengthen research results and increase understanding of the contribution of research to development. Evaluation at IDRC contributes to both learning and accountability.

The Board is responsible for ensuring that Management has an appropriate evaluation approach and plan in place to track research results, to generate knowledge and to remain accountable to the Canadian government and public, donor partners, researchers and colleagues within the research and development communities. IDRC's approach, methods and guidelines to evaluation are available on the Centre's public Website ([www.idrc.ca](http://www.idrc.ca) or [www.crdi.ca](http://www.crdi.ca)).

### **Transparency**

The Centre is open and transparent about its activities and manages the public sector resources responsibly, effectively and efficiently. IDRC exercises transparency by providing information on its website, and in its publications, reports to Parliament and public outreach programs.

IDRC is also subject to the *Access to Information Act* and the *Privacy Act*. The *Access to Information Act* provides a right to members of the public to access records under the control of IDRC, subject to limited and specific exceptions. The *Privacy Act* provides a right to individuals to: access their personal information held by IDRC; and certain rights related to requesting corrections.

From time to time, IDRC is also called upon to prepare responses to written questions from Members of the House of Commons.

In addition, as a research organization, IDRC also maintains transparency with the research community, and the general public, by making the results of its projects available to all. The results of these projects are available on the Centre's public Website ([www.idrc.ca](http://www.idrc.ca) or [www.crdi.ca](http://www.crdi.ca)).