

Minutes
WRI Board of Directors Meeting
December 13, 2011
Washington, D.C.

Attendees: James Harmon–Chair, Roberto Artavia, Afsaneh Beschloss, Robin Chase, Tiffany Clay, Leslie Dach, Jamshyd Godrej, Kathleen McGinty, Preston Miller, Michael Polsky, William Richardson, Theodore Roosevelt IV, Alison Sander, Lee Thomas, Todd Thomson, Susan Tierney, Clinton Vince, Diana Wall, Daniel Weiss

Staff: Manish Bapna, Steve Barker, Edward Cameron, Elizabeth Cook, Vivian Fong, Zou Ji, Robin Murphy, Janet Ranganathan, Allison Sobel, Jacob Werksman, Lauren Withey

Guests: John Disharoon, Pei Cheng, Charlotte Matthews

The meeting was called to order at 12:00 a.m. ET by the Chair, on Tuesday, December 13, 2011.

Welcome and Opening Remarks

Mr. Harmon welcomed everyone to the call and wished everyone a happy holiday and a happy new year. He spoke about the WRI transition and challenges facing the world and WRI. Mr. Bapna gave an update on the items that were presented at the September Board meeting and reviewed the agenda for the conference call.

The September 20, 2011 Board Meeting Minutes were approved as drafted.

China and India updates

Mr. Bapna reported that he would be traveling to China later that week to sign an MOU with the NDRC which would solidify WRI's standing in China with the government. The agreement is crucial to moving forward WRI's work on sustainable cities. Mr. Bapna said the Energy Foundation was the only other American NGO to sign an MOU with the NDRC. Mr. Bapna then updated the Board on Zou Ji's decision to leave WRI to work for the NDRC as the head of their new research agency on climate change and spoke about WRI's plan to manage the transition.

Dr. Zou spoke about his new role within the NDRC and the value he expected that it would bring to WRI. He reported on the steps the Chinese government was taking to mitigate climate change and his strategy for the new center. He intends to implement specific actions to

reduce carbon emissions. He also spoke about the work of the WRI China office and his accomplishments over the past three years.

Mr. Harmon congratulated Dr. Zou on his new role and passed a resolution from the Board wishing him well in his new role. Mr. Harmon stated that he hoped that Dr. Zou would retain a good relationship with WRI in his new position.

Mr. Bapna spoke about WRI's work to open an office in India, which was the next step after setting up a China office in the Strategic Plan that the Board had approved four years earlier. After careful scoping, WRI decided to open up an office in Mumbai in order to have the necessary influence in India. The first meeting of the India Resources Trust (IRT) was held at the end of October. Mr. Bapna said that Ms. Sander had joined the meeting representing the WRI Executive Team and that Mr. Godrej chaired the meeting on behalf of the Trustees. One of the biggest items for discussion was the level of independence the IRT should have from WRI given that it is a separate legal entity in India. He reported on several models that other organizations have followed and said there would be a significant discussion in the WRI Executive Committee to determine the steps to move forward.

Mr. Godrej updated the Board on the legal standing of the IRT, the IRT Board of Directors, the budget, and the staff. He asked for volunteers from the WRI Board to serve as Advisors for the IRT Board. Ms. Sander reported on the IRT Board meeting and noted that it was an important step to move WRI to a global organization. She said that Mr. Godrej's facilities were impressive and his leadership was integral to the success of the IRT. Ms. Sander noted that WRI's value proposition was aligned with the issues that Indians are experiencing. She noted that the issues surrounding branding and the name were complicated but thought the right team was in place to sort this out.

The Board spoke about the issues surrounding the naming and branding of the IRT and the possibility of holding a WRI Board meeting in India. Mr. Bapna said this work would also shape the strategy for opening an office in Brazil.

Durban (international climate negotiations)

Mr. Bapna introduced Mr. Werksman and Mr. Cameron who shared their experiences from the recent COP in Durban. Mr. Cameron said there was a divide on how to interpret what came out of Durban and the implications for the coming years. He spoke about the UNFCCC process, the tensions between different factions, and the pledges agreed upon by developed and developing countries. Mr. Werksman and Mr. Cameron spoke about the ambiguities in and the significance of the document coming out of the COP. They noted that the road map provided for a legally binding agreement that balanced the demand for environmental integrity and equity.

Mr. Bapna spoke about the different viewpoints between the developing world and the developed world. The Board spoke about the role of the U.S. and other countries during the

negotiations and ways that WRI could help shift the debate in the future. Mr. Murphy briefed the Board on the media coverage that WRI had received in stories about the climate negotiations.

Development Report

Ms. Cook reported on the fundraising results for fiscal year 2011 and noted that WRI met the goal for unrestricted funds. She spoke about the recent meeting of WRI's corporate consultative group and said that revenues from that group were the largest component of unrestricted funding. Ms. Cook noted several new sources of funding that her team was pursuing and that their stewardship efforts aimed at the bilateral donors. She reported on the strategies to raise funds for the IRT and the China office, and then spoke about the upcoming New York fundraising dinner. The Board spoke about other possibilities for raising funds for WRI.

Executive Session on the Search Process for WRI's President

The meeting went into Executive Session at 1:15 p.m. ET.

Steve Barker
Secretary, Treasurer and
Chief Financial Officer and Vice President of Administration