| **Region/ Name if applicable** | **Comment** | **Resolution** |
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| TC/ Mr Yagi  Comment 1 | Regarding the sentence “Participate with the Regional Chairmen to the selection and the appraisal of the Regional Directors” in page 10/13 of the Charter, it was requested by Mr Yagi and agreed that the word “participate” would be replaced by “consult”, because the selection of Regional Directors is subject to the authority of regional governing board and should not be the business of MD.  The same was agreed for the same sentence in page 7 of Policy Document 6. | The word “participate” will be changed to “consult” in both the Charter and Policy 6.  The Rational for the MD to be consulted on the selection is since the MD is the “leader of the ELT” the MD should have some input into who is selected. It still however, remains the accountability of the regional centre Governing Board to select the regional centre Director. |
| TC/ Mr Yagi  Comment 2 | Regarding the sentence “a long-term commitment to WANO, such as secondments of two or more years” in page13 of Policy Document 6, the underlined part should be deleted, because such a specific requirement may cause difficulty in choosing a candidate. | The Charter already contains the exact words as are proposed for Policy 6 on long-term commitment. This was approved at the BGM in 2010. The revision to Policy 6 was to have consistency between the Policy and what the Members have already approved as the intention of WANO membership. Nevertheless, regions retain the flexibility to adjust in individual cases while meeting the overall intent of the Charter. |
| AC/Eskom  Comment 3 | WANO Charter   1. Section 5 General Assembly   The 2nd paragraph “All meetings of the General Assembly are called Extraordinary General Meetings “ seems odd and in fact contradicts the 4th paragraph which talks about a Biennial General Meeting – so it is not true to state that all meetings of the General Assembly are called Extraordinary General Meeting. | Agreed. The words are changed to read as follows to improve clarity:  “All other meetings of the General Assembly are called Extraordinary General Meetings or Biennial General Meetings as the case may be.”  These words also match the similar section in the Articles. |
| AC/Eskom  Comment 4 | 1. The text of the Charter is inconsistent in the way in which it refers to the organisation – in some places the acronym WANO is used, in other places the words “the Association” or “the association” is used. | Agreed. All cases of the use of the word association will be changed to Association. |
| Comment 5 | 1. There seems to be some inconsistency in the Charter text with respect to who selects the Regional Director   Under Section 8.2 one function of the Regional Governing Board is to “Select the Regional Centre Directors, evaluate their performance and compensation, and ensure adequate succession planning”.  However, under Section 9.2. States that a function of the Managing Director is to “Participate with the regional Chairmen to the selection and the appraisal of the Regional Directors” – should this be the regional Chairman or the Regional Governing Board? | The selection is done by the Regional Governing Board; therefore section 9.2 will be revised accordingly. The revision is to permit the Managing Director to discuss the selection with the regional governance. As noted in comment number 1, the word participate will be changed to consult. |
| AC/Eskom  Comment 6 | 1. There also seems to be some inconsistency regarding to whom is a Regional Director accountable.   Under Section 11.1 of the Charter, it states in the first paragraph that the Regional director is accountable to the Managing Director, whereas in the next paragraph it states the Regional Director is responsible to the Regional Governing Board, the difference being in the words “accountable” and “responsible”. However if the Regional Governing Board “Select the Regional Centre Directors, evaluate their performance and compensation, and ensure adequate succession planning” that implies that the Regional Director is accountable to the Regional Governing Board. | The regional directors are accountable to both their Regional Governing Board and to the Managing Director. The Charter, Articles and Policy describe these relationships and specific responsibilities and accountabilities remain as currently written. Specifically with respect to the Managing Director, the Regional Centre Directors are accountable to the Managing Director for the consistent implementation of WANO programmes in the Regional Centres. |
| MC/Mikhail Chudakov  17.02.2014 via letter  Comment 7 | Adding the following to Policy 6 for the Governing Board is taking a function from the regions.  • Review and approve the appropriate levels of resources (personnel, financial and capital) needed to ensure effective implementation of the strategy, vision, direction and goals of the Association  • Review and approve a Member fee structure that supports the required levels of resources | The words are already contained within the Charter and these are added to the Policy for consistency. However, the implementation is clearly outlined in the remainder of the policy with respect to budgets. The Regional Governing Boards are responsible for setting regional budgets and affiliation fees. The Main Governing Board sets the LO budget and LO fees. Nothing is changed by these words except to incorporate from the Charter existing direction from the General Assembly. |
| MC/Mikhail Chudakov  17.02.2014 via letter  Comment 8 | Functions are identified in Policy 6 for the Managing Director that used to be the function of the regional centres. It is not clear whether these functions pertain to the LO or the entire of WANO. If these are the functions of the entire of WANO, it appears problematic to pursue these functions with WANO member utilities having different organisational setups or functioning in a state or private sector of the industry, or political situations varying throughout the countries. Specifically:  • Participate with the Regional Governing Board to the selection and the appraisal of the Regional Directors  • Establish and maintain an organisational structure to carry out the functions described in the Articles of Association and in any policy guidelines approved by the Governing Board.  • Develop an annual plan for operation of the Association in conjunction with an annual budget and funding scheme.  • Establish a cost control system for approving, tracking, and reporting Association costs.  • Maintain the financial and accounting records of the Association in accordance with applicable laws.  • Ensure data processing systems are compatible within WANO as well as data protection and IT security within the organization | The involvement of the Managing Director in the selection of the regional director is new. The word participate will be changed to consult as per comment 1.  The Charter specifically described the role of the LO to ensure compatibility of data processing systems. This is not a change.  The remaining functions are the exact words as described in the Articles 71(A) for the responsibilities of the Managing Director and are not changes to WANO except to be consistent in the documents.  In order however, to provide more clarity, the Articles, Charter and Policy 6 have been revised to state the MD establishes a “London office” cost control system and “financial and accounting records”. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 9 | The addition to the Articles of term limits for the Chairman of the Regional Governing Board is specified in regional statutes. It is not clear why it is limited if the goal was to ensure maximum succession of key personnel. | The change to the Articles is to make it consistent with the Charter. Regional statutes should have been/be established consistent with the Charter. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 10 | It is not clear why the LO Managing Director title should be changed to CEO. Does this mean a stronger Managing Director position versus regional Directors and regional Governors? | The change is intended to convey a better understanding of the role during external engagement and to recognise that the position is now a voting member of the Main Governing Board.  The new title does not confer any additional authorities.  This change has been submitted under a separate resolution. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 11 | Regional Directors have always been elected by regional governing boards and reported to them. | True, nothing in the revision changes that. It is similarly true that the regional centre Directors also report to the MD for the consistent application of the programmes as per comment 6. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 12 | We are confident that the role of regional governing boards in a new and strong WANO should not be diminished, rather, it should increase. | Nothing in the revisions diminish the role of the regional Governing Boards. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 13 | Paragraph 7.1 of the Charter – new wording: The quorum for Governing Board meetings is ~~8 Governors, with at least 2 Governors from each region~~ established by the Governing Board.  The wording is unclear; a reason for this change to be given. | This was an attempt to make it more consistent with the wording in the Articles. Hence, the new wording will match the Articles and hence will be “The quorum for the Governing Board meetings may be fixed from time to time by the Governing Board and unless so fixed at any other number, shall be eight Governors of whom two represent each regional centre”. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 14 | Paragraph 7.2 of the Charter – in the bullets describing the Governing Board functions (Determining review and approve the appropriate levels of resources (personnel, financial and capital)…, ~~Establishing~~ review and approve a Member fee structure…) there shall be indicated that these functions are fully applicable to the London office and voluntary for the regional centres.  Same is true for similar changes to Attachment 1, Policy Document-6. | Disagree. The main Governing Board and regional centre Governing Board both have accountabilities for this in existing text. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 15 | Ibid – clarifications are needed for the Governing Board function: “~~Select, educate and evaluate Directors, and~~ Annually evaluate Governing Board effectiveness”.  What is a mechanism of evaluation and who will perform this evaluation? | The revision has been clarified to “annually evaluate main Governing Board effectiveness. The mechanism is not governing document material, but naturally the Main Governing Board will define the mechanism and who will perform. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 16 | Paragraph 8.2 of the Charter and Governance Policy 6 Attachment 1 – the wording (select the regional centre Directors) shall be complemented with the words (provided that the regional regulating documents are met). | Unnecessary, all actions by the regional Governing Board have to meet the regional regulatory documents. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 17 | Paragraph 9.2 of the Charter – The Managing Directors function: Participate with regional Governing Board to the selection and the appraisal of the regional Directors, shall be deleted or modified to contain an appropriate wording for this function. Same is true for similar changes to Attachment 1, Policy Document-6 | As per comment 1, “Participate” has been changed to “Consult”. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 18 | Ibid – (all newly incorporated functions of the Managing Director): it shall be indicated everywhere that these functions are fully applicable to the London office and voluntary for the regional centres. Same is true for similar changes to Attachment 1, Policy Document-6 | Refer to comment 8 resolution. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 19 | Paragraph 10.2 of the Charter – clarification is needed for all modifications related to the functions of the London office. Same is true for changes in paragraph 70, Articles. | Refer to comment 8 resolution. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 20 | Paragraph 45 of the Articles of Association – the wordings relating to the election of the Governing Board and to the election of the regional Governing Board for a four year term shall be accompanied with the words “normally” and “provided that the regional regulating documents are met” | Disagree, see comment 9. The Members directed this change in approving the existing Charter. The Articles need to reflect the Charter hence the change. |
| MC/Mikhail Chudakov 17.02.2014 via letter  Comment 21 | Policy Document-6, Attachment 2 – the wording “the Director is appointed by the regional Governing Board as a non-voting member of the regional Governing Board” shall be clarified. The wording shall be the same as that for the Managing Director. | Regional centre Directors are not voting members of the regional centre Governing Board. As per the 2013 BGM, the MD is now a voting member of the Main Governing Board. Any word changes would represent a significant governance change and this matter would first need agreement from all regional Governing Boards before presenting for approval to Extraordinary General Meeting. |
| TC/Dr S K Jain  Via letter undated  Comment 22 | Various amendments proposed give a flavour/indicate that there is a move to centralise many functions which were either to in the domain of the regional Governing Board such as the areas with planning and selection of personnel.  This is not with alignment in the spirit of WANO. BGM with CEO’s as members is the Apex Body to take decision on various policies, programmes and other related issues. WANO London office is required to translate above approved policies in terms of guidelines, suggestions for implementation across all the regional centres. London is also required to act as a facilitator for inter-regional linages and assist various regional centres in implementing the policies.  The Charter is required to be reviewed and discussed in detail at Governing Board level and may be if required at the BGM level. | There is no intention to centralise functions. The role of the London office was established at the BGM in 2010. Please refer to “summary of proposed changes to the WANO Governing documents “by the Corporate Secretary, which shows this is not the case”.  Regarding planning, please refer to comments 7 & 8.  Regarding regional centre Director selection, please refer to comment 1. |
| TC/Dr S K Jain  Via letter undated  Comment 23 | The function of the Managing Director – Clause no. 9.2, the role of the Managing Director in selecting the Director of the regional centre is not clear irrespective whether you use the word “participate or consult”. It may be desirable to delete this. | Please refer to comment 1. |
| TC/Dr S K Jain  Via letter undated  Comment 24 | Functions such as maintaining organisational structure, cost control and monitoring should be limited to only London office with each regional centre being responsible for their establishment. | Please refer to comment 8. |
| TC/Dr S K Jain  Via letter undated  Comment 25 | Charter, Clause no. 10.2 – in the first line the word “direction” the intent of this word is not clear. | The word used here refers to what exists in Article 71(A), where direction is described. |
| TC/Dr S K Jain  Via letter undated  Comment 26 | Sixth sub para “overall ownership of the content and integration should be replaced by the oversee consistency of four WANO programmes. Changes in the policy document-6 should be in line with the above comments. | Wording has been changed to “Ownership of the governance and oversight of the 4 WANO programmes”. The “consistent” term is found in the Charter, paragraph 10.2, 4th bullet as per existing wording. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 27 | Charter – Page 5 penultimate paragraph: add structure after fees “approximately every……the WANO fee structure and resource plan…..cycle”. | Agreed. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 28 | Charter and Governance policy – Page 5 penultimate paragraph and page 8 of the first paragraph: it is necessary to define if “reviewing and approving a member fee structure that supports the required levels of resources” should be done by the General Assembly or by the Governing Board. In the current text both do it. | Disagree. This is as per existing text. The General Assembly, main Governing Board and regional centre Governing Board all have a role in this matter. Further details on fee structures are found in Policy 5. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 29 | Charter and Governance policy – Page 7 of paragraph 4: Add yearly “The Governing Board will charter at least two yearly committees that….” | Disagree. The Charters of the two committees constitutes them as standing committees, not yearly, albeit members of the committees are appointed on a yearly basis. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 30 | Charter and Governance policy – Page 7 of the last paragraph: “Review and approve the targets of the appropriate levels of resources (personnel for all WANO, financial and capital for London office) needed to ensure effective…..Association”. | Unclear why “targets” should be included. The approval of “target” resources is the same as approving actual needed resources. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 31 | Charter and Governance policy - Page 10 of paragraph 3 of 9.2 functions: add a new paragraph “provide advice to the selection of the regional Directors” and modify the paragraph “participate with the regional Chairmen to the appraisal of the regional Directors”. | Please refer to comment 1. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 32 | Charter and Governance policy - Page 11 the 8 paragraphs in red: modify “Association by London office” | Please refer to comment 8. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 33 | Charter and Governance policy - Page 12 beginning of the last paragraph on organisation: “The WANO regional centres provide together with WANO London direction to the programmes and are managed by a Director who is accountable to the Managing Director for consistent implementation of WANO programmes”. | The wording was chosen so that the ELT has the collective responsibility for the 4 programmes. The London office has ownership of the governance and oversight and the regional Directors the consistent implementation of the programmes. |
| PC/Gaetan Le Corvec  Via email on 14 April 2014  Comment 34 | Charter – Page 13 the 4th bullet point: “Developing and managing WANO regional resources. | Agreed. |