

**MINUTES**  
**IITA Board of Trustees Meeting**  
**March 16 and 17, 2007**  
**Summary/Decision Points**

**1 Matters Arising**

**Staff Satisfaction Survey**

Decision/Action Item

*Staff satisfaction to be completed before the September 2007 Board meeting (Adama Traore)*

**CGIAR Board Orientation Program**

*Decision*

*Board members who had not attended and who had been on the Board for some time (approx one year) should plan on attending the next CGIAR Board Orientation program.(Board Chair and Secretary)*

**Investment Policy**

*Decision*

*To present a revised investment policy that has the possibility of increasing returns and minimizing the exposure to risk, for Board review and approval at the next meeting of the Board, September 2007. (Dean Lewis)*

**2. Report of the Board Chair**

**a. Visits to Donors**

*Decision*

*Board members should seek opportunities for interaction wherever possible with their country representatives to the CGIAR and Management should periodically circulate information on center activities to the Board that they could utilize in these interactions.*

**b. Alliance Workshop on Future Directions**

*Comment*

*The resource person at the Alliance workshop might provide a useful link to the IITA workshop on Strategy to be held at the next Board meeting.*

**3. Director General's Report**

*The Board expressed a great deal of satisfaction with the general approach to reporting to the Board. It is very concerned about the overloading and Board members, when the opportunity arises should share these concerns with CG representatives from their individual countries. However it does acknowledge that some requirements such as the performance measurement might be useful for the center to reach the top level of performance. With respect to communications outside meetings the Board wishes to have more frequent information from the management on the specific science outcomes. In terms of partnerships, the Board is also pleased to see that emphasis is being placed on the linkages with the ARIS to deliver the science.*

*The following strategic issues were proposed for inclusion in the September 2007 strategic planning workshop.*

*a. Geography versus commodity determinant.*

*b. If outcomes depend on partnerships, what is the Institute's responsibility for bringing added value to its small outcome?*

*c. What is the value of belonging to the CGIAR?*

#### **4. Fiduciary Report**

##### *Summary of the Executive Committee*

- a. *The 2007 budget reflected exclusion of the funding from the Government of the Netherlands and partial inclusion of the EU contribution.*
- b. *The level of reserves was now at the optimum at \$13.0 million and equivalent to one year of the Institute's operational costs and should be maintained at this level*
- c. *Postpone the Board budget discussion for the closed session...*

##### **Audit Committee**

###### *Decision*

*The following recommendations were adopted by the Board:*

- a. *Solicit bids for new external auditors for the 2007 audit which could also include a bid from Price Waterhouse Coopers. .*
- b. *Share of External Auditors with WARDA – a topic that was on the agenda for the joint IITA/WARDA EC Meeting.*

##### **Fiduciary**

###### *Decision*

- a. *The Board agreed to adopt the audited financial report for 2006.*
- b. *With one dissenting vote, the Board agreed to adopt the 2007 budget and requested management to address the comments raised by members in future presentations, i.e. budget expenditures by program and by location and also allocations to training.*
- c. *The Board agreed that the level of reserves should be maintained \$13.0 million*
- d. *Under Audit, the Board adopted the following recommendations from the Audit Committee:*
  - *That next year's External Auditors report includes comments of the Internal Auditor*
  - *Adoption of the 2006 Internal Audit Report, including the declaration on Risk Management Policy of IITA (See Annex 1)*
  - *To adopt the Work Plan 2007 of the Internal Audit with the request to include implementation of the remaining 2006 recommendations*
  - *To implement the decision of the Board of Trustees Meeting of August 2006: "to provide the Board with an annual report that identifies the risks and the varying degrees of importance and priority (on a scale, high, medium, low) and that also provides the related liabilities and practical means of disarming the risk."*
  - *To provide the Board with an "Annual Board of Trustees Statement on Risk Management for External Stakeholders."*
- e. *One Trustee expressed serious concern about the insect museum located in Cotonou. He recommended that the Institute takes steps to have a back up of the insect collection through an exchange agreement with a museum in another location. Its importance for the Institute and maintaining the capacity to use it and also for training could not be over emphasized. He further recommended that the Internal Auditor also gives attention in the assessment of risk to evaluating the risks of the loss of the collection and that any decisions related to the future museum should be brought to the attention of the Board.*

#### **5. Program Committee**

###### *Decision*

*The Board adopted the PC recommendations and the establishment of an Ad-Hoc Committee for Policy to develop a set of guidelines for implementing large projects that are outside the Board*

*agreed agenda. Members of the Ad-Hoc Committee proposed and endorsed by the Board were Barbara Becker, Cees Karssen and Paula Bramel.*

- The PC recommends that after email consultations on Board agreed documents, the final versions be circulated and posted on the Board website. A report on follow up or implementation on the agreed documents should be given in the subsequent Board meeting.*
- The RDC minutes should be sent routinely to Jenny Cramer for distribution to the full Board.*
- The PC encourages the participation of a Board member in the SPW and requests a report with conclusions for the Board as soon as possible after the event.*
- The PC recommends to the Board to give due consideration of the System Priorities in the long-term strategy development and enter into a pro-active dialogue with the SC on the future IITA strategy.*
- The PC recommends that the Board develop a policy for its involvement on decision-making on large project proposals. It suggests that the Board Chair enters into a pro-active dialogue with the CG Secretariat, the Alliance Board, etc on the implications of the Gates Foundation as potentially the largest donor outside the CG system driving the CG agenda.*

## **6. IITA/WARDA Alignment**

*Summary:*

*The Board was pleased to see the progress made in the IITA/WARDA alignment of services and expressed the hope the initiative would move relatively quickly. It satisfied the demands placed on the Institutes by the donors and fulfilled the commitments that IITA had made. Some issues to be considered in the process are:*

- a. Undertaking a risk assessment in the eventuality of WARDA's return to Côte d'Ivoire.*
- b. Ensuring that the staffing plan that WARDA develops takes into consideration IITA scientists' needs.*
- c. That the host country is informed and that dialog and consultation with them is maintained during the process.*

*The Board appreciated the goodwill which Campbell Davidson had brought to the negotiations with WARDA and expressed its thanks to him for an excellent job done.*

## **7. Challenge Programs**

*Summary*

*Concluding the discussion, the Board Chair recommended that the Institute takes all the opportunities and constraints into consideration and ensures that IITA's participation in Challenge Programs was clearly justified and relevant to the Institute's mandate.*

## **8. EPMR**

*Summary*

*The Board had been impressed by the announcement on the panel members for the IITA EPMR. An EPMR is a huge commitment and the Board appreciated their diligence very much. For the IITA staff also it required a huge amount of work. The Board had been extremely pleased that Campbell had been able to spend the time at IITA and act as the focal point for the review. Unfortunately, the rules of the Canadian Government did not permit him to stay on a more permanent basis. He had come up to speed in a short time and laid the groundwork for carrying the process forward.*

*Process for Developing Response and subsequent action*

- The Board and Management response was due one month after receipt of the report.*
- The following process was proposed for developing the Board response to the EPMR report.*
  - 1. Circulation of the report to the Board*

2. *First draft of a response prepared by the Board Chair and the Director General and circulated to the Board for feedback and inputs.*
3. *Explore possibility of web casting the presentation for the benefit of all Board members.*

## **9. Strategic Planning Workshop**

*Decision:*

1. *An Ad Hoc Steering Committee consisting of the Chair, Program Committee Chair, the Director General and the Deputy Director General R4D would take responsibility for developing a program for the Strategic Planning Workshop scheduled for the next Board meeting, September 2007 keeping in mind the suggestions made by members of the Board:*
  - *A background paper on science and agriculture and development in Africa and a keynote presentation by a speaker knowledgeable about African development.*
  - *Development of a few scenarios for the future*
  - *Invitations to stakeholders, i.e. representatives from FARA, NEPAD, or an African University or Science entity to give the discussion focus and to Nestle as a representative of the private sector (identified by the PC Chair)*
  - *Maintain a reasonable balance between presentations and discussions.*
  - *Commission an in depth study synthesizing key points from the papers prepared by Hartmann, Mike Collinson and Eric Tollens for the August 2006 Board meeting.*
  - *As background also consult and have available other documents that have recently been produced at the request of African NARS by civil society on biofuels, bioenergy, biotechnology and biodiversity (Adama Traore)*
  - *Provision of the EPMR perspective.*
  - *Commodity or Geography the determinant.*
  - *System versus commodity perspective*
  - *Geopolitical issues*
2. *Participants to include key representatives from among IITA's stakeholders, i.e. NEPAD, FARA, African Union, Nestle in addition to the IITA Board and Management to include, Deputy Directors General, Deputy Directors and key program staff selected by the Director General.*
3. *A facilitator would be hired to guide the discussion.*
4. *The resource person at the Alliance workshop might provide a useful link to the IITA workshop on Strategy to be held at the next Board meeting. (See item 2b above)*
5. *Additional suggestions by members should be forward to the Director General with a copy to the Board Secretary.*

## **10. Communications Update**

*Summary*

*The Board expressed its thanks to Eric Koper for his presentation and supported the general direction of the unit. As an additional goal, the Board recommended, the provision of periodic (quarterly or biannually) information to the Board. In addition to posting the information on the web, it was necessary to inform the Board of its existence by email. While agreeing that it was the responsibility of management to provide the information, it was the responsibility of communications office to present it in a succinct format for the Board.*

## **11. Board Budget**

*Decision:*

*At the recommendation of the Executive and Finance Committee, the Board voted to adopt the Board budget for 2007 at \$290,000.*

## 12. Board Self Evaluation

*Decision:*

*The Board voted to adopt the proposals to improve board operations based on the feedback from the self evaluation exercise.*

- a. Modification of the self-evaluation instrument to be tested after the September 2007 meeting. (Cees Karssen)*
- b. Development of the format and procedure for Committee evaluation (Adama Traore)*
- c. The establishment of Human Resources Committee comprising Board members, Emmy Simmons, Henri Maraite and Ishola Adamson. The Committee would draw up its terms of reference for approval and carry out its tasks through electronic communication.*

## 13. Policies and Procedures, Bylaws

*Decision*

*On the recommendation of the Executive Committee, the Board voted to adopt the modifications to the Policies and Procedures and Bylaws that had been circulated in preparation for the meeting. The objective of the modifications had been to ensure the policies were consistent with current practice, eliminated redundancies, and incorporated the changes arising from the stripe review of Boards. It was also agreed that any additional comments of a non-substantive nature should be circulated to the Board Secretary and to Chair within the next three weeks.*

## 14. Stripe Review of Boards

- Recommendation 15 – ...financial approval/spending limits delegated to the DG and other senior officials should be authorized by and made known to the full board; the DG should submit an annual or periodic report on such expenditure to the board; and a similar practice should be adopted for the Chair.*

The Board Chair was working with management to define these spending limits and will present a proposal for approval at the next Board meeting. **(Board Chair)**

- Recommendation 17 - ...the annual evaluation of the center DG is the responsibility of the full board...a wide range of inputs, including feedback from centre staff should be sought.... The findings of the evaluation and their implications be discussed in the full board and communicated by the Board Chair to the DG. As part of the annual assessment and review process, remuneration, incentives and other benefits given to the DG should be disclosed to the Board.*

To be discussed in the Closed, Closed Session

- Recommendation 18 - ...The Board should conduct their annual self-assessment and an evaluation of the chair in a formal manner with clear guidelines. Committees and their chairs should also be evaluated in a similar manner. The board chair should discuss with each member his/her performance annually and offer guidance for improvement as appropriate.*

This recommendation was being addressed by the Board Chair and Nominating Committee Chair also seeking feedback on the practices in place at other centers. **(Bryan Harvey, Adama Traore, Jenny Cramer)**

## 15. Future Meetings

*Based on a proposal from the Director General, the Board agreed to hold the next Board meeting in Malawi.*

*The Board Secretary was requested to circulate possible dates for the September and the first meeting of 2008 to members of the Board for their feedback to finalize the dates.*

*The dates for the next meetings were subsequently scheduled for  
19<sup>th</sup> to 23 September Malawi  
31 March to 4 April Ibadan*

#### **17. Performance Measurement**

*Decision*

*Development of a Whistle Blower Policy by the Ad Hoc Committee on Human Resources*

#### **16. Nominating Committee**

*Decision:*

*The Board agreed on the following:*

- 1. Henceforth that Trustees terms irrespective of the date of appointment, would begin with the first meeting of the year and determined on a calendar basis. The Board Secretary will develop a matrix a on start and end dates based on this new policy.(**Jenny Cramer**)*
- 2. To renew Adama Traore's term as Nominating Chair for one additional year (2008), when his term as a Trustee comes to an end.*
- 3. To extend Cees Karssen as Vice Chair until the end of his term in 2009.*