

**IITA Board of Trustees Meeting
October 18 & 21, 2010
Summary**

DG Search Committee

The search committee will consist of the Board Chair and 2 other members of the Board to be identified by the Nominating Committee and approved by the Board, and one member of staff. Strict confidentiality on the part of the Committee and the Board will be observed throughout the process. Note: At the recommendation of the Nominating Committee, the Board approved the nomination of Emmy Simmons and Tau-Mzamane to the DG Search Committee.

CGIAR Reform

While it recognizes the enormous changes that it faces under the new arrangements introduced by the reform, as a partner in the Consortium, IITA will make every effort to ensure its success, encourage consortium leadership, inform them of areas of concern and work with them to find equitable and appropriate solutions. As a governing entity the IITA Board has the responsibility to keep the center's interests in the interests of the larger entity to which it belongs.

The Board agrees with the other members of the Consortium that IITA should take the following position on the principles document and indicate that: (1) while the consortium will take responsibility for activities within the CRPs, all bilateral activities should be the responsibility of the IITA Board; (2) centers should be responsible for their reserves; (3) the Consortium should provide funding for genebanks and (4) the Consortium Board should take leadership for addressing the gaps and eliminating overlap in the CRPs.

Development of CRPs has been a difficult and time consuming activity, but at the same time, a useful process. Many new ideas were identified but because of limited budgets these new ideas were not accommodated. The budget for 2011 was calculated on the basis of both unrestricted and restricted funding plus 10%. IITA will need to think seriously about the implications of this consolidation to ensure that it is not overcommitted on the deliverables that will require reporting to the Fund as well as to restricted donors.

IITA will ensure it is organized to follow a two-track approach with respect to receipt and accounting for funds. One to respond to the CGIAR CRPS and the other to respond to funds received from non-CGIAR sources. It might require multiple reporting in the initial stages but it is hoped that through time the multiple reporting will be minimized. IITA will continue to undertake a comprehensive program as designed by its strategy for 2011-2020.

Communications and Implementation of the Communications Strategy

The Board thanked Kathy Lopez for her presentation. They were very pleased with the progress made in the last year that included the improvement in the website.

Executive & Finance Committee

Executive Committee

Issues discussed by the Executive Committee related to the establishment of an IITA office in Abuja and the relocation of staff, the selection of a third student under the IITA/Lukas Brader Fellowship program,

the appointment of a deputy to the Chief Financial Officer, implementation of the Board awards and the CCER on management and administration.

Finance Committee

- The Finance committee received a report on the operating results for 2010. Against an operating budget of \$58.3 million expenditures and income were roughly on track with an estimated year-end result of a positive change in net assets of \$0.081 m.
- The Board approved the 2011 budget at \$60.8 m of which \$27.4 m represents the request for Windows 1 and 2 funding.
- With respect to capital expenditures, the Board approved the following recommendations of the Finance Committee:
 - Acquisition and renovation of real estate Tanzania and DRC for a total of \$3.0 m through 2011.
 - Further capital investment in Zambia is subject to Board review of a detailed facilities development plan
 - Provision of the details on the investments made by the Institute in Tanzania
 - Transfer of \$5.0 from operating reserves to capital reserves. These funds are not to be disbursed for capital expenditures without prior approval of the Finance Committee.
- With respect to IITA's investments in medical receivables the Board noted the difficulties encountered in receiving the returns in the agreed upon time frame. It endorsed the Finance Committee's recommendation to authorize legal actions to transfer management and collection to another company and to ensure that the assets are not liquidated prematurely and at a loss. In addition the Board requested a time line as well plans to be put in place to ensure full recovery of the investment.

Audit Committee

The key discussion points at the Audit Committee were:

- Appointment of External Auditors. Ernst & Young were in the third year of their three-year contract with IITA. The Audit Committee decided that it will review their engagement and consider whether to reappoint them for another three years or open it up for tender.
- External review of the internal audit unit
- Succession plans for key positions at IITA. The AC was pleased to receive information that succession plans for the CFO and heads of other units flagged by the Internal Auditor were not in place.

Program Committee

The Program Committee discussed the current IITA programs that fall under the Medium term plan, it discussed general and specific issues on CRPs, and it discussed Program Committee reporting requirements. Based on those discussions, it had the following recommendations which were approved by the Board:

- To conduct a CCER on NRM research in the first half of 2011, to elaborate a NRM strategy for IITA based on the recommendations of the CCER and to ensure alignment of the NRM strategy with the emerging CRP portfolio
- That management continues to use the new reporting format on the individual MTP programs for the time being adding one more category on the number of publications and the full citation(s) of one to three most important papers of the respective program.

- Regular reports on the implementation of CCER recommendations after two years, to monitor progress in the respective program area.
- To start reporting on approved CRPS under the same format as for the MTP programs.
- Under the Roots, Tubers and Banana CRP, where IITA will be a principal implementer but not the CRP lead institute, the Board Chair, through participation in various consortium forums should express the IITA Board's reservations about the current arrangement proposed by the Consortium Board.
- That the Board expresses its concerns with the current proposals for governance of the CRPs and that the Board Chair pursues approaches that will clarify governance structures and the manner in which they address the division of power between centers, the roles of center boards and the oversight of programs by center DGs.
- Given the investment of time and funding that IITA research managers have invested in the CRP development process, the Board Chair communicates the need for additional funding for all centers to cover the transaction costs that will be incurred in revising the current CRP proposals and completing stakeholder consultations.
- To express concern to the consortium board about the insecure and unstable funding for germplasm conservation and the maintenance and management of genetic resources in the future CRP funding model. In particular, collections of non-plant taxa need to be included in the overall funding mechanisms of the new CGIAR.

Intellectual Property Policy

The Board approved a revision to the Intellectual Property Policy with the following additional statement under guiding principles:

IITA may seek IP protection of its sole and joint research products when warranted as a positive product stewardship option or to enhance access by smallholder farmers through private sector product development and deployment. Property stewardship will maintain public goods status or create opportunities for collaboration or leverage access to other (public or private) technologies. It might also generate fund to promote further research, development or stewardship of the research product and its derivative.

Human Resources Committee

- The HR Committee reviewed the IITA staff profile and noted that decentralization is moving ahead but it is still work in progress. The largest numbers of IRS are still in Nigeria at 74, followed by 30 in Eastern and Southern Africa and 19 in West and Central Africa. Twenty six percent of the IRS and 19% of the NRS are women.
- The HR Committee reviewed the supervisory structure under the DDG R4D and suggested that it would be useful to have a format that would better help the Board understand the program strength, disciplinary capacity and geographic coverage.
- At the recommendation of the HR Committee the Board approved the Gender strategy. Given the importance placed on gender in the Consortium, it was proposed that the gender strategy be placed immediately on the IITA website and a separate implementation plan be developed in relation to evolving action plans as a way of maintaining timeliness and relevance.
- A staff satisfaction survey is to be conducted in 2011 covering both IRS and NRS.

IITA Business Plan

The Board approved the appointment of IMD MBA International Consulting Projects to develop a business plan for IITA that incorporates elements of the IITA 2011-2020 strategy, IITA's ongoing cost recovery initiatives, the revenue generation program and the plans for 'Innovation Africa.'

IITA Strategy 2011-2020

A majority of Board members voted to adopt the strategy for 2011-2020 as presented to the Board. There were two dissenting votes

Natural Resource Management CCER

The Board approved the Terms of Reference for Natural Resource Management CCER.

Board Self Evaluation

The average score from the self-evaluation exercise conducted after the April 2010 was 3 on a scale of 1-5. The greatest amount of satisfaction at a top score of 4.8 was recorded for issues of transparency and consideration to different points of view on major decisions. The low scores <4 were recorded on the Board's effectiveness in giving strategic guidance, knowledge of the strengths and weaknesses of the programs and board diversity. A number of members felt that there should be more women and more Africans on the Board.

Nominating Committee

At the recommendation of the Nominating Committee, the Board approved:

1. The Board appointments of Ursula Eid to commence her term in April 2011 and Bruce Coulman to commence his appointment in October 2011.
2. The criteria for selection of next Trustees:
 - Disciplines: Socio-economics—experimental design, nutrition, finance
 - Regional Emphasis: Africa, US, BRICS (excluding Russia)
 - Emphasis on female candidates.
3. Trine Hvoslef-Eide as Chair of the Program Committee, Tom Medlycott as Chair of the Audit Committee
4. To extend the Board Chair's term by 6 months to October 2011 to guide the Institute through the impending change in Institute leadership and changes brought about by the CGIAR reform. The next Board Chair will be appointed at the April 2011 meeting.
5. Appointment of Emmy Simmons and Nthoana Tau-Mzamane as members of the Director General Search Committee.
6. The Board recommended and approved the appointment of Nthoana Tau-Mzamane as Chair of the nominating Committee and Roel Merckx as a member.

IITA/ICRPE Collaboration

The Board Chair will work closely with the DG to develop a proposal for closer alignment with ICRPE.