

BOARD OF TRUSTEES MEETING
25th and 28th March 2008
Ibadan, Nigeria

Summary of Decisions

1. Director General's Presentation

Decision:

A paper on IITA's geographic focus, its choice of locations, the shifts from one location to another, their consequences for program operations and ultimately how the arrangements contribute to the 'fight on poverty,' to be provided for discussion at the next Board meeting.

2. Fiduciary Report

Comments and Decision:

- (1) On the basis of the review and report from the Finance and Audit Committees, the 2007 financial statements were proposed and seconded for adoption by the Board.*
- (2) A motion to approve the 2008 budget as circulated and recommended by the Executive Committee at \$50.7 million was proposed and seconded. Concern was expressed about the level of reserves, currently well above the CG benchmark, and its possible implications for future contributions from IITA's investors.*
- (3) The Board also approved:*
 - a. The Board Budget for 2008 at \$265,000*
 - b. Spending limits, without prior Board approval, at \$1.0 million for the Board Chair and reconfirmed the spending limit of \$2.0 million for the DG.*
 - c. The plan of action for a revision of the Institute's investment policy. During the next six months, the Audit Committee Chair and the Chief Financial Officer would work with fund managers to identify diverse instruments for investing a sum of US dollars over a three year period that yielded maximum returns with minimum risk.*
 - d. Appointment of Ernst and Young, Lagos as External Auditors beginning with the 2008 financial year.*

3. Report of the Program Committee

PC Recommendations

Program

1. The PC encourages IITA to develop an IITA identity in Banana and Plantain research that takes into consideration past research, ongoing partnerships, and the relationship with INIBAP. **(R)**
2. Use the opportunity based on IITA's comparative advantage in soybean research to develop a program for the coming years that capitalizes on the increased marketing opportunities in the Cereals and Legumes Program. **(S)**
3. Address the food/feed trade off with regard to cassava **(R)**
4. To give sufficient visibility to Agrobiodiversity in the Strategic Plan and to undertake a plant and non-plant taxonomy. **(R)**
5. To provide greater focus to the High Value Crops program. **(R)**
6. To re-write the Opportunities and Threats program in a way that the message was clearer to non specialists and to reconsider the name for the program. **(R)**

7. To include the trade aspects of food safety in the Agriculture and Health Program. **(R)**
8. The PC commended management for the progress made in the Systemwide Program on Integrated Pest Management and recommended that it took advantage of synergies between the SP-IPM and the Agriculture and Health Program as there appeared to be overlap in topics between these programs.
9. The PC supported IITA's current efforts to hand over the administrative functions in the Sub-Saharan African Challenge Program and requested that a report on the research issues and the synergies with IITA's overall research program be provided for the next meeting of the Program Committee.

General

The PC appreciated the thrust of the program framework. In order to give more qualified feedback to management, it requested specific information on the following aspects:

- a. Alignment of the program framework with the 10-year Strategic Plan. **(R)**
- b. More complete program framework documentation to the PC, including state of the art, past activities/achievements and issues, priority setting criteria and weighting. **(R)**
- c. Substantiation of the shift in regional (agro-ecologies) and thematic emphases. **(S)**
- d. Provision of background information on the intended shifts in resource allocation between programs. **(R)**
- e. The Board encourages management to explicitly include curiosity/exploratory research in its strategy **(R)**

Comments/Decision

- *Responding to a question on genetically modified organisms and IITA's work in this regard, it was noted that these issues had been included in the Agriculture and Health Program.*
- *On Challenge Programs, the Board requested the following information be provided by management to the Program Committee at each meeting in future:*
 - a. *A status report on implementation*
 - b. *Documentation from management demonstrating that the work being conducted by IITA was in conformity with the Institute's mission.*
- *Inclusion of a chapter in the Strategic Plan with respect to the alignment with African priorities.*
- *With the additional comments above a proposal to adopt the PC recommendations and suggestions was proposed and seconded.*

4. Report of Ad Hoc Committee on Human Resources

Decision

- (1) *The following recommendations from the Ad Hoc Committee were moved for adoption and seconded.*
 - *That the Board highly commends the DDGs and the HR unit for their progress in responding to the EPMR recommendations.*
 - *That the Board takes note of the several actions already undertaken: new evaluation system, SOPs for all duty stations; analysis of IRS allowances and benefits; staff satisfaction survey*
 - *That the Board continues to monitor the process of staff and research office re-location*
 - *That the Board encourages the HR Unit to be more proactive with regard to the gender balance.*

(2) In addition, the Board requested management to provide the Board with human resource statistics on an annual basis that included staff turnover and an analysis of the factors affecting the turnover.

5. Board Self Evaluation

Decision:

Considering the progress that had been made since the first self evaluation exercise was conducted, Trustees found it to be a very tool for focusing on the areas that needed improvement. They proposed and agreed that the exercise should be carried out at the end of each Board meeting rather than annually as had been the practice in the past.

6. IITA Strategic Plan

Decision

The Board agreed to the following table for preparation of the IITA Strategy 2011 to 2020.

<i>Week of 4th April</i>	<i>Report of the 2nd Strategy Planning Session from Warren Wilson</i>
<i>By 25th April</i>	<i>Trustees to provide feedback to Dave Watson</i>
<i>By 30th May</i>	<i>Consultation Plan to be provided to Trustees for comments and approval</i>
<i>June 15</i>	<i>Revised Draft Strategy to be completed that includes program alignment and circulated to Trustees.</i>
<i>July 1 to September</i>	<i>Consultation with Stakeholders</i>
<i>October 1</i>	<i>Revised Strategic Plan to be submitted to the Board</i>
<i>October 15</i>	<i>Adoption by the Board</i>

7. External Program and Management

Decision:

Following from the discussion on the recommendations the Board recommended:

- 1. INRM issues in general and the EPMR related recommendations to be included on the agenda of the PC Meeting in October 2008.*
- 2. Management should take steps to document the knowledge and experience that had been accumulated over the years in the area of INRM and soil fertility research as a source of future reference to also be able build on and not repeat the work that had been done in the past.*
- 3. That Management pays close attention to the EPMR recommendation on strengthening the research management structure and accountability. The perception from the Board's point of view was that the Deputy Directors were extremely stretched, managing programs and large numbers of staff located across the continent. While the Board understood the steps that were being taken to assist the Deputy Directors, they requested Management to review these operations closely and be mindful that maintaining a flat structure although desirable, should not compromise efficiency. In this regard, the Board requested management to consider whether programs at the level below directors, might be more effectively managed by program managers and the staff acting in these capacities recognized for the responsibilities they were shouldering.*
- 4. Referring to Recommendation 10 on capacity building, the Board also requested a report from management on the levels of engagement with the NARS in the main countries in which it had operation, both current and planned for the future.*

5. *That a report on progress be provided to the Board at each future meeting*

8. Medium-Term Plan

Decision

It was agreed that the draft Medium Term Plan would be sent to the Board by May 16. Comments on the plan were to be returned to the (R4D) by the date specified.

9. CCERS (Center Commissioned External Reviews)

To derive greater benefit from CCERs, the Board concluded that it would be useful to focus CCERs more on operations than had been done in the past.

Potential themes suggested were:

1. Post harvest and the quality of IITA products
2. Partnerships
3. Biotechnology, Breeding, genetic resources and issues of science.
4. Impact Assessment
5. Input sector in the production chain

Decision

- (1) *Trustees were requested to send additional topics for CCERs to the Board Chair and the Director General with a copy to the Board Secretary.*
- (2) *To include CCERs as a topic on the October 2008 PC agenda*

10. Board Secretary Terms of Reference and Evaluation Instrument

Decision

The Board approved the terms of reference for the Board Secretary (Annex 4). They noted that while Trustees could evaluate performance against some of the responsibilities listed in the terms of the reference it was the Board Chair who was close to the Secretary's terms of reference and in the best position to evaluate all the activities listed. The Board Chair indicated that these comments could be addressed with a few modifications and the document re-circulated for information.

11. Board Policies and Procedures and Bylaws

Subsequent to the Board's electronic approval of the Policies and Procedures and Bylaws, it had become apparent in interactions with other center Board policies that IITA had no provision to extend a Board member's term if it became necessary to do so. To have the flexibility to extend a term for the purposes of maintaining institutional memory at a critical time was such an occasion. With that in mind, the Board Chair intended to circulate a modification for approval

Decision

The Board Chair will present a modification to the Board policies and procedures to provide the Board flexibility to extend a Board member's term at critical times.

12. Nominating Committee Report

Decision

Trustees adopted the report of the Nominating Committee as presented by its Chair and unanimously selected Henri Maraité as Nominating Chair to take effect immediately after the Board meeting (see item 7 below).

1. **Board Size.** Currently at 13 members and 3 ex-officio, the Nominating Committee was of the opinion that in order to maintain the diversity of expertise and skills for an Institute the size of IITA that the Board size should be maintained at 15.
2. **Board Membership.** To fill one vacancy occurring in September/October 2008 and 3 vacancies occurring in 2010, the Nominating Committee recommended the selection of:
 - (1) One new Trustee from West Africa with a term to beginning at the September/October 2008 Board meeting; and
 - (2) Two new Trustees (from the UK, Asia or EU) to be selected in 2009 with terms to start in March 2010.

Following the unanimous approval of the candidate from West Africa, the Nominating Committee Chair agreed to seek his willingness to join the IITA Board and inform the Board of his response. As the candidate was also a member of the WARDA Board, he was also a good candidate for common board membership with WARDA.

- 3 **Review and Update of Gap Analysis.**

The Nominating Committee recommended the need to re-examine the IITA Board profile to ensure the appropriate balance of expertise and skills as background for revising the gap analysis.
5. **Reappointment of Trustees to Second Terms**

The Nominating Committee evaluated the first terms of Dean Lewis and Nthoana Tau-Mzamane and recommended their reappointments for a second term.
6. **Trustee Committee Membership**

All Trustees whose Committee membership was expiring at this meeting were reappointed to their respective committees.
7. **Nominating Committee Chair**

Following the decision of Adama Traore to resign from his position as Nominating Committee Chair, the Nominating Committee recommended the appointment of a replacement to take effect immediately.

13. Future Meetings

Decision

- *The next meeting of the IITA Board of Trustees was scheduled for the week of October 13 to 17 in Ghana.*
- *The IITA Board Chair agreed to discuss the matter of a joint IITA/WARDA meeting with the incoming WARDA Chair and provide the Board with his feedback as there was a question about the value of holding such a meeting given the fact that the alignment exercise had been successfully implemented.*