

Minutes
IITA Board of Trustees Meeting
Ibadan Nigeria
27 April 2009

Summary of Decisions and Conclusions

Agenda Item 6 – Report of the Board Chair

1. The DDG Support was requested to develop a proposal for a CCER of Management and Administration for discussion and approval at the Fall 2009 Board meeting
2. IITA Management was requested to develop succession plans for the DDG (R4D), the DDG (R4D Support), the Chief Financial Officer and the Internal Auditor for review by the Board at the Fall 2009 meeting.
3. The Board Chair would develop succession plans for the Board Secretary.

Agenda Item 7 - Report of the Director General

Trustees discussed various options for establishing an IITA presence in Abuja and requested the DG to thoroughly evaluate all possibilities that also explored the establishment of units with other centers where possible for Abuja and for other locations.

Agenda Item 8 – Fiduciary Matters

Executive & Finance Committee

1. The Board approved the revised 2009 Institute budget at \$54.189 million inclusive of indirect cost recovery with a positive change in net assets of \$0.91 million.
2. Management was requested to provide the Executive Committee with a description of risks and management practices with respect to currency exposure at the next meeting of the Executive & Finance Committee.
3. The Board approved reinvestment of \$10.0 million in ARS for another year at an interest rate of 14%.
4. Having been assured that the direct investment would be honored irrespective of future changes in the US health care policy as these obligations would be covered by a Collateral Security Agreement between IITA and IPA, that all receivables purchased by IPA would be evaluated for collectability by an independent third party, and that an escrow account acting as custodian would evaluate the accounts, the Board agreed to the investment of a further \$5.0 million in IPA.
5. With respect to the investment in real estate, the Board agreed with the initiative in principle and recommended (1) that the DG and the Board Chair consult informally with IITA's key unrestricted donors, inform them of IITA's intention to purchase real estate and solicit their reaction and inform the Board of the feedback from these donors; (2) ensure that there is no conflict with the headquarters agreement with the country concerned and (3) that it does not conflict with CGIAR rules.
6. The Board approved the following Borrowing Policy for IITA:
IITA is expected as a matter of practice to operate with a balanced budget and will not rely on commercial loans to conduct its business. In the event of an emergency situation or other that arises where a loan may be contemplated, the management will make such a case to the Finance Committee, which will review and make a recommendation to the full Board for approval.

And further suggested that the policy be rewritten specifying the option for virtual approval including the quorum required for a decision and the time limit for responses/approval by Board members.

6. The Board approved the Board budget for 2009 at \$305,000.
7. The Board approved the Executive & Finance Committee recommendation that the Board Chair works with IITA management to relaunch the IITA-Lukas Brader Scholarship until funds are depleted, ensuring that selected students worked on issues of relevance to IITA, that bench fees, if any, should be borne by IITA and that the fund could be utilized to also support MSc programs.

Audit Committee

The Board voted to adopt the decisions of the Audit Committee

1. The Audit Committee requested that a report addressing progress made on the specific issues raised by Ernst & Young in its management letter be presented at its next meeting in the fall of 2009.
2. The AC also noted that management's comments on the management letter had not reflected responses from senior management and requested that in future, all responses should be signed off by the DDG-Support or the Chief Financial Officer rather than the officer responsible for unit under review.
3. With respect to disposal of major assets, the Board was advised to ensure that it had a policy in place to ensure Board approval was obtained prior to the disposal of all major assets. The asset that had been disposed of that led to the proposal had been the IITA plane which had been disposed of for \$600,000.
4. The Audit Committee requested management to ensure that a senior staff person at the level of the DDG/Directors be assigned to the Risk Management Committee.
5. With respect to the External Auditor's workplan for 2009, it was agreed that the WorkPlan will be circulated electronically and the Audit Committee would convene virtually for discussion and approval at an appropriate time before the 2009 interim audit.

Agenda Item 9 – Program Committee Report

The Board approved the following Program Committee recommendations:

Future of IITA Uganda

Recommendation 1a: The PC recommends that the Board supports Management's proposal to relocate IITA genetic research on bananas to assure open access to IITA-developed material.

Partnership with Uganda in other research efforts should be maintained.

And, as proposed by the Board Chair

Recommendation 1b: IITA should review its approach to cooperative plant improvement activities with a view to minimizing possible disputes in ownership of germplasm generated.

Banana and Plantain – Africa Strategy

Recommendation 2: The PC recommends that the Board urge IITA to use its influence to maintain the momentum of the successful Banana and Plantain Conference, for example, by putting all available documentation on the conference website as soon as possible and alerting the conference participants and other interested stakeholders to this material. Management should also invest in preparing the Strategy (from the IITA side). It requests the (Draft) Strategy to be presented and discussed at the Board's next meeting.

NRM Strategy

Recommendation 3: In response to the EPMP, the PC recommends that the Board request Management to present a revised version at its next meeting with an additional chapter on strategic priorities, including criteria for priority setting, and an estimate of resource requirements. It is anticipated that the revised version will capture the key points of the discussion and incorporate the main issues into the paper, such as the systems approach and externalities of intensification, a balanced assessment of the expected effects of climate change, the socio-economic aspects of NRM, and the terminology with regard to sustainability, resilience, and soil quality (instead of fertility).

MTP 2010-2012/Program highlights and development

Recommendation 4: The PC recommends that the Board approve the MTP 2010-2012 in principle, while encouraging PC members to provide their specific comments on the seven MTP projects and the SP-IPM in writing to Management.

Recommendation 5: The PC recommends that the Board requests information on the relative allocation of financial and human resources across the programme in future discussions on programme development.

Forthcoming CCERs on AH and Genetic Improvement

The PC reviewed the draft ToRs of the two intended CCERs, and identified Board members who agreed to contribute to their revisions as well as to provide names of potential Panel candidates to Management. The CCER time schedules may also need to be revised.

With respect to the Agriculture and Health CCER the Board was in general agreement that the CCER should be held in July/August, 2009, that a two person team would be appointed to undertake the CCER with consideration given to a food technologist experienced in Africa. The objectives of the CCER should be modified to include the program's research focus, partnerships, critical mass, increased visibility, funding strategy and future needs, management and operations and other areas that should be added in relation to the desired outputs.

The DDG-Research was requested to revise the document and circulate it among key members of management and the Board and Program Committee (Emmy Simmons, Bryan Harvey, Barbara Becker)

With respect to the Genetic Improvement CCER, based on a recommendation from the two Board members (Birger Moeller and Bryan Harvey), that leadership and research quality be given top priority, the Board approved the TOR of the CCER on Genetic Improvement. It was further agreed that one or both members would represent the Board.

Liaison Members

The PC observed that the formal liaison between Directors and three assigned PC members was not working as well as anticipated. However, the PC found some value in individual interaction between senior staff and Board members and in the individual PC members' comments on MTP projects as practised in the last meetings

Agenda Item 11 – Report of the Ad Hoc Human Resources Committee

1. The final draft of the Gender Strategy incorporating comments from Board members and from the CGIAR Gender and Diversity Program will be presented to the Board for approval in November 2009.
2. The Board proposed the inclusion of an agenda item on the formalization of the Ad Hoc Human Resources Committee as a Board Standing Committee for the Fall 2009 meeting of the Board

Agenda Item 15 – Report of the Nominating Committee

The Board approved the following Nominating Committee recommendations:

1. To extend the Board Chair's term by six months from Fall of 2010 to the Spring of 2011 to lead the recruitment of the next IITA DG.
2. To appoint Emmy Simmons as Vice Chair to replace Cees Karssen in the Fall of 2009.
3. The Nominating Committee concluded the appointment of the following to the IITA Board
Hans Johr and Anne Kathrine Hosveld Eide in October 2009
Tom Meddlycot and Manfred Hochwald in March 2010.

Agenda Item 16 – Future Meeting

The next meeting of the Board will be held in Lusaka, Zambia from 17 to 20 October 2009.