

MINUTES
IITA BOARD OF TRUSTEES MEETING
18 and 19 August 2006
Ibadan, Nigeria

List of Board Decisions
and
Follow Up Action Taken to Date

1. Senior Leadership Plan and Staff Satisfaction Survey – Minutes Pages 2 and 3

The Board Chair to work with the Nominating Chair on a staff satisfaction survey that also includes a review of upper level management and to also follow up on the results of the last survey conducted by IITA management.

2. Report of the Board Chair – Alliance, Minutes Page 4

After extensive discussion and widespread concern on the part of some members over the additional layer of bureaucracy and the additional costs, a number of others felt it was the responsibility of IITA's representatives to the Alliance to ensure that the Alliance worked in the interests of all centers and they should play an active role towards this end. Having signed the document, it was necessary that IITA abided by the principles and make its contribution, giving the Alliance more time to demonstrate its usefulness. They should also work towards revising the formula for contributions acceptable to all centers, insist on a functional business plan and budget to be shared with members of the Alliance Executive and Alliance Board, and on a system for assessing the Alliance's effectiveness in performing its intended role.

Action Taken: (December 2006)

3. Report of the Audit Committee - Minutes Page7

The Board approved the Audit Committee recommendations:

1. To adopt the 2005 audited financial statements.
2. To appoint Price Waterhouse Coopers as External Auditors for 2006 and solicit bids for a successor in 2007.
3. To upgrade the internal auditor from his current acting position to full Internal Auditor status.
4. To provide the Board with an annual report on risk that identifies the risks and their varying degrees of importance and priority, that also provided the related liability and practical means of disarming the risk
5. That the Audit Committee Chair in consultation with the Board Chair take responsibility for investigating the options for improvement the returns investment and share the results with the Board. The recommendation called for investing in US\$ instruments of longer duration with minimum risk taking the Institute's liquidity requirements into consideration.

4. Report of the Program Committee, Minutes Pages 8 to 10 and Annex 1.

The approved the PC recommendations in its entirety and made additional recommendations which are presented below each recommendation as additional action taken by the Board.:

The Programme Committee met on August 17 and 18, 2006. The meeting was prepared and chaired jointly by the outgoing and incoming PC Chair. It brings the following conclusion and recommendations to the Board.

R4D Report with research highlights and RMA update

The PC commends the R4D Director and the Deputy Directors for a concise, coherent and strategic presentation to the Board, which duly took into account earlier PC Recommendations. Although the PC considers the new programme structure with the 7 MTP Projects an adequate evolution of the former programme and a considerable improvement in clarity and conceptualization, it noted with a certain degree of disappointment that there was no communication with the Board on the major restructuring. This prevented an in-depth preparation by PC members of the MTP discussion. (As a technical remark, the PC noted that the last part of the Report on RDC ToRs needed decision/approval to comply with the Board approved recommendations of the CCER on Governance and Management).

Concerning the new structure, it suggests rethinking some of the titles, particularly “Opportunities and Threats”. The programme may gain by balancing the commodity perspective with more emphasis on the consumer perspective. Questions were raised whether IITA had sufficient INRM capacity, particularly in soil science. The PC commended IITA for the presentation of break-down of Special Projects along the R4D Continuum. It suggests expanding the categorization to include core-funded research as well.

The PC recommends to the Board the following 3 items for discussion/approval:

(i) **(Rec 1)** *The Board take a decision on an agreed procedure and communication policy between management and the Board for program revision.*

(ii) **(Rec 2)** *Management revise the ToRs in the following aspects:*

- *The ToRs of the RDC have to clearly reflect and separate its advisory and decision-making functions.*
- *The ToRs of the RDC, the proposed DDG, R4D Directors and the Deputy Directors need to be spelled out and shown to be fully complementary.*

(iii) *The new programme structure requires a new division of tasks between Board-link members to programmes. The PC concluded that in spite of some practical short-comings in the past, the concept of Board link members remains valid (A PC agreed list of suggested activities for Link Board Members is provided in the Annex).. In view of the current new structure, **(Rec 3)** it recommends to the Board to approve the nomination of 3 Board members as counterparts to the 3 new Deputy Directors.*

Board member

Emmy Simmons

Nthoana Tau-
Mzamane

Henri Maraite

Deputy Director

Steffen Abele (Agriculture and health; Opportunities and threats; Banana and plantain)

Dav id Chikoye (Cereals and legumes; High-value products)

Robert Asiedu (Agrobiodiversity; Roots and tubers)

Board Action:

The Board requested management

- a) to develop a schedule of Board commitments for a 12 month period to allow better planning over this period and communicate it to the Board Secretary who would place it on the Board website
- b) To provide the Board with relevant information so that it was fully informed of issues that would enable it to make the best decisions. Any deviation from existing

structures or policies that have already been approved by the Board should be brought to the Board's attention for discussion and approval before they are implemented.

- c) Implementation of CCER recommendations should be previewed and approved by the Board.
- d) To ensure better communication between the Board Chair, PC and Director General

Regional MTPs

The PC noted with interest the two R-MTPs and the Science Council commentaries as well as the comments on the process by the R4D Director and a Board member involved.

Based on these comments, the PC questions whether the current process allows sufficient ownership by the non-CG stakeholders. **(Rec 4)** *It recommends the Board caution the Alliance/SC to let the process develop at a speed which promotes organic development through regional cooperation. The PC recommends to the Board to formally ask the SC to clarify the guidelines for R-MTP development and the approval procedure of the R-MTPs and the role for Centre Boards envisaged in this approval process.*

Action Taken: (September 2006)

Action taken: (1) With respect to the PC recommendation on the Regional MTP, the Board Chair has written to the Science Council expressing IITA's concern about matters of governance and the importance of ensuring that the two centers whose entire research agendas are included in the regional MTP have jurisdiction and responsibility for these activities; (2) During the joint Executive Committee of IITA and WARDA on August 20, both centers were unanimous in their view that the regional MTP must be allowed to develop at a speed that promotes organic development through regional cooperation. The joint minutes from this meeting have been provided to the ExCo of the CGIAR through the CG Secretariat.

Progress on implementation of Board Accepted PC recommendations

The PC noted with great satisfaction the high degree of implementation of the PC recommendations of the last Board meeting. **(Rec 5)** *It reconfirms the earlier recommendation to include the Board Approved PC recommendation into management, and provide Board members with adequate information how its recommendation have been implemented.*

Biotechnology strategy

The PC welcomed the Draft Biotechnology Strategy and provided a number of technical comments. **(Rec 6)** *It recommends to the Board to have the draft biotech strategy revised by incorporating the PC comments with Bryan Harvey serving as Board contact for the revision. He will circulate the revised version for electronic approval.*

Action Take (October 2006):

The Biotechnology Strategy has been revised by the Board Chair, the revised version circulated to Trustees for comments and approval, comments were received and incorporated and the final version has been circulated to Management

Response to EU Review and updates on other CCERs

The PC accepted unanimously the response to the CCER on Project A. **(Rec 7)** *It recommends to the Board to reconfirm this approval.*

SP-IPM (revised version)

There is urgency to rehabilitate the SP-IPM, first because it is an important, productive programme; second because failure will reflect badly on IITA.

(Rec 8) *The PC recommends: In the immediate future two Internationally-known Scientists, at least one with an IPM background, and one with knowledge of the CGIAR be recruited to carry out a CCER focused on the future of the SP-IPM.*

Board Response:

The Board endorsed the PC recommendations and nominated Henri Maraite as the Board's representative for the CCER (Annex 2 – Proposed CCER TOR).

It has become evident that the CIP DG, the current Chair of the Steering Committee of the SP-IPM has no time to do the work now required for re-vitalisation. The original report to the IITA Board of Trustees' Chair recognized this heavy additional workload for a DG and recommended that future Chairs be well-respected International Insect Scientists.

(Rec 9) The PC recommends: The CIP DG should be asked to stand down, and the Steering Committee canvassed to suggest candidates for a new Chair. If there are difficulties with the CIP DG standing down, Management should ask the Board Chair to take up the issue with the Alliance Board.

Action Taken (January 2007):

Two international scientists have been appointed and the CCER is scheduled to take place immediately following the March 2007 Board meeting.

IITA - Future scope and organisation

The PC highly appreciated the initiative of the DG and Board Chair to a long-term strategy development as an agenda item. It particularly commended the outgoing Chair of the PC for his positioning paper as basis for the discussion, as a compliment to the Management commissioner paper on geographical scope.

The PC was aware that it just initiated the discussion which needed more profound follow-up.

(Rec 10) It recommends to the Board to schedule a half to full day meeting on long-term strategy (time-horizon 2020) at one of its next Board meetings in 2007. This should include staff involvement and external experts/resource persons, possibly chaired by a professional external moderator. The DG and Board Chair with the assistance of the R4D Director and Chair of the PC will be responsible for the preparatory process. In addition to adopting all the recommendations of the Program Committee the Board made the following recommendations:

Board Action:

The Board proposed that the discussion on Future Scope and Organization be schedule on PC day during one of the 2007 Board meetings.

5. Medium-Term Plan 2007-2009, Minutes Page 10

At the recommendation of the PC, the Board requested management to ensure that the Commentary from the Science Council was shared with the Board and the Board has the opportunity to work with management to develop the Institute's response to the commentary.

6. Long-Term Positioning, Minutes Page 11

The Board requested the DG to reframe the proposal to focus on the broader issues of IITA's role and footprint on the continent for the next decade and how that position could be served best and present it to the Board for discussion at the next Board meeting.

7. Forthcoming EPMR, Minutes Pages 11 and 12

1. Strategic issues for review by the EPMR panel:
 - The research management arrangement, the role of the RDC and the recommendation of the CCER, including the quality of program and administrative staff.
 - Strategic long-term positioning including the physical locations of Headquarters vis-à-vis other locations.
 - Programmatic evolution and future directions

- The CG Reform initiative and specifically the collaboration between IITA and WARDA.
 - Relationships with partners and their roles in providing information and contribution to the quality of the Institute's work.
2. Appointment of Campbell Davidson as the point person for managing the EPMR process.
 3. Organization of the first Board meeting and the first phase of the EPMR during March 2007, taking into consideration the WARDA Board meeting and the joint IITA/WARDA Board meeting.
 4. Organization of the second meeting in conjunction with the second phase of the EPMR so that the Board can be present to formulate the response to the review.

7. Alliance and Inter-center Collaboration, Minutes Page 13

Stripe Review of Boards

The incoming Board Chair agreed to develop a response along these lines and keep the detailed recommendations and implementation by IITA as a internal document and tool that the Board could use to monitor its own operations.

Action Taken:

The Board Chair provided a summary of the Board's comments to the Alliance in October 2006 and copied to all Board members. This was followed later with a detailed response on IITA's position with respect to implementation of each of the recommendations..

8. ByLaws and Policies and Procedures, Minutes Page 15

The incoming Board Chair indicated that revisions to the Bylaws and Policies and Procedures would be circulated to all members electronically for their input and approval.

9. Board Operations, Minutes Page 15

The Board approved a recommendation that the Board Chair should in future provide a crisp summary of the decisions taken at the end of each agenda item so that they could be recorded and circulated to members by the end of the Board meeting

10. Nominating Committee Report, Minutes Pages 15 to 17

Future Vacancies:

The Board discussed the proposal to replace the candidate from DRC with a candidate from Tanzania and advised that if the Nominating Committee did not think the candidate from DRC met the required qualification, it should continue to actively search for qualified candidates from that country. The selection should be handled electronically. If at the end of October a suitable candidate could not be identified, the Nominating Committee should broaden the search to include Tanzania.

Appointment to Second Terms

The Board approved the proposal to appoint Cees Karssen and Birger Møller (on his acceptance) for a second term.

Common Board Members/Joint Nominating Committee

Common Board membership was an independent appointment and did not require the endorsement of the center from which the Trustee was appointed. If conflict of interest issues arose, the Board member was expected to excuse himself/herself from the discussions.

Other Business

(1) The Board approved the recommendation to include human resource management as an additional qualification for the IITA Board.

(2) With respect to the Nominating Committee's TOR of reference and specifically as it related to the role of the Nominating Committee in the evaluation of Trustees, the Board recommended that evaluating Trustee performance should be the responsibility of the Board Chair and recommended that the terms of reference be modified to reflect this change. It was further recommended that the Board should make a decision on the process for Trustee Evaluation at the March 2007 Board meeting.

11. Board Self-Evaluation, Minutes Pages 17 and 18

The Chair proposed that some modification to the self-evaluation questionnaire might be useful and requested Cees Karssen to consider how the questionnaire might be improved and make suggestions for improving it at the next meeting of the Board. Trustees who had suggestions to make were requested to send their comments to Cees Karssen.

12. Staffing Options, Minutes Page 18

1. The Board endorsed the proposal to strengthen top management and introduce two new positions, DDG Research and DDG Administration. The restructuring of the Institute below the level of DDG was to be decided by DG and the Board looked forward to receiving a revised proposal for approval. (Note: The title of DDG Administration has subsequently been changed to DDG R4D Support.)
2. The Board further recommended continuing the search for the DDG Research and beginning the search for the DDG R4D Support and to offer the option to staff members already acting in those capacities to apply.
3. That the Board would play a role in the appointment of the DDGs.