

Virtual Meeting of the IITA Board of Trustees
8th September 2020

Present

Christian Borgemeister *Chair*
Shuichi Asanuma
Stanford Blade
Joyce Cacho
Bill Cunningham
Bruno Delvaux
Cathie Martin
Vicky Salin
Nteranya Sanginga *Director General*
Rhoda Tumusiime

Absent (absent with apologies)

Abdulkadir Mu'azu
Francis Otunta

Others

Jenny Cramer *Board Secretary*

Adhering to the System Council's endorsement of the System Reference Group's recommendation on unified governance at its meeting of November 13 and 14, 2019, the IITA Board was convened to discuss issues and handover its responsibilities to the new IITA Board under the One CGIAR with effect from 1 October 2020.

Transition to Unified Governance under the One CGIAR

Following an overview on progress towards the transition to the One-CGIAR presented by the Board Chair, the Board:

- a. **Approved** the appointment of the following ex-officio CGIAR System Board members as voting members of the reconstituted IITA Board, representing 2/3 of the board's membership:

- **Alice Ruhweza**, Africa Regional Director, World Wildlife Fund
- **Alyssa Jade McDonald-Bärtl**, Founder Blyss GmbH
- **Hilary Wild**, Member CGIAR System Management Board, Member ICARDA Board and Bioversity/CIAT Alliance Board.
- **Ismahane Elouafi**, Director General International Center for Biosaline Agriculture (ICBA), Member IFPRI Board
- **Marco Ferroni**, Chair CGIAR System Management Board
- **Neal Gutterson**, Senior Vice President and Chief Technology Officer, Corteva Agriscience (retiring)
- **Patrick Caron**, Vice President – International Affairs, University of Montpellier
- **Shenggen Fan**, Chair Professor, China Agricultural University.

- b. **Reconfirmed** the appointment of the 4 IITA current IITA Board members as voting members, of the reconstituted IITA Board, representing 1/3 of the Board's membership.

- **Abdulkadir Mu'azu**, Permanent Secretary Federal Ministry of Agriculture and Rural Development, ex-officio representative of the Federal Government of Nigeria
- **Christian Borgemeister**, IITA Board Chair
- **Francis Ogbonnaya Otunta**, Vice Chancellor – Michael Okpara University of Agriculture, ex-officio representative, Federal Government of Nigeria
- **Rhoda Tumusiime**, Board Member

- c. **Approved** the appointment of three non-voting members of the reconstituted Board

- **Bill Cunningham**, Chair of the IITA Board Audit & Finance Committee
- **Bruno Delvaux and Vicki Salin by rotation**, Chairs of the Program (addressing research issues) and Partnerships for Delivery Committees
- **Nteranya Sanginga**, Director General

- d. **Ratified** the appointment of the Director General as a non-voting member of the reconstituted IITA Board.

- e. To best assure continuity of the provision of Center-specific expertise into, and oversight of, issues under the Center's own specific mandate until the One-CGIAR becomes fully operational, in the initial phase until May 2021, **approved**:

- Continuation of the Audit & Finance Committee consisting of its current membership
- Formation of a Research and Delivery Committee to consist of members of the Program and Partnerships for Delivery Committees.

In a discussion that followed, the Board emphasized the importance of maintaining independent, targeted, science and delivery advice at the center level in the form of an advisory committee with an ability to respond rapidly to changing conditions on the ground. COVID-19 was cited as an example. Centers have developed center-specific expertise that would be important to maintain in the interests of continuity and leveraged for the benefit of the CGIAR system in the longer term. In the case of IITA, its strategy and specific direction of its activities in Africa were highlighted.

- f. **(1) Disband** the Human Resources, Governance and Director General/CEO Search Standing Committees recognizing that the human resources and governance functions will be subsumed under common corporate service functions of the One CGIAR. In the case of the Search Committee, the Board recognized, given the extension of the Director General's term until November 2022, that responsibility for the recruitment has shifted to the reconstituted Board.

(2) Given the considerable amount of work that has been done towards Director General recruitment by the Chair of the Governance Committee, the Board **agreed** to present handover notes prepared by the Governance Committee Chair to the new Board.

- g. **Confirmed** the transition of Christian Borgemeister as the Chair of the newly constituted IITA Board and **recommended** the appointment of a Vice Chair from among the 8 ex-officio CGIAR System Board members based on his/her knowledge of IITA and willingness to serve.

- h. **Approved** the amendments to the IITA Bylaws (Revised September 8, 2020) reflecting the change in Board operations under unified governance.
- i. **Approved** suspension of the detailed rules of procedure as outlined in the Board Manual until common CGIAR rules of procedure are developed.
- j. **Approved** the appointment of Bruno Delvaux to a second term as a Board member until May 2021.
- k. **Approved** the minutes of April 2020 meetings of the IITA Board and its standing Committees:
 - Audit & Finance Committee, April 28
 - Board Meeting, April 27 and 30
 - Governance Committee, 28 April,
 - Human Resources Committee, 29 April
 - Partnerships for Delivery, 28 April
 - Program Committee, 29 April

Other Closing Out Matters

The Director General indicated:

- a. **Salary Reductions:** As agreed by the Board, the across the board salary reductions were implemented from June 1, 2020 to address the \$22.0 million reduction in funding (from \$112 m to \$90 m) because of COVID-19. Since June IITA management had undertaken an aggressive fundraising drive and had succeeded in attracting \$24.0 m, raising the budget from the original \$112 m to \$114 m. Salary reductions will therefore be revoked from October 2020. Reimbursement of the salaries deducted between June and September will be considered at the end of the year, largely dependent on project execution during the balance of the year. On the savings achieved from the non-execution of projects during the lock down, the expectation is that project execution will increase by the year-end 2020 and extended into 2021 to meet project milestones as most donors have granted no-cost extension. It is also management's expectation to be able to replenish the reserve by the amount deducted from it to address the deficit.
- b. **Alignment with the One-CGIAR.** IITA is fully aligned with the One CGIAR and with its research and delivery portfolio. One of the foci has been the regional strategy and IITA's potential leading role in SSA as well as its leadership of the Excellence in Agronomy project that has received growing support from the donor community.
- c. **Succession Planning.** A succession plan has been developed and will be implemented after the October meeting of the new Board. In addition, a process of identifying young scientists to key positions at the next level of engagement is underway and a proposed Think Tank of retired/emeritus scientists to be located at the Kalambo Station in DRC is being formed to provide advice specific to IITA and to Africa with support from external funding.

Automation Project. The Audit and Finance Committee Chair reported that the automation project has made good progress and plans to go live in October.

Other Business

Business Incubation Platform LLC

Victoria Salin, the IITA Board's representative on the BIP LLC Board, informed the Board that the LLC has started its operations and the BIP Board held its first meeting on June 25. She assured the Board that the Board has the necessary expertise to oversee the management of the ringfenced entity effectively. An HR sub committee was formed to understand the employment relationships between the CEO and the staff being paid by IITA.

Board Meeting

The meeting of the new IITA Board is expected to take place between 27th and 29th October. Members—voting and non-voting—transitioning to the new Board were requested to note the dates. The Board Secretary will poll member availability for a meeting to discuss an agenda and preparation of materials during the week of September 21.

Closing Remarks

This being the last meeting of the IITA Board under the former rules of engagement, the Chair thanked members for their participation and looked forward to their support and advice through their membership in the standing committees at least until May 2021.