

Summary report of the sixth meeting of the Executive Board 23-24th November 2009 Rome, Italy

The following Members of the Board were present:

Dr. Margaret Catley-Carlson
Prof. Sir Peter Crane
Amb. Jorio Dauster
Prof. Adel El-Beltagy
Prof. Cary Fowler
Mr. Karl Erik Olsson
Dr. Emile Frison (CGIAR)
Dr. Modibo Traore (FAO)

Dr. Abd El-Aziz M. Hosni (Vice Chairperson Donors' Council) Observer
Dr. Shakeel Bhatti, Observer

The following Members and Observers sent their apologies:

Prof. Wangari Maathai
Mr. Lew Coleman
Prof. John Lovett (leave of absence)
Mr. Peter Waddell-Wood, Observer

The following non-member attended Item 15:
Anne-Marie Izac, Chief Alliance Officer

The following staff attended various Items:

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| Mellissa Wood | Secretary to the Executive Board Director of Programme Development |
| Anne Clyne | Director of Finance |
| Julian Laird | Director of Development & Communications |
| Gerald Moore | Legal Advisor |
| Jane Toll | Global Systems Project Manager |
| Members of staff | |

1. Welcome and Adoption of Provisional Agenda

- The Chairperson opened the meeting and welcomed Members.
- Decision: The Board adopted the Provisional Agenda for the 6th meeting of the Executive Board (Attachment A).*

2. Election of Vice-Chairperson

- Decision: The Board elected Prof. Adel El-Beltagy as Vice-Chairperson for 2010.*

3. Minutes and actions arising from the 5th Executive Board

- Members discussed the actions arising from EB5, noting all were completed except Action 3 (Headquarters Agreement), which is discussed under Item 12.

- Board orientation program. The Board reviewed the draft Board Orientation program and noted the following:
 - to include information or interaction with the FAO and ITPGRFA
 - to ensure the program presents the Trust's work in context
 - to consider a trip to a genebank as an alternative to a trip to the Svalbard Global Seed Vault, if this is not possible.
 - 3rd Session of Governing Body. Members who attended GB3 provided positive reports of the meeting and noted the progress achieved of improved understanding of Trust operations and fund disbursement. They welcomed this closer collaboration and understanding and assessed the outcome for the Trust as being very positive. Gratitude was conveyed to all involved, in particular Dr. Margaret Catley-Carlson, Amb. Jorio Dauster, Prof. Adel El Beltagy, Prof. Cary Fowler, and the staff.
3. *Decision: The Board approved the Minutes from the 5th Executive Board meeting.*
 4. *Decision: The Board adopted the draft Orientation Program and additional suggestions.*

4. Fund Disbursement Strategy (FDS)

- The Executive Director tabled an updated version of the FDS to Members. Consistent with the Constitution, the Trust consulted with the Governing Body of the International Treaty and the Donors' Council, providing a draft version to each. In both cases these bodies expressed strong satisfaction. Subsequent discussion noted that it was incumbent on the Board to review the Strategy over time, as required.
5. *Decision: The Board adopted the Fund Disbursement Strategy for the Trust noting it was incumbent on the Board to review it over time, as required.*

5. Members Report

- Members noted Prof. John Lovett's report. They discussed progress made with linking the Trust's mandate and message to Climate Change Adaptation and Food Security noting opportunities at the recently held World Food Summit and upcoming COP15 of the UN Framework Convention on Climate Change.

6. Donors' Council Report

- The Vice-Chairperson of the Donors' Council, Dr. Abd. El-Aziz M. Hosni, provided a verbal report of the meeting held on 20 November to Members.
- Points raised in the report included:
 - The Donors' Council meeting was considered to have been very constructive and positive, and attendees commented on both the progress made by the Trust and the usefulness of the meeting.
 - The Donors' Council was pleased to report it had elected two very high calibre members to the Board. The Council elected Walter Fust to join the Board in 2010, and Roberto Rodrigues in 2011.
 - Walter Fust, a Swiss national, is the former head of the Swiss Agency for Development and Cooperation, and currently runs the Global Humanitarian Forum. He knows the Trust well as he served on the Interim Panel of Eminent Experts that preceded the Executive Board.

- Roberto Rodrigues is a former Brazilian Minister of Agriculture, who has also chaired, among other organisations, the World Committee on Agricultural Cooperatives and the International Cooperative Alliance.
 - The Council considered the Finance and Investment Report. Members sought clarifications on the rules regarding investment and on ethical investment. In summary the Council was pleased with the conservative strategy being adopted and with the clarifications provided.
 - The 2010 budget was also presented, and the Donors Council endorsed it.
 - The Council heard a presentation of the highlights of 2009 and the new programmatic directions of the Trust, which prompted a great deal of interest and lively discussion. The Council noted their support of this broad strategy and the thinking behind it.
 - There followed a presentation on the Board and Governance, in particular the monitoring and evaluation systems as well as the risk management systems. This prompted a lively and supportive discussion.
 - It was requested whenever possible, that the Donors' Council meetings be held adjacent to the Board meeting, as the chance to have some interaction would be welcomed.
- The Board thanked the Donors' Council for their report and for electing such high quality members to the Board.

7. Programme Report 2009

- Project Manager, Ms. Jane Toll, and Director of Programme Development, Ms. Mellissa Wood, each presented a report to Members. Discussion centred on:
 - The mid-term review outcomes and recommendations
 - The refinement and integrity of accession numbers which the Trust is committed to meeting
 - Issues with getting the remaining collection holders into partnerships
 - Concern about the quality of genebank management, in particular, some recently visited NARS
 - Benefits of hearing stories from grantees on how the Trust funds are being used through their reporting and the value of extending this to how the collections are being used
 - Agreement to send letter of thanks to the mid-term evaluation team for their work
1. *Action: The Board agreed to send a letter of thanks to the mid-term evaluation team of the BMGF project for their work.*
 2. *Action: The Board agreed the Trust should obtain permission from the BMGF and Evaluation team before posting their evaluation report on the Trust Website.*

8. Our work in the wider context – looking forward

- The Executive Director presented this report with five future programmatic initiatives for the Trust.
 1. Collecting crop wild relatives
 2. Strengthening the global system of genebanks
 3. Improving management and information systems
 4. Enhancing the conservation of roots and tubers for food security
 5. Endowing a crop
- The Executive Director presented three long-term grant proposals (for the crop collections of maize, chickpea, potato/sweet potato) to the Board for consideration.

Each of these proposals had been tabled and approved in principle at EB4, however were never funded due to global financial insecurity during 2009.

6. *Decision: The Board supported the five future programmatic initiatives put forward.*
7. *Decision: The Board agreed in-principle to fund the three long-term grant proposals for the crop collections of maize, chickpea, potato/sweet potato, but also agreed that this was to be under the same proviso as last year; that is at the discretion of the Executive Director, based on the assurance that the endowment is able to finance this commitment long-term. It was left to the discretion of the Executive Director whether the specific grant for potato/sweet potato would be for both or for just one.*

Extra Agenda Item – Dr. Emile Frison’s report on the Headquarters Agreement and CGIAR reform

- As Dr. Frison needed to leave the meeting early, he was invited by the Chair to provide input on Agenda items 12 and 15 that were scheduled for discussion for the following day.
- Dr. Frison shared with Members his thoughts on the current Trust Headquarters Agreement from Italy and how it compared to the existing IPGRI agreement.
- He expressed the need for a coordinated approach by the Trust Board to the CGIAR reform, in particular the role of genebanks in the new Strategy and Results Framework.

Meeting adjourned for Day 1

10. Fundraising Report

- The Director of Development & Communications, Mr. Julian Laird, provided an update on the Trust’s fundraising progress to Members. Four major donations from the year were detailed:
 - 1m Euro contribution from Spain, a new member of the Donors’ Council
 - 1m USD contribution from Lillian Goldman Charitable Trust
 - 1m USD contribution from USA for operations
 - 7m USD contribution from USA for the endowment
- He further reported on the current developments to secure further contributions against the authorization in the USA Farm Bill.
- Another major development was Australia becoming the first country to announce a “second round” of funding for the endowment. The new pledge from Australia is for AUD4.5m (USD 4.1m). This is in addition to their existing AUD16.5m pledge, bringing their support to the Trust’s endowment to a total AUD21m. The pledge will be payable over four years, and attention was drawn to the fact that such annual contributions are an excellent way to support the Trust’s endowment. It was also reported that the Director General of AusAID had written a letter to fellow heads of development agencies, highlighting the important work of the Trust and the need for further support.
- The Chairperson noted that the Board fulfilled an important role in fundraising by identifying potential donors and opening the door while the Trust Secretariat has the role of follow-up and elaborating and negotiating the detail of a donation.

9. Finance and Investment Report

- The Executive Director presented the Finance and Investment Committee (FIC) report to Members. This included the recent FIC Meeting Minutes and the new investment strategy.
 - The FIC requested in-principle approval of the **new strategy** and, subject to any objections, requested the Executive Board to delegate the implementation of the new strategy to the FIC.
 - The FIC reported it had agreed to retain the services of Watson Wyatt **independent financial advisors** for another year as the agency funding this contract, Swiss Agency for Development and Cooperation (SDC), has indicated a likelihood for funding an extension of the contract for another year. Watson Wyatt is assisting the Finance and Investment Committee in all areas of investment management including the asset manager selection process.
 - The FIC reported its discussion of the appointment of **external auditors** for future years and recommended to the Board the appointment of the auditors selected by Bioversity International on an annual basis. It further recommended that this issue be kept under review.
 - The **annual budget 2010** was presented to the Board with the FIC recommendation that it be adopted.
 - The Board requested a report on variances against the current year's budget to see if the budget approved for 2009 was appropriate. The Director of Finance, Ms. Anne Clyne provided a quick verbal account of variances and agreed to provide a year-to-date report at future meetings.
8. *Decision: The Board approved the new investment strategy and agreed to delegate the implementation of the new strategy to the FIC.*
9. *Decision: The Board agreed to appoint the audit firm selected by Bioversity International for 2010.*
10. *Decision: The Board adopted the annual budget for 2010.*
3. *Action: The Director of Finance will provide a report on variances against the annual budget as part of the budget report at future meetings.*

11. Communication Report

- The Director of Development & Communications, Mr. Laird, provided a report on the communications achievements of the Trust during the year, in particular the improved website, featuring multiple languages and a searchable map of all the Trust's activities to Members.
- He informed the Board that all Donors to the endowment had now accepted the Trust's Annual Report as sufficient for all their reporting needs, and that no additional tailored reports were needed.
- The Board discussed the Trust's high-level statement on climate change and food security, signed by more than 70 internationally recognized scientists and agricultural leaders. There was some discussion on ways to promote this to the public.

- The Board was reminded that what was missing from the communication and annual reports was a synthesis of the Executive Director's many talks at events such as TED, World Food Summit etc. The Board noted the report and the new website with appreciation.

12. Headquarters Agreement

- Mr. Gerald Moore presented this item to Members and noted that the current agreement from the Italian Government was unlikely to change.
 - Members agreed that, for the good of the future of the Trust, the most responsible thing to do would be to explore further legitimate Headquarters opportunities before closing the door on this forever.
 - A number of opportunities were identified and a follow up mechanism for each one identified, including out-of-session activity. The Secretariat was tasked with facilitating this and the Board proposed a timeframe of one year for this task.
4. *Action: The Board agreed to follow up on a range of legitimate, possible Headquarters opportunities (out-of-session), and proposed a timeframe of one year for this task.*

13. Board Business

- Board self assessment – It was agreed at EB3 to conduct a Board self assessment every two years with the next one due for the Autumn 2010 meeting. The format used previously was tabled for review and comment by Members in order to finalise a version for implementation inter-sessionally in September.
 - Additional Board Members – The Board has the authority to elect two additional members if required to ensure a balance of necessary skills on the Board. With the goal of ensuring strong finance and investment management expertise, the Board unanimously agreed to exercise its authority by appointing Mr. Lew Coleman to the Board for a term of three years.
 - Election of new Chairperson - Prof. El-Beltagy took the Chair during this sub-item while the current Chairperson left the room and the Board considered its options. The Board adopted option one (as set out in the board papers) and the current Chairperson, Dr. Margaret Catley-Carlson was re-elected for a second term of two years, which would require an extension of one year to her Board membership. The Chairperson was congratulated upon her return to the meeting and thanked for her exemplary service.
5. *Action: The Board agreed to review the self-assessment survey and to provide comments to the Board Secretary/Director of Programme Development before the end of (northern) summer, and to undertake the assessment exercise in September 2010.*
11. *Decision: The Board agreed to appoint Mr. Lew Coleman to the Board.*
12. *Decision: The Board elected Dr. Margaret Catley-Carlson as Board Chairperson for a second term of two years (expires Nov 2012).*

15. CGIAR Change Initiative

- Ms. Anne-Marie Izac, Alliance Office of the CGIAR, joined the meeting to provide an update on the CGIAR Change Initiative process, the funding windows and how they

operate, and to provide information into a discussion on the implications this reform may have on the Trust and its mandate of funding genebanks.

- Discussion focused on ensuring the gene banks were not put in a precarious funding situation and how the Trust can play a role by putting a number of strategic issues on the table. The Board agreed to write to Ms. Kathy Sierra, Chair of the CGIAR, recognising that in the new CGIAR model where funds are allocated according to an output focus, the genebanks are potentially at risk as they are an essential prerequisite for other programmes but don't deliver direct outputs themselves as essential global services and public goods. Three key messages were:

1) Ensuring genebanks are fully funded - as a donor, the goal of the Trust is to fund the conservation and availability of the CGIAR collections, fully and forever. The Trust was co-founded by the CGIAR, in part for this purpose.

2) Systemwide coordination and shared services - in terms of the crop collections, this 'system' needs to function as a coordinated system.

3) Efficient rational global system - the plant genetic resources function in the system should have a global outlook and play a global leadership role as custodians of valuable global collections, held in-trust as public goods.

6. *Action: The Board agreed to send a letter to Ms. Kathy Sierra tabling three key strategic issues of concern to the Board regarding the future funding of gene banks under the new CGIAR model.*

14. Risk Management

- Ms. Wood, Director of Programme Development, presented this item along with feedback from the Donors' Council meeting. Members continue to support the risk management approach and the Donors' Council welcomed the initiative and the annual Board Statement.
 - Members discussed the board level risk summary and made recommendations for ratings and additional risks.
7. *Action: The Board requested minor changes to risk ratings be made and a new risk added, as suggested by the Donors' Council.*

16. Other business

- The Board discussed establishing a "network of guardians" for members who retire from the Board as a mechanism for maintaining links to the Trust and who can act as Ambassadors, thus allowing them to continue to contribute as they see fit. Mr. Karl Erik Olsson was invited to be the inaugural member and he accepted with pleasure.

13. *Decision: The Board agreed establish a network of "guardians" for retired Board Members and invited Mr. Karl Erik Olsson to be the inaugural member.*

17. Next meeting

- The Board held a lengthy discussion on the frequency of Board meetings. It was reaffirmed that the default was one annual business meeting per year in the Autumn, however, some Members felt there was a need to discuss some items in the Spring of 2010. The Board considered whether there were sufficient agenda

items to hold a Spring meeting and whether it would be preferable to do this via phone conference.

- It was agreed that the Board Chairperson and Executive Director would confer in April as to whether there were sufficient items and progress in certain activities to warrant holding a short, one day meeting in Rome in the early Summer (July 4th or 5th). Members would have the option to attend in person or by phone conference.
- It was agreed that such a meeting, if held, would have a reduced agenda and would only contain reports on progress with the Headquarters' Agreement and CGIAR reform process where it affects the genebanks and plant genetic resources.

14. Decision: The Board agreed to consider holding a short, one day meeting in early July only if the Board Chairperson and Executive Director agreed (in April) there was sufficient progress in certain activities to warrant such a meeting and that the meeting might be arranged as a teleconference.

15. Decision: The Board agreed hold the annual business meeting in Rome on November 22-23rd.

18. Executive Director Appraisal and Contract Renewal

- The Board discussed this item in a closed session as per normal practice. During this session the Board undertook a Performance Appraisal of the Executive Director and discussed the contract renewal.

16. Decision: The Board agreed to extend the Executive Director's contract for another 5 years.

The Sixth Executive Board Meeting closed.

Summary of decisions and actions

| No. | Decision |
|-----|---|
| 1 | The Board adopted the Provisional Agenda for the 6 th meeting of the Executive Board (Attachment A). |
| 2 | The Board elected Prof. Adel El-Beltagy as Vice-Chairperson for 2010. |
| 3 | The Board approved the Minutes from the 5th Executive Board meeting. |
| 4 | The Board adopted the draft Orientation Program and additional suggestions. |
| 5 | The Board adopted the Fund Disbursement Strategy for the Trust noting it was incumbent on the Board to review it over time, as required. |
| 6 | The Board supported the five future programmatic initiatives put forward. |
| 7 | The Board agreed in-principle to fund the three long-term grant proposals for the crop collections of maize, chickpea, potato/sweet potato, but also agreed that this was to be under the same proviso as last year; that is at the discretion of the Executive Director, based on the assurance that the endowment is able to finance this commitment long-term. It was left to the discretion of the Executive Director whether the specific grant for potato/sweet potato would be for both or for just one. |
| 8 | The Board approved the new investment strategy and agreed to delegate the implementation of the new strategy to the FIC. |
| 9 | The Board agreed to appoint the audit firm selected by Bioversity International for 2010. |
| 10 | The Board adopted the annual budget for 2010. |
| 11 | The Board agreed to appoint Mr. Lew Coleman to the Board. |
| 12 | The Board elected Dr. Margaret Catley-Carlson as Board Chairperson for a second term of two years (expires Nov 2012). |
| 13 | The Board agreed establish a network of “guardians” for retired Board Members and invited Mr. Karl Erik Olsson to be the inaugural member. |
| 14 | The Board agreed to consider holding a short, one day meeting in early July only if the Board Chairperson and Executive Director agreed (in April) there was sufficient progress in certain activities to warrant such a meeting and that the meeting might be arranged as a teleconference. |
| 15 | The Board agreed hold the annual business meeting in Rome on November 22-23 rd . |
| 16 | The Board agreed to extend the Executive Director’s contract for another 5 years. |

| No | Actions arising | Responsibility | Due date |
|-----------|---|-----------------------|--|
| 1 | The Board agreed to send a letter of thanks to the mid-term evaluation team of the BMGF project for their work. | Secretariat/ Board | |
| 2 | The Board agreed the Trust should obtain permission from the BMGF and Evaluation team before posting their evaluation report on the Trust Website. | Secretariat | |
| 3 | The Director of Finance will provide a report on variances against the annual budget as part of the budget report at future meetings. | Secretariat | November 2010 |
| 4 | The Board agreed to follow up on a range of legitimate, possible Headquarters opportunities (out-of-session), and proposed a timeframe of one year for this task. | Secretariat/ Board | November 2010 |
| 5 | The Board agreed to review the self-assessment survey and to provide comments to the Board Secretary/Director of Programme Development before the end of (northern) summer, and to undertake the assessment exercise in September 2010. | Secretariat/ Board | Summer 2010 |
| 6 | The Board agreed to send a letter to Ms. Kathy Sierra tabling three key strategic issues of concern to the Board regarding the future funding of gene banks under the new CGIAR model. | Secretariat | Draft sent to Alliance Office January 2010 |
| 7 | The Board requested minor changes to risk ratings be made and a new risk added, as suggested by the Donors' Council. | Secretariat | November 2010 |

**Agenda, Executive Board Meeting 6
Hotel Fortyseven, Rome**

| Time | No | Agenda Item | Item for Action/ Information |
|---------------------------|------------------------------|---|---|
| DAY 1 | | | |
| Monday 23 November | | | |
| 10.00 15 mins | 1 | Welcome and adoption of Provisional Agenda and Timetable | Action |
| 10.15 15 mins | 2 | Election of Vice-Chair | Action |
| 10.30 30 mins | 3 | Minutes and actions arising from EB5 | Action |
| 11.00 10 mins | 4 | Fund Disbursement Strategy | Action |
| 11.10 20 mins | 5 | Members Report | Information |
| 11.30 30 mins | COFFEE BREAK | | |
| 12.00 30 mins | 6 | Donors' Council Report | Information |
| 12.30 30 mins | 7 | Programme Report 2009 | Information |
| 13.00 60 mins | LUNCH | | |
| 14.00 30 mins | 7 (cont) | Programme Report 2009 (CONTINUED) | Information |
| 14.30 60 mins | 8 | Our work in the wider context – looking forward 1. Work Plan 2010 2. Future challenges and directions | Action |
| 15.30 30 mins | COFFEE BREAK | | |
| 16.00 60 mins | 9 | Finance and Investment Report - FIC Report - 2010 Budget | Action |
| 17.00 30 mins | 10 | Fundraising Report 2009 | Information |
| 17.30 | CLOSE MEETING – DAY 1 | | |
| | Aperitivo | | |
| 20.00 | TRUST DINNER | | |

**Agenda, Executive Board Meeting 6
Hotel Fortyseven, Rome**

| DAY 2 | | Tuesday 24 November | |
|-------------------------|------------------------------|---|-------------|
| 09.00 <i>30 mins</i> | 11 | Communication Report 2009 | Information |
| 9.30 <i>30 mins</i> | 12 | Headquarters Agreement | Action |
| 10.00 <i>60 mins</i> | 13 | Board Business – Election of Chairperson 1. Selection and Election 2. Self Assessment process | Action |
| 11.00 <i>30 mins</i> | COFFEE BREAK | | |
| 11.30 <i>30 mins</i> | 14 | Risk Management | Action |
| 12.00 <i>30 mins</i> | 15 | CGIAR Change Initiative | Information |
| 12.30 | LUNCH | | |
| 13.30 <i>5 mins</i> | 16 | Other Business | |
| 13.35 <i>15 mins</i> | 17 | Next Meeting | Action |
| 13.50 <i>30 mins</i> | 18 | Executive Director appraisal and contract renewal CLOSED SESSION | Action |
| 14.20 | CLOSE MEETING – DAY 2 | | |