



**Minutes of the Meeting of the
Agri-Food and Biosciences Institute (AFBI) Board
held at
AFBI (HQ) Newforge
on Tuesday 26 June 2012 at 10.00am**

Present – Board Members

Mr Sean Hogan, Chair
Mr Trevor Hinds
Mr David Lindsay
Prof Patrick Murphy
Mr Seamus McCaffrey
Mr Bob McCann
Mrs Hilary McCartan
Mr Alan McKeown
Dr Cecil McMurray
Mrs Sarah Havlin

In Attendance - AFBI Executive

Prof Seamus Kennedy, CEO
Dr Michael Camlin, DCEO
Dr Glenn Kennedy, DCEO (Acting)
Dr Walter Crozier, DCEO (Acting)
Mr Joel Ferguson, Head of Corporate Services Division
(Acting)
Mr Paul Brennan, Head of AFBI HR
Mr Venkat Deshpande, Head of AFBI Finance

Mr James Adams, AFBI Secretariat

1. Welcome and Introduction

ACTION

The Chair opened the meeting with a word of welcome and outlined today's programme including the afternoon strategy session.

2. Apologies

Apologies were received on behalf of the Deputy Chair, Prof W McKelvey and Board Members Mr K Millar and Mrs H Stewart.

3. Conflict of Interests Declaration

There were no conflicts of interest declared.

4. Draft Minutes of the Previous Board Meeting held on 22 May 2012

On a proposal from Mr Trevor Hinds, seconded by Mr Bob McCann, the Board approved the draft minutes from the previous Board meeting held on 22 May 2012 subject to the following amendment:

Item 11.1 - Finance Report to the Board (1 April 2011 to 31 March 2012) –

Second paragraph, insert the words "*and expenditure*".

Sec

5. Matters Arising/Action Points from Previous AFBI Board Meeting held on 22 May 2012 ACTION

5.1 Equal Pay Deal – Item 5.2

The Executive informed the Board that the AFBI Business Case in respect of the Equal Pay Deal remains with DARD economists for comment. A meeting with DARD has been scheduled to take the matter forward and the Executive agreed to update the Chair following the meeting.

Exec

The Board expressed frustration at the delay in bringing this matter to a close. If adequate progress has not been made the Board requested the Chair write to the DARD Permanent Secretary outlining the Board's concerns.

Chair

5.2 Report from AFBI Rationalisation Group – Item 5.3

An update on the work of the Rationalisation Group, including savings to date, was reported to the AFBI Finance Sub-committee. The Executive agreed to provide an update to the Board prior to the next meeting of the AFBI Board in August 2012.

Exec

5.3 Directors Liability Insurance – Item 5.5

The Executive are still awaiting a definitive response from AFBI Sponsor Branch. The Executive agreed to provide an update to the Board at the next AFBI Board meeting in August 2012.

Exec

5.4 AFBI Starters and Leavers Report and Summary of Outturn for 2011/12 – Item 12.1

The Executive informed the Board that the AFBI Starters and Leavers Report would no longer be presented at AFBI Board meetings. The relevant information is now incorporated within the enhanced financial report and the Board was content to note.

5.5 DARD Sponsorship Manual – Item 15

The Executive informed the Board that there had been no new developments regarding the DARD Sponsorship Manual and discussions with DARD are ongoing.

5.6 AFBI Board Scheme of Delegation and Draft Standing Orders – Item 17

The Executive agreed to submit the revised Scheme of Delegation and Draft Standing Order papers to the August meeting of the AFBI Board.

Exec

5.7 Reports from AFBI Divisions – Item 20

The Board agreed that the issue of future Reports from Divisions containing relevant bid information should be postponed and discussed at a future AFBI Board meeting. The Secretary was asked to take note.

Sec

5.8 Proposed Presentation – Institute of Grocery and Distribution

The Board noted that the proposed presentation from the Institute of Grocery and Distribution may have to be scheduled for November 2012.

**TH/
Sec****6. Chairman's Business****6.1** AFBI Representation in the USA

The Chair reported on the recent trip to Washington D.C. The Chair was pleased to confirm that interviews for the post of Business Development Executive had been completed and an appointment will be made in due course.

6.2 Freedom Of Information Request

The Chair updated the Board on a Freedom of Information request received in relation to AFBI Board appraisals. The Chair stated that he was reluctant to issue appraisal information on individual Board Members and the Board fully supported the Chair's view.

AFBI have been requested to gather appraisal documentation pending a formal request from the Information Commissioner. Following discussions the Chair agreed to write to the commissioner to seek clarification on the level of detail being requested.

Chair

Mr Alan McKeown entered the meeting

7. CEO's Report**7.1** AFBI Visit to Washington D.C

Following on from the Chair's earlier comments, the CEO provided a verbal update on the trip to Washington D.C. The CEO informed the Board that the primary role of the Business Development Executive will be to seek R&D collaborative opportunities and other business development opportunities in the USA.

The CEO also detailed a series of beneficial events and meetings attended including:

- National Institute of Food and Agriculture
- Northern Ireland Bureau
- Wild Geese Network
- Science Foundation Ireland
- Invest NI

7.2 NIAO Value for Money Report **ACTION**

The Executive informed the Board that they have received a draft report from the Northern Ireland Audit Office. AFBI will be working closely with DARD in providing a collective response which is due late July 2012. The Executive will be convening to review the findings and agreed to issue a copy of the draft report to the Board in due course.

Exec

8. Organisational Review of AFBI

8.1 Implementation Plan

The Executive tabled a draft action plan for the delivery of the KPMG Review's recommendations and summarised preliminary activities.

The Executive indicated that preliminary staff responses to the KPMG Report had centred on a range of issues including GovCo status and staff terms and conditions. The Executive confirmed that a collation of comments will be compiled into a report and placed on the AFBI intranet in due course.

The Executive confirmed that TUS consultation is ongoing but the Board was asked to note that TUS have indicated their support regarding the need to make substantive appointments to the senior management team as soon as possible.

The Executive updated the Board on the current position with regard to filling of vacant senior management posts identified in the KPMG Review. The Board expressed its frustration and disappointment that since the KPMG report was agreed in March very little progress has been made on these key appointments, which are recognised as pre-requisite to making meaningful progress on the broader strategic agenda. The Executive reported that the draft Candidate Information Booklet for the Director of Finance and Corporate Affairs post had been completed and issued to TUS on 31 May and to HRConnect on 18 June. A competition had been held for an Interim Director of Finance with the appointee due to commence work on 9 July 2012. The draft Candidate Information Booklet for the posts of Director of the science divisions were almost complete. The Executive also reported that as AFBI adhered to NICS terms and conditions, there was a required series of steps in the recruitment process that could not be avoided. However, it agreed to provide the Board with a more detailed timeline showing all the stages involved and agreed to prioritise the filling of these posts. The panel proposed by the CEO for the Grade 5 position was agreed by the Board and availability of panel members for various stages of the recruitment process will be confirmed by the end of the week.

Exec

Exec

In response to a query regarding the proposed timeline for the completion of a business case to support the establishment of AFBI's commercial arm, the Executive advised the Board that it did not currently have sufficient staff resource to take on the work at present. However, it had submitted a bid to DARD for resource to obtain external support to develop a business case. Ministerial approval would also be required.

8.2 Role & Responsibilities of Interim Grade 5

A paper titled “*Draft Project Plan June 2012*” outlining the roles and responsibilities of the interim Grade 5 was tabled by the Executive and Board members were asked to consider and provide any comments. The Board requested more details of timescales.

Exec**9. AFBI Board Finance Sub-Committee****9.1** Minutes of AFBI Board Finance Sub-Committee Meeting held on 9 May 2012 (final)

The final minutes from the Finance Sub-Committee meeting held on 9 May 2012 were circulated to the Board and the Board was content to note.

9.2 Minutes of AFBI Board Finance Sub-Committee Meeting held on 7 June 2012 (draft)

The draft minutes from the Finance Sub-Committee meeting held on 7 June 2012 were circulated to the Board. Mrs McCartan informed the Board that DARD Internal Audit will be adding financial management to the 2012/13 operational plan. The Board was content to note.

9.3 Revised June 2012 Terms of Reference for Finance Sub-Committee (draft)

The revised Terms of Reference (draft) for the Finance Sub-Committee were circulated to the Board. Mrs McCartan summarised amendments to the duties and reporting sections.

On a proposal from Mr Trevor Hinds, seconded by Professor Patrick Murphy, the Board approved the revised Terms of Reference for the Finance Sub-Committee.

10. Finance**10.1** Finance Report to the Board 1 April 2012 - 31 May 2012

The Executive tabled a report to the Board and the Board was content to note. There was a consensus that improvements must be made with regard to forecasting/profiling.

The Executive accepted the Board comments and will provide a more detailed report at the August Board meeting.

Exec**10.2** Draft 2012/13 Budget

The Executive presented a paper showing a detailed analysis of the draft 2012/13 Budget for discussion. The following points were noted:

- Budget Pressures – The Board noted the proposed increase in

non-GiA income as well as the ongoing difficulties associated with delivering a balanced budget **ACTION**

- Income Predictions – Much of AFBI’s income is received during the fourth financial quarter increasing the difficulty in making accurate predictions
- Royalties – The Board were made aware of a risk associated with the prediction of royalties income
- HR Connect – The Executive agreed to remind HRC of the importance of timely invoicing of AFBI

Exec

The Board thanked the Executive for their efforts in preparing the draft budget.

11. Governance Issues – Standing Items

11.1 AFBI Risk Management

The Executive confirmed that a revised AFBI Corporate Risk Register will be presented at the next meeting of the AFBI Audit Committee and then presented at the August Board meeting.

Exec

11.2 Whistleblowing and Fraud

There were no reports of any new cases of whistleblowing or fraud.

11.3 Health and Safety

The AFBI Board were made aware of an accident that had occurred involving a member of staff. An accident investigation is being carried out.

12. Draft AFBI Conflict of Interest, Duty of Fidelity and Confidentiality

The draft AFBI Conflict of Interest, Duty of Fidelity and Confidentiality was presented to the Board for noting and approval.

In summarising the document the Executive advised the Board that TUS were content with the policy and the Board was asked to note that no aspect of this policy supersedes the AFBI Whistleblowing Policy.

On a proposal from Mrs Sarah Havlin, seconded by Mr Trevor Hinds, the Board were content to approve the AFBI Conflict of Interest, Duty of Fidelity and Confidentiality Policy.

13. Reports from Divisions

The Board was content to note the reports from AFBI Divisions.

14. Any Other Business

ACTION

14.1 Rolling Database of Issues Raised at Board Meetings

The Board were content to note the updates made to the Rolling Database of Issues Raised at AFBI Board meetings.

15. Date of Next Meeting

The next meeting of the AFBI Board will be held on Tuesday 28 August 2012 in AFBI Crossnacreevy at 10.00 am.

Signed: _____
(Chairperson)

Date: _____