



**Minutes of the Meeting of the Agri-Food and Bio-Sciences Institute (AFBI) Board
held at
AFBI Newforge (Headquarters), Belfast
on Wednesday 28 January 2009 at 10.00 am**

Present - Board Members

Mr Sean Hogan, Chairperson
Prof David McDowell
Mr James Noble
Mr Kieran Campbell
Dr Michael Hollywood
Mr Nicholas Mack
Prof Stuart McNulty
Dr Christine Kennedy
Mr John Rankin
Mr John McKinley

In Attendance – AFBI Executive

Dr George McIlroy, CEO
Dr Robin Boyd, DCEO (Acting)
Dr Seamus Kennedy, DCEO
Dr Michael Camlin, DCEO
Mr Stephen Cousins, AFBI Secretariat

1. Welcome and Introduction

ACTION

The Chair commenced proceedings with a welcome to all present.

2. Apologies

Apologies were received from the following Board members –

Prof Grace Mulcahy
Mr Michael Walker

An apology was also received from Dr Arthur Gilmour, DCEO (Acting)

3. Minutes of the Previous Meeting – 17 December 2008

It was proposed by Dr Christine Kennedy and seconded by Dr Hollywood that the minutes of the previous meeting held on 17 December 2008 be accepted without amendment.

4. Matters Arising from the Previous Meeting – 17 December 2008

4.1 Item 2.1 – Draft AFBI Corporate Plan 2008-2011 and Business Plan 2008/09

Dr Boyd reported that the situation remains the same with both plans still residing with the Department of Finance and Personnel. The matter is being pursued through AFBI Sponsor Branch (ASB) and the Board will be informed whenever both documents have been signed-off and returned.

RB

4.2 Item 2.3 – Risk Management

The Board received confirmation that a copy of the updated AFBI Corporate Risk Register had been sent to members of the Audit Committee for comment and side-copied to the Chair for information. The comments will be addressed at the next meeting of the Audit Committee on 3 February 2009.

4.3 Item 2.6 – Intellectual Property (IP) Issue

Dr Boyd reported that work was on going in relation to this matter with the Departmental Solicitors Office involved in examining the legalities of transferring the assets and liabilities from DARD to AFBI. The Board noted that the matter is being driven by DARD and looked forward to this being completed along with other “*carry-over issues*” such as pensions, being resolved.

4.4 Item 2.7 – Publication Scheme

The Board were advised that the information published on the AFBI website complies with the legal requirements of the Scheme but there may be an issue regarding the publication of future minutes particularly if the AFBI Board takes a more strategic approach to the business.

In the general discussion that followed it was agreed there was a need to seek clarity and guidance on the way forward. It was suggested that the Executive may wish to compare the format and content of minutes published by other organisations such as the Strategic Investment Board and if necessary seek a legal opinion from AFBI’s legal advisors.

EXEC

4.5 Item 8 – Crossnacreevy Relocation

The Board were informed that the Business Case compiled by the Crossnacreevy Relocation Team had been forwarded to DARD and the matter now rests with the Department.

4.6 Item 9.1 – Rolling Database of Issues Raised at Board Meetings

Secretary confirmed and the Board noted that the Rolling Database of Issues had been updated since the last date of meeting.

5. **Report from Chief Executive’s Office and Business Support Unit**

5.1 AFBI Risk Management

The AFBI Corporate Risk Register has been updated and circulated to members of the Audit Committee for comment. The updated document will be the subject of further discussion at the forthcoming meeting of the Audit Committee being held on 3 February 2009 when Dr Seamus Kennedy will give a presentation on AFBI’s Emergency Response Capability in relation to Risk No 5.

5.2 Fraud and Whistleblowing

There were no reports of fraud or whistle blowing within the organisation.

5.3 Health and Safety

There were no major issues to report.

Dr Boyd advised the Board of a recent change in legislation that amended the 1974 Health and Safety Act and came into effect on the 16 January 2009. The main amendment is an increase in the penalties for breach of the legislation but it does not alter the responsibility of management in their duty of care towards employees. The Board were appreciative of the update and it was agreed that Dr Boyd, on behalf of the Executive, would provide the Board with a paper outlining the major amendments and increases in the penalties.

EXEC/RB

In the general discussion that followed the Board inquired about the roles and responsibilities of DARD as landlord and AFBI as tenant.

The Executive confirmed that through the existing Service Level Agreement (SLA) between AFBI and DARD, DARD as landlord retains responsibility for the safety and maintenance of the AFBI Estate.

The Board also sought assurance that there was no significant delay from when building work is identified and the actual time taken for contractors to carry it out.

In order to provide the Board with assurance that there is an adequate communication system in place within AFBI that identifies and prioritises the work and between AFBI and DARD that enables the work to be carried out, the Executive agreed that it would provide the Board with a presentation on the communication system. The Board accepted the offer and were content to let the Executive make the necessary arrangements.

EXEC

5.4 Finance – Presentation of Revised Format of the Finance Report and Update on 2008/09 Budget

The presentation of the revised format of the finance report was given by Dr Boyd on behalf of the Executive. The Board noted the changes and signified that they were content with the revised format of the report.

In the general discussion following the presentation the Executive assured the Board that it was permissible for AFBI to reallocate budgets within the area of resource in order to manage the business. However this would be on the proviso that this remained within the overall DARD resource budget line which would not change in year unless additional or reduced funding occurred.

The Board also inquired if there was any risk that DARD would claw back any additional income. In response the Executive stated that this would only apply to retention of profits and if this did become an issue then AFBI would give consideration to the establishment of a spin-out company.

5.5 AFBI Annual Report and Statement of Accounts 2007/08

The Annual Report and Statement of Accounts for 2007/08 having been signed-off by the Northern Ireland Comptroller General, was laid before the Library of the Northern Ireland Assembly on the 21 January 2009. An electronic version of the Report will be issued to stakeholders and a hard copy will also be made available. The report will also be available on Compact Disc (CD) and for download from the AFBI website.

The Board stated that this was excellent news and asked that a vote of thanks be relayed to all of the staff involved.

6. AFBI Business Opportunities

The Executive provided the Board with an update on a number of developments that have taken place since the last date of meeting.

6.1 Review of IP Policy

The Executive informed the Board that AFBI in conjunction with the Internal Auditors (Deloitte) were undertaking a review of its Intellectual Property Rights (IPR) Policy. The first stage in the process is the need to identify existing IPR within the organisation and this will be done through an IPR Audit.

6.2 Request from Strategic Investment Board (SIB) for AFBI input into a presentation to Office of First Minister and Deputy First Minister

The Executive are working with SIB on a presentation to be given to the OFMDFM that highlights the commercial success of a Non-Departmental Public Body.

6.3 Delegation from the Chinese Academy of Agricultural Sciences (CAAS) Visitation

Work is ongoing in developing a draft “*action plan*” that will assist in taking forward the various suggestions and ideas that were identified during the recent visit.

6.4 Northern Ireland Science Park

Confirmation was given that AFBI were now signed up as a partner to the Connect 25K Awards.

In response the Board indicated that they were content that these issues were progressing and thanked the Executive for a very encouraging report.

With regard to the request from SIB re a presentation to OFMDFM, the Board suggested that the presentation should also include reference to the need for a SAPO4 facility. This request from SIB would certainly provide a great opportunity to highlight the SAPO4 case at the highest level of local government. The Executive advised that this suggestion had already been considered and the Executive have every intention of availing of the opportunity.

In relation to the IPR Review, the Board acknowledged that this would be a very useful exercise and it would be beneficial to have all of the IPR within AFBI listed for future reference.

6.5 AFBI Strategies

Project groups have now been established and have agreed the Terms of Reference for the various strands. The focus of attention is now centred on the boundaries and framework for each of the project groups with the findings and comments being submitted to the AFBI Senior Management Team and then to the Board.

The Executive regard this as the most appropriate way of keeping the Board informed rather than producing a final report at the completion of the projects.

The Board expressed their appreciation for the update and look forward to receiving reports and updates at future meetings.

7. Pensions Issue

ACTION

Work is continuing on the Bulk Pensions Transfer Business Case with the Head of AFBI Human Resources working full time on having it completed for the scheduled submission date of Monday 2 February 2009. At this point the targets agreed and outlined in the roadmap are still on track.

The Board expressed its continuing desire to have this matter resolved and accepted that the Executive were doing all in their power to bring the outstanding issues to a speedy conclusion.

8. Rewards and Recognition to Staff Scheme

The Executive informed the Board that the redrafted Rewards and Recognition to Staff Scheme document had been submitted to DARD and the latest advice from DARD states that there is now a need for a supporting business case. This will undoubtedly cause further delays in the Board's attempt to have this Scheme approved and may have an impact on the forthcoming court case relating to the allocation of royalty payments to one or more AFBI inventors.

The Board expressed deep disappointment and frustration at this latest development and encouraged Dr Boyd to maintain progress on this issue.

RB

9. Request for a SAPO4 Facility

The Board were advised that a meeting had taken place recently between AFBI Management, AFBI Sponsor Branch (ASB) and DARD Facilities Management Branch (FMB) regarding the future use of the Main Building at Veterinary Sciences Division (VSD), AFBI Stormont.

During discussions all parties had accepted that the plan for a SAPO4 facility would be considered as an integral part of the overall modernisation of the VSD site.

The Executive are therefore going forward on the basis that a request for a SAPO4 facility will be part of the ongoing discussions regarding the future of the Main Building at VSD and at the same time continuing to work on the supporting business case.

The Board were very encouraged by this report and the fact that the request for this facility was not being considered in isolation but part of the wider estates issue and as such underlines AFBI's aim of looking to the future.

Further to the above report, the Board were also informed that problems relating to the “*middle floor*” of the Lamont Building at VSD had been resolved and management at VSD are now waiting on the outcome of a health and safety report before finalising occupancy of the building. The Board welcomed the progress that has been made and thanked the Executive for the update.

ACTION

10. Any Other Business

10.1 Rolling Database

The Board noted that the Rolling Database of Issues had been updated to reflect the current position at the start of today’s meeting. It was agreed that the Secretary would provide a further update for the next meeting that will reflect today’s deliberations.

SEC

10.2 AFBI Audit Committee - Renewal of Membership

The Board were advised that the three year term of office for a number of serving members on the AFBI Audit Committee will expire during May 2009. However, as the members concerned will also complete their term of office on the AFBI Board at the end of March 2010, consideration would need to be given with regard to their replacements and how the change over is managed.

Following general discussion on the issue it was agreed that towards the end of the current financial year the Board would appoint two new members to the AFBI Audit Committee who would then shadow the outgoing members.

BOARD

It was agreed that this arrangement would also apply to the Remuneration Committee and any other Sub-Committees of the Board.

It was noted that there may be a need to make a Business Case that would enhance the current ceiling for payments being made to members of the Board who sit on Board Sub-Committees. AFBI Executive to seek clarification and advise the Board.

EXEC

11. Board Reserved Matters

The Executive along with the Board Secretary left the meeting to enable the Board to complete its business under the heading of “*Board Reserved Matters*”.

12. Date of the Next Meeting

The next meeting of the Board will be held on Wednesday 25 February 2009 at AFBI (HQ) Newforge.

Signed: _____
(Chairperson)

Date: _____