



## **International Institute of Rural Reconstruction**

### **Revised Minutes of the Meeting of the Executive Committee held on May 23, 2013**

A meeting of the Executive Committee (the “Committee”) of the Board of Trustees of the International Institute of Rural Reconstruction (“IIRR”) was held at the offices of Cleary Gottlieb Steen & Hamilton LLP, 450 Park Avenue, 28th Floor, New York, NY, starting at 9:20 am on May 23, 2013.

James F. Kelly, Chair, presided. The following Trustees, members of the Committee, were present in person:

David Bassiouni  
Isaac Bekalo, President of IIRR  
James C. Diao  
Paul Marquardt  
Mary Racelis  
Dane F. Smith

Also present were Lara Crampe, Development Officer of IIRR and Matthew Carpenter-Dennis and Shira Kaufman of Cleary Gottlieb Steen & Hamilton LLP.

### **Approval of Agenda of the Executive Committee Meeting of the Board of Trustees Held on May 24, 2013**

Mr. Kelly proposed the approval of the agenda (the “Agenda”) of the Executive Committee Meeting of the Board of Trustees. The Committee approved the Agenda, subject to adding a discussion regarding a proposed resolution regarding approving the re-registering of IIRR in Kenya, per new national legislation, as well as updated financial numbers to be discussed.

### **Approval of the Minutes of the Executive Committee Meeting of the Board of Trustees and the Minutes of the Annual Meeting of the Members Held on March 13, 2013**

Mr. Kelly proposed the approval of the Minutes of the Executive Committee Meeting of the Board of Trustees held on March 13, 2013 (the “March 13th Minutes”). The Committee approved the March 13th Minutes, subject to the incorporation of Mr. Kelly’s comments.

### **Chairman’s Report**

*2012 IIRR Annual Report*

The Committee discussed the newly printed 2012 annual report, of which copies had previously been circulated to the Committee. The Committee was instructed to inform Ms. Crampe of any comments to be reflected in future annual reports.

#### *Form 990 Annual Filing*

The Committee discussed the remaining items outstanding for the IIRR's annual Form 990, including required information from the members of the Board of Trustees. Ms. Crampe will circulate these materials and follow up as necessary in order to complete the Form 990.

#### *Recent Contact with the Rotary Club of New York and its International Development Unit with the United Nations, and Gift of Life*

Mr. Kelly attended a Rotary Club luncheon several weeks prior and met another key member present who invited IIRR to make a presentation at an upcoming Rotary Club breakfast meeting with the United Nations International Development Unit. Mr. Bekalo presented at the breakfast for about 25 minutes, which went well. IIRR made several new contacts and hopes to continue to liaise with Rotary Club members in New York as well as in the places where IIRR operates. Mr. Bekalo will connect with the Rotary Club in Kenya, and IIRR will also connect with nearby Rotary Clubs in and around Manila and Silang.

#### *September 2013 Board Meetings in the Philippines*

### **Business Items**

#### *Approval of IIRR Partnership Policy*

Mr. Bekalo presented an overview of the new draft IIRR Partnership Policy, designed to guide relationships with partners. IIRR has a list of approximately 200 partners, including in its learning communities, consortium networks, capacity development, resources support and knowledge. The Committee discussed the policy and raised questions that were answered by Mr. Bekalo. Mr. Kelly suggested that the Committee approve the Partnership Policy and receive an update on its implementation at the next Executive Committee Meeting. The Partnership Policy was approved subject to comments by Mr. Marquardt and Mr. Smith.

#### *Strategy 2015 Monitoring Tool Update and Discussion*

Mr. Bekalo summarized the achievements, plan, and progress to date regarding the monitoring tool.

#### *Yen Center*

Mr. Bekalo presented a status update on the uses of the Yen Center over the recent past, as well as its geographical layout. IIRR has hired outside auditors to ensure the Yen Center is in compliance with all relevant national and local taxes.

In recognition of the strong support IIRR has received from Florence Davis, President of the Starr Foundation, and Tony Gooch, former Trustee and Chairman of IIRR, Mr. Bekalo requested that the Yen Center Livelihood Learning Center be named in Honor of Tony Gooch and Florence Davis. It was also noted by Mr. Bekalo and other Trustees present that the Starr Foundation has been one of the Institute's major funders for many years. Ms. Racelis proposed the approval of the proposal and the Committee approved it.

#### *Resolution to Approve Application for Re-Registration of NGO in Kenya*

Mr. Kelly led a discussion regarding changes to legal requirements in Kenya, which will require that IIRR re-register as an NGO in Kenya. Mr. Kelly explained the requirements of re-registration and set forth the proposed three new signatories: Mr. Kelly, Mr. Bekalo and Patrick Nalere, the Africa Regional Director. Ms. Racelis proposed the approval of the re-registration and the Committee agreed. Mr. Kelly and Ms. Crampe indicated that they would work on completing the process with the staff in Kenya.

### **Finance and Budget Committee Report**

#### *Review of 2013 Year-to-Date Financials*

The Committee reviewed the year-to-date financials, which had been updated through April 2013. At this point, former Trustee Jane Boorstein arrived and participated in the meeting. Mr. Bekalo opined that the financials were on track for 2013, despite IIRR not receiving two sizable expected grants. Mr. Kelly noted that although the annual budget is allocated monthly, much of the operating flows occur later in the year.

Mr. Kelly reported briefly on the IIRR investment funds. The excess from some of these endowment funds can be spent on staff-related expenses. The Alice Yen Fund, for example, will be used to pay for staff to attend the board meeting in the Philippines in September.

#### *Discussion of the Internal Auditors' Reports for Africa and Asia*

Mr. Kelly explained that IIRR had commissioned teams in the Africa and Asia Regional Offices to conduct internal audits. Mr. Kelly noted that there has been positive initial feedback and that Alden Secretario, Chief Accountant, is monitoring the solutions agreed upon with the auditors. The Committee agreed to revisit the progress of this initiative at a later date.

#### *2012 Form 990 Review and Approval*

Mr. Kelly noted that the draft Form 990 would be circulated shortly following the meeting. The Committee discussed various tax issues related to the Yen Center. Ms. Crampe pointed out that

as the tax forms become more complex, IIRR will need someone with more technical expertise to handle the paperwork for the business taxes.

## **President's Report**

### *Funding Update*

This matter was discussed earlier in the context of the Finance Committee Discussion.

### *Program Updates*

Mr. Bekalo presented several IIRR initiatives and projects to the Committee. These included the reading sheds innovation project in Kenya; workshops in Ethiopia teaching men about women's traditional work to help lighten women's burdens; community grain storage banks in Uganda; the Goat Kill program; the sex and reproductive health programs in schools; six crop museums in the Philippines to provide education as well as seedlings and cuttings; and the Boys for Girls program, where young male students are speaking out against bullying of girls and against the sexual abuse of girl students by the male teachers.

Mr. Bekalo also informed that local IIRR projects are making an effort to document their successes and results and to create a photo bank to illustrate the projects.

### *Planned Program for the September Board Meeting in Silang*

Mr. Bekalo informed the Committee that the plan for the Board Meeting in September is to bring two staffers from every office to the Philippines. This will include the respective country director and one additional person, chosen by performance. The meeting will be a three-day program. Mr. Bekalo reviewed the program plan.

### *Additional Items*

Mr. Bekalo emphasized various ways that the trustees can be more involved in the mission of IIRR, such as continuing to make new contacts, sharing the information about IIRR, and encouraging people to plan holidays in IIRR destinations to learn more about the local projects.

## **Columbia Business School Pangea Advisors Presentation**

David Dabscheck and Cara Goff, students at Columbia Business School, presented a case-study for the Committee in furtherance of their work with IIRR through Columbia Business School's Pangea Program. Their case study focused on defining IIRR's distinct value contribution in the area of Value Chain Marketing for local farmers and comparing it to twenty other organizations working in the Value Chain Marketing space. Ms. Goff and Mr. Dabscheck presented the findings to the Committee. The Committee discussed the presentation and asked questions.

## **US Office Report**

*Fundraising and Communications Update*

Ms. Crampe provided an update on IIRR's new website design, plans for this year's fundraising appeals, and networking.

**Adjournment**

Upon motion duly made, second and approved, the meeting adjourned at 3:30 pm.