

**WORLD FISH CENTRE
BOARD OF TRUSTEES
FULL BOARD
THIRTY-FOURTH MEETING
2-3 November 2007
Colombo, Sri Lanka**

Present:

- Dr. Trond Bjorndal	Chairman
- Dr. Stella Williams	Vice-Chair
- Dr S. Ayyappan	Member
- Dato' Junaidi Che Ayub	Member, Ex-Officio
- Dr Wendy Craik	Member
- Dr Stephen Hall	Member, Ex-Officio, Director General
- Dr Asger Kej	Member
- Dr Ida Siason	Member

Board Secretary: - Dr James K. Oliver Director, Science Co-Ordination

Staff in Attendance: Mr Wayne Rogers, Dr Barry Tan, Dr Patrick Dugan, Ms Fok Siew Choy, Miss Susheela Sabaratnam, Dr Neil Andrew, Dr Helen Leitch, Dr Eddie Allison.

DRAFT MINUTES

Agenda Item 1a: OPENING REMARKS

The Chairman, Professor Trond Bjorndal, made the following opening remarks.

"I welcome you to the 34th meeting of the Board of Trustees. It is a pleasure to be in Colombo, at the invitation of IWMI. First, let us remind ourselves of the Board's Mission Statement, in particular, "The Board will act in trust for all the Centre's stakeholders".

Let us remind ourselves of the Board of Trustees Code of Conduct, in particular, "We care about our behaviour as Board members and how we achieve results."

Almost eight months have lapsed since our last meeting. Such a long time span between meetings may create a disconnect between Board members and the Centre. I hope the Board will endorse a recommendation to hold three face to face meetings in 2008.

Since our last meeting in March, there have been important changes in Corporate Services and we look forward to seeing some of the results of that at this meeting.

Being in Colombo also influences our agenda. We will meet with the IWMI Board to discuss the IRSS and joint research. I am very pleased that we can have a thorough discussion of next year's budget face to face, unlike the situation in previous years when it was done by teleconference.

As always, we have a busy agenda. Let me mention just three more items:

- A business plan for Abassa
- The first report from the Science Advisory Committee and
- An introduction of the PESS research strategy

Again, a warm welcome to everyone. I also welcome new members of management, Mr Wayne Rogers, Director of Corporate Services; Ms Fok Siew Choy, Head of Corporate Finance; Miss Susheela Sabaratnam, Head of Human Resources (IRSS) and Dr Eddie Allison, Discipline Director of PESS. They will introduce themselves later during the meeting.

I hereby declare open the 34th meeting of the Board of Trustees."

Agenda Item 1b: APOLOGIES

Dr Asger Kej was unable to attend the meeting on November 2nd due because his presence was required at the IWMI Board. He attended all session on November 3rd.

Agenda Item 1c: TRIBUTE TO THE LATE PROFESSOR YEHIA HASSAN KHALIL

The Board paid tribute and had a minute of silence in honour of Professor Yehia Hassan Khalil. The Chairman of the Board requested Management to make arrangement after the Board meeting to pay tribute to the late Professor Khalil in Egypt.

Professor Trond Bjorndal: Professor Yehia M. Hassan Khalil died in July this year. Although he had been ill for some time, his death was unexpected for many of us. I would like to give a eulogy in his honour.

Yehia Khalil was educated in food science at Ain Shams University, where he received his PhD in 1964. He had a very distinguished career, in government, in academia and internationally, spanning more than four decades. I can mention only some of his many achievements.

At the governmental level, Prof Khalil

- headed the joint USAID-Ministry of Agriculture and Land Reclamation Committee for reforming the agricultural sector in Egypt. The outcomes have helped to free farmers from hindering regulations and policies as well as tackling the pricing of agricultural crops. This has led to the new agricultural strategy for Egypt.
- He headed the supreme committee for monitoring and evaluation of agricultural development projects during the period 1981-1991.
- He was Deputy Minister of Agriculture in Egypt, 1981-1982, the technical fishery advisor of Ministry of Agriculture, 1979-1983, Chairman of Egyptian Agricultural Organisation, 1982-1983 and Chairman of the General Authority for Fisheries Resources Development (GAFRD) 1983-1986.
- Professor Khalil was also Governor of Menofia and Gharbia Governorates, 1986-1991.

At the academic level, Prof Khalil

- headed the "Food, Agriculture and Irrigation Council" at the Egyptian Academy of Scientific Research and Technology.
- He was Professor of food science and nutrition at Ains Shams University, Egypt and the University of Reyad, Saudi Arabia for more than 40 years, including periods as head of department. He supervised numerous graduate students, published more than 80 scientific papers and several textbooks, which have become influential not only in Egypt, but also in the rest of the Arab world.

At the international level, Prof Khalil was responsible for official negotiations with the World Bank and USAID regarding the introduction of technical and financial aids in the food and agriculture sector in Egypt, representing more than 1500 million US\$.

In 1987, he was awarded the Medal of Excellence in Production by President Mubarak.

Professor Khalil was the official representative of the Egyptian Government on the Board of Trustees of the WorldFish Centre. He facilitated relations between WorldFish and the Government of Egypt from the opening of the Centre's facilities in Egypt in 1997. This was not always an easy time as there were changes in the implementation of our agreement, and Professor Khalil played a key role in smoothing out potentially difficult issues.

During his tenure on the Board of Trustees, he helped arrange numerous meetings between WorldFish staff and senior members of Government, including the Deputy Prime Minister and Minister of Agriculture and Land Reclamation. He helped to facilitate the two meetings of the Board of Trustees held in Egypt in 2000 and 2006.

Throughout his attendance in Board meetings and interaction with staff he was a warm and supportive colleague and took a personal interest in the careers of the Egyptian staff working for the Centre.

Prof Khalil was a warm and generous host to many WorldFish visitors to Egypt, including members of the Board of Trustees, the Director General and senior staff, and our EPMP panel in 2005. Above all he was a source of sound political advice and warm humour who will be sorely missed by all his friends and colleagues.

Professor Khalil is survived by his wife Mona and his sons Mohammed and Ahmed.

May he rest in peace.

Dr Ayyappan: I expected Professor Khalil beside me in this meeting as in the earlier Board meetings but it was not to be. Over the five years I have known Professor Khalil, it has always been a pleasure interacting with him. With his age and experience, Professor Khalil always brought his wisdom to our discussions, often bringing up solutions for complex issues. We all looked to him for the mature and gentle humour he would spread across the meeting, during monotonous sessions. I recall my story with him at Abassa last year as a room mate and remember his hospitality and kindness. A good host, kind at heart, gentle in his words, we all miss him. I pray to God that his soul rests in peace and his family, Mrs Khalil, have the strength to bear the loss of his sad demise.

Professor Stella Williams: I know we all miss the presence of Professor Khalil. He was often the wise owl. He sometimes played the "devil's advocate" just so that we give a deeper thought to the basis of our debate. We pray that God will grant him eternal rest and succour to his wife Mona and his sons.

Agenda Item 1d: DECLARATION OF CONFLICT OF INTEREST

All board members declared that they do not have any conflict of interest. It was recorded that Dr Asger Kej is also a member of the IWMI Board.

Agenda Item 2: REVIEW AND APPROVAL OF THE PROPOSED AGENDA

The Chairman informed the Board that an additional item to be discussed was pertaining to the CGIAR/World Bank performance indicators ranking on WorldFish Centre. This agenda item will be discussed under agenda item 9b. The Chairman also highlighted that there will be a joint session with IWMI to discuss the IRSS.

Board Decision:

The Board approved the proposed agenda with the inclusion of the above mentioned additional agenda. (Board Action: 34-1)

Agenda Item 3: REVIEW AND APPROVAL OF THE 33rd BOARD OF TRUSTEES MEETING MINUTES

The Board reviewed the minutes of the 33rd Board of Trustees Meeting Minutes page by page and made one amendment. The Chairman reminded the Board on point number 2 of Agenda item 23, that as a consequence of the Board Decision to elect SAC members for varying initial terms, the Board is required to elect some SAC members next year.

Board Decision:

The Board approved the minutes of the 33rd Board meeting subject to the following corrections. (Board Action: 34-2)

Page 4: Agenda Item 7a: Under the update of Dr Trond Bjorndal, the last paragraph to be transferred to page 5 under the update of Dr Fukusho.

Agenda Item 4: BUSINESS ARISING FROM THE MINUTES

There was no other business arising from the minutes.

Agenda Item 5: RATIFICATION OF EXECUTIVE COMMITTEE AND OTHER BOARD ACTIONS – RATIFICATION OF MTP 2008-2010

The Director General gave some background information to the Board of Trustees with regards to the MTP 2008-2010. The Centre has reorganised the format of the medium term plan this year which focussed more on the two campaigns, namely, Small Scale Fisheries and Sustainable Aquaculture. The Director General added that the Centre's medium term plan was very well received by the Science Council. The suggestions and recommendations by the Science Council in relation to the MTP were also discussed with the Science Advisory Committee during the Science Forum held in Penang in August 2007. The Director General was confident that the Centre is moving in the right direction and it will address the key issues highlighted by the Science Council when preparing the MTP for 2009-2011.

The Board highlighted that Management could take into consideration issues of conservation, genetic improvement and identifying key partners and their roles in these projects. These can be covered when Management prepares for the medium term plan next year.

Board Decision:

The Board ratified the out of session decision made by the Board on 13th June 2007 on the submission of the MTP 2008-2010 to the Science Council. (Board Action: 34-3)

Agenda Item 6: REVIEW BOARD ACTION PLAN TO 33rd BOARD MEETING

Under item number 17 of Board Action Plan, the Chairman reiterated the urgency that the Board should provide more recommendations for new Board members, in particular from the private sector as well as more females and candidates from the South.

The Chairman requested that in future, the Board honoraria and expense policy should also be reviewed on a regular basis.

Agenda Item 7a: REPORT OF THE CHAIRMAN AND UPDATE ON THE CGIAR AND ALLIANCE BOARD, REPORT BY OTHER TRUSTEES ON ACTIVITIES AND EARNINGS RELATING TO BOARD ACTIVITIES

Dr Trond Bjorndal: The Chairman's written report was taken as read by all Board of Trustees. The Chairman informed the Board that he will be attending a meeting in Oslo in November 2007 and the CGIAR AGM07 in Beijing in December 2007.

Dr Wendy Craik: Dr Craik reported that she continued to follow up with AUSAID on the funding for projects in the Mekong region. She reported that recently there was a proposal submitted by Murray Darling Basin Commission to AUSAID and there is a great opportunity for WorldFish Centre to work with them on policy issues. Dr Craik said that she could forward a copy of the proposal to Management.

Dr Ayyappan: Dr Ayyappan reported that since the last Board meeting, he attended a Review Meeting for the collaborative projects between WorldFish Centre and Indian Council for Agricultural Research (ICAR) {CIFA and CIFRI} for dissemination of improved carp strains and their impacts.

Dr Ayyappan also participated in a review meeting for the Challenge Programme project between WorldFish Centre and CIFRI on reservoir fish production with comparisons between reservoirs of different river basins.

Dr Ayyappan also initiated the collaborative project on "selective breeding of giant freshwater prawns" between WorldFish Centre and CIFA, India.

Dr Ida Siason: Dr Siason reported that she participated as a discussant to the panel papers "Fish and the Poor", presented by Southeast Asian Scientists/Researchers including Dr Natasja Sheriff. This was at the conference on Poverty Alleviation through Sustainable Fisheries: Emerging Policy and Governance Issues in Southeast Asia, co-sponsored by SEARCA and WorldFish on 10th April 2007 in Makati, Manila, Philippines.

Dr Siason facilitated the invitation from the University of the Philippines Visayas (UPV) of the Officer-in-charge of WorldFish Centre in Philippines Office (Dr Nicolas Bailly) and Mr Len Garces to give a presentation on the current thrust and campaigns of WorldFish Centre. Mr Garces met with the researches and the faculty of UPV on 24th October while she accompanied both Dr Bailly and Mr Garces for a dinner meeting with the Chancellor two days later. Plans for collaboration and renewal of the MOU between WorldFish Centre and UPV were also discussed.

During the last seven months, Dr Siason continued to coordinate with the WorldFish Centre's Philippines Office to attend to the sub-agreement with the Philippines Government. A representative of at the Department of Foreign Affairs (DFA) provided information that a redraft was being made following feedback from both DFA and other relevant agencies. The breakthrough came with the discussion of this redraft on the 31st October meeting between DFA, relevant agencies and WorldFish Centre's OIC and staff. As Dr Siason was already in Colombo, she could not attend the meeting but WorldFish Centre's Philippines staff informed her that they agreed on a pre-final draft which inevitably saw changes in immunities and tax exemptions. DFA

hoped to send a final draft by 7th November 2007 and an early signing might be possible, depending on the Director General, Dr Stephen Hall's availability.

Dr Stella Williams: Dr Williams participated in the Gender and Diversity 2007 Bellagio Conference from 22-27 October 2007. She provided information on the Centre's work in terms of Gender and Fisheries and Aquaculture Development Researchers, shared on the Centre's Publication Form for requesting for the Centre's publications.

Dr Williams assisted Dr Raul Ponzoni with invited participants from Nigeria to the forthcoming catfish workshop to be held November 5-9, 2007 in Accra, Ghana.

In the process of assisting Dr Ponzoni to coordinate the catfish workshop, Dr Williams went to Abuja to investigate the issue of World Bank's assistance to Nigeria in catfish development investment. She was disappointed to find out that the \$32 million fund from World Bank for investment was awarded to an Israeli consultancy company. The WorldFish Centre may need to review the pro-poor World Bank programme and our Centre's future in terms of Nigeria and aquaculture development research projects.

Dr Williams commented that she was happy to note that the Director General was engaging in frequent interactions with Vickie Wilde from the Gender & Diversity Programme. Dr Williams informed the Board that Ms. Wilde planned to have an interactive session in Beijing during the CGIAR AGM in December 2007.

Dr Williams reported that she was the evaluating editor for one of the chapters in the book on "Agricultural Knowledge, Science & Technology – AKST" sponsored by World Bank. During the meetings held in Costa Rica and Cape Town, South Africa, she aggressively pushed for inclusion of sections on fisheries/aquaculture in as many of the chapters of the book as could be accepted.

Dr Williams reported that she also attended IWMI's annual research meeting held at IWMI Headquarters on 31st October 2007. Dr Williams added that there is potential for WorldFish Centre to collaborate with IWMI in some of their projects that are focussed in the African region.

Dato' Junaidi: Dato' Junaidi reported that he participated in the International Conference on Tilapia held in Kuala Lumpur in August 2007 which was co-hosted by the Department of Fisheries, Malaysia. Dato' Junaidi informed the Board that WorldFish Centre played an important and active role in supporting this conference which attracted more than 200 international participants. A display of the GIFT had also created interest among the participants.

Dr Asger Kej: Asger Kej noted that he had met with staff at DANIDA one last time to discuss their cessation of core funding in 2007 for the Centre. While it appeared that no change was possible to this decision, he indicated there were some possibilities for specific project funding that he would discuss with the Director of Business Development and Communications and relevant researchers.

The Chairman thanked all Board of Trustees for their contributions in their respective activities related to the Centre.

Agenda Item 8: SUMMARY REPORT OF THE DIRECTOR GENERAL

The Director General's report was taken as read by all Board of Trustees. The Director General informed the Board that the Centre has made some progress in the science area. He mentioned the importance of now having all three Discipline Directors on board currently and with the positive response from the Science Council in relations to the MTP 2008-2010, the Discipline Directors are working towards the direction that senior management has planned around the

campaigns. The Director General said that there is great synergy among the staff working on these projects.

The Director General updated the Board on his trip to Zambia during the opening of the Regional Office in late September 2007. He was convinced that WorldFish Centre has the potential to grow in the African region by working closely with NEPAD and in accordance with the Centre's strategy in terms of nutrition and HIV AIDS.

The Director General informed the Board that during his home leave in Aberdeen, he made contact with an industrialist in the United Kingdom. The industrialist is very keen to provide funding to institutions working on fisheries research in Africa which is in line with our Centre's strategy and research work. The Director General will follow up with regard to their conversation on this and related matters.

The Director General briefed the Board that Corporate Services Division had been strengthened with the hiring of Mr Wayne Rogers, Director of Corporate Services, Ms Fok Siew Choy, Head of Corporate Finance and Miss Susheela Sabaratnam, Head of Human Resources (IRSS). He is confident that the Centre is moving in the right direction and although the Centre is still faced with issues, they will be addressed in the coming months.

The Director General informed the Board that, after consulting with the Board Chair, he has accepted the invitation to stand as a candidate for Chair of the Alliance Executive. He felt that it is now the right moment for him to be involved in the CGIAR at this level which will assist the Centre to move forward to greater heights. He noted there had been some changes in the system including the new chairs of the CGIAR and the Science Council.

Lastly, the Director General briefed the Board about the case of Mr Anthony Voon which had been escalated to the industrial court as unfair dismissal. However, the Centre had requested Dato' Junaidi to assist in this matter. At this juncture, Dato' Junaidi responded that he spoke to the Secretary General in the Ministry of Human Resources to take up this case based on WorldFish Centre's legal immunity agreement. Dato' Junaidi said that he will follow up with the Secretary General when he returned to Kuala Lumpur after the Board meeting.

The Chairman requested the Director General to explain to the Board the rationale of opening an office in Mozambique as this came as a surprise after reading the 2008 Budget paper. The Director General explained to the Board that the risk of opening an office in Mozambique is minimal compared to the advantages of setting up a country office or regional office in Mozambique. The Centre's presence in this country could provide benefits in terms of the Centre's research work as donors will also consider this aspect as part of their funding towards the projects that we are working in this region.

A Board member queried about the replacement of the Portfolio Director for East and Southeast Asia. The Director General responded that Dr Natasja Sheriff is the acting Portfolio Director and informed the Board that this portfolio will definitely slow down for a short period of time due to the departure of Dr Madan Dey. However, he did not see it as a significant downturn because there are many projects currently in the pipeline. He added that there is a long list of applicants for this position but admitted that it will be a challenge to recruit someone with a similar calibre of Dr Dey.

The Director General also informed the Board that the Centre may not be able to maintain the core funding from Japan and the Netherlands for next year .

Agenda Item 9a: CURRENT FINANCIAL POSITION & PERFORMANCE FOR 2007

This agenda item will be dealt with on 3rd November 2007.

Agenda Item 9b: 2007 KEY PERFORMANCE GOALS

This agenda item will be dealt with on 3rd November 2007.

Agenda Item 10: MEDIUM TERM FUNDING OUTLOOK

This agenda item will be dealt with on 3rd November 2007.

Agenda Item 11: REVIEW AND APPROVAL OF 2008 INDICATIVE BUDGET

This agenda item will be dealt with on 3rd November 2007.

Agenda Item 12: UPDATE ON CORPORATE SERVICES DIVISION'S REVISED STRUCTURE AND FUTURE PLANS

The Director General briefed the Board on the revised structure and the hiring of Mr Wayne Rogers as the new Director of Corporate Services. The Chairman of the Audit Committee expressed her satisfaction with the approach taken by the Director Corporate Services and looked forward to the progress and new changes in the Finance Unit. The Chairman said that the Board can revisit this matter when the Board reviews progress on IRSS.

Agenda Item 14: UPDATE ON OCCUPATIONAL HEALTH & SAFETY

The Chairman welcomed the Director of Corporate Services and requested that he introduced himself briefly to the Board. The Director of Corporate Services said that he is pleased to join WorldFish Centre..

The Director of Corporate Services said that the summary report on this agenda item was self-explanatory and took it as read by the Board of Trustees.

The Board noted the activities organised by the Centre in 2007 and the major plans for 2008.

Agenda Item 15: REVIEW AND APPROVAL OF THE PARTNERSHIP AND COMMUNICATIONS POLICY

The Director General informed the Board that at the last Board meeting, Management was requested to provide a final draft of this policy for the Board's approval. Management also incorporated the Partner's Communication Strategy in this policy. The Partner's Communication Strategy was one of the requirements that fall under the CGIAR Performance Indicators.

Board Decision:

The Board approved the Partnership and Communications Policy. (Board Action: 34-4)

Agenda Item 16: REVIEW AND APPROVAL OF THE EMERGENCY MEDICAL RELOCATION POLICY

This agenda item will be dealt with in closed session.

Agenda Item 17: REVIEW AND APPROVAL OF BUSINESS PLAN FOR ABBASSA FACILITY

This agenda item will be discussed in closed session on 3rd November 2007.

Agenda Item 18: REVIEW AND APPROVAL OF THE ROLLING PLAN FOR CENTRE COMMISSIONED EXTERNAL REVIEW (CCER)

The Deputy Director General informed the Board that the Centre was not able to carry out the CCER in 2007 as originally planned and the fund budgeted for the CCER was utilised for the Science Forum held in August 2007. The Deputy Director General emphasised that the Centre will carry out the CCER in 2008 and 2009 as committed during the EPMP. Management will discuss with the Science Advisory Committee the CCERs planned for 2010 and look forward to the Committee's recommendation with regards to this matter.

The Chairman highlighted that WorldFish Centre has not conducted a CCER for Corporate Services Division for quite some time and it is essential for an external review. The Director of Corporate Services responded that CCER can be carried out once all the processes have been formulated and are in place.

The Board accepted the proposals in the Board document and will consider the timing for the CCER for Corporate Services Division later.

The Deputy Director General responded to a comment made by a Board member on the climate change issue that can be carried out during the mid term review as part of the Centre's 2009 strategy. The Deputy Director General informed the Board that the Centre had been working to address this issue even before Dr Eddie Allison came on board as the Discipline Director of PESS and will continue to pursue on this matter.

Board Decision:

The Board approved the rolling plan Centre Commissioned External Reviews (CCERs) as provide by Management. (Board Action: 34-5)

Agenda Item 19: UPDATE BY DEPUTY DIRECTOR GENERAL

The Deputy Director General highlighted three major areas in his report. He reiterated that the timeline of the projects indicated in the medium term plan will be on schedule. The Deputy Director General informed the Board that the Science Forum and the 1st Science Advisory Committee meeting held in August 2007 was a success and had stimulated the synergy among staff to organise a regional forum which will be held in March 2008.

The Deputy Director General informed the Board that the World Bank has requested WorldFish Centre to assist in the World Bank Staff Training which is conducted on a yearly basis. This request from the World Bank is a positive indication due to the research work that the Centre had done for the past few years.

The Deputy Director General also responded to the queries on the gender issue. He informed the Board that Dr Eddie Allison is looking into this matter and he is now in the process of hiring a female scientist for gender and social development.

The Board noted the Deputy Director General's report.

Agenda Item 21: REVIEW OF SCIENCE ADVISORY COMMITTEE (SAC) REPORT AND RESPONSES

The Deputy Director General informed the Board that the 1st SAC Meeting and Science Forum held in Headquarters in August 2007 was very beneficial to the Centre and the entire session was a very engaging one that involved most of the Scientists from Headquarters and Regional Offices. The reason management structured the Science Forum in that manner was to bring out the dynamics in the group whereby every scientist had the opportunity to participate in the discussion. The discussion during the Science Forum evolved around the projects within the campaigns as mentioned in the medium term plan.

The Chairman gave a reminder that formally, the SAC is a board committee so that the Board should approve its activities. The Board also noted the Science Advisory Committee's recommendations and Management responses.

It was agreed that the process of the SAC meeting in April 2008 will be slightly different and not all staff will be involved in the discussion with the SAC members. There will be 1-2 days of discussion between Management and the SAC members to review the strategy and focus on the science output with a half day discussion on the medium term plan. The medium term plan will be reviewed by the SAC members and approved by the Board of Trustees. In view of this, there will be a one day overlap meeting between the SAC and Board of Trustees. The Board of Trustees will then have an opportunity to interact with the SAC members in the April 2008 meeting as one of the roles of the SAC is to provide advice to the Board with regards to the science strategy in the Centre. The April 2008 SAC meeting structure will be the format that the Centre adopts in all future SAC meetings.

Board Decision:

Future SAC meetings will be held just prior to the first Board meeting of each year, and will be scheduled so that there is a one day overlap between meetings, thus allowing a joint session between the SAC and the Board. (Board Action: 34-6)

Agenda Item 22: REVIEW OF MEDIUM TERM PLAN (MTP) IMPLEMENTATION

The Director General introduced this agenda item on behalf of the Director of Science Coordination. The Board noted the progress and implementation of the medium term plan.

Agenda Item 23: REVIEW OF CCER IMPLEMENTATION

The Deputy Director General informed the Board that the implementation of the CCER's plans for East and South East Asia, Mekong and Sub-Saharan Africa are according to the recommendations. However, due to lack of funding in Sub-Saharan Africa, there was a delay in pursuing some of the projects in this region.

The Board noted the progress and recommendations as mentioned.

Agenda Item 24: REVIEW AND APPROVAL OF THE WHISTLE BLOWING POLICY

The Director General Introduced the paper and noted that the CGIAR had included the existence of a whistle blowing policy in the list of indicators of good governance for all Centres. The proposed policy was modified from a generic policy, which was developed by the CGIAR Internal Audit office,

Board Decision:

The Board approved the Whistle Blowing Policy subject to the following amendments. (Board Action: 34-7)

Page 2: Point 4, third dot point should read as “.....the Chair of the Board of Trustees, or to the Chair of the Audit Committee of the Board of Trustees; and”

Page 2: Point 5 should read as “Though preferring thatremain anonymous *in the following up of the matter.*”

Page 3: Point 15 should read as “The Audit Committee of the Board of Trustees”

Agenda Item 25: REVIEW AND APPROVAL OF SUCCESSION PLAN FOR SENIOR MANAGEMENT (CLOSED SESSION)

The Board acknowledged the importance of the succession plan and endorsed its content. Board members emphasised the importance of providing individuals identified in the plan with development opportunities that will prepare them for more senior roles.

Agenda Item 30: EVALUATION OF BOARD PERFORMANCE

The evaluation of Board performance will be conducted by the Board Secretary before the end of December 2007. This will include the evaluation of Committee Chairs.

Agenda Item 16: REVIEW AND APPROVAL OF THE EMERGENCY MEDICAL RELOCATION POLICY (CLOSED SESSION)

The Director General explained to the Board Dr Patrick Dugan’s emergency relocation to the United Kingdom and noted that this had caused management to look into drafting a policy on emergency medical relocation to cover any future incidents. However, management will continue to look into the consistencies in this policy across the Centre prior to finalising the policy. The Board advised that Management should consider many aspects when drafting this policy including the need to retain staff with key skills but also the need to ensure continuity of expertise by reducing staff turnover. The Centre should also find out from other CGIAR Centres what their practices are for similar situations.. The Board suggested that perhaps the policy should be a guideline and the Director General will have the authority to decide on a case by case basis.

Board Decision:

The Board approved Management’s recommendation for the compensation to Dr Patrick Dugan on the emergency relocation based on the principle outline in this policy. Management is asked to review the policy and submit a proposal for the Board’s approval in the April 2008 Board meeting. (Board Action: 34-8)

Agenda Item 13: UPDATE ON IWMI/WORLDFISH JOINT SESSIONS

Opening Remarks:

The Chairman of the IWMI Board of Governors, Professor Nobumasa Hatcho, welcomed the Board of Trustees from WorldFish Centre to the 2nd Joint Board Meeting and to Colombo, Sri Lanka.

The Chairman of the Worldfish Centre, Professor Trond Bjorndal, thanked IWMI for their invitation to host a board meeting in Colombo and said it was an excellent opportunity to discuss the IRSS and other areas of common interest.

Then, the Chairman of the IWMI Board of Governors invited the IRSS Director to present the update on IRSS.

Agenda Item 1a: Progress Update on IRSS

The IRSS Director gave a comprehensive update on the International Research Support Services (IRSS) and shared with the IWMI and WorldFish Centre's Boards the accomplishments through harmonised system in SAP and HR4U systems and human resources policies, the shortfalls and opportunities faced during the implementation and rolling out of these processes. The IRSS Director highlighted a number of lessons learnt from IRSS.

The IRSS Director stressed that in order for IRSS to move forward in the long term, alignment and collaboration between IWMI and WorldFish and other Centres who will be joining IRSS are imperative.

At the moment, there is no significant cost savings with just two Centres unless more centres join IRSS in the near future.

The IRSS Director also highlighted that an important issue which needs to be developed, is the cultural impact when rolling out IRSS processes to the Regional Offices. It is important that the Centre develop a quality-oriented culture if IRSS is to move forward.

In the Power Point presentation, the IRSS Director also recommended the short, medium and long term plan in order to drive IRSS forward. The short term plan is to bed down platforms and to roll out harmonised processes to all Regional Offices and implement quality program. In order to attract other Centres to join IRSS, IWMI and WorldFish will have to promote the platforms, develop partnership with other Centres and find direct sponsorship in this program. In the longer term, it was recommended that low value activities be the principle outsourced services.

Management of IWMI and WorldFish were cautioned with regards to the increase in costs in IRSS. The increase in cost was due to the rollout of processes to Regional Office and as more Centres join IRSS, costs will decrease.

Agenda Item 1b: IRSS MOVING FORWARD

The Director General of WorldFish Centre commented that the creation of IRSS was a positive step for WorldFish and IWMI as well as the CGIAR system. In order to move forward, the centre must review the lessons learnt in order to improve future activities. The Director General of WorldFish Centre suggested that we need to inform the CGIAR of the current situation and the direction the WorldFish and IWMI will be pursuing in this respect.

In conclusion he indicated that IRSS is not just an experiment but a good experience that both IWMI and WorldFish Centre had gone through and these shared services should be promoted to other CGIAR Centres.

In response to a comment with regard to Service Level Agreements (SLA), the Director General of WorldFish indicated that SLAs should be considered separately by each Centre.

The decision for this agenda item was deferred until the two Boards have discussed separately.

Agenda Item 2: IWMI/WORLDFISH JOINT RESEARCH

Dr Neil Andrew, Discipline Director of WorldFish Centre and Dr Andrew Noble, Director of South East Asia Region (IWMI) gave a comprehensive power point presentation with regards to the progress on joint research activities since the last joint Board meeting held in March 2006.

The joint research activities completed or currently in progress include the joint appointment of a Scientist (Dr Sophie Nguyen Khoa), collaborative proposals (value \$ 2.5 + million), geospatial analysis capacity, challenge programme projects and projects in the Mekong Region.

The Board noted the report and commented that the two Centres had achieved significant synergy in their joint research activities.

Agenda Item 3: UPDATE ON JOINT COMMUNICATION ACTIVITIES

Dr Helen Leitch, Director of Business Development & Communications Division gave a comprehensive presentation with regards to the joint communications and knowledge sharing activities that had been undertaken this year.

Closing Remarks:

The Chairman of the IWMI Board of Governors thanked all presenters and informed that the meeting will adjourn and the respective Boards meeting will resume their meetings later.

The Chairman of WorldFish Centre thanked the IWMI Board for hosting the WorldFish Centre's Board meeting.

The joint Board sessions adjourned at 3.30 pm .

Agenda Item 34: IRSS REPORT

The WorldFish Centre Board meeting resumed at 4.00 pm .

The Board reviewed the recommendations that were included in the Agenda Item 1b (IRSS Moving Forward) and briefly discussed the future of IRSS.

It was agreed that Dr Asger Kej would convey the message to the IWMI Board with regard to the change of wordings under Recommendation No. 1. He would also inform the IWMI Board about the decision made by the WorldFish Board of Trustees.

The Chairman suggested that the sooner the CCER on Corporate Services Division is carried out, the better because an external review on the processes that have been implemented through IRSS is imperative. Management agreed with this point of view.

Management was requested to propose possible candidates from the external panel.

Board Decision:

- **A CCER on Corporate Services Division will be carried out in 2008. (Board Action: 34-9)**
- **Management will propose possible candidates for the CCER external panel and the Terms of Reference for the CCER by the next Board meeting in December 2007 via teleconference. (Board Action: 34-10)**

Agenda Item 27: COMMITTEE REPORTS

Agenda Item 27a: Report of the Audit Committee

Agenda Item 5a: Approval of Audit Plan for 2007 Audit

Recommendation:

The Audit Committee recommends to the Board that the external audit plan and time frame for 2007 be accepted.

Board Decision:

The Board approved the Committee's recommendation that the external audit plan and time frame for 2007 be accepted. (Board Action: 34-11)

Agenda Item 5b: Appointment of External Auditor for 2008 Audit and Approval of Audit Fees

Recommendation:

The Committee recommends to the Board the appointment of Grant Thornton International to be the 2008 External Auditor for WorldFish Centre and the combined fees for Headquarters, Egypt and Bangladesh to be at US\$23,000.00 and not to exceed US\$25,000.00.

Board Decision:

The Board approved the Committee's recommendation to appoint Grant Thornton International to be the 2008 External Auditor for WorldFish Centre and the combined fees for Headquarters, Egypt and Bangladesh to be at US\$23,000.00 and not to exceed US\$25,000.00. (Board Action: 34-12)

Agenda Item 6: Internal Audit Report

Recommendation:

The Committee recommends to the Board that the internal audit report and proposed 2008-2010 Medium Term Internal Audit Plan be accepted as the basis for the final which will be presented to the next Board meeting.

Board Decision:

The Board approved the Committee's recommendation to the Board that the internal audit report and proposed 2008-2010 Medium Term Internal Audit Plan be accepted as the basis for the final which will be presented to the next Board meeting. (Board Action: 34-13)

Agenda Item 7: Confidential Meeting with External and Internal Auditors

The Audit Committee Chair informed the Board that this will be the last external audit conducted by Ernst & Young. During the confidential meeting, the Audit Committee thanked Ernst & Young for their efforts during these years. Ernst & Young also thanked the Audit Committee as well.

Agenda Item 9: Proposed Changed Accounting Methodology to Standard Costing

The Audit Committee Chair informed the Board that Management proposed to change the accounting methodology from actual to standard costing as this seems to be a sensible move. The Audit Committee reiterated that Management should also include the full cost recovery in the standard costing system.

Recommendation:

The Audit Committee recommends to the Board a change in the Centre's accounting system from actual to standard costing.

Board Decision:

The Board approved the Committee's recommendation of a change in the Centre's accounting system from actual to standard costing. (Board Action: 34-14)

Agenda Item 10: Update of Risk Management Process

Recommendation:

The Audit Committee recommends the risk management process to the Board with a half yearly report to the Audit Committee and an annual update and review of the risk management to the Board.

Board Decision:

The Board approved the Committee's recommendation to the Board with a half yearly report to the Audit Committee and an annual update and review of the risk management to the Board. (Board Action: 34-15)

Agenda Item 11: Progress Report on Enterprise Resource Planning (ERP)/SAP System

Recommendation:

That the Audit Committee notes the outcomes of the post implementation audits and recommends any ongoing reviews forms part of the Centre's ongoing control program of ERP/SAP System.

Board Decision:

The Board approved the Committee's recommendation that any ongoing reviews forms part of the Centre's ongoing control program of ERP/SAP System. (Board Action: 34-16)

Agenda Item 27c: Report of the Executive Committee

The Chairman informed the Board that the minutes of the Executive Committee will be circulated by email.

Agenda Item 33: CORPORATE SERVICES REPORT

The Corporate Services Report was taken as read by the Board of Trustees. The Director of Corporate Services informed the Board that the high turnover in the Finance Unit has slowed down. The leadership in the Finance and Human Resources Units has been strengthened with the recruitment of Ms Fok Siew Choy, Head of Finance and Miss Susheela Sabaratnam, Head of Human Resources. The pending position which needs to be filled is the Head of Information & Technology to head the Information & Technology Unit and Business Systems Support Unit.

The Director of Corporate Services informed the Board that the next step for the Corporate Services Division in the next few months will be to map all the processes in Headquarters and regional offices in order to improve the ways of working in the Centre. He added that a complete review of the Human Resources Policy will be carried out as well also in order to consolidate its policies across the Centre.

The Corporate Services Director informed the Board that since his appointment as a part time employee for the last six months, he had been working very closely with the IRSS Director, , the Director Science of Coordination and the Director General, This had given him an in depth view of IRSS which had helped him tremendously and brought him up to speed.

The Board thanked the Director of Corporate Services for his report.

Agenda Item 35: REPORT FROM HUMAN RESOURCES

The Chairman welcomed the Head of Human Resources on board and requested her to give a brief introduction about herself and to give her presentation. The Audit Committee Chair complimented the Head of Human Resources on the comprehensive report.

The Board highlighted that Management should consider the hiring of the Portfolio Director for East and South East Asia from that region in order for the candidate to be able to provide the necessary influence within the region. The Board also requested Management to provide data in on female and male applicants in the next report.

The Board advised Management to consider Malaysian candidates when advertising for scientists. A Board member said that she is confident that there must have been some qualified Malaysian for these positions and the Centre should take the opportunity to hire them.

The Management noted the Board's comments and the Board noted the Human Resources report.

The meeting adjourned at 5.15 pm on 2nd November 2007.

Agenda Item 9a: CURRENT FINANCIAL POSITION AND PERFORMANCE FOR 2007

The Director of Corporate Services gave a presentation on the current financial position and performance for 2007 as of the end of September 2007. He indicated that the Finance Team had

performed extremely well in managing to close the accounts and prepare their report for the third quarter in time for the distribution of Board papers.

There was a brief discussion on the reasons for having to return funds to a donor. It was agreed that this can arise for a variety of reasons. In some cases better project management might have been able to ensure that all funds were spent by the end of a project, but in other cases funds had to be returned since the work has been fully, and satisfactorily completed with less funding than budgeted.

There was a detailed discussion of the size of the projected under spending on grant projects for 2007 and the underlying reasons for this. The Board Chair noted that the issue of under spending had been raised repeatedly for several years by the Board and yet it was still higher than the target set by the Board. He noted, however, that he was pleased with the level of analysis and understanding of the underlying reasons for under spending in 2007 as this was crucial in developing targeted management action.

Agenda Item 9b: 2007 KEY PERFORMANCE GOALS (KPG)

The Director General introduced the paper which set out the projected performance for 2007 against the Centre's Key Performance Goals. He indicated that he was generally pleased in most areas, but that there were several areas where targets would not be met.

The Director of Science Coordination provided additional information on the Centre's poor performance rating in the CGIAR performance exercise, which resulted in reduced funding from the World Bank in 2007. He indicated that in many areas small changes in procedures and policies could be made to increase our performance ranking and that these changes were currently being implemented.

There was some discussion on the relevance of the CGIAR performance indicators, especially in the governance area. The Board agreed that the Chair and Management would consider writing a letter to the CGIAR outlining the Centre's concerns.

There was a brief discussion on the need for more direct goals on gender as well as new goals on diversity. It was agreed that Management would prepare the new list of Key Performance Goals for 2008 in time for approval by the Board at its December meeting.

A Board member asked about the failure to meet the target of 2 papers per Scientist. The Director General responded that although the Centre did not meet the target in publication in 2007, the Centre had made improvements in this area. He noted that the two disciplines with established discipline directors would meet their targets and expected that the PESS discipline would improve significantly now that there was a discipline director appointed and in place.

Agenda Item 10: MEDIUM TERM FUNDING OUTLOOK

The Director of Business Development and Communications gave a presentation on the medium term funding outlook.

There has been a decline in core funding from Denmark, USAID and the World Bank. World Bank has changed their focus in terms of funding from the size of the centre to meeting the performance indicators. Since WorldFish Centre was ranked below the performance indicators, the funding from the World Bank has been reduced.

The Board complemented the Director on her presentation. In response to question on what areas posed a worry for the Centre, she identified the replacement of the regional Director for East and SE Asia, and the need for better project management to reduce project underspend.

The Board noted the report.

Agenda Item 11: REVIEW AND APPROVAL OF 2008 INDICATIVE BUDGET

The Director General introduced the budget paper for 2008, and asked the Director of Corporate Services to give an overview of the key points. It was emphasised that the 2008 budget made provision for additional draw on reserves which would fund new and continued investment in scientific staff, particularly in economics and social sciences, which were needed to produce the growth targets that the Centre had set for itself.

The Board raised a number of concerns about the budget, particularly the reduction of reserves to just 103 days, the reduction in projected expenditure for 2008 and the substantial under spending on current project. It was acknowledged that under spending on grant projects was anticipated to continue (at a reduced rate) in 2008, and that this would not necessarily impede growth through use of investment funding. After some discussion on the desirable level of reserves for the Centre, it was agreed that the choice of a minimum level was ultimately a subjective decision based on the best judgment of board members. It was also noted that the reductions in projected revenue for 2008 were partially due to changes in the level of core funding which occurred in 2007. A board member stressed that the Centre should increase its efforts to recover full costs for donors.

In response to a query on the expenditure on "Management & General Administration" in year 2006 versus the projection made in 2007 and 2008, the Director of Corporate Services informed the Board that there was a mis-classification in the year 2006 which resulted in a lower spending reported in this category (i.e., \$1,613,000). In fact, the actual figures should be in the region between \$3,645,000 and \$4,305,000.

The Chairman commented that the Board approved the Management's request for investment in 2006 and that further information should be provided on the returns on investment so far.

Board Decision:

- **The Board approved the 2008 Indicative Budget as proposed by Management and requested Management to note the Board's concern about the return on investment the and decline in the Centre's reserves. (Board Action: 34-17)**

Agenda Item 13: IWMI/WORLDFISH RESEARCH COLLABORATION (JOINT SESSION)

Dr Asger Kej informed the Board that the IWMI Board had accepted recommendation 1 as amended. The Board then also approved these recommendations as amended.

Board Decision:

The Board approved the following recommendations subject to the change of wordings in Recommendation No. 1 to as follows:-

- 1. That with the departure of Dr Barry Tan, IRSS operate through a joint management arrangement between IWMI and WorldFish Heads of Corporate Services and that a**

new IRSS Director will not be recruited unless there are sufficient partners to share the cost. (Board Action: 34-18)

- 2. That, in the absence of external support, IRSS focuses its activities on developing shared systems and arrangements to support the two Centres and cease active efforts to attract others. Where no or low cost opportunities arise we would still publicise IRSS. (Board Action: 34-19)**
- 3. That we continue to explore options for funding the expansion and promotion of IRSS. (Board Action: 34-20)**

Agenda Item 17: REVIEW AND APPROVAL OF THE BUSINESS PLAN FOR ABBASSA FACILITY (CLOSED SESSION)

Minutes of this section is restricted to Board members only.

Agenda Item 27b: REPORT OF THE GOVERNANCE COMMITTEE (CLOSED SESSION)

Minutes of this section is restricted to Board members only.

Agenda Item 5b Consideration of unfilled Board Positions for 2007-2008

Recommendation:

- i. The Committee recommended that the vacant position on the Board Awards Committee not be filled immediately, but should be considered in April 2008 together with all other Board positions.
- ii. The Committee recommended that the filling of positions on the SAC be included as a standing item on its agenda, together with all other Board positions.

Board Decision:

The Board approved

- i. **The Committee's recommendation that the vacant position on the Board Awards Committee not be filled immediately, but should be considered in April 2008 together with all other Board positions. (Board Action: 34-26)**
- i. **The Committee's recommendation that the filling of positions on the SAC be included as a standing item on its agenda, together with all other Board positions. (Board Action: 34-27)**

The Board Chair indicated that the unfilled positions on the Governance Committee would be decided under agenda item 31.

Agenda Item 7: Review and approval of Revised Constitution

Recommendation:

The Committee recommended that the proposed changes to the Constitution be approved. The Board noted the recommendation which would be formally decided under agenda item

Board Decision:

The Board approved the Committee’s recommendation on the proposed changes to the Constitution. (Board Action: 34-28)

Agenda Item 8: Review and Approval of the Revised Terms of Reference for Board Members’ Site Visits

The Committee recommended acceptance of the draft Terms of Reference with the following minor changes:

In the section Administrative and Logistical Arrangements

- The abbreviation OIC will be replaced with Officer in Charge.
- In item 12, first sentence, Members to be replaced with Members’

In the section titled Planning and Monitoring of Site Visits

- First paragraph, last sentence: add “, through the Board Secretary.”
- Second paragraph: change “at least six months” to “preferably at least six months”

Recommendation:

The Committee recommended that the proposed changes to the Terms of Reference for Board Member’s visits to WorldFish sites be approved subject to the minor amendments specified by the Committee.

Board Decision:

The Board approved the Committee’s recommendation that the proposed changes to the Terms of Reference for Board Member’s visits to WorldFish sites be approved subject to the minor amendments specified by the Committee. (Board Action: 34-29)

Agenda Item 9: Review and Approval of Questionnaire to Assess Committee Chairs

Recommendation:

The Committee recommended that the proposed Evaluation Form for Committee Chairs is adopted with the addition of a note stating that Board members who are not able to answer a question because they are not on the Committee should indicate “NA” on the form.

Board Decision:

The Board approved the Committee's recommendation that the proposed Evaluation Form for Committee Chairs is adopted with the addition of a note stating that Board members who are not able to answer a question because they are not on the Committee should indicate "NA" on the form. (Board Action: 34-30)

Agenda Item 10: Board Training on Risk Management

After some discussion of the Committee's recommendations, the Board agreed that there should be a risk management session at the 1st Board Meeting in 2008, and that the Board Secretary should put forward a proposal on how this should be structured.

Recommendation:

The Committee recommended that the Board Secretary to analyse and circulate a proposal on how the risk management training should be organised at the 1st Board Meeting in 2008.

Board Decision:

The Board approved the Committee's recommendation that the Board Secretary to analyse and circulate a proposal on how the risk management training should be organized at the 1st Board Meeting in 2008. (Board Action: 34-31)

Agenda 11: Evaluation of Board Performance

Recommendation:

The Committee recommended that the annual Board Evaluation be conducted before the end of December 2007. The Board Secretary should distribute the evaluation forms by email and conduct an analysis for consideration by the Board at the April 2008 meeting.

Board Decision:

The Committee recommended that the annual Board Evaluation be conducted before the end of December 2007. The Board Secretary should distribute the evaluation forms by email and conduct an analysis for consideration by the Board at the April 2008 meeting. (Board Action: 34-32)

Agenda Item 12 Other matters

Recommendation:

- i. The Committee recommended that there should be three face to face meeting in 2008, with one of these being held in conjunction with the CGIAR Annual General Meeting. The meeting should preferably be a maximum of two days in duration.
- ii. The Committee recommended that organisational updates should be presented to the Board only once a year.

Board Decision:

- i. The Committee recommended that there should be three face to face meeting in 2008, with one of these being held in conjunction with the CGIAR Annual General Meeting. The meeting should preferably be a maximum of two days in duration. (Board Action: 34-33)
- ii. The Committee recommended that organisational updates should be presented to the Board only once a year. (Board Action: 34-34)

Agenda Item 28: REVIEW AND APPROVAL OF REVISED TERMS OF REFERENCE FOR BOARD SITE VISITS

The Board approved the Committee's recommendation as reported under Agenda 27b.

Agenda Item 29: REVIEW AND APPROVAL OF QUESTIONNAIRE TO ASSESS COMMITTEE CHAIRS

The Board approved the Committee's recommendation as reported under Agenda 27b.

Agenda Item 31: ELECTIONS OF BOARD MEMBERS

The Board approved the Committee's recommendation as reported under Agenda 27b. The Board Chair noted that two members needed to be appointed to the Governance Committee. He nominated Dr Ayyappan and Dato Junaidi. The Board approved these recommendations.

Board Decision:

The Board appointed Dr Ayyappan and Dato Junaidi as members of the Governance Committee. (Board Action 34-35)

Agenda Item 39: REVIEW AND APPROVAL OF THE PRINCIPLE OF CALCULATING SALARY INCREMENT AND RATIONALE OF SALARY INCREMENT FOR GLOBAL STAFF

The Director General and the Head of Human Resources introduced the paper. After some discussion it was agreed that the proposed method for calculating salary adjustments was very clear and rational. It was agreed that employees should be able to specify the proportion of their salary which could be nominated as "spendable" income without any preset limit. However, Management would monitor this closely and take action if this was resulting in any systematic manipulation of the system for individual gain. The Board approved the policy as presented.

Board Decision:

The Board approved the method to pay global staff for increment and new hires as proposed by Management in this Board paper. (Board Action 34-36)

Agenda Item 20: INTRODUCTION OF PESS RESEARCH STRATEGY

The Discipline Director from Policy, Economics and Social Science (PESS), Dr Eddie Allison gave a brief introduction about himself and his background before he gave a presentation to the Board on his vision and strategy to strengthen PESS in WorldFish Centre.

The Discipline Director acknowledged the comment made by the Board that the Centre should be working with the private sector towards the direction of global public goods.

The Board suggested revival of the social science network with international agencies and donors as this is currently lacking in WorldFish Centre. The Discipline Director responded that he will look into this matter and noted that with the hiring of Dr Robert Pomeroy who will join WorldFish Centre on a part time basis, the Centre's networking capacity would increase.

The Board noted and congratulated the Discipline Director on his ambitious and strategic goals and wished him all the best to carry out the activities as outlined in his presentation.

Agenda Item 36: BUSINESS DEVELOPMENT & COMMUNICATIONS REPORT

The Director of Business Development & Communications gave a presentation to the Board on the communications strategy, media update and investors and partners relations update. She informed the Board that the new website will be tested in a few weeks time before launching it. She also briefed the Board on the progress that the Centre made with regards to knowledge management sharing, library and information management, science publication and the lessons learnt.

The Board complimented on the new products and the brochures that were distributed to the Board of Trustees which were very informative, especially the Annual Report 2006.

Agenda Item 37: STATUS OF INTERNATIONAL AND REGIONAL AGREEMENTS

The Director of Science Coordination presented the status update on international and regional agreements. The report was taken as read by the Board of Trustees. There are no major concerns in the agreements.

The Director General highlighted that Dr Ida Siason provided an update yesterday concerning the Philippines Sub-Regional Agreement, is pleased with the progress that has been made in this agreement with the assistance of Dr Siason.

Agenda Item 38: REVIEW AND APPROVAL OF THE PRINCIPLE OF BENCHMARKING FOR STAFF'S SALARY

The Director General introduced the paper on the principle of benchmarking for staff's salary. A Board member commented that Management should also consider the cost of living in different countries and the tax free status as a complete compensation package and not just the salary.

Board Decision:

The Board approved the compensation philosophy for WorldFish Centre's staff salary based on its market competitiveness. (Board Action: 34-37)

Agenda Item 26: REVIEW AND APPROVAL OF THE REVISED CONSTITUTION

The Board noted the recommendation of the Governance Committee and discussed the proposed changes. It noted that the changes were relatively minor, were justified and would further reduce the size of the Board. The recommended changes were approved.

Board Decision:

The Board approved the minor changes in Section VI (A) (1). The revised wordings should read as follows:-

1. **The Board of Trustees shall be composed of a minimum of seven (7) voting members. The Board is comprised and selected as follows:**
 - **A minimum of three (3) members at-large elected by the Board.**
 - **A minimum of one (1) member chosen in consultation with the CGIAR and elected by the Board as CGIAR nominee.**

(Board Action: 34-38)

Agenda Item 32: OTHER BOARD MATTERS

There were no other matters.

Agenda Item 40: TIME AND PLACE OF NEXT MEETING

The Chairman informed the Board that there will not be a third face to face meeting in December 2007 since the Board has approved the 2008 budget in this meeting. However, a full Board meeting via teleconference is necessary to approve the 2008 Key Performance Goals, appointment of new Board members and the CCER for Corporate Services Division.

The Board Secretariat will send out a meeting notice for the December 2007 teleconference by November 9th.

The first annual Board meeting in 2008 will be held in Penang in April 2008. All Board of Trustees should plan to arrive in Penang on 3rd April 2008 and there will be one day overlap meeting with the Science Advisory Committee on 4th April 2008. The committee meetings will be held on Saturday, 5th April 2008 and the full Board meeting will be from April 6-7, 2008.

The second annual Board meeting in 2008 is scheduled from September 8-10, 2008 and will possibly be held in Cambodia.

The dates of the December 2008 meeting will be determined at a later date.

Agenda Item 41: OTHER BUSINESS

The Board had earlier requested Management to identify a means to pay a lasting tribute to the late Professor Yehia Hassan Khalil in Egypt. The Deputy Director General recommended that the Centre name the library in Abbassa after the late Professor Yehia Hassan Khalil. Management will invite the family members of the late Professor Khalil to attend the tribute ceremony. The Board approved this recommendation.

Board Decision:

The Board approved the naming of the Library in Abbassa after the late Professor Yehia Hassan Khalil (Board Action: 34-39)

Agenda Item 42: CLOSING REMARKS

Dr Ayyappan thanked the Management for the assistance rendered throughout the Board meeting and would also like to convey his thanks to the IWMI Board for their hospitality and invitation to the WorldFish Board to Sri Lanka.

The Chairman also recorded his thanks to IWMI Board and asked Dr Asger Kej will convey this message to the IWMI Board. The Chairman also thanked Dr Barry Tan, the IRSS Director for his efforts and contribution.

The Chairman said that he is looking forward to working with the new Director of Corporate Services and the Discipline Director of PESS.

The Chairman complimented Ms Emily Khor for her excellent efforts and assistance, and as usual, she always looked after the Board before, during and after the meeting.

The Chairman also thanked Dr Ida Siason for her contribution and assistance to the Centre as a Board member during these years as this is her last Board meeting.

With these closing remarks, the Chairman concluded that the 34th Board of Trustees Meeting is closed. The meeting adjourned at 3.25pm.

Draft_8th November 2007