

**WORLD FISH CENTRE
BOARD OF TRUSTEES
FULL BOARD
FOURTY SECOND MEETING
1ST JULY 2009
HQ, PENANG**

Present:

- Ambassador Remo Gautschi	Chairman
- Dr Wendy Craik	Vice-Chairman
- Dr Ayman Abou-Hadid	Member, Ex-officio
- Dr Stephen J. Hall	Member, Ex-officio, Director General
- Dr Asger Kej	Member
- Dato' Ahamad Sabki Mahmood	Member, Ex-officio
- Ms Vimala Menon	Member

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

Staff in Attendance: Dr Patrick Dugan, Mr Wayne Rogers, Ms Fok Siew Choy, Ms Susheela Sabaratnam

DRAFT MINUTES

Agenda Item 1a: OPENING REMARKS

The Chairman, Ambassador Remo Gautschi, welcomed the Board of Trustees to the 42nd Board of Trustees Meeting, in particular, Dr Ayman Abou-Hadid. The Chairman indicated that the Board looked forward to Dr Ayman's contributions as a new member of the Board.

The Chairman expressed regret that this is the last Board meeting of the Board Secretary, Dr Jamie Oliver. He said that he will give a farewell speech to the Board Secretary during the Board dinner tonight. However, he is delighted that Ms Emily Khor is still assisting the Board in all the administration and logistic arrangements and commended her on her efficiency and excellent support to the Board of Trustees at all times.

The Chairman reminded the Board of Trustees of the Code of Conduct and declared open the 42nd Board of Trustees meeting.

Agenda Item 1b: APOLOGIES

There were no apologies.

Agenda Item 1c: DECLARATION OF CONFLICT OF INTEREST

All Board members declared that there was no conflict of interest.

Agenda Item 2: REVIEW AND APPROVAL OF THE PROPOSED AGENDA

The Board adopted the proposed agenda of the 42nd Board of Trustees meeting.

Agenda Item 3: REVIEW AND APPROVAL OF THE 40th AND 41st BOARD OF TRUSTEES MEETING MINUTES

The Board reviewed the 40th and 41st Board of Trustees Meeting Minutes page by page and approved them subject to 3 minor edits.

Board Decision:

The Board approved the minutes of the 40th Board of Trustees Meeting subject to the following amendments. (Board Action 42-1)

Page 2, change “asked the Board Secretary strived” to ***“asked the Board Secretary to strive”***

Page 20, first dot point, change “to increase” to ***“to consider increasing”***

Page 20, the Board Decision should read as ***“..... recommendations at the November 2009 Board meeting. (Board Action 40-7)”***

Board Decision:

The Board approved the minutes of the 41st Board of Trustees Meeting. (Board Action 42-2)

Agenda Item 4: BUSINESS ARISING FROM THE MINUTES

It was agreed that in future the full text from background papers should not be included in Board Decision’s as recorded in the minutes, but they should be included as an annex to the minutes.

The Board asked for a status update on the benchmarking exercise for staff compensation and benefits policy.

The Director of Corporate Services informed the Board that the benchmarking exercise for both local and international staff is in progress. Selected institutions and universities in the relevant countries have been identified in the benchmarking process to compare the total compensation and benefits. Benchmarking is being carried out on a country by country basis for local staff. The Centre has engaged Mercer to conduct a compensation survey for international staff in collaboration with four other CGIAR centres in Asian countries. The Director of Corporate Services indicated that taxation status is also being factored into the total compensation benchmarking exercise.

Detail results will be presented to the Board of Trustees in the November 2009 Board meeting. Prior to that, an internal review by Management will be carried out in September 2009.

In response to a question on appointments to the SAC, Management informed the Board that Dr Anne Kapucinski had been formally invited to serve a second term, and to serve as Chair of the SAC. She has accepted this invitation.

The Board requested Management to provide feedback on what actions had been taken in relation to staff travel and work in areas of high risk.

Agenda Item 5: REVIEW BOARD ACTION PLAN TO 40th AND 41st BOARD MEETING

The Board noted the Board Action Plan.

Agenda Item 6: REPORT OF THE CHAIRMAN AND UPDATE ON THE CGIAR AND ALLIANCE BOARD, REPORT BY OTHER TRUSTEES ON ACTIVITIES AND EARNINGS RELATING TO BOARD ACTIVITIES

Ambassador Remo Gautschi: The Chairman's report was taken as read. The Chairman updated the Board of Trustees on his interviews with two potential Board candidates. He was in contact with Dr Kej, and based on his advice he decided to have a face to face interview before confirming the appointment.

Dr Wendy Craik: No report.

Dato' Ahamad Sabki Mahmood: Dato' Sabki informed the Board that he attended the Ecosystem Based Fisheries Management and Development workshop in Vancouver from May 28-29, 2009, organised by APEC. According to Dato' Sabki, this is a new approach in the fisheries environment which is highly relevant to the WorldFish Center. The Director General noted Dato' Sabki's advice and will follow up with him in a separate discussion.

Dr Asger Kej: No report.

Dr Ayman Abou Hadid: Dr Ayman informed the Board that he attended a meeting with the sub-region of FARA in April 2009. He noted that there is a lot of potential in this area whereby training can be provided to the specialists in the broader African region.

The Director General said that he had an opportunity to discuss this and other issues with Dr Ayman prior to the Board meeting and will be following up with him in the future.

Ms Vimala Menon: Ms Menon reported that she visited WorldFish Center for a one day comprehensive orientation on 23rd April 2009. The orientation had given her an in-depth understanding on some of the research projects that the centre is undertaking.

Agenda Item 7: SUMMARY REPORT OF THE DIRECTOR GENERAL

The Director General's report was taken as read. He briefed the Board that he will be meeting with the Senior Leadership Team on Friday, 3rd July 2009 to review the strategy and seek input from them before making a decision to implement the new proposed structure.

The Director General said that the Centre's grant funding pipeline is a major concern and Management is closely monitoring this at more frequent intervals.

Two Board members voiced their concerns about the centre's pipeline, its current financial status performance in Africa. This was especially important in light of the uncertainties surrounding the CGIAR change process and the current global financial situation.

A Board member suggested that WorldFish Center should communicate to the public more often about the Centre's work and success stories about how it has impacted the poor. These success stories could attract more funding from the donors. Another Board member also suggested that WorldFish Centre work more closely with the National Aquatic Research System (NARS).

The Board agreed that it is very concerned about the Centre's financial situation and performance. It highlighted the fact that the time being devoted to the CGIAR change process may be an important contributing factor which will need to be closely monitored. The Board will expect a report in November providing details on what actions have been taken to address the current problems facing the Centre.

Agenda Item 8: UPDATE ON THE PERFORMANCE OF 2009 (FIRST HALF YEAR) KEY PERFORMANCE GOALS

The Director Science Coordination informed the Board that WorldFish Centre's ranking in the CGIAR Performance Indicators had fallen from Superior to Satisfactory. Key factors contributing to this were our lack of significant documented outcomes, our low publication rate, and poor results for gender and diversity.

Management was requested to find out from other Centres who had consistently performed well in the CGIAR performance to enable WorldFish Center to learn from other Centres.

Management was asked look into KPG # 8 and to find out the reason for the low achievement rate. Management will report to the Board in the next Board meeting.

Management was requested to look into the under-spending under KPG # 10b to ensure that our under-spending is under control.

The Board noted the update of the 2009 KPG.

Board Decision:

Management to look into the low achievement rate of KPG # 8 and report to the Board the reason of the low rate in the next Board meeting. (Board Action: 42-3)

Agenda Item 9: UPDATE ON RETURN OF INVESTMENT IN VARIOUS REGIONS

CLOSED SESSION.

Agenda Item 10: UPDATE ON 2009 FINANCIAL STATUS INCLUDING REVIEW OF OVERHEAD COST RECOVERY

CLOSED SESSION.

Agenda Item 11: MEDIUM TERM FUNDING OUTLOOK

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

Agenda Item 12: UPDATE ON CGIAR CHANGE PROCESS

The Director General gave a detailed Power Point presentation on the design and establishment of the consortium. The Board discussed the current status of the reform process situation in the reform. According to the Director General, there was a survey carried out on the donors and approximately 60% - 70% have responded favourably to support the change process and support the funding, whereas, there are some donors still not committing. However, details of the funding and framework still need to be worked on and this will be important to persuading currently uncommitted donors.

The Chairman commended the Director General for doing a good job in his contribution to the CGIAR change process. The Board noted the report on CGIAR change process and would like to review the entire package, including implications on constitution and role of the Board of WorldFish Center, prior to agreeing to join the consortium.

Agenda Item 13: UPDATE ON MUST WIN BATTLES STRATEGY

The report on Must Win Battle 2 – Creating more time for impact was taken as read. The Director of Corporate Services gave a presentation on the progress and action to be taken till end of 2009 and also during the longer term period.

The Board noted the report and was glad to see that finally WorldFish Center is working on implementing full cost recovery.

Agenda Item 14: REVIEW AND APPROVAL OF THE ROLLING PLAN FOR CENTER COMMISSIONED EXTERNAL (CCER) REVIEWS

The Deputy Director General introduced this paper and the Board approved the recommended CCERs schedule.

Board Decision:

Year	January - June	July - December
2010	(No CCER given need to focus on pipeline development and project implementation)	Development impacts of resilient small-scale fisheries; The impact of the Center's

		communications
2011	Past impact and future directions for the Center work on Governance	Mentoring and career development of scientists
2012	Markets and trade; or Water	Climate change

The Board noted and approved the proposed schedule of CCERs for 2010-2012. (Board Action: 42-5)

Agenda Item 15: UPDATE BY DEPUTY DIRECTOR GENERAL

The Deputy Director General's report was taken as read. The Deputy Director General highlighted to the Board that the Eastern & Southern Africa has the potential for growth but the Western & Central Africa has problems in terms of income and expenditure. The Deputy Director General informed the Board that more information will be provided to the Board about the change in operations in both Malawi and Zambia once the new structure is in place.

He also briefed the Board that Philippines is developing very well under the leadership of Dr Maripaz Perez, the Regional Director.

A Board member commented that it will be excellent for WorldFish Center to promote fisheries and aquaculture to the policy makers so that they are aware of the importance of food security. This effort could be focused in the region where there is lack of awareness in fisheries and aquaculture work. The Centre requires a strong network in Africa to promote fish as food security. The strong network could be part of the capacity building in the African region and this could be achieved through trainings, workshops and awareness campaign.

The Chairman concurred and reiterated that new approach must be sought in order for WorldFish Center to win over Africa.

Agenda Item 16: COMMITTEE REPORTS

Agenda Item 16a: Report of the Audit Committee

The Chairman of the Audit Committee summarized the discussions and recommendations of the Audit Committee meeting. The Board made the following decisions based on its acceptance of the Audit Committee's recommendations.

Agenda Item 5 Review of Code of Conduct Compliance

Board Decision:

The Board approved the proposal to review the code of conduct compliance and that the responsibility resides with the Audit Committee. The Governance

**Committee should attest to the compliance and reports annually to the Board.
(Board Action: 42-6)**

**Agenda Item 6 External Audit Matters
Agenda Item 6a Approval of Audit Plan for 2009 Audit (D)**

Board Decision:

The Board approved the Audit Plan for 2009 audit. (Board Action: 42-7)

**Agenda Item 6b: Appointment of External Auditor for 2009 Audit and
Approval of Audit Fees (D)**

Board Decision:

**The Board approved the Appointment of External Auditor for 2009 Audit and
Approval of Audit Fees. (Board Action: 42-8)**

Agenda Item 7: Review of Risk Management Process (I)

Board Decision:

**The Board noted and approved the Risk Management Activities with the
following amendments. (Board Action: 42-9)**

- Risk No. 5 (Research quality and efficiency) – should be Impact High and Likelihood Low
- Risk No. 38 (Funding and Pipeline Management) – The Senior Leadership Team will meet on July 3 to further address this issue.
- The Audit Committee agreed with the other changes and specifically that Risk No. 6 (Research dissemination and impact), Risk No. 43 (Foreign exchange management) and Risk No. 58 (Back Up Data & Disaster Recovery Plan) need to be upgraded to Key Risks.

**Agenda Item 8: Review and Approval of Treatment of Foreign Currency
within the WorldFish Center**

Board Decision:

**The Board approved the changes to the Treasury Policy on treatment of
foreign currency within the WorldFish Center. (Board Action: 42-10)**

Agenda Item 16b: Report of the Governance Committee

**Agenda Item 5: Review of Board Membership and Actions to be taken
Agenda Item 5a: Appointment of New Board Members**

Board Decision:

The Board approved the Governance Committee's recommendation that:

- The Board Chair should conduct an interview with Drs Judi Wakhungu and possibly Dr Kallunde Sibuga and then make a recommendation to the full Board for a final decision via email; (Board Action: 42-11)
- The Board Chair should be authorized to appoint Dr Axel Wenblad commencing January 1, 2010, after making further inquiries to confirm his suitability. (Board Action: 42-12)

Agenda Item 5b: Consideration of Unfilled Board positions for 2009-2010

Board Decision:

Mr Wayne Rogers is appointed as the Board Secretary commencing at the end of the current Board Meeting (Board Action: 42-13)

Agenda Item 6: Appointment of Science Advisory Committee Members

Board Decision:

- That Professor Bailey is appointed to the SAC with immediate effect and invited to attend the next SAC meeting in March 2010; (Board Action: 42-14)
- That Professor Roheim is appointed to the SAC at the end of the next SAC meeting, replacing Professor Ashe who will complete his current term after this meeting. (Board Action: 42-15)

Agenda Item 7: Potential Board Training on Reputational Risk

Board Decision:

Management should conduct an in-house training session on Reputational Risk at the next Board meeting. (Board Action: 42-16)

Agenda Item 17: ELECTION OF BOARD MEMBERS

The Board approved the Governance Committee's recommendation as per Agenda 5a under the report of the Governance Committee.

Agenda Item 18: ELECTION OF SCIENCE ADVISORY COMMITTEE MEMBERS

The Board approved the Governance Committee's recommendation as per Agenda 6 under the report of the Governance Committee.

Agenda Item 19: OTHER BOARD MATTERS
Ratification of Board's Out of Session Decision on MTP 2010-2012

Board Decision:

The Board ratified the out of session on MTP 2010-2012 via email dated 27th May 2009. (Board Action: 42-17)

Agenda Item 20: TIME AND PLACE OF NEXT MEETING

The Board discussed the venue of the next Board meeting and it was agreed that the November 2009 Board meeting will be held in Cairo. Dr Ayman will make arrangement for the Chairman of the Board to have a meeting with the Minister of Agriculture and also the GFAR Chairman during his trip to Cairo.

The Deputy Director General added that since the Board meeting in November will be held from November 18-19, 2009, he advised that the meeting will be held in Cairo and one day field trip to Abbassa facility.

It is also confirmed and agreed that the first annual Board meeting for 2010 will be held during the week of 15th March 2010 with SAC meeting prior to the Board meeting and one day overlap between the SAC and Board of Trustees.

Agenda Item 21: OTHER BUSINESS

There were no other items of business.

Agenda Item 22: CLOSING REMARKS

The Chairman thanked the Board of Trustees for their participation and constructive discussions with Management. He also thanked Management and staff for the logistic arrangements to make the Board meeting a successful one.

The Chairman recorded his thanks and appreciation to the Board Secretary, Dr Jamie Oliver, for his assistance and support to him. The Chairman informed the Board that more speeches will be given by him in appreciation of the Board Secretary during the Board dinner tonight.