

**WORLD FISH CENTRE
BOARD OF TRUSTEES
FULL BOARD
FOURTY THIRD MEETING
18TH NOVEMBER 2009
CAIRO, EGYPT**

Present:	- Ambassador Remo Gautschi	Board Chair
	- Dr Ayman Abou-Hadid	Member, Ex-officio
	- Dr Stephen J. Hall	Member, Ex-officio, Director General
	- Dr Asger Kej	Member
	- Ms Vimala Menon	Member
	- Dr Judi Wakhungu	Member
Absent with	- Dr Wendy Craik	Vice-Chairman
Apologies:	- Dato' Ahamad Sabki Mahmood	Member, Ex-officio
Board Secretary:	- Mr Wayne Rogers	Director, Corporate Services

Staff in Attendance: Dr Patrick Dugan, Dr Ann Gordon

DRAFT MINUTES

Agenda Item 1a: OPENING REMARKS

The Board Chair welcomed all in attendance including Management staff, especially Dr Ann Gordon from the Egypt office and declared open the 43rd Board of Trustees Meeting in Cairo.

The Board Chair welcomed Professor Judi Wakhungu, our new Board member, to the meeting and requested that she gave a short introduction about herself.

The Board Chair reminded all members of the Board of Trustees of the Code of Conduct and values. He also encouraged the Board of Trustees to be as transparent as possible in all discussions.

At this juncture, the Board Chair requested Management to provide a brief on the cancellation of the Reception. The Deputy Director General informed the Board of Trustees that the reason for cancelling the Reception was due to the sudden demise of our Senior Geneticist, Dr Mahmoud Rezk, who passed away on Monday morning due to pancreatic cancer. The cancellation was due to his high esteem in the community and as a mark of respect to him. The Deputy Director General reported that he received positive feedback from partners and stakeholders and they had expressed their appreciation to the Management for cancelling the Reception as this was the right thing to do. The Board and Management recorded its condolences to Dr Mahmoud Rezk's family.

Agenda Item 1b: APOLOGIES

The Board Chair informed the Board that Dr Wendy Craik sent her apologies and was not able to attend this meeting due to a health problem.

Dato' Sabki also sent his apologies for not being able to attend this meeting because of his daughter's wedding. The Board Chair asked the Board Secretary to send Dato' Sabki an email to congratulate him.

Agenda Item 1c: DECLARATION OF CONFLICT OF INTEREST

All Board members declared that there were no conflicts of interest.

Agenda Item 2: REVIEW AND APPROVAL OF THE PROPOSED AGENDA

The Board adopted the proposed agenda of the 43rd Board of Trustees meeting.

Agenda Item 3: REVIEW AND APPROVAL OF THE 42nd BOARD OF TRUSTEES MEETING MINUTES

The Board reviewed the 42nd Board of Trustees meeting minutes page by page and approved the minutes as presented to the Board. The Board appreciated the concise minutes and requested Management to attach all policies approved by the Board as an annex to the minutes of the meeting in future as a record of the new revised policy.

Board Decision:

The Board approved the minutes of the 42nd Board of Trustees Meeting as presented to the Board and that all policies approved by the Board must be attached as an annex to the minutes of meeting in future. (Board Action 43-1)

Agenda Item 4: BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes of the Board meeting.

Agenda Item 5: REVIEW BOARD ACTION PLAN TO 42nd BOARD MEETING

The Board noted the Board Action Plan. The Deputy Director General was requested to draft a formal letter of appointment to Professor Roheim to confirm her appointment as the Science Advisory Committee member and a further letter to Professor Frank Asche informing him that his term will not be extended after March 2010.

Board Decision:

The Board requested Management to prepare letters to be signed by the Board Chair, to Professor Frank Asche and Professor Roheim. (Board Action 43-2)

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

Ambassador Remo Gautschi: The Board Chair apologised for circulating his report at a last minute and hoped that the Board of Trustees had the time to read the brief report. The Board Chair's report was taken as read. The Director General commented that as a result of the proposed reforms to the CGIAR system that we will be better placed for the future in difficult times.

Dr Asger Kej: Dr Kej reported that since the last Board meeting, he was involved in the discussion with DANIDA to get an update on their thinking relevant to the CGIAR change in global and fisheries/aquaculture specifically. The good news was that DANIDA will support the fund and perhaps with increased CGIAR funding. The bad news was that fisheries and aquaculture were still very low on DANIDA's internal priority list but this was less of a concern since the majority of the core funding will now flow through the fund and will be distributed by the Consortium.

He further mentioned that he had been in contact with the former Danish Fisheries Research Institute (now called DTU Aqua after a merger into the Danish Technical University) about future collaboration on aquaculture. He has urged DTU Aqua to collaborate with WorldFish Center in their current drive to re-engage in Africa (e.g. work with the Benguela Current Commission).

Ms Vimala Menon: Ms Menon informed the Board that she attended the CGIAR Board orientation in Rome for 3 days and this was very helpful to her as she now has a good understanding on CGIAR system. She informed the Board that at one of the sessions, a presentation was given by Ms Vicki Wilde from the Gender and Diversity division and a benchmarking result had shown that the WorldFish Center had a problem in the gender area. The Board Secretary was requested to clarify the data with Vicki Wilde and work with Management to address any relevant lessons learned.

Dr Ayman Abou Hadid: There was no report from Dr Ayman.

Dr Judi Wakhungu: Dr Judi Wakhungu introduced herself and informed the Board that she is the Executive Director of African Centre for Technology Studies. She has expressed her excitement to be a member of the Board of Trustees of WorldFish Center and looked forward to working with the Board of Trustees in the forthcoming years.

Agenda Item 7: SUMMARY REPORT OF THE DIRECTOR GENERAL

The Director General's summary report was taken as read. The Director General highlighted the following.

1. The restructuring in the Centre under the MWB 1 strategy has allowed the Centre to realign its budget in a strategic manner and Management was able to plan the pipeline in a much easier way. Good progress has also been made under the MWB 2 strategy in terms of processes and system. More personalised support has been provided in terms of administrative support to the regional offices.
2. Dr William Collis was hired to replace Mr Alan Brooks as the Regional Director in Bangladesh. The Director General is confident that Dr Collis will be able to continue to drive our operations in Bangladesh.

3. Mr Alan Brooks has been relocated to lead our operations in Cambodia.
4. The Centre is currently looking for a suitable candidate for the post of Regional Director for Africa. It is envisaged that finding a suitable candidate could be quite a challenge and due to this the Centre has engaged the services of a head hunter to assist in the process.
5. The Director General said that he will update the Board later on the CGIAR change process. He informed the Board that after writing this report, he was approached to continue his leadership role as the Alliance Executive Chairman. After consulting with the Board Chair, the Deputy Director General and Director of Corporate Services, he has decided not to continue for another year.

The Board commended the Director General on his comprehensive report and concurred with his wise decision not to continue in his role as Alliance Executive Chairman. The Board Chair commented that the Director General had done an outstanding job in contributing to the CGIAR change process. He noted that the WorldFish Center would still be contributing and playing an active role in the CGIAR change process because the Director of Corporate Services will still be very much involved in the shared services initiative.

A Board member queried Dr Blake Ratner's relocation to be based in IFPRI in Washington DC. The Deputy Director General responded that this was partly due to the MWB 1 strategy and the resultant new structure which reduced the number of Regional Directors in the Centre. It was decided that it would be of great value to retain Dr Ratner to focus on one of the MTPs and him being based in IFPRI will assist the Centre to raise its profile in Washington.

It was emphasised by a Board Member that getting our Africa strategy right is key to our future success.

Agenda Item 8: REVIEW AND APPROVAL OF CENTRE'S 2010 BUDGET AND UPDATE ON CURRENT FINANCIAL POSITION

CLOSED SESSION.

Agenda Item 9: UPDATE ON 2009 KEY PERFORMANCE GOALS (KPG)

The Director General introduced the 2009 Key Performance Goals to the Board and noted that the Centres performance for 2009 will be mixed.

Board members made the following comments and observations.

1. How do the KPG's relate to the World Bank indicators?
2. Our problems relate mainly to the financial indicators and this is where we need to focus.
3. The gender indicator must focus on gender balance and not absolute numbers and a clear goal stated.
4. The gap analysis report was inadvertently missed out by Management at this meeting. The gap analysis report is key to assessing pipeline and this overview should be a standing item for assessment by the Board.

The Director General also explained to the Board the segregation of roles and responsibilities of Business Development & Communications Division due to the departure of Dr Helen Leitch in early next year.

The Board Chair emphasised that the Board would like to see more improvements in the KPG results next year and this should be possible as the Director General will be able to focus more on the Centre's activities next year.

On a different note, the Director General suggested that the actual World Bank benchmarking results should also be presented to the Board for information in future.

Board Decision:

The Board requested Management to continue to provide the Board with an overview of the Centre's medium term funding outlook and pipeline development at every Board meeting and a formal report of our performance versus World Bank indicators to be presented annually. (Board Action 43-4)

Agenda Item 10: REVIEW AND APPROVAL OF KEY PERFORMANCE GOALS FOR 2010

The Director General informed the Board that he and his senior management staff would like to review both the KPGs and the individual goals more closely before presenting the 2010 KPGs to the Board for approval. This will be done via email.

Board Decision:

Management will circulate the KPG 2010 via email for the Board's out of session approval. (Board Action 43-5)

Agenda Item 11: REVIEW AND APPROVAL OF HR BENCHMARKING STUDY AND RESULTANT POLICIES

The Director of Corporate Services briefed the Board about the benchmarking exercise that the Centre carried out for international and national staff. The method and participants were outlined in the detailed paper.

More work needs to be done for national staff, due to the difficulties in obtaining proper benchmarking data. However two initial trends were noted. Compensation for national staff in Malaysia is slightly above market values and Solomon Islands positions are below the market value. Housing allowances for the Solomon Islands have already been adjusted and salary adjustments will be proposed as appropriate in 2010.

Minor adjustments are required for Senior and Junior scientists and all other categories were within acceptable parameters.

More work needs to be done to harmonise health benefits and ensure that pension contributions and funds are adequate to meet retirement needs of our staff. These issues will be addressed in conjunction with AIARC, if possible. The method of reimbursing expatriate housing costs will remain the same.

The Board noted the benchmarking exercise and that Management will not increase the costs of pension and health benefits to ensure that the Centre remains competitive.

Board Decision:

The Board noted that further work needs to be done by the Management to improve the provision of employee pensions and health cover and the Centre's remuneration will be reviewed at the 2010 March Board. Management is authorised to seek and evaluate alternatives for the provision of pension and health benefits. (Board Action 43-6)

Agenda Item 12: REVIEW AND UPDATE ON CURRENT EVALUATION POLICY

The Director General informed the Board that this policy will be presented to the Board after the Centre has incorporated some of the changes in line with the CGIAR reform process.

Board Decision:

The Board noted Management's proposal to further review the Centre's Evaluation Policy to be in line with the CGIAR reform process. (Board Action 43-7)

Agenda Item 13: REVIEW AND APPROVAL OF CLOSURE OF CENTER FACILITIES (CLOSED SESSION)

CLOSED SESSION.

Agenda Item 14: UPDATE ON CGIAR REFORM AND DETERMINE POSITION

The Director General gave a comprehensive overview using the ExCo 17 Power Point presentation and shared with the Board members what transpired during the EXCO 17 meeting.

The Board Chair went through with the Board members the draft Consortium Constitution on each Article and sought the Board's comments and feedback.

Followings are the comments provided by the Board of Trustees.

- Article 6.2.2 Composition – to incorporate the word “management” under the first point “Membership should reflect science/research/**management** and”. It was agreed that this was a minor issue and should not be raised with respect to the constitution as part of the Centre's formal position.
- Article 9.4 Rights and responsibilities of Member Centers in Securing Bi-lateral Funding - The Board discussed with Management at great length the practicality of moving to a mandated full cost recovery position with Bi-lateral donors in the short term. It was agreed that this is not possible and the Board Chair suggested that the Centre express its concern to Ms Katherine Sierra about this clause in the Constitution in its letter agreeing to join the Consortium in principle.

In conclusion, the Board did not have any major concern on the Consortium Constitution, apart from that outlined above, noted the progress made with the CGIAR change process and agreed that WorldFish will give “in principle” support to joining the Consortium. It noted that the Centre needs to receive a legal opinion with regard to the reform and our host country agreement and that the Malaysian government should be briefed on the changes.

Board Decision:

The Board Secretary to prepare an official reply from the Board Chair on behalf of the Board of Trustees to the Chair of CGIAR, Ms Katherine Sierra with regards to the Board’s decision to join the Consortium incorporating its concern about full overhead costs recovery for bilaterally funded activities. (Board Action 43-9)

Agenda Item 15: CGIAR REFORM: TRANSITIONAL ARRANGEMENTS

The Board had discussed at length the CGIAR reform in the previous agenda item and noted the current status as presented by the Director General. It noted that an action plan for transition was being drawn up by Management led by the Director General. The Board Chair undertook to keep the Board updated of developments as they unfold.

Agenda Item 16: UPDATE BY DEPUTY DIRECTOR GENERAL

The Deputy Director General’s report was taken as read.

The Deputy Director General stressed that great progress had been made during the formulation of 2010 budget based on the new structure as proposed in the MWB 1 strategy. He informed the Board that he will be working very closely with the Discipline Directors to further work on the plans to achieve the goals of the MTP and beyond.

He also informed the Board that Management is also looking into the possibility of relocating one of the Discipline Directors to Lusaka, in the Sub-Saharan Africa region and have discussed this matter with Dr Malcolm Beveridge, however, no decision has been made yet.

Based on the report, a Board member noticed that the status of Zambia office has been changed to Programme Country and he did not recall this was discussed with the Board. The Board Chair emphasised and reminded Management that the Board has to approve the opening and closure of all offices established by the Centre. The Board also requested Management to provide them with information about staff’s presence and status of each office with physical facilities at each Board meeting.

The Board Chair thanked the Deputy Director General for the extensive report and noted the report.

Board Decision:

Management to provide the Board a list of offices and staffing in each office, at every Board meeting. (Board Action 43-10)

Agenda Item 17: COMMITTEE REPORTS

Agenda Item 17a: Report of the Audit Committee

The acting Audit Committee Chair reported that there were two major updates from the Audit Committee, that is, the Internal Auditor's report and the report on Risk Management Activities.

The acting Audit Committee Chair informed the Board about the resignation of the Internal Audit Director, Mr John Fitzsimon and that the Board expressed its concern over finding a suitable replacement.

Agenda Item 5: Internal Auditor's Report

Board Decision:

The Board approved the Audit Committee's recommendation that:

- **Future Internal Audit Reports must include a note on the reasons of deferment of any audit. (Board Action 43-11)**

Agenda Item 6: Update on Risk Management Activities

Board Decision:

The Board approved the Audit Committee's recommendation that:

- **The Board Secretary to discuss with the Risk Assessment Committee the impact assessment of Risk No. 5 with a view to changing this to high risk. (Board Action 43-12)**

Agenda Item 7: Other Audit Committee Matters (Good Practice Note on Audit Committee Agendas and Audit Committee Self-Assessment)

Board Decision:

The Board approved the Audit Committee's recommendation that the questions relating to Audit Committee Self-Assessment be reviewed and incorporated into the Board Self-Evaluation form when the Board reviews the evaluation process; as discussed in the Governance Committee Meeting. (Board Action 43-13)

Agenda Item 17b: Report of the Governance Committee

The Governance Committee Chair highlighted the importance of looking for a new Board member with governance/CEO's skills to replace Dr Asger Kej and Dr Wendy Craik. The preference is that the replacement be a female from the South. It was recommended that this new Board member must be appointed in July 2010. In view of the urgency of replacement, the search and ground work must be carried out as soon as possible.

The Governance Committee Chair recommended to the Board that although under the Constitution, the minimum requirement is to have seven Board members, the Governance Committee recommended that the Board should aim to have eight Board members to avoid any problems with a quorum if a Board member is absent.

The Board Chair informed the Board that Professor Axel Wenblad had written an email to him yesterday, expressed his interest to join the WorldFish Board of Trustees and had requested for a face to face meeting with the Board Chair.

Agenda Item 4: Business Arising from the Minutes

Board Decision:

The Board approved the Governance Committee's recommendation to officially appoint Dr Axel Wenblad as a member of the Board of Trustees effective January 2010 and he will be invited to participate in the March 2010 Board meeting. (Board Action 43-14)

Agenda Item 5: Review of Board Membership and Actions To Be Taken

Agenda Item 5a: Review of Board Membership Needs and Candidates Database

Board Decision:

The Board approved the Governance Committee's recommendation that:

- The Board should aim to have eight members although the minimum requirement is seven members as per the Constitution. (Board Action 43-15)
- The Governance Committee to conduct a search for a new member based on the requirements. The potential candidate must be female, with governance/CEO background (preferably with fund raising contacts) and from the South (preferably Sub-Saharan Africa) or Pacific. (Board Action 43-16)
- The list of selected candidates must be provided to the Governance Committee before the March 2010 meeting in order for a final selection to be made at the March 2010 Board meeting. (Board Action 43-17)

Agenda Item 5b: Consideration of Unfilled Board Positions for 2010-2012

At this juncture, the Board Chair left the room for an election of the appointment of the Board Chair to be carried out. Due to the absence of the Vice-Chairman, the Board unanimously appointed Dr Asger Kej as the acting Chairman to run the meeting. The Board unanimously voted Ambassador Remo Gautschi as the Board Chair for another period of two years.

Board Decision:

The Board approved the Governance Committee's recommendation that:

- Ambassador Remo Gautschi is reappointed as the Board Chair for another period of 2 years subject to renewal at the end of his term. (Board Action 43-18)
- The reappointment of Vice-Chairman will be done in the March 2010 Board meeting. (Board Action 43-19)
- Drs Judi Wakhungu and Axel Wenblad to be appointed as members in the Governance Committee effective January 2010. (Board Action 43-20)
- Dr Wendy Craik to be appointed as the Chair of Governance Committee replacing Dr Asger Kej effective January 2010. (Board Action 43-21)
- Dr Ayman Abou Hadid to be appointed as a member of the Audit Committee replacing Dr Asger Kej. (Board Action 43-22)
- Ms Vimala Menon to be appointed as the Chair of Audit Committee effective January 2010 replacing Dr Wendy Craik. (Board Action 43-23)

- **The Board Awards Committee to be dissolved. The Director General together with the Board Secretary will form a permanent sub-committee for the Board Awards. This sub-committee will recommend the shortlisted nominees to the full Board for approval. (Board Action 43-24)**

Current Board Officers and Committee Members for 2009-2010 elected at the 43rd Board of Trustees Meeting on 18th November 2009:

- | | | | |
|------------|-----------------------------------|---|------------------|
| I. | Board Officers | | |
| | Ambassador Remo Gautschi | - | Chairman |
| | Dr Wendy Craik | - | Vice Chairman |
| | Mr Wayne Rogers | - | Board Secretary |
| II. | Committee Membership | | |
| a. | Executive Committee | | |
| | Ambassador Remo Gautschi | - | Chairman |
| | Dr Wendy Craik | - | Vice Chairman |
| | Dr Stephen J. Hall | | |
| b. | Audit Committee | | |
| | Ms Vimala Menon | - | Chairman |
| | Ambassador Remo Gautschi | | |
| | Dr Wendy Craik | | |
| | Professor Ayman Abou Hadid | | |
| c. | Governance Committee | | |
| | Dr Wendy Craik | - | Chairman |
| | Ambassador Remo Gautschi | | |
| | Dr Judi Wakhungu | | |
| | Dr Axel Wenblad | | |
| d. | Board Awards Sub-Committee | | |
| | Dr Stephen J. Hall | - | Director General |
| | Mr Wayne Rogers | - | Board Secretary |

The Board Chair thanked the Board for their confidence in him in electing him as the Board Chair for another term. He would appreciate any feedback from the Board of Trustees on how he can improve further in his leadership as a Board Chair. The Board Chair accepted the reappointment for another period of two years.

Agenda Item 7: Evaluation of Board Performance

Board Decision:

The Board approved the Governance Committee's recommendation that the Board Evaluation form to be reviewed during the second half of 2010 and to incorporate the changes as discussed during the Governance Committee meeting as well as to include the changes based on the new CGIAR Board Constitution. (Board Action 43-25)

Agenda Item 8: Review of Orientation Programme for New Board Member

The Board Chair asked Dr Judi Wakhungu if she is willing to attend the CGIAR Board orientation due to her tight schedule. Dr Wakhungu responded that the orientation programme may not be appropriate for her as she already knew the CGIAR system very well. She will, however, consider the matter in light of the other benefits of the course and her own schedule of commitments.

Ms Vimala Menon attended the orientation in Rome in early November 2009 and reported that it was a very intensive 3 days programme. She had benefited from her attendance and now has a better understanding on the CGIAR system.

Board Decision:

The Board approved the Governance Committee's recommendation that:

- **Management arrange a one on one session for new Board members with senior scientists, namely, the Discipline Directors which would greatly assist a new Board member's understanding of the Centre's research work. (Board Action 43-26)**
- **Dr Judi Wakhungu attends the next CGIAR Board orientation in mid of 2010 subject to her consideration and agreement to attend. (Board Action 43-27)**

Agenda Item 18: ELECTION OF BOARD MEMBERS

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

Agenda Item 19: ELECTION OF SCIENCE ADVISORY COMMITTEE MEMBERS

The Board noted the current membership of the Science Advisory Committee (SAC) members as discussed at the Governance Committee meeting.

Board Decision:

Management will submit a list of potential candidates with CVs to replace Dr Ana Parma for the Board's approval out of session before the March 2010 Board meeting. (Board Action 43-28)

Agenda Item 20: EVALUATION OF BOARD PERFORMANCE

The Board approved the Governance Committee's recommendation as per Agenda Item 7 under the report of the Governance Committee.

Agenda Item 21: OTHER BOARD MATTERS

There were no other Board matters.

Agenda Item 22: CORPORATE SERVICES REPORT

The Corporate Services Report was taken as read by all Board members. The Director of Corporate Services gave an overview on some of the development that will be taking place based on the MWB 2 strategy and informed the Board that Management has decided not to hire a Head of IT but has entered into a strategic partnership with IRRI with the aim of developing a regional I.T. capability.

The Board noted the report and agreed with the content.

Agenda Item 23: BUSINESS DEVELOPMENT & COMMUNICATIONS DIVISION REPORT

The Director General introduced the paper on Business Development & Communications on behalf of the BDCD Director and once again apologised on the oversight of preparing the medium term funding outlook gap chart.

The Deputy Director General was asked to provide the Board with a general update on the current status of pipeline development. The Deputy Director General drew the Board's attention to the graph provided to the Board under agenda item 8; Allocation of core and grant funding across budget unit for forecast 2009 and budget 2010. In summary, focus area will be on the program countries for pipeline development and the particular area that requires attention is Sub-Saharan Africa.

The Board Chair encouraged Management to ensure that the purple colour graph which indicated the number of proposals being submitted to turn to red, as secured.

The Board noted the contents of the BDCD report.

Agenda Item 24: STATUS OF INTERNATIONAL & REGIONAL AGREEMENTS

The Director of Corporate Services introduced this paper and has taken as read by all Board members. The Board noted the status of each regional agreement as reported and had no further questions on the report.

Agenda Item 25: TIME AND PLACE OF NEXT MEETING

The 1st Annual Board meeting in 2010 is confirmed to be held from March 17-19, 2010 in Penang.

It was proposed that the 2nd Annual Board meeting in 2010 to be held in Zambia but subject to confirmation. If this location is not feasible, then, Management would propose an alternative Regional venue. The proposed date of the meeting is during the week of November 15th, 2010.

The Board agreed to management's proposal to hold two face to face board meetings per annum in future, with additional meetings held by teleconference as necessary.

Board Decision:

The Board will hold two face to face meetings in future with additional meetings held by teleconference as necessary. (Board Action 43-29)

Agenda Item 26: OTHER BUSINESS

There were no other items of business.

Agenda Item 27: CLOSING REMARKS

The Board Chair remarked that he was glad that the Board had dealt with several important issues at this meeting and that the meeting had been very well prepared and went well. He also commended the Board members on having a good and open dialogue pertaining to some important matters.

The Board Chair thanked Dr Asger Kej and acknowledged his considerable efforts and contributions to the Board over his six years tenure. He also thanked all the staff involved in making this Board meeting a successful one.

Draft WR/ek/26thNov2009