

# THE WESTERN AUSTRALIAN MARINE SCIENCE INSTITUTION

Chairman's Newsletter No. 1

31 August 2005

Greetings

I believe that there is value in setting up a Chairman's Newsletter series so that I can provide information and observations to WAMSI Governors, Alternates and Administration from time to time.

The first thing I need to say is that we should probably make reference to the Governors and Alternates as Interim Governors and Interim Alternates noting that they have not yet been nominated pursuant to the Joint Venture Agreement. Essentially, this also applies to the Chairman, as well as to the Governing Board and the CEO if they are appointed before the JVA has commenced. However, my understanding is that members of WAMSI have encouraged the establishment of WA Marine Science Institution as soon as is reasonably possible, and as Chairman I am endeavouring to deliver on a number of parallel processes (Agreements, Governors, Governing Board CEO and so on). I would be pleased if members could have this mind as we proceed down the path. I recognise that this is taking the time of members (Interim Governors) but I anticipate that all members would want to be involved in the formative stages of WAMSI.

Members are invited to provide observations on the information provided in this Newsletter if they so desire. However, I would request that any observations provided be copied to the Acting Director of WAMSI. I need to be careful not to become an operational Chairman.

## *Progress on the Agreements*

The meeting held on 16 August 2005 progressed the development of the Joint Venture Agreement. I am conscious that at least some of the governors will need to have the package of (i) the proposed Joint Venture Agreement, (ii) the proposed Agreement with the Western Australian Government, (iii) the proposed Business Plan and (iv) the proposed Centre Agent Agreement before they are in a position to move forward to having their respective Parties consider signing the Joint Venture Agreement. Information on each of these items is given below.

### 1 The proposed Joint Venture Agreement (JVA)

Version 3 of the JVA has now been sent to all governors and alternates (30 August 2005). This is in a form suitable for consideration by legal people, especially for those members who have access to in-house legal services, so that we will have first cut legal advice available. It is an iterative process.

### 2 The proposed Agreement with the Western Australian Government

The Acting Director has been advised that this Agreement will be similar to that between the Government and the WA Energy Research Alliance. The Business Plan will be an Appendix to the Agreement.

The Agreement or the Business Plan will need to take into account matters such as SRFME and the Ningaloo research program.

### 3 Proposed Business Plan

The Acting Director is preparing a discussion paper which reviews any changed circumstances since the proposal document was submitted in November 2003, including member contributions and changes now required, particularly those in relation to the Ningaloo research program. This information will form an essential element of the Business Plan.

The Project officer is preparing the draft Business Plan which will incorporate much of the text in the proposal document.

### 4 The Centre Agent Agreement

Version 2 of the draft Centre Agent Agreement has been distributed to members (30 August 2005). The draft Agreement will also be passed to the University of Western Australia for consideration.

#### *Timing possibilities*

Members have been requested to return to the Project officer by 30 September 2005 any legal advice they receive in relation to the Version 3 JVA together with any further inputs they might have.

Members should receive by 15 September 2005 the discussion paper referred to in point 3 above.. Members will be requested to respond to John Keesing by 30 September 2005 giving any comments they have on the discussion paper. The feedback will be used in the development of the draft Business Plan.

I am aiming to have a package of the JVA, Centre Agent Agreement and Agreement with the State Government (including Business Plan) with members by mid October and this package would form a significant part of WAMSI Meeting No. 3 proposed for mid November 2005.

#### *Meeting with the Vice Chancellor of UWA*

The Acting Director and I had a meeting with Professor Alan Robson (VC of UWA) and Professor Alistar Robertson on the afternoon of 16 August 2005. Professor Robson expressed strong support for WAMSI and confirmed that the provision of Centre Agent services, including the accommodation and operating costs of that accommodation, would be provided as in-kind contributions to WAMSI. He also advised that the cash grant of \$500,000.00 by the UWA would not be reduced by debiting some of the accommodation costs against that grant.

I have written to Professor Robertson about the Centre Agent commencing elements of the servicing arrangements where it is legally appropriate to do so.

*Appointment of the Governing Board*

After I have confirmation that the minutes of WAMSI Meeting No. 2 (distributed Monday 29 August 2005) are broadly correct, I will arrange to proceed to seek nominations for the Governing Board.

*Appointment of Chief Executive Officer*

After I have confirmation that the minutes of WAMSI Meeting No. 2 (distributed Monday 29 August 2005) are broadly correct, I will arrange to proceed with the appointment of a Chief Executive Officer. However, if the Governing Board has not been appointed pursuant to the JVA by the time the interviews have been concluded, I would seek consideration of appointment by the members of WAMSI. The Acting Director was appointed by the WAMSI members. Appointment of a CEO may require an interim arrangement so as to ensure that correct JVA protocols are observed.

Kind regards

Bernard Bowen  
(Chairman)