

**Minutes of the First Meeting of the Management Board (MBM1) of the
Orange House Trust Fund Foundation held on 30 August 2010 from 17:00 – 20:00 at
Bureau Brussels, Rond Point Schumann 9, Brussels, Belgium**

**Agenda Item 1: Opening of the meeting, adoption of the draft agenda
[TFF/MB/M/A(2010)1]**

1. The Chair, Herman Koëter (HK), opened the meeting and welcomed the MB members present: Prof Dr Coenraad Hendriksen (CH) of the University of Utrecht and the Netherlands Vaccine Institute, Bilthoven, The Netherlands and Prof Dr Horst Spielmann of the Free University of Berlin, Berlin, Germany.
2. The MB adopted the agenda with one minor addition to 'any other business' by adding: 'expectations'.

**Agenda Item 2: Establishment of Orange House Trust Fund Foundation (OHTFF):
Distribution of bye-laws [MB/M(2010)2/REV2]**

3. HK and CH reported on the meeting with the notary in Amsterdam on 7th June and explained the Charter of Establishment and Bye-Laws of the Trust Fund. In going through the various articles of the bye-laws the members of the Board felt somewhat uncomfortable with Article 5, paragraph 4 as this could be interpreted as if individual members of the board may be held liable for financial losses in case of negligence. CH and HK reported that this very issue was also brought up with the notary who had clearly stated that liability rests solely with the foundation, not with individual members of the Board. However, both CH and HK did not remember how this was explained by the notary. The meeting agreed that HK would contact the notary and request for a written explanation of this article. **Action Point 1.1:** HK will contact the notary with this request and will make it clear that in any case members of the Board can never be held accountable for financial losses.

**Agenda Item 3: Formal appointment of the Management Board [L92010)14, L92010)15,
L92010)18, L92010)19, L92010)23]**

4. HK informed the members of the Board present that invitations to become member of the Board had also been sent to Ms Helene Gayle, President and CEO of CARE-USA, to Ms Kalimi Mworira, Director of International Cooperation and Assistance at the Organisation for the Prohibition of Chemical Weapons (OPCW) and to Prof Dr Vittorio Silano, Chairman of the Scientific Committee of the European Food Safety Authority (EFSA). He further mentioned that Ms Gayle had declined the invitation at this moment because of a temporary new assignment in addition to her position of CEO of CARE-USA. Ms Mworira and Mr Silano had not yet responded formally in writing but both had accepted the invitation informally. *[Note from the Secretariat: written confirmation was received on 24th September from Ms Mworira.]*
5. The Chair informed the meeting of the discussion of the OHP Management Board. At that meeting names were suggested by Alan Goldberg who mentioned Paul Seifert of the Johns Hopkins University who is full time involved in cooperation with developing countries. He further mentioned Fidel Bauccio, a former member of the Pew Commission who is in sustainable food catering. Another suggestion was Shelly Hearn who is with the Pew Charitable Foundation and is responsible for environment and food. Jeff Shaffman, a writer and previous senior officer at CBS Broadcasting was also considered a good

option by Alan Goldberg. At that meeting HK also suggested two names: Ezzeddine Boutrif, Director of the Nutrition and Consumer Protection Division (AGN) at the FAO and Jaana Husu-Kallio, Executive Director of the Finnish Food Safety Authority (Evira).

6. The members of the OHTFF Board expressed their appreciation for these suggestions and suggested two additional potential candidates: Ms Julie Milstein, a vaccine and biologicals expert at the WHO and a vaccine business man from India, who's name will be provided by CH. It was agreed that those who proposed names would send a short biography to the Secretariat for circulation among all Board members. It was further agreed that current members of the Board would make an effort to identify additional potential candidates with a profile that matches the mission and objectives of the OHTFF (development assistance areas, knowledge of developing countries) and from outside the EU or USA (preferably from Africa, Eastern Europe, South America, South East Asia). Finally, Board members agreed to review the biographies, once circulated, and make suggestions to the Secretariat about their individual preferences (by ranking all candidates). **Action Point 1.2:** CH will provide the name of the Indian expert. **Action Point 1.3:** all members of the MB will provide to the Secretariat short biographies of potential candidates they suggest and all members of the Board will indicate their preference for new Board members by ranking all candidates.

Agenda Item 4: Need for a Code of Conduct [MB/M(2009)2]

7. The members of the Board considered the Code of Conduct of Orange House Partnership (OHP) and agreed that this Code could also be used for the OHTFF amended as appropriate to fit with the Trust Fund. **Action Point 1.4:** The Secretariat was requested to adapt the OHP Code of Conduct to make it fit for the OHTFF

Agenda Item 5: Link between OHP and OHTFF [MB/M(2010)2/REV2; MB/M(2010)1/REV2]

8. The Chair reported the discussion of the OHP Management Board of this same subject. The OHP MB had concluded that the objectives of the OHTFF are very clear: (i) ensuring that all funds available to the Trust Fund will be used exclusively to finance projects in developing countries and emerging economies and (ii) make adequate fund raising efforts to contribute to the financial means of the Trust Fund. The discussion of the OHP MB had been largely focussed on the issue of how to jointly financially feed the Trust Fund and to the relationship between the 2 Management Boards. The OHP MB had agreed that:
 - a. A main task of the management board of the Trust Fund was seen as setting priorities for projects in developing countries and emerging economies, based on requests for assistance and at its own initiative;
 - b. Funds raised specifically for the Trust Fund will be deposited 100% in the Trust Fund;
 - c. The financial overflow of finished projects for which the reduced or full tariff was applied will all go to the Trust Fund once the Orange House Partnership (OHP) has built a financial reserve equal to no more than 2 years running costs of the (OHP) (to be agreed upon at the next OHP MB meeting)
 - d. The management boards of OHP and OHTFF will meet once a year (in Spring) back-to-back with a joint session to exchange experience, views and policies;
 - e. 'Project costs' are considered to include all project expenses, including travelling of experts, preparatory work, insurances, visa costs etc.;
 - f. The MB of the Trust Fund will be informed of all project requests and proposals, including those carried out against full or reduced tariffs. However, setting priorities for full or reduced tariff projects will remain the prerogative of the MB of the OHP.

9. The OHTFF MB members considered the outcome of the OHP MB and seconded the agreements expressed. They concluded that the OHP could be considered an executive body, responsible for the technical content and management of all projects, paid as well as unpaid, while the OHTFF would review requests for assistance and training projects for their appropriateness in relation to the needs of the requesting country and would set priorities in case several requests for assistance would compete for available human and financial resources. The OHTFF MB members also agreed that fund raising would be an important task for them as well as for the OHP MB. Good communication between the two Boards was seen as crucial but they felt comfortable that this will be secured by the two members who are also members of the OHP Board (HS and HK) and the shared Secretariat.
10. The meeting considered it useful to establish a register of charity organisations and other potential funding providers. This list should include the Bill & Melinda Gates Foundation. The meeting further suggested that the Minutes of both the OHP and OHTFF be circulated to both MB's. **Action Point 1.5:** The Secretariat was requested to start developing a list of potential sponsors and share this with the MB members who, in turn, would make additional suggestions. **Action Point 1.6:** The Secretariat should share the minutes of both MBs with both MBs'.

Agenda Item 6: Rules and Regulations of OHTFF

11. The Chair explained that the Rules and Regulations, which include all additional procedures, operations, forms and agreements which are not part of the Bye-Laws but considered important for the proper management and operations of the OHTFF. Under Dutch law, the first version of the Rules and Regulations (R&R) should be submitted to the authorities within one year of establishment of the foundation. Changes and addition of the R&R can be made by the MB, following a procedure which should be described in the first version.
12. The meeting suggested to include in the R&R, among other issues, the harmonization of CV's of the MB and develop a standard Declaration of Interest (DoI) format. The secretariat referred to the forms adopted by the OHP MB and suggested to send these to the members of the Board for completion. HK further suggested to share with the MB the list of items which are considered relevant for inclusion in the R&R by the OHP MB. **Action Point 1.7:** HK will circulate the DoI and CV templates to the MB members for completion and the list of items as considered for inclusion by the OHP MB.

Agenda Item 7: Seat of OHP and OHTFF, offices and meeting venue options

13. Although the official seat of the OHTFF is in The Netherlands (at the home address in Borculo of CH, the only member residing in the Netherlands) the MB agreed that face-to-face MB meetings should preferably be held in Brussels at the Rond Point Schumann office location of Orange House. However, the Board also agreed that, in practice, video- or teleconferencing (preferably via Skype) may be more efficient and easier to organise.

Agenda Item 8: Financial aspects [MB/M(2009)7]

14. The Chair informed the Board that the house bank of OHP is the Triodos Bank, described in document MB/M(2009)7. The choice for this bank was made based on its objectives to invest only in sustainable businesses and preferably in developing countries, an approach which fits perfectly well with the mission of Orange House. The MB members agreed that the OHTFF should also select the Triodos Bank as its home bank, this time the Netherlands

branch. **Action Point 1.8:** HK will open a bank account for OHTFF at Triodos Bank in Zeist, the Netherland with full signing authority to HK and HS (the Financial Officer).

Agenda Item 9: Acquisition efforts

15. Agreed earlier in the meeting, fund raising is an important task of the OHTFF MB members. Combined action with the OHP MB in this context seems essential in order to avoid duplication of activities but, more importantly, to avoid that the same organisation/potential donor will be approached twice by OH representatives. Once a list of potential donor organisations will be available (see Action Point 1.5) suggestions will be discussed by both MBs for consorted actions.

Agenda Item 10: Project prospects

16. The Chair gave an overview of all current projects and referred to potential projects. These include the full tariff project proposal to assist the regulatory authorities in Abu Dhabi with the establishment of a food and feed safety and management system; if awarded, the financial compensation will be substantial and allow for a series of training in developing countries. Another project, which is offered at reduced tariff, is the participation of OHP as one of three consortium members in a bid to the European Commission tender for food science workshops in developing countries in Europe (Eastern Europe, outside the EU), Asia, South America and Africa. Furthermore, there are requests for free training from South Africa and Nigeria (jointly), South Sudan and Azerbaijan. A full overview of all current projects and future options is provided in the minutes of the 5th OHP MB Meeting under Agenda item 6 (*Note: these minutes were copied to the members of the OHTFF MB on 1st October*).
17. The meeting requested to be kept closely informed of all requests for projects at as early a stage as possible. **Action Point 1.9:** the Secretariat will bring the MB up-to-date on details of all new requests for assistance.

Agenda Item 11: Action list

18. The Chair suggested to adopt at each MB meeting a list of action points which will be summarized at the end of the minutes. Each new meeting will review and update the list of action points. The numbering will link the action points to the meeting where they were first addressed (like 1.1 being the first action point of first MB Meeting). The MB supported this approach (which is applied in these minutes: see next page for the first list of action points).

Agenda Item 12: Any other business

19. CH suggested to add to the list of "Scientific Disciplines" on the OHP website the discipline of "Laboratory Animal Science". He himself would be the first expert volunteer. CH offered to 'recruit' a few more experts in the Netherlands (such as Bert van Zutphen) and others around the globe. **Action Point 1.10:** CH will identify and contact experts in laboratory animal science and HK will add the discipline to the OHP website.
20. The meeting briefly discussed the rules of reimbursement of travel expenses and agreed that the reimbursement rules should be added to the R&R (see action point 1.7). (basically full reimbursement on the basis of economy travel by air and first class travel by train; travel by private car would be reimbursed at € 0.21/Km; all meals during travel and missions will also be reimbursed. All reimbursement requests should be accompanied by proof of payment.

21. The MB members were requested to express briefly what are their expectations of OHTFF. It appeared that fund raising was expected to be difficult with less than appropriate funding for an adequate number of projects in developing countries. On the other hand a more optimistic view was expressed about the financial spin-off of full and reduced tariff projects. HK referred to the 2010 Management Plan which aims at only 20% of all human resource capacity to be invested in full tariff projects and maximum 30% in reduced tariff projects. Expectations were high with respect to the visibility of Orange House in developing countries. In general the shared feeling was one of careful optimism.

SUMMARY OF ACTION POINTS:

Action Point 1.1: HK would contact the notary and request for a written explanation of Article 5.4 of the Bye-Laws, clarifying the liability of individual members of the Management Board.

Action Point 1.2: CH will provide the name of the Indian expert who may be a candidate for the MB.

Action Point 1.3: All members of the MB will provide to the Secretariat short biographies of potential MB candidates they suggest and all members of the Board will indicate their preference for new Board members by ranking all candidates.

Action Point 1.4: The Secretariat was requested to adapt the OHP Code of Conduct to make it fit for the OHTFF.

Action Point 1.5: The Secretariat was requested to start developing a list of potential sponsors and share this with the MB members who, in turn, would make additional suggestions.

Action Point 1.6: The Secretariat should share the minutes of both MBs with both MBs'.

Action Point 1.7: HK will circulate the DoI and CV templates to the MB members and the list of items as considered for inclusion by the OHP MB (plus rules for reimbursement of expenses).

Action Point 1.8: HK will open a bank account for OHTFF at Triodos Bank in Zeist, the Netherland with full signing authority to HK and HS (the Financial Officer).

Action Point 1.9: the Secretariat will bring the MB up-to-date on details of all new requests for assistance.

Action Point 1.10: CH will identify and contact experts in laboratory animal science and HK will add the discipline to the OHP.