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COUNCIL  
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Agenda item 15

C 102/15(a)/Add.1  
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## WORLD MARITIME UNIVERSITY

### (a) Report of the Board of Governors

#### Proposed Revision of the Charter of the World Maritime University

#### Note by the Secretary-General

#### SUMMARY

<i>Executive summary:</i>	This document reports on recommendations to amend the Charter of the World Maritime University as agreed by its Board of Governors
<i>Strategic direction:</i>	N/A
<i>High-level action:</i>	N/A
<i>Planned output:</i>	N/A
<i>Action to be taken:</i>	Paragraph 8
<i>Related documents:</i>	C 102/15(a) and Corr.1, and C 102/15(b)

#### Background

1 The Council will recall that, at its 98th session in June 2007, it was informed of the decision of the Board of Governors of the World Maritime University (WMU) to approve a proposal by the Chancellor that an independent external review be undertaken to provide an objective assessment of the adequacy of WMU's governance and managerial capacity to meet the emerging demands placed on the University by the international maritime sector in the next five to 10 years.

2 The review was assigned to a small team of experts familiar with the University and the international university milieu and was led by the president of an internationally renowned business school. The group presented its final report and recommendations to the Chancellor in November 2007. The University's Executive Council, at an extraordinary session held in February 2008, considered the report and recommendations; took action on those it considered urgent; and established a working group, under the chairmanship of the IMO Council Chairman, to make proposals for the revision of the WMU Charter, as recommended by the review team, and also to consider all of the outstanding recommendations.

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3 The working group's proposals and recommendations were considered by the Executive Council at its 59th session in March 2009, and its comments thereon, and the group's recommendations were subsequently considered by the Board of Governors at its 27th session in May 2009.

### **Main proposals for change**

4 The main proposals for change agreed by the Board of Governors relate to governance arrangements, which will necessitate amendments to the Charter of the University. These changes aim to provide for:

- .1 a smaller, more flexible and active Board of Governors;
- .2 the selection of Governors with the assistance of an advisory committee that includes broad representation from academia, the maritime industry, seafarers and donors;
- .3 the reconstitution of the Executive Council as an Executive Board, responsible for the overall governance of the University; and
- .4 the chairmanship of the Executive Board.

A more detailed breakdown of the main proposals for change; a comparison with the relevant provisions of the Charter; and the rationale behind the changes is tabulated at annex.

5 Article 45 of the Charter makes provision for amendments, as follows:

- (a) Amendments to the present Charter may be made by the Council with the approval of the Assembly.
- (b) At the request of the Board, or in consultation with it, the Secretary-General may propose amendments to this Charter.

6 Following the Council's consideration of the decisions made by the Board of Governors and its own decisions thereon, the IMO Legal Affairs and External Relations Division, in conjunction with the University, will undertake to draft the necessary amendments to the Charter, which will include improvements generally to reflect developments since the founding of the University. Such draft amendments will then be submitted to the twenty-fifth extraordinary session of the Council for approval and onward submission to the twenty-sixth regular session of the Assembly for adoption.

### **Acknowledgements**

7 The Board of Governors wishes to record its appreciation to the members of the Strategic Review Group and the Working Group for the work they have undertaken aiming at setting a new course for the development of the University; and also expresses its thanks to those members of the Executive Council and the WMU staff and individual Governors, who have contributed to the work.

**Action requested of the Council**

8 The Council is invited to consider the proposed amendments to the Charter of the World Maritime University with a view to approval for submission to the twenty-sixth regular session of the Assembly for adoption.

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## ANNEX

SUMMARY OF PROPOSED MAIN CHANGES TO THE CHARTER OF THE WORLD MARITIME UNIVERSITY<sup>1</sup>

Art. No.	Existing provisions in the WMU Charter	Proposed main changes	Rationale
13	<p>(a) The Board shall be composed of the Chancellor and not more than 70 appointed members, who shall serve in their personal capacity, and <i>ex-officio</i> members as provided in Article 14 of this Charter.</p> <p>(b) Members of the Board shall be appointed by the Secretary-General in accordance with the criteria and guidelines referred to in Article 12 and approved by the Council, provided that one member each shall be appointed in consultation with the Government of Sweden and the City of Malmö.</p>	<p>The Board to be comprised of 20 members, appointed by the Secretary-General, and each appointed in a personal capacity. The selection of Governors to be such as to bring certain skills and abilities to the Board in areas such as finance, fund-raising and academic development. These eminent individuals to be identified by the Secretary-General with the help of an advisory group of experienced persons drawn from public and private life, and including representatives of the shipping industry, the seafarers, the major donors, and from the academic milieu.</p>	<p>While the present composition of the Board achieves a wide representation of interests, it does so at the expense of effectiveness and accountability. The current Board comprises approximately 40 members, some 30 of which have attended meetings. Effective governance requires increased engagement by Board members. A smaller Board will better facilitate this objective. The University has developed and, in addition to its MSc programmes, provides PhD and research programmes and its governance structure should reflect this change.</p>
14	<p>(a) The Secretary-General of the Organization, the Administrator of the United Nations Development Programme (UNDP), the Director-General of the United Nations Educational, Scientific and Cultural Organization (UNESCO), the Director-General of the International Labour Organization (ILO) and the Secretary-General of the United Nations Conference on Trade</p>	<p>A total of three <i>ex-officio</i> members; the Chancellor of the University to remain the Chairman; one member to represent the host government and one to be nominated by the City of Malmö.</p>	<p>Whilst the UN organizations may originally have had some interest in the establishment of the University – this is now much less the case as is reflected by their non-attendance at the Board meetings. The proposal also strengthens the involvement of the host government and city in view of their significant and on-going contribution to the University.</p>

<sup>1</sup> These are the main proposed changes. The remaining Articles of the Charter will also be subject to review and revision consequent on amendments to these Articles.

Art. No.	Existing provisions in the WMU Charter	Proposed main changes	Rationale
	<p>and Development (UNCTAD) shall be invited to serve as <i>ex-officio</i> members of the Board.</p> <p>(b) The United Nations, the Food and Agriculture Organization of the United Nations (FAO) and the United Nations Regional Economic Commissions shall be invited to send observers to meetings of the Board. Representatives of other agencies, organizations and programmes of the United Nations system may be invited to attend meetings of the Board as observers, at the direction of the Board.</p>		
15	The terms of office of appointed members of the Board shall be two years and a member of the Board may be reappointed.	Governors to serve two-year terms, with possibility of renewal for those active and contributing members.	Regular attendance at and contribution to the work of the Board of Governors should be a prerequisite for continued service on the Board.
17	The Board shall meet in regular session once a year and shall be convened by the President at the direction of the Chancellor.	The Board should meet at least once, but preferably twice, every year in Malmö, always at the University.	The frequency, structure and duration of the meetings should be determined by their agenda, rather than being enshrined in the Charter. This will also provide an opportunity for Members to interact with University staff.

Art. No.	Existing provisions in the WMU Charter	Proposed main changes	Rationale
19	<p>The Executive Council shall consist of:</p> <p>(a) the Chancellor, and</p> <p>(b) seven members appointed by the Board of Governors, from its membership, on the recommendation of the Chancellor, for a term of two years;</p> <p>(c) one member appointed by the Secretary-General to represent him on the Executive Council.</p>	<p>The Executive Council to be renamed the Executive Board. The Executive Board to continue to report to the Board of Governors. The number of Executive Board members to be increased to 11 and provide for a wide range of competencies; the members to be appointed by the Board of Governors, on the advice of the Chancellor. In addition, a member of the University staff to have the right to attend meetings of the Executive Board as an observer.</p>	<p>Currently, the Executive Council is a sub-set of the Board of Governors; it was established as a smaller body which would meet more often, under the chairmanship of the Chancellor. The Board of Governors and the Executive Board should each form part of a system of checks and balances within the University's overall governance. The new Executive Board should be at arm's length from the University's daily life but should be informed and constructive. The role of the Executive Board would be to facilitate the work of the University and provide the appropriate oversight between sessions of the Board of Governors. The President would retain executive responsibility for the University and should consult with, and report to, the Executive Board. In any conflict, the Board of Governors would make the final decision.</p>
20	<p>The Chancellor shall be the Chairman of the Executive Council.</p>	<p>The new Executive Board not to be chaired by the Chancellor. The Chancellor would, however, have the right to attend meetings as an observer. The Chairman of the Board to be appointed by the Chancellor.</p>	<p>To remove the current arrangement whereby the membership of the Executive Council is fully comprised of members of the Board of Governors, thus resulting in a situation such that members effectively have oversight of themselves. And to enable the Chairman to devote an appropriate amount of time to the affairs of the University.</p>

Art. No.	Existing provisions in the WMU Charter	Proposed main changes	Rationale
23	The Executive Council shall meet at least twice a year.	The Executive Board to meet at least three times each year, preferably at the University.	To improve oversight and to provide for closer links with the University.
25	<p>(a) The President of the University shall be appointed by the Secretary-General.</p> <p>(b) The initial term of the President shall be for two years and he shall be eligible for reappointment for further terms of five years each. The conditions of service of the President shall be determined by the Board on the proposal of the Secretary-General.</p> <p>((c) i to vii omitted for brevity)</p>	The appointment of the President to be made by the Secretary-General in his role as Chancellor. Tenure to be limited to two terms of four years each.	To bring the arrangements more closely in line with University norms internationally.
31	The academic personnel referred to in paragraphs (b) to (d) of Article 28 above (i.e. Vice-President(s), professors and other teachers and visiting professors and visiting lecturers) and the professional administrative personnel shall be appointed by the Secretary-General.	Appointments of personnel, other than the President, to be made by the President.	To bring the arrangements more closely in line with University norms internationally. This decision is dependant on clarification of any implications relating to the Agreement between IMO and the Government of Sweden regarding WMU