

## **X General Assembly**

Portland, OR (USA), October 12, 2007  
8.00 – 9,30 AM.

Present: 98 members present of which 15 represented by delegation of vote (annex 1)

President Lars Eklund, declares meeting open and asks Secretary Alberto Pezzi to read the Minutes from last year General Assembly held in Lyon. The Minutes are read and approved by unanimity by the Assembly.

President Eklund presents the TCI annual report stressing the main initiatives carried out by the organization during the past year and in particular:

- the continued efforts on evaluation with a workshop hosted in Stuttgart by Klaus Haasis and the Greenbook on Evaluation in progress.
- The cluster policy renewal symposium held in San Sebastian, Basque Country, in May 2007 involving 5 European countries and regions (Catalonia, Basque Country, Sweden, Slovenia and Scotland) One of the results of this symposium was the San Sebastian Manifesto, a statement of the participants on cluster policy.
- Agreements between TCI and other organizations.
  - CIDEM (Catalonia) and Basque Government for a closer cooperation in various domains (the Basque Government in particular contributed to TCI resources in kind through the allocation of Patricia Valdenegro, working in TCI headquarters)
  - 22@ - Cooperation in different projects
  - Pan-African Competitiveness Forum
  - Al Madinah – Competitiveness Centre in Saudi Arabia

Finally the President lists the participation of TCI in various conferences, workshops and forums like:

- Pan-African Competitiveness Forum Workshop in Addis Ababa, April 2007 and Pan-African Innovation and Cluster Competitiveness Symposium in Cape Town, Sept. 2007
- A regional conference in Akureyri (Iceland), June 2007
- Euro Latin American Forum (Turin), Oct. 2007
- Upcoming a TCI regional conference for Latin America (Chihuahua), May, 2008.

Secretary Alberto Pezzi excuses the absence of the Treasurer, Ms. Elisabeth Rocha and presents the financial report on her behalf for approval. Year 2006 finished with a surplus of 76500 € and Year 2007 has a forecasted surplus of 13369€.

Mr. Pezzi makes some consideration on the exceptionality of the revenues generated in 2006 after a bad situation in 2005 mainly thanks to the extreme mobilisation of activities in TCI and also to the financial support through Vinnova to overcome a momentary financial crisis. This level of incomes couldn't be repeated in 2007 while the level of expenditure remained in line with the previous years. On the income side, membership still remains the most important position and while TCI is again in a healthy financial situation, the pending task is still to generate more memberships.

Finally Mr. Pezzi informs about the auditing process carried out by an independent auditor resulting in recommendations for procedures.

TCI member Mr. Duch from the floor asks clarifications about the difference in the incomes generated by the various conferences and seminars organized by TCI (having more regional activities but reflecting less income). Mr. Pezzi answers that this lies in the different types of the events and the objectives of the activities (networking among members rather than a generation of income). Mr. Duch asks for a motion to encourage all TCI activities to be generating some incomes and that all regional conferences should be paying the same fees. The motion is not seconded.

Mr. Pezzi asks the General Assembly for approval of the financial report and the Assembly approves it for unanimity.

President Eklund introduces the proposed changes of some articles of the bylaws regarding the mandate and the composition of the Board of Directors. Alongside with the audit and the efforts of the Nominating Committee, decided in the General Assembly in Lyon, it has been seen that the actual Governance of TCI has shown several weaknesses in terms of renewal and continuity and accountability in economics.

Mr. Eklund explains that the main purpose of the changes proposed by the Board of Directors is to give more flexibility in the system of election of the President and to reduce the mandate from 6 to 3 years for the membership to the Board in order to facilitate the commitment of people to this appointment.

Currently the Board of Directors is formed by the President, two Vice-presidents, the Secretary, the Treasurer and a non-limited number of Directors appointed for a period of 6 years. The designation of the President inside the Board is regulated by a rotating system in which he will remain in charge for 2 years while future and former President will be appointed as Vice-President for a two-year period each.

With the proposed changes, the Board of Directors would be constituted of a President, a Treasurer, a Secretary, an Immediate Past-President and Directors. The position of the Vice-Presidents will be eliminated. All members of the Board will be eligible for Presidency, voted for two years by the General Assembly. After two years, the President remains on the Board as Past Immediate President.

The other members of the Board will be elected by the General Assembly for a period of three years (instead of six) with possibilities to renew. Conditions for becoming a member of the Board are a minimum of two years of membership prior to election.

Up to now TCI was organized in three regions: Asia Pacific, EMEA and the Americas), which has now been broken up into six new regions: Asia, Africa, Europe, Latin America, North America and Oceania. These regions will have so called "TCI Representatives for Asia,..." with a focus on the activities in the region. This new governance level similar to the already existing TCI Commissioners will not affect the bylaws.

The main difference with the proposed system compared to the existing one is that we remove the Vice Presidents and add the possibility for all Board members to become President, eliminating the necessity of deciding several years in advance. The new procedure would accelerate the rotation and give more flexibility.

After some discussion in which some of the members (Mr. E. Duch, Mr. D. Nordfors, Mr. M. Enright, Mr. R. Breault, Mr. Salvador Avila) intervened to ask for clarification and made amendments to the proposals the new articles are finally approved by the Assembly except the condition of being a TCI member for two years prior to be eligible for the Board. Additionally a new point 4 of article 14 proposed by Mr. E. Duch is approved by the Assembly stating "*all positions in the Board of Directors are voluntary and shall not be paid. During their mandate the members of the Board should pursue the interests of the association and not derive any personal commercial interests*". Moreover various members in the floor ask the Board to elaborate a code of conduct, to be approved by the AGM in 2008, in order to regulate incompatibles behaviours of members especially by those with responsibilities in the Board of Directors or with other official charges of TCI (like for instance Commissioners).

All changes proposed by the Board to articles 11, 14, 15 and 21 of the By-laws as well new point 4 of art. 14 as detailed in annex 2 are approved by unanimity by the Assembly.

The President passes then to the last point on the agenda regarding the election of a new Board of Directors, giving the word to Mr. Ifor Ffowcs-Williams, elected president of the temporary Nominating Committee decided in Lyon. He comes up with a series of suggestions for the Board including Mr. Juan Manuel Esteban from the Basque Government, who received also a letter of support from his Government in case he would be elected for presidency. Mr. E. Duch argues that the procedure followed by the Nominating Committee in proposing the candidatures for the new Board has not been transparent and fair since the names haven't been circulated in advance. It is also criticized that women are underrepresented in the proposed Board. After intense discussions about the procedures and the opportunity to go forward with the election of the new Board of Directors a motion is seconded to have a temporary Board for one year with immediate elections and the proposed Board is voted by unanimity by the Assembly.

The new Board of Directors will be composed by:

Mr. Juan Manuel Esteban, President

Alberto Pezzi, is confirmed as Secretary

Elisabeth Waelbroeck-Rocha, is confirmed as Treasurer

Lars Eklund, is confirmed as Immediate Past President

Arthur Bayan, resigns from the position of Vice President and he is appointed as Director.

Christian Ketels, is appointed as Director.

Klaus Haassis, is appointed as Director.

Nigel Gwynne-Evans is appointed as Director.

Kevin Murphy, is appointed as Director.

Alonso Ramos Vaca is appointed as Director.

Finally Mr. Alec Hansen, Vice-President for Americas, present his resignation to the Board.

Before the General Assembly to be held next year in Cape Town, the Nominating committee, that continues being chaired by Mr. Ifor Ffowcs-Williams, will have to propose candidates for the Board (that can coincide with the ones of this temporary board elected) well in advance to allow all members to know and vote their candidates.

This proposal is approved by the Assembly by unanimity / acclamation.

The President closes the General Assembly meeting.

Portland, 12<sup>th</sup> October 2007

Signed,

The President  
Mr. Lars Eklund

The Secretary  
Mr. Alberto Pezzi

**SUBJECT TO APPROVAL BY General Assembly on 31 October 2008**