



ADDENDUM
TO THE MEMORANDUM OF UNDERSTANDING

BETWEEN

THE GOVERNMENT OF THE REPUBLIC OF VANUATU

AND

THE WAITT INSTITUTE

Two handwritten signatures in blue ink, one on the left and one on the right, positioned above the page number.

THIS ADDENDUM is made this 3rd day of April 2025.

BETWEEN: **The Government of the Republic of Vanuatu ("Government of Vanuatu")** of the one part;

AND: **The Waitt Institute ("Waitt Institute")** of the other part.

(May individually be referred to as "Party" and collectively as "Parties")

WHEREBY IT IS AGREED as follows:

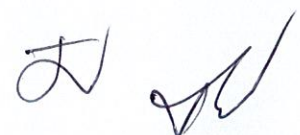
- A. On 17 February 2023, the Parties executed a Memorandum of Understanding, declaring their mutual intent to support the Government of Vanuatu's commitment to the management of its ocean resources and the Blue Prosperity Program in recognition that sustainable use of ocean resources is critical for long-term economic well-being, improved livelihoods, and ecosystem health.
- B. Recognizing the existing commitment and Program of Work between the Parties, the shared goals of achieving a healthy, productive, and sustainable ocean, and the critical role of the sustainable use of ocean resources in long-term economic well-being, improved livelihoods, and ecosystem health.
- C. Pursuant to Article XI(A) of the Memorandum of Understanding, it may be amended in writing. Accordingly, the Parties have agreed to execute this Addendum to amend the MOU.
- D. Waitt Institute and the Government of Vanuatu recommit to the MOU and hereby establish these Terms of Reference for the Blue Prosperity Vanuatu (BPV) Governance Structure, which builds upon the foundation established in the Memorandum of Understanding (MOU) between the Government of Vanuatu and the Waitt Institute.

THE PARTIES AGREE AS FOLLOWS:

ADDENDUM

On and with effect from the date of this Addendum, the Memorandum of Understanding is amended by:

- (a) adding the following "Governance and Operations: Terms of Reference" after Article VIII(A)(1)



GOVERNANCE AND OPERATIONS: TERMS OF REFERENCE

1. Overview of Terms of Reference

These Terms of Reference describe the governance approach and rules of engagement for Blue Prosperity Vanuatu (BPV), a joint program between the Government of the Republic of Vanuatu and the Waitt Institute. This document describes the program governance and operations, including its management structure, decision-making guidelines, and rules of engagement.

The purpose of the Terms of Reference is to provide a clear governance structure with a coherent process for BPV planning and execution. All BPV activities flow from the Memorandum of Understanding signed on February 17, 2023, in which it was agreed that both parties will “Establish a system of program governance, draft terms of reference, and identify the program oversight team” (VIII (A) 1).

These Terms of Reference focus on programmatic decision-making and are separate from the necessary processes and procedures established within the Government of Vanuatu to approve plans and draft legislation that may result from BPV activities.

2. Roles & Responsibilities

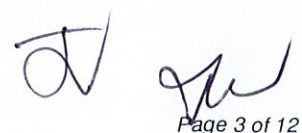
As established in the MOU, both parties play distinct but complementary roles in advancing Vanuatu’s marine spatial planning (MSP), blue economy, and ocean protection goals. To ensure effective implementation of the BPV Program, the Government of Vanuatu and the Waitt Institute will focus on strengthening key areas of collaboration:

Government of Vanuatu

- Ensuring MSP serves as the official, and exclusive, governance framework for sustainably managing 100% of Vanuatu’s marine waters, balancing conservation and economic priorities.
- Driving policy and legal reform to formally integrate MSP into national governance, ensuring the designation of at least 30% of marine waters as fully protected areas.
- Championing Blue Economy development, identifying and prioritizing sustainable industries that align with and strengthen conservation goals.
- Creating a dedicated fund to enable the successful sustainable financial implementation of the program.
- Ensuring coordination among all partners supporting MSP by facilitating alignment between government agencies, the BPV Program, and other funders or technical partners. The government will take the lead in convening partners, streamlining efforts, and fostering collaboration to maximize impact, build on existing work, and prevent duplication of efforts.

Waitt Institute

As the technical partner, the **Waitt Institute** will focus on:

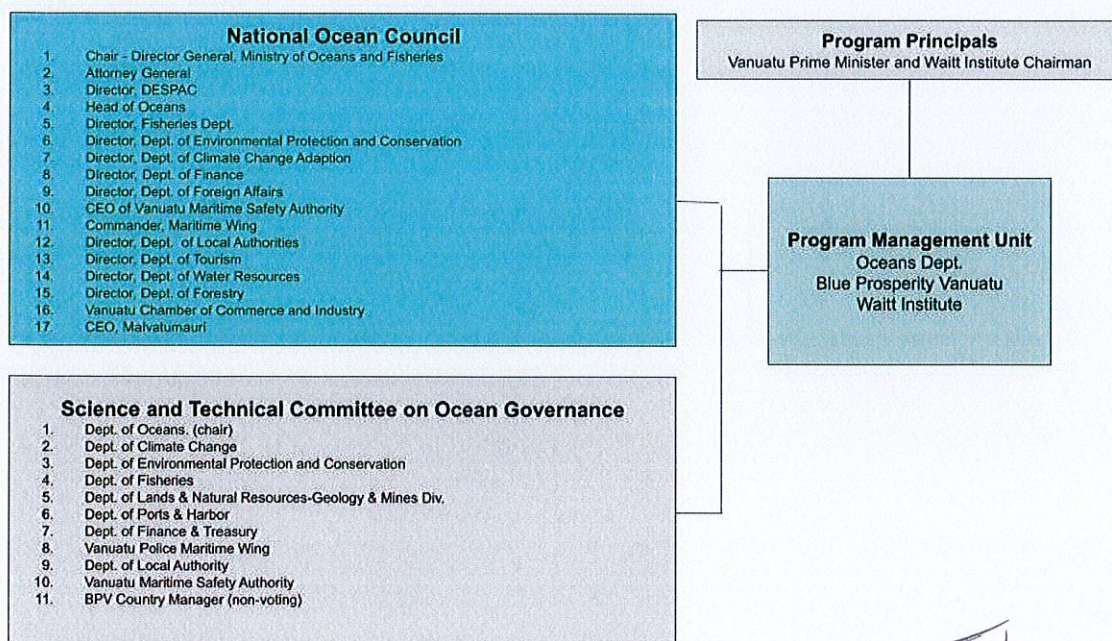


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- Providing cutting-edge expertise to MSP, including spatial data analysis, zoning recommendations, and the development of management plans for implementation.
- Assessing and accelerating Blue Economy opportunities, working with experts to conduct feasibility studies, and developing business plans that facilitate investments in sustainable marine industries.
- Assessing Vanuatu's fisheries, conducting rigorous analysis, and identifying options; developing a sustainable fisheries plan that supports local food security, economic well-being, and ocean ecosystem health through a process that includes fisheries, government, and other institutions.
- Supporting legislative and regulatory development to formalize MSP and strengthen enforcement mechanisms.
- Facilitating financial planning and investment strategies, working with partners to identify funding streams for long-term program sustainability.
- Enhancing public engagement and communications, ensuring that BPV initiatives are understood and supported through a jointly developed consultation process that engages communities.

3. Governance Structure

The BPV governance structure identifies the following levels of engagement: Principals for high-level supervision and the Program Management Group for planning and overseeing the program's implementation. The Government of Vanuatu will utilize its **National Ocean Council** for strategic guidance and decisions, and its **Scientific and Technical Committee on Ocean Governance** for technical input and recommendations. The Waitt Institute may provide technical support for the BPV program through all levels of the governance structure. The progress of BPV will greatly depend on the efficacy of these governance levels and the degree of commitment achieved in each of them.



3.1. Principals

The Principals are the highest-ranking representatives from the Program and include the Prime Minister on behalf of the Government of the Republic of Vanuatu and the Chairman of the Waitt Institute on behalf of the Waitt Institute.

The Principals address the highest-level decisions, including final approval for significant budgetary investments, deciding on major shifts in programmatic direction, and evaluating overall programmatic progress. They will also support BPV in celebrating key successes and addressing challenges that the Program Management Group or others cannot resolve.

The Program Management Group will send the principals twice-annual reports and provide feedback on overall direction and actions as needed. The principals will meet as needed, with at least one video conference or in-person meeting per programmatic year.

Representatives include:

- Government of Vanuatu, Honorable Prime Minister of Vanuatu
- Waitt Institute - Founder and Board Chairman of Waitt Institute

3.2. National Ocean Council

The National Ocean Council is a group of high-level representatives of the Government of Vanuatu from keyline ministries that will provide a layer of guidance and approval for BPV related to marine spatial planning, fisheries management, and blue economy planning. The **Director General of the Ministry of Oceans, Fisheries and Maritime Affairs** is designated as the lead and chair of the National Ocean Council. The BPV Country Manager will liaise with the Committee Chair and its Secretariat on matters of BPV in coordination with the Manager of the Office of Oceans Affairs.

Functions of the National Ocean Council related to BPV include the following:

- Provide strategic input and guidance to the program,
- Collaborate with BPV in formulating action plans and key activities for BPV related to marine protection, marine spatial planning, blue economy planning, and sustainable fisheries,
- Support the processes and procedures established within the Government of Vanuatu (national and provincial) for the approval of plans and draft legislation that may result from Vanuatu's MSP process or other BPV activities,
- Adopt appropriate terms of reference, internal guidelines, and procedures as needed to operate most efficiently and effectively.

The National Ocean Council is essential for achieving critical ocean commitments and targets and must therefore meet quarterly and may meet more frequently to address urgent issues as determined by the



Chair. A quorum for National Ocean Council decisions is set to half of the body plus one (1) member. The National Ocean Council can invite relevant experts as needed.

Representatives include:

- Chair - Director General, Ministry of Oceans and Fisheries
- Attorney General
- Director, DESPAC
- Head of Oceans
- Director, Fisheries Dept.
- Director, Dept. of Environmental Protection and Conservation
- Director, Dept. of Climate Change Adaption
- Director, Dept. of Finance
- Director, Dept. of Foreign Affairs
- CEO of Vanuatu Maritime Safety Authority
- Commander, Maritime Wing
- Director, Dept. of Local Authorities
- Director, Dept. of Tourism
- Director, Dept. of Water Resources
- Director, Dept. of Forestry
- Vanuatu Chamber of Commerce and Industry
- CEO, Malvatumauri

3.3. Scientific & Technical Committee on Ocean Governance

Scientific & Technical Committee on Ocean Governance will provide technical advice and support to BPV, including the following:

- Review and provide feedback on Vanuatu's Marine Spatial Plan
- Guide fisheries assessments, objectives, and actions
- Guide blue economy assessments, objectives, and actions
- Review and support BPV needs for access to data and information

The above functions in support of BPV are in addition to the committee's roles as they were set out in the Council of Ministers paper associated with its establishment.

Membership includes:

The Committee comprises representatives from line agencies who have significant work with the oceans:

- Manager and Senior Officer-level committee members
 - Ocean and Maritime Affairs Office
 - Department of Foreign Affairs & International Cooperation
 - Department of Climate Change
 - Department of Environmental Protection & Conservation
 - Department of Fisheries

- Department of Lands & Natural Resources-Geology & Mines Division
- Department of Ports & Harbor
- Department of Finance & Treasury
- Vanuatu Police Maritime Wing
- Department of Local Authority
- Vanuatu Maritime Safety Authority
- Secretariat
 - Manager, Ocean and Maritime Affairs
 - BPV team: Country Manager

The Waitt Institute will collaborate with the Scientific and Technical Committee to provide technical support for Government decision-making related to BPV.

3.4. Program Management Group

The Program Management Group (PMG) provides strategic and operational oversight and analytical support to the program. It comprises representatives from the Vanuatu Ocean and Maritime Affairs Office, the Waitt Institute, and the BPV country team. Members will develop and approve annual work plans in coordination with decision-makers in their respective organizations, act as liaisons to the Principals, and effectively and efficiently direct and conduct the day-to-day activities necessary to achieve programmatic objectives outlined in the Work Plan.

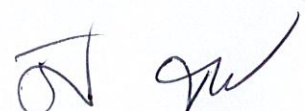
The Program Management Group acts as the decision support system for:

- Providing final approval for actions that lead to program objectives, including budgetary adjustments,
- Calculating when decisions should be raised to the National Ocean Council and the Principals,
- Submitting twice-annual reports on BPV to its Principals and
- Developing annual work plans and budgets.

The Program Management Group also designates representatives within its membership for:

- Day-to-day activities that address Work Plan objectives,
- The development of annual work plans and program-related deliverables that address the core goals of the program as expressed in the MOU,
- The tracking and implementation of work plans,
- The facilitation of appropriate approvals,
- Supporting the work of the Scientific and Technical Committee on Ocean Governance and the National Ocean Council,
- Supporting the adoption of any necessary new laws, regulations, and/or policies to support BPV program goals.

Membership includes:



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- Government of Vanuatu Ocean and Maritime Affairs Office
 - Director, Fisheries Dept.
 - Head of Oceans and Maritime Affairs office
 - Manager, Fisheries Policy, Fisheries Dept.
 - Manager, Oceans Division, Oceans and Maritime Affairs office
- BPV team
 - Country Manager
 - Program Coordinator
 - Communications Coordinator
 - Government Coordinator
- Waitt Institute
 - Executive Director
 - Senior Director of Programs
 - BPV Program Director
 - Pacific Regional Director

The Program Management Group will designate representatives within its membership to meet weekly via video conference and in person. With support from PMU members, a monthly high-level meeting will be held between the Waitt Institute Executive Director and the Head of the Ocean and Maritime Affairs Office. Overall, decisions are made by consensus. The matter will be brought to the Principals if consensus cannot be reached.

The Program Management Group will engage with technical experts from the Waitt Institute and Blue Prosperity Coalition (BPC) partners on an ad hoc basis to support fisheries, marine spatial planning, and blue economy goals.

4. Rules of Engagement

4.1. Decision-making

BPV has two levels of decision-making and operations: (1) Principals' decision-making regarding high-level decisions pertaining to the MOU and reporting; and (2) Program Management Group decision-making surrounding strategy, operational aspects, work plans, and budgets.

For BPV, decisions are made by consensus by the Program Management Group. If consensus cannot be reached, the matter will be brought to the Principals, whose decisions are final. Decision-making within the BPV is separate from the necessary processes and procedures established within the Government of Vanuatu to approve reports and plans and draft legislation that may result from BPV activities.

The Government of Vanuatu has separate and distinct decision-making and operations that are relevant to BPV, which include: (1) National Ocean Council decision-making to endorse strategic documents or plans; (2) Scientific & Technical Committee on Ocean Governance decision-making on technical aspects and recommendations to the National Ocean Council; and (3) the Program Management Group. The

Program Management Group will regularly engage with the Scientific and Technical Committee on Ocean Governance to provide technical support and strategic advice and, from time to time, may engage directly with the National Ocean Governance Committee.

4.2 Confidentiality:

Deliberations among individuals involved in BPV's governance, along with any documents or materials created or discussed during such deliberations, are confidential unless otherwise agreed, and members pledge to respect any confidential information received.

4.3. Membership

Members of the National Ocean Council, Program Management Group, and Scientific & Technical Committee on Ocean Governance will participate as representatives of their organization and not as individuals. Proxies will have decision-making authority and may represent the members to ensure continuity throughout the program.

4.4. Secretariat

The BPV Country Manager will serve as the Secretariat for this portfolio of work. In this Secretariat role, the BPV Country Manager will track the BPV program's actions and deliverables from each organizing body, including keeping and sharing minutes of all formal National Ocean Council meetings and the Scientific & Technical Committee on Ocean Governance.

4.5. Information-Sharing

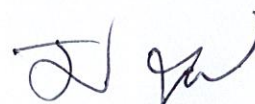
Information should be provided to support the activities related to the program's objectives. Parties should freely share all publicly available information relevant to the Program. For confidential or sensitive information, information-sharing should be facilitated through a data sharing agreement and completed in a timely manner.

4.6. Meetings

Regular meetings will be held in accordance with the approach described herein and otherwise as necessary to develop and execute the BPV Work Plan.

- Principals - Annually
- National Ocean Council - Quarterly
- High-level Program Management Group - Monthly
- Program Management Group - Weekly
- Scientific and Technical Committee - Monthly on Ocean Governance

4.7. Timeline



The timeline must be accomplished in accordance with the work plan agreed upon between the partners. The program activity leads, and Scientific & Technical Committee on Ocean Governance chairs will inform the Program Management Group of events or obstacles that may delay the agreed upon timeline or jeopardize the completion of program objectives.

4.8. Partnership

The Government of Vanuatu recognizes the BPV governance structure as the official and exclusive, governance structure for marine spatial planning in Vanuatu, which includes blue economy planning and sustainable fisheries planning. The Government of Vanuatu and the Waitt Institute seek to minimize inefficiencies and duplication. To that end, future partners that the Government of Vanuatu decides to engage, whether for funding, planning, or implementation of these efforts, should be invited to participate in the program to the extent practicable.

4.9. General Provisions

This Addendum will go into effect when signed by all parties. This Addendum will remain in effect until either modified or canceled by mutual consent of the signing parties. Nothing in this Addendum requires any party to take any action that is contrary to applicable law or regulation. Nothing in this Addendum creates a financial obligation. This Addendum is a non-binding statement of the Parties' mutual understanding of their proposed collaboration framework. Therefore, this Addendum is not intended to create, and does not create any legally enforceable rights or obligations in respect of either Party, including any obligation on their part to enter into any Supplemental Agreement.

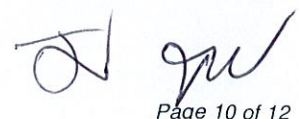
5. Program of Work

5.1. Program Scope

To operationalize the goals expressed in the MOU, BPV will focus on three primary levels in Vanuatu for its work plan: (1) National-level marine spatial planning, blue economy, and sustainable fisheries work within the recognized and uncontested waters of Vanuatu; (2) Provincial-level marine spatial planning, blue economy, and sustainable fisheries work in Torba province that may extend to the offshore waters adjacent to Torba Province maritime boundaries; and (3) coastal and community-level marine spatial planning, blue economy and sustainable fisheries work in Penama province.

5.2 Proposed Program of Work

Building on the technical expertise of Waitt Institute and its strategic partners, BPV will focus on the following outlined below. This work plan will lead to an updated Marine Spatial Plan by 2025 that will be revised in subsequent years to fully protect at least 30% of Vanuatu's marine waters. This portfolio will include but is not limited to:



National and Cross-Cutting

- Science and Analysis
 - Offshore MSP mapping systems and analysis
 - Release of science reports from the 2023 Waitt Expedition
 - Support the planned National Geographic Pristine Seas Expedition to ensure alignment with BPV
- Legal development
 - Legal & Regulatory Framework Analysis aligning MPAs with national policies
 - Support with legal drafting as needed
- MSP
 - National MSP process
 - CBA Case Studies showcasing global best practices
- Fisheries
 - Support fisheries management planning to enhance local food security, fishery livelihoods, economic well-being, and ocean ecosystem health
 - Support policy changes that enable new initiatives, including aquaculture
- Communications
 - Nationwide awareness campaign to support the advancement of the BPV program
 - Build and maintain Vanuatu Ocean champions
- MSP Implementation Planning

Laone Coastal Village and Torba Province Pilots

- MSP
 - Mapping systems and analyses
 - Stakeholder Engagement Strategy ensuring private and community participation
- Blue Economy and MPAs Feasibility Studies
 - Feasibility Report assessing the viability of MPAs
 - Alternative Livelihoods & Revenue Models identifying sustainable economic activities
 - Community & Stakeholder Assessment ensuring local engagement
 - Infrastructure & Resource Requirements for MPA financial sustainability
- MPA Cost-Benefit Analysis
 - Economic Impact Report including financial trade-offs
 - Revenue Loss & Gain Assessment from MPAs
 - Scenario & Risk Analysis evaluating MPA financial sustainability
 - Policy Recommendations for government
- Business Plan
 - Comprehensive Business Plan Report with Financial Analysis for MPA-based industries
 - Risk Management Strategy addressing economic and environmental risks
 - Implementation Roadmap outlining short-, medium-, and long-term milestones
- Governance & Policy Framework
 - Support for Traditional Governance in Coastal Communities

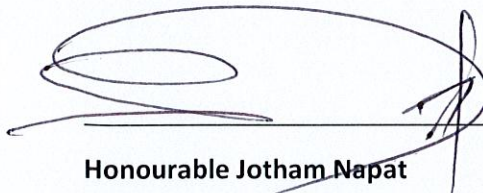
- Integration of Cooperative Structure into management and economic development
- Implementation
 - Monitoring & Evaluation (M&E) Framework tracking MPA performance

The implementation of this work plan will include collaborative scoping efforts and data gathering, recognizing that some of the above tasks will be contingent upon the availability of relevant data.

EXECUTION

IN WITNESS THEREOF, the Parties have hereunto executed this Addendum on the aforementioned date.

Executed for and on behalf of the **Government of the Republic of Vanuatu** by the Prime Minister:

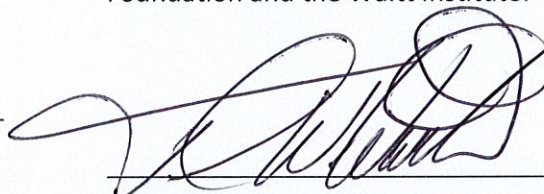


Honourable Jotham Napat

Prime Minister of the Government of the Republic of Vanuatu

03/04/25
Date

Executed for and on behalf of the **Waitt Institute** by the Founder and Chairman of the Waitt Foundation and the Waitt Institute:



Mr. Ted Waitt

Founder and Chairman of the Waitt Foundation and the Waitt Institute

3/4/25
Date