

SUMMARY REPORT OF THE FIRST HAI AFRICA BOARD OF DIRECTORS MEETING DECEMBER 2003

Introduction

The meeting is the first one of the newly constituted HAI Africa board of directors, which replaces the advisory committee, as per a plan agreed by the advisory committee at its annual meeting in 2003. This change reflects the planned transition of HAI Africa from an unregistered project operating under the legal and administrative umbrella of another organisation. HAI Africa has applied to be registered as a nonprofit company limited by guarantee and without share capital in Kenya. It will be registered as a regional company, which will make it easier to move to another country should that ever be a decision of the board. The papers were submitted in early November 2003, and finalisation was expected to take place by the time of this board meeting.

As soon as HAI Africa is registered, the law firm will submit an application for it also to be registered in Kenya as an international NGO. This should be a *pro forma* step. It will not affect HAI Africa's legal status, which will remain that of a nonprofit company.

Purpose of the Meeting

The new board consists of two persons who have been on the advisory committee since it was organised (Aarti Patel and Eva Ombaka) and are therefore very experienced in how HAI Africa has been operating and why. The others are all known to the organisation, but have not been involved in its management. Therefore, it was important for everyone to meet to discuss organisational and management issues. Procedurally, by law the two founding directors who signed the registration application, Eva Ombaka and Sisule Musungu, have to formally resolve to invite the new directors to join the board.

Additionally, HAI Africa must immediately address staffing and office operational issues (e.g., the departure of the existing coordinator in early 2004, the lack of other management/operational staff and the transition of the administrative arrangements from CISS).

Although registration was not complete at the time of the meeting, the board operated on the agreement that once that formality is achieved in January, the resolutions taken can be formalised electronically and processed.

Annual activity planning will be done at the next board meeting, which will be held 13-15 February 2004.

Meeting objectives

The board identified three main objectives:

- Establish new board and leave knowing how it will operate

- Be clear about what we want HAI Africa to be doing
- Understand how HAI Africa will achieve operational stability

Stock take of key characteristics of HAI Africa

Board members offered their impressions of HAI Africa. They noted that HAI Africa is the lead regional organisation for involving civil society in medicines policies. It has the capacity to share partners' stories regionally and internationally. HAI Africa's potential and challenge is how it empowers people to participate. HAI Africa has a chance to make an impact on health policies more broadly. A challenge for the board is to be objective, be innovative and to challenge, by empowering civil society, existing professional paradigms that drive work in health and medicines. HEPS Uganda was offered as a good model for partner relationships with HAI Africa.

Overview

Beryl Leach gave a presentation on the development of HAI Africa to date, including current programmes (global programme, WHO/EDM collaboration). She highlighted the key principles of operating as a regional network: sharing information, expertise, filling in the gaps and building capacity. She described how HAI Africa relates to other regional HAI offices.

Discussion: Directors discussed the scope and mandate of the network, based on this overview. They affirmed the basic vision and ways of operating that HAI Africa have evolved. However, it may not be clear for people who are not familiar with networks and how they function. They affirmed that current priorities need to be to strengthen the network, in particular in Sub-Saharan, Anglophone countries and expand implementation of the collaboration at country level.

Action: The coordinator and board are to review key documents, such as the flyer and brochure to see if improvements are needed.

Discussion: Membership in HAI Africa was discussed. Structurally, HAI is not capable at this stage of its development to have a membership arrangement that requires annual general assemblies. It can be a planning objective should the board decide. For now, membership is per the approach outlined in the flyer.

Board membership and ways of working

Sisule Musungu and Eva Ombaka, being the founding directors that registered HAI Africa, will formalize the appointments of the following directors as soon as HAI Africa is registered: Gilbert Buckle, Patrick Mubangizi and Aarti Patel.

The directors agreed that the size of the board will be five persons and reflect geographic diversity, range of expertise and equitable participation of both women and men. Directors do not have to reside in the region.

The directors agreed that working groups would be formed as needed. PMG members constitute a board working group.

A board member's legal responsibility (subscription) to HAI Africa will be retired when a director retires from the board.

Board tenure will be set at two-year terms. No director can serve more than six years consecutively. All directors must step down at the end of the first year of HAI Africa's operation as a nonprofit company. Rotation of terms of office will be set up at that time, so that a third of the members retire starting in the second year.

Ciiru Macharia will be the company secretary and carry out all of the legally mandated secretarial functions for the board.

Action: As soon as HAI Africa's registration is finalised, Ciiru Macharia will ensure that draft resolutions are finalised, approved by the board and submitted as needed, along with any other necessary paperwork.

Directors may represent HAI Africa at various meetings. The coordinator should be notified prior to the representation. The board should seek to maximise the use of key partners for representation when possible and advantageous.

Discussion: The board will steer the organisation in a direction toward sustainability. Its main objective will be to establish a stable organisational structure, manage the operational risks and the dynamics of change during the transitional period, identify and source skilled personnel who are capable of implementing the core activities, formulate policies and strategies that will propel the organisation forward.

Action: By the next board meeting, a draft TOR for the board will be ready for discussion and further development. It will have two sections: (1) a summary of what is required by law and (2) rules and procedures (e.g., working groups) agreed by the board. Ciiru Macharia is to prepare the first section by the end of January.

Action: Place remuneration of directors on the agenda for the next board meeting, where a decision will be taken about it.

Staffing

Everyone agreed that this is a crucial matter that must be tackled successfully in the first half of 2004 if HAI Africa is to be operational and stable.

Based on Beryl Leach's overview of the staff needs, everyone was agreed that the collaboration programme required additional staffing, especially if work at country level is to be done in a more timely way and if activities are going to increase in 2004. The board agreed on the need to create a full-time project management position to provide operational support to the coordinator concerning collaboration activities.

Because of HAI Africa's transition from its arrangement with CISS, a certified accountant must be recruited as a priority. This will be a local hire to be done as soon as possible.

Action: Beryl Leach is to forward the job description for the coordinator, collaboration officer, accountant (these three are prioritised in the recruitment schedule), an information officer, campaigns officer and communications manager/editor and forward them to the board as soon as possible. Further, she is to provide draft conditions, benefits and recommended pay ranges and other terms for all positions as soon as possible.

Action: Ciiru Macharia is to research and report on all legal obligations HAI Africa will have and under what conditions concerning gratuity payments and annual leave.

Action: Beryl Leach will produce application instructions for a webpage that will be devoted on the website to job opportunities. She will work with the web designer to get the information posted as soon as possible after text has been finalised for the descriptions in early January.

The board agreed to amend the existing job title from office administrator to administrator.

The board agreed that all interviews for strategic positions will include the means to test key skills directly. References will be checked.

A recruitment committee was formed and met at the end of the board meeting. Members are Aarti Patel (chair), Eva Ombaka and Gilbert Buckle. A dissemination plan for job announcements via HAI Africa's existing network was agreed. A draft recruitment plan can be found in annex 3.

Action: By the next meeting, Beryl Leach needs to prepare a draft budget projection for staffing costs for the new proposed staffing levels. She will provide a short analysis of budget allocation scenarios (e.g., staff and operating spend to direct spend).

Organisational structure

The board agreed on a flat structure. Staff should be managed in a way that key administrative duties of the coordinator can be done by one or more of the officers in her/his absence. A draft organisational chart can be found in annex 4.

Arrangements with CISS

Beryl Leach noted that CISS had agreed to assist us as needed to ensure a satisfactory transition once HAI Africa was legally registered. It makes most sense to continue the relationship through March, which is when the annual audit will take place. Additionally, there will be increased accounting demands because it is also the end of DFID's fiscal year is end of March. HAI Africa will ask CISS to ensure a thorough hand over to the new accountant.

Discussion: Directors discussed banking needs and ways to simplify some of the payment transaction process (i.e., cheque signing).

Action: Beryl Leach will prepare a memo to CISS in January detailing a proposed transition plan, HAI Africa needs and proposed implementation schedule. Staff will prepare a memo on banking needs and optimal arrangements.

DFID Output-to-Purpose Review

Beryl Leach explained the TOR and the process to the directors. After a discussion, they agreed on the value of getting outside help in doing a preliminary organisation of information according to standard OPR formats.