

**SUMMARY OF KEY POINTS OF THE 3RD REGULAR MEETING
OF THE HAI AFRICA BOARD OF DIRECTORS
Jacaranda Hotel, Nairobi, Kenya
July 2-3, 2004**

PRESENT

Sisule F. Musungu, Chairman
Gilbert Buckle.....member
Patrick Mubangizi.....member
Eva Ombakamember
Aarti Patel,member
Mebrat Woldetsaie.....Interim Coordinator

The meeting was called to order by the Chairman of the Board at 9am

ADOPTION OF MINUTES OF PREVIOUS MEETING

The minutes of the 2nd regular meeting of the Board were adopted with some amendments

ADOPTION OF AGENDA

The third regular meeting of the Board of Directors of Health Action International (HAI) Africa took place at the Jacaranda Hotel, Nairobi between July 2 -3, 2004. The meeting focused on the following agenda items.

1. Adoption of the prior meeting report and matters arising.
2. Progress reports on local, regional and international networking and other matters related with such issues.
3. Giving direction to some of the observations, and trends that are documented by the coordination staff.
4. Identifying issues, and concerns for further discussion and decision at the Strategic Planning Meeting
5. Planning :
 - a. The 4th regular meeting of the Board, and
 - b. The Board and staff strategic planning meeting.

MATTERS ARISING

Some of the issues raised as matters arising, included the number and composition of the Board, letters of appointment of the Board members, letters of appreciation to the previous Advisory committee members, matters related with the constitution, disposal of assets such as Lap tops, sustenance of relations with CISS, and membership issues.

The following decisions were made with respect to the above matters arising from the 2nd regular meeting of the Board.

Ms Stella Etemesi, who is working at CHAK as communication officer was nominated to be a member of the Board of directors, to address the diversity of expertise and the registration requirement.

The draft letter of appointment for the board was approved with minor edition

It was decided that no amendment be made to the constitution, and there was a consensus that the role of the board would be made clearer in the November strategic planning meeting.

The board directed the office to redraft the letter for AC members by including or reflecting the latest profile of the HAI Africa.

In view of the lap tops that remained under the ownership of the previous AC members, there was consensus that a decision be reached when the necessary information about the history of the funding source of the equipment in question and requirements of the funding agency for disposal of any assets bought with their funding was known.

In view of the board chair's prior discussion and an agreement reached with director of CISS, there was common understanding that the status quo with CISS be maintained until such a time that HAI Africa was legally registered.

The issue of HAI Africa membership was also deferred to be comprehensively addressed during the November strategic planning meeting
December 21, 2004

PROGRESS REPORT

a) ISG

Some of the information that was highlighted in the progress report included the status of the legal registration of the HAI Africa; recruitment of staff; office coordination, and review of the draft HAI Africa Standard Operating Procedures manual, issues related to staff salary and benefits; the quarterly financial management, and the status of implementation of WHO/EDM –HAI Africa collaboration project.

There were additional reflections regarding some of the office's observations and concerns on long-term sustainability and it building of its network, on the procurement and disposal of office related assets/equipments, office space layout and physical structures.(for further details please see the respective reports in the2-3, July, board file).

b) Legal Registration & Appointment of Company Secretary

In relation to the legal requirement of enlisting the services of a Company Secretary as a required by the registration format that HAI Africa was following, proposals were presented from PriceWaterHouse Coopers & Deloitte & Touche, leading consultants on the provision of Company Secretarial services. The board after reviewing the proposals,

decided mandated the office to develop more specific terms of reference for the company secretarial services required in order to get more precise quotations. It was also decided that the actual minutes of board meetings be taken by a responsible person from the Coordinating office, while the filing can be done by the company secretary.

On the Legal registration, it was reported that the law firm handling HAI Africa's legal registration, Mboya Advocates was undergoing some restructuring hence the lead person handling the HAI Africa file was moving to another law firm, MMAN Advocates. In view of this the Board decided that the person handling the HAI Africa file should be the one who was mandated to continue following up on the legal registration hence the law firm that was working on the issue was changed from Mboya Advocates to MMAN Advocates.

On the recruitment of the Communication Officer, the board was appraised of the selection and interview process that had been undertaken where two candidates had been shortlisted for final selection by the Board.

Due to the need to have someone who had a more hands on approach with dealing with health related issues in relation to communication, a third candidate was short listed alongside the first two. After much deliberation, it was agreed that of all the three candidates, Ms. Amailuk had an upper hand in terms of experience and exposure to dealing with the issues that HAI Africa was work in, it was therefore decided Ms. Amailuk be interviewed and negotiations commence with her to take up the position.

c) Office Coordination

On the issue of office coordination, the draft standard operating procedures (SOP) manual prepared by the administrator was presented to the board for review and discussion. Suggestions were made on how to make the SOP more user friendly and practical and included separation of the board, staff and other office issues, incorporation of the office inventory and related systems. The Board decided that each member gives input towards the 2nd draft for incorporation before presentation for adoption as a working draft at the next Board meeting.

d) Staff Salary scale & benefits

Some of the issues and concerns reflected in the board's session on the staff salaries and benefits were related to the variation in salary scales for the same structural and functional levels. It was however noted that this issue was related with the overall strengthening and development of the office, a decision was made to defer discussion on this issue at the strategic planning meeting in November 2004.

e) Financial Management

Another issue discussed was the need to always check the ratio of staff salaries and benefits in relation to the total budget, the need for an investigative audit to be carried out and inclusion of delivery of a financial management report in the TOR of the Auditors.

The office was asked to deliver the financial budget for the remaining months of 2004, as it was then perceived no such budget was available.

f) Collaboration

On the WHO/EDM –HAI Africa collaboration, the annual joint time line and budget was presented by the Campaigns & Collaboration officer, who made the following reflections and suggestions. The need to:

- a. have a clear view of the elements /activities that make up the collaboration budget i.e. activities that are directly related with the collaboration project.
- b. see if the collaboration budget is based on the log frame and priorities of HAI Africa
- c. have an annual plan with a foreseen impact towards building the capacity of the HAI Africa office and personnel, addressing organizational development and systems design/development.
- d. Documenting lessons learnt from HAI Africa counterparts
- e. Taking note of the value added of relations with comparable organizations
- f. Understanding that HAI Africa is about building the capacity of CSOs.
- g. Establishing firm ground, taking into account the OPR recommendations, Board directions of at the February meeting and expected out puts thereof.

g) Office Space & Acquisition of Motor Vehicle

The Interim Coordinator presented her observations and proposals on the following issues i.e. the acquisition of office vehicle, disposal of Laptops, management of office space, and long-term sustainability plans for the office. After discussion, the board gave the following decisions.

i. On the motor vehicle:

1. To go ahead and purchase of the Motor vehicle by obtaining the relevant quotations and looking at the specifications, warranty and guarantee offered by each dealer while at the same time presenting a budget for the acquisition and maintenance of the vehicle.
2. End the contractual relations with the owner of the rented car smoothly and amicably.
3. Maintain the extra ordinary rental services that HAI Africa gets e.g. transporting delegates and guests to and from the airport.
4. Analyzing the situation to identify what options can be used in the case of an overlap of the existing transport medium e.g. to look at options where staff could use own vehicles to go to meetings and be reimbursed for fuel costs.
5. Need to develop a system on how extra movements can be dealt with by undertaking a transport needs assessment.

ii On the disposal of assets/ laptops:

In view discussions held on this issue, it was reported that as per the data obtained, the laptops were believed to have a book value of zero. The board therefore made a

decision to gift the laptops to the AC members for the contribution they made to the growth of HAI Africa subject to the following clarifications being made:

1. cite the history of funding & procurement of the laptops from HAI Europe, who were the HAI Africa hosts before the office relocated to Nairobi,
2. find out if the organizations in which the AC members are working are HAI Africa partners, so as to facilitate the transfer of ownership to those partner organizations hence taking the laptops as funding in kind.

In the case of the Laptop that remained with the previous coordinator, Ms. Leach, it decided to obtain the book value of the laptop, and off set it with the remaining balance of payment being requested by her there a consensus that in the event that the Lap top had reached its zero book value, it be written off and left at the previous coordinator's disposal.

iii. On sustainability

As presented by the Coordinator, the office team identified and saw the need for

1. The regional office to maintain its stability, so that it remained sustainable over time.
2. An entry and exit strategy in the way HAI Africa supported Civil Society Organizations brought up for discussion. This led to further discussion in the board meeting, where by the long-term organizational development and institutional capacity building aspects were considered as an important strategic planning element to be discussed in the November meeting.

iv. Office space and other limitations

The staff reflected that the offices are extremely cold, the floors humid with termite build ups. The space was also too little to allow for rearrangement of worktables to be done. In view of the growing number of staff, there was need to re-look at the lay out of the office.

The board then directed the office to:

- Seek professional advice form architects to give ideas on what and how to go on correcting the existing problems, the cost implication of the suggested interventions etc.
- Liaise with CHAK and CISS, if there will be any possibility of reducing the rent in view of any renovation cost that may be incurred.

h) Appointment of Coordinator

In a closed session the board underwent a closed discussed and ultimately reached a decision to confirm the interim coordinator to assume the position of full time HAI Africa Coordinator for a one year renewable contract beginning July 2004 to June 2005.

i) Organizational Issues

The board deferred the following agenda items to be discussed in detail during the three days Board and staff strategic planning meeting, November, 27th-29th, 2004

- HAI Africa membership
- ISG- in relation to capacity building, sole bearing of costs by HAI Africa and how this could be shared out intra-regionally.
- WHO/EDM-HAI Africa issues, who deals with WHO GVA /WHO -AFRO
- Private – public partnership, Africa survey
- Staff salary & benefits
- Sustainability
- Organizational Development / Institutional Development

A.O.B

a). Regional training of trainer's workshop on pricing (Tanzania)

Board members were briefed on HAI Africa's preparedness to support the participation of the Campaigns & Collaboration Officer, and CSO representatives from Ghana and Kenya, following the invitation from HAI Europe and WHO/EDM, Geneva at the training of trainers workshop on pricing organized by WHO in Tanzania. This invitation was approved, with the assumption that the two CSO would be actively involved in the yet to be commenced Kenya and Ghana pricing survey respectively and hence there would be value added for them to attend the training in Tanzania.

DATE AND VENUE

The 4th regular meeting of the Board of Directors would be take place on 26th & 29th November 2004 in Nairobi, Kenya.

BOARD & STAFF STRATEGIC PLANNING MEETING

It was decided that the joint board and staff strategic planning meeting takes place on 27th & 28th November 2004 in Nairobi, Kenya