

MILLENNIUM CHALLENGE ACCOUNT-NIGER
MINUTES OF THE BOARD OF DIRECTORS
MEETING HELD AT HOTEL GAWEYE NIAMEY
From April 27th to-28 , 2017

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The Board of Directors of the Millennium Challenge Account Niger ("MCA- Niger") held an ordinary meeting on April 27th , 2017 to and April 28th ; 2017 , in accordance with

(i) the decree establishing, operating and organizing the MCA-Niger dated on December 23rd, 2016 ("Decree"), (ii) MCA-Niger's Rules of Procedure (the "Rules of Procedure"), and (ii) the Millennium Challenge Compact between the United States of America, acting through the Millennium Challenge Corporation ("MCC") and the Government of Niger ("the Government"), executed on July 29th, 2016 (the "Compact") and (iv) the Program Implementation Agreement signed on July 29th, 2016 ("Program Implementation Agreement"), between the United States of America, acting through MCC and the Government.

The capitalized terms used but not defined in this document shall have the meanings given in the Rules of Procedure, Compact or Programme Implementation Agreement.

MEMBERS OF THE COUNCIL: The following persons were present on April 27th , 2017:

- Mr. OUHOUMOU MOUDOU Mahamadou, Minister, Chief of Staff of the President of the Republic, President of the Board of Directors
- Mr. HASSOUMI Massaoudou, Minister of Finance, full member of the Board
- Mrs KANE Aïchatou Boulama, Minister of Planning, full member of the Board
- Mr. KADI Abdoulaye, Minister of Equipment, full member of the Board
- Mrs ELBACK ZEÏNABOU Tari Bako, Minister of Women Empowerment and Child Protection, full member of the Board
- Mr. MAHAMADOU Gado, Chief of Staff of the Prime Minister, full member of the Board

- Mr. DJADAH Abdoulaye, 1st Vice-Chairperson of the Chamber of Commerce representing the private sector, full member of the Board
- Ms. PENN Kristin, MCC Resident Director in Niger, a full member of the Board as a non-voting observer.

Present by teleconference: None

Absent :

- Mr. ALBADE Abouba, Minister of State, Minister of Agriculture and Livestock, full member of the Board
- Mr. BARMOU Salifou, Minister of Hydraulics and Sanitation, full member of the Board
- Mr. GARBA Almoustapha, Minister of Environment and Sustainable Development, full member of the Board;

Other people present:

- Mrs. Eunice Reddick, US Ambassador in Niger, who came for the official opening ceremony.
- Mrs. GREENHALGH STAMMER J. Emilie, Deputy Resident Director of the MCC in Niger,
 - FUDZIE Edmund, Finance Director,
 - JEAN Shirley, MCC Legal Officer in charge of Niger
 - Barrister Daouda SAMNA, Lawyer
- Mrs GOUROUZA MAGAGI Salmou, National Coordinator, the Millennium Challenge Programme Coordination Unit ("UC-PMC") as session secretary, accompanied by Mr ALI DOUNGOU Boubacar, her deputy, Mr KADRI Oumarou Sanda, Senior Counsel and Mrs AMINA Moussa Salla, assistant to the Coordinator.

Person acting as Chairman of the Board: Mr. OUHOUMOU MOUDOU MAHAMADOU

Person acting as Secretary of the meeting: Mrs. SALMOU GOUROUZA MAGAGI (UC- PMC)

II. PROCEDURE

At the opening of the meeting at 3:30 p.m., the chairman noted that a majority of the voting members of the Council were present and therefore declared that the quorum was reached in accordance with the Decree. The chairman of the board appointed the National Coordinator of the UC- PMC as a note taker for the duration of the session. Until the General Manager of MCA-Niger is hired, UC-PMC continues to be the transitional entity responsible for facilitating the implementation of the Compact

The Chairman noted that the notice of the meeting sent to the members included an agenda. Although the notice of meeting sent to the members was not given within the regulatory time limit of 7 days, the members of the Board considered the notice of meeting to be sufficient for their information.

No member of the Board of Directors objected to the meeting or the items on the agenda.

The chairman presented to the board the items on the agenda for debate:

Review of governance documents:

A. - The Bylaws

(a) **Summary of the debates** : In general, the Board members requested a review of the document to correct any technical errors. Specifically, in section 3.1 "Role of the Board of Directors", it was requested to replace the end of the last sentence of the paragraph entitled "other than competent judicial authorities" with the words "except by judicial means". (ii) in section 3.7 to (b) Non-voting members, paragraph (ii) read "Other non-voting members may be added by the Board of Directors subject to MCC's non-opposition"; (iii) in section 3.8 "Selection, appointment, term of office" in (b) second sentence, "the term of office of the member as a representative of the private sector and civil society shall be two (2) years"....., instead of 3 years; and (iv) in section 3.11 to (ii) "Quorum", the Government has also requested that the Ministers Delegates be added to the list as alternates for Full Ministers where this is possible taking into account the configuration of the Ministry. The members of the Board wished to have the possibility of receiving notices of meetings by e-mail.

Having concluded the discussions on this item, the President submitted to the vote the approval and adoption of Resolution No. 1.

RESOLUTION N°1: The board approves and adopts the Rules of Procedure of MCA-Niger. B.
The appointment of alternate members:

(a) Summary of the debate

After reviewing the list presented by the Government following a reading by the President of the board of the names proposed as substitutes, all the voting members of the board, with the exception of the Minister for the Advancement of Women and Child Protection who declared a conflict of interest due to the presence of her brother on the list submitted to the vote, approved the list of substitutes.

(b) Recommended action

The Board recommended that the list of Alternates of the Chairman of the Board and the Director of Cabinet of the Prime Minister before the next Board meeting.

As the debates on this item had been covered, the Chairman submitted Resolution No. 2 to the vote.

RESOLUTION N°2 :

The Board appoints the alternates (substitutes) as members of the Board of Directors according to the following list:

- MOHAMED Boucha Minister Delegate of the Minister of State, Minister of Agriculture and Livestock
- AHMAT Jidoud Deputy Minister of the Minister of Finance
- BAKOYE Sâadou Secretary General of the Ministry of Planning
- TARI BAKO Abdourahamane | Director of Cabinet of the Minister of Environment and Sustainable Development | Sustainable Development
- ABDOULAYE Ouma Ahamet | Secretary General of the Ministry of Public Works
- HACHIMOU Abdoukarim Secretary General of the Ministry of Women's Empowerment and Child Protection

- Mr. Ousseini Mounkaïla 2nd Vice-Chairperson of the Chamber of Commerce

C. Enlargement of the Board of Directors:

(a) **Summary of the debates:** after reading the explanatory note, the board approved the expansion of its membership to include the High Commissioner for the 3N Initiative as a government representative and a second representative of the civil society, all with voting rights. The Board decided to add the director general of MCA-Niger as a non-voting member of the Board.

(b) **Recommended action:** The board recommended that the second member representing the civil society should be a representative of women's organizations.

As the debates on this item had been covered, the Chairman submitted Resolution No. 3 to the vote.

RESOLUTION N°3 :

The board approved and adopted the following amendments to the Rules of Procedure: (a) Enlargement of the Board of Directors to include the Coordinator of the 3N Initiative; (b) Enlargement of the Council to include a second member of the Council representing the civil society in respect of women's organizations; (c) Inclusion of the Director General of MCA-Niger as a member of the Council without voting rights;

D.- The conflict of interest and confidentiality policy:

(a) **Summary of the debates:** The members of the Board adopted the documents on conflict of interest and confidentiality policies submitted to them and adhered to the spirit and content of these two documents. All the Board members present signed the MCC conflict of interest and confidentiality policies submitted to them.

(b) **Recommended actions:** However, the members of the Council recommended that : (1) The wording of these documents should be adapted to the specific case of persons acting as members of the board, unlike the employees of the MCA-Niger (2) and secure mailboxes should be created for the exchange of official correspondence between board members.

As the debates on this item had been covered, the Chairman submitted to the vote on the approval and adoption of Resolutions Nos. 4 and 5.

RESOLUTION4: The board approves and adopts the MCA-Niger Conflict of Interest Policy;

RESOLUTION 5 : The Board approves and adopts the MCA-Niger Privacy Policy.

E-. Review of personnel documents: 1. The organizational chart of the MCA-Niger:

(a) **Summary of the debates :** the Board adopted the organizational chart after having discussed the difference in the name "CRA" versus "PASEC" regarding the project co-financed with the World Bank on climate-resilient agriculture.

(a) **Recommended actions:** The Board recommended (i) adding at the top of the organizational chart the representation of the Board of Directors as an institutional body, (ii) presenting for the next meeting a French translated version of the adopted organizational chart, (iii) considering the designation of Climate Resilient Community for PASEC, and (iv) considering the link between the proximity of the MCA-Niger and the theory of change for the climate resilient community project. The board also recommended a more detailed presentation of the activities planned for the implementation of the Programme during the next session.

2 - The recruitment process of the general director of MCA-Niger:

The Board adopted the explanatory note on the recruitment process of the future general director of MCA-Niger which will be carried out with the assistance of an independent recruitment firm in accordance with an open, fair and transparent process.

As the debates on this item had been covered, the President submitted to the vote the approval and adoption of Resolutions No. 6.

RESOLUTIONS N° 6 :

The Board approves and adopts the organization chart of MCA-Niger.

F.- Discussion on the pay grid:

The meeting was held in camera between the Board members and three MCC representatives. As the debates on this item had been covered, the President put to the vote the approval and

adoption of Resolutions No. 7. Council members discussed how salaries could be negotiated, including salary history, thresholds for each position, specific expertise, and gender issues. Members accepted ranks for each category of position, but noted that much discussion and clarification on the benefits and allowances is needed in the employment contract to be discussed at the next meeting.

RESOLUTION NO. 7 :

The Board approves and adopts the salary scale for MCA-Niger staff;

G.- The procurement plan for the 609 (g) grant:

(a) Summary of the debates : After having followed the presentation and explanations on the mechanisms of the 609(g) funds, the Council took note of the use made of them and the two amendments to the original agreement.

(b) Recommended actions: The Council requested a brief report on the expenditure already incurred under this agreement.

As the debates on this item had been covered, the Chairman submitted to the vote the approval and adoption of Resolutions No. 8

RESOLUTION NO. 8 :

The board approves and adopts the Procurement Plan covering the period from September 1st , 2016 to March 31st; 2017 relating to Agreement 609 (g).

The agenda for the first day being covered, the Chairman adjourned the meeting.

The meeting of the Board of Directors continued this work on the second day, i.e. April 28, 2017, starting at 9 a.m.

Taking the floor, the Chairperson thanked the members for their active participation in the work and noted that there was a quorum.

List of members present:

- Mr. OUHOUMOU MOUDOU Mahamadou, Minister Chief of Staff of the President of the Republic, President of the Council
- Mr. HASSOUMI Massoudou, Minister of Finance, full member of the Board
- Mrs KANE Aïchatou Boulama, Minister of Planning, full member of the Board
- Mr. KADI Abdoulaye, Minister of Equipment, full member of the Council
- Mrs ELBACK ZEÏNABOU Tari Bako, Minister for the Promotion of Women and Child Protection, full member of the Board
- Mr. MOUHAMADOU Gado, Chief of Staff of the Prime Minister, full member of the Board
- DJADAH Abdoulaye, 1% Vice-President of the Chamber of Commerce representing the private sector, full member of the Board
- MOHAMED Boucha Deputy Minister of the Minister of State, Minister of Agriculture and Livestock, representing the Minister of Agriculture and Livestock
- TARI BAKO Abdourahamane , Chief of Staff of the Minister of Environment and Sustainable Development, representing the Minister of Environment and Sustainable Development
- KARBO Atahirou Secretary General of the Ministry of Water and Sanitation, representing the Minister of Water and Sanitation
- PENN Kristin, MCC Resident Director in Niger, a full member of the board as a non-voting observer

As the debates on this item had been covered , the Chairman put to the vote the approval and adoption of resolutions No. 1 on the second day.

G. From the procurement plan to the Compact development funds:

(a) Summary of the debates : The procurement plan for the period December 2016 to March 31st , 2017 has been approved by the Board

(b) **Recommended actions:** following all these exchanges, the Board approved and adopted the choice of this Procurement Agency.

As the debates on this item had been covered, the Chairman submitted to the vote the approval and adoption of Resolutions No. 2 on the second day.

L RESOLUTION N°2., Day 2. The board approves and adopts the contract of the Procurement Agency for the MCA-Niger.

2 The UNOPS contract:

(a) Summary of the debates: The Coordinator of UC-PMC presented, for information purposes, to the members of the board the mission of the United Nations Development Projects Agency (UNOPS) to MCA-Niger in terms of technical assistance at two levels: that of transversal compact management, and the more technical one for road and irrigation infrastructure management. The board was informed of the amount of P'UNOPS' contract, which covers a base period of 1 year, before being evaluated.

As the debates on this item had been covered, the Chairman submitted to the vote the approval and adoption of Resolutions No. 3 on the second day.

RESOLUTION N°3 of 2": day 2:

The board approves and adopts the UNPOS contract as Project Management Consultancy Agency for the MCA-Niger;

K.- Validated Contract:

1. From the Fiduciary Agency:

(a) Summary of the debates: The Coordinator of the UC-PMC presented, for information purposes, to the members of the Board the mission of the Trust Agency, in particular its responsibility with regard to disbursement issues for the payment of the various providers, the management of the MCA-Niger accounts and their control. In the same vein, explanations were given to Board members on the issue of reimbursement of certain taxes, duties or exemptions that could be made to the Tax Agency as part of the State's counterpart.

(b) **Recommended actions:** Following all these exchanges, the board approved and ratified the choice of the Judiciary Agency and recommended that the Government provide a sufficient grant on behalf of MCA-Niger. The Minister of Finance has proposed the implementation of a derogation mechanism for repayments and this must be taken into account in the Finance Act 2016-2017. The Minister added that for exemptions the usual procedure will be followed.

As the debates on this item had been covered, the Chairman submitted to the vote the approval and adoption of Resolutions No. 4 on the second day.

RESOLUTION N° 4, 2nd day:

The Council approves and ratifies all other previous actions and confirms its subjection, in accordance with Article 13 of the Decree, to all rights and responsibilities related to contracts and other obligations previously approved and performed by the UC-PMC National Coordinator, including the Fiduciary Agency Contract;.

2. Expenses incurred as part of the 609 (g) grant:

(a) Summary of the debates : Following the presentation by the Coordinator of the UC-PMC, some Council members considered that the amounts allocated to studies (SIA-Kouanza scope) in particular were high and that substantial savings could be made if local firms were used. In response to this concern, the UC-PMC National Coordinator explained to the Board that it is MCC's standards that require it. There were tenders with selection based on quality first and then on price. Local firms are invited to apply but sometimes they do not have the capacity to meet the quality requirements required by MCC. When asked the remaining funds for studies would be obtained, Board members were informed that the remaining funds could be reallocated to other activities according to a procedure well established by MCC. The members of the Council were reassured that all technical files are prepared up to calls for tenders with the officials of the relevant technical ministries.

(b) Recommended actions: Following all these exchanges, the Council approved and adopted the expenditure plan for the funds of Grant 609 (g).

As the debates on this item had been covered , the Chairman submitted to the vote on the approval and adoption of Resolutions No. 5 on the second day.

RESOLUTION N°5, 2nd day :

The board took note of the Grant and Implementation Agreement for the development of the compact and approved the expenditures made under Grant 609 (g).

L. Reports

1. **Update on the Compact and overview of the program.**

A. The Initial Disbursement Request:

(a) **Summary of the debates:** The request for disbursement must be made on a quarterly basis in accordance with the amounts requested in accordance with the procedure provided for this purpose. At the Board's request to know whether the procedure to be followed could not lead to an extension of the time limits, explanations were given by the Coordinator. All the preconditions for disbursement of the Compact Development Funds (CDF) are now met by the Nigerien side.

(b) Recommended action

(a) Recommended action or next steps: It is necessary to inform the Board in advance before sending any disbursement request. It is necessary to introduce demand in advance for greater efficiency and to avoid extending deadlines. Board members wished to have updates on the program on a more regular basis.

2. **Update on disbursement requests to date.**

(a) **Summary of the debates :** The National Coordinator of UC-PMC presented to the members of the Board the update of the disbursement requests on the 609(g) and 609(g) funds.

The Compact Development Fund (CDF) where only a commitment of \$2.71 million has been made to date, explaining that most of the remaining money will be dedicated to UNOPS contracts and Konni ODA studies and Sia-Kouaza APD/AIES.

(b) Recommended action or next steps: Other current and future commitments will be presented to the next Board for approval.

As the debates on this item had been covered, the Chairman put to the vote the approval and adoption of Resolutions No. 6 on the second day.

RESOLUTIONS N° 6, 2nd day :

The board took note of the initial disbursement requests for the 609 (g) funds and the Compact Development Funds (CDFs) for MCA-Niger and authorized the National Coordinator of UC-PMC to sign the disbursement requests once the documentation was ready;

3. **General update of MCA-Niger.**

(a) **Summary of the debates:** The National Coordinator of UC-PMC made a comprehensive presentation on the status of activities to prepare for the implementation of the Compact

Programme to date to the members of the Board. The board requested an update on any necessary measures or actions to be taken before the entry into force of the Programme, resulting in the following recommendations:

- (b) Recommended action or next steps: (i) the UC-PMC must review all commitments to be fulfilled before the entry into force of the Compact Programme and take the necessary measures to ensure their satisfaction within the required time frame;
- (ii) pay close attention to communication as part of the stakeholder consultation process on the ground in order to avoid perverse effects in particular on land issues by involving all relevant state institutions (Ministry of Agriculture and Ministry of Justice, Rural Code); and
- (iii) take all necessary measures to capitalize on existing studies and reforms in view of ONAHA and CAIMA. For the above-mentioned reforms, the various processes have been initiated by the government with all the technical and financial partners concerned.

4. Lease contract.

- (a) **Summary of the debates:** the national coordinator of the UC-PMC informed the members of the Board that discussions are underway for the rental by the MCA-Niger for its future offices.
- (b) Recommended action or next steps, if any: the board will be informed of the outcome of negotiations with the lessor on the matter.

RESOLUTION N°7, 2nd day :

The board approves and authorizes the National Coordinator of the UC-PMC and, once engaged, the General Manager of MCA-Niger, to approve and sign disbursement requests;

RESOLUTION N°8 :

This resolution is part of the transitional period in which the' UC-PMC is part of the preparation structure of the Programme attached to the Presidency, since the signing in December 2016 of the presidential decree creating the MCA-Niger which is the official entity for the implementation of the Compact Programme but whose installation is in progress. The Council: (a) Authorizes the Chairman of the Council to sign MCA-Niger contracts where the National Coordinator of UC-PMC has a conflict of interest until the Director General of MCA-Niger is engaged; (b) Authorizes the National Coordinator of UC-PMC to sign all other contracts until the Director

General of MCA-Niger is engaged provided that the board is informed of these contracts after their signature.

The UC-PMC will take care to regularly inform the board about the activities and contracts within the Compact on a monthly basis.

RESOLUTION N° 9 :

- (a) Each member of the Board has acknowledged receipt of sufficient notice of this first formal meeting of the Board; and
- (b) The members of the Board of Directors and the National Coordinator of MCA-Niger are authorized and instructed to prepare and sign any document and take any action with a view to achieving and accomplishing the objective of the present Resolutions within the limits of their respective powers

The agenda of the board meeting having been completely covered , the president of the board moved to declare the meeting closed

Signed by:

Name: Mahamadou OUHOUMOU MOUDOU, Chairman of the Board of Directors

Salmou GOUROUZA MAGAGI, Secretary of the Board/ Coordinator of the UC-PMC