

MILLENNIUM CHALLENGE ACCOUNT-NIGER

**MINUTES OF THE FIRST EXTRAORDINARY MEETING OF THE BOARD
OF DIRECTORS**

THE FIRST EXTRAORDINARY MEETING OF THE BOARD OF DIRECTORS

HELD IN NIAMEY ON JULY 14th, 2017

The Board of Directors of the Millennium Challenge Account Niger (MCA-Niger) held an extraordinary meeting on July 14th, 2017 from 9:30 am at Hotel Gaweye, Margou Room , in accordance with the (i) decree creation, operation and organization of MCA-Niger of December 23rd , 2016, (ii) 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 29 th, 2016 (the" Compact ")

The capitalized terms used but not defined in this document must have the meanings given in the articles of association or the accounting policies.

THE FOLLOWING MEMBERS WERE PRESENT:

1. Mr. OUHOUMODOU Mahamadou, Minister, Chief of Staff of the President of the Republic, President of the Board, full member of the Board:
2. Mr. ABOUBA ALBADE, Minister of State, Minister of Agriculture and Livestock, full member of the board
3. Mr. HASSOUMI Massaoudou, Minister of Finance, full member of the board:
4. Mrs. KANE Aïchatou Boulama, Minister of Planning, full member of the board
5. Mr. KADY Abdoulaye, Minister of Equipment, full member of the board:
6. Mr. BARMOU Salifou, Minister of Hydraulics and Sanitation, full member of the board
7. ALMOUSTAPHA Garba, Minister of Environment and Sustainable Development, full member of the board
8. Mr. MOUHAMADOU Gado, Chief of Staff of the Prime Minister, full member of the board
9. ALI BETY, High Commissioner to the 3N Initiative, full member of the board
10. MOUNKAILA Ousseini, Vice-Chairperson of the Chamber of Commerce representing the private sector, representing Mr. DJADAH Abdoulaye, 1st Deputy-President of the Chamber of Commerce, alternate member of the board:
11. PENN Kristin, Resident Director of MCC in Niger, full member of the Board as non-voting observer .

Present by teleconference: None

Absent: None –

Other present:

- GREENHALGH Emilie, Deputy Resident Director of MCC in Niger accompanied by BAYEMI Charlene, MCC Program Officer for Niger, based in Washington
- Mrs GOUROUZA MAGAGI Salmou, National Coordinator UC-PMC, member of the board as secretary of the meeting, accompanied by: Mr DOUNGOU BOUBACAR Ali his deputy,
 - Barrister KADRI Oumarou Sanda, legal counsel
 - Mrs MADOUGOU Amina Moussa Salla, assistant of the coordinator.

Person who acts as President of the Board: Mr OUHOUMODOU MAHAMADOU

Person who acts as Secretary of the meeting: Mrs SALMOU GOUROUZA MAGAGI

II. PROCEDURE :

At the opening of the meeting at 09:30 AM, the President noted that the majority of the voting members of the Board were present and therefore declared that the quorum was established in accordance with the Decree establishing the functioning and organization of the MCA -Niger.

The President appointed the National Coordinator of the UC-PMC as secretary for the session of this meeting

The Chairman noted that the notice of the meeting addressed to the members included an agenda.

The President then recalled the agenda. No Board member made any amendments to the agenda, the Board adopted the agenda.

It should be noted that, prior to the consideration of the items on the agenda, several questions related to the convening of extraordinary meetings of the Board of Directors were raised, including the notice periods, the quorum and the question of the case of the President of the Board. All questions are solved and answered in MCA-Niger's rules of procedure.

After these clarifications were provided by the Legal Counsel, the President of the board presented the items provided in the agenda:

L/; - DEBATES AND DECISIONS RELATED TO GOVERNANCE

A. The amended Rules of Procedure

(a) Summary of the debates : the Board noted that the corrections of formal errors and amendments decided at the ordinary meeting of the Board of Directors had been made to the Rules of Procedure.

Having covered the debates 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, by unanimous vote of the members present, the amendments made to the Rules of Procedure of MCA-Niger.

B. The conflict of interest policy and the confidentiality policy

(a) Summary of the debates : The Board noted the amendments to the Conflict of Interest Policy as decided at its last regular meeting.

(b) Actions: The Chairman of the Board asked all Board members present to re-sign the confidentiality policy and conflict of interest policy adapted by Board members.

As the debates on this item had been covered , the President submitted to the vote the approval and adoption of Resolution No. 2.

RESOLUTION N ° 2:

The board approves and adopts the amendments to MCA-Niger's Conflict of Interest Policy and notes that board members have signed the Conflict of Interest Policy and the Privacy Policy.

C. The Standard Work Contract

(a) Summary of the debates : The board reviewed the model contract of employment submitted to it. The Chairman of the Board of Directors has made a number of corrections and amendments noted by the Legal Counsel.

(b) Recommended actions: the Board requires the Chairman to submit the model contract for a re-examination of the Legal Counsel to remove from it all that is superfluous and then validate it.

(c) As the debates on this item were covered, the Chairman submitted to the vote the approval and adoption of Resolution No. 3

RESOLUTIONS N ° 3:

Subject to the integration of the amendments already proposed and those suggested by the President, the board approves and adopts the model contract of employment.

After the adoption of this resolution, the Chairman of the Board of Directors withdrew and the Board unanimously appointed Mr. ABOUBA ALBADE, Minister of State, Minister of Agriculture and Livestock , as acting president of the meeting.

D. Presentation of the recruitment process

It is important to note that before the presentation of the recruitment process, the National Coordinator of the UC / PMC, Mrs. GOUROUZA Salmou, Mr. ALI DOUNGOU Boubacar his deputy, Mrs. MADOUGOU Amina MOUSSA SALLA, and Mrs. BAYEMI Charlene left the room, for reasons of conflict of interest.

- (a) a) Summary of the debates: Board members carefully followed the presentation on the recruitment procedure presented by Mrs. Emilie GREENHALGH by which she highlighted the role of the panels after the screening that will be done by the Recruitment Office. A report will be drawn up at each stage of the process and there will be a panel for the appointment of the Director General of MCA-Niger and other panels for the appointment of the remaining staff. Each panel must include at least one government representative, one non-government representative, the Director General, when he or she is recruited, and one MCC observer.
- (b) Recommended actions: The Board of Directors has decided that the Panel which will be responsible for recruiting the Director General of MCA - Niger will be composed of the members of the Board of Directors meeting at an extraordinary general meeting. It recommends that this meeting should be convened between July 25th and 31st , 2017, if possible.

The Board further recommends that these members each proposes at least two names for the composition of Panels to be responsible for the recruitment of other staff members.

- (c) As the debates on this point were covered , the Chairman submitted to the vote the approval and adoption of Resolution No. 4.

RESOLUTION N ° 4:

The Board approves and adopts, subject to these recommendations, in particular that concerning the Recruitment Panel of the Director General of MCA-Niger, the recruitment process which has been presented to it.

E. Model of the Standard Agreement for Program Implementation Entities

(a) Summary of the debates : Board members followed the presentation on the template of the Implementing Entity Agreement presented by the Barrister, Oumarou Sanda KADRI, who highlighted the key clauses of the contract in Recalling that the purpose of this agreement is to establish with some parts of the Government an operational partnership for the implementation of the Compact Program, to define the roles and responsibilities of the parties to the agreement. He added that the model agreement was designed on the basis of models already used in countries that have already benefited from the Compact.

(b) Recommended actions: The Board of Directors has recommended to ensure that the agreement is well adapted to each specific case.

As the debates on this point were covered , the Chairman submitted to the vote the approval and adoption of Resolution No. 5.

The board approves and adopts the standard agreement of the implementing entities and recommends that it be adapted to each specific case.

Back in the room, the President of the Board of Directors chaired the continuation of the work after having received, from his interim Mr. ABOUBA ALBADE, Minister of State, a report of the discussions and resolutions that took place in his absence.

F. The procurement plan for the period from May 1st, 2017 to 30 October 30th, 2017

(a) Summary of the debates: The National Coordinator of UC / PMC also returned to the room, presented the procurement plan for the period from May 1st, 2017 to 30 October 2017.

After the debates on this item had been covered , the President submitted to the vote the approval and the adoption of the resolution N ° 6.

RESOLUTION N ° 6:

The Board approves and adopts the Procurement Plan for the period May1st, 2017 to October 30th , 2017.

G. The process of choosing representatives of the Civil Society:

(a) Summary of the debates: The National Coordinator of the UC / PMC presented the process of choosing the representatives of the Civil Society entrusted to an independent consultant and which resulted in a general assembly of the civil society organizations concerned. At the end of

the General Assembly the persons who must represent the civil society organizations on the MCA-Niger Board of Directors were elected.

RESOLUTION N° 7 :

. The Council approves and adopts the choice of representatives of the Civil Society on the Board of MCA-Niger as follow:

- Ms. FODI HALIMA of the Coordination of Non-Governmental Organizations and Nigerien Women's Associations, as a full member of the women's organizations
- Ms. SOUMANA RAMATOU of the Framework of Consultation of Development Organizations and Associations as substitute of Mrs. FODI HALIMA
- Mr. DJIBO BAGNA of the Farmers' Platform as a full member and Mr. GAMBO AHMADOU of 'the Private Aid Group' as alternate (substitute member).

After the debates on this item had been covered , the President submitted to the vote the approval and the adoption of the resolution N ° 7.

RESOLUTION N ° 7:

The Council approves and adopts the choice of the representatives of the Civil Society to the Board of MCA-Niger.

IV - MISCELLANEOUS INFORMATION AND DEBATES:

H. Presentation of the Compact Update and Program Overview:

(a) Summary of the debates: Mrs. Salmou GOUROUZA, National Coordinator of the UC / PMC presented in detail the activities of the compact including the development programs of irrigated perimeters of Konni, Sia Kouanza, the program of roads for the access to markets (case of RN7: Dosso-Bella). The coordinator insisted that the legal opinion of the Ministry of Foreign Affairs to allow the entry into force of the compact be given quickly.

Recommended actions: The Board recommends that a synthesis should be made in the presentation to allow the members to have a quick overview; the details can be presented during ordinary meetings but above all to distinguish points for information from points for approval by decision of the Board. The Coordinator pointed out that the presentation was made for information as requested and mentioned in the minutes of the first regular meeting of the Board of Directors and that the points to be decided upon will be presented. at the appropriate time in the next Board of Directors.

The board notes that it is crucial to resolve the land issue as well as the Bella-Gaya road issue, and to decide quickly whether or not to postpone the date of entry into force of the Compact.

H.- Presentation of contracts being signed and the budget for the coming months:

(a) Summary of the debates : Mrs. Salmou GOUROUZA, National Coordinator of the UC / PMC continued her presentation by the contracts in progress: it is (i) the market DP / UC-PMC / Niger / QCBS / 04 having for object the realization of the Studies of Detailed Design (APD) of environmental and social impact (EIES) with option for the supervision of the works for the rehabilitation of the irrigated perimeter of Konni (ii) and the market DP / UC-PMC / Niger / QCBS / 03 aimed at the realization of the preliminary design studies (PSA) and environmental and social impact with options for detailed preliminary design studies and works supervision for the projects. hydro-agricultural developments in the Sia-Kouanza area. For each contract, it presented the procurement steps and the contract amount. She then presented the contract N ° RFP / UC-PMC / NIGER / QCBS / 01 which was the subject of the contract N ° 03 / PP609g1 / RFP / UC-PMC / NIGER / QCBS / 01 whose attribute is: CROWN AGENTS-USA. The purpose of the contract is to provide consultancy services in procurement for the needs and activities of MCA-Niger. She also gave the contract amount signed. The Coordinator finally presented the budget for the coming months

The agenda of the board meeting having been completely covered, the Chairman moved to declare the meeting closed at 2:00 PM

Signed by:

Mrs Salmou GOUROUZA MAGAGI is
National Coordinator UC-PMC, member of the board as secretary of session

Mr Ouhoumoudou MAHAMADOU Chairman of the Board
Chief of Staff of the President of the Republic