

**MILLENNIUM CHALLENGE ACCOUNT-NIGER
MCA-NIGER**



**MINUTES OF THE FOURTH EXTRAORDINARY MEETING OF THE BOARD OF
DIRECTORS
NIAMEY APRIL 8th, 2020**

The Board of Directors of the Millennium Challenge Account-Niger (“MCA-Niger”) held an ordinary meeting on April 8th, 2020 from 9:00 AM to 9:30’ AM , attended by board members present by teleconference, in accordance with:

- (i) the Bylaws of MCA-Niger, dated July 4, 2017;
- (ii) Decree N°2016-706/PRN, dated December 23, 2016, on the creation, attributes, composition and functions of MCA-Niger;
- (iii) the Millennium Challenge Compact between the United States of America, acting through the Millennium Challenge Corporation (“MCC”) and the Government of Niger (the “Government ”), dated on July 29, 2016 (the “Compact”); and (iv) the Program Implementation Agreement between the United States of America, acting through the Millennium Challenge Corporation (“MCC ”) and the Government of Niger (the “Government”), dated on July 29, 2016 (“Program Implementation Agreement”).

Capitalized terms used but not defined herein shall have the meanings given such terms in the Bylaws, the Compact or the Program Implementation Agreement

I. Attendees

1. Board Members in attendance and constituting a quorum were:

Board members present by teleconference

Names	Positions	Voting members Vs No Voting members	Board member / Alternate
1. Mr. OUHOUMOD OU Mahamadou	Minister, Chief of Staff of the President of the Republic, Chairperson of the Board	Voting member	Board member
2. Mr. ABOUBA Albadé	Minister of Agriculture and Livestock	Voting member	Board member

3. Mr. GADO SABO Moctar	Minister of Hydraulics and Sanitation	Voting member	Board member
4. Mr. KADI Abdoulaye	Minister of Equipment	Voting member	Board member
5. Mr. GARBA Almoustapha	Minister of environment and urban sanitation	Voting member	Board member
6. Dr JIDOUD Ahmat	Delegate Minister to the Budget	Voting member	Alternate member
7. Mrs ELBACK Zeinabou Tari Bako	Minister for the Promotion of Women and the Protection of Children,	Voting member	Board member
8. Mr. ADAMOU SOULEY Hamadou	Chief of Staff of the Prime Minister	Voting member	Board member
9. Mr. Bety Ali	High Commissioner of the 3N	Voting member	Board member
10. Mr. DJADAH Abdoulaye DJADAH Abdoulaye	Vice-President of the Niger Chamber of Commerce, Industry and Handicrafts, Representative of the Private Sector	Voting member	Board member
11. Mrs. FODI Halima	CONGAFEN training Officer , Representative of Women Organization of the Civil Society	Voting member	member
12. Mrs PENN Kristin,	Resident Director of the MCC in Niger	non-voting	Board member
13. Mr. ANNOU Mamane	Director General of MCA-Niger	non-voting	Board member

2. Board Members absent

Names	Positions	Voting members Vs No Voting members	Board member / Alternate
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1. Mrs. Kane Boulama Aichatou	Minister of Planning	Voting member	Board member
2. Mr. BAGNA Djibo	President of the Peasant Platform, Representative of Civil Society	Voting member	Board member

Guests :

Names	Positions
1. Mr. Soulemane KOUOTOU N'GAPOUT	Director of Legal Affairs, MCA-Niger
2. Mrs. Hassana GOURO	Legal Specialist, MCA-Niger

Chairperson: Mr. OUHOUMODOU Mahamadou, Chairman of the Board of Directors.

Secretary: Mr. ANNOU Mamane, Director General, MCA-Niger

II. PROCEDURE

The Chairperson, having ascertained the notices of meeting sent by SMS and the thereof SMS acknowledgements of receipt

- That the notices for convening the current meeting were delivered to the members of the Board within the time limits required by the provisions of Section 3.12 (b) (i) of the By-Laws of MCA-Niger, that is to say April 6, 2020 ;
- That a quorum was reached due to the acknowledgements of receipt received from a majority of the voting members of the Board, including at least one member who is not a government representative, in accordance with the provisions of Section 3.12 (b) (ii) of the MCA-Niger Bylaws;
- That the procedure used exceptionally is equivalent to that of a Board meeting by teleconference.

The Chairperson therefore declared the session acceptable to deal with the item on the agenda

III.DISCUSSIONS AND DECISIONS ON THE ITEMS ON THE AGENDA

1. Opening session

1.1. Opening session: For Approval

A – Review of the notice of meeting and adoption of the Agenda

The adopted Agenda includes a single item which is: Board Approval Process for Urgent Decisions by written consent in the framework of the Covid-19 pandemic.

B. Discussions

Summary of discussions: The health situation related to the Coronavirus or Covid-19 pandemic that is affecting the world and Niger has led the Government to adopt preventive measures, including a ban on all gatherings. More globally, the prevention of the spread of the Covid-19 disease consists of the respect of certain barrier measures, including restrictions to physical meetings of the Board.

MCA-Niger's General Directorate has therefore developed a Contingency Plan to ensure the health and safety of its staff in the workplace by recommending mitigation measures. As part of this plan, all MCA-Niger personnel have been under home confinement and telecommuting since March 25, 2020; this measure is expected to last until at least April 20, 2020.

In this context, the Chairperson of the Board and the General Directorate submit to the Board for approval an exceptional procedure for making urgent decisions by written consent in accordance with Section 3.12 (b) (iv) of the Internal Regulations. The measure consists in adopting the electronic consultation, the process which is the following:

- Each Board member shall receive, by e-mail, a request for approval of a written draft resolution;
- Each member of the Board transmits, by e-mail, his or her response within 5 calendar days.

The use of emergency decision making process by electronic written consultation will be in effect until otherwise decided by the Board.

Discussions on this item being concluded, the Chairperson put to the vote the adoption of the board resolution N°01.

RESOLUTION N°01

The Board of Directors approves and adopts, by unanimity of the voting members present, the board's process for making urgent decisions by written consent until further notice

The chairperson terminates the meeting at 9: 30 AM

SIGNED:

M. Mamane M. ANNOU Secretary	M. Ouhoumoudou MAHAMADOU Chairperson