

SANRU asbl Meeting report

Date: August 26, 2011, Kinshasa

Place: MPH (Methodist Presbyterian Guest House)

Participants: Dr Kintaudi Leon, Dr Frank Baer, Dr Miatudila Malonga, Dr Albert Kalonji, Dr Wayne Niles, Dr Larry Sthreshley, Dr Félix Minuku

Dr Félix gave introductory remarks on what have been accomplished since the Nov. 2010 meeting:

- 1) SANRU program staff members were engaged in a lengthy correspondence with ECC to clarify SANRU asbl objectives and aims. Finally, Mgr Marini provided a “no objection” to the procedure of moving from the actual status to SANRU asbl.
- 2) All the documents for the registration have been prepared with the assistance of our lawyer, Me Roger, and submitted to the Ministry of Health. The letters have been signed by the Secretary General (confirmed) and by the Minister of Health (verbally reported).
- 3) The next steps to retrieve the approval letter from the Ministry of Health and to secure its signature/its recognition by the Ministry of Justice (in process)

Based on the completed/signed registration documents, the meeting participants noted that by approval of the SANRU founding members (via email in June 2011) five persons are listed in those documents to serve as the provisional Board of Directors:

- 1) NGOMA MIEZI KINTAUDI, Président du Conseil d'Administration
- 2) LAWRENCE STHRESHLEY, Vice-Président du Conseil d'Administration
- 3) MINUKU KINZONZI Félix, Secrétaire du Conseil d'Administration
- 4) WAYNE NILES, Trésorier du Conseil d'Administration
- 5) KALONJI NTUMBA Albert, Membre du Conseil d'Administration

The meeting participants agreed that the current meeting of August 26 should, therefore, be considered as the first meeting of that provisional board of directors. It was also decided that the primary actions of the provisional board should be to adopt a process for the appointment of a permanent the board of directors and for the SANRU direction. After considerable discussion, it was decided that the board made the following recommendations:

- 1) **SANRU Direction:** In recognition of the invaluable work and contributions in creating and managing the SANRU program, the board proposes that Dr. Leon Kintaudi serve as the SANRU asbl Executive Director and Dr. Felix Minuku to serve as the SANRU asbl Technical Coordinator. In this capacity they will continue to serve as **NON-VOTING** members of the SANRU Board of Directors.
- 2) **Permanent SANRU Board of Directors:** The board proposes to expand the number of persons on the board to ten persons (including the two non-voting members mentioned above), and to appoint persons specifically to the following positions:
 - President: Dr Miatudila Malonga
 - Vice President: Dr Franklin Baer
 - Treasurer: Dr Wayne Niles
 - Executive Secretary: Dr Helene Mambu (assisted by Larry Sthreshley)
 - ECC representative: Rev. Mgr. Marini Bodo (or a person that he designates)
 - IMA representative: Dr Larry Sthreshley (as already designated by IMA)
 - Member at Large: Prof Dr Samuel Mampunza
 - Member at Large: Dr Albert Kalonji
 - Executive Director (non-voting): Dr Ngoma Miezi Kintaudi
 - Technical Director (non-voting): Dr Félix Minuku

It should be noted that there was some discussion about a possible “conflict of interest” in having persons who are currently working and paid by the SANRU Global Fund project serve as board members, e.g., Wayne and Albert. It was also noted that Frank, Miat, and Larry receive some compensation from SANRU Global Fund for technical assistance that they occasionally provide to the

project. In the end the participants decided that we could not (at this time) “afford” to limit board membership prevent the participation of these persons. Therefore, at this date, SANRU’s definition of “conflict of interest” to serve as a voting member of the board only applies to persons serving in the SANRU Direction, i.e., Leon and Felix. This matter can, of course, be addressed and modified at a later date by the permanent board.

It was also noted that the current SANRU GF team is actively planning for SANRU Glolal Fund Round 8 (phase 2) and Round 10 (phase 1). It is our hope and intention that those two contracts will be signed with SANRU asbl. If that happens, then ideally SANRU asbl will need its own bank account in the United States. IMA World Health has offered to assist in the creation and management of that account. However, opening a SANRU bank account in the U.S. would require an Employee Identification Number (EIN), and an EIN can only be obtained after SANRU is registered in the US as an NGO.

Frank informed the group that the creation of SANRU International would require the identification of a physical site where SANRU Int’l will be located, and the identification of key board members (Director, President, Vice-President, Treasurer, and Secretary). It is not required, however, that all five positions exist, or be immediately appointed. Typically a minimum of three persons are required. Wayne noted (based on his experience in working with TASOK) that if SANRU International is to eventually be registered as a 501c3 not-for-profit organization (in order to receive tax exemptions), then the composition of members for the SANRU International board cannot be identical to SANRU asbl (Congo). He also noted that the mandate of SANRU International must be defined as being broader than the work in DR Congo.

With that context in mind the board recommends the following

- 3) **Creation/Registration of SANRU International:** The board requests that IMA assist in the registration of SANRU International as an NGO in the United States with its physical headquarters located at IMA offices in New Windsor, MD.

Frank and Miat will assist IMA in drawing up and submitting the necessary paperwork. Registration fees are to be shared by the SANRU founding members. The board also suggests that the composition of the board for SANRU International include two members of the SANRU asbl board (Frank and Miat) along with Dana McDonald, Esther Ndiang’ui and possibly Armand Utshudi. The details of the proposed composition of the SANRU Int’l board will be discussed further with IMA as part of the registration process.

With a consensus adopted for the immediate implementation of the above recommendations, the meeting was adjourned.

Dr Felix Minuku , Executive Secretary ad interim.

Addendum 1: 29 August: The meeting participants, minus Larry and Wayne who are traveling, met to review the notes and next steps. Over the weekend we learned that creation of SANRU Int’l would probably not provide the working relationship desired for the financial management of the SANRU GF project. We also learned that IMA has been investigating the option of creating a “trust” or “custodial” account for SANRU. A custodial account is a trust account owned by an individual or institution, managed by a named party for purposes of rapid distribution of funds in that account. Albert indicated that this disbursement arrangement is used by Global Fund with World Bank, i.e., WB manages a “trust fund account” for Global Fund. He also indicated that with the increased emphasis on “risk management” by GF, that he thinks they will be open to SANRU having a similar fiscal disbursement relationship with IMA. With this in mind, the participants encourage IMA to investigate the legal requirements for establishing a trust account for SANRU asbl. Miat promised to look up how the World Bank uses for its “trust account management” on behalf of Global Fund.

Addendum 2: 29 August: The letter finally arrived from the Ministry of Health this morning to officially recognize the existence of SANRU asbl. The Basic Rural Health project (aka SANRU I) was officially signed in August of 1981. Thirty years later you, as the founding members of SANRU NGO, are continuing to help carry the SANRU “fire” and expand its reach with the creation of SANRU NGO.

Addendum 3: 23 September: The founding members reviewed the minutes 12 replied with an email to approve all three recommendations. Several people raise questions of clarification concerning recommendation #3, so this topic will be discussed again at the next SANRU asbl board meeting.