



## REPORT OF THE 9<sup>TH</sup> BOARD MEETING

ABIDJAN, March 31 2016

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## **I. INTRODUCTION**

1. The Regional Electricity Transmission Company, “TRANSCO CLSG” held its seventh Board of Directors meeting at CI-Energies Headquarters in Abidjan on March 31, 2016.
2. All the Directors of the Board or their representatives attended the meeting. The list of participants is attached as Annex A to this report.
3. After verification, the Board noted that the meeting had a valid quorum.
4. The Chairman of the Board of Directors, Mr. Amidou TRAORE, Director General of CI-ENERGIES chaired the meeting.
5. The Chairman welcomed all the directors to the meeting.
6. The agenda below was unanimously adopted.
  - a) Examination and adoption of the Report of the 7<sup>th</sup> Board Meeting
  - b) Report of the General Manager
  - c) Report of the Board Committees Meetings
  - d) Proposed dates of the next Board Meeting
  - e) Adoption and signature of board resolutions

## **II. OUTCOME OF THE MEETING**

### **Point A – Report of the 7<sup>th</sup> Board Meeting**

7. The report of the 7<sup>th</sup> Board Meeting was reviewed by the Board and after minor corrections and or amendments, was unanimously adopted.

### **Point B - Report of the General Manager**

8. The General Manager presented his Annual Report for 2015 and the Interim Report for January – March 2016 to the Board of Directors.
9. The Report of the General Manager covered the following:
  - a) Project implementation activities which includes;
    - The overall progress of the CLSG Project
    - The report on the Owners Engineer Phase 1 Contract
    - The recruitment of Owners Engineer Phase 2
    - The procurement process
    - The implementation of ESMP & RAP
    - Project effectiveness and disbursement conditions
    - Coordination with donors
    - Project milestones
    - Project Management Challenges and Opportunities
    - The agreements signed under the CLSG Project
  - b) Institutional arrangements that include:
    - The acquisition of the property for TRANSCO CLSG Head Office in Abidjan

- Establishment of TRANSCO CLSG Country Offices in Liberia, Sierra Leone and Guinea.
  - Establishment of Field Offices in each CLSG country
  - Recruitment of staff
  - Communication and public relations activities
  - The Draft Financial Statements for 2015
  - Meetings and workshops and
  - Official missions
- c) Documents submitted to the Board for approval
- The Staff Regulations
  - Terms of reference for the recruitment of the external auditor
  - The extension of the contract of Owners Engineer Phase 1
- d) Documents submitted to the Board for information
- The study of the Ebola crises on the CLSG Project
  - The Draft Project Development Plan
  - Fourth Quarter Interim Financial Report for 2015

#### **Project implementation activities**

10. The General Manager informed the Board that the CLSG project is moving towards the construction phase and that about 80% of the pre-construction activities have been completed.
11. The pre-qualification of contractors for the five (05) packages for the construction of the transmission line have been completed. The package for SVC financed by KfW was cancelled as only two (02) pre-qualification bids were received. This package has been included in the package for sub stations financed by KfW.
12. The General Manager informed the Board that the bidding process for all packages is on-going.
13. The national and local committees for the monitoring of ESMP & RAP activities in each country have been established. The Operational Action Plan for the implementation of ESMP and RAP developed and the overall budget has been revised. Escrow accounts for the management of ESMP and Rap contributions has been opened in Guinea in March 2016, while those for Liberia and Sierra Leone will be opened in April 2016.
14. The General Manager informed the meeting also that many coordination activities were undertaken with all the key stakeholders. Regular video and audio conferences were held with the donors; TRANSCO CLSG attended workshops organised by WAPP; meetings with regional projects (OMVG and Guinea – Mali) were meetings with the utilities and government officials in each CLSG country.
15. The General Manager also stated that all the conditions for the effectiveness of the project have been met. For the disbursement conditions, the key remaining condition to be fulfilled is the Power Purchase Agreements and Transmission Service Agreements. The draft bi-lateral agreements have been prepared and shared with the countries. TRANSCO

CLSG plans to organise workshops in each country for the key stakeholders to adopt the draft agreements for signature.

### **Institutional Arrangements**

16. The General Manager reported that Country Offices have been established in Liberia, Sierra Leone and Guinea, and a property has been acquired for the Head Office in Abidjan.
17. The General Manager also informed the meeting that a consultant has been recruited to develop the administrative, accounting and financial policies and procedures manual was recruited in December 2015. The consultant has prepared the technical specifications for the accounting software and provided the first draft of the administrative, accounting and financial policies and procedures manual.
18. The General Manager provided an update on the process to recruit the external auditor, and informed the meeting that a Procurement Assistant, two (2) Bi-lingual Secretaries and the Internal Auditor have been recruited.
19. The General Manager informed the meeting that the Fourth Quarter Interim Financial Report for 2015 and the Draft Financial Statements for December 2015 have been prepared and submitted to the Finance and Audit Committee.

### **Documents submitted to the Board for Approval**

20. The General Manager presented the following documents to the Board for approval:
  - Staff Regulations was submitted to the Finance and Good Governance Committee, and the Committee has reviewed and adopted this document for approval by the Board
  - Terms of reference for the recruitment of the external auditor was submitted to the Audit and Good Governance Committee, and the Committee has reviewed and adopted this document for approval by the Board
  - The extension of the contract of Owners Engineer Phase I was submitted to the Technical Committee, and the Committee has reviewed and adopted this document for approval by the Board.

### **Documents submitted to the Board for information**

21. The General Manager informed the Board the Study on the impact of Ebola crises on the CLSG Project and the Draft Project Development Plan were submitted to the Technical Committee of the Board while, the Fourth Quarter Interim Financial Report for 2015 was submitted to the Finance and Good Governance Committee.

### **Reaction of the Board on the General Managers Report**

22. The Board thanked the General Manager for his report.

23. The Board observed that according to the project timeline, the first set of contracts were supposed to be signed in June 2016, and noted that this deadline has changed due to extensions of the bid submission dates. The Board noted also that the change in contract signature dates will require a change in the date for the ground breaking ceremony which has to be approved by the Steering Committee.
24. The Board wanted to have more information on the work being done by the CLSG countries to prepare their national grid for interconnection with the CLSG transmission line.
25. The Board noted that if the CLSG transmission line is built and the countries are not ready, then there will be a major problem with the operations of the line and this will affect the financial viability of TRANSCO CLSG.
26. The Board agreed that it will be necessary to develop the terms of reference for a consultant to undertake an interconnection study for the CLSG transmission line, and that the States and or the Donors should finance the interconnection studies.
27. The Board noted that this task is already included in Mr Amadou Diallo's contract and requested Mr Amadou Diallo to prepare the Terms of Reference for the interconnection study.
28. Finally, the Board adopted the Report of the General Manager and thanked the General Manager and his team for the quality of the documents presented and noted that significant improvements have been made in the presentation and quality of the documents.

#### **Point C - Report of the Board Committee Meetings**

29. The Chairmen of the three Board Committees presented the reports of their Committee meeting to the Board individually.
30. The reports of the Finance and Administration Committee, Audit and Good Governance Committee and Technical Committee were adopted by the Board.
31. The Staff Regulations, Terms of Reference and the Extension of the Contract for the assignment of the owners engineer Phase 1 (Lahmeyer Joint Venture) for an amount of 631,984 Euros were also adopted.
32. The Board requested that the Draft Project Development Plan (PDP) be submitted to the donors for their review and comments. After receiving the comments of the donors, Management should convene a Technical Committee meeting to incorporate the comments of the donors into the final version of the PDP.
33. The Board noted that knowledge and awareness about Ebola has been enhanced, and requested that the recommendations from the Ebola Report should be included in the bidding documents as far as possible.
34. The Board noted that the Ebola report is a qualitative study that does not provide information about the impact on the cost of the project, project deadlines and requested

that the report be revised to include as far as possible the impact on the project cost and recommendations for the future.

35. The Board noted that Internal Auditor has been recruited, and the Chairman of the Audit and Good Governance Committee introduced the Internal Auditor to the Board.
36. The Chairman of the Audit and Good Governance Committee thanked the General Manager and the Director of the Project Implementation Unit for the courtesy call on him while they were in Dakar to attend the WAPP Annual General Meeting in November 2015, and noted that such interactions will help to improve the relationship among the staff and the Board members.
37. The Board thanked the members of the board committees for their hard work. In particular, the Board thanked the Chairmen of the committees for effort and the time they have spent to do the work of TRANSCO CLSG, given their busy schedule.

#### **Point D – Proposed dates for the next Board Meeting**

39. The the next Board was scheduled for April 27 – 28, 2016.

### **III. ACKNOWLEDGEMENT AND VOTE OF THANKS**

40. The Chairman expressed his sincere thanks and appreciation to the members of the board for their participation and contributions in this Board Meeting. He thanked management and staff for the good work they are doing and encouraged Management to do their best to ensure that the decisions of the Board are implemented so that the TRANSCO CLSG will be successful.
41. The Board thanked the General Manager and his team for the achievements recorded so far and encouraged him to do more notwithstanding the huge challenges ahead.
42. The Board also thanked all the stakeholders particularly the donors for committing the financial resources to make the project and the Secretariat of WAPP for all the institutional support to ensure that TRANSCO CLSG is well established in the other three countries.
- 43 Finally the Board thanked the governments of Cote d'Ivoire, Liberia, Sierra Leone and Guinea for their financial contributions and political support to make this project successful.



Amidou TRAORE

**Chairman, Board of Directors**

**ANNEX A**

**List of Participants**

<b>No.</b>	<b>Name</b>	<b>Representing</b>	<b>Position</b>
<b>Present</b>			
1	Amidou TRAORE	CI Energies (Cote d'Ivoire)	Chairman
2	Joseph Tamba MAYAH	LEC (Liberia)	Member
3	Miltion Ngegbai (Proxy for Alhaji TIMBO)	EDSA (Sierra Leone)	Member
4	Dr. Abdulai Keita	EDG (Guinea Conakry)	Member
5	KI Siengui Apollinaire	WAPP	Member
6	Seydina KANE	Francophone West Africa	Member
7	Amarquaye ARMAR	Anglophone West Africa	Member
<b>In attendance</b>			
1	Mohammed M. SHERIF	TRANSCO CLSG	General Manager
2	Amadou DIALLO	TRANSCO CLSG	Senior Adviser
2	Etienne BAILLY	TRANSCO CLSG	PIU Director
3	Jigba Josephus YILLA	TRANSCO CLSG	Finance and Admin Manager
4	Mr. Vanie	CI Energies	

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