

**REPUBLIC OF VANUATU**  
**Millennium Challenge Account**  
**Vanuatu Unit**  
**Ministry of Finance & Economic**  
**Management**  
*PO Box 192*  
*Vanuatu (South West Pacific)*



**REPUBLIQUE DE VANUATU**  
**L'Unité de Vanuatu de Compte de**  
**Défi de millénaire**  
**Ministère des Finances et de la**  
**Gestion Economique**  
*Bureau Postal 192*  
*Vanuatu (Pacifique Sud Ouest)*

## **MCA-Vanuatu Steering Committee Meeting Minutes**

Type of Meeting —Special  
April 25th Tuesday 2006  
8.30am

Director General Office, Ministry of Finance & Economic Management

### **Board Members:**

#### **Office**

#### ***Present:***

Chairman	Director General, Prime Ministers Office
Vice-Chairman	Director General, Ministry of Finance & Economic Management
Member	Director General, Ministry of Foreign Affairs
Member	Director, Department of Strategic Management
Member	Director, Public Works Department
Member	Head of Development Cooperation, Ministry of Foreign Affairs
Member	Government Statistician, National Statistics Office
Member	(in placement of General Manager Chamber of Commerce)

MCA Vanuatu Legal Counsel

#### ***Apologies***

Civil Society Member Organization	Secretary General, Vanuatu Non Government
-----------------------------------	---

#### **Absent**

Member	Director Department of Economic & Sector Planning
Member	Director General to the Ministry of Lands
Member	Director General to the Ministry of Pubic Utilities & Infrastructures

### **MCA Vanuatu Secretariat**

Director	Program Management Unit
Economics Analysts	Program Management Unit
Infrastructure Analyst	Program Management Unit
Support Staff	Program Management Unit

### ***Quorum present? Yes***

No voting member departed during the meeting.

*Person Acting as Chairman:* Director-General of Prime Minister's Ministry

*Person Acting as Secretary:* Director, Program Management Unit

**Proceedings:**

*Meeting called to order at 8.35am by Chairman.*

The Chairman called the meeting to order and declared the presence of a quorum as required by Governance Agreement of MCA-Vanuatu.

The Chairman appointed the Director of MCA Vanuatu to act as secretary of the meeting. The Chairman confirmed that a majority of the members of the Committee are present at this meeting. The meeting was then duly and legally convened and opened for the transaction of business.

The Chairman noted that notice sent by the Program Director for this meeting was sent by email to the members of the Committee on Friday 21<sup>st</sup> April 2006 and attendance to the meeting was confirmed by some members only.

The Chairman further noted that the notice of the meeting distributed to the members included an agenda. No member of the Steering Committee attending the meeting objected to the calling of the meeting or the items on the agenda.

**I. Discussion and Action Items**

**A. *Procurement Agreement***

The Director of the MCA program briefed the Steering Committee on the comments and amendments made by MCC and the MCA Negotiating team on the Procurement Agreement. There are no further comments to be made on the document, thus MCA-Vanuatu is seeking the Steering Committee's approval on the agreement so that it can be sign. The Chairman asked members of the committee to express their comments with regards to the final amendments made to the Procurement Agreement. No further comments were made by the Steering committee.

The Steering Committee unanimously approves the Procurement Agreement amendments.

**B. *Disbursement Agreement***

The Director of the MCA Program briefed the Steering Committee on the final wording of Schedule 1 of the Disbursement Agreement. During the discussions it was reveal that the Director of Finance had prior discussions with MCC who agreed on the final text of Schedule 1. The Chairman asked members of the Committee to express their comments with regards to the final text of Schedule 1 of the Disbursement Agreement. No further comments were made by the Steering committee.

The Steering Committee unanimously approved the rewording of the final text of Schedule 1 of the Disbursement Agreement.

**C. *Bank Agreement***

The Director of the Program Management Unit briefed the Steering Committee members on the contents of the Bank Agreement. There are no further comments on the Agreement by the Steering Committee members during discussion time.

The Steering Committee unanimously approved the Bank Agreement.

**D. *Term Sheet for Certain Supplemental Agreements***

The Director of the Program Management explained to Steering Committee members that the Term Sheet covers all other agreements not yet signed, for legal terms. There are no further comments by the steering committee members.

The Steering Committee unanimously approved the contents of the term sheet.

**E. *Fiscal Agent Agreement***

The Chairman requested if the Department of Finance which is the Fiscal Agent had any more comments and changes they wish to make on the Fiscal Agent Agreement. The Director of the Department of Finance agreed with the final document. There are no further comments by the steering committee members.

The Steering Committee unanimously approved the contents of the Fiscal Agent Agreement.

**F. *Quorum of the Steering Committee Meetings:***

The Steering Committee decided that until the Governance Agreement is signed the Steering Committee has the right to make its own rules. Currently the Steering Committee utilizes seven (7) as being constituting the quorum. A notice of 7 days must be issued to all members for an ordinary meeting. Special and urgent meetings warrant a three (3) days notice to be issued.

This was agreed and accepted by the Steering Committee.

**G. *Signing of Agreements***

Some of the documents that are discussed during the meeting will be signed off this afternoon, 3:00pm at the Ministry of Finance & Economic Management. The Chairman instructed that all documents to be sign be ready for signature this afternoon as well as certificates for entry into force and associated certificates.

Chairman proposed that the Steering Committee move to decide on the necessary documents to be signed this afternoon by the respected Signatories.

The Steering Committee unanimously approved the signing of the Disbursement Agreement, Fiscal Agent Agreement, Procurement Agreement, Term Sheets for certain Supplemental Agreements, Letter to MCC and Certificate of Compact Entry into Force Agreement.

## II. Reports

### A. Minutes of the Procurement Agent Negotiating Team

A summary report of the negotiations with BCEOM to act as MCA-Vanuatu's procurement was present to the Steering Committee by the Team. The Team Leader outlined the outcome of the negotiations between the Negotiating Team and BCEOM. During discussions the Secretary of the Negotiating Team informed the Steering Committee that some minor changes have been made to the Procurement Agent Agreement as a result of the negotiations, which has been approved by the Steering Committee in a previous agenda.

The Steering Committee endorsed the Negotiating Team's Report.

**Certified by:** /S/  
**Secretary, MCA-Vanuatu**

**Acknowledged by:** \_\_\_\_\_ /S/  
**Chairman of the Steering Committee Meeting**