



MINUTES OF THE PNG RGC AGM 2019

10am – 11:40am | Tuesday 21 July, 2020
INA Board Room, IPA Haus, Port Moresby

Agenda

Opening of Meeting and Welcome Remarks by the interim National Coordinator

- a. Election of chairperson of the AGM
 - b. Confirmation and apologies
 - c. Confirmation of quorum
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1. Election of the PNG RGC Council Members
 2. Presentation of Financial Update from 2015 to June 2020
 3. Appoint an auditor of the coalition

Closing Remarks

- a. Address by New President of the PNG RGC
- b. Presentation of the 2020 Certificate of Membership
- c. Closing of meeting and announcements by chairperson

MINUTES

ATTENDANCE

Financial Members:	6
Apologies:	1
<u>Non-Members:</u>	<u>4</u>



Financial Members: Center for Environmental Law and Community Rights (Peter Bosip, Samantha Kuman) Transparency International PNG (Arianne Kassman, Yuambari Haihuie, Barbra Ruin), Saua Development Foundation (Kelly Kalit), PNG Council of Churches (Emma Ilau Sebea), CIMC Secretariat (Wallis Yakam, Henry Yamo, Catherine Avasa), Institute of National Affairs (Paul Barker)

Apologies:

Peace Foundation Melanesia

Non-Members:

PNG EITI (Christopher Tabel, Oliver Mainguo), Square Circle for Global Development (Dr. Tim Grice) Papua Hahine Social Action Forum (Ethel Sandery) and PNG Resource Governance Coalition (PNGRGC) Secretariat (Collette Tsiperau)

I. Opening and Introduction – Mr Henry Yamo, CIMC Deputy Executive Officer

The first *inaugural* Annual General Meeting (AGM) for the PNG Resource Governance Coalition (PNGRGC) was officially opened by Mr. Henry Yamo, CIMC Deputy Executive Officer. Mr. Yamo welcomed the Coalition members and partners present. He then gave a brief background on the Extractive Industry Transparency Initiative (EITI) in the country and the inception of the PNGRGC.

Mr. Yamo provided a brief summary on the financial support for the PNGRGC for its operational funding and stated that CIMC administered the PNGRGC as a project within the secretariat. He also gave an overview of the PNGRGC interim coordinators from establishment to present and the recruitment of the present interim coordinator, Ms. Collette Tsiperau who was recruited by the INA/CIMC.

a) Election of Chairperson at the AGM – Collette Tsiperau, Interim Coordinator PNGRGC

In keeping with Section 33.2 of the PNGRGC Constitution, in the absence of the President and Vice President, then the members present shall nominate the Chairperson of the meeting.

Resolution: SDF (Kelly Kalit) moved a motion that Henry Yamo from CIMC be nominated to continue as the Chair of the AGM and lead the discussion. All members present agreed through a show of hands with the motion that Mr. Henry Yamo of CIMC chair the AGM.

b) Confirmations and Apologies

Only one (1) apology was received from Peace Foundation Melanesia.

c) Confirmation of quorum

The Chairperson announced that six (6) of the seven (7) Coalition Members were present at the AGM. The meeting proceeded given the quorum of attendance at the meeting.



1. Election of the PNG RGC Council Members – Mr. Yamo, AGM Chair

Seven coalition members met compliance to be nominated or voted for a position on the council of the PNGRGC.

It was clarified by the PNGRGC Secretariat that the criteria for meeting compliance was, that an organization, i.e. Civil Society Organisations (CSOs) of the interim council of the PNGRGC apply for membership and be endorsed according to the agreed process set by the interim council and pay membership fees before the 14th of July (the deadline for nominations), to be deemed eligible under the PNGRGC Constitution to exercise the right as members of the PNGRGC to be elected for office.

The Chair announced that four (4) nominations were received for the four office bearer positions of the PNGRGC Council, corresponding to the mentioned section 16.1 of the constitution.

Position	Nominee	Nominator	Secunder
President	CELCOR	Saua Development	INA
Vice President	Saua Development Foundation	CIMC Secretariat	INA
Secretary	TIPNG	CELCOR	INA
Treasurer	INA	CELCOR	Saua Development Foundation

TIPNG (Yuambari) commented for formality referencing Section 28.1 of the PNGRGC Constitution, the order of Business as mentioned in the constitution but noted that this was the first AGM, hence no previous minutes or a president to provide reports outlined in the AGM agenda in this section of the constitution.

INA (Paul) agreed this was the first AGM and responded that the introduction presented by the CIMC Secretariat (Henry) was more of a report in the absence of a president.

TIPNG (Yuambari) referenced Section 16.3 that if the number of nominations received is equal to the number of nominations received, the persons nominated shall be deemed to be elected with effect from the conclusion of the Annual General Meeting. Thus, he clarified that this is not an election but rather an announcement of the members of the Council filled in for the positions. Other vacancies shall be deemed as casual vacancies as mentioned in Section 16.2.

The Chair announced the Office Bearers:

President – CELCOR

Vice President – Saua Development Foundation

Treasurer – INA

Secretary – TIPNG

As per Section 16.1 and 16.3 of the constitution, the nominees equate the vacancies of the office bearer positions and should thereby be declared.



2. Financial Update from 2015 to June 2020

Collette Tsiperau, Interim Coordinator PNG RGC

Given time constraint, the update provided was based from figures presented in the draft scoping study by Square Circle Global Development, funded by the World Bank.

i. Financial Report (2015- 2019)

The PNGRGC Scoping Study showed an overall total of PGK2, 271, 730.00 spent on PNGRGC operations from 2015 to 2019 from available financial information sourced. The following is a break-up of the total amount:

Communication, advocacy, roadshow and capacity building:	K 1,046,674
Administration and Human Resource Costs:	K 842,105.00
Duty Travel Expense:	K 382,950.00
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	K 2,271,730.00

The different funding sources of the PNGRGC's operations from 2015 to 2019 outlined in the AGM Brief included BACA, TIPNG, PNG EITI, World Bank, Go PNG, EU (through CIMC), INA and CIMC Secretariat throughout the operations of the PNGRGC.

ii. Financial Report (2020)

The total financial assistance for the administration and operations of the PNGRGC since April 2020 was still yet to be received from INA by the time for the AGM.

The present balance statement of the PNGRGC account was the amount of the 2020 PNGRGC Membership fees of K700.00

The PNGRGC Secretariat recommended to the Coalition members that a proper financial report be presented by the appointed auditor for the next year.

Paul (INA) added that contributions received by the organisations mentioned were to support the establishment of the PNGRGC. Funds that financed PNGRGC activities came in through CIMC allocations. He then stated that a framework would need to be in place to record the different contributors.

TIPNG (Yuambari) in agreement of the PNGRGC support funds received as specified in Section 39.1, acknowledged the contributions of the members of the Coalition to host the AGM, specifically by CELCOR for catering.

CELCOR (Peter) commented that in future, fund management and contributions from members should change from the present arrangement. In the interim, INA/CIMC should create an accounting code or a subsidiary account to be used giving a scenario in the case when auditing is done by external auditors, external auditors could conveniently communicate with donors. He asked the Secretariat to take note to ensure such arrangements are in place.



TIPNG (Yuambari) added that the interim council had also raised the matter and suggested a separate account for PNGRGC be opened so that funds could be managed as described in Part VII, Section 39.2.

The Chair thanked CELCOR for contributing towards catering costs, TIPNG for funding operational tools, and the INA/CIMC for the venue and catering of the AGM.

In accordance to Section 42.1 and Section 39. 5, the appointed auditor would produce a proper financial statement for the AGM next year.

3. Appoint an Auditor of the Coalition

The PNGRGC Secretariat recommended that the auditor of the appointed treasurer of the PNGRGC Council be appointed auditor for the coming year.

INA (Paul) supported for the Council to consider that the auditor of INA/CIMC audit the PNGRGC finance as it would be expensive to engage a separate audit for the PNGRGC as it is (given its situation) at the moment.

CIMC (Wallis) added that previous INA audited reports should capture PNGRGC's finance for the previous year and supported that it would be expensive to engage a separate auditor for the PNGRGC.

CELCOR (Peter) requested clarification from INA/CIMC on its audit policy; whether auditing was done in a rotational manner by different auditors or done by one auditor, and conducted annually or biannually?

INA (Paul) responded that DFK Mayberry has been the auditor for INA, in the past providing free services. As a result the INA has continued with DFK's services of which recently they began charging a modest rate for services provided. They are internationally affiliated to a larger auditing firm and recognized by the CPA. He further added, at such a time where PNGRGC receives large funding would a separate auditor be recommendable though in the interim, it was economical for the INA/CIMC auditor to provide auditing for the PNGRGC.

CELCOR (Peter) affirmed that so long as the audit firm is registered, certified with the CPA (Chartered Professional Accountants), credible and can produce timely financial reports for the PNGRGC; that could be accepted by donors, was the recommendation acceptable.

TIPNG (Arianne) agreed that the appointed Treasurer (INA)'s auditor DFK Mayberry audit the PNGRGC's finance, but that the Council must develop the Terms of Reference in engaging the auditor in accordance to Section 43 on the Powers and Duties of the Auditor, outlined in the PNGRGC Constitution. The Council should ensure that an audited report is made available to be presented at the next AGM.

Resolution: The motion to appoint the Treasurer (INA)'s auditor DFK Mayberry to carry out the audit of the PNG RGC accounts was moved by CIMC (Wallis) and seconded by SDF (Kelly).

Action Item: The Council to develop the Terms of Reference to engage the auditor in accordance to Section 43 on the Powers and Duties of the Auditor.



II. Closing Remarks- Peter Bosip. PNG RGC Council President Elect, CELCOR Executive Director

Mr. Bosip acknowledged all members of the PNGRGC for entrusting CELCOR with the President role at the inaugural AGM. He recognized Coalition members as like-minded partners in ensuring resource owners have the maximum benefits through sustainable development, where livelihoods are maintained and citizens enjoy the benefits even beyond the life of extractive projects. He urged all Coalition members to meaningfully participate in the PNGRGC discussion, subsequent strategies and policies and cooperate in an insightful manner for the growth of the Coalition to ensure the goals and mission are achieved through the effective implementation of the Coalition's objectives.

a) Presentation of the 2020 Membership Certificates was done by the PNG RGC Council President

1. Transparency International PNG Inc.
2. Center for Environmental Law and Community Rights Inc.
3. Saua Development Foundation
4. Institute of National Affairs
5. PNG Council of Churches
6. Peace Foundation Melanesia
7. Consultative Implementation & Monitoring Council Secretariat

b) Closing of Meeting and announcement by Chairperson

Before the closing of the AGM official business, Kelly (SDF) requested if the PNGRGC Constitution would be accepted during this first inaugural AGM.

Peter (CELCOR) in agreeing on the matter stated that the AGM agenda should include the endorsement of the Constitution or any recommendations to change the Constitution and apologized for the oversight. He asked Coalition members of the conclusion regarding the PNGRGC Constitution during the Gateway Interim Council Meeting held in March this year.

In response, Wallis (CIMC) answered that the interim council had agreed that the Constitution would be accepted in principal at this AGM. The formal Council would then appoint a subcommittee to review the Constitution and propose amendments to the Council which could be presented at the next AGM.

Yuambari (TIPNG) agreed that the Constitution be endorsed at this AGM and reaffirmed Wallis' recommendations. He also asked for the updated Constitution to be submitted to the IPA.

Resolution: A motion was moved by CIMC (Wallis) that the current Constitution be endorsed. This was seconded by TIPNG (Yuambari).

Action Item: A committee will be appointed to review the constitution and the Secretariat to update IPA with the newly appointed Office bearers and the updated version of the constitution.



Remarks by PNGEITI – Mr. Christopher Tabel, PNG EITI, Deputy Executive Director

Mr. Tabel congratulated the PNGRGC in appointing its Council members and moving forward in its establishment. He gave assurance that the PNG EITI Secretariat would show its support in assistance towards securing funding options both external and domestic for the PNGRGC operations and looked forward to PNGRGC's active role in contributing to assist resource owners, policy makers and PNG as a whole.

In closing the AGM, the Coalition president thanked all participants for attending the inaugural AGM and assured the Coalition that the Council noted recommendations put forward and would collaborate with the Secretariat to see that items recommended are actioned.

The meeting ended at 11.40am

