



MINUTES OF THE FOURTH MEETING OF THE BOARD OF DIRECTORS

December 6, 2022

3:40 PM - Head office of Togo Invest, Lomé

In the year Two Thousand and Twenty-two at 3:40 PM, was held at the headquarters of Togo Invest in Lomé, the fourth (4th) Session of the Board of Directors of OMCA-Togo in accordance with (i) the Decree No. 2020-092/PR of November 11, 2020 on the creation, operation and organization of the Implementing entity of the Millennium Challenge Account-Togo (OMCA-Togo), and (ii) the Millennium Challenge Corporation Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("MCC"), and Togo (the "Government"), signed on February 14, 2019 (the "Threshold Program"). Capitalized terms used, but not defined herein shall have the respective meanings set forth in the Threshold Program Grant Agreement.

I. BOARD MEMBERS PRESENT

Voting Board Members Present:

Surname and Given Names	Position
BABA Stanislas	Chairman of the Board of Directors, National Coordinator of the MCA Unit.
Ms. DATTI Ayélé	Representative of the Minister of Economy and Finance
Mrs. Cina LAWSON	Minister of Digital Economy and Transformation
EDOH Komla	Representative of the Minister of Town-planning, Housing and Land Reform
BATAWILA Dogousaga Gabriel	Representative of the Civil Society
SANWOGOU T. Samuel	Representative of the Chairperson of the Chamber of Commerce and Industry of Togo

Non-voting Board Members Present

Surname and Given Names	Position
KOUIGAN Yawa	Chairperson of the Togolese Federation of Communes (FCT)
LAMBONI Dakonname	Chairperson of the Chamber of Agriculture of the Savanes Region (CRA- Savanes)

BARIGAO Yaovi	Representative of the Chief Executive Officer of the National Cybersecurity Agency (ANCy)
GALLEY Michel	Chief Executive Officer of the Regulatory Authority for Electronic Communications and Posts (ARCEP)
PALI Essossinam	Director of Decentralization at the Ministry of Territorial Administration, Decentralization and Development of Territories
Mrs. TRUCKER-MIAWOTOE Janet	Country Director of MCC in Togo, <i>online</i>

OMCA-Togo Team Present:

BOUGONOU N'gname Jeanne	Chief Executive Officer of OMCA-Togo, Secretary of the Board of Directors
AHONDO Komlan	Legal Advisor of OMCA-Togo, <i>guest</i>
BANKATI Bolagbéde	ESP Director - OMCA-Togo, <i>guest</i>
BOUYO Piyabélan	Director of the ICT project, <i>guest</i>
TOBI Kossigan	Director of the LRAP project, <i>guest</i>
DJAYOURI Noulo-Kmey	Communication Officer, OMCA-Togo, <i>guest</i>
TEPE Adzo Eli	Executive Assistant to the CEO - OMCA-Togo, <i>guest</i>

II. PROCEEDINGS

The meeting was called to order at 3:40 p.m.

The Chairman of the Board of Directors opened the meeting and confirmed that the notice of meeting had been sent in writing to each voting member of the Board on November 30, 2022. He noted that the quorum, composed of six (three government members and three members of civil society and the private sector) of the seven voting members of the Board of Directors, in accordance with the Decree establishing OMCA-Togo, was largely reached.

The Chairman noted that the notice of meeting distributed to members included an agenda. No board member present at the meeting objected to the convening of the meeting or to the items on the agenda.

The Chairman asked the Chief Executive Officer (CEO) of OMCA-Togo to remind the meeting's agenda and to list the documents that will be subject to resolutions, which are as follows.

1- Program Implementation Status: Annual Physical and Financial Execution Report

- a. LRAP project
- b. ICT Project
- c. Administration

2- Approval of the Implementation Plan for the 2023 Fiscal Year (October 2022 to September 2023)

- a. Annual Work Plan
- b. Detailed Financial Plan for January to March 2023
- c. Updated Procurement Plan
- d. Monitoring and Evaluation Plan (Resolution)

3- Management Policies and Procedures

- a. Anti-Fraud and Corruption Action Plan (Resolution)
- b. Human resources management manual and Performance management system

4- LRAP Project Implementation - (Resolution)

- a. Site selection strategy and selection of experimental sites
- b. Terms of reference for the establishment and operation of the National Advisory Committee

5- Miscellaneous

The documents, which will be subject to resolutions are: the Monitoring and Evaluation Plan, the Anti-Fraud and Corruption Action Plan, the site selection strategy and selection of experimental sites and the composition of the National Advisory Committee of the LRAP project.

The meeting is therefore duly and legally convened and opened for business.

Each item on the agenda shared by CEO of OMCA- Togo, Secretary of the Council, was introduced by a brief presentation of the documents transmitted with the invitation to the meeting.

1. and 2. Program Implementation Status and Implementation Plan for the 2023 Fiscal Year

The CEO of OMCA- Togo presented the program implementation status, including the annual physical and financial report, the level of implementation of the LRAP project and the ICT project as well as the administrative situation of OMCA-Togo. The CEO also presented the annual work plan (October 2022 to September 2023) and the detailed financial plan from January to March 2023. Regarding the point relating to the Monitoring and Evaluation Plan, which should be subject to a resolution, it was postponed because it does not take into account the ICT project.

Following the presentation made by the CEO of OMCA-Togo, the Board asked questions and made recommendations, which can be summarized as follows:

- The Board recommends that OMCA-Togo ensures that the specificity of land issues throughout the country be taken into account in the social and land diagnosis.
- The Board strongly recommends that OMCA-Togo ensures, each time, the active participation of the main ministries in the achievement of deliverables for greater ownership
- The Board recommends that the Management Unit take up the Monitoring and Evaluation Plan and ensure that it is complete and relevant.

3. Management Policies and Procedures

- a. Action plan to combat fraud and corruption

The CEO presented the context for the development of the anti-fraud and anti-corruption plan, which is the result of MCC's transparency procedures for the management of resources allocated to the Togo Threshold program. This plan presents the objectives and criteria for

assessing fraud or corruption risk level. In her presentation, she stressed that most of the risks identified are of low probability of occurrence and low impact. She also pointed out that OMCA-Togo has put in place procurement and administrative procedures that minimize potential risks of fraud or corruption in the implementation of Threshold program activities.

Following this presentation, the Board of Directors approved the anti-fraud and anti-corruption plan by resolution.

- b. Human Resources Management Manual and Performance Management System

The Chief Executive Officer noted that the manual is being developed by OMCA-Togo and is subject to MCC's no-objection opinion, which has not yet been obtained. She suggested that the Board not approve the submitted document. As such, this working tool was not approved.

4. Implementation of the LRAP Project - Approval by Resolution

- c. Site selection strategy and selection of experimental sites

The secretary of the Board introduced by noting that with the support of the LRAP Project Technical Assistant, the selection strategy and the selection of sites was carried out in an inclusive and participatory approach with the involvement of prefectural, communal and local authorities and the communities of the five (5) sites and the regional curators. Then, the LRAP project director, Mr. TOBI Kossigan, proceeded with a summary presentation of the content of the deliverable. The project director presented the criteria, parameters, and approach used in the process of defining strategies and selecting sites in the 5 prefectures previously identified in the project document.

He emphasized that all administrative and community authorities actively participated in the development and validation of this deliverable. He brought to the attention of the Board members that the Minister of Territorial Administration and Decentralization had agreed to submit the deliverable to the Board of Directors for approval.

The members of the Board of Directors unanimously approved the site selection strategy and the selection of the experimental sites.

- d. Terms of Reference for the creation and operation of the National Advisory Committee (NAC)

The presentation made by the LRAP project director focused on the summary of the terms of reference, emphasizing the composition and timing of the first meeting of this Committee in January 2023. In a nutshell, the NAC is composed of: a representative of the National Network of Women Agricultural Producers (RENAFAT); a member of the multi-stakeholder platform of the National Commitment Strategy (SNE-Togo); a representative of the Employers Body and/or the representative of Small and Medium Enterprises and Industries; a representative of the National Council of Traditional Chiefs of Togo (CNCT); a representative of the Togolese Federation of Communes (FCT); a representative of the Togolese Coordination of Farmers' and Agricultural Producers' Organizations (CTOP); a representative of the Faculty of Law or Geography of a university, including research laboratories on land tenure, land development and urban planning; and a representative of the Network of Land Journalists (RJF).

At the end of the presentation, the Board asked the Management Unit to ensure that the National Advisory Committee is well represented.

The Board of Directors unanimously approved the terms of reference and membership of the National Advisory Committee.

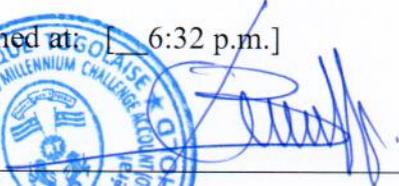
5. Any Other Business

- The Board appreciated the participation and commitment of the ministries and agencies involved in the Threshold Program.
- On the ICT component, the contract of which is scheduled to be signed on December 7, 2022, the Board urged OMCA-Togo to listen to the different actors involved in the sector.

III. ADJOURNMENT

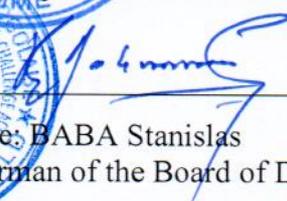
The meeting was adjourned at: [6:32 p.m.]

Certified by:



Name: BOUGONOU N'gname Jeanne
Secretary of the Board of Directors, OMCA-Togo

Acknowledged by:



Name: BABA Stanislas
Chairman of the Board of Directors, OMCA-Togo

Appendices: Resolutions No. 9, No. 10, and No. 11 relating to the selection strategy and the selection of the 5 experimental sites, the plan of fight against fraud and corruption, the composition of the members of the national advisory committee.