



RESOLUTIONS N°1 OF THE BOARD OF OMCA-TOGO

FIRST MEETING, 7th September, 2021, 4 pm

The following resolutions (these “*Resolutions*”) were adopted by the Board of OMCA-Togo at his first meeting held at the above-mentioned date and time and for which notice was duly given on August 27, 2021 in accordance with (i) the decree n°2020-092/PR of November 11, 2020 on the creation, functions, and organization of the “Organisme de mise en oeuvre du Millennium Challenge Account (OMCA-Togo)”, and (ii) the Millennium Challenge Threshold Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation (“*MCC*”), and the Republic of *Togo* (the “*Government*”), signed on February 14, 2019 (the “*Threshold Agreement*”). Capitalized terms used but not defined herein have the respective meanings given such terms in the Threshold Agreement.

NOW, THEREFORE, BE IT:

RESOLVED, that each member of the Board have waived notice thereof;

RESOLVED, that the Board hereby approves and adopts the following governing documents and regulations of OMCA-Togo, each substantially in the form attached to these Resolutions:

- (a) Conflicts of Interest Policy
- (b) Confidential Information Policy
- (c) Bylaws of OMCA-Togo

RESOLVED, that the Board hereby approves and ratifies the following agreements and documents:

- (a) Fiscal Agent Agreement;
- (b) Junior Procurement Agent Agreement;

RESOLVED, that the Board hereby approves and ratifies the nomination and appointment of BOUGONOU N’gname Jeanne to hold the office of Chief Executive Officer of OMCA-Togo, approves and ratifies the Employment Agreement for the Chief Executive Officer.

RESOLVED, that the Board hereby approves and ratifies the nomination and appointment of the following individuals to hold the offices within OMCA-Togo indicated opposite each of their respective names below and approves and ratifies the Employment Agreement for each:

Title	Name
ICT Project Director	BOUYO Piyabélan
Land Project Director	TOBI Kossigan
Director of Environment, Gender and Social Inclusion	BANKATI Bolagbédé
Monitoring, Evaluation and Economic Analysis Director	LOUKA Masseti
Procurement Director	AMETEPE Etsè
Administrative and Finance Director	AMADOU Mamoudou
Communications and Stakeholder Engagement Officer	DJAYOURI Noulo-Kmey

RESOLVED, that the Board hereby approves and adopts the form of employment agreement substantially in the form attached to these Resolutions, and the salary scale to be used in connection with the hiring of OMCA-Togo staff.

RESOLVED, that the Board hereby approves and adopts the following documents:

- (a) Detailed Financial Plan;
- (b) Interim Procurement Operations Plan (IPOM);
- (c) Interim Financial Accountability Plan (IFAP).

RESOLVED, that the Board hereby approves and ratifies all other prior actions of, and confirms its assumption of all rights and responsibilities in connection with contracts and other obligations previously approved and executed by, the Chairman of the Board taken on behalf of or in the name of OMCA-Togo;

RESOLVED, that the Chairperson of the Board is authorized and directed to execute any and all agreements, certificates, forms, instruments, or other documents, and take any and all actions, necessary or desirable to complete and effectuate the purposes of these Resolutions; and

RESOLVED, that the Secretary of the Board is directed to record minutes of this meeting with the minute books of OMCA-Togo and to submit such minutes and these Resolutions for publication on the website of OMCA-Togo in both the French and English languages within two weeks from the date of the minutes signature by the Board Chairman.



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

Attachments:

- *Conflicts of Interest Policy*
- *Confidential Information Policy*
- *Bylaws of OMCA-Togo*
- *Form of Employment Agreement*
- *IPOM*
- *IFAP*