

MINUTES OF THE 13TH ANNUAL GENERAL MEETING
HELD AT CLEAVER HOUSE
ON 18TH OCTOBER 2019

ATTENDANCE

A total of thirty (30) members was recorded as follows;

1. Mr. Rockson Dogbegah	President
2. Prof. John Bright K. Aheto	Member
3. Daniel Glymin Esq.	Member
4. Mrs. Comfort Oduro-Nyarko	Member
5. Mr. Emanuel Asante	Member
6. Mr. Boris Kombat	Member
7. Mr. Henry Agyemang Boateng	Member
8. Richard Nana Gyau Amoah	Member
9. Mrs. Rosalyn Darkwa	CEO/Member
10. Rev. (Mrs.) Angela Carmen Appiah	Member/ Secretary

APOLOGIES

Mrs. Nadine Amuah Oduro

Vice-President

Members Present were;

1. Adu Kokui
2. Agamah Steve- Derrick
3. Agyemang Kwarteng Kofi
4. Ahiabor Claudette
5. Ashigbey Kenneth
6. Ayensu- Appiah Nic
7. Bentsi- Enchil Kobina Sam
8. Boateng- Sarpong Kwame
9. Bonsu Abena
10. Bright Coleman Ewusie Josephine
11. Cudjoe-Seshie Solomon
12. Nartey-Totoli Linda
13. Ntim Richard
14. Ocran Comfort
15. Odamttey Dede K.

16. Ofosu Darko Fred
17. Okyere Michael
18. Sallah Juanita
19. Tsegah Emmanuel
20. Winful Ernest Christian

IN ATTENDANCE

Mr. Bintu Kwamena Dekab Associates – Auditors

1.0 OPENING

1.1 The President declared the Annual General Meeting open at 18:21hrs. The opening prayer was said by Rev. (Mrs.) Angela Carmen Appiah.

2.0 NOTICE OF MEETING

The Secretary read out the Notice convening the meeting.

2.1 AGENDA

- I. To receive and consider the report of the Council and the Financial Statements for the year ended 31st December 2018.
- II. To authorize Council to fix the remuneration of the Auditors.
- III. To authorize Council to consider recommendations for the inclusion of regional representation in the Governance of the Institute.
- IV. To Induct members into Committees of Council.
- V. Any Other Business

3.0 PRESIDENT'S STATEMENT

The President read out his report which had previously been circulated to members.

4.0 AUDITOR'S REPORT

4.1 The Auditor's report was read out by Mr. Kwamena Bintu. A call was made for questions. In the absence of any questions, Professor Kwabena Sam Bentsi-Enchil moved for the acceptance of the financial report. This was seconded by Mr. Kofi Agyemang-Kwarteng. There were no dissenting views.

A motion was tabled to fix the Auditor's remuneration. Mr. Kenneth Ashigbey moved the motion which was seconded by Mr. Michael Obeng. There were no dissenting views.

5.0 REGIONAL BRANCHES

5.1 Permission was sought by Council for a constitutional amendment to reflect the establishment of recently created regional branches. This was in order to meet the objectives of the Mega Transformation Agenda (MTA).

Approval was duly granted. Council promised to initiate the process for the proposed amendment and revert to the Members for approval.

6.0 INDUCTION OF COMMITTEE MEMBERS

6.1 Mr. Rockson Dogbegah, the Council Chair, invited the Chief Executive Officer to present the members to be sworn into office. Mrs. Rosalyn Darkwa, the Chief Executive called the roll as follows;

GOVERNANCE, ETHICS AND ADVOCACY COMMITTEE

- ✚ Daniel Kobla Glymin Esq. (Chair)
- ✚ Mr. Bessa Brews
- ✚ Mr. Michael Kwame Obeng
- ✚ Mr. Kofi Agyemang Prempeh
- ✚ Dr. Frank Boateng
- ✚ Mr. Abass Seidu

INTERNATIONAL RELATIONS COMMITTEE

- ✚ Mr. Bessa Brews
- ✚ Mr. Christian Okpoti Odamtten
- ✚ Mad. Juanita Sallah
- ✚ Mr. Sam Bentsi-Enchil
- ✚ Mrs. Josephine Bright Coleman Ewusie

FINANCE AND AUDIT COMMITTEE

- ✦ Mr. Henry Agyemang – Boateng (Chair)
- ✦ Mr. Michael Kwame Obeng
- ✦ Mr. Selassie Cudjoe – Seshie
- ✦ Mrs. Abena Bonsu
- ✦ Mr. Richard Ntim

REVENUE GENERATION COMMITTEE

- ✦ Mad. Juliet Aboagye- Wiafe (Chair)
- ✦ Mr. Chris Okpoti Odamtten
- ✦ Dr. Frank Boateng
- ✦ Mr. Nicholas Ayensu

MEMBERSHIP DEVELOPMENT COMMITTEE

- ✦ Mr. Emmanuel Asante (Chair)
- ✦ Mrs. Comfort Oduro- Nyarko
- ✦ Mrs. Pamela Yebesi

EVENTS COMMITTEE

- ✦ Mrs. Comfort Ocran (Chair)
- ✦ Mrs. Josephine Bright Coleman Ewusie
- ✦ Mrs. Comfort Oduro – Nyarko

YOUTH DEVELOPMENT COMMITTEE

- ✦ Mrs. Vera Kafui Mills Odoi (Chair)
- ✦ Mad. Juanita Sallah
- ✦ Mrs. Josephine Bright Coleman Ewusie

HUMAN RESOURCE AND ADMINISTRATION COMMITTEE

- ✦ Mr. Boris M. Kombat (Chair)
- ✦ Mr. Emmanuel Asante
- ✦ Daniel K. Glymin Esq.
- ✦ Mrs. Pamela Yebesi
- ✦ Mr. Kofi Agyemang Prempeh
- ✦ Mrs. Josephine Bright Coleman Ewusie

REGIONAL OUTREACH COMMITTEE

- ✦ Rev. (Mrs.) Angela Carmen Appiah (Chair)
- ✦ Prof. John Bright K. Aheto
- ✦ Mr. Michael Kwame Obeng
- ✦ Mrs. Josephine Bright Coleman Ewusie.

Mr. Dogbegah, the Council Chair expressed gratitude to the committee members for availing themselves for services to the Institute.

He mentioned that a couple of committees had already been sworn into office and are working. He particularly mentioned the Education and Capacity Development Committee whose Chair he introduced as Professor John Bright Kobla Aheto. Other members of the committee were also mentioned as;

- ✦ Dr. Emmanuel Tsegah
- ✦ Mrs. Kafui Dede Odamtten
- ✦ Mrs. Kokui Adu
- ✦ Mr. Ken Amoevi Gbeve
- ✦ Mr. Ishmael Otchere
- ✦ Dr. Samuel Tengey

7.0 ANY OTHER BUSINESS

- A. Mr. Ken Ashigbey made a passionate plea that the Institute should continue to advocate strongly for the cessation of the practice where Chief Executives of state owned institutions get appointed by presidents of the republic. He explained that the practice poses serious challenges to good governance.

Buttressing the point another member added that the real challenge was with the constitution of the land which actually gives the President such powers. She was of the view that the solution was in a constitutional review. In his reaction, Mr. Dogbegah mentioned that the concern had been expressed to the sitting President, His Excellency Nana Addo Dankwa Akufo -Addo during a courtesy call. His Excellency alluded that the matter was a tricky one explaining that it was imperative to have the right persons in place to ensure smooth execution of mandate.

Mr. Ashigbey further appealed to the leadership of the Institute to aggressively champion the course for charter status. This he said would put the Institute in good stead for business.

- B. Dr. Tsegah suggested that a national Corporate Governance Council must be created to provide supervisory oversight just as there exists regulatory bodies in other sectors of the economy e.g. Health; the Medical and Dental Council, the Nursing and Midwifery Council and the Pharmacy Council etc.

Mr. Dogbegah remarked that this was also mentioned to the President of the republic of Ghana who requested that the draft bill for the Kenya IoD be made available to him to study when he was told that there was an agenda for the legislation of Directorship in Kenya.

Mr. Meshack Joram, a Kenyan and Chairman of the African Corporate Governance Network (ACGN), was part of the entourage that visited the President, His Excellency Nana Addo Dankwa Akufo –Addo.

A copy of the Bill has since been delivered to the office of the President, Mr. Dogbegah concluded.

- C. Dr. Ofosu-Darko, the immediate past President of the Institute advocated for a Ghana Corporate Governance Code similar to that which exists in South Africa and Nigeria. He explained that even though there were other codes like the Bank of Ghana's and the Securities and Exchange Commission's, these are not enough. He stated that a bigger picture must be seen which could resolve all governance issues of the various sectors of the economy.
- D. Mr. Henry Agyeman Boateng, Chair of the Finance and Audit committee of Council made an appeal to members present to help support the Institute to raise funds to offset rental charges of the secretariat. He mentioned that as part of the rebranding agenda, the Institute had relocated in the early part of the year from its Graphic road office to a much more accessible and business- like environment in Dzorwulu, Accra.
- E. Mrs. Josephine Coleman Bright Ewusie, a member of the Institute entreated the leadership of the Institute to come up with income-generation activities to improve upon the wealth of the Institute. She explained that one such strategy was to impress upon the Employers of our members to pay for the periodic trainings.
- i. She further stated that demand notices for subscriptions should be sent to the Employers for instance, with the member in copy. The same approach was to be adopted for invitations for training which she said must be regular.
- ii. Buttressing the point, another member confirmed that was the case in his organization where such training invitation letters were given attention. He encouraged the Institute to send training invitation letters to the Heads of Ministries, department and Agencies.
- F. Mrs. Rosalyn Darkwa, the Chief Executive Officer encouraged members to pay their subscription dues. She stated that the Institute would be publishing the list of members in good standing at the end of year 2019.
- G. Prof. Aheto on his part appealed to members present, a cross- section of the various sectors of the economy, to consider writing a paper each on the corporate governance issues in their industries. This was against the backdrop of the concerns raised earlier by Dr. Tsegah. He added that such discussions had earlier on in the day been held with Mr. Ken Ashigbey.

8.0 CLOSING

In his closing remarks, Mr. Dogbegah expressed gratitude to all present for attending the 13th Annual General Meeting. He singled out the following persons for special commendation;

- ✦ Prof. Aheto for particularly joining the regional tour train to create all nine (9) instead of the four (4) scheduled for the year.
- ✦ Rev. (Mrs.) Appiah for accepting to fill the gap as Chair of the Interim Management Team (IMC) created by Council to provide administrative support for the very lean secretariat and
- ✦ Ms. Celestial Cudjoe for her hard work at the Secretariat.

He made a special appeal to members for increased support to sustain the momentum generated by leadership.

In the absence of further issues for deliberation, Mr. Dogbegah, closed the meeting after a prayer by Dr. Tsegah. The time was 19:38pm.



Mr. Rockson Kwesi Dogbegah (FIoD)

President



Rev. (Mrs.) Angela Carmen Appiah (MIOD)

Member/Secretary