
THE INSTITUTE OF DIRECTORS OF ZAMBIA

MINUTES OF THE 20TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF THE INSTITUTE OF DIRECTORS OF ZAMBIA HELD AT SAROVAH NEELKHATH PREMIERE HOTEL, IN LUSAKA ON THURSDAY, 27TH MAY, 2021 AT 10.00 HOURS.

PRESENT

- | | | |
|---------------------------------|---|-------------------------------------|
| 1. Mr. Edward M. Kabwe, FIoDZ | - | President/ Board Chairperson |
| 2. Eng. Ngenda Situmbeko, FIoDZ | - | National Vice-president |
| 3. Dr. Francis Lwanga | - | Board Member |
| 4. Mr. Maurice Makalu | - | Board Member |
| 5. Mr. Lackson Mukuma | - | Board Member |
| 6. Mr. Shadreck Kachusha | - | Board Member |
| 7. Dr. Chiara Chiumya | - | Board Member |
| 8. Ms. Drastress Maria Neves | - | Board Member |
| 9. Mr. Benaiah Mupenda | - | Board Member |
| 10. Mr. Elvin J. S. Nasilele | - | Executive Director /Board Secretary |

OTHER MEMBERS PRESENT VIRTUALLY

As per list on Annexure I

1.0 NOTICE OF MEETING, QUORUM AND CALL TO ORDER

- 1.1 The NOTICE of the Annual General Meeting (AGM) was read by the Executive Director.
- 1.2 A quorum having been formed in accordance with the provisions of Article 22 of the Institute of Directors of Zambia’ s Articles of Association, the meeting was declared correctly and legally constituted.
- 1.3 The meeting was called to order by the Institute of Directors of Zambia Board Chairperson at 11:25 hours.
- 1.4 A motion that every member who had joined the Annual General Meeting (AGM) virtually be deemed physically present at the meeting was proposed by Director Chiputa and was seconded by Director Mupenda.

2.0 WELCOMING REMARKS

In his opening remarks, the IoDZ President / Board Chairperson begun by paying glowing tribute to the members for their dedication and commitment to the ideals of the Institute which was demonstrated in their resilience and patience having been made to wait for such a long time to attend the Annual General meeting.

The Board Chairperson further apologized profusely to the members for the inadvertent delay in commencing the AGM which was attributed to an ITC technical challenge and regretted the inconvenience caused to the members, particularly those who were connected to the AGM virtually, who had waited to join the meeting for over an hour.

The Board Chairperson further assured the members that the meeting would be managed in such a way that all critical matters would be dealt with timeously in the interest of time so that members are not inconvenienced any further.

Introductions were dispensed with and the Chairperson guided that members would be introducing themselves as and when they are presented with an opportunity to speak with the aid of the video teleconferencing.

3.0 AGENDA

The circulated Agenda was adopted following a proposal by Mr. Joseph C. Matimba and seconded by Director Lackson Mukuma . The adopted Agenda is at appendix V.

4.0 ATTENDANCE REGISTER, APOLOGIES AND PROXIES

4.1 The Register of attendance and apologies was noted as per list on Appendix I.

5.0 TO CONSIDER AND APPROVE THE MINUTES OF THE ANNUAL GENERAL MEETING HELD ON FRIDAY 28TH AUGUST, 2020

The Minutes were taken as read.

However, Director Dr. Chiara Chiumya raised a motion not to adopt the Minutes of the previous AGM as she observed that there were several substantive matters that were omitted from the Minutes hence the said Minutes did not represent a true reflection of the proceedings of the 20th Annual General Meeting of 28th August, 2020.

Correction of the Minutes was done as follows:

Page 1.

Item 1.3. The sentence which says, A quorum having being..., to substitute the word, being with been.

Item 1.6. Correction of Ambassador Mumba Kapumpa's name which was recorded as Ambassador Kampumpa.

Page 2.

Item 5.1 Under Matters Arising: To add the letter K before the 15,000 to read as **K15, 000.00**

Page 3.

Item 6.0 Second paragraph: Line 2. To correct the word Jusitce, to read as Ministry of Justice.

Third paragraph, third line: The word, retaliated, to be replaced with the word, reiterated.

Page 4. Second paragraph, line 1, to amend the sentence by replacing the word had, with having., so as to read, as ...the Institute having recorded a surplus...

Line 2, to replace the word has, with the word had, after 2019 so that the sentence reads as, ...performance in 2019 had taken a negative....

Third paragraph, line 5; the word employed to be substituted with the word, implored. To read as, The meeting implored the Board to consider.....

Page 5. In the table of successful nominees, the Vice Presdient to be corrected to read as Vice President.

Page 6. In the table of successfully elected members, The Vice Presdient to be corrected to read as Vice President.

Page 6. 12.0 Under Any Other Relevant Business: Dr. Chiara Chiumya observed that a number of substantive issues were omitted from the previous Annual General Meeting Minutes.

Pages 8 to 10. The following corrections were noted and corrected as some members were omitted from the attendance register and yet they were in attendance at the Annual General Meeting, while others were put on the apologies list and yet they were present at the Annual General Meeting:

1. Director Mukuma was present
2. Director Joseph Nakaanga was present
3. Mirriam Chiyaba was present
4. Director Benaiah Mupenda present but was recorded on the list of apologies
5. Director Chikuka Kabwe was present
6. Director Bridgitte N. Muyenga was present
7. Director Ireen Muyenga was present
8. Amb. Mumba Kapumpa was removed from the apologies list as he was present.
9. Mr. Patrick D. Chisanga was removed from the apologies list as he was present.

Following the corrections made as shown above, the Minutes were subsequently adopted as a true reflection of the deliberations of the said Annual General Meeting, subject to a thorough clean-up, after a proposal by Eng. Ngenda Situmbeko and seconded by Director Mirriam A. M. Chiyaba.

6.0 MATTERS ARISING

Matters arising from the previous Annual General Meeting were tabled for discussion.

The meeting was advised that the issue to do with the increase of guarantors' share capital to K15,000 was work in progress as that was not achieved by the targeted time line of December 31, 2020.

The meeting was further informed that the filing of relevant documents with PACRA could not have been done in view of the guarantors' share capital not having been increased.

The meeting was further informed that the formulation of the governance legal framework was done and this culminated in the signing of a Memorandum of understanding which was signed between the Institute of Directors of Zambia and the Ministry of Justice on 22nd July, 2020.

Furthermore, the meeting was informed that the formulation of the Strategic Plan 2020 - 2023 was successfully concluded and that the Strategic Plan was successfully launched in December, 2019.

During the said meeting, members called for increased visibility and urged Management to enhance on the Institute's activities so as to make the Institute more visible.

7.0 PRESIDENT'S STATEMENT

The IoDZ President tabled the President's Statement for the year ended 31st December 2020.

He began by recognizing the presence of the Immediate Past President of the Institute, Eng. Ngenda Situmbeko and proceeded to inform the meeting that the Statement being read was prepared by his predecessor, Eng. Ngenda Situmbeko who, at the time of production of the annual report, was the IoDZ President and Board Chairman.

The IoDZ President went on to give a historical background of the Institute, which was founded and launched on 7th April, 2000 with the sole purpose of developing ethical corporate leaders through the various mediums of education, training, and advocacy so as to enhance the quality of leadership and governance in both the private and the public sectors of our national economy.

The IoDZ President noted that April, 2020 was the Institute's 20th Anniversary whose massive achievements needed to be celebrated but regretted that this could not be possible as the 20th Anniversary fell in the Month in which the Zambian Government effected a national Lockdown, as a safeguard measure to prevent the spread of the deadly Covid 19 pandemic that had threatened the lives of millions of people throughout the entire universe.

The Chairperson proceeded to inform the members that as a response to the health safety measures that were put in place by the Government of the Republic of Zambia, through the Ministry of Health, the institute had to transform and adapt to the new ways of conducting business in the "new normal." In this regard, new approaches to conducting business had to be employed. These included but not limited to working from home, flexible working hours as well as leveraging on Information Communication Technology (ICT) for communication and holding of training workshops and other events to ensure business continuity.

The IoDZ President further noted that despite the Covid 19 pandemic challenge, the Institute had continued its operations smoothly. Notable successes of the Institute included the hosting of a successful Annual General Meeting (AGM) in the midst of the Covid 19 pandemic which was well attended in line with the Covid 19 pandemic preventative measures.

The Chairperson gave an overview of the financial performance of the Institute and indicated that the Institute had in the past year operated under difficult circumstances given the Covid 19 pandemic situation. He stated further that the Institute's main source of finances was basically from the training workshops and consultancies that are usually conducted on behalf of various clients and was quick to pay tribute to the Management of the Institute for their innovative ideas which enables them to continue conducting training sessions and had at the end of the year been able to record a surplus. He further stated that stringent cost-effective measures were also implemented during the said period resulting in the reduction of operating costs and increase in operating cash flow.

The Chairperson reminded the members of the deliberations of the previous AGM at which it was recommended that the Institute be wound up and further stated that Members and

management deserved to be commended for their hard work and resilience in salvaging and keeping the Institute afloat against all odds.

In terms of governance, the Chairperson stated that the Institute has positioned itself as the centre of excellence in corporate governance and that it continues to lead by promoting sound corporate governance practices and compliance to key governance codes. In this regard, the Institute had continued to engage with relevant key stakeholders both in government and in the private sector of our nation to achieve its mission.

In terms of collaborations and partnerships, the Chairperson indicated that the Institute continues to partner with key stakeholders in fostering good governance issues in the nation.

In terms of membership, the Chairperson recognized all members who were in attendance at the AGM and indicated that there was an increase in the number of paid-up members from 284 in the previous year to 325 members in the period under review.

The Chairperson further encouraged all members to support Management by complementing their efforts in the membership drive.

He urged all members to share information about the Institute of Directors and the benefits of belonging to such a professional body of luminaries so as to encourage other colleagues in the respective organizations they serve to join the Institute. He added that this would in turn grow the Institute's membership base exponentially.

Furthermore, the Chairperson announced to the members that a total of twenty-six (26) senior and committed members of the Institute of Directors were during the year under review conferred with the honour and dignified status of Fellow of the Institute at the Directors' Networking Breakfast which was held on 20th February, 2020 at the Southern Sun Ridgeway Hotel in Lusaka. He congratulated all those members who were bestowed with the status of "Fellow" of the Institute and thanked them for their contributions, continued commitment and support to the ideals of the Institute.

In terms of Management, the Chairperson informed the Annual General Meeting of the resignation of the former Executive Director, Mr. Eddie Musonda Chunga and thanked him for his hard work, dedication and for the contributions he made towards the advancement of the Institute's mandate particularly during the challenging period when Covid 19 paralyzed the world and transformed the mode of doing business.

The Board Chairperson proceeded to inform the meeting of the changes in Management at the Secretariat and introduced the incumbent Executive Director, Mr. Elvin J. S. Nasilele who joined the Institute at the end of 2020. He further informed the meeting that all the positions that were approved by the Board were filled and that the Secretariat was fully capacitated, a situation that had not happened in a long time.

Furthermore, the Board Chairperson urged the members to continue rendering support to the newly constituted team managing the Secretariat as doing so would ensure that the Institute would rise to greater heights.

The Board Chairperson concluded the presentation of his statement to the Annual General Meeting by thanking everyone who contributed to the Institute's strong financial position in the year ended December, 2020.

The report of the President was received by the members.

8.0 TO RECEIVE AND CONSIDER THE DIRECTORS' REPORT

The Directors' Report was presented by the IoDZ President as read having been circulated and contained in the 2020 Annual Report. The report covered various aspects relating to the governance of the Institute, the operating environment, financial review, risk factors, risk management and control as well as compliance.

The Report was adopted after a proposal by Director Dr. Pardon Mwansa and seconded by Director Leonard Sepe.

9.0 TO RECEIVE AND CONSIDER THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2020.

9.1 The Audited Financial Statements were presented to the Annual General Meeting by Director Bridgitte N. Muyenga, a member of the Finance and Administration Committee.

9.2 Prior to the presentation of the financial statements for the year ended 31st December, 2020 the External Auditors, GBO Chartered Accountants read out the Auditors' Report of their opinion of the financial statements. This was contained on page 37 of the Annual Report and noted that the Auditors opinion of the financial statement having passed the accounts as unqualified.

9.3 Director Bridgitte Muyenga presented the highlights of the Audited Financial Statements as follows:

9.3.1 For the year ended **December, 31st 2020**, the Institute recorded a surplus of income over expenditure of **K182, 373** from a deficit of **(K99, 835)** in 2019. This saw the accumulated funds increase from a deficit of **(K194,895)** in 2019 to a surplus of **K294,730** in 2020.

9.3.2 Income received in 2020 increased from **K950,509** in 2019 to **K1, 033, 004.00** in 2020. However, total expenditure for the year was **K850,630** against **K1, 050,344** in 2019, representing a decrease of 37% in expenditure.

9.3.3 During the period under review, the Institute implemented stringent cost-cutting measures which resulted in operating expenses declining significantly from **K584,375.00** in 2019 to **K347, 128.00** in 2020.

9.3.4 The increase in income as stated in the notes stems from the decrease in operating costs and a strong desire to widen the Institute's income streams by tendering for consultancy works in Corporate Governance related works as well as the increase in the number of workshops and seminars conducted.

9.3.5 The Chairperson informed the meeting that at the last AGM, members expressed a concern as regards the financial status of the Institute. This was in view of its poor performance in the financial year ended 31st December, 2019 during which the Institute recorded a deficit of **K99, 835.00**. This brought out concerns of whether or not the Institute was a going concern. It was

further observed that this was the first time the Institute had experienced a negative trend since 2014, a situation which was worrisome.

9.3.6 The Chairperson was however, quick to point out that the situation had since changed owing to the resilience and hard work by Management which resulted in the Institute ending the year on a much stronger financial position than the previous year, hence it still remains a going concern.

In conclusion, it was further observed that despite the challenging business environment brought about by the Covid 19 pandemic, the Institute had recorded a surplus as compared to the deficit recorded in 2019.

The meeting deliberated on the 2020 Audited Financial Statements presented and subsequently, the 2020 Audited Financial Report was adopted after a proposal from Director Chikuka Kabwe and seconded by Director Ireen Muyenga.

10.0 TO APPOINT AUDITORS FOR THE ENSUING YEAR

The Board Chairperson presented the motion of the Board's recommendation to the AGM that Messrs GBO Chartered Accountants having served for one year of their two year tenure as External Auditors, be re-appointed, subject to good performance, as per recommendations of the Audit and Risk Committee to the Board.

The matter having been deliberated upon by the members, the AGM passed a RESOLUTION to retain Messrs GBO Chartered Accountants as the Institute's External Auditors for the year 2021 at the same fees of **K42, 500.00** per annum.

The RESOLUTION was passed following a proposal by Director Lackson Mukuma and seconded by Director Joseph C. Matimba.

11.0 TO CONSIDER ANY OTHER RELEVANT BUSINESS

11.1 Members observed that there's need to improve visibility and awareness of the Institute's activities and that the Secretariat should endeavour to heighten its activities and ensure members are provided with the yearly calendar of events to enable the members participate in the events lined up by the Institute.

11.2 Members called for an increase in the Institute's engagements with key stakeholders particularly those charged with the responsibility of appointing members to serve on various Boards and lobby that they utilize the pool of qualified and experienced members of the Institute in order to ensure that the quality of leaders being appointed to serve on Boards is certified by the Institute .

11.3 Members further challenged the Institute to take the lead in spearheading the corporate governance agenda and all other matters that pertain to governance as this is the Institute's core mandate.

11.4 The meeting was also informed of the changes that took place at the helm of leadership of the Institute during the course of the year. In this regard, Director Maurice Makalu, a Board Member, then explained to the members, particularly those who might not have seen the Press Statement which was published in the media earlier in the year, that Director Edward M. Kabwe, who was the National Vice-president then, took over the presidency of the Institute after Eng. Ngenda Situmbeko relinquished his position as President of the Institute at his own volition.

11.5 The Immediate Past President (IPP), Eng. Ngenda Situmbeko then formerly handed over the Chain of Authority symbolizing the handover of power to the incumbent IoDZ President, Mr. Edward Musonda Kabwe.

11.6 The IPP, thanked everyone for their support to his office during his tenure of office.

11.7 The IoDZ President finally thanked the IPP for his service to the Institute and wished him well in his endeavours.

12.0 DATE OF THE NEXT ANNUAL GENERAL MEETING

Management proposed that the next Annual General Meeting be held in the Month of April, 2022.

13.0 CLOSURE OF THE MEETING

The Chairperson thanked all the members for finding time to attend the AGM and implored members to take keen interest in the affairs of the Institute and further challenged the members to contribute positively towards the growth of the Institute.

He noted with thanks that most members left their individual assignments to attend the Annual General Meeting, and that in itself, was a clear demonstration of the degree of commitment the members had shown to their Institute.

The Chairperson gave special thanks to the members who personally attended the meeting in person and further thanked the Board, Management, Secretariat staff and the general membership of the Institute for the successes of the Institute.

There being no further business to transact, the Annual General Meeting was declared closed at **13:25** hours.

CHAIRPERSON

SECRETARY

DATE

DATE

APPENDIX 1

MEMBERS PRESENT AT THE 20TH ANNUAL GENERAL MEETING HELD ON 27th MAY, 2021 – SAROVAR NEELKATH PREMIERE HOTEL, LUSAKA.

1. Mr. Joshua Chaila Sikasula
2. Mr. Kelvin Kaluba
3. Joseph C. Matimba
4. Mr. Leonard Sepe
5. Mr. Joseph Nakaanga
6. Mr. Chikuka Kabwe
7. Mrs. Victoria Siamupa
8. Mrs. Charity Chanda Lumpa
9. Mrs. Pamela Musonda
10. Ms. Ruthie Mwalusi Ngulube
11. Mrs. Priscilla S. Mpundu
12. Chilombo Tembo
13. Ms. Mirriam Chiyaba
14. Ms. Jacqueline Musiitwa
15. Mrs. Beatrice Nanyinza Mwila
16. Mr. Makungu Mulando
17. Mr. Prince Nkhata
18. Mrs. Irene Muyenga
19. Ms. Dora Daka
20. Ms. Helen Zulu
21. Mrs. Juliet Mucheleka
22. Mr. Andrew Chimbaza
23. Kunda Musonda-Chola
24. Mr. Mwale M. Tembo

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25. Mr. Mwenya S. Zulu
 26. Ms. Petronella Zulu
 27. Mr. Justin Kangwa
 28. Mr. Tamani Phiri
 29. Dr. Pardon Mwansa
 30. Mr. Phillip Chibuta
 31. Mr. Kabwe Mutashi
 32. Dr. Chabuka Kawesha
 33. Brigitte N. Muyenga

APPENDIX II

APOLOGIES

1. Amb. Mumba S Kapumpa, SC, FIoDZ
2. Mrs. Victoria Silutongwe FIoDZ
3. Mr. Glenn Mwika

APPENDIX IV

EXTRACT OF THE ARTICLES OF ASSOCIATION OF THE INSTITUTE OF DIRECTORS OF ZAMBIA

EXISTING CLAUSES	PROPOSED CLAUSES
33.1 THE Board shall consist of:	
33.1.1 The Executive Director of the Institute appointed as hereinafter provided; and	
33.1.2 Board Members elected as hereinafter provided.	
	<i>We propose that the Immediate Past President be appointed as member of the Board.</i>
33.2 ONLY persons who are Fellows or Members of the Institute shall be eligible to be appointed as Executive Director or elected as a Board Member.	
33.3 THE elected Board Members of the Institute shall be:	
33.3.1 The President, who shall be elected every two years by the Annual General Meeting. The retiring President shall be eligible for re-election provided that the maximum continuous term of office for President shall be four years.	
33.3.2 Three Vice Presidents who shall be elected every two years by the AGM. One Vice President shall be a member resident in the Northern region and the other shall be a member resident in the Southern Region. The retiring Vice Presidents shall be eligible for re-election provided that the maximum continuous term of office shall be four years.	<i>The National Vice President shall be resident of any region.</i>
33.4 Six other Members shall be elected every two years by the AGM.	
	<i>The Immediate Past President shall be an ex-officio member of the Board.</i>



APPENDIX V

AGENDA FOR THE 20TH ANNUAL GENERAL MEETING OF THE INSTITUTE OF DIRECTORS OF ZAMBIA WHICH WILL BE HELD AT SAROVAR NEELKATH PREMIERE HOTEL IN LUSAKA, ON THURSDAY 27TH MAY, 2021 AT 10.00 HRS

1. Welcoming Remarks
2. Notice of meeting
3. Attendance register, apologies and proxies:
4. Adoption of Agenda
5. To consider and approve the minutes of the 19th Annual General Meeting held on 28th August, 2020.
6. Matters Arising from the Minutes of the 19th Annual General Meeting held on 28th August, 2020.
7. President`s Statement
8. To receive and consider the Directors` Report
9. To receive and consider the Audited Financial Statements for the year ended 31st December 2020.
10. To appoint Auditors for the ensuing year
11. To consider any other relevant business
12. Date of the next Annual General Meeting
13. Closure of the meeting

MATTERS ARISING FROM THE 19TH ANNUAL GENERAL MEETING HELD ON 27TH MAY, 2021

S/N	MIN. No.	ACTION TO BE TAKEN	RESPONSIBLE	TIMELINE	ACTION/COMMENTS
1.0	6.1	Formulation of Governance legal framework	Board and Ministry of Justice	December, 2019	MoU was cleared by Attorney General and was signed which forms the basis for collaboration with Ministry of Justice to undertake formulation of legal framework
2.0	9.0	Increased Visibility & Members Benefits	Executive Director	December, 2019	a) Increased communication to members and stakeholders b) Collaborations with other organization to recommend members for NED positions.