

Annual Meeting of VAB Board of Directors, Jamaica, NY, June 23, 2013

Proceedings (Agenda attached)

Agenda item1: VAB Performance Reporting and Community Interaction Meeting at Antun's in September

Before the meeting started officially, an informal discussion took place on the agenda item. Dr. A T R Rahman, President of VAB, introduced Mr. Sufian Chowdhury (Nahid), a young professional from the Long Island area with experience in organizing special events such as fundraising for special causes. He expressed his willingness to organize an Event for VAB. Mr. Nurul Alam will be in charge of the Event overall. An Advisory Group consisting of Dr. A T R Rahman, Dr. Delwar Hussain, Dr. Mahfuz Chowdhury, Mr. Mohammad Saleh, Mr. Md. Mizan Rahman, Dr. F R Chowdhury, Mr. Mahbub Ahmad, Mr. Matilal Pal and Mr. Abdus Sikder was formed to assist Nahid.

Nahid would first consult with the young professionals and the older people in the Long Island area about a suitable date in September, possibly in the 3rd or the 4th week-end. He will then make up a work plan and start the preparations. All the persons involved offered their cooperation. Mr. Saleh who has extensive experience in organizing successful fundraising events in the community offered to provide guidance to Nahid.

Agenda item 2: Welcome and Opening: Chairman of the Board

In the absence of the Chairman of the Board, The Board requested Mr. Mohammad Saleh to chair the meeting. He opened the meeting, welcomed the participants and proceeded to the next item of business.

Agenda item 3: Recommendations of the Management Group: Decision Items

An issue was raised about the quorum. The President of VAB informed the meeting that he had received absentee ballots from seven Board Members. They are: Mr. Peter von Christierson, Dr. Jean Ellickson, Dr. Mohammad Farooque, Dr. Mominul Hoque, Mrs. Nasrin Rahman, Dr. Sarwar Hasan and Dr. Ehsanur Rahman. These Board Members combined with the Board Members present in the meeting more than fulfilled the quorum.

The three decision items concerned the "Inclusion of a Vice-President's Position in the VAB Bylaws", "Nomination of Mr. Nurul Alam, Chair of VAB's Committee on Program and Finance, for the Position of the Vice-President" and "Proposal for a Succession Plan in VAB Management".

VAB President Dr. Rahman informed the meeting that all seven Board Members who had communicated with him by e-mail concurred fully with the three decision items and the e-mails conveying their concurrence were forwarded to all invitees including the Chairman of the Board

and the Executive Secretary. The Chair took a vote on all the three items separately. Each Board Member present in the meeting cast a positive vote; there was no negative vote or abstention. The three items were then unanimously approved.

It was decided that these decision items will be incorporated in the VAB Bylaws. A draft of such incorporation is suggested in the appendix below.

In connection with the third item the issue came up of time period involved in each of the three phases mentioned in the succession plan. It was decided that next year the Board and the Vice-President will discuss this issue along with the issue of the continuation of Mr. Alam as the Vice-President beyond June 2015 when the current four-year term expires for all Board members and VAB officials.

Agenda item 4: Recommendations of the Management Group: Discussion Items

With respect to the sub item on filling up vacant positions in the VAB Management Group, it was agreed that the Vice-President and the Head of the VAB-USA operations will identify candidates for the vacant positions and inform the Board on the same at its year-end meeting.

With respect to the sub-item on “Status of Current VAB Directors: Need for Guidelines on Their Role and Contributions”, the Board formed a Committee which will deal with (a) role of a Director, (b) criteria for the selection of a Director, and (c) contribution that a Director should make to VAB. It was also agreed that the Committee will review the whole set of Bylaws, including the updated bylaws as mentioned above and deal with any other relevant issue it may deem necessary. The Committee was composed of Mr. Mohammad Saleh as Chairman, Mr. Nurul Alam as Member Secretary, Dr. F. R. Chowdhury, Mr. Peter von Christerson, Mr. Khurshid Anwar as members and Dr. John Pike as Advisor. It is expected that a preliminary report would be available for the Board’s year-end meeting.

Agenda item 7: Construction Status of VAB Flat and Urgent Need for Fund for Closing the Deal This Year

Because the President had to leave to attend to an urgent family matter, at his request, the meeting allowed him to address this agenda item. He highlighted the need for funds for the purchase of one full floor – 2,700 sq. ft. - with two flats in a building under construction in Mohammadpur, Dhaka, which will house the permanent office of VAB-Bangladesh. A copy of the Floor Plan was circulated. An amount of \$116,455 in combination of cash and pledges needs to be raised to make full payment for the flats by September at which time the deal will be closed. Following closing, registration and other formalities will be completed to hand over the flats to VAB by 31st December 2013.

The President stated that he would try to obtain loans from institutions/individuals, spreading over maximum five years, against generous pledges from VAB patrons, donors and well-

wishers. The President urged the participants to consider their generous pledges/donations and contact their friends in the USA and in Bangladesh to do the same.

He promised to continue his untiring efforts to explore all possible sources for donation and to urge our colleagues in Bangladesh to do the same. In this context, he circulated a letter sent by VAB-BD to 20 banks in Bangladesh seeking donation for this purpose. The letter and the list of banks were circulated with the request to the participants to explore with officials they may know in the banks, or to give the references to the President for him to pursue the matter.

Agenda item 5: President's Report

As the President left, Mr. Nurul Alam read out the President's Report that had been circulated in advance.

Agenda item 6: Treasurer's Report

The Treasurer reiterated the major points in the report copies of which were circulated earlier. As of mid-June 2013, the balance in the Program Account is \$40,980 and in the Endowment Fund Account, which includes donation for flat purchase, \$75,780. The Treasurer requested the participants to study carefully the second part of his report on "Lessons from [his] experience as the VAB Treasurer".

Agenda item 8: Any Other Matter

Mr. Abdul Awal Siddiqui, Board Member, informed the meeting of two orphanages in Bangladesh where he is involved as a Patron. The orphanages have sufficient funds for accommodation, food and education, thanks to a generous grant from the Government of Qatar. However, the orphans need better food, and Mr. Siddiqui made a plea to the meeting to help in this regard.

Dr. F R Chowdhury requested the Board to consider including vocational education under VAB programs. The exorbitant cost of vocational education as a deterrent was pointed out.

Led by the Chair, the Board agreed to consider the first week of December for a possible date for its year-end meeting.

The Chair and the other participants congratulated Mr. Alam on his election as the Vice-President. Mr. Alam thanked everyone and added that he will try his best to put systems in place for operational purposes, including prompt acknowledgement and "recognition" of generous "giving". He emphasized cohesiveness in the management of VAB. He highlighted the importance of a "medium-term plan" which, among other things, will lay down programmatic goals and project progress in community outreach including "branding" of VAB.

The Chair then adjourned the meeting.

Participants in the Meeting

Mr. Mohammad Saleh, Chair	Dr. John Pike, Board Member
Mr. Nurul Alam, Board Member	Dr. A T R Rahman, Board Member
Dr. F R Chowdhury, Board Member	Mr. Murtajur Rahman, Patron
Mr. Sufian Chowdhury (Nahid)-Patron	Mr. Abdul Awal Siddiqui, Board Member
Mr. Anm Mostafa Khandaker, Board Member	Mr. Abdus Sikder, Patron
Mr. Matilal Pal, Board Member	

Appendix

Suggested Addition for Incorporation in VAB Bylaws Based on the Board's Approval of the Decision Items

Inclusion of a Vice President's Position in the Bylaws

The Vice President functions in the temporary absence of President to preside over meetings and take other necessary actions in managing VAB corporate office. In case the current President retires or becomes incapacitated, the Management Group will automatically nominate the Vice-President to assume the position of the President, for approval by the Board.

Proposal for a Succession Plan in VAB Management

Both conceptually and in real operations, VAB's Founder and President spent almost full time over the last 15 years and offered guiding philosophies and program proposals and developed contacts, networks, and guidelines for managing operations in the USA and in Bangladesh. This knowledge, experience and information about contacts need to be transferred in such a way as to maximize their future benefits to the organization and with minimal disruption and harm to VAB. This can be done in three phases, each phase covering a period mutually agreed by the President and the Vice-President from the time he/she takes up the position.

For the first phase, the Vice-President will acquire experience in running the US operations while gaining some exposure to the BD operations from a close working relationship with the President. In the second phase, the Vice-President will become the Chief Executive Officer dealing with both the US and BD operations with the President remaining as the nominal head for advice and help as needed. In the final phase, the CEO becomes the President and the incumbent retires fully but remains available for any assignment from the Management Group/Board.
