

Volunteers Association for Bangladesh (VAB)
Annual Meeting, June 28, 2015, Jamaica, NY
Proceedings

The meeting was chaired by Dr. Delwar Hussain, Chair, VAB Board of Directors. In view of the fact that there were newly nominated Directors and members of the Management Committee, the Chair invited the participants to introduce themselves. He, then, welcomed all participants, especially the newly nominated officials.

The President, Dr. A T Rafiqur Rahman, also welcomed them and explained that the new term of Directors begin in 2005 for a four-year period. He informed the meeting about the VAB Bangladesh Advisory Board having new members also. After 15 years of operation VAB is now entering a new phase which, in a sense, is a take-off stage, with the introduction of an affordable and effective set of programs for quality education in rural Bangladesh, collectively called the “VAB Model”. In this stage, VAB is expected to be transformed into a leading NGO in Bangladesh in the field of education. However, **the bottom line is requisite funds, \$2 million, and how to raise them.**

He introduced the Annotated Agenda of the meeting. There were three categories of items: information items, decision items and discussion items. He informed that through e-mails five Directors have already expressed their approval for the decision items.

The meeting then dealt with the agenda items in order (see Appendix I). On Item 2: “Annual Report 2014”, **a suggestion was made that the Annual Reports for the past 15 years should be archived in the VAB website and a summary of the 15 reports should also be included in the website.** In relation to Item 4: “VAB’s Current Programs in Bangladesh and Future Plans”, **a suggestion was made that VAB might consider “education through entertainment”** which has been found effective by other organizations, particularly VAB’s sister organization, the Computer Literacy Program (CLP) Volunteers. **Another suggestion was to seek collaboration with other NGOs, especially with BRAC regarding Teachers’ Training.** VAB now has a 5-year plan of applying the VAB Model in 100 rural schools in 20 upazilas, which is estimated to cost \$2 million, an average of \$400,000 per year. In this connection, mention was made that there are affluent individuals in Bangladesh who can contribute but need to be persuaded in some way.

On Agenda Item 5: “VAB’s Highlight in USA: Winning First Prize at Atlanta Summit”, two participants, Mr. Mohammed Saleh and Mr. Mizanur M Rahman, who were members of the VAB delegation at the Global Summit on Health, Technology and Education, expressed their appreciation for the work of the members of the delegation. They were particularly appreciative of the leadership, dedication, volunteerism and unrelenting services of long-time VAB Patron, Mr. Peter von Christierson, and VAB’s Washington Representative, Ms. Bette Lemperle. It was the caring volunteerism of Bangladeshi expatriates and their non-Bangladeshi friends combined with the effectiveness of the affordable VAB Model, among others, that might have led the six

impartial judges to select the VAB submission for the first prize from among 17 contestants. **The meeting expressed a note of appreciation for the services of the VAB delegation.**

As to the “decision items”, after a brief explanation by the President, each of the items were submitted to the meeting for approval. Pursuant to the conventional practice of one participant making a motion and another seconding, **the following decisions were approved by the meeting: Agenda Item 8: “Recommendations from the Management Group Meeting Held on April 12, 2015”, about new guidelines on the role, performance and contribution of Directors, role and performance of Management Committee, and the need for International Advisors (see Appendix II); and Agenda Item 9: “Election of New Directors”.** In connection with Agenda Item 9, Dr. Delwar Hussain renewed his membership in the VAB Board of Directors, and the meeting approved his membership. On Agenda Item 10: “Election of the Chairman of the Board”, the President proposed that **Dr. Delwar Hussain continue as the Chair of the VAB Board of Directors**, and Mr. Anm Mostafa Khandaker seconded the proposal. **The meeting approved the proposal.** The President further proposed that **Mr. Mohammed Saleh be the Vice-Chair of the VAB Board of Directors**, and Mr. Anm Mostafa Khandaker seconded the proposal. **The meeting approved the proposal.** The Vice-Chair will perform the functions of the Chair in his absence. **The By Laws should be amended to incorporate the position of the Vice-Chair.** Consequently, **the VAB Board of Directors for 2005-2009 consists of: Dr. Delwar Hussain (NY), Chair; Mr. Mohammed Saleh (NY), Vice-Chair; Mr. Mahbub Ahmad (NY) (new); Mr. Nurul Alam (NY); Mr. Khurshid Anwar (NY) (new); Dr. Fazlur Rahman Chowdhury (NY); Dr. Maksud Chowdhury (NY) (new); Mr. Peter von Christierson (WA); Mrs. Tanveer (Rumi) K. Hoque (PA); Mr. S. Zaki Hossain (NY) (new); Dr. A.T. Rafiqur Rahman (NY); Mr. Mohammad Asabur Rahman (NY) (new); Dr. Ehsanur Rahman (DE); Mr. Mizanur M. Rahman (NY); Mrs. Nasrin Rahman (MD); and Mr. Shahid Ullah (TX).**

The meeting was conducted thereafter by the new Board of Directors. The meeting then took up Agenda item 11: “Approval of Nominations for Management Positions” (nominations specified in the Agenda Item in Appendix I). The meeting approved the nominations. Under Agenda 12: “Appointment to the Vacant Management Position”, Mr. Mohammed Saleh proposed that Mr. Mahbub Ahmad be the Secretary, and ... (?) seconded the proposal. The meeting approved the proposal. The meeting approved the recommendation contained in Agenda Item 13: “Formation of Management Committee”, with the addition of the Secretary position. Thus, **the new Management Committee of VAB, as approved by the meeting, will consist of: President: Dr. A.T. Rafiqur Rahman; Vice-President: Mr. Nurul Alam; Secretary: Mr. Mahbub Ahmad; Treasurer: Mr. Matilal Pal; Chairperson, Programs and Research: Dr. Fazlur R. Chowdhury; Chairperson, Fundraising and Endowment: Mr. Mizanur M. Rahman; Chairperson, Communications and Media Relations: Mr. Anm Mostafa Khandaker; and Volunteer Coordinator: Mrs. Siobhan Hogan.**

Under Agenda Item 14: “Changes in VAB BD Advisory Board”, the meeting approved the recommendations contained therein (refer to Agenda Item 14 in Appendix I).

The meeting approved the recommendation contained in Agenda Item 15: “Sharing of Top Management Responsibilities by the Vice-President from July 1, 2015”, leading to become President by the end of this Term. It was pointed out that the succession by the Vice-President to the position of President does not need to be automatic, and there is flexibility provided for in the VAB By Laws for the selection of President by the Board of Directors.

Moving on to the “Discussion items” in the Agenda, under Item 14: “Consolidation of VAB’s Internet Communication”, VAB’s Communications Advisor, Mr. Mahbub Ahmad, informed the meeting that the transition to the new web host, CharityAdvantage, is nearly complete. In the interim period, the new website is accessible, and he requested participants to send in their comments and suggestions by July 1. The cost of CharityAdvantage is much lower than that of the old web host. Mr. Ahmad has underwritten the cost for five years. He recommended that the contents of the website be improved making them concise and appealing. The readers and potential donors are more likely to be moved by individual stories of overcoming deprivation rather than description of “mass miseries”. The website should also be a repository of all VAB documentation, consolidating all documents in one place. CharityAdvantage offers a number of free features, including an automated mailing system, which should be taken advantage of. Finally, the use of PayPal to mobilize donation should be enhanced. A suggestion was made that all financial information should be made available in the website which will enhance transparency and credibility.

Under Agenda Item 17: “Consolidation of Volunteers/Internet Fundraising”, the meeting had before it a report by the Volunteer Coordinator, a new position held by Mrs. Siobhan Hogan, who has experience as a development consultant for the non-profit sector. Her report highlights the issues of volunteer management, internet fundraising and business planning and project management with the use of volunteers’ services.

On Agenda Item 18: “VAB’s Publicity and Fundraising Meeting in September/October”, Mr. Mizanur Rahman informed the meeting that there was an agreement within VAB that such an Event would be organized, based on the experience of the Event in 2010, probably for celebrating VAB’s 15th Anniversary as well as for fundraising. A suggestion was made that such Events should be held annually. Participants were of the view that these Events should be self-financing; in addition these Events can be used for fundraising. For the purpose of fundraising, individual project based approaches and action orientation could be effective. In this context, VAB’s 5-year plan itself of applying the VAB model in 100 schools in 20 upazilas could be considered a worthy project.

On Agenda Item 19: “Expansion of VAB’s Publicity and Fundraising Operations in USA”, Mr. Anm Mostafa Khandaker emphasized the need for renewed and reinvigorated efforts to this end.

On Agenda Item 20: “Proposal/Ideas for Long Term Institutional Fundraising”, Mr. Cyrus Kazi, Consultant for VAB, with extensive experience in institutional fundraising by not-for-profit organizations, explained that his work will focus on capacity building within VAB. In this connection, he mentioned that the State of New York has just passed the Not-for-Profit Revitalization Act (NPRA) 2014. **He recommended that the VAB By Laws be examined and revised, if needed, to comply with NPRA 2014.** He suggested that rules and criteria be drawn up for the selection of volunteer members of the VAB Board of Directors. It may be advantageous for VAB USA to transform itself to a Foundation. VAB should organize and execute “strategic events” for strategic exposure and publicity in the tri-State area and in the US in general. A system of exchange students between the USA and Bangladesh through VAB was given as an example. Assistance by VAB to students of low-income families in depressed localities of New York City was another example. Collaboration should be sought with other organizations established and run by expatriates. **Mr. Kazi stated that he will submit recommendations and make a proposal to VAB.**

Under Agenda Item 21: “Any Other Business, Dr. Mohammad Farooque” announced that the CLP Volunteer Organization will hold its Annual Event on August 8, the theme being “innovation and entrepreneurship”. He invited VAB to make a presentation at the Event.

The President thanked everyone for her/his services to VAB. The Chairperson concluded the meeting by thanking all the participants. He stated that he noticed unprecedented vibrancy and energy among the participants which, in his view, augurs well for the future of VAB.

List of Participants

Dr. Delwar Hussain, Chair

Mr. Cyrus Z Kazi

Mr. Mahbub Ahmad

Mr. Anm Mostafa Khandaker

Mr. Nurul Alam

Mr. Matilal Pal

Mr. Khurshid Anwar

Dr. A T Rafiqur Rahman

Dr. Maksud Chowdhury

Mr. Mizanur M Rahman

Dr. Mohammad Farooque

Mr. Mohammad Asabur Rahman

Mr. Syed Zaki Hossain

Mr. Mohammed Saleh

Appendix I

VAB Annual Meeting: 28 June, 2015, 11: 30 AM-1: 30 PM, Ghoroa Restaurant, Jamaica, NY

Agenda Items: Three Categories: Information, Decision, and Discussion Items

Information Items: Details under most of the items are already disseminated but kept here in one place for our busy Directors, Advisors, Patrons and Volunteers to file and review them when they have time.

1. Minutes of 2014 Annual Meeting: **Doc-A.** Appoints a Special Committee to review the role, performance, and contribution of Directors, role of Management Committee and need for international advisors to establish link with the US corporate sector
2. Annual Report 2014: **Doc-B**
3. Report on Highlights of President's Trip to Bangladesh, including 15th Anniversary Event and Office Opening: **Doc-C.** The Report is arranged under five sections: current topics for discussion and immediate decisions (15) ; future topics to transform VAB into a leading NGO in BD in five years (6); contacts to be pursued for donation (20); potential candidates for VAB research (6); and potential candidates for membership in VAB Advisory Board in BD (5). [Number of items within parentheses]
4. VAB's Current Programs in BD and Future Plans: **Doc-D.** Country Director's Report. Future plan to introduce VAB model in 20 clusters of five high schools in each, at a cost of \$2 million for five years, \$400,000 a year
5. VAB's Highlight in USA : Winning First Prize at Atlanta Summit: **Doc-E**
6. VAB's Funding Information: **Doc-F.** Includes a summary of funds mobilized in the USA and funds sent to BD since 1999; VAB-BD budget for 2015; audit reports of two VAB accounts (Program and Flat) in BD.
7. Updated VAB By Laws: **Doc-G.** It is suggested that the Management Committee incorporates the relevant texts from the decisions of this Meeting and reviews the Document for internal consistency and recommends any improvement for consideration at the next Board meeting.

Decision Items: Brief annotations are made against each item.

8. Approval of the Recommendations from the Management Group Meeting Held on 12 April 2015. The Management Group (MG) recommends Board approval of new guidelines on the role, performance and contribution of Directors, role and performance of Management Committee, and the need for International Advisors to connect with US corporate sector, as suggested by a Special Committee appointed at the 2014 Annual Meeting. These guidelines are noted in the Minute of the Management Group Meeting: **Doc-H**
9. Election of New Directors. The Management Committee (MC), acting as the Nominating Committee, submits for Board's approval the nomination of 15 persons who accepted to become VAB Directors under the new guidelines for 2015-2019. Ten are existing Directors who renewed their Directorship: Mr. Nurul Alam (NY); Dr Fazlur Rahman Chowdhury (NY); Mr. Peter von Christiernson (WA); Mrs. Tanveer (Rumi) K. Hoque (PA); Dr. Ehsanur Rahman (DE); Dr. A.T. Rafiqur Rahman (NY); Mr. Mizanur M. Rahman (NY); Mrs. Nasrin Rahman (MD); Mr. Mohammed Saleh (NY); and Mr Shahid

Ullah (TX). Five are new Directors: Mr. Mahbub Ahmad (NY); Mr. Khurshid Anwar (NY); Dr. Maksud Chowdhury (NY); Mr. S. Zaki Hossain (NY); and Mr. Mohammad Asabur Rahman (NY).

10. Election of the Chairman of the Board. The MC, acting as the Nominating Committee, submits for Board's approval the nomination of Mr. Mohammed Saleh, one of the senior-most Directors to be the Chairman, VAB Board of Directors for 2015-2019.

Meeting will now be conducted by the new Board of Directors elected for 2015-2019

11. Approval of the Nominations for Management Positions, noted below. The MC, acting as the Nominating Committee, submits for Board's approval the nomination of following persons against the position noted: President: Dr. A.T. Rafiqur Rahman; Vice-President: Mr. Nurul Alam; Treasurer: Mr. Matilal Pal; Chairperson, Programs and Research: Dr. F.R. Chowdhury; Chairperson, Fundraising and Endowment: Mr. Mizanur M. Rahman; and Chairperson, Communications and Media Relations: Mr. Anm Mostafa Khandaker.
12. Appointment to the Vacant Management Position. The MC has no nomination for the position of Secretary and recommends that it be filled with nomination (s) from the Meeting.
13. Formation of the Management Committee. The MC recommends the incumbents of all the management positions noted above as well as Communications Advisor, Volunteer Coordinator and two at large persons to be elected at the Meeting as the members of the Management Committee.
14. Changes in VAB-BD Advisory Board and Management. The MC recommends Board approval of appointments of four members to VAB-BD Advisory Board: Mr. Neaz Ahmed, Retired MD, National Bank and Honorary Consul General of New Zealand; Mr. Khandaker Tajuddin Ahmed, Retired Additional Secretary of the Government of Bangladesh; Dr. M. M. Zahid Hasan; and Dr. Monzur Ahmed, Professor Emeritus, Brac University. Mr. Tajuddin Ahmed has been appointed the Treasurer as the founding Treasurer, Mr. Abdul Mannan Chowdhury, will retire on June 30 due to old age. Three other members have retired due to age and other constraints: Prof. Dr. Syed Giasuddin Ahmed, Major General (retd.) Ghulam Quader, and BUET Professor M. Kaikobad.
15. Sharing of Top Management Responsibilities by the Vice-President from July 1, 2015, leading to become President by the end of this Term. Detailed discussion at MC using Activities List: **Doc-I**.

Discussion Items: Verbal introduction on each item may be made by the relevant officials.

16. Consolidation of VAB's Internet Communication - Communications Advisor: Mr. M. Ahmad
17. Consolidation of Volunteers/Internet Fundraising - Volunteer Coordinator: Mrs. S. Hogan
18. VAB's Publicity and Fundraising Meeting in September/October - Mr. Mizanur Rahman

19. Expansion of VAB's Publicity and Fundraising Operations in USA - Mr. Anm Mostafa Khandaker
20. Proposal/Ideas for Long Term Institutional Fundraising from a Consultant: Mr. Cyrus Kazi
21. Any other item.

Appendix II

Minutes: VAB Management Group Meeting, Sunday, 12 April, at 1.00 P.M., Elmsford, NY

(Note: Only the relevant parts of the Minutes are reproduced here.)

Proposal One: VAB Board: Role, Performance and Contribution of Directors. Agreed unanimously

The basic purpose to realize through the changes is to secure as directors interested and committed philanthropists who will spare time to review VAB's programs, make Board decisions, secure support and funding, make generous contribution towards VAB's funding solvency and maybe visit VAB activities on site in Bangladesh. Additionally, our aim is to use Directors' contribution to cover all or most of VAB's overhead expenditure so that we can appeal more energetically to individual donors that 100% of their donation will go for Programs. Specific recommendations as approved unanimously are noted below:

Role:

1. VAB, being a corporate entity, its Board of Directors has the final authority and full responsibility for the well- being of VAB and for all decisions pertaining to VAB organization. A Director, being a part of the Board, shares this authority and responsibility.
2. A Director is expected to enthusiastically represent VAB in his contacts and dealings and as requested of him by VAB as far as they relate to activities of VAB with the purpose of securing support and funding from individuals, corporations and foundations.
3. A Director has full authority to present approved decisions of the Board and ongoing VAB program activities in appropriate forums and discussions and bears responsibility to gather reactions to his presentations and share them with the Board and the Management.
4. A Director has the authority to visit VAB Office and program activities in USA and in Bangladesh.
5. A Director's term of office is for four years and can be renewed for indefinite terms. Proposals for renewal will be accompanied by compliance assessment of the performance of individual Directors based on some clear guidelines approved by the

Board. Any interim appointment of a Director will be valid only up to the end of four-year cycle.

Performance:

6. A Director is expected to attend all the meetings of the Board, either being physically present or by providing comments on the agenda items and / or via teleconference / Skype, if it can be arranged.
7. Failure to attend two successive Annual Meetings of the Board may allow the Board to terminate Directorship.
8. As in the past, Board meetings will be attended by Directors, officials, advisors, and patrons and discussions will be conducted in such a way to reach consensus on the issues under consideration. However, if a vote becomes necessary only the Directors may participate in the voting process.
9. All decisions of the Board must be approved by a simple majority of Boards' Directors. Since a meeting of the Board will be attended by Directors and others, there may be likelihood that a meeting which may not have majority of Directors physically present may approve a measure requiring implementation by the Management. In such cases, the decision must be ratified by a majority of Directors within one month under the guidance of the Chair of the Board or in his/her absence, by the President.

Contribution:

10. Annual contribution for each Director may be set at a minimum of \$ 2000, untied to any services or contribution for any VAB program activity. Contribution must be paid within the year, preferable in the early months.
11. If the contribution for a year is not received before the first Board Meeting in the following year, the Director may be allowed to attend the meeting, but forfeits the right to vote on any decision.
12. If the contribution for a year is not received by the end of the following year, the Director may lose the membership in the Board, which may elect an interim Director for the remainder of the term.

Proposal Two: Management Group / its Committees: Role and performance: Agreed unanimously

The basic purpose to achieve through these changes is to secure interested and capable volunteers to fill the specific positions and to perform their assigned functions competently and work unitedly as cooperative members of the Management Team. Efforts are made to suggest minimal change in the process and working of the

Management, as noted in the existing Bylaws. Specific recommendations as approved unanimously are noted below:

Ad-hoc Committees:

13. The committee structure included under the Management Group may be abolished.
14. Management Group may be renamed as the Management Committee, which will be the only permanent Committee in the VAB structure.
15. Individual officials in the Management Committee will be responsible for carrying out their responsibilities. They may organize, if needed, one or more ad hoc committees or may recruit one or more Associates, with the approval of the Management Committee for the purpose.
16. Management Committee may also recruit one or more Associate for any ad hoc or emerging activity or organize one or more ad hoc committees if the proposed activities overlap the responsibilities of more than one official.
17. VAB office may maintain a list of volunteers and may offer any help to the formation of above ad hoc committees.

Members of the Management Group and Role:

18. Currently Management Group included following positions: President, Vice-President, Executive Secretary, Treasurer, Chair, Program and Finance Group, Chair, Outreach and Funding Group, Chair, Communications and Media Relations, and Chair, Research and Documentation Group.
19. With the abolition of committees, the revised Management Committee will comprise the following positions: President, Vice-President, Secretary, Treasurer, Chairperson, Program and Research, Chairperson, Fundraising and Endowment, Chairperson, Communications and Media Relations. If secure funding is available, an additional Chairperson, Programs in USA may be added.
20. The title of the Executive Secretary will be renamed as Secretary without any change in functions.
21. Management Committee may recommend any VAB advisor, representative, volunteer to join the Committee with the approval of Board. Management Committee may also invite any person to attend a specific meeting to serve a specific need. The process of organizing management committee meetings and conducting its activities as envisaged in the By Law may remain unchanged.
22. Members of the Management Committee may attend the meetings of the Board and participate fully in discussions, but may not vote if a vote becomes necessary.

Proposal Three: Support from US Corporate sector: Need for International Advisors

The basic purpose to achieve through international advisors is to have contacts in the US corporate sector and explore and sustain encouragement and funding support for VAB activities on a long term basis. The details on the role, functions and of advisors and IAC are noted below:

- 23.** The role of an international advisor would be four fold:
 - a. Review and advise VAB on its programs and activities;
 - b. Disseminate VAB's programs and activities in the corporate world and other relevant forums;
 - c. Identify potential support and encourage relevant funders to consider support for VAB without compromising their corporate positions; and
 - d. Provide specific guidance and support for building VAB's Endowment Fund

- 24.** Individual advisors will be invited to attend the meetings of the Management Committee (MC) and the Board of Directors (BoD) and their comments and suggestions, if they cannot attend, will be placed at these meetings. They will be kept informed of the activities of MC and BoD.

- 25.** Individual advisors will be free to maintain contact with the VAB Head Office and with any official of the MC.

- 26.** Initially, the focus would be to identify individual advisors based on suggestions by any VAB official/Patron and review by the MC for appointment by the Board. Once a group of advisors is selected by the MC, they will be encouraged to decide among themselves to form an International Advisory Committee (IAC) with one or more appropriate official such as Chair and Secretary.

- 27.** An International Advisor will be elected by the Board on the recommendations of MC for a term of four years, renewable indefinitely.