

Annual Meeting of VAB Board of Directors – 2019, November 3, 2019, Jamaica, NY

Minutes

List of Participants: Mr. Nurul Alam, Mr. Khurshid Anwar, Dr. Fazlur R Chowdhury, Dr. Delwar Hossain, Mr. S Zaki Hossain, Mr. Amn Mostafa Khandaker, Mr. Matilal Pal, Dr. A T Rafiqur Rahman, Mr. Mizanur M Rahman, Mr. Mohammed Saleh, Mr. Tawhid Chowdhury.

Opening of the Meeting: Mr. Delwar Hossain, Chairman, VAB Board of Directors, chaired the meeting. Dr. A T Rafiqur Rahman, Founder and President of VAB, conducted the meeting. Dr. Rahman presented the focuses of the meeting. This was the 21st Annual Meeting of the VAB Board of Directors. In these 21 years, VAB made steady advancement. It appeared that every fourth year, the Board had addressed important issues, particularly on the organizational aspect. This year also it had certain significant issues in front of it, which included “Transition of VAB Management in the USA”, “Decision-making regarding the Trust Fund”, “Addition of the Position of Associate Director”, “Adjustment of VAB’s name”, etc. The meeting then dealt with the items in the Agenda (Attachment 1), one by one.

Agenda Item (a) – Consideration of Minutes of Last Meeting: In the discussion on the Minutes, a suggestion was made that the program on “Tiffin for School Children” could be expanded. It was emphasized that funds must be secure, control over funds must be firm, and programs must be implemented. The Minutes of the last meeting were then approved.

Agenda Item (b) – Reports of the Officers and the Board of Directors: The President reported on the implementation of the four key decisions of the 2018 Board Meeting and the Special Meeting on Retreat. As to the VAB Trust, fund mobilization is progressing well, and the focus now is on ensuring the promotion and security of the Trust Fund through appropriate checks and balances. As regards skill training centers, one proposal to organize a Technical School in Jamalpur under the patronage of a Donor is at the final stage of formulation; another proposal for a center near Dhaka exclusively for skill training is in progress. There was very little substantive progress on the matter of “Celebration of the 20th Anniversary of VAB”; however a firm conclusion emerged that the Event has to be a modest affair without spending VAB’s own funds. The President informed that as agreed by members present at the last Board meeting to support formation of a Rotary E-Club, based on a presentation and request by Mr. and Mrs. Mahbub Ahmad (Rotarians from Rotary Club of Yonkers-East Yonkers), the President followed up by personally writing to Board members to mobilize membership for the club from within VAB. The support was provided with an expectation that the club “would serve the purpose of VAB” through collaborative projects in the future.

The President then reported on key new activities in 2019. After extensive consultation with relevant persons, he developed a proposal for transition of management in the USA, which was scheduled to be taken up by the Board later in the meeting. He also prepared a short submission on introduction of “Associate Directors” for VAB comprising of members from the younger

generation. A list of nominees for the position of Directors and Associate Directors was prepared and was to be considered by the Board under the relevant item of the Agenda.

The President presented highlights of his work in 2019 “looking back”, and of his work in the coming years “looking ahead”. A highlight of his past work was that the most consequential work was to analyze the current situation, develop a vision for the future, and act accordingly. Looking ahead, he “[planned] to focus on sharing [his] responsibilities, work experience and work itself with the Executive Vice President, ... finally relinquishing all of [his] duties by 2021”.

The discussion on the President’s Report emphasized the grueling “work schedule” of the President involving on average a minimum of four hours of VAB work every day when he is at home. It was realized that a management model depending on decreasing voluntary service and relying gradually on paid work will be necessary in the coming years for continuing VAB as an efficient corporate entity. On VAB’s image, a need was expressed for reviewing the VAB programs in the context of a cohesive whole which could be “packaged and sold [to prospective donors]”. **The Board requested VAB Bangladesh to prepare a video of 3-10 minutes showcasing the VAB programs.**

The Treasurer reported that by October 2019, total donation received was about \$63,000. This was not only 12% less than the amount by October 2018 this was also way short of the target amount of \$100-\$125,000 by end-December. He urged the Directors and all concerned to make an all-out effort to reach the target amount. In his view, the most effective way to raise funds was to make personal contacts with prospective donors. He mentioned a remittance of \$65,000 to VAB Bangladesh for program implementation. As for the Endowment Fund, contributions of \$74,665 were received, of which \$62,690 was raised by the Syed Zaki Hossain Family through an Event.

The discussion pointed to the need for accurate recording of all contributions from the above Event and also for account to be taken of pledges made during the Event and their follow-up. The Board was informed that if all the contributions and pledges were accurately identified, actual contributions from the Event might add up to \$75,000, pledges might add up to \$40,000. In addition, Mr. Syed Zaki Hossain himself pledged to match the contributions of \$75,000.

Agenda Item (c)(1) – Transition of VAB Management in the USA: The President introduced a Note explaining the issue of “Transition” by emphasizing the paramount need for assuring VAB’s continuity as an institution in the future and finding the right time and necessary preparations for doing so. Discussion has been going on for some time about the retirement of the President of VAB. Recently, there were suggestions that a mechanism with a definite time line and a well-specified process how this mechanism will work may be detailed in the VAB By-Laws for ensuring a seamless transition.

To assure a mechanism as well as to provide reasonable time for all the preparations for the mechanism to have successful culmination, a Transition Article was submitted for approval by the Board. A Transition Article, by definition, will be of a transitional nature, and will be operative for two years, i.e., 2019-2021. The details of the Article are below:

Article: Transition of VAB Management in the USA

1. The VAB Founder and President will retire formally at the 2021 VAB Annual Board Meeting. The Executive Vice President will assume VAB Presidency at that Meeting.
2. The Executive Vice President will lead a Transition Team to identify tasks that have to be completed and to oversee their successful completion by the third quarter of 2021, to ensure timely transition. The Transition Team will comprise: i) Executive Vice President as the Chairman; ii) the current Treasurer as the Secretary, and the following members: iii) Chairman of the VAB Board; and iv) President. The Executive Vice President will have the option to co-opt any VAB official or volunteer in the Transition Team.
3. The Transition Team will have its first meeting before the end of 2019 to identify the main tasks to be completed to ensure a successful transition, and to develop required work schedules and time frame to that end. The Team will meet at least once a year to review the completion of work and to ensure that transition is completed by the third quarter of 2021, since the 2021 Annual Board Meeting will be expected to take place in the fourth quarter.
4. VAB will recommend to the Board, at its 2021 Annual Meeting, the deletion of the Transition Article after the transition of Management in the USA is completed.
5. The current President upon his retirement in the 2021 Annual Meeting will remain with VAB as its Founder and the President Emeritus.

The transition mechanism and the Transition Article were approved by the Board. Following such approval, the Article will be included in the VAB By-Laws.

Agenda Item (c)(2) – Position of Associate Director in VAB Board: The President presented a Note explaining a new position, “Associate Director”, in the VAB Board and a corresponding Article to be included in the VAB By-Laws. The By-Law is as follows:

Article: Associate Directors

Associate Directors will be mostly young professionals of 25-45 years of age. However, any professional may be appointed as an Associate Director if he/she is interested in offering voluntary services for the promotion of VAB. Associate Directors may not be required to make any mandatory contribution but can donate any amount voluntarily. They may be engaged mostly in publicity and in fundraising activities. They will be kept apprised of VAB’s work through emails and other publicity documents. They may meet only once a year along with

Members of the VAB Board, possibly at the Board Meeting or in any other informal/formal setting such as a Fundraising/Publicity Event.

An amendment in the Article was suggested: **They should meet on their own at least once a year. The Board approved the Article along with the amendment.**

Agenda Items (c)(3) and (c)(4) – Position of Executive Vice President, Combining Positions of Secretary and Treasurer: The President explained the two items in terms of the transition of VAB Management and added that the respective changes would be of a transitional nature.

The Board approved that the position of Vice President would be revised as Executive Vice President with additional authorities necessary to deal with management changes in the USA and in Bangladesh for two years. The Board also approved combining the positions of Secretary and Treasurer for two years. The VAB By-Laws will reflect these changes of a transitional nature.

Agenda Item (c)(5) – Membership in the VAB Management Committee: The Board approved that during 2019-2021 the VAB Management Committee would be composed of: **President; Executive Vice President; Secretary-cum-Treasurer; Chair, Fundraising and Endowment; Chair, Communication and Media; and Chair, Cultural Affairs. Necessary changes in the By-Laws will be made to reflect these positions accurately.**

Agenda Item (c)(6) – Celebration in 2020 of VAB’s 20th Anniversary: The Board postponed the discussion of this item until its next meeting. However, because of the long lead time necessary, the Board requested Mr. S Zaki Hossain to reserve the Hall where the Event would take place. There was a suggestion that a Celebration Committee may be formed, composed of Mss. S Zaki Hossain, Mohammed Saleh and Mizanur M Rahman. A view was expressed that the VAB Celebratory Event in 2020 would be an opportune occasion to express tribute to its Founder and President for more than two decades since its inception in 1998.

Agenda Item (c)(7) - VAB Trust Fund: The VAB Trust must be built up so that in the future, income from the Trust Fund can sustain the work program of VAB. The Board recalled that, for this purpose, the Board took certain extraordinary measures in last year’s Annual Meeting. Steady progress is being made in raising fund for the Trust. However, it is felt that the confidence and trust of the US-based contributors can be further promoted. Also, there is a concern about the security of the investment made in the Trust, particularly after the current leadership in Bangladesh retires. To address the objectives and the concerns, **it was proposed that two Trustees must be appointed from the USA immediately. It was further proposed that any decision regarding the Trust Account must be taken with concurrence of the two Trustees from VAB USA.**

The Board approved the two proposals above. It was suggested by the Board that, in view of a number of accounts related to the Trust and also Endowment in Bangladesh as well as

Endowment in the USA, a systematic database on all the Trust and Endowment accounts should be maintained.

Agenda Item (c)(8) – Changing the Spelling and Name of VAB to Align it with Meaning in

Bangla: The Board postponed consideration of the item till its next meeting. In the meantime, the Board urged all concerned to develop an appropriate by-line for the Organization which would be appealing and potentially effective in mobilizing support. The Board tentatively formed a Committee for this purpose, composed of Mss. S Zaki Hossain, M Nurul Alam and Anm Mostafa Khandaker.

Agenda Item (d) – Election of Directors, Associate Directors, Chair and Vice Chair of VAB Board, and VAB Officials, for 2019-2023 Term:

The following Directors were elected: Mr. M Nurul Alam (NY); Mr. Khurshid Anwar (NY); Dr. Fazlur Rahman Chowdhury (NY); Dr. Maksud Chowdhury (NY); Mr. Peter von Christierson (WA); Mrs. Tanveer (Rumi) K. Hoque (PA); Dr. Delwar Hossain (NY); Mr. S Zaki Hossain (NY); Mr. Mohammad Asabur Rahman (NY); Dr. Ehsanur Rahman (DE); Dr. A T Rafiqur Rahman (NY); Mr. Mizanur M Rahman (NY); Ms. Nashra Rahman (WA); Mr. Mohammad Saleh (NY); Mr. Abdus Sikder (TX); and Mr. Shahid Ullah (TX).

The following Associate Directors were elected: Mr. Meraz Ahmad, New York, NY; Dr. Sabine Ahmad, McLean, VA; Mr. Tawhid Chowdhury, Long Island, NY; Dr. Syeda Hossain, Long Island, NY; Ms. Tafiya Khan, Long Island, NY; Ms. Karishma Rahman, Long Island, NY; Ms. Sharmin Shahjahan, Hanover Park, IL; Ms. Parveen Sikder, Westchester, NY; and Mr. Mohammad Taher, Long Island, NY.

Mr. S Zaki Hossain was elected as the Chair of the Board and Dr. Fazlur R Chowdhury as the Vice Chair.

The Board agreed in principle to elect Mr. Syed Samiul Islam as a Director. Since his concurrence has not yet been received, the Board's decision will be made effective only after his acceptance. It was suggested by the Board that the work of the Associate Directors would be reviewed in two years' time. The Board also urged all to encourage prospective candidates to become Associate Directors of the VAB Board.

The VAB Officials were elected, as follows: Dr. A T Rafiqur Rahman, President for two years till the Board Meeting in 2021; Mr. M Nurul Alam, Executive Vice President for two years till the Board Meeting in 2021; Mr. Matilal Pal, Secretary-cum-Treasurer; Mr. Mizanur M Rahman, Chair, Fundraising and Endowment; Mr. Anm Mostafa Kahandaker, Chair, Communication and Media; and Ms. Sabina Hai (Urbee), Chair, Cultural Affairs. The latter four officials were elected for a four-year term, 2019-2023.

Closing of the Meeting: Before the closing of the meeting, Mr. M Nurul Alam, Executive Vice President of VAB and Chair, Global Grant of Rotary E-Club of Heritage New York, apprised the Board about the Rotary Global Grant Project on “Teachers’ Training in Rural Schools of Bangladesh”, which will be executed by VAB Bangladesh. The formalities of approval of the Project by Rotary International are nearly complete.

In closing the meeting, the Chairperson of the meeting, Dr. Delwar Hossain, outgoing Chair of VAB Board, announced to the Board that, although he is retiring from the position of Board Chair, he will continue to be a Director and a “partner” of VAB. He informed the Board of a project which is being undertaken by the newly established Delwar-Dilruba Family Foundation in the economically depressed area of northern Bangladesh. The Project has so far awarded 150 college scholarships, including 30 this year. He poignantly described the plight of the students whose family could not afford blankets to cope with the severe cold weather. The stark reality is that only one blanket to be shared by all members of the family would be woefully inadequate. His Foundation is thus donating two blankets per family.

The President who conducted the meeting thanked the Chair of the Board, who is the first Chair of VAB Board and held the position for two terms, 2012-2019. He also thanked the first outgoing Vice Chair of the Board, Mr. Mohammed Saleh. Mr. Saleh expressed his appreciation for the work of VAB and pledged his continued support for VAB. He also expressed his admiration of the “blanket donation project” of the Foundation established by the outgoing Chair of VAB.

The meeting was then adjourned with thanks to all the participants who sacrificed a sunny Sunday to attend VAB’s Annual Board Meeting.

VAB Annual Board Meeting 2019, November 3, 2019, Jamaica, NY
APPENDIX: MATTERS ON WHICH FOLLOW-UP IS CALLED FOR

Decisions

Election of VAB Directors for 2019-2023: A 16- member Board was formed. Mr. S Zaki Hossain was elected as the Chair of the Board and Dr. Fazlur R Chowdhury as the Vice Chair.

Position of Associate Director: A new position, “Associate Director”, to be filled by young professionals of 25-45 years of age was created. Associate Directors may not be required to make any mandatory contribution but can donate any amount voluntarily. They may be engaged mostly in publicity and in fundraising activities. They should meet on their own at least once a year. An Article reflecting the decision will be included in the VAB By-Laws.

Election of Associate Directors: Nine young professionals were elected as VAB Associate Directors.

Positions of Executive Vice President and Secretary-cum-Treasurer: The position of Vice President will be revised as Executive Vice President with additional authorities necessary to deal with management changes in the USA and in Bangladesh for two years. The positions of Secretary and Treasurer will be combined for two years. The VAB By-Laws will reflect these changes of a transitional nature.

Transition of VAB Management in the USA: The formal retirement of the VAB Founder and President, to be effective at the 2021 VAB Annual Board Meeting, was accepted. The Executive Vice President will assume VAB Presidency at that Meeting. The current President upon his retirement will remain with VAB as its Founder and the President Emeritus.

The Executive Vice President will lead a Transition Team to identify tasks that have to be completed and to oversee their successful completion by the third quarter of 2021, to ensure timely transition. The Transition Team will have its first meeting before the end of 2019 to identify the main tasks to be completed to ensure a successful transition, and to develop required work schedules and time frame to that end. The Team will meet at least once a year to review the progress of work and to ensure that transition is completed by the third quarter of 2021.

An Article, of a transitional nature, to be deleted by the 2021 Annual VAB Board Meeting, reflecting the above decisions will be included in the VAB By-Laws.

VAB Management Committee: The VAB Officials were elected, as follows: Dr. A T Rafiqur Rahman, President for two years till the Board Meeting in 2021; Mr. M Nurul Alam, Executive Vice President for two years till the Board Meeting in 2021; Mr. Matilal Pal, Secretary-cum-Treasurer; Mr. Mizanur M Rahman, Chair, Fundraising and Endowment; Mr. Anm Mostafa Kahandaker, Chair, Communication and Media; and Ms. Sabina Hai (Urbee), Chair, Cultural Affairs. The latter four officials were elected for a four-year term, 2019-2023.

VAB Trust: Two Trustees must be appointed from the USA immediately. Any decision regarding the Trust Account must be taken with concurrence of these two Trustees.

Recommendations/Requests

VAB Programs - Video: VAB Bangladesh was requested to prepare a video of 3-10 minutes showcasing the VAB programs.

VAB Finances - Target Amount of Donation in 2019: Directors and all concerned were urged to make an all-out effort to reach the target amount of donation, \$100-\$125,000 in 2019.

VAB USA Endowment Fund - Contributions from the Hossain Family Event: Contributions of \$74,665 were received, of which \$62,690 was raised by the Syed Zaki Hossain Family through an Event. In that context, accurate recording of all contributions from the Event should be carried out. Account should be taken of pledges made during the Event and their follow-up.

VAB Trust and Endowment Accounts: In view of a number of accounts related to the Trust and also Endowment in Bangladesh as well as Endowment in the USA, a systematic database on all the Trust and Endowment accounts should be maintained.

Associate Directors: The work of the Associate Directors would be reviewed in two years' time. Everyone was encouraged to explore prospective candidates for VAB Associate Directors.

Promotion of VAB - By-Line for VAB: An appropriate by-line for the Organization which would be appealing and potentially effective in mobilizing support should be developed. For this purpose, a Committee, composed of Mss. S Zaki Hossain, M Nurul Alam and Anm Mostafa Khandaker was tentatively formed

2020 Celebratory Event for VAB's 20th Anniversary: Mr. S Zaki Hossain was requested to reserve the Hall where the Event would take place.

Suggestions

VAB Programs - Tiffin Program: The program on “Tiffin for School Children” could be expanded.

VAB Management - Management Model in USA: A management model depending on decreasing voluntary service and relying gradually on paid work will be necessary in the coming years for continuing VAB as an efficient corporate entity.

Promotion of VAB - Packaging and “Selling” VAB Programs: The VAB programs can be reviewed in the context of a cohesive whole which could be packaged and “sold” to donors.

2020 Celebratory Event for VAB's 20th Anniversary: A Celebration Committee may be formed, composed of Mss. S Zaki Hossain, Mohammed Saleh and Mizanur M Rahman. The Event would be an opportune occasion to express tribute to its Founder and President for more than two decades since its inception in 1998, Dr. A T Rafiqur Rahman.

Developments

Skill Training Centers: One proposal to organize a Technical School in Jamalpur under the patronage of a Donor is at the final stage of formulation; another proposal for a center near Dhaka exclusively for skill training is in progress.

Rotary Global Grant Project: The newly formed Rotary E-Club of Heritage New York is the international sponsor of a Rotary Global Grant Project on “Teachers’ Training in Rural Schools of Bangladesh”, which will be executed by VAB Bangladesh. The formalities of approval of the Project by the Rotary International are nearly complete.