

# Minutes

## Annual General Meeting

Date and Time: 19/11/2020, 10:00-13:00

Chair: Sentle Tabane

<b>1</b>	<b>Opening, welcome and filling in the online attendance register</b>
10:00-10:05	Sentle welcomed everyone and encouraged attendees to fill in the attendance register Google Form. Felix explained some house-keeping rules (including the muting of microphones).
<b>2</b>	<b>Attendance, apologies and introductions</b>
10:05-10:15	Sentle read out the apologies: Bertha Chiroro (GenderCC); Rachel Mash (Green Anglicans); Lorna Fuller (Project 90 by 2030); Roland Ngoh (Humana) and Sthembile Radebe. Kate added that Alexa Brown indicated that she would join a bit late. Sentle encouraged attendees to introduce themselves.
<b>3</b>	<b>Checking the AGM is quorate</b>
10:15-10:20	After encouraging all the attendees to fill in the Google Form, Felix announced that the meeting was not quorate. Elin asked in the chatbox if it was possible to see how many members we were short of a quorum given that the attendees would be voting later on in the meeting. She suggested that there could be an effort to call others to join the meeting. Kate indicated that we were short 3 institutional representatives, or 11 individual members (or a mix). Sentle said that we should proceed with the meeting regardless.
<b>4</b>	<b>Adoption of the agenda and 2019 minutes</b>
10:20-10:30	Sentle asked members if they were happy with the agenda to be adopted. Teboho indicated that he was happy to proceed with the agenda as is.
<b>5</b>	<b>Report back from SC on Network activities and plans</b>
10:30-10:40	Sentle asked SC members to provide feedback on portfolio activities (including explaining the role of their portfolios, what has been achieved in the past year, and budgeted plans for 2021).  Sarshen provided feedback on the policy portfolio: the team included Mikateko, Kate, Katinka (who left), as well as Ancois and Elin who joined later. Due to COVID there have been some delays in policy developments, but the team met fairly regularly and Mikateko was able to provide the team with useful information from the DEFF perspective. The team was also able to provide comments on the SADC climate change adaptation plan. Foresee that next year there will be a lot more development – particularly around the NDCs, National Climate Change Bill etc.



	<p>Mikateko added that towards mid-next year, the CC Bill should be close to finalisation. National Risk and Vulnerability Framework has been finalised. Sentle indicated that the portfolio has R21 thousand over the next four years to produce fact sheets and travel to meetings.</p> <p>Felix provided an update on the communications portfolio: the team included Felix, Waarith, Kate, Dona and Alexa. The team worked on the AN newsletter, coordinated webinars, and shared resources with members. Going forward, the plan is to host retreats.</p> <p>Mpfunzeni provided a report on the finance and fundraising portfolio: we were able to raise a budget of R1.8 million under a project which SANBI submitted to Flanders. In that application, there was an allocation for the AN. The project has been approved. The title: "Unlocking climate finance for climate change adaptation in SA". Sentle gave an overview of the budget. R25 000 for communications portfolio (annual retreat), R94 000 for finance portfolio (feasibility study for alternative structures, training seminar and oversight costs), R1.2 million for capacity building (national roadshow, develop an accredited adaptation course). Mpfunzeni explained to members that the budget is indicative at this stage and not yet finalised. There will need to be an inception meeting with the new SC.</p>
<b>6</b>	<b>Election of the 2021 Steering Committee: Nominations</b>
10:40-11:10	<p>Sentle encouraged members to think about their ability to make a commitment to the SC before nominating themselves/accepting a nomination. She indicated that members would need to have enough time to attend 5-6 SC meetings per annum and join at least one portfolio. She said in the past we have had challenges with commitment from SC members. She indicated that she hoped members had read the SC roles and responsibilities document that was circulated prior to the meeting.</p> <p>Mark added that we should decide if we are able to confirm the nominations if we are not quorate. The AGM does have to confirm the SC. He suggested that maybe we have the nominations in the meeting but we would need a wider confirmation from the membership to be constitutionally sound. Sentle asked if after the meeting we email everyone the list of nominees, would we be asking them to vote or to confirm? Mark said that if we have fewer nominations than the maximum SC size, then it would be for confirmation. If we have more than 10 nominations, two things can happen: a hesitant nominee could step down, or we would have to have a process of voting to confirm who the 10 SC members should be. Sentle opened the floor for nominations.</p> <ol style="list-style-type: none"> <li>1. Teboho nominated Sentle (seconded by Felix)</li> <li>2. Felix nominated Prof Nhamo (seconded by Gabriel)</li> <li>3. Sarshen nominated Peter Shisani</li> <li>4. Elin nominated Albert Koopman (seconded by Mpfunzeni)</li> <li>5. Gabriel nominated Miriam (seconded by Prof Nhamo)</li> <li>6. Sentle nominated Teboho (seconded by Marius)</li> <li>7. Sentle nominated Eromose (Felix seconded)</li> <li>8. Mark nominated Ancois (seconded by Felix)</li> <li>9. Mark nominated Lorena (seconded by Sarshen)</li> <li>10. Mpfunzeni nominated Marius Masoga (seconded by Sentle)</li> </ol>



	<p>11. Sentle nominated Sakhi but he wasn't able to accept due to other time commitments                  Sentle said that we needed a DEFF and SANBI representative. This would be Mpfunzeni and Mikateko.                  Mpfunzeni said that we would need representation from SALGA.</p> <p>Elin asked what the proposed process should be given that we are not quorate and there appear to be more than 10 nominees. Do we need to hold another AGM? Or are we able to have some other process to validate the nominations?                  Mpfunzeni said a suggestion was made to take the decisions online.                  Sentle said we could submit google forms.                  Mark interjected to say that we shouldn't have a problem because we actually only have 10 nominations. Mpfunzeni and Mikateko are only observer members.                  Sentle said that therefore we do not need to vote as we have 10 members, but suggested that we could still send an email to all members should they wish to oppose/confirm any nominations. She said that the new SC would meet in the first month of 2021 to assign roles to those appointed.                  Kate asked for clarity on the SC election process – are we going to ask members to confirm the nominations?                  Sentle said as a matter of formality we may do that – in the past AGMs, 10 members elected without opposition was just considered the final decision. But as a matter of formality we could do that since we don't have to vote.</p>
<b>7</b>	<b>Report back from Secretariat on Network activities</b>
11:10-11:20	<p>Mark provided a short report of the Secretariat activities (see Secretariat report).</p> <p>Sentle asked if we could get a financial report from the Secretariat to understand what it requires to run the network going forward.                  Mark said that we can do this once the Flanders annual financial report has been approved by UCT.</p>
<b>8</b>	<b>Appointment of the 2021 Secretariat: Nominations</b>
11:25-11:55	<p>Sentle indicated that at the EGM, we voted in favour of exploring the feasibility of establishing the AN as an NPO, but until then, the Secretariat remains to be the host of the AN.                  She encouraged members to only accept a nomination if they have the capacity to manage grant funding from Flanders. She opened the floor for nominations for the new Secretariat for 2021.                  Henry Tantoh nominated the UDEF/Kusala Consortium. Sentle asked if Terese accepted the nomination. Terese confirmed. Sentle asked Terese to provide a short motivation.                  Terese indicated that UDEF is a legal NPO that was founded in 2013 to create green jobs in Mpumalanga through addressing environmental threats caused by mining activities. Together with Kusala (founded in 2010), this consortium has a combined experience of 18 years in project development and management.                  Together, they have managed more than R90 million in public donations and have a combined admin staff of more than 12 people. She said further staff will be upskilled using SANBI/Flanders funding. They aim to continue the good work the past Secretariat has done, address all the admin gaps and intend to put more effort in adaptation awareness. They also intend to raise more funding through</p>



their existing funding. They feel that they have the capacity to take on this role and this opportunity will help them to grow.

Mpfunzeni asked for clarity from current secretariat: has their term expired, do they want to continue?

Sentle provided some background – the secretariat gets appointed on an annual basis as per the constitution and this is why we are taking nominations.

Mark indicated that the Secretariat would be prepared to continue for one more year if no one else wants to step up. But added that the Secretariat is quite happy to step down. The complicating issue is that the money that is allocated to Secretariat activities would need to be sub-granted to a new host provided that they meet UCT and the Government of Flanders' financial management criteria. This would need to be confirmed by the new manager of the Flanders grant. Sentle asked if ACDI would be willing to work with the new host to ensure hand-over is done with ease.

Mark said that this could be done within reason.

Prof Nhamo asked if the nominated organisation would be able to meet the Flanders and UCT financial management requirements.

Albert indicated that he would like to nominate ACDI as the Secretariat (seconded by Marius).

Eromose seconded the nomination of UDEF.

Gabriel nominated Prof Nhamo's team at UNISA. Prof Nhamo declined given a lack of capacity.

Elin raised concern that the meeting was no quorate and that we did not have enough of the membership present to confirm both the SC and Secretariat nominations.

Sentle encouraged inputs from members on how to proceed.

- Gabriel suggested we put the two nominated secretariat names to the members for online voting.
- Prof Nhamo agreed with this suggestion

Sentle concluded that we should take this online for voting by the rest of the membership. She expressed her belief that it is high time that a black organisation is given this opportunity to host the network, and urged members to support this nomination. She added that as a member of the consortium, she can confirm they have handled bigger grants than the Flanders funding.

Marius asked what the implications for the secretariat would be given the plans to explore the possibility of setting up the AN as an NPO. Sentle said that if we find that establishing an NPO is feasible, then the Secretariat will still play a hosting role, but there would be a period of transition to move financial management to the NPO.

Mpfunzeni suggested that when these nominations are taken to the membership, they should be accompanied by motivations from the organisations.

Sentle clarified that Kusala would play a small role in the UDEF/Kusala Consortium, and that they would just assist to get UDEF to a point where they can manage funds. She said that they are aware of SANBI's requirements and have assisted GenderCC with Flanders reporting.

Miriam seconded Mpfunzeni's suggestion.



Sentle thanked everyone for their suggestions and said that we would take this forward via email.

Mark wanted to make a quick input. He reiterated that ACDI was happy to step aside and suggested that rather than having an election vote, there should be an approval of the nomination by at least 50% of the membership who vote. ACDI would be happy to withdraw provided that there is approval from the majority of the membership who vote.

Elin expressed concern that with a non-quorate meeting, we are going ahead with a massive change to the Secretariat which the vast majority of the membership has not approved. She suggested that we do an online process with written nominations for the 2 secretariats, and then convene another AGM to approve this. She drew attention to concerns raised in the chat box about jeopardising the AN's funding which was approved with the current secretariat in place. She asked if Mark could withdraw his comment about stepping down as the Secretariat because she felt that this will jeopardise the AN's funding.

Sentle said that we have had this conversation with Flanders and SANBI and that there is a great possibility for the Secretariat to change as it is appointed annually. She said SANBI indicated that they would include a clause in their application that there is a possibility for the secretariat to change. She said that if there was any concern about UDEF's capacity, she wouldn't have agreed to support the nomination. So she would like to take the nomination to the members, but wanted clarity on whether this (secretariat and SC nominations) would be a vote or a formal notification to members to comment?

Mpfunzeni said that SANBI would be happy to take its lead from the network, but that it would have to first do due diligence to ensure the new organisation was able to meet requirements.

Gabriel proposed that we put together a statement indicating that ACDI will assist the new Secretariat.

Henry seconded Gabriel's proposal.

Sentle suggested that we move on to item 12 in the interest of time.

Kate interjected to ask for clarity on the decision regarding the process of electing/appointing the new SC and Secretariat. Are we taking this to a second AGM?

Prof Nhamo said that he is most comfortable with following protocol to the letter– if the constitution says the AGM needs to approve appointments of the SC and Secretariat, we then need to follow that. As far as he is concerned, the actions we are taking now don't have the mandate of the AGM. So in terms of good governance, we need to follow the constitution.

Sentle said that we may need to have an EGM, but there is no guarantee that we will have a quorum. But she said if colleagues feel that we need to call an EGM, let's do so. Otherwise it will be the email option.

Sakhi said that usually in a constitution, it will indicate what quorum is required for decisions in AGMs. If a quorum is not reached in a particular AGM, then usually a sub-clause would say that a second AGM will need to be called within 2 weeks, with a smaller quorum needed. He said the idea is to keep the organisation going



and not derail it. If members do not come, it means the AGM is not important to them, but for those members who do attend, they should be able to proceed within 2 weeks of the failed AGM with a smaller quorum.

Sentle asked: given that there is only one nomination in this case, is there really a need to call another AGM?

Mark said that he wasn't sure that there was anything in the constitution which stipulated a second AGM. His instinct was that we would need to call a short EGM to confirm the nominations. If it was a very short meeting (30 min), we may be able to get the size of the membership we need, particularly if we look at who registered for this one. Either way, he said the constitution would require us to have another general meeting. It can be very targeted and in the next two weeks.

Sentle said the constitution didn't make provision for a second AGM, and supposed that the option would have to be an EGM before the year ends.

Elin said that, looking at the constitution, there isn't any provision for a 2-week period with a smaller quorate required. So it looks like we would need the same quorum. However, she said there are other provisions, such as the use of proxy votes. Otherwise, we could target other members who weren't able to make the AGM. She supported the idea of having another special general meeting, with tight timing and written motivations (with an explanation of capacity) circulated beforehand. She proposed that where there are major changes being put forward, we make sure that documents are circulated in advance of meetings.

Gabriel expressed concern that we may not manage to have a quorum given that this time of year is so busy. Can we not just keep it as an online approval process?

Sentle asked Mark to clarify once more whether ACDI is standing down.

Mark said ACDI is willing to stand down, but will be prepared to be co-opted back into the Secretariat position should it be impossible for the new candidate to proceed. He added that in terms of the transition, we have to be realistic that once resources are transferred to the new host, support to the new Secretariat will be on a volunteer basis, so will not necessarily be as extensive as one would like it to be in an ideal world.

Mikateko said she supported Elin's statement but did not support ACDI's decision to step down.

Gabriel reflected back to the past, and said that at some AGMs when there was no other potential Secretariat, they had a confirmatory vote. If ACDI's is stepping down, he proposed that instead of calling an EGM, we request member's views on the nominee like we did in the past.

Sentle responded to Mikateko's comment: we had this conversation with SANBI and transformation is encouraged. She said this consortium would not have put itself up for nomination if it didn't have capacity. But she added that as Prof Nhamo said, let's stick to the constitution. At this point, we have two options: either we call an EGM which is not feasible given the time of year we are in, or we send an email to members indicating the one nomination and open it up for comments/suggestions. So she concluded: let's agree on those two points to wrap up this issue.

	<p>Felix suggested that we go with the option of sending an email to the membership.</p> <p>Mark said that there was a way of doing this in a way that is constitutionally valid and that allows people to cast their votes remotely: members can dedicate votes to a proxy (they can let the Secretariat know what their proxy vote would be beforehand or have another member present at the meeting to cast their vote) – then we can convene a short EGM and add those proxy votes. This will allow those who can't be present to make their voices heard, and it would be constitutionally sound. The vote will be to approve the one Secretariat nomination, and to approve the SC nominees. Despite the requests that ACDI not step down, ACDI will withdraw, and we will see what will happen with the approval process.</p> <p>Sentle stated that that was the conclusion on that item. She said we will communicate with members requesting their approval of the nominations.</p> <p>Mark added that we will require the nominated Secretariat to do a written motivation.</p> <p>Sentle moved the meeting on to the next agenda item.</p>
<b>9</b>	<b>Review of AN administration (membership, website etc)</b>
11:55-12:15	<p>Felix indicated that there are a few areas where we need help from the broader membership. One area is the lack of participation in portfolios – how can we get more people to be engaged in portfolios? How can we enhance the user-friendliness of the website? He asked if anyone have any comments on these issues.</p> <p>Lorena indicated that a year ago she had responded to a call that was put out for people to join portfolios, but she hadn't heard back.</p> <p>Sentle indicated that as soon as the new SC has been assigned to portfolios, an email will go out encouraging members to sign up.</p>
<b>11</b>	<b>Report back on Flanders funding</b>
12:20-12:30	<p>Mpfunzeni repeated that the Flanders funding had been approved and that there would be an inception meeting to agree on activities.</p>
<b>12</b>	<b>National Climate Funds Advisory Body (NAFAB), AF Project Advisory Group (PAG) and NBI– what lies ahead</b>
12:30-12:45	<p>Mpfunzeni indicated that the SGF project is in very advanced stages of wrapping up, and they are finalising the Terminal Evaluation Report which will be a public document for the membership to have a look at.</p> <p>The uMngeni Resilience project is still under implementation and there's a no cost extension on this which will take it to 2022.</p> <p>Regarding SANBI's GCF programme of work, Mpfunzeni provided a high-level summary. SANBI has 7 projects which are being developed for submission to the GCF. Three of these are at concept note stage. Two of these have been submitted to the GCF, and one has been endorsed. So SANBI is looking at unpacking the first project into a full proposal – could take 18 months.</p>

	<p>Mpfunzeni also provided an update on their collaboration with the NBI to attract private sector investment in SANBI projects. They have held 3 workshops which have focussed on adaptation in the private sector.</p> <p>Mpfunzeni suggested that if anyone has any detailed questions about SANBI's programmes of work, they should get in touch with him.</p> <p>Elin asked, regarding the GCF projects, whether SANBI planned to have a similar arrangement as they had with the SGF project where civil society representatives (through the AN) were asked to be part of the project steering committee.</p> <p>Sentle asked for clarity on the shortlisted companies involved and the amounts. She also asked for clarity on what opportunities might emanate from these GCF projects, particularly with regard to the PPF funds.</p> <p>Mpfunzeni confirmed that civil society will be factored in in a similar fashion to their AF projects, but they will first need to identify the project sites before communities will be brought in. Regarding Sentle's question, Mpfunzeni indicated that one of the projects is an Enhanced Direct Access project which aims to build on SGF. They don't have actual amounts for these projects, but they are roughly USD 20 million. They have project preparation funds for one of the projects – this allows SANBI to work with local partners and experts to unpack some of the project technicalities.</p>
<b>13</b>	<b>Any other business</b>
12:45-12:55	No additional issues raised
<b>14</b>	<b>Thanks and Closure</b>
12:55-13:00	<p>Sentle thanked the attendees for joining, and wished the new SC well.</p> <p>Mark thanked the Chair for steering the SC through a difficult year.</p> <p>Sentle thanked to Coordinator for her work this year, and closed the meeting.</p>