



MILLENNIUM FOUNDATION KOSOVO

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Minutes of the 12th Board of Directors' Meeting

Tuesday, December 9, 2020 at 11:00 AM

via Zoom

The Board of Directors ("**Board**") of Millennium Foundation Kosovo ("**MFK**") held the 12th regular meeting at the above-mentioned date and time for which notice was given on 30th of November 2020 in accordance with (i) the Statute of MFK ("**Bylaws**"), and (ii) the Millennium Challenge Threshold Program Grant Agreement between the United States of America, acting through the Millennium Challenge Corporation ("**MCC**"), and the Government of Republic of Kosovo (the "**Government**"), executed on 12 September 2017 (the "**Threshold Program**").

I. PARTICIPANTS

BOARD MEMBERS:

1. Fisnik Osmani, Alternate for the Chief of Staff of the Prime Minister Ms. Ardita Dushi – online
2. Lulzim Beqiri, Alternate for the Minister of Justice, Mr. Selim Selimi – online
3. Burbuqe Bakija Deva, Alternate for the Ministry of Economy and Environment Mr. Blerim Kuçi - online
4. Berat Rukiqi, President of Kosovo Chamber of Commerce -online
5. Luan Shllaku, NGO/Kosovo Foundation for Open Society - online

BOARD OBSERVERS:

1. Petrit Selimi, MFK Chief Executive Officer (CEO) – in person
2. Sarah Olmstead, MCC Country Director for Kosovo – online

CHAIRPERSON OF BOD: Fisnik Osmani, Alternate for Chief of Staff of the Prime Minister

BOARD SECRETARY: Arta Krasniqi, MFK Legal Advisor – in person

A handwritten signature in blue ink, appearing to be "CA".

II. OPENING OF THE MEETING AND DETERMINATION OF QUORUM

The MFK CEO Mr. Petrit Selimi (hereinafter MFK CEO) opened the meeting and invited all participants for a short introduction considering that the governmental board members were represented by their delegated alternates. In addition, MFK CEO in consultation with the Board Secretary emphasized the need for appointment of an acting Chairperson of the Board due to the recent changes in the Office of the President and the vacant position of the Chief of Staff of the Presidency that serves ex-officio as the Chairperson of the MFK Board of Directors. In this regard, and in accordance with the MFK Statute, MFK CEO proposed the alternate Board member Mr. Fisnik Osmani (who represents Chief of Staff of the Prime Minister) to serve as acting Chairperson for this particular Board meeting. All Board members present at the meeting unanimously voted to approve Mr. Osmani as ad hoc Chairperson of the Board.

The acting Chair of the Board Mr. Osmani in consultation with the Board Secretary Ms. Arta Krasniqi, confirmed the quorum since at the meeting (via Zoom) were present three (3) governmental board members and two (2) non-governmental board members. The acting Chair delegated the chairing of the meeting to MFK CEO. The meeting was duly and legally convened and opened for the transaction of business.

III. APPROVAL OF THE AGENDA

The MFK CEO presented the agenda for the meeting and called for a vote by the Board members. The agenda was approved unanimously by all seven (5) Board members present at the meeting.

IV. DISCUSSION AND APPROVAL OF AGENDA ITEMS

1. Confirmation of approval of the minutes of 11th Board meeting

MFK CEO explained that the minutes of the 11th Board meeting held on September 8, 2020 were presented to the Board for their review and approval. The Board unanimously confirmed the approval of the minutes of the 11th Board meeting.

2. Presentation by MCC Country Director for Kosovo - Sarah Olmstead & MFK CEO – Petrit Selimi on the overall implementation of Threshold Program

MFK CEO highlighted the challenges of the year 2020 mainly pertaining to the Covid-19 global pandemic as well as the pause of Threshold Program in spring which had an impact on the work of MFK as the implementing entity of the Threshold Program Grant Agreement. Further, he explained that as per the

contractual requirements, the Implementing Consultants engaged by MFK, most of which are international companies are required to have a local presence. In this regard, the pandemic has caused challenges considering the travel restrictions imposed globally as mitigation measures to control and limit the spreading of the virus. Nevertheless, the MFK in close coordination with MCC and the Government of Kosovo has managed to resume the implementation of the program by respecting the Covid-19 risk mitigation plans. Moreover, MFK CEO informed the Board on the decision of MCC to approve the MFK request for extension of the completion date of the Threshold Program for an additional 12 months until September 2022. Such extension will ensure full implementation of the Threshold Program, considering the abovementioned challenges (pandemic and the pause) that have caused delays in implementation. Regarding the status of implementation of each project and activities and sub-activities, he informed the Board about the specific presentation that will be delivered by each project and activity manager as presented in the agenda of the meeting.

MFK CEO invited the MCC Country Director for Kosovo Ms. Sarah Olmstead to provide a brief overview of the implementation of the Threshold Program from MCC's perspective. Ms. Olmstead also highlighted the challenges of the pandemic and their impact on the program implementation given that the nature of the interventions that require fieldwork and human interactions. In this regard, she informed the Board that MCC is trying to guide and assist the MFK in finding the most suitable ways to implement the program in a safest and most efficient way. Ms. Olmstead added that, despite these challenges, the MFK team, its partners and stakeholders are on its way toward a really productive year where the results of the tireless work will be reflected.

3. Presentation and approval of QDRP 12 for Program Quarter 14, January - March 2021

MFK CEO invited the MFK Director of Administration and Finance Ms. Anila Statovci Demaj (MFK DAF) to present the QDRP12 for Program Quarter 14. Further, he added that the supporting documents for this Quarterly Disbursement Request Package have been reviewed by MCC on technical level and subsequently were duly submitted to the Board prior the meeting for their consideration. Ms. Statovci Demaj provided a brief presentation on the QDRP 12 which will cover the commitments and cash disbursements for January-March 2021 period. As there were no comments or remarks by the Board members, MFK CEO invited Board members to vote for approving the QDRP12 presented by MFK DAF. All five (5) Board members present in the meeting approved the QDRP 12 by unanimous consent.

Following Board's approval of QDRP 12, the MFK CEO requested the acting-Chair to meet and co-sign the Disbursement Request Form, as stipulated under the Threshold Program Grant Agreement. Further, he added that, as per the standard procedures, following the approval of the QDRP by the Board, the MFK will submit it to MCC for their final approval through No-Objection.



4. Presentation and approval of Procurement plan no. 4

MFK CEO informed the Board that each year MFK prepares a new procurement plan for the following calendar year which as per the MFK Statute requires Board's review and approval. For more details on the proposed procurement plan no.4, MFK CEO invited the MFK Procurement Manager Mr. Arton Citaku to provide a presentation to the Board. Mr. Citaku stated that while most of the procurement activities presented in the document have been duly reviewed and approved by the Board and MCC, there are four (4) new procurement activities included which requires approval by the Board. Such new procurement are presented as follows:

- 1) New procurement: Judicial Dig Data Challenge Consultant which will be contracted to provide services pertaining to public judicial data and machine readable, considering there is plenty of judicial data already available that is not present nor publicly available in machine readable formats. The transcribed data from non-readable formats shall be used and made available for the fourth Dig Data Challenge that will be focused on judicial data.
- 2) New procurement: Consultants/Jury for Energy Open Data Challenge which will include expenses for 2 - 3 individual consultants hired to evaluate the Dig Data Energy Challenge project proposals.
- 3) New procurement: Software, Hardware, and TA in Communications & Outreach for the Public Access to Judicial Information Activity (Case Management Information System "CMIS"). As it has been initially proposed to use one firm for the assessment and implementation jointly, using one firm to conduct the assessment, and then also implement the required interventions causes a Conflict of Interest, because the assessment serves as the firm's own Scope of Work.
- 4) New procurement: in the previous Procurement Plan no.3 it MFK initially planned to procure two Monitoring and Evaluation Data Quality Reviews ("M&E for DQR"), one for RELP project and one for TAG project. The initial procurement for Data Quality Review for RELP failed since none of the bidders passed the threshold requires by the MCC Program Procurement Guidelines. Therefore, re-procurement is required for these services. The MFK needs to procure M&E for DQR for TAG, therefore the proposal is to procure M&E for DQR Services for both RELP and TAG through one procurement activity.

As a final note, the Procurement Manger explained that as a standard the Procurement Plan is prepared on yearly basis, however the presented document was prepared before the decision for extension of the



Threshold Program has been made by MCC. Therefore, it covered the period December 2020 – September 2021 – the original completion date of the Threshold Program. Since the program has been extended for 12 additional months, he requested a slight revision to the document – Procurement Plan no.4 to cover the period December 2020 to December 2021.

As there were no comments or remarks by the Board members, MFK CEO invited Board members to vote for approving the proposed Procurement Plan no.4. All five (5) Board members present in the meeting approved the proposed Procurement Plan no.4 by unanimous consent.

5. Approval of amendments to Fiscal Accountability Plan Version 3.0

MFK CEO invited the MFK DAF to briefly present the proposed amendments to MFK Fiscal Accountability Plan. She informed the Board that the MFK Fiscal Accountability Plan (“FAP”) is the main document that regulates the financial administration of MCC Grant Funding provided under the Kosovo Threshold Program Grant Agreement. Any amendment to MFK FAP requires Board and MCC’s prior approval. The necessity for amendments to the FAP came as a result of the MCC’s new guidelines regarding the (i) audit requirements; (ii) insurance of assets by MFK for third parties within the project; (iii) confirmation of funds availability by the Fiscal Agent before each procurement activity; and (iv) the transfer of assets at the end of the Program which required alignment of the FAP with such guidelines.

As there were no comments or remarks by the Board members, Mr. Selimi invited Board members to vote for approving the proposed amendments to MFK Fiscal Accountability Plan. All five (5) Board members present in the meeting approved the proposed amendments to MFK Fiscal Accountability Plan value by unanimous consent.

6. Approval of bonuses based on employee’s annual performance

MFK CEO informed the Board that as per the contractual requirements and the MCC HR Manual for MCA’s, each year the MFK conducts annual employees’ performance. Subject to satisfactory performance of each employee, the MFK provides end of year bonuses which requires Board’s and MCC’s prior approval. Further, he explained that MFK staff hired as individual consultants are not eligible for bonuses. In this regard, the MFK CEO invited the Board to approve the annual bonuses for MFK employees based on their performance evaluation. All five (5) Board members present in the meeting approved the bonuses for MFK employees by unanimous consent.

7. Short presentations on the Threshold Program projects and activities delivered by project director and activity managers

A brief presentation on each of the following Threshold Program projects and activities was provided to the Board by respective MFK project director and activity managers to inform the Board on the current status of the implementation and upcoming planned activities. All presentations were submitted to the Board for their information and understanding prior the meeting.

- Reliable Energy Landscape Project (PIEE, DHM, IPP) – MFK Energy Director;

- Transparent and Accountable Governance Project:
 - Environmental Data Collection Activity – Activity Manager;
 - Public Access to Judicial Information Activity – Activity Manager;
 - Kosovo Open Data Challenge Activity – Activity Manager;

- Women in Energy (Scholarships and Internships Program) – Activity Manager.
- Monitoring and Evaluation Work Plan – M&E Specialist.

8. Other

Board member representing NGO sector Mr. Luan Shllaku raised his concerns about the current situation with the construction of hydropower plants and damage caused to river flow and other associated environmental risks in Kosovo and requested from MFK to review the possibilities of incorporation a specific activity within the projects that MFK is implementing. Precisely, he expressed that while MFK has a project in energy, environment and open data, it would be good if MFK could find modalities to address this situation.


MFK CEO informed Mr. Shllaku that due to the situation with presented, MFK in consultation with MCC have decided to remove the support of hydropower plants from the IPP Activity, which means the Renewable Energy Guarantee Window under KCGF will not support such businesses that hold legal and reputational risks for MFK. In addition, MFK CEO informed Mr. Shllaku on the upcoming Dig Data Challenge which is focused on Energy Sector and currently the responsible activity managers are preparing the questions related to the challenges in this sector.

In this regard, he invited Mr. Shllaku to meet and discuss how to incorporate the issue of hydropower plants in the upcoming Dig Data Challenge for Energy Sector in Kosovo.

V. ADJOURNMENT

There being no further business to come before the meeting, the acting Chairperson of the Board adjourned the meeting at 12:40.

Certified by:

 10/03/2021

Arta Krasniqi – MFK Legal Advisor and Board Secretary *

Secretary, MFK Board of Directors



Acknowledged by:

Fisnik Osmani, acting Chairperson of MFK Board of Directors



MILLENNIUM FOUNDATION KOSOVO

Millennium Foundation Kosovo

12th Board Meeting

Wednesday, December 9, 2020 from 11:00 -12:30

MFK Offices, Motherboard Conference Room

Migjeni Str. Former Bank of Ljubljana, 9th floor, Prishtina, 10000, Kosovo

No.	Name and Surname	Position	Signature
1.	Fisnik Osmani	Political Advisor to PM/ Alternate Member for COS PM	<i>Online</i>
2.	Burbuqe Bakija Deva	Burbuqe Bakija Deva - Deputy Minister of Economy and Environment /Alternate member for Minister of Economy and Environment	<i>Online</i>
3.	Lulzim Beqiri	Director of Department for EU Integration and Policy Coordination - Moj; Alternate for Minister of Justice	<i>Online</i>
4.	Luan Shllaku	NGO / Kosovo Foundation for Open Society	<i>Online</i>
5.	Jelena Djokic	NGO/Academia	<i>✓</i>
6.	Berat Rukiqi	President of Kosovo Chamber of Commerce	<i>Online</i>

7.	Petrit Selimi	MFK Chief Executive Officer /Board Observer	
8.	Sarah Olmstead	MCC Country Director for Kosovo	<i>Online</i>
9.	Arta Krasniqi	MFK Legal Advisor and Board Secretary	<i>[Signature]</i>