

**77th Meeting of the Board of the Virgin Islands Recovery and Development Agency
held on Thursday, 30th November 2023 at 10:30 a.m.
Virgin Islands Shipping Registry Conference Room, First Floor Ritter House,
Wickham's Cay II, Road Town, Tortola, Virgin Islands**

MINUTES

Members Present

Mr. Jerry Samuel (JS or Deputy Chairman)
Mr. Marquese Maduro (MM)
Mr. Shea Alexander (SA)
Dr. Sauda Smith (SS)
Mr. Michael Fay, KC (MF)
Mr. Alfred Alsop (AA)
Mr. John Cline (JC)
Mrs. Geraldine Ritter-Freeman (GR-F)
Mr. Anthony McMaster (AM and CEO)
Ms. Sharie-Ann M. Stapleton, (SMS and Board Secretary)

The Deputy Chairman called the meeting to order at 10:35 a.m.

1. Welcome and Opening Remarks

- The Deputy Chairman welcomed members to the 77th Meeting of the Board and SMS provided the opening prayer.

2. Declarations of any Potential Conflicts of Interest

There were no declarations of a conflict of interest.

3. Action Points:

- i. CEO to provide information gathered from M. S's exit interview.

4. Review of Minutes

- 76th Board Meeting Minutes from 24th October 2023.
 - ✓ A Motion was moved MF and seconded by SS to adopt the minutes of the 76th Board meeting.

5. Matters Arising from Minutes/Action Points

- i. CEO to have the Internal Auditor prioritise the request linked to the review of the Conflict-of-Interest Policy. **Completed.**

6. Corporate Governance

- Risk Management Update (RDA-23-77-01)

The Board:

- Noted Risk 87, RDA Strategic Plan. This risk continues as RED.
- Noted Risk 91, Insufficient project funding by Central Government for priority list of projects. This risk continues as RED.
- Noted Risk 92, Non-renewal of employees on secondment with the RDA. This risk continues as RED and has been updated to note additional concerns about turnover in upcoming months.
- Noted that all secondees were extended to 31st January 2024, to get all secondments up to date. Individual consideration to be made by the Public Service Commission.
- Noted that secondees affected by the 5-year mark have been asked to request a second secondment (as a new).
- Noted Risk 93, Completion delays with JVD Primary School. This risk continues as RED.
- Noted Risk 95, Inherited Designs. This risk continues as RED.
- Noted Risk 96, No temporary facility at West End. This risk continues as RED.
- Noted Risk 97, Lack of compliance with Cabinet Decision Memo 144/2022. This risk continues as RED.
- Noted that the extension of the RDA's lifespan to December 2025 was recently brought to the House for discussion and finalisation. The Cabinet approved this extension; however, the House must approve the extension and pass the amended Act of 2023.
- Noted Risk 98, Instrument of Trust for Recovery Trust not extended by Ministry of Finance has been added to the Risk Register as RED.
- Noted that the Executive Committee requested that the CEO pursue legal advice urgently on the implications that can come about from Risk 98, specific to: the status of the RDA following Cabinet's decision, operations of the Agency as it pertain to agreements entered into from April 2023 to present, those pending to be entered into; what steps the Board should be taking and how the RDA should move forward.
- Noted that following this request, two documents were received from Premier's Office, namely, VIRDA Amendment with Validation Bill and Trust Deed of Amendment.
 - RDA's Validity: The House of Assembly is expected to pass amended legislation on this issue, which will approve the extension of the life of the RDA and retrospectively validate decisions and acts of the RDA

since April 2023. This will address any concerns of stakeholders, contractors, donors and the public on this issue and would resolve any legal uncertainty about the life of the RDA in the short-term, thereby mitigating any associated risks for the Agency.

- Trustees: The Premier's Office submitted a Deed of Amendment to the Agency extending the life of the Trust, and it contains the revised terms and conditions of the relationship between the parties. The Agency reviewed the deed of amendment and confirmed that it complies with the applicable laws and regulations. It is effective as of the date of its execution by both parties and expires December 2025. The DoA reduced Risk 98 from red to green on the Agency's Risk Register, to be reflected at the 78th Meeting of the Board.
- Noted that with these developments, legal advice will not be sought on the RDA's trustee and validity issues.
- Board Sub-committees Updates (RDA-23-77-02)
 - Executive Committee

The Board:

- Noted that the Executive Sub-committee met on 24th November 2023 and discussed all decision matters being submitted for the 77th Meeting of the Board.

- Audit and Risk Committee

The Board:

- Noted that the committee met on 16th November 2023 and discussed the results of the following:
 - Single Source Supplier Review
 - Conflict of Interest Policy Audit
 - Work from Home / Remote Working Policy Audit
 - Internal Audit Risk Assessment Results and Audit Plan 2024 - 2025
- Noted that the committee awaits Senior Managers response on these reports.
- Noted that the Audit & Risk Committee received a presentation from BDO (external auditors) on their audit strategy and approach. The auditors agreed that the draft audited financial statements would be provided for review at the Board meeting to be held in March 2024.

- Internal Audit Update (RDA-23-77-03)

The Board:

- Reviewed and noted the Single Source Supplier Review Internal Audit Report.
- Reviewed and noted the Conflict-of-Interest Internal Audit Report.
- Reviewed and noted the Work from Home / Remote Working Internal Audit Report.
- Reviewed and noted that the Internal Audit Plan for 2024–2025 at VIRDA is strategically focused on high-risk areas, aligned with management's identified risks, and prioritised through a process adhering to the IPPF. It aims to provide two-year assurance coverage, covering all projects with risk-assessed processes. The plan allows for adjustments based on changing business risks, project timelines, and resource availability, with major changes requiring management and Audit Committee approval. It includes a detailed audit schedule, resource and budget allocation, stakeholder engagement for transparency, and a continuous improvement process to adapt to evolving risks and organisational needs, ensuring a comprehensive framework for VIRDA's internal audit activities in the upcoming period.
- Approved the Internal Audit Risk Assessment and Audit Plan for 2024-2025.

✓ A Motion was moved by JS and seconded by JC.

7. Procurement Department

- Procurement Update (RDA-23-77-04)

The Board:

- Reviewed and approved the recommendation of award in favour of Schnabel Engineering to undertake geotechnical engineering services at both the Farmer's Reservoir and Agricultural & Fisheries Complex proposed sites at a cost of Sixty-nine Thousand US Dollars (US\$69,000.00).

✓ A Motion was moved by SA and seconded by MF.

- Reviewed and approved the recommendation of award in favour of El Torro Holding Ltd (BVI) for the supply of electrical equipment to the Elmore Stoutt High School Re-development Project at a cost of Two Hundred and Sixty-two Thousand, Eight Hundred and Fifty-eight US Dollars (US\$262,858.00).

✓ A Motion was moved by MF and seconded by SA.

- Reviewed the Single Source/Direct Contracting recommendation of award in favour of Traders Choice to supply and replace two hundred and eighty-seven (287) window winders in classrooms at the Elmore Stoutt High School.
- Shared concerns on the quality of window winders being received and discussed the possibility of this issue arising again.
- Noted that these winders were replaced before, as the contractor's expense, and requested that a warranty agreement be put in place with this replacement request.
- Requested that the point of failure be identified.
- Approved, with conditions, the Single Source/Direct Contracting recommendation of award in favour of Traders Choice to supply and replace two hundred and eighty-seven (287) window winders in classrooms at the Elmore Stoutt High School at a cost of Eighteen Thousand, Six Hundred and Fifty-five US Dollars (US\$18,655.00).

✓ A Motion was moved by SS and seconded by SA.

- Reviewed and approved the Single Source/Direct Contracting recommendation of award in favour of Golden Apple Multimedia for the provision of website maintenance and management services to the RDA for the period ending 31 December 2025 at a cost of Eighteen Thousand, Six Hundred and Ten US Dollars (US\$18,610.00).

✓ A Motion was moved by SA and seconded by JS.

- Procurement Update (RDA-23-77-04A)

The Board:

- Approved the recommendation of award in favour of No Limit Construction for the supply and installation of artificial turf and playground equipment at the JVD Multipurpose Educational Centre at a cost of Fifty-seven Thousand, Nine Hundred and Forty-four US Dollars and Fifty-seven Cents (US\$57,944.57).

✓ A Motion was moved by JS and seconded by SA.

8. Programme Delivery Department

- Projects and CDB Update (RDA-23-77-05)

The Board:

- Noted the progress on Capital projects during this reporting period.
- Noted the progress on CDB projects during this reporting period.

9. Programme Strategy Department

- Strategy, Communications, Monitoring Update (RDA-23-77-06)

The Board:

- Reviewed and approved the Agency's Strategic Brief.
 - ✓ A Motion was moved by MF and seconded by JS.
- Reviewed and approved the Communication Strategy.
 - ✓ A Motion was moved by MF and seconded by JS.
- Reviewed and approved the Draft Monthly Report for October 2023.
 - ✓ A Motion was moved by MF and seconded by JS.
- Reviewed and approved the Fish Bay Road Rehabilitation Value for Money Report.
 - ✓ A Motion was moved by MF and seconded by JS.
- Noted the Community Liaison Report.
- Noted the project status at Programme Strategy level for October 2023.
- Noted the communications activity and analysis.

10. Support Services Department

- Human Resources, Administration and Organisation Update (RDA-23-77-07)

The Board:

- Approved [REDACTED]

- ✓ A Motion was moved by SS and seconded by MF.

- Noted the capacity building activities.
- Noted the current staffing status of the RDA.
- Noted the update on the seconded employees are at risk of losing their pensionable years with GOVI.

11. Finance Department

- Finance Update (RDA-23-77-08)

The Board:

- Noted the Financial Statements of the RDA as at 31 October 2023.
- Noted the Interim Audit status for the nine-month period to 30th September 2023.
- Approved the request for drawdown #37, US\$1,307,239 for Capital projects and US\$663,509 for CDB projects held with the Virgin Islands Recovery Trust (the Trust).

✓ A Motion was moved by SA and seconded by JS.

12. Any Other Business

- Social & Gender Safeguard Specialist

The Board:

- Met the Social & Gender Safeguard Specialist, Nancy Laatonen.
- Noted that Nancy is on her second of three visits according to her contract.
- Noted that the Social & Gender Safeguard Specialist is responsible for ensuring that the projects and programs supported by the Agency are socially inclusive and gender responsive.
- Noted that Nancy conducts social and gender assessments, provide technical guidance, monitor, and report on social and gender indicators, and review the facilitation of stakeholder engagement and consultation.
- Noted that Nancy also identifies and mitigates any potential social and gender risks or impacts that may arise from the implementation of the projects and programs.
- Noted that a small training is being organised for contractors on gender indicators and social development and applying it to projects. Additional training for staff is also being organised for the third business.

- Noted that discussions are ongoing with the Town & Country Planning and the Director at Central and Statistic Unit.
- Thanked Nancy for attending the meeting and sharing on her role at the Agency.

▪ **Annual End of Year Celebration**

The Board:


- Noted that the Agency's end of year celebration is tentatively scheduled for 15th December 2023 at Tramonti, Long Bay.

13. Next Board Meeting

- 78th Board Meeting: 10:30 a.m. Thursday, 18th January 2024, at VI Shipping Registry Conference Room, First Floor, Ritter House, Wickham's Cay II, Tortola BVI.

Meeting adjourned at 1:31 p.m.

This is a true and correct record.



Mr. Jerry Samuel, Deputy Chairman



Member of the Board

17/1/24
Date

17-01-24.
Date

