

MINUTES OF TH 61st ANNUAL GENERAL MEETING OF THE KENYA SOCIETY FOR THE BLIND HELD ON 9TH JUNE 2018 as FROM 10.30AM AT THE KENYA SOCIETY FOR THE BLIND GROUNDS

PRESENT

- | | | |
|-------------------------------|----------------------|-----------------------------|
| 1. DR. KIBAYA LAIBUTA | 29. JAMES NGETICH | 59. TOM OWINO |
| 2. PETER NGANGA | 30. ANGELINE AKAI | 60. DANIEL ODONGO |
| 3. DR. BENARD MOGESA | 31. SAMSON WAWERU | 61. ANGELA WAMBUI |
| 4. SAMUEL MWAURA | 32. CELINE AKINYI | 62. LOKAINIA DOMINIC |
| 5. FELISTA WAKINA | 33. SAMWEL MWAURA | 63. JAMES OPERE |
| 6. JOSEPHINE KEMBOI | 34. THOM MABIL | 64. FRANKLIN KIPCHUMBA |
| 7. DR. MICHAEL GICHANGI | 35. JANET WAWIRA | 65. JANE KARIMI |
| 8. MERCY CHILUYI | 36. SOPHIA MWENDE | 66. BENARD MONYONCHO |
| 9. PROF. JEFITHA
KARIMURIO | 37. KENNEDY NDUNGI | 67. SAMWEL JOHN
NYOROKA |
| 10. SIMON MAINA | 38. KEN SHIPIRI | 68. DAMARIS NZISA |
| 11. DR. SAMWEL TOROREI | 39. IGNATIUS AGAN | 69. BENSON GITAH |
| 12. JOSEPH KINUTHIA | 40. KARIM SIDI | 70. ADELAIDE MAINA |
| 13. MICHAEL MACKENZIE | 41. PRAXIDES OLINDA | 71. WINNIE MUNGAI |
| 14. DANIEL NDERITU | 42. ERIC NGONDI | 72. BRIGID MONYANGI |
| 15. JULIANA KIVASU | 43. SOLOMON ODHIAMBO | 73. ELIZABETH NTHIGA |
| 16. PIERRE CHEGE | 44. EVELYNE OGOLLA | 74. JOHNSON MURIUNGU |
| 17. LAWRENCE MOMANYI | 45. ED KWAMA MAINA | 75. PETER WAWERU |
| 18. LISBON KABUE | 46. GEORGE KIMANI | 76. EVELYNE OPIYO |
| 19. JOHNSON KITETU | 47. MICHAEL MAINA | 77. <u>APOLOGIES</u> |
| 20. FAITH NDUNDA | 48. LAWRENCE MAITHYA | 78. INNOCENT MOTURI |
| 21. DAVID GITAH | 49. LAWRENCE MOMANYI | 79. PETRONILLA ODUOR |
| 22. ELIZABETH NDINDA | 50. SYLVIA AMAGOVE | 80. FAULU |
| 23. CHARLES NDERITU | 51. SOLOMON BUKHALA | 81. ROSEBELL MAINA |
| 24. KEVIN KIHARA | 52. WILSON MACHARIA | 82. KARE KARIUKI |
| 25. ROBERT MIRIRI | 53. AZIZA LYAGA | 83. KARIUKI WAGAIYU |
| 26. LEONARD MUTUA | 54. MWANAHAMISI JUMA | 84. PETER MASAKHI |
| 27. IVAN OMONDI | 55. CAROLINE OTIENO | 85. MARIA CHERONO |
| 28. JOHN MBALUKA | 56. JESSY NJERI | 86. DANIEL MASESE |
| | 57. ISABEL KARIMI | |
| | 58. ELIZABETH MAINGI | |

Absent with Apology

1. INNOCENT MOTURI
2. PETRONILA ODUOR
3. ROSEBELL MAINA
4. CATHERINE KARIUKI
5. PETER MASAKHI
6. MARIA CHERONO
7. KARIUKI WAGAIYU

PRELIMINARIES

- Registration of members started at 9.30am
- The meeting was called to order by Dr Laibuta the Chairman at 10.30am with an apology for the lateness by 30minutes. He welcomed members for the 61st KSB's Annual General meeting.
- Opening Prayers were led by Solomon Bukhala.
- The Chairman invited members for self-introduction.

MIN 1/2017; NOTICE CONVENING THE MEETING

The Chairman Invited Juliana the Director to read the notice convening the Society's 61th AGM.

The Director stated that:

- The notice was approved for sharing on 14th May 2018.
- The notice was published on 18th May 2018 in The Standard Newspaper.
- The Notice was also shared to members via emails and SMS depending on member's contact address.
- That the Notice was also posted on KSB's Website.

She then proceeded to read the Agenda as set by the AGM's Notice:

1. To read the notice convening the meeting.
2. To confirm the minutes of the AGM held on 10th June 2017
3. To receive and adopt the Chairman's Report.
4. To receive and adopt the Treasurer's Report
5. To appoint the Society's auditors for the year 2018
6. To elect members of the Council (Dr. Bernard Mongesa)
Dr. Mongesa is eligible for re-election
7. To transact any other business of which due notice has been given

The Director noted that there was no notice received by KSB for any other business (AOB) to be transacted.

The Chairman sought to know whether the agendas as per the Notice were ok to members. This was proposed by **Kevin Kihara** and **seconded by: Solomon Bukhala**

MIN 2/2018; CONFIRMATION OF THE PREVIOUS MINUTES

The minutes of the AGM held on 10th June 2017 were read by the Director who is also a member of KSB (Mrs. Juliana Kivasu) and confirmed as true record of the proceedings with the following remarks. That the

minutes had been shared to members together with the Notice. The minutes had also been posted on KSB website. The minutes were also available in Braille format. They were proposed by **MS. Felista and Seconded by Dr. Mongesa**

MIN 3/2018; TO RECEIVE AND ADOPT CHAIRMAINS REPORT

Members were first issued with the Chairman's Report.

The Chairman, Dr. Laibuta then took members through his report. He however added some issues during his presentation that he felt were pertinent as follows:

1. He proposed that in future, AGM be held on a week day. This would give working members and corporate representatives time to attend the AGM.
2. He thanked members for their dedication and called for more support
3. He saluted the Council members for their dedication as the only Board members that do not attract any allowances and where members give and spend their resources.
4. He Honoured KSB very lean team (Staff) that works beyond call for duty. He observed that their services are more voluntary and not commensurate to the pay earned.

Reaction to Chairman Report:

1. A member (Kevin) wanted to know if KSB had already given its financial estimates to Treasury even as we look forward for Budget reading. He also wanted to know how much the government usually give KSB.
 - The Chairman noted that KSB does not receive any allocation from the government. That there are indications that KSB will sometime receive a waiver of Kshs 440M towards taxes for the construction of the Rehabilitation centre when construction begins.
 - That MOH has been supporting screening activities by providing doctors and nurses but not any cash. That there are efforts to get some support from MOH that Dr. Gichangi is following on towards the need to raise 40,000,000 for Eye Drop Production but the fruits are yet to materialize.
 - That KSB works in partnership with MOE at policy level but does not receive any finances from MOE.
2. Another participant (In attendance - Ken Ndungi) thanked the Chairman for using golf to promote the blind and for KSB support of golf. He suggested that KSB should also support Gall Ball. It was highlighted that gall ball is an indoor game requiring a pitch which is like that of volleyball (-18m x9m). That maybe KSB can set a space for the goal ball. That the goal ball team that includes members of KSB went to Egypt and Uganda through government support. He requested for a training field within KSB.

Chairman response: KSB hardly support Golf but out of the Chairman's profiling of Golf event, KSB generate some income. Probably KSB can also create linkages of the Gall ball club to partners. That there is need to consider SportPesa among other betting companies. That it is good for the blind to be involved in sports at professional level.

Dr. Tororei noted that he appreciates sports and would like to encourage any young blind golfer to play golf. He promised Karim or any other player Kshs 1,000 per hole in the upcoming golf tournament.

- It was noted that there is no space for such a facility in KSB and that it is wise to seek space in Kasarani, Nyayo stadium, Railway club, some schools (for instance Kilimani) for a facility to play

gall ball. That given the number of the blind in Nairobi, maybe the County government may have some resources to establish a suitable facility for the gall ball.

3. Towards non-funding of KSB by the government, a member suggested that there is need to advocate for proper data recording during the upcoming census. This will make it easy for KSB to lobby the government for funds allocation.
 - For funding of KSB to take place, there is need to amend the Act. It will also be important to engage the Population Council on the upcoming census.
4. Another member sought to know the way forward after the blind are trained on ICT in KSB. Can they be linked for jobs? What can be done to enhance employability of CAT Trainees?
 - It was observed that there is need for CAT trainees to be more aggressive in looking for jobs and taking advantage of the 30% allocation to persons with disabilities.
 - That CAT is not only an opportunity for trainees to get jobs but also a skill based on which trainees can excel in social, academic and economic aspects of lives. That training affords trainees high dignity and improves access to information.
 - That other colleges, including universities don't guarantee jobs.
 - That indeed KSB has been creating some linkages but not as it was before devolution.
 - That Dr. Mogesa would be willing to support qualified blind through coaching and mentoring.
5. Members wanted to know what had happened to the promised Whitecanes.
 - The Director observed that KSB was to receive some Whitecanes and that the consignment had been taken to Thika School for the Blind. KSB had engaged the donor for Whitecanes as had been promised but these had not been received. That once these are received, members will be called to collect the Whitecanes.

A motion was moved towards adoption of the Chairman report. The report was proposed by **Dr. Tororei** and **Seconded by Mr. Makenzi**.

MIN 4/2018; TO RECEIVE AND ADOPT TREASURER REPORT

Hon. Treasurer (Ms Felista) read her statement which was contained in the Annual Report highlighting the reason why the Society had not achieved its financial target and closed the year with a deficit. She highlighted the environmental forces were responsible for the ill performance. She gave attention to the long political environment, the inflation that accompanied the electioneering period. The labour related strikes by doctors, nurses and clinicians, the county's payment challenges to name but a few. She however observed that KSB had adopted strategies that helped the organization to cope.

She then proceeded to invite the representative of the Auditors (Mazaars Certified Accountant) to present the Audit Report for year 2017.

The Audit Report:

The Auditor noted that his firm had undertaken a thorough financial analysis based on which they are in a position to give their opinion.

- That they have presented the financial statements consisting of income statement, changes in equity and cash flows on page 6-18 of their audit report.
- In their opinion, the statements give a true and fair view of financial position of KSB. That they had conducted the audit in accordance to the International Standards of Auditing (ISAs) and as required of them by the Auditor's Responsibilities for Audit of Financial Statements section.
- That they are independent of the company in accordance to the International Ethics Standards Board for the Accountant's Code of Ethics for Professional Accountants (IESBA Code).
- That based on their analysis, they believe that the audit evidence they have obtained is sufficient and appropriate to provide the basis for their opinion.

In conclusion, they expressed their interest to serve KSB for another term.

Reaction on Treasurer Report:

Members wanted to know "why police presence?" What happened to KSB motorbike? Where does the income from the Income Generating Activities (IGA) in KSB go to? That although KSB was doing something as highlighted on the case studies provided, it would be important to know what KSB was doing to increase enrolment of the blind children who are out of school. How can the noise from IGA units in KSB compound be reduced? What can KSB and the IGAs around do to improve the rough road to KSB offices from the gate? Are there blind proprietors of IGA units in KSB?

The Treasurer observed that some of the questions are administrative and invited the Director and other Council members to help respond.

- **Income generating activities** - The Chairman informed member's that income from the IGAs is used to finance KSB programmes and operations.
- **Lost Motor bikes** – The Director informed member's that KSB did not just lose one bike but two bikes. One through fire in Bomet and another through theft which was reported to police for investigations and consequently the matter is awaiting compensation from the insurance.
- **Presence of the Police** – The Chairman noted that in this era of terrorism and the alert already issued on terrorism, when the authorities (Sub-County Commandant and the chief) were alerted that KSB was holding an AGM and was expecting over 50 people, KSB was required to ensure there was security for AGM delegates. This is a legal requirement.
- **Enrolment for Learners with visual impairment** - That the Director of Special Need Education (SNE) is a KSB Council member (not in with apology) and is networking with KSB to boost enrolment. That members should encourage parents to take their children to school as per government order. That in case a child with blindness is rejected by a school, KSB will take the matter forward to the right authorities for action. That KSB is not a school but a society dealing with empowerment, lobbying and advocacy and improvement of the welfare of the blind in the country (Chairman).
- **Tenants with visual impairment** - That KSB premises have been open to all. Association of Society of Albinism (ASK) operates from KSB. ABC has been operating from KSB. KBTA also operates from KSB. The Chairman Further noted that if KSB was near his residence, he would gladly have an office in KSB. That since KSB started renting spaces, anyone interested came forward and there was no discrimination.(Chairman)
- That KSB will try to set aside some income to improve access road for the purpose of the white cane users (Chairman).

The Treasurer Continuation

1. The Treasurer thanked the Auditors (Mazaars) for the timely preparation of the audit report and noted that the report is a public document and is in KSB website.
2. She thanked the auditors for serving KSB for the last five (5) years and that KSB will not be giving them another opportunity in accordance with KSB governance procedures.
3. She noted that indeed as per last year's AGM, the Council had selected an auditor for the 2018 for adoption in today's AGM.

A motion was moved towards adoption of the Treasurer Report. The report was

Proposed by: Mr. Eric Ngondi

Seconded by: Mr. George Kimani

MIN 5/2018; TO APPOINT THE SOCIETY AUDITORS FOR THE YEAR 2018

The Chairman Invited the Director to take Members through 2018 Auditor's Selection Process.

The Director informed members that, the call to express interest with clear Terms of Reference (TOR) was shared in March 2017 inviting interested people/ firms to recommend new auditors to KSB. This was done through:

1. Emails to members
2. On KSB website
3. To stakeholders & partners organizations

KSB received 18 proposals from different audit firms. The proposals were analysed and seven (7) audit firms met the minimum selection criteria set. The Seven firms were interviewed and three firms selected and presented to the Council. The Council deliberated on the three firms and one firm was selected. That this is the firm the Council is presenting to members for adoption.

Feedback on the Auditors' Selection Report:

Members wanted to know who did the selection of the auditor. How can member's role be that of adopting only? Was the selection done by the management or was it done by the Council? Can members do the selection?

1. Members were explained the provisions of the KSB Act that requires the Council to select Auditors and the due selection or recruitment can only be done professionally using a set criteria that is approved. (Chairman).
2. For clarity of the process, the Chairman invited the Treasurer to take members through the three profiles that were presented to the Council to facilitate the selection process. Members were free also to peruse through the minutes and detailed report right from the beginning of the process to its end (Chairman).
3. There is a standard way of holding meetings. AGM's are very structured and follow a defined step-by-step process. This defines how Auditors are also selected and appointed. What some members are proposing is out of the norm and not acceptable by defined standards (Dr. Tororei).

Auditor's Selection Process

The Treasurer informed members that KSB has a criteria for selecting auditors. Key consideration include, The Business Model and legal registration, Understanding of KSB, Risk approach and Audit Methodology, Fomer Clients, Good Standing with ICPAK/ACCA and updated practicing licenses, Personnel resource, IT Resource, Quality of work previously undertaken and cost.

She further noted that:

That the Finance committee received a total of 18 firms and an analysis of the same from the KSB Management. Seven had met the initial criteria.

1. That the Finance Committee invited the seven audit firms for one-on-one interviews.
2. Three of the best firms were selected and include, **HOWARTH ERASTUS , WIA ASSOCIATIES and MBAYA & ASSOACITES**

Based on the criteria, the Council selected WIA Associates. Howarth Erastus was expensive. Mbaya & Associates were rejected since the firm was purely a family business.

Feedback on the Auditors' Selection:

Members appreciated the detailed report and noted that they only needed information which they have been given.

A motion was moved towards adoption of WIA Associates as the 2018 Auditors. The report was

Proposed by: Mr. Kevin

Seconded by: Mr. Lawrence Mithya

The Treasurer then invited representative of WIA Associates to give a brief of the firm and a commitment to members.

Mr. Samuel, on behalf of WIA Associates stated that the firm is based in Westlands and that serve in accordance to International Standards of Auditing (ISAs) and will be guided by Auditor's Responsibilities for Audit of Financial Statements, International Ethics Standards Board for the Accountant's Code of Ethics for Professional Accountants (IESBA Code). That they do not have any relationship with any Council member and that they also don't know any of the members of KSB management.

That they appreciate being selected to serve KSB and its membership.

MIN 6/2018 TO ELECT MEMBERS OF THE COUNCIL

The Chairman informed members that as per the notice of the AGM one positions was vacant. Dr. Mongesa term had expired and that he was still eligible for re-election. He inquired whether members had been notified and if so, whether there were nominees.

Requirement for the position to be filled:

The Director noted that:

1. Members were to either download the Nomination Forms from KSB Website or pick from KSB offices.
2. That the requirements for the position were also posted in the KSB's website.
3. That these requirements are extraction of the 2013 KSB Policy and Governance Manual.

She read the section of the Governance manual for members and proceeded to outline the required specification for the vacant position in line with what KSB needed and in line with KSB's Governance Policy (2013) usually used alongside the KSB Act. She referred to Clause 4.2 of the policy.

Clause 4.2: Composition and qualification of Council Member

- a) A member of Kenya society for the Blind
- b) Council members shall be persons of high integrity, who abide by exemplary standards of professional conduct. They shall possess the skills and judgment, and commitment to devote the time and attention, necessary to fulfil their duties and responsibilities.
- c) The Council Members shall have unequivocal commitment to persons with visual impairment.
- d) The composition of the Council shall be comprised of a diverse mix of competencies and backgrounds. This will include:
 - A mixture of professional disciplines including sociology, law, finance management, human resource management and Governance, Marketing/business skills and any other skill that the Council may deem crucial to the operations of KSB
 - Ability to network with other organizations locally and globally.
 - A senior member of the Kenyan society with Exposure and ability to attract human and financial resources to KSB

She observed that KSB's current need to be filled requires a member with strong acumen in Human Resource and Governance. That based on this requirement, KSB had generated the required qualification for this vacant position and posted in the website as follows:

Requirements for 2018 Council Replacement:

One Council Member is due for re-election or replacement based on the following qualifications:

1. Membership: Highly experienced and registered member of Kenya Society for the Blind
2. Any other skill that the Council may deem crucial to the operations of KSB
3. Experienced in public law and human rights matters
4. A senior member of the Kenyan society with a rich Human Resource and/or Administrative credentials
5. Experienced in resource mobilization and administration of public resources
6. Highly experienced in finance and financial management reputable from a public and/or private agency/organization
7. Demonstrable experience in advocacy matters at national, regional levels and international level

Against these requirements, KSB had received two nominees and based on the resume, the following analysis was done.

NO	NAME	AGE	EDUCATION BACKGROUND	EXPERTISE	EMPLOYMENT
1	Solomon A Odhiambo	37	<ul style="list-style-type: none"> • Bachelor of Science, Kenyatta University • Bachelor of Medicine, UON - ongoing 	Not indicated in the CV	Student, university of Nairobi
2	Dr Bernard Mogesa	48	<ul style="list-style-type: none"> • Bachelor of Education- Moi University • Masters in Inclusive Education -UK • PhD in Special Education Needs- UK 	<ul style="list-style-type: none"> • Strategic Leadership • Formulating & Analysing of Strategies & Concepts • Relating & Networking • Persuading & Influencing • Planning and Organising 	<ul style="list-style-type: none"> • CEO - Kenya National Commission of Human Rights • Deputy CEO & Head of programs (KNCHR) • Principal Human rights officer (KNCHR) Reginal coordinator, ICEVI

The Chairman stated that the Council had received the same analysis on 5th June 2018 and on presentation of the analysis, it was noted that only one nominee (Dr. Mongesa) had the required qualification. The Chairman, however posed the matter for discussion by members.

Feedback from Members:

1. A member observed that failure to have election would be undemocratic.
2. Members wanted to know if these qualifications were declared.
3. Another member sought to know whether there is a youth in the council, whether Solomon could be given time to share highlights of his background.
4. Whether it is in order for the council that consist of the other nominee be the one to give a view that Mr. Solomon is not eligible. Will it not be a situation of a council electing itself if the decision will depend on the same council?
5. Is it possible to delay the election until a suitable competitor is identified?
6. What is the ratio of PWVI in the council currently
7. Can there be a blind lady in the council?
8. Can there be an education and an awareness day where members can interact with council more? It's discouraging that members only meet during AGMs meaning once a year.

Responses:

1. That KSB like all other solid organization need to be guided by policies. It's a loose and un-governable organization that does not have policies. KSB has many policies touching on different issues like procurement, Human resource and governance too. These policies cannot just be changed every time to suit individuals. Then the policies will cease being policies. (Chairman)
2. That it is possible to call for an early AGM and have election as an agenda. The question is what will change and will Mr. Solomon have the required qualifications? That PWVI do not necessarily mean they are the once who can serve in KSB better. The issue is qualification and not disability. That having a vacancy in the council will be a disadvantage to the entire KSB organization. That only six members are elected and as of now, KSB Council has 3 PWVI against 3 meaning the percentage of VI against the sighted is 50%. That indeed neither of the council members is indispensable and so the Council does not necessary have to include Dr. Mongesa despite his rich qualification. However Dr. Mongesa is a member of KSB like any other member and has a right to be nominated. It is also important to note that KSB staff are members too and have a right to vote and nominate. (Chairman, Dr. Tororei)
3. Dr. Mongesa said if he is being seen as a hindrance, he can withdraw his candidature.
4. That even Mr. Solomon can as well serve KSB outside the Council just like many other individuals are serving KSB but outside the Council. That there is need for members to volunteer to serve in sub-committees for mentoring and coaching to take effect. (Dr Tororei & Dr. Laibuta)
5. That KSB may not afford to have a vacant position for a whole year because a certain member has not been elected or does not qualify. That member can serve KSB like all other members. That Dr. Mongesa need to be requested not to withdraw his candidature. There was a call from members for a vote on the way forward. To vote either to re-elect Dr. Mongesa or to continue with a vacant position in the council for the next one year.
6. Mr. Solomon shared his background and said he is ready to serve KSB in whichever capacity not necessarily as a Council member and so he too withdrew his candidature.

Way forward:

The Chairman called for a vote:

1. For Dr. Mongesa to continue serving or

2. For the council to remain with a vacant position for a year.

Kevin Kihara was appointed to count the votes.

Results of the Vote:

	Question	In Favour
1	Dr. Mongesa to continue serving in Council	29
2	Position in Council to Remain Vacant	10

Based on the vote, the Chairman (Dr. Laibuta) declared Dr. Mongesa favoured by majority vote to join KSB Council for one year. He proceeded to invite Dr. Mongesa to give his remark and commitment to members.

Remarks from Dr. Mongesa

Dr. Mongesa thanked members for their confidence in him and committed to serve with dedication. He noted that he would still have continued serving even if he had not been elected. He however said come the end of the next 12 months, he will be taking a leave off the Council but will remain an active member. He encouraged young members to volunteer for mentorship program so that they can qualify for KSB leadership in future.

Dr. Laibuta hinted that come next year the Chairman position will also be available even as members think of how to replace Dr. Mongesa.

Members appreciated the deliberations and the outcome thereof.

The Chairman declared that there was no other business in which due notice had been received and therefore he declared the AGM officially ended at 2.44pm with a word of prayer from Ann Kikuvi.

CHAIRMAN..... **SIGN**.....

SECRETARY..... **SIGN**.....

DATE.....