

**Board of Directors Meeting of the
Utility Regulation and Competition Office (“OfReg”)
to be held on Thursday, 16 August 2018,
at its Offices, 3rd Floor Alissta Towers
Special Meeting 1 of 2018**

Draft Minutes v3

Attendance:

Dr. the Hon. Linford Pierson, Chair (Chair)
Mr. Ronnie Dunn, Deputy Chair (RD)
Mr. Frank Balderamos, Non-executive Director (FB)
Ms. Melissa Lim, Non-executive Director (ML)
Mr. Rudy Ebanks, Non-executive Director (RE)
Mr. Alee Fa’amoe, Executive Director ICT, Deputy CEO (DCEO/EDICT)
Mr. Greg Anderson, Executive Director, Energy & Utilities (EDEU)
Dr. John Epp, General Counsel/ Secretary (GC/S)
Ms. Alison Maxwell, Assistant General Counsel/ Assistant Secretary (AGC/AS)

Apologies:

Mr. Duke Munroe, Executive Director, Chief Fuels Inspector (EDCFI)

Start: 10:12 AM End: 1.00 PM

1. General

1.1 Welcome, Apologies, and Prayer
The Chair offered the opening prayer.

1.2 Approval of Agenda
Motion: ML, seconded by RE: The draft agenda as amended (deferral of consideration of past minutes and next meeting date) be approved as the agenda for this meeting. CARRIED

1.3 Chair’s Remarks
The Chair conveyed the concern of Cabinet with the progress of OfReg some of which had earlier been conveyed in Board Meetings by NEDs. These included the Smith Road Centre office lease (which is now heading to a dispute resolutions process), purchase of vehicles for executives without consultation and approval of the Board, and the lack of positive results in regulatory matters.

On 2 August 2018 he had an email from the Cabinet Secretary which indicated that it may be best to halt the process of the recruitment of the new CEO until matters could be put in good order.



He reported that he had the support of Duke, Gregg and Alee through individual communications and that he understood that he had the support of the NEDs (which was confirmed). In consequence, yesterday he told Counsellor Harris (Acting Minister) that he would accept an appointment as Acting CEO if the Board so voted.

He noted that he was well qualified for the post as he had a strong back ground in ICT, Water and Electricity and was knowledgeable in Planning and Fuel sector matters.

He reported that the Minister agreed that arrangements would be made for HR support to OfReg at the expense of government.

He reported that it was the intention of Cabinet to possibly appoint ML as the next Chairman, and that she had indicated her willingness to serve. RD had indicated a preference to remain as Deputy Chair.

He was directed to address to Lands and Survey's officer the need to find new office space for OfReg. He proposed to the Acting Governor his plan to have quarterly or as appropriate press conferences to improve communication and relations with media.

He recognised the need for the appointment of an additional NED (as per PAL) and an additional NED should he demit the Chair, and ML succeeding him as Acting Chair.

He stated that he had seen the applications for the CEO post and determined that there were good applicants for the post. He thought that he might go back into those applications for a new CEO appointment in due course. But he preferred the appointment as next CEO as one of the current Executive Directors once they had a chance to act in other sectors to gain cross-training.

He intended to resign the chairmanship immediately prior to his appointment as Acting CEO.

He stated that he would not leave the room until he was assured of the support of all the NEDs and that the process of his appointment would go ahead at that time. He noted that the NEDs all confirmed their support. However some questions arose over the proper process.

2. Declaration of Interest:

2.1 Concerning the post of Acting CEO: Chair, EDEU

3. Board Matters

- 3.1 Discussion of Authority and Process to appoint an Acting CEO (Then EDEU and DCEO/EDICT departed).
- 3.2 The Chair and NEDs meet in camera.
- 3.3 The Chair reported on the discussion (EDEU returned).
- 3.3.1 Clear input from the Ministry is required under The Public Authorities Law.
- 3.3.2 Eligibility of persons to be appointed as Acting CEO was to be settled.
- 3.3.3 A commitment to honour the Constitution and its directive that public officers to act in a lawful, rational and procedurally fair manner, was confirmed.
- 3.3.4 Communication to the H.E. Governor by Chair (during in camera session) read: "Good afternoon YE. The NEDs are requiring a directive from Cabinet to terminate the recruitment process for the CEO—and to seek clarification as to which section of PAL allows for the appointment of an acting CEO—perhaps you could obtain the AG's in put in this matter".
- 3.3.5 Reply "Good afternoon Dr Pierson. I will pass this message on to the acting Minister. Many thanks."
- 3.3.6 A further Special Meeting will be called.

4. Other business

- 4.1.1 Mr. Fa'amoe DCEO/EDICT withdrew his application for the post of CEO one hour before the meeting commenced.
- 4.1.2 TPC, the landlord of the Smith Road Centre wrote OfReg and the letter was circulated.
- 4.1.3 The Office does not have a CEO is in place but had a strong team of Executive Directors.

5. Date of next regular meeting

Motion: ML, seconded by FB: The next regular meeting be held on 13 September 2018. CARRIED

Adjourned Sine Die

Chairman

Secretary

Date: _____, 2018