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**FIRST ANNUAL GENERAL MEETING OF THE CONSERVATION ALLIANCE OF KENYA
HELD ON THE 8TH OF MARCH 2018 AT THE AFRICAN WILDLIFE FOUNDATION**

Members Present

1. Lucy Waruingi- African Conservation Centre - CHAIR
2. Fiesta Warinwa- African Wildlife Foundation - TREASURER
3. Pat Awori- Kenya Elephant Forum & Pan African Wildlife Conservation Network
4. Steve Itela- African Network for Animal Welfare
5. Resson Kantai Duff- Ewaso Lions
6. Peter Hetz- Laikipia Wildlife Forum
7. AnnSarah Wangui- Grevy Zebra Trust
8. Margaret Otieno- Wildlife Clubs of Kenya
9. Benson Okita- Save The Elephants
10. Jack Marubu- Freeland
11. Trish Sewe- Wildlife Direct
12. Jim Karani- Wildlife Direct
13. Julie Mulonga- Wetlands International
14. Annabella Francescon- Maniago Safaris
15. Kamweti Mutu- Conservation Alliance of Kenya
16. Gladys Warigia- Kenya Wildlife Conservancies Association
17. Danny Woodley- AMARA
18. Isaac Maina- AMARA
19. Lori Bergerman- AMARA
20. Paul Matiku- Nature Kenya
21. Peter Moll- Stand Up Shout Out
22. Reinhard Bonke- FONNAP
23. Laika Mbagathi- FONNAP
24. Sebastian Mwanza- ANAW
25. Steve Njumbi- International Fund for Animal Welfare
26. Koikai Oloitiptip- Amboseli Ecosystem Trust
27. Tim Oloo- Born Free
28. Francis Kago- Conservation Alliance of Kenya

Legal Advisors

1. Josephine Righa- I&N Advocates
2. Ken Rutere- I&N Advocates
3. Ivy Nyambura- I&N Advocates

Members who Sent Proxies

1. Richard Bonham- BigLife Foundation
2. Winnie Kiiru- Conservation Kenya
3. Christine Odhiambo - AFEW Giraffe Centre

Members who sent apologies

1. Jim Nyamu- Elephant Neighbors Center
2. Mordecai Ogada- Conservation Solutions Afrika
3. Munira Anyonge Bashir- The Nature Conservancy

Agenda

1. Welcome and introduction CAK Members present
2. Receiving apologies



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3. Receiving the report from the Chairperson
4. Receiving the report from the Treasurer
5. Election of new members of the Board of Directors
6. Member deliberations:
 - a. Thematic groups
7. Thematic groups and substantive highlights
8. Members Charter review
9. Any Other Business (AOB)

Min 1/23/03/2018 - Welcome and introduction CAK Members present

The Chair, Lucy Waruingi, called the meeting to order after a word of prayer by Steve Itela. After that, the participants did introductions. Lucy proposed friendly amendments to the agenda. The amendments (to item 6 and 7) were accepted. Lucy noted that the meeting would seek legal guidance from Igeria and Ngugi Advocates who would be arriving later. Before her speech, Lucy described the simple nomination procedure for the election of new officials.

Min 2/23/03/2018 - Receiving report from the Chairperson

Having welcomed participants, the Chair began by expounding on the purpose of the Alliance, the objectives, and the identity of the Alliance. She also went through the history of the Alliance, from 2015 when the Alliance was conceptualized. She gave details of the registration of the Alliance as a company limited by guarantee, underscoring the individual strength of its members was held up as the cornerstone of CAK. She went on to list some of the achievements of the Alliance to date and outlined a proposed way forward. She thanked her co-board members whom she felt went above and beyond the call of duty for the years she had served with them.

The full speech is available on the CAK website [[link here](#)].

Min 3/23/03/2018 - Treasurer's Report

1. The Treasurer, Fiesta Warinwa presented the Treasurer's report. Fiesta reported that CAK opened 2 bank accounts, one in KSH, and USD both at NIC bank after receiving company registration documents in January 2017. In the first year, 4 directors contributed Ksh 15,000/- and \$100, respectively. Most of the funds were spent on bank charges. In the second year, more funds were received from directors. The balance as of December 2017 was Ksh.25,313/-. The full financial report is available on the website [[link here](#)].
2. As a comment, Fiesta mentioned that the key challenges faced by the CAK board revolved around the fact that there was no official finance officer, who would have ensured that the financial obligations such as filing monthly returns



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could be done on time. This hampered some of the work and led to certain fines being doled out which the board members were forced to foot. The board have reached out to KRA to see if we can get a waiver.

Jim Karani proposed a motion, seconded by Margaret Otieno to receive, and adopt the reports.

Min 4/23/03/2018 - Comments from members

Main Issues mentioned: *Membership Fee, Establishing a Secretariat, Strategy for the Alliance, Fundraising, SOPs.*

1. *Peter Hetz (LWF)* asked about whether the CAK interim board have received no compensation for their efforts. This was confirmed and the members applauded the work of the board. Peter also asked whether members collectively would be considering a membership fee. *Lucy* clarified that as this would have been tricky to decide for members before-hand, but the decision was that if members agree, the process will begin rolling after the AGM under the new board.
2. *Peter* also reiterated that the appointment of a secretariat, i.e. paid staff is critical to the success of the Alliance. He felt that working voluntary basis is no longer tenable. Peter, therefore, asked about financial projections to support paid staff. Concerning the membership fee, Peter gave the example of the fact that these fees would barely cover the core costs of the secretariat, saying that in the case of LWF, membership fees only covered 3% of the total budget, and therefore, CAK would need to fundraise adequately to keep a core team running. *Lucy* introduced a draft budget that had been drawn up to for a 2-man team that would work as the secretariat [*include a link to full budget here*]. However, before getting a team in place, the main thing that was needed was a plan of action for CAK, followed by a mandate from the members to go ahead. *Fiesta* reiterated that although we had engaged donors, they were only willing to move forward with the mandate from the members.
3. *Paul Matiku (Nature Kenya)* congratulated the volunteer board for their efforts. He underscored that CAK is a young organization that needs to start running, but only according to the means that we have. He spoke about cost-cutting, such as finding a host so that the Alliance will not have to pay rent. He also stressed that although CAK will not be doing the work of the members, we need a coordinator. He called for a strategy with the key activities that the CAK should do, work that would unify the members. On membership, he said there would never be enough money to run the secretariat from a membership fee, but above and beyond that, we still need to agree on who qualifies to be a member, and whether it is free or not. Either way, we need other ways of contributing to the membership.



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4. *Gladys Warigia (KWCA)* emphasized the need to decide what our priorities are for CAK's strategic plan. She brought up the fact that there had been accusations and recriminations made on the email group, which should stop. She called for CAK to set Standard operating procedures (SOPs) on how we work going forward.
5. *Trish Sewe (Wildlife Direct)* reiterated that membership might not be able to sustain our Alliance. As non-profits, we may not have money to sustain the work, but she offered that many members can potentially second individuals to the secretariat, working with each organization's donors so that staff can be installed in the CAK office. Hosting costs will also be important. And once we have these people, we can then find a coordinator, as we agree on how to raise money.
6. *Jim Karani (Wildlife Direct)*: Jim provided that without a clear plan, we will not be able to budget correctly. He felt the discussion would be easier if we pool ideas and come up with a plan. Although we would like to accommodate everyone regardless of money, we must remember who we are fighting - large corporations with power, money, and influence, and often, the government itself. He underscored that we need to stop "the African funeral way of fundraising."
7. *Isaac Maina (AMARA)*: Speaking from his experience, he emphasized how tasking it is to do one's job while expected to carry out the work of the secretariat. A challenge he found with running an independent secretariat is the many hidden costs uncatered for in budgets that can cause it to fail. He, therefore, highlighted the need to budget wisely and take into consideration these costs. Still, although it may not cover much in terms of cost, he felt that the issuance of a subscription should remain to show commitment.
8. *Resson Kantai Duff (Ewaso Lions)* drew from the point of seconding interns to the secretariat. She applauded the idea as interns can be quite effective, but cautioned against the use of only interns, saying that a coordinator with gravitas is still necessary to "fight giants." Following on from this point, Paul challenged the members not to abdicate their responsibility by creating a weak secretariat that will not be able to "fight the giants." We need to find synergies between us as organizations and have an overall coordinator of the secretariat to be effective.
9. *Paul* noted some inconsistencies within the Charter, such as the term of the Chair (in one article, it was stated as one year, whereas it was stated as 3 years in another. Members agreed that amendments had to be done and agreed that the AGM must continue with substantive matters and not start working through the amendments during the meeting.
10. *Paul* suggested that the Alliance needs to step back and find ways as members of contributing issues. We need like-minded members to work together, e.g. if



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they are interested in NNP, or other things. Instead of us approving thematic groups, he suggested members leave that to the board to look for interested institutions to engage in those issues.

Resolutions from the Discussions

1. Paul proposed the need for a secretariat, seconded by Gladys.
2. Peter proposed, seconded by Isaac Maina to adopt the Charter with provision to amend in the next 6 months.

Min 5/23/03/2018 - Election of Officials

1. Lucy read out the current board members (Lucy Waruingi ACC, Fiesta Warinwa AWF, Pat Awori Pan African Wildlife Conservation Network, Ben Okita STE, Benson Wachira PAAWA, Eric Kihui Rhino Ark, Munira Bashir (TNC). She explained that as a company limited by guarantee, they as the initial proposers of the organization automatically became directors when the company became registered. As per the Articles of Association propose a third of these members must resign at the first AGM, providing an opportunity for new Board members while retaining institutional memory. She stated that the three who would be retiring were Fiesta Warinwa, Eric Kihui and Benson Wachira. She thanked them for their service.
2. Josephine from Igeria noted that from the CAK articles of association, we could have 11 members on the board. However, she cautioned against having this large number as it would take a long time to reach decisions and align viewpoints. She also said that as only just over 30 institutions were represented, it would be strange to have a board which incorporated a full third of the membership. She emphasized that the board should be lean to make quicker decisions, with a maximum of 7, which is how it is set up currently. She also if it should always be an odd number so that there is never a deadlock.

She went on to describe the rules:

- Every organization has one vote, including those voting as a proxy.
- In the first AGM, 1/3 retire, and every subsequent term, 2/3rd retire.
- First subscribers became the board. We need to elect 3 members to the board
- She said some had filled the nomination forms, but if anyone wanted to nominate a member to the board, they were welcome to do so at the AGM
- She queried if there were any objections to keeping the current four members of the board (**All in favour of keeping the 4 to continue the board: 17**)



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- She seconded by Paul queried procedures to decide how voting should run in future. Secret ballot? Acclamation? **It was decided that the vote would be by secret ballot.**

After a discussion on amendments, Steve clarified that CAK could call an extraordinary meeting to ratify amendments to smooth over these sorts of procedures.

The nominations were then read out as follows

Steve Itela, Peter Hetz, Paul Matiku, Winnie Kiiru, Resson Kantai Duff

The voting paper was given to voting members to nominate three 3 nominees.

Results

Steve Itela 19

Peter Hetz 16

Paul Matiku 6

Winnie Kiiru 3

Resson Kantai Duff - 11

So, the new members of the board are Steve Itela, Peter Hetz and Resson Kantai Duff

Min 6/23/03/2018 - AOB

Annabella had put a motion forward on how conservation can properly interphase with the tourism sector. She said that when we engage government on conservation, we do this from a scientific perspective, but the government normally listens to financials. Tourism provides this platform. Now that our ministry is joined up, we have figures, and not just aesthetics. Using the benefits tourism provides, we can do better with the government. Then we can also engage tour operators and

Jim stressed that we need to bring to life the thematic groups. When we start speaking the language of business, we can start to make traction with the government and other sectors. He provided an example of this. Lucy agreed.

Julie (Wetlands) One month ago, when dams came up, we realized the need to put a value on biodiversity.

Reinhardt FoNNAP queried that use of the term “chairman” in the articles of association. This was resolved as Chairperson is considered neutral, but the term “chair” can also be used.



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Lucy gave a special vote of thanks for Kamweti Mutu who volunteered his time to provide expertise for the Alliance, including setting up our website, liaising with various parties to provide services for the Alliance and always being present for board meetings to assist.

Meeting closed at 11.09 am.

Post-meeting

- **Wildlife Strategy:** Lucy reported that there is a targeted engagement going on. There a meeting planned with IUCN, private sector, academia, and others. She would provide details later.
- **Green listing:** Peter gave information on this. IUCN has a certification known as Green-Listing. This is the criteria of PAs. We are challenged to being able to quantify the ecological, governance, economics and social impacts and benefits we are having in PAs. It will be a step above the regulation in the Act under conservancies. When we are putting together these conservancy plans, we can take these elements and see how to adopt them. There is a link on the IUCN website.
- **Betchel Highway:** Woodley reported that AMARA was approached by ERM who are doing the ESIA for the Betchel highway in the Southern Conservation area. They looked at a rough alignment of a map and met ERM representatives, KenHA, etc. They introduced the concept of Betchel and appealed for observations and then later data to feed into a model which will be created by the University of Queensland. We were concerned about NNP, and [[xx]] game ranch, the Kibwezi forest and the Chyulu hills NP. The alignment through Tsavo W is proposed to cut through Ngulia and Manyani, and then later going through ranches under REDD+ approved projects. Bechtel is still in talks with the Kenya government. They want to know if it should be an expressway or an improvement of the current road. They are still at the phase, and there is a chance for designated underpasses for wildlife being added in. We are waiting for the minutes for this meeting to come out.
- Ben thanks Woodley for highlighting some of the key points. He said that the process is still at a draft stage. He underscored the need to make the point that people need to be affiliated to CAK for people to add strength to our arguments as individual organizations. He reported that they have discussed with the 'scientists' from Queensland and managed to challenge them that their modelling on paths of least resistance, showing them that their methodology is outdated. STE also asked them to utilize the local capacity. The memorandum that is being consolidated needs the backing of CAK.
- Fiesta queried whether they were coming at the stage where the design has already been done? Or are we at initial stages where there is wriggle room?



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We need to not be on the back foot. Lori answered, saying that at least in Tsavo west, they saw where their plans were going to be detrimental, and they have scaled back. We can hope that this is a good sign. Pat said they do not have funding yet, so there should still be time to make sure we are at the table at the right time. Planners need good maps that reflect the protected and conservation areas. We need to provide this for them. Been warned that the impression you get from KenHA that the route has been decided based on the information we have. But they had not gotten information. Pat emphasized that we must put pressure on them from now to make sure we get in the door at the beginning.

- Query: Who is funding this: the US, but they are not sure where exactly. USAID was involved. Jim cautioned and suggested the need to have a plan b and c because although we may win in court, on the ground, it does not pan out on the ground.

This discussion is to continue online in the CAK group.

Signed:

Chairperson

Secretary