



**Mekong Basin Disease Surveillance (MBDS)**  
Coordinating Office c/o MOPH, Department of Disease Control  
(Rajprachasamasai Building) No. 8, 4th floor,  
Ministry of Public Health, Tiwanond Road, Nonthaburi 11000 Thailand.  
Phone: **662-590-3343**, Fax **662-590-3324**  
Email :[mbds@mbdsoffice.com](mailto:mbds@mbdsoffice.com), Web: <http://www.mbdsoffice.com>

---

**MBDS Executive Board Meeting**  
**Lao Plaza Hotel**  
**Vientiane, Lao PDR**  
**9 May, 2011**

**Attendees:**

**MBDS Member Countries:**

<b>Cambodia:</b>	<b>Dr. Sok Touch</b>
<b>China (Central):</b>	<b>Ms. Lu Guoping</b>
<b>Lao PDR:</b>	<b>Dr. Bounlay Phommasack</b> <b>Dr. Nyphonh Chanthakoummane</b>
<b>Thailand:</b>	<b>Dr. Kumnuan Ungchusak</b>
<b>Vietnam:</b>	<b>Dr. Nguyen Dang Vung</b> <b>Mr. Phan Xuan Manh</b>
<b>MBDS Coordinating Office:</b>	<b>Dr. Moe Ko Oo</b> <b>Ms. Hnin Pwint Phyu</b> <b>Ms. Jittra Thajeen</b>
<b>The Rockefeller Foundation:</b>	<b>Dr. Mushtaque Choudhary</b>
<b>RAND:</b>	<b>Dr. Melinda Moore</b>
<b>Law Farm:</b>	<b>Mr. Piroon</b>



**Chair:** Dr. Bounlay Phomasck, EB Chair

**Co-Chair:** Prof. Saw Lwin, EB Myanmar

**Agenda:** MBDS Foundation Incorporation Meeting

### **Summary of Proceedings**

Representatives from MBDS member countries, The Rockefeller Foundation, RAND Cooperation and International Law Farm participated in the MBDS Executive Board Meeting convened at Bangkok, Thailand on 9<sup>th</sup> May, 2011.

Dr. Bounlay, EB Chair welcomed all meeting participants and Dr. Mushtaque, Associate Director from The Rockefeller commented concern with MBDS Foundation establishment.

#### **I. MBDS FOUNDATION CHARTER AND BYLAWS**

The principal purpose of the meeting was to review and reach consensus on the Charter and Bylaws of the proposed MBDS Foundation to be established as an international foundation in Thailand. The foundation will enable easier administrative management of external funding for MBDS into the future.

The MBDS legal consultant, Mr. Piroon, led the discussion and provided information and advice regarding Thai legal requirements pertinent to the Foundation Charter, Bylaws and registration process. He noted that this meeting would constitute the required incorporation meeting, provided that the application for registration of the foundation can be submitted within 30 days—by June 8, 2011. In addition to the application itself, the registration process will require information from each of the proposed Foundation Board members, to allow background checks required by Thai law. Mr. Piroon must also have the Charter and Bylaws translated into Thai language.

Mr. Piroon modified the draft text on a line-by-line basis throughout the meeting, and the MBDS Coordinating Office distributed the resulting version of the Charter and Bylaws to all

participants at the end of the day. The entire text is attached for detailed review, but the major provisions agreed upon by the Executive Board are as follows:

- A Foundation Board oversees the activities of the Foundation. Thai law requires that the Board include a Chairperson, Vice Chairperson, Secretary and Treasurer, all designated by name.
  - Importantly, Mr. Piroon had identified a way for each member country to be represented on the Foundation Board.
  - The EB recommended that the Board include a representative from each MBDS member country (in principle, the Executive Board member), with Chair and Vice Chair positions rotating annually in alphabetical order by country. At the request of the Myanmar EB member and by consensus of the EB, Dr. Bounlay (Lao PDR) will be the first designated Foundation Board Chair, to help ensure smooth transition as the Foundation is established; Dr. Saw (Myanmar) will serve as Board Vice Chair. Rotation of these positions may occur either on the annual anniversaries of registration (estimated September), or earlier in the year- around March or April.
  - The Treasurer position may rotate as well, but it will be important to have an authorized signator present in Thailand, where the Foundation office will be located. For at least the first year, Dr. Kumnuan (Thailand) will serve as Board Treasurer.
  - The MBDS Coordinating Office will serve as the Foundation Office, and the Coordinator will serve as Secretary on the Board
  - An odd number of Board members is recommended. Therefore, in addition to the 7 positions above, the EB agreed on no less than 7 and no more than 11 board members. The 2-4 additional members would be designated “honorable members”. The criteria for selection of these Board members will be determined at a later date. At present, the EB has recommended only that a Rockefeller Foundation representative be included on the Board.
  - Each year as the officially designated positions rotate, the application for registration must be resubmitted with the names of the persons designated for these positions. Background checks are again required for each designated board member, including those who assume new positions on the board as a result of the rotation system for Chair and Vice Chair (and possibly Treasurer) positions.
- Decisions will be made by consensus of the Board members from the 6 MBDS countries.
- The Bylaws stipulate the authorities of the Chair and Vice Chair, primarily to convene meetings, represent the Foundation to third parties and to carry out other activities consistent with the Charter and Bylaws.
- The Secretary oversees the Foundation office, which serves as the Foundation secretariat.
- The Board can appoint or discharge sub-committees on a task-limited, term-limited or indefinite basis; at least one Board member must be a member of each sub-committee.
- The Board must hold at least one meeting each year, by the end of March (in order to submit required annual reports due at the end of March).

- The Board will approve annual plans and budget allocations for MBDS countries and the Foundation office (currently the MBDS coordinating office). Allocations will be made in tranches not to exceed 1,000,000 baht.
- An independent auditor must carry out a financial audit each year.
- The Board may change the Charter or Bylaws, or dissolve the Foundation, by consensus decision.

In conclusion, the EB agreed by consensus on the Charter and Bylaws for the new MBDS Foundation. Some countries require review and approval by one or more officials in their Ministry of Health. EB members from those countries will brief their senior officials and make every attempt to obtain their approval in time for submission of the Foundation registration application within 30 days of this meeting, by no later than June 8. If this deadline cannot be met, Mr. Piroon will check to see if a follow-up teleconference with EB members will meet the legal requirements for the incorporation meeting. Finally, the EB delegated responsibility for submission of the application for registration of the Foundation and any follow-up discussions with the Thai government to Dr. Kumnuan, on behalf of the EB (future Foundation Board).

## II. MBDS SUSTAINABILITY

Dr. Mushtaque Chowdhury indicated that the Rockefeller Foundation is considering a seed grant for the new MBDS Foundation. The grant could be for two years, with a total budget of \$500,000. To enable continuity of operations, the grant would need to be in place by September 2011. To meet this timetable, a proposal must be received by no later than July. Dr. Mushtaque's presentation suggested a number of illustrative areas that could be addressed in a proposal:

- Secretariat (coordinating office): expenses consistent with new role; potential prioritization of core strategies; commission book on MBDS evolution, achievements and challenges; fund raising activities (hire consultant, possible Bellagio meeting); networking
- Country level: cross-border meetings; cross-border communications; identifications of cost priorities that country Ministries of Health can pick up; cross-border training or joint investigations; any other

Dr. Mushataque also noted that note of in-kind contributions by countries in the grant proposal would be favorably viewed. The EB Chair and EB asked if Dr. Melinda Moore (RAND Corporation) would kindly work with Dr. Moe Ko Oo (Coordinator) on a draft first Foundation proposal, to include input from EB/Foundation Board members.

After this presentation and discussion, Dr. Melinda then presented a comprehensive analysis of regional disease surveillance network sustainability and how MBDS could use the framework to assess their current status and plan concretely toward sustainability based on a set of "sustainability-enabling factors" developed by the RAND team. She also asked for EB suggestions about priorities for RAND technical cooperation with MBDS over the next year (RAND's final year of its own Rockefeller grant). She provided a list of potential activities, including a list of potential policy research topics. For example, RAND could offer workshops to help prepare papers for publications based on MBDS activities (e.g., cross-border investigations) that warrant publication and would enhance MBDS visibility. She also suggested that MBDS consider applying for research grants as a "center of excellence for health systems research in regional disease surveillance."

### III. CONCLUSIONS

The timing and location of the first Foundation Board meeting remains to be determined, based in part on availability of Foundation funds. Tentatively, the meeting should be held sometime during the fall of 2011. Dr. Kumnuan suggested at least one agenda item for the meeting: a critical reflection of MBDS network achievements and challenges and how to mobilize internal resources and improve domestic buy-in.

The meeting was adjourned at 17:30 pm.