MINUTES OF 168TH MEETING OF THE BOARD OF DIRECTORS

HELD AT	DIRECTORS
KARACHI	MINUTE BOOK
KARACIII	MINUTE BOOK
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CONFIDENTIAL AND RESTRICTED

The one hundred and sixty eighth (168th) Meeting of the Board of Directors of State Life Insurance Corporation of Pakistan was held on 24th August, 2002 at 11:30 a.m., at Board Room, State Life Building No.9, Principal Office, Karachi.

PRESENT:

Mr. Samee-ul-Hasan Chairman Mr. Azhar Ali Malik Director Mr. Muhammad Sharif Ijaz Ghauri Director Mr. Nessar Ahmad Director Air Marshal (Retd.) Sharbat A. Changazi Director Mr. Umar Ata Bandial Director

Mr. Akbar Ali Hussain **Board Secretary**

- 2. Mr. Bashir Ahmed, Director and Mrs. Spenta Kandawalla, Director, have earlier requested leave of absence. The Board granted them leave.
- Mr. Mohammad Latif, Mr. Mohammad Mazharuddin, and Mr. Zafar Mahmood, Executive Directors, attended the meeting by invitation.

CONFIRMATION OF MINUTES OF 167TH MEETING OF THE ITEM (1) BOARD OF DIRECTORS HELD ON 13TH JULY 2002.

- The minutes of the 167th Meeting of the Board of Directors held on 13th July, 2002 were placed before the Board.
- Mr. Muhammad Sharif Ijaz Ghauri, Director, suggested that minutes of Board meetings should be circulated to the members of the Board soon after the Board meeting preferably within a week. It was agreed this should be done.
- Air Marshal (Retd) Sharbat A. Changazi proposed and Mr. Azhar Ali Malik seconded that the minutes be confirmed.

Accordingly, it was resolved as under:

RESOLVED:

Action: DGM(BS)

"that the Minutes of the 167th Meeting of the Board of Directors held on 13th July, 2002 be and were hereby confirmed."

ITEM (2) IMPLEMENTATION REPORT ON DECISION TAKEN IN THE -PREVIOUS BOARD MEETINGS.

The Board Secretary presented before the Board the implementation report on decisions taken at the 167th Meeting of the Board held on 13th July, 2002 which was noted. With reference to the proposal for computerization approved at the 167th meeting, Air Marshal Sharbat A. Changazi stressed the greater importance of this work to provide efficient service, as he has been stressing in the past.



Action: DGM(BS)

which were noted.

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		Actuary be appointed as an Appointed Actuary Ordinance 2000 so that there could be independent process.	irector also pointed out that M/s. Alpha of State Life, because of the majority he fact that Chairman of State Life is also y. The accounts of M/s. Alpha Insurance gwith the accounts of State Life. The	
O		10. The Board requested Mr. Muhammad issuance of interest bearing marketable Government respect of refund of income tax due to State I. Board also appreciated and thanked the Ministry this matter at the level of CBR/Ministry of Finance	ife as assessed by the tax authority. The of Commerce for their supportive role in	7
		11. ED(B&A) informed the Board that Invest payment of Rs.4.7 million from M/s. Hamza Sugout standing principal and interest amount agains The Board noted the same with appreciation.		
	Action: ED(P&GS)	written to the Ministry of Commerce, that it was	opprove Overseas tours of the Executive of the Corporation in the interest of	
		13. Mr. Muhammad Sharif Ijaz Ghauri, Dire the decision of the Board to commemorate the carried-out by the management and a report be so		
			ES OF 268 TH MEETING OF THE HELD ON 12 TH FEBRUARY 2002	
		14. The Minutes of the 268 th meeting of February, 2002 was placed before the Board for	the Executive Committee held on 12 th ratification.	
		Accordingly, it was resolved as under:		
	Action: DGM(BS)	RESOLVED: "that the Minutes and decisions taken in the 26 held on 12 th February, 2002 be and was hereby respectively."		CHAIRMAN'S
		ITEM (4) CONSIDER/REVIEW MINUT COMMITTEE MEETINGS.	ES OF THE BOARD AUDIT	INITIALS
	Action: Scy(BAC)	15. The Minutes of the 3 rd and 4 th me on 13 th April 2001 and 29 th June 2001 respectively.	eting of the Board Audit Committee held tively, were presented before the Board	

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ITEM (5) CONSIDER/APPROVE - APPOINTMENT OF STATUTORY AUDITORS OF THE CORPORATION FOR THE YEAR 2002. Executive Director(B&A)'s Memorandum dated 16-8-2002

- 16. The Board Audit Committee at its 2nd meeting held on 26th January, 2001, besides other matters had decided that for the year 2001 and afterwards, the audit of the Corporation will be carried out by a panel of two audit firms who will act as joint auditors and that, both of them will sign the audit report.
- 17. Section 28 of the Life Insurance Nationalization Order, 1972 (LINO) states that the accounts of the Corporation shall be audited by auditors duly qualified to act as auditors of companies under the law for the time being in force relating to companies, and that the auditors shall be appointed by the Corporation with the previous approval of the Central Government and shall receive such remuneration from the Corporation as the Central Government may fix.
- 18. Section 48 of the Insurance Ordinance, 2000 states that every insurer shall appoint an auditor who shall be (a) approved by the Security & Exchange Commission of Pakistan (SECP) as qualified to perform audits of insurance companies and (b) authorized under the Companies Ordinance, 1984 to perform audits of public companies. The Board Audit Committee at its 3rd meeting held on 13th April, 2001 had instructed B&A Division to take up the above matters with SECP.
- 19. B&A Division had written a letter to SECP to provide State Life a list of auditors approved by the Commission. The SECP was also requested that if the list has not yet been approved, the Corporation may be allowed for the time being, to use the "A" Category list of audit firms approved by State Bank of Pakistan for the audit of Banks/NBFIs having total assets above Rs.50 billion or having 100 or more branches. However, it was subsequently clarified by SECP that till such time that Section 38 of the Life Insurance Nationalization Order, 1972 (LINO) is suitably amended by the appropriate authority, the Corporation is required to seek approval from the Federal Government under Section 28(1) of LINO.
- 20. The list of auditors placed in Category "A" as finalized by State Bank of Pakistan under Banking Companies Ordinance, 1962 contained names of twelve audit firms of repute, standing and experience and the two audit firms i.e. M/s. Taseer Hadi Khalid & Co, Karachi and M/s. Riaz Ahmed & Co. Lahore retained and approved by the Corporation for the year 2001, from amongst four audit firms who earlier conducted audit for the year 2000, were included in that "A" category list. The appointment of these two audit firms as joint auditors for audit of accounts of the Corporation for the year ended 31st December, 2001 was approved by the Board at its 161st meeting held on 29th June, 2001.
- 21. The Board's approval, of Auditors for the year 2001 which was subsequently forwarded to the Ministry of Commerce, was later on concurred by the office of the Auditor General of Pakistan.



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	22 At the time of granting approval of appoin office of the Auditor General of Pakistan vide the dated 29 th December, 2001 also conveyed their ob-	eir letter No.340/32/AR-III/C/85 (Vol.I) servations as follows:	
	"The competent authority has also viewed that sind through some developed criteria/methodology, I needed to be attended to by the SLIC/Ministry. I of auditors be got developed by the Ministry und appointment of auditors is submitted next time, we	hence the process was not transparent which He has desired that procedure for appointment der intimation to this office before the case for	
	23. The auditors proposed for the year 2002 in Karachi and M/s. Riaz Ahmed &Co, Lahore has auditors since 1999, earlier consisting of four auditors of 2 audit firms.	we been on the panel of Corporation's	
	24. As per standing instructions of Ministry contained in their O.M. No.1(18)IFII/67 dated appointed, should normally be allowed to continue any audit firm is found unsatisfactory. Further, the reputation, standing and long experience. As both Tascer Hadi Khalid and M/s. Riaz Ahmad & Cohave completed its 5 years tenure with State Lift satisfactory, it was proposed by B&A Division to the and retain both of these firms as "joint auditors" if for the year ending 31st December, 2002 and be Board. The Federal Government be apprised acconcurrence.	8 th April, 1968, an audit firm once of for a period of 5 years unless work of audit firms appointed should have good at the firms of existing auditors i.e. M/s. o., are reputed firms and none of them the and their performance has also been the Board Audit Committee to consider for audit of accounts of the Corporation fore consideration of the matter by the	
	25. The Board Audit Committee in its 6th me the 168 th Meeting of the Board of Directors on proposal of B&A Division for making recor appointment of Auditors and fixation of their fees accounts of the Corporation for the year 2002.	the same date, considered the above nmendations to the Board regarding	
	26. Mr. Azhar Ali Malik, Director who cha Committee in the absence of Mr. Bashir Ahme informed the Board that the proposal of ED(B&A of M/s. Taseer Haid Khalid & Co., Karachi and M year ending 31 st December, 2002 was agreed to recommended that the same be accepted by the Board	d, Chairman Board Audit Committee a) for appointment as statutory auditors I/s. Riaz Ahmed & Co., Lahore for the by the Board Audit Committee and	
	27. Mr. Azhar Ali Malik, Director informed the included in the list approved by State Bank of Banks/Financial Institutions and are firms of experience. He also mentioned that firstly, the apporting fresh selection but a continuation of existing firms quotations if followed, for the purpose of transpare selection could possibly not be based on merit as the and with long experience would be on the higher future, State Life should develop its own criteria for keeping in view the organizational set up, standing insurance business and that auditors be rotated by one of the two firms be changed before the expiry of	of Pakistan for audit of A category good reputation, standing and long intment of proposed auditors was not a stand secondly the system of calling of ency, will not attract large firms and the ne quotations of firms of good standing reside. He however suggested that for reselection and appointment of auditors, and experience of the firm relevant to adopting the principle of staggering i.e.	CHAIRMAN'S INITIALS

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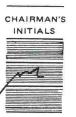
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	28. The Board was further informed that an pocket expenses of Rs.600,000/- was approved for which was the same as was for the year 2000. It persistent and justified demand for increase in an Board Audit Committee was requested to considerease in audit fee and out of pocket expense approved for the years 2001 and 2000. This will expenses to Rs.1,200,000 and Rs.720,000 respectively. 29. As regards increase in audit fees and out keeping in view the size of the Corporation and the and other organizations, like National Bank of Pa Oil etc., which is much higher as compared to that has been no increase in 2001 over that approved is stated that the proposed increased of 20% was Audit Committee. 30. For the audit of accounts of the Corporate Gulf Zone i.e. for UAE, Kuwat and Saudi Arabia, were M/s. Sajjad Haider & Co., Dubai (UAE). This gap of two years. The audit fee and out of pocket expear 2001, was the same as was for the year respectively. The Board Audit Committee was received the Board that M/s. Sajjad Haider & Co., be appoin Gulf Zone for the year 2002 and their audit fee same to Dh.22,000/ As regards out of pocket expenses to Dh.2,000 for the year 2002.	audit fee of Rs.1,000,000/- and out of for audit of accounts for the year 2001, However, keeping in view the auditors' adit fee and out of pocket expenses, the ider and recommend to the Board for its for the year 2002 @ 20% over that increase the audit fee and out of pocket ively for the year 2002. To f pocket expenses for the year 2002, the audit fee being paid by some Banks akistan, Habib Bank Ltd, Pakistan State to being paid by State Life and that there for the year 2000, Mr. Azhar Ali Malik is considered appropriate, by the Board ion in respect of business operations of our statutory auditors for the year 2001 is firm was re-appointed in 2000 after a expenses, approved by the Board for the 2000, i.e. Dh.20,000 and Dh.5,000 quested to consider and recommend to inted as Auditors for conducting audit of may be increased by 10%, raising the penses, keeping in view a proposed visit artner of the audit firm to Saudi Arabia ,000 was proposed, raising the total out	
	31. Mr. Azhar Ali Malik, also informed th appointment as auditors of M/s. Sajjad Haider & accounts of Gulf Zone for the year 2002 has a	& Co., Dubai, UAE for the audit of	

31. Mr. Azhar Ali Malik, also informed the Board that proposal as regard to appointment as auditors of M/s. Sajjad Haider & Co., Dubai, UAE for the audit of accounts of Gulf Zone for the year 2002 has also been agreed by the Board Audit Committee and he recommended to the Board for approval of their appointment. He suggested for future that a selection criteria be also developed for appointment of auditor for Gulf Zone. An audit firm to be selected should preferably have a partner/partners of Pakistan Nationality and should have affiliation with an international firm of Chartered Accountants preferably with whom any of the two appointed audit firms in Pakistan is also associated. As regards increase in audit fees and out of pocket expenses for the year 2002, the proposal made by B&A Division was considered appropriate.

After discussion, the Board resolved as under:

RESOLVED:

Action: ED(B&A)/ Scy(BAC) (i) "that as recommended by the Board Audit Committee, the appointment of M/s. Taseer Hadi Khalid & Co, Chartered Accountants, Karachi and M/s. Riaz Ahmad & Co., Chartered Accountants, Lahore as Statutory Auditors of State Life for audit of accounts of the Corporation for the year ending 31st December, 2002 at an audit fee of Rs. 1,200,000 and out of pocket expenses upto Rs.720,000 respectively be and was hereby approved subject to final approval by Federal Government under Article 28(1) of the Life Insurance (Nationalization) Order 1972. "



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MINUT	Е ВООК	KARACHI	24 TH AUGUST, 2002	
	Action: ED(B&A)/ Scy(BAC)	(ii) "that the audit of all the Zones/Accounting done previously will be carried out by the tw Auditors."		
	Action: ED(B&A)/ Scy(BAC)	(iii) "that the above audit firms would discuss the finalizing the same."		
	Action: ED(B&A)/ Scy(BAC)	(iv) "that the appointment of M/s. Sajjad I Dubai(UAE) as Statutory Auditors of the Corpo Gulf Zone with offices in UAE, Kuwait and December, 2002 at an audit fee of DH: 22,000 at respectively be and was hereby approved.	ration for audit of accounts of State Life Saudi Arabia for the year ending 31 st and out of pocket expenses upto DH:7,000	
		COMMITTEE TO INVEST RS	TFCS OF FAUJI FERTILIZER	
		32. ED(Inv.) presented before the Board a line decision of the Executive Committee made at its invest Rs.250 million in private placement of ur Limited.		
		33. The Board had earlier at its 167 th meeting proposal of investment of Rs.250 million in prescription of Rs.250 million in prescription of Rs.250 million in prescription.		
		to consider and if deemed fit appr	the Board be and was hereby authorized rove the proposal of ED(Inv.) for placing f Fauji Fertilizer Company Limited."	
		b) "that post facto approval of the de Board be taken at the next Board	ecision of the Executive Committee of the meeting to regularize the same."	
¥		34. The above proposal was put up to the Held on 1 st August, 2002. The Executive Comproposal of investment of Rs.250 million in TFCs desired that post facto approval of the decision of next meeting of the Board of Directors to regular submitted to the Executive Committee was enclowed Members of the Board.	of Fauji Fertilizer Company Limited and the Executive Committee be taken at the arize the same. A copy of Memorandum	
		After discussion, the Board resolved as under:		
	Action: ED(Inv.)	RESOLVED: "that post facto approval be and was hereby Committee taken at its 269 th meeting held at Kar of Rs.250 million in the unlisted private placeme Limited of 5 years tenure with rate of return of S of 11% and ceiling of 16% p.a. and secured by I all immovable assets of the Company by way of and book debts with a regulatory 25% margin."	achi on 1 st August, 2002 to invest a sum ent of TFCs of Fauji Fertilizer Company BP discount rate + 1.5 % p.a. with floor First Equitable Mortgage to be created on	CHAIRMAN'S INITIALS

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of the revised leave rules.

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	MINUTES OF 168 ^{1H} MEETING O	F THE BOARD OF DIRECTORS	
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	AMENDMENTS IN LEAVE RU	POSAL OF APPLICABILITY OF JLES FOR OFFICERS OF STATE WHO ARE ALREADY ON LPR OR AILING LAR.	
	35. As directed by the Executive Committee 2002, the case of officers who were already on L would be availing LAR was examined by P&C presented to the Board by ED(P&GS) (alongwinumber of persons who are on LPR or LAR, date	PR or who have been refused LPR and GS Division and a Memorandum was the a statement giving therein details of	

36. The Board of Directors had earlier at its 167th meeting held on 13th July, 2002, while approving the amendments in the leave rules to officers, had authorized the Executive Committee to approve the consequent amendments in the relevant leave rules, including necessary and consequential matters of details. The matter was put up to the Executive Committee in its 269th meeting held on 1st August, 2002 which approved the same. In this meeting it was also decided as under:-

leave already forfeited and the financial impact) for reconsideration of its earlier decision by the Board and if considered appropriate to allow such officers also to avail the benefits

"that the case of officers who are already on LPR or who have been refused LPR and would be availing LAR be examined and submitted to the Board at its next meeting (alongwith a statement giving therein details of number of persons who are on LPR or LAR, the date of superannuation, number of days leave already forfeited and the financial impact), for reconsideration of its earlier decision and if considered appropriate to allow such officers also to avail the benefits of the revised leave rules."

37. A summary of information of officers who are already on LPR and of those whose LPR has been refused and would be availing LAR is given below:-

Details	No. of Officers	Approx. Financial impact (Rs.)
Officers already on LPR Officers whose LPR has been refused	07	10,53,322
and will be availing LAR	26	78,69,396
Total		89,22,718

38. On a query, the Board was informed that "Leave Rules" were part of the State Life Employees (Service) Regulations, 1973. These were framed, with the previous approval of the Federal Government, under Clause (b) of Article 49(2) of the Life Insurance (Nationalization) Order, 1972. The Board was informed that in the matter of leave, and some other matters, the Regulations needed to be up-dated.



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DIRE	CTORS	HELD AT	ON	TIME
MINUT	Е ВООК	KARACHI	24 TH AUGUST, 2002	
	Action: ED(P&GS)	After discussion, the Board resolved as under: RESOLVED: (i) "that the proposal of the Executive Committee 2002 and of ED(P&GS) to allow encashment of that has been forfeited in case of officers who, as of preparatory to retirement(LPR) or who have alreavailing leave after retirement(LAR) if such office agreed to by the Board in principle, however its imputant the Ministry approved the amended and up Regulations, 1973 framed under Life Insurance Na for approval of the Board at its next meeting."	number of days of leave on basic pay on 13 th July, 2002, are already on leave ady been refused LPR and would be rs opt for the revised leave rules, was dementation was deferred till such time dated State Life Employees (Service)	
	Action: ED(P&GS)	(ii) "that ED(P&GS) was directed to review the e Regulations, 1973 framed under Life Insurance I from time to time and put up an upto-date vers recommendation for consideration and approval of Ministry for its clearance and notification."	Nationalization Order 1972, amended ion of the Regulations together with	
		At this point of time, Mr. M. Mazharuddin, Executiv	ve Director(Act.) rejoined the meeting.	
		ITEM (8) ANY OTHER ITEM WITH THE	PERMISSION OF THE CHAIR	
		(I) SPECIAL PAY - MR. M. ASLAM SABI Executive Director(P&GS)'s Memorandum (
		39. The Board of Directors at its 151 st meeting grant a special pay of Rs.3500/- p.m. to Mr. M. As However, upon revision of pay and allowances of of pay package was modified/amended, and the House 75% of the pay was reduced to 40%. This reduced the gross emoluments of Mr. M. Aslam Sa also paid on special pay.	slam Sabir with effect from 1.7.1999. Ficers, w.e.f. 1.1.2000 the structure of Rent Allowance previously granted @ etion of House Rent Allowance also	Jr
		40. In a similar case of special pay as allowed p.m., it was decided that "in case if pay scales of Stuture, these emoluments would be re-aligned accort the pay scales of officers were re-structured w.e.f. was enhanced from Rs.25,000/- to Rs.30,000/- p.m.	State Life officers are re-structured in dingly. In consequence thereof, when	
		41. Following the same analogy, ED(P&GS) pro Aslam Sabir be enhanced from Rs.3,500/- to Rs.4,2 total House Rent Allowance with effect from 1.1. package.	200/- p.m. to cover up the loss in his	
		After discussion, the Board resolved as under:		CHAIRMAN'S
	Action:	RESOLVED: "that as proposed by ED(P&GS), the increase in Spe Rs 3 500/- to Rs 4 200/- p.m. to re-align the same	cial Pay of Mr. M. Aslam Sabir from	INITIALS

ED(P&GS)

Rs.3,500/- to Rs.4,200/- p.m. to re-align the same with the decision which allows this benefit to Actuaries from 1-1-2000 i.e. the advent of revised pay package be and was hereby approved."



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	(II) CONSIDER/APPROVE - RENAL T <u>BENJAMIN NATHANIEL</u> , NAIB Q Executive Director(P&GS)'s Memorand 42. The Board of Directors in its 167 th mean request of Mr. Benjamin Nathaniel for Renamedical cost on humanitarian grounds at an expear subject to a second opinion from the arrangements should be made by the Corporation	ASID, G&P LAHORE ZONE. hum dated 22-08-2002 eting held on 13.07.2002 had approved the 1 Transplantation including post operation stimated cost of Rs. 300,000/- for the first SIUT, Karachi for which the necessary	
	43. ED(P&GS) presented before the Board contacted SIUT for second opinion of case presence of the patient is a must for giving any Hospital(Trust), Lahore was approached throug advise whether it would be possible for the particular opinion from SIUT, on which the Medical Offit dated 09.08.2002 has stated as under:	y opinion on the issue. Accordingly Ittefaq gh Incharge (Medical Cell) Lahore Zone to atient to travel to Karachi for obtaining of	
	renal disease & Diabetic Nephropathy. weekly. He is stated for travel to Ka	n case of Chronic Renal Failure, End-stage He is on Dialysis since 16 months on twice trachi. I think this will may create some ess of Breath during long travel. So should	
	44. The Board was informed that since the permit his travelling to Karachi as per Medic second opinion from SIUT is not possible use condition for getting second opinion from SIU allowed to proceed further in actual execution closs of time.	nder the circumstances and therefore the T may be waived and the Management be	
	After discussion, the Board resolved as under:		
Action: ED(P&GS)	RESOLVED: "that since the medical condition of the patient per Medical Officer of Ittefaq Hospital Laho SIUT, therefore the condition for getting secondarived and the Management was allowed to perform transplantation without any further loss of time.	re, for obtaining of second opinion from nd opinion from SIUT be and was hereby proceed further in actual execution of renal	-
	(III) CONSIDER/APPROVE - REIMBUTTHE EMPLOYEES PURSUING FE ACTUARIES(UK)/SOCIETY OF ACE Executive Director(P&GS)'s Memorand	CTUARIES(USA).	
	45. ED(P&GS) presented before the Board for reimbursement of seminar cost to the emp Actuaries(UK)/Society of Actuaries(USA)	a Memorandum for consideration/approval bloyees pursuing Fellowship of Institute of	CHAIRMAN'S INITIALS
	46. The Board of Directors in its 156 th meet those Actuarial Trainees and officers of the requisite bond, the subsidy for cost of books,		

CHAIRMAN

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	of Actuaries (USA) which is also elaborated November, 2000 enclosed to the Memorando 47. ED(P&GS) informed the Board that of the concerned Institute/Society are required.	of the Institute of Actuaries (UK) and Society in Circular No. P&GS/PO/338/200 dated 10 th um. besides passing the examinations, the students ed to comply with the following, which are an ion system of the Institute of Actuaries (UK)	
	interactive seminar, seminar requirement and professionali (ii) Students of the Institute of	f Actuaries (USA) are required to attendurs to complete professional development is most course leading to Fellowship. f Actuaries (UK) are required to attend a one year of being admitted as a Fellow.	
6	Institute of Actuaries (UK) are held in vari seminars are conducted by the Society of Ac Occasionally, these seminars are held in Ho there are no immediate plans of holding any	loard that the professionalism course of the ous cities of the UK. On the other hand the ctuaries (USA) in the different cities of USA. ong Kong and other cities of China; however seminar in Pakistan and hence persons taking istan will have to proceed abroad for attending	
	examination fees, reading material, travelling are required to execute a surety bond to ref during the last three years, in case he/she three years of doing so. Since attending the r	ife to receive the subsidy for cost of books, g expenses, professional subscription etc. they and all such cost incurred by the Corporation leaves before acquiring Fellowship or within requisite professionalism course of the Institute ety of Actuaries (USA) is mandatory, it is feltinds this facility of doing so to its officers.	
Action: ED(P&GS	consideration at its next meeting giving det Actuarial Training Scheme, the financial in	complete paper be put up to the Board for tails of number of officers covered under the apact of proposed facility. Till such time, the already advanced by the corporation would be	:
		D TO THE MINISTRY ON THE D2 ABOUT FUTURE OF STATE LIFE GIVEN TO DMMERCE AND SECRETARY OF COMMERCE.	
	to the Secretary Commerce be circulated comments if any on the same which may b desired that State Life should not be handed	decided that the letter written by the Chairman to all the members of the Board for their e communicated to the Chairman. The Board over to one strategic investor who would ther its assets. The Board further desired that the should be protected.	
	51. The meeting ended with vote of than	iks to the Chair.	