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REPORT TO THE CABINET OF ANTIGUA AND BARBUDA IN RESPECT OF THE PUBLIC UTILITY AUTHORITY

INTRODUCTION

- A. By letter of Monday 21 November 2005, acting on behalf of the Cabinet of Antigua and Barbuda, the Hon Attorney General and Minister of Legal Affairs requested me to conduct an investigation into the conduct of the Commissioners of the Public Utilities Authority who had been appointed on 1 June 2004. I was requested to submit my report directly to the Prime Minister for the attention of Cabinet by 19 December 2005. I am pleased to do so now.
- B. The terms of reference for the investigation are set out in the five numbered paragraphs below. My findings in relation to each of the terms of reference are detailed under each of the five numbered paragraph headings.
- C. The investigation was carried out by the following process. I invited all those who had been mentioned in the popular media within the past month as having information relating to the events that had led up to the dismissal of the Commissioners by the Governor-General to meet with me. These included all

the previous Commissioners; the General Manager and all divisional managers of APUA; and such other persons as appeared to me to have information that would assist in the investigation. I was pleased that most of those invited attended, and appeared completely candid and cooperative. Several made written submissions and produced copies of contracts, reports, and other exhibits and documents that greatly assisted me. I have read all the newspaper articles and have listened to recordings of relevant radio programmes. I have read the original Act and the 1993 and 2004 amending Acts¹. The list of the invitees is attached as Appendix 1. I must also take this opportunity to express my appreciation to the Registrar of the High Court and his staff who made an unused room at the Supreme Court building available to me, and for permitting the generous use of the facilities as I prepared this report.

1. The regulation by the Authority of its own proceedings as allowed by the provisions of the First Schedule to the Public Utilities Authority Act, Cap 359:

A. The Public Utilities Authority (the “Authority”) is the corporate body set up by the Public Utilities Authority Act², (the “Act”). The Act vested in the Authority all the assets of the former Electricity Division, the Telephone Department, and the Water Division of government.

¹ The 1993 Amendment Act renamed the Commissioners as a Board of Directors and reduced their number to 5. The 2004 Amendment Act reverted to titling them “Commissioners”, and increased their number to 11, and their quorum to 7.

² Section 3(1): “There is hereby established a body to be called the Public Utilities Authority which shall be a body corporate with perpetual succession and a common seal with power to purchase, take, hold and dispose of land and other property, to enter into contracts, to sue and be sued in its said name and to do all things necessary for the purposes of this Act.”

- B. The provisions of the First Schedule of the Act as amended relate generally to the constitution, members, committees, procedure and meetings of the Authority. The Authority consists of eleven persons designated Commissioners, appointed by the Governor-General from among persons of qualification and experience³. The Governor-General appoints one of the Commissioners to be the Chairman of the Authority⁴. The Governor-General appointed Mr Rolston Potter to be their Chairman⁵.
- C. The Authority is to meet at such time and place as may be expedient and as they decide⁶. The Chairman may at any time call a special meeting⁷. The Authority may co-opt any one or more persons to attend any particular meeting for the purpose of assisting or advising them, but no such co-opted person shall have any right to vote⁸. The Authority has the power to regulate, subject to the Schedule, its own proceedings⁹. The Governor-General decides on their remuneration, including salaries, travelling or other allowances¹⁰.
- D. I pause to make a comment. Paragraph A above relates that the Act provides that the Authority is a body corporate with perpetual succession and a common seal. The Authority is thus what is generally known as a statutory corporation. It is a legal entity in its own right.

³ 1st Schedule, Rule 1.

⁴ Rule 3(1).

⁵ Cabinet had taken the decision to appoint the Commissioners and had named Mr Potter to be the Chairman as early as 9 June 2004, but the oaths of office were not taken until 16 July. The appointments of 16 July 2004 were subsequently found to be invalid as the Act only provided for nine Commissioners; they were obliged subsequently after the 2004 amendment Act had come into effect on 10 September 2004 to ratify their earlier decisions.

⁶ Rule 9(1).

⁷ Rule 9(2).

⁸ Rule 9(7).

⁹ Rule 9(9).

¹⁰ Rule 11.

- E. Paragraphs B and C conflict with paragraph A. Those paragraphs also use the same term “the Authority” to refer to the Commissioners. The Commissioners are the persons who are appointed from time to time by the Governor-General to manage the activities of the statutory corporation. They are a separate entity from the corporation itself. They would be the board of directors in charge of the management of a normal company. There is no necessary or usual identity between the Commissioners and the statutory corporation. The Act and the regulations found in the First Schedule made a fundamental error. It was a mistake in drafting to use the same term “the Authority” to refer to these two quite separate entities. This error was bound to cause confusion.
- F. I am asked to investigate the manner in which the Authority regulated its own proceedings. This must refer to the manner in which the Commissioners regulated their own proceedings. One matter has agitated public discussion. That is the issue of removing notes and minutes from the Board room. Apparently, there was concern among the Commissioners that as controversy over their actions raged in the media their minutes were being leaked. They took the view that leaks could be reduced by writing notes only on paper provided and by prohibiting themselves from removing the notes and circulated minutes from the Board room. The notes and copies of minutes were to be held and kept at the Board room where they could be referred to. They decided¹¹ this against the preference of fellow Commissioner, Mr Gardener. Mr Gardener insisted at a later meeting¹² that he had the right to take notes in his own notebook. He was asked by the Chairman to leave the meeting. It was not the first difference of opinion between Mr Gardener and the other Commissioners. Mr Gardener resigned

¹¹ At a meeting of 2 September 2005.

¹² Of 3 October 2005.

as a Commissioner¹³. Shortly after, the crisis reached boiling point. Within days the Governor-General acting on the advice of Cabinet discharged the Commissioners. This investigation results.

G. I am of the view that the Commissioners had no authority to prohibit one of their members from taking notes on his own paper and from keeping them and the circulated minutes in his possession. The Commissioners had no authority to expel Mr Gardener from meetings of the Commissioners. In all this, I have no doubt that the Commissioners were in their view acting in the best interests of the Authority. Their sole objective was to staunch the flow of confidential information leaking to the media from their meetings. It was ultimately a futile and ill considered measure. Not only Commissioners had access to the confidential minutes. Any one of several others having access to the minutes could have leaked them. Leaking a copy of the minutes was not the sole available mechanism for leaking information from an organization such as APUA. Tape recorders could have supplemented memory. The clash that followed had more to do with personality differences than a matter of principle. The expulsion of Mr Gardner was equally intemperate and ill-considered and ill-advised. It was a storm in a teacup that was a symptom of the real underlying problem: the Commissioners had insufficient training and experience in the proper role and functioning of a board of directors. They were reacting to a symptom of the underlying illness instead of treating the real sickness.

H. Another related matter drew my attention. The practice of the Commissioners was to hold their weekly meetings in the Board room at the APUA offices. The General Manager (the "GM") was only permitted to attend regular meetings of the

¹³ By letter to the Governor-General dated 28 October 2004.

Commissioners when specially invited to make his report or to deal with specific matters. The GM was not co-opted to attend meetings of the Commissioners¹⁴. They took the view that the Act provided that the Commissioners were required to meet together. It was sufficient for them to communicate their plans, policies and decisions to the GM by memo. He would then be called from time to time to attend a meeting to account for how he had carried out his instructions. None of the Commissioners considered this arrangement unusual. It should be clear to any person with previous experience of boards of directors that the system of having the GM or CEO present at the full discussion of every issue at every board meeting is essential. His presence during the discussion ensures his thorough understanding of the decisions of the board and makes more likely the efficient carrying out of the policies of the board. To send him a memo at the end of the meeting and to expect that the policy would be efficiently carried out was to invite disaster. I would recommend that on the appointment of any future Commissioners they be instructed that they are to ensure the general manager is co-opted to and is present at all meetings except those that directly affect his conduct or that he should otherwise for some special reason be excluded from.

- I. It has been repeatedly pointed out to me that for the past forty-odd years Antigua and Barbuda has seen a general decline in the observance of the principles of good governance that should govern the holders of public office. There are said to be two generations of Antiguan and Barbudans who have grown up exposed on a daily basis to bad government at every level of public life. Ad-hocism and self-interest-seeking are said to be the norm. Only the very oldest citizens can remember a time when integrity in public office was expected as a norm from all public officers. The result is that at this time no group of

¹⁴ As permitted by Rule 9(7).

citizens appointed to a statutory board, no matter how well-meaning and good-intentioned they might be, can be expected automatically to know the proper rules of either public service or corporate governance. Another result of the long history of failure to follow proper corporate procedure and of a lack of transparency is that a vigilant media, such as Antigua and Barbuda now enjoys, is almost certain to suspect wrong-doing whenever a public board takes decisions to spend public money in a way that is not transparent and clearly justified.

- J. There are several professionals in Antigua and Barbuda well versed (by academic qualification and previous and present appointment to local, regional and international boards and to institutions of higher learning) in the principles of management, and qualified to teach them. The fact that Commissioners are very successful business persons and professionals in their own right does not automatically qualify them to run a public or statutory corporation whose assets are not their own but are a matter of a public trust placed upon their shoulders. Technical and professional assistance in ethics and proper management practices is essential. My recommendation is that any future Commissioners should be obliged to go through a formal learning process of the proper behaviour and the rules of corporate governance at the commencement of their term. They should reinforce the learning process by holding periodic workshops and seminars on best business and management practices to ensure they achieve and maintain the highest standards. There is no reason why this learning process should be limited to APUA.

2. The manner of the Public Utility Authority's exercise of its functions (whether in respect of the General Manager, or other Managers and other employees) in respect of the due and efficient administration, management, and performance of the Authority:

- A. The "Authority" in this case must refer to the Commissioners, and not to the statutory corporation. This term of reference relates to the various issues that have arisen between the Commissioners and the GM, and the GM and the divisional managers. The national media has been filled with the stories. They are set out in some detail in the letter of complaint of 30 May 2005 by the Commissioners to the GM, and his reply to the Commissioners and his later memorandum to the Prime Minister of 24 October 2005, both of which have been widely circulated to the media.
- B. This term of reference assumes that there is some consensus as to what the functions of the Commissioners are. The Commissioners are new. There is no history of a previous board of Commissioners having functioned. Some twenty-plus years ago the then Minister had dismissed the first short-lived board of Commissioners. They had never been replaced. The then Minister of Public Utilities had sat in the office of the general manager. He had, as permitted by the Act¹⁵, personally managed the Authority. This system of the political management of APUA had endured for more than two decades. In the 2004 general elections, the new administration declared that they would appoint a new board of Commissioners and have them employ a new General Manager. Government in the sunshine, transparency and good governance would be the order of the day.

¹⁵ Section 37A.

- C. The present Prime Minister appointed Mr Wilmoth Daniel the new Minister (the “Minister”). Shortly after his appointment, he terminated the employment of the then GM. One of the divisional managers acted for some months as GM. The Commissioners subsequently employed Mr Leon Symister as GM in October 2004. Mr Symister is an attorney-at-law and politician. He is the Chairman of the UPP, the governing political party in Antigua and Barbuda. He gave up the chance of developing a lucrative legal private practice in order to contribute to serve his country in the public service as manager of the Authority. He was recruited after an interview process by the Commissioners. They considered him to be the best applicant.
- D. A GM, as the chief executive officer, is critical for the successful running of a major corporation such as APUA is. The generally recognised characteristics of a successful GM include, in no particular order of priority: the ability to plan, to come up with a vision for the future of the company; general management abilities; the fostering of team spirit; strong ethical standards; the ability to motivate the management team and junior employees; strong negotiating skills to deal with the many crises that the organization will face; a strong aversion to all forms of nepotism and political favouritism; well-honed communication skills; strong decision-making skills; and the ability to win and keep the confidence of all in the company. A successful GM is a team leader responsible for pushing and ensuring that the specific divisional strategies tie into the policies and goals of the organisation. He is the one who holds each divisional manager accountable for his or her division’s plans and accomplishments. The GM measures the performance of each division against the specified divisional goals. In a properly managed corporation, the managers would normally report to the GM, and normally the GM would report to

the board of directors. The board then measure the overall performance of the management team in accomplishing their communicated goals against their policies and broad strategies.

- E. At APUA there are some nine divisional managers below the GM. Many of them are highly qualified, trained, and professional. They are immensely proud of their success in keeping the Authority afloat over the years of what they admit to have been previous political mismanagement. They view APUA as the jewel in the crown of Antigua's public assets. The new administration came into office in April 2004 understandably suspicious that these managers must have survived the previous regime only by being complicit in what was perceived as the corrupting of the institution and the looting of its assets. The managers insist they were not generally opposed to the change of administration. I have no reason to doubt them. They seem to have had high expectations for a change in policy and approach by the new administration. Even though the GM who was eventually hired by the Commissioners was none other than the Chairman of the ruling political party, the managers were initially prepared to cooperate and to work with him to grow the corporation. Good relations did not last for long.
- F. At the time of Mr Symister's employment as GM, he saw the national revenue hemorrhaging, as he saw it, from the Authority. He considered what he should do to remedy the situation. His strengths are principally legal and political. He does not claim any management skills. He does not claim any public utility background. He does not claim any human relations or business development skills. In fact, Mr Symister would agree that his strengths are not those required by a complex corporate structure. His personality is best described as abrasive. He decided to concentrate on debt collection

rather than attending to the setting of goals and the strategic planning for the survival and growth of APUA. Almost inevitably, he soon found himself in conflict with the Commissioners, the divisional managers, and customers of APUA both large and small.

- G. Relations between the managers and the GM became so bad that the Commissioners were soon obliged to intervene with the managers in order to make progress. The Commissioners relayed their instructions to the divisional managers directly, circumventing the GM. They had been obliged to do so before the GM was hired as there was no GM in place. Relationships were established. They continued to deal directly with the divisional managers even after his appointment. The GM has complained that this was designed by both the managers and the Commissioners to undermine his authority. There appears to have been a genuine conflict that prohibited the parties from communicating on a professional level. Morale among the management team has now come to an all-time low.
- H. There is a public perception issue that might conveniently be brought up at this point. As the GM took up his self-imposed task of staunching the flow of funds from the corporation he took steps to collect outstanding debts. He did not hire a debt collection agency to do this for him, but did the job himself. Some of the customers that he proceeded against happen to be strong supporters of the party that has lost power. The actions of the GM when directed against them personally were bound to be seen by them as more of a political than of a commercial nature. Then there is the matter of the GM being the Chairman of the ruling political party. The person who is the GM and Chairman of the UPP now occupies the same office at APUA previously occupied by the Minister of Public Works under the last administration when the Minister personally managed the

APUA¹⁶. The public perception rightly or wrongly is one of political interference in the public relationships of APUA. The employment of the party chairman in such an essential utility company conflicts with the expressed policy of the new administration when they promised to bring transparency and honesty and professionalism to government in all its agencies. The high and optimistic spirits among the management team that greeted the GM's employment have evaporated. There is no likelihood that they can be repaired. I found the GM to be an earnest and well-intentioned professional man who wants only the best for his country and his political party. I am satisfied that some other suitable position must be found for the GM to use his undoubted skills and public service interest in the public use. His continuing at APUA will not serve either him or the institution any good. My recommendation is that Cabinet should discuss with Mr Symister his relocating to some other public service position where his talents can be put to good use. The next set of Commissioners should be encouraged to ensure that the person they employ to be the next GM should be generally recognised for his professionalism and past experience in the top management of a local or regional public utility company and his complete lack of any strong party political alignment.

¹⁶ The board of Commissioners sit in the room previously occupied by the last General Manager, further compounding public perception. Is the APUA still under political management? Are the Commissioners not the real and professional general managers?

3. **The methodologies effected to enter into various contracts and/or Memoranda of Understanding between the Authority and other commercial entities in respect of any of the public utility services, whether in respect of the sale, purchase, use, or provision of services and infrastructural facilities:**
- A. This principally relates to the issue of the discussions between the Chairman and the Minister on behalf of APUA of the one part and Vortek Systems of Canada of the other part to source two 6.2 MW used generators at a cost of several million US dollars. What resulted was a Memorandum of Understanding or Letter of Intent between the parties. I have not received a copy of it. I understand it was signed by the Chairman and the Minister on behalf of APUA.
- B. Antigua and Barbuda is experiencing an electricity generation crisis at this time. There are daily blackouts. Load-shedding takes place for long periods of time and over large areas of the country. The manager of the electricity department had recommended to the Commissioners the immediate purchase of two new 2.5 MW generators. The Commissioners approved this proposal. The Prime Minister gave his support. Someone outside APUA recommended Vortek in Canada as a suitable source of generators. The Minister and the Chairman went off to Canada to discuss with Vortek the availability of suitable generators. Vortek had no 2.5 MW generators as required. Vortek recommended instead the acquisition of two 6.2 MW ones. These were used generators. They could be made available in 4 or 5 months time. New ones by comparison would take 18 months to 2 years to commission. The Minister and the Chairman decided that such a delay to acquire new generators was unacceptable. They considered the used generators being offered as a more than suitable replacement. They signed and brought back to Antigua the document I have

previously referred to relating to the used generators. They presented the document to the Commissioners who approved it. Government was required to guarantee any loan to be made by APUA to purchase generators. The document was sent post haste to Cabinet for their approval. The matter got into the media. It has turned out to be a cause for national concern and embarrassment for all involved. I shall deal with some of the more important issues that arose in the following paragraphs.

- C. A contract to purchase electricity generators for a national power plant is usually a lengthy and detailed document. It would provide for a plethora of matters before it could be considered a satisfactory arrangement. It would deal with accessories, spare parts, maintenance and guarantees, etc. Local engineering experts would sign off on the suitability. The document would normally be expected to be prepared by senior counsel retained by the Authority in the country of sourcing and instructed by the experts. It would be vetted and approved by the Authority's counsel in the destination country. The Tenders Board procedures would have to be followed, except in exceptional cases as permitted by law.
- D. The document that was presented to government for approval was a very preliminary one. It had been negotiated and signed by the Minister and the Chairman without any professional advice. The explanation given is that the country's electricity supply was and is in a precarious state. Urgent action was needed. It is also said that the document was a very preliminary one and that a proper contract would have been prepared in due course. That is not good enough. Government was asked to approve the expenditure and to guarantee the repayment of any necessary loan without the benefit of seeing what the final terms of the contract were to be. That was a matter that should have been attended to before Cabinet was

asked to approve the deal. This requirement of a proper, nearly final contract before Cabinet was approached would not have been a deal-breaker. The finished draft contract could and should have said that it was conditional on Cabinet's approval.

- E. The Minister and the Chairman were in their own minds doing what was proper and necessary for them to meet an urgent national crisis. This was their justification for acting without technical and professional advice. They were not correct in this view or in the course of action they took. No matter what the emergency, past experience in government of all nations has shown that the proper procedures must be followed if the national interest is to be truly safeguarded. The Prime Minister's approval of emergency action did not exempt the Minister and the Chairman from this requirement. Disaster awaits those who out of desperation to meet a crisis ignore the proper procedures that must be applied to the expenditure of public funds. Both the media and the general public were filled with skepticism over the motives of those involved. The result was most unfortunate for the principals involved. Undeserved allegations of corruption proliferated and circulated. My recommendation is that the Vortek contract or any other contract to purchase generators be prepared by senior counsel retained by APUA in Canada or the country of sourcing to protect APUA's interests and vetted by senior counsel either locally or in the region well experienced in public utility generator contracts before Cabinet considers the question of guaranteeing any resulting loan. This principle applies to any other contract involving any major capital equipment purchase.
- F. The situation in Antigua and Barbuda is complicated by the role of the Antigua Power Company Limited ("APC"). APC is a privately held company. It is owned by Senator Aziz Hadeed and members of his close family. APC generates about 75% of

Antigua and Barbuda's electricity. It sells that electricity to APUA, which then distributes it around the country. APUA produces only about 25% of the country's electricity. Last year APUA spent in excess of EC\$40 million on purchasing electricity from APC. APUA's generators are very old and are not expected to survive for more than another year or two. The public perception, rightly or wrongly, is that APC exerts a strangle-hold on the nation. The Minister and the Commissioners were concerned that without prompt action that strangle-hold is about to grow tighter.

- G. The perception of a national crisis out of control is aggravated because Senator Hadeed who heads the family that owns APC sits in Cabinet as a Minister without Portfolio. He is thereby saddled with a major conflict of interest. Events occurred that were to add fuel to the fire of speculation and suspicion that this naturally created. Shortly after the public controversy began over the Vortek generators, the issue of APC's involvement in the frustration of the contract arose. One Mr Barzov, the manager of Vortek in Canada, in an Antigua radio discussion on the issue, stated that he had been approached by one Edward Hadeed. He claimed that Edward Hadeed had advised him to deal directly with Senator Hadeed rather than with APUA to secure the sale. He read out the details of Edward Hadeed's business card in corroboration of the meeting and conversation. This radio broadcast, not surprisingly, caused widespread public consternation. Mr Barzov's revelation suggested that APC was protecting its near monopoly on electricity production by frustrating Cabinet's and APUA's determination to improve APUA's generation capacity. APC were in effect said to be sabotaging the purchase of the generators in protecting their private interest as suppliers of electricity to APUA. Enquiries have not born out this interpretation of Edward Hadeed's role. What appears to have happened was that Mr Barzov had

visited Antigua. He happened to go to Edward Hadeed's nightclub. Despite the similar name, Edward Hadeed is not closely related to Senator Hadeed. He has no interest in APC or any other family business in which Senator Hadeed is involved. Edward Hadeed met Mr Barzov as he might meet any other night club customer. In conversation, he learned the business reason of Mr Barzov for visiting Antigua. He gave Mr Barzov his business card. In an attempt to show that he knew how things worked in Antigua, he advised Mr Barzov that to speed things up he should contact Senator Hadeed¹⁷. Other than public speculation and the inevitable questions that arose, there is no reason to suspect that Senator Hadeed or anyone connected with APC did anything wrong in relation to Vortek. That does not end the involvement of Senator Hadeed and APC.

H. Senator Hadeed was a supporter and financier of the former Labour administration. He and his companies had benefited from contracts awarded by the previous administration over many years. He switched sides shortly before the last election and now sits in Cabinet and enjoys the confidence of the new Prime Minister. He continues to be the beneficiary of contracts old and new with the administration. Those circumstances make him an object of envy and suspicion. He was obliged to take special care to avoid giving confirmation of the justification for the suspicion. He did not do so. He sat in Cabinet and participated in the discussion on the request for approval of Cabinet for the financing of the two 6.2 MW generators from Vortek. He thought that the application was not in a form that could be approved, and he opposed it. Cabinet in the event on

¹⁷ This version of events comes admittedly from only one source, Senator Hadeed, but is the only sensible and realistic explanation I have of the apparent intervention of Edward Hadeed in the Vortek contract.

20 September 2005 did approve the application¹⁸. Shortly afterwards the crisis exploded and the Commissioners were dismissed. Suspicion immediately and inevitably arose in the media that there was an ulterior motive for Senator Hadeed's opposition in Cabinet to the APUA/Vortek proposal. The publicly-aired claim is that Senator Hadeed was responsible through the pressure he brought on Cabinet for the decision to terminate the Commissioners when he failed to stop Cabinet approving the loan. Senator Hadeed protests that his objection to the proposal was based on his experience in entering into contracts for the purchase of generators and his realization that the document presented to Cabinet for the expenditure of many millions of public funds was completely unacceptable. That explanation is not good enough for the reasons below.

- I. On 12 September 2005 APC wrote a letter to the Chairman, copied to the PM and other Ministers and to every Commissioner. This occurred while APUA's application for Cabinet permission for the loan and the Tenders Board waiver to purchase the two used generators was pending¹⁹. The APC letter offered to meet the national crisis in electricity generation by purchasing and installing two 17 MW generators on the same conditions as per the existing agreements. If this offer was accepted, there would be no need for APUA to source any generators. Antigua and Barbuda's electricity needs would be met well into the future with 34 MW of additional capacity. All of the country's electricity would be produced by one private family-owned company, with the obvious resulting social and economic risks to the nation. The Commissioners understandably took this offer, coming when it did, as proof that APC is interested in being the sole provider of electricity in

¹⁸ 26 September 2005 Minute of Cabinet decision of 20 September 2005 from the Secretary to the Cabinet to the PS Ministry Works confirming Cabinet's agreement that APUA should seek a waiver of a tender from the Tenders Board to facilitate the urgent purchase of two 6.2 MW Vortek Niigata diesel generators valued at US\$9.897 million.

¹⁹ APUA's proposal was approved by Cabinet a little over a week later, on 20 September.

Antigua and Barbuda, and would oppose any measure on the part of APUA to improve its own generating capacity. The letter was ill-timed and suggests a failure on the part of Senator Hadeed to deal with an obvious conflict of interest on his part.

- J. This situation was not helped by the Commissioners and the Minister having acted so precipitately in their negotiations with Vortek and in their approach to Cabinet. At the same time, it was quite wrong for Cabinet to have permitted Senator Hadeed to remain in the Cabinet meeting and to join in the discussion concerning the loan guarantee for the purchase of the APUA generators. Cabinet should have taken the obvious step of relieving him from this burden. If the role of Cabinet in this issue had been within my terms of reference, my recommendation would have been that Cabinet should strive earnestly to ensure in future that no Minister with a personal interest in conflict with a public issue that is to be discussed in Cabinet is permitted to remain in the meeting and to speak or to vote or to take any other action to influence his colleagues.
- K. There is one further issue that perhaps should be dealt with here. There is widespread speculation as to the motive for the dismissal of the Commissioners. Many are convinced that it all has to do with "APUA Funding". The Commissioners, encouraged by the Minister, had had a forensic audit²⁰ done of the many millions of dollars of APUA monies that they considered had disappeared in suspicious circumstances prior to their appointment. That audit had revealed a corporation named APUA Funding. Members of the previous administration were suspected of having used APUA Funding to siphon many millions of dollars out of APUA. Some of those funds had been sent to banks overseas and appeared to have made their way back to Antigua and Barbuda in what the

²⁰ Dated 26 August 2005.

Commissioners felt might be a form of kick-back or bribe. Only a thorough investigation would clarify what had really occurred.

- L. The Commissioners had obtained from leading counsel in the UK a legal opinion on the matter of proceeding against the persons involved²¹. They were on the point of retaining senior legal counsel to assist them in pursuing the collection of any funds found to have been wrongfully dispersed through APUA Funding, when they were terminated. Speculation in the public media over the coincidence of the dismissal of the Commissioners and the imminent investigation into the past role of APUA Funding has been rife. The widely-voiced suspicion is that pressure was brought to bear to have the Commissioners dismissed in order to ensure that the APUA Funding investigation did not continue. My recommendation is that one of the first duties of the new Commissioners must be to ensure that the investigation of APUA Funding continues and that all necessary legal and financial advice is retained to ensure the success of that effort.
- M. To return to the issue of how the Minister and the Chairman came to permit themselves to be put into the position of negotiating a contract to purchase generators, the Minister was under tremendous public pressure at the time to do something immediately about the electricity crisis in the country. He received telephone calls from complaining citizens on a daily basis. Business and commerce were being adversely affected. Hospital services that depended on electricity to keep patients alive were failing. The Minister and the Chairman are undoubtedly decent men with a distinctly hands-on approach to problem-solving. They decided that something had to be done immediately. They went off to Canada to deal with the problem themselves. They negotiated and signed an agreement

²¹ Dated 27 July 2005.

involving both APUA and Cabinet in what might easily have become a legally binding undertaking to spend many millions of public dollars. Their precipitate action in the face of crisis is understandable. But, it was not the correct way to deal with the issue. They have unnecessarily exposed themselves to suspicion that their motive was corrupt. It is elementary that government does not source generators and enter into multi-million dollar contracts except on the basis of plans and proposals carefully prepared by the technical staff and in accordance with an overall agreed policy. The contract itself must be negotiated by the lawyers and technicians qualified to do the job.

N. APUA has in its possession technical recommendations and a plan of sorts for the long-term solution of the generator problem. This plan does not appear to have had wide consideration. It ought to be the subject of open and wide discussion. A consensus ought to be sought at on a national basis. Until a modern national plan for electricity generation and distribution is arrived at, every decision taken to deal with the present crisis will smack of amateurism and ad-hocism. This is not to say that there should be any delay in entering into a properly advised contract to supplement and improve the present electricity generation performance at APUA. None would deny that the Minister and the Chairman and the Board were correct in believing that immediate steps should be taken to source generators that are ready for immediate installation and work at APUA to deal with the present crisis. My recommendation is that Cabinet instruct APUA to secure any necessary professional assistance from within and without Antigua and Barbuda and to prepare and present without unnecessary delay to Cabinet for approval and public discussion a draft plan for the future of electricity generation.

- O. There is a more fundamental issue at stake here. It can be expressed in the form of a series of questions that need to be posed in public. Is it proper for APUA to continue to respond to the electricity generation crisis on such an ad-hoc basis. What do Antiguan and Barbudans want for the future of their electricity generation? How many mega watts of electricity should the private sector produce? How many the public sector? Is it viable for APUA to continue to employ 250 persons to produce 25% of the country's electricity, while APC employs 40 persons to produce 75%? Should APUA in its present structure continue to produce electricity at all? What about water production? What about the telephone system? Should these public sector assets be put on a more commercial and viable footing? Should APUA be split up into more manageable separate publicly owned corporations? My recommendation is that APUA be directed by Cabinet to secure professional assistance in the development of draft plans for its future direction. These plans are to be for the widest public discussion and eventual approval by Cabinet and parliament. They should involve, among other things, a study of the advantages and disadvantages of separating the different divisions into separate corporations; the steps that need to be taken to bring all of the divisions into a profitable and efficient state; of the advantages and disadvantages of involving the public of Antigua and Barbuda in a partial or total privatization offer for one or all of them.
4. **Whether any conflict of interest has arisen in respect of any of the Commissioners and the Authority's dealings with any third party entity, in particular Kelcom/Karib Cable, and Digicel:**
- A. The Commissioners as board members of a statutory corporation were of the nature of public officers. This was no

less so than are the members of the Cabinet. As such, the public expected a very high standard of behaviour from them. The principles that govern behaviour in public life are well known and long established. The most recent and famous enunciation of them is found in the Nolan Report of 1994. I have set them out in full in Appendix 2. They deserve to be printed in poster form and placed in every public office. High standards of public behaviour are acquired and learned. They are not inherited like one's blood type. They are a cultural artifact. Their existence depends on constant exposure and repetition.

- B. The Karib Cable and Digicel issues are separate but related. The controversy over Kelcom/Karib Cable has raged about the APUA Commissioners and the Cabinet for several months. I deal with it first.
- C. The Kelcom/Karib Cable issue is simple to state. Mr and Mrs Glass of St Vincent, through their company Kelcom International, hold an interest in cable TV services in a number of islands. In Antigua and Barbuda, until the general elections of 2004, CTV, the family-owned company of the then Prime Minister, held a 50-year monopoly on the provision of cable TV services. Mr Potter was a retired LIAT pilot and the owner of a kitchen-cabinet installation company. He was a personal friend of the new Minister and a strong party supporter. He had for many years wanted to improve the cable TV services in Antigua and Barbuda by competing with CTV. As a LIAT pilot he had frequently overnights in hotels in other islands. He had been exposed to the far superior cable TV services provided in other West Indian islands. He was of the view that the cable TV service provided by CTV in Antigua was shoddy and overpriced. He was a personal friend of the Glasses. It had been part of the UPP's election platform that if elected they would

break the CTV monopoly. Shortly after the election results of April 2004, Mr Potter sought out the Glasses. He encouraged them to come to Antigua and to join with him in a venture to compete with CTV. They agreed to do so. They formed Kelcom International (Antigua & Barbuda) Ltd, the business name of which is Karib Cable. Mr Potter is a 25% beneficial shareholder in and a director of Karib Cable. Mr and Mrs Glass beneficially hold the other 75% stake through their private company. On 7 September 2004, Cabinet announced that it had rescinded the CTV monopoly²².

D. APUA had no cable TV interest in Antigua and Barbuda. What it had were the poles, ducts and towers needed by Karib Cable to hang its cables. Both the Minister and Mr Potter reject the idea that there was any conflict of interest that should have alerted them that they should have taken special care. They remain proud of their efforts to break the CTV monopoly, and to bring new and improved TV services to Antigua and Barbuda. APUA owns the poles and conduits which must be used by a cable TV company. Mr Potter was by definition, therefore, supremely disqualified to have been appointed Chairman of the Board of APUA. He does not agree with that conclusion. However, for Karib Cable to grow and prosper in the newly liberalized market that was instituted by Cabinet shortly after they came to power, APUA's facilities would have to be put at the disposal of Karib Cable. Special care was required on the part of the Minister. This was a public asset he was dealing with. It was not just a matter of breaking CTV's monopoly and offering improved TV services. Though this principle is of general application, it was especially so as the intended beneficiary, Mr Potter, was his personal friend and political associate.

²² Press release from the office of the PM of 7 September 2004.

- E. It will not come as a surprise to anyone to learn that what happened was that Mr Potter, assisted by Mr and Mrs Glass, made a proposal to Cabinet for the use of APUA's facilities at very advantageous rates to themselves. This was before Mr Potter was appointed Chairman of APUA. With no apparent professional advice, this proposal was accepted by Cabinet. The Minister on 30 July 2004 personally wrote instructing the APUA's Electricity Manager to cooperate with Karib Cable and to facilitate the use of the poles and ducts by Karib Cable. He did not even have his Permanent Secretary sign the letter for him, he signed it himself. The explanation I was given for the Minister writing to the acting GM was that there were at that time no functioning Commissioners. The Minister was then for all practical purposes, under the regime he had inherited from the previous administration, the sole director of APUA²³.
- F. Needless to say, there was in July 2004 no contract that had been put in place to guide the technicians at APUA as to what exactly were their obligations and those of Karib Cable. The Minister's memo giving directions was a poor substitute for a properly drafted contract. On 8 October 2004 APUA's Deputy Chairman and Mr Glass executed a document headed "Memorandum of Understanding" for the immediate payment by Kelcom to APUA of \$5,000.00 and for APUA's telephone division to immediately begin consulting and overseeing the laying of Kelcom's cables. APUA hired additional supervisory staff. They commenced the installation for Karib Cable without the benefit of any proper written agreement establishing such elementary and essential matters as: liability for any damage and personal injury, the duties of each party to each other, and

²³ Mr Potter and the Commissioners had been appointed earlier on 16 July 2004, but their appointment was discovered to be contrary to the provisions of the Act. It was several months before Parliament could rectify the error by passing an amending Act, which was assented to on 10 September 2004, and their appointments could validly take place. However, the Minister copied his memo to Mr Martin to "Mr Rolston Potter, Chairman APUA Board."

the many other conditions that an expert in this field would have advised should be dealt with. One month later, on 26 November 2004, long after the installation work had commenced and was well advanced, a series of three contracts for the joint use of APUA's poles, ducts and towers were signed by the Deputy Chairman. These contracts were probably prepared by Kelcom. Even at this time there is no suggestion that APUA was properly and independently advised before the contracts were signed. It might, in any event, have been too late for the lawyers to renegotiate the contracts to protect APUA.

G. The lack of care and the unprofessional way in which the Minister personally negotiated the use of APUA's facilities by Karib Cable laid the foundation and precedent for all that followed. If the Minister could, without any technical or professional help, personally negotiate the use of APUA's assets by creating what was in effect a one-sided partnership between APUA and Karib Cable over the use of APUA's facilities, then how much more entitled was the Chairman, when he was eventually appointed, to personally and similarly without any technical or professional assistance negotiate complex multi-million dollar contracts on behalf of APUA for the sale of its assets? There is no evidence that the Minister was motivated by the slightest hope of personal profit. It is only the ad-hoc and unprofessional way in which the public interest was dealt with that in my view deserves adverse comment. If it were within my terms of reference, my recommendation would be that the Cabinet insist on the rule that no Minister in future be permitted to make any promise or arrangement for the use of the facilities or assets of his ministry without first having obtained the agreement of Cabinet where necessary and with professional assistance from in-house technicians and

attorneys aided by such regional experts as they may advise in the preparation of the necessary agreements.

- H. It is possible to speculate that sufficient Chinese walls could have been erected between the Chairman and APUA for the obvious conflict of interest not to have an adverse effect on APUA. Mr Potter was aware of his conflict of interest from the moment he agreed to be appointed Chairman of APUA. He declared his interest to his fellow Commissioners. He never participated in a meeting at which Karib Cable was discussed. Both Mr Potter, his fellow Commissioners, and the Minister remain completely satisfied with this precaution. They point to the fact that the Act says that a declaration of interest and a recusal from a meeting at which the conflicting company is being discussed is sufficient. They do not accept or understand that after Mr Potter had been appointed Chairman it would be a very audacious manager or technician at APUA who would hold out for the interests of APUA in any conflict with Karib Cable. They would have suffered under a legitimate fear that in any case of conflict immediately they made a protest they would have lost their job.
- I. Much has been made in the media about an alleged first bill from APUA to Karib Cable for \$206,000 that was allegedly reduced by \$84,000 to \$122,000. The suggestion is that this was corruptly done. I am satisfied that there was never a first bill and a second bill. It is clear from speaking to the various managers (who have no interest in protecting Karib Cable) that what happened was as follows. APUA had no experience of a billing on a vague and incomplete contract such as the one that it had with Karib Cable. When the time came for the first bill to be sent to Karib Cable, a first draft was prepared by one department head. He stamped it 'draft' and sent it to other divisions for their input. Another divisional manager realized

that there had been an inadvertent double-billing for labour and amended it. After the draft bill had been vetted by all concerned and corrected where necessary, it was sent to Karib Cable. Some mischievous person at APUA subsequently photo-copied both the first draft and the actual bill as eventually approved and sent to Karib Cable and leaked it to the media with the suggestion that some person in APUA had been bribed to reduce the amount of the bill. I am satisfied that that allegation is completely untrue.

- J. Other allegations of corruption inevitably arose and flew fast and furious around the media. There were suggestions that Commissioners other than Mr Potter were influenced by Kelcom or Karib Cable. I have found no evidence of this. The media eventually dug out the fact that the Glasses own a 9% shareholding in Digicel. The implications of Karib Cable and Digicel working hand in hand to subvert a variety of APUA's lines of revenue was raised. The Minister was said to be implicated. All of this was completely untrue. Mr Potter appeared to me to have genuinely been unaware of the relationship between the Glasses and Digicel. Nor was he aware of or interested in the telecommunications uses that Digicel could make of the Karib Cable conduits when and if they chose to do so. Professional advisers would have seen it immediately. None of Mr Potter's present problems would have arisen if the Minister had insisted that the APUA/Karib Cable negotiations be handled in a professional way, the way all government contracts are supposed to be handled. My recommendation is that APUA should be instructed to retain senior counsel locally or in the region with experience in the area of public utility contracts and seek an opinion on the existing Karib Cable contracts. Based on the advice received such remedial action as is recommended should be taken by APUA.

- K. The genesis of the Digicel problem is simple to state. It is found in the various reports of the PCS Manager to the Board over the past several months. APUA PCS is unique in the region in that it was the first mobile company to launch Global System Mobile (GSM) services. In its first four years starting in 2000 revenue growth was strong and steady. It now has nearly 26,000 active subscribers and offers 90% cellular coverage in Antigua and 70% in Barbuda. Revenue, however, will seriously decline this year. This is said to be partly due to government having awarded PCS's 1900 MHz band to Cable & Wireless. Competition for the lucrative roaming market from Cable & Wireless and Digicel will continue to reduce revenue. Revenue may dry up altogether. The PCS Manager has strongly and repeatedly recommended that in order to survive PCS must seek a pan-Caribbean partner.
- L. Both the Board and Cabinet approved the PCS Manager's recommendation. The result was that the Minister, the Chairman, the Manager Finance for APUA, and the Manager of PCS flew off to Jamaica. There they entered into a letter of intent with Digicel for the sale of 67% of PCS for US\$11,390,000.00. Detailed conditions regarding liberalization, the transfer of the 1900 MHz spectrum from Cable & Wireless to Digicel, duty free concessions, and no corporate taxes, among many other matters, were agreed upon. This agreement is subject only to the approval of Cabinet, and is, subject to such approval, presumably a legally binding agreement. All the APUA participants are proud of their effort in the negotiations with Digicel. The fact is that they were without any professional negotiating assistance. They had no idea what they should have been negotiating. It is not as if skills are lacking for their assistance. Sir Fred Philips QC is the retired senior Cable & Wireless legal adviser in the West Indies

and he lives in Antigua. He occasionally advises the APUA Commissioners. Even if he was not personally free to accompany them to Jamaica, he could have given them the names and telephone numbers of every available West Indian telecommunications contract negotiator and senior legal adviser with experience in telecommunications contracts. In the absence of such assistance, Digicel would have viewed them as lambs coming to the slaughter.

M. There is no need to repeat again the remarks made earlier about the inappropriateness of the Minister and the Chairman going off to negotiate agreements of this sort. They are not qualified to know what the real issues are and to deal with them. They were dealing with a major telecommunications company that would have had the support of its own professional advisers. The people of Antigua and Barbuda would have expected its negotiating team to be supported by similarly qualified technical advisers, from both the legal and telecommunications fields²⁴.

N. All this is not to say that Digicel would still not be the best partner for PCS. Prudent research and due diligence on the part of APUA's advisers may still have concluded that Digicel was the way to go. APUA and the people and government of Antigua and Barbuda, however, deserved a more professional approach to the intended divestment of such a large stake in PCS. At the very least, they deserved to have any contract for the sale negotiated with the assistance of strong local and if

²⁴ After this report was published to Cabinet, but before it was published to the public, a copy found its way into the hands of Digicel. Digicel has taken objection to the contents of this paragraph as it was originally drafted. I had made reference to a number of stories in newspaper articles. These stories were not complimentary about Digicel. I have gone back and questioned my sources for this paragraph. I now acknowledge that some of these stories had been completely misunderstood by me. The truth of others is denied by Digicel. As a result of what I have now learned, I have completely revised this paragraph. I have removed all the allegations. I should not have made them in the paragraph. The reference to these newspaper articles was unnecessary and unfortunate. I unreservedly apologise to Digicel for any distress caused.

necessary regional consultants well versed in such negotiations. I have no doubt that the intentions of the Minister and the Chairman were honest and well meaning. It was the amateurishness of the effort that left them open to the host of suspicions and accusations of corruption that resulted.

- O. Nor is there any need to repeat that in a matter so serious as the sale of a major asset of APUA there should have been a thorough discussion of the issues and an attempt made to arrive at a national consensus. We are speaking of the sale and divestment of an important national asset. The Minister and the Commissioners do not own the asset. They are placed in trust in a management position over the asset. It is a heavy burden they undertook in accepting office. Instead of keeping the crisis facing PCS concealed from the media and the public, the issues should have been brought out into the open. The public should be credited with enough good sense to have understood the urgency and importance of PCS forming strategic partnerships through divestment and/or other means. Unfounded accusations would have been avoided. My recommendation is that the Digicel contract as negotiated be rejected by Cabinet unless Cabinet is otherwise advised that it is in the best interests of the country. APUA should be instructed to retain senior counsel locally or in the region with experience in telecommunications contracts to advise on the terms and content of the proposed contract with Digicel. If the Digicel contract is not concluded, the same recommendation would apply to future negotiations with any potential partner concerning PCS.

5. Such other conduct of or exercise of authority by the Commissioners as in the opinion of the Investigator may have compromised the integrity of the Authority, and accordingly may necessitate adverse comment:

A. The issue of the award by the Commissioners to themselves of free utilities arises here. The Act provides that the Governor-General sets the salaries and allowances of the Commissioners²⁵. He no doubt acts on the advice of the Minister in this regard. The Commissioners in October 2004 decided to award themselves free telephones, electricity and other utilities²⁶. They first sought and obtained the permission of the Minister before they passed on the necessary instructions to the billing department. The Commissioners were at pains to explain to this investigation that free utilities are common in Antigua. Perhaps hundreds of households enjoy them. They have been granted in the past and for decades by politicians to party supporters and dignitaries in the country willy-nilly. No one knows how many beneficiaries of this liberality there are. The Commissioners saw it as a matter of minor significance that they allocated to themselves what they viewed as the commonly-enjoyed fringe benefit of free utilities. Nor did they consider that an award of free utilities amounted to or was the equivalent of an allowance that needed the Governor-General's approval. The average person would not agree with them. In any event it would have been only a matter of form to have obtained the necessary approval. The Minister had agreed, and the Governor-General would do what the Minister advised him to do in such a matter. However, it was an important technicality if the Commissioners were to impress the public that they really were a new broom sweeping clean. I

²⁵ Rule 11.

²⁶ They persuaded themselves that section 13 of the Act gave them this authority. The section reads where relevant: "The revenue of the Authority . . . shall be applied in defraying . . . the remuneration, fees and allowances of the members of the Authority . . ."

find that the award of the allowances to themselves without the approval of the Governor-General was improper. More importantly, the present disorganized and uncommercial award of such concessions is not in the interests of APUA. My recommendation is that one of the future tasks of APUA must be to act urgently to make recommendations to Cabinet to rationalize the use of free utilities in Antigua and Barbuda.

- B. Then there is the matter of the duty free vehicles. The Commissioners made application to Cabinet for a duty-free concession to import a vehicle for each of them. They argue that this is a common occurrence in Antigua. For decades the politicians have awarded persons of less influence and importance than Commissioners duty free concessions as a matter of course.
- C. Whether or not the award of duty free concessions without regard to policy is such a common occurrence as they assert, it remains a bad one if it is not based on some principle and closely regulated and scrutinised. Duty free concessions should be awarded by governments to international and other agencies as a matter of treaty or international agreement, and to such charitable and other suitable organisations as a matter of exception. It is not a concession to be abused, but is to be exercised under a strictly applied policy. The public perception in seeing the new Commissioners reaching out apparently for every financial advantage for themselves must have been one of great disappointment. It would have added fire to the smouldering suspicion that there was strong conflict of interest if not an active lining of pockets among the Commissioners. This suspicion was not justified, but the Commissioners brought it upon themselves. All this is not to detract from the conclusion that I have come to that these Commissioners were essentially decent and well meaning persons who saw themselves as

striving mightily to work in the best interests of APUA. If they had a fault it is that they had been so long exposed to a lack of care on the part of public officers that they were no longer sensitive to the proprieties that should have inhered to the public trust of their position. If it were within my terms of reference, I would recommend that the appropriate ministry be directed by Cabinet to review the existing duty free policy and to come up with a new revised policy that will be of general application and not limited to the Commissioners at APUA.

- D. There has been speculation in the public media that the Vice Chairman, Dr Percival Perry, is a shareholder in Karib Cable or in Digicel²⁷. Dr Perry is a retired and distinguished nuclear engineer. He had at one time in the past had an interest in introducing cable TV to Antigua and Barbuda and had applied to the previous administration for a licence. The government of the day had refused him, and had instead granted the licence to CTV. He had not since then applied for any telecommunications or cable TV licence. The implication of what has been published in the media is that Dr Perry had just as much of a financial interest in the success of Karib Cable as the Chairman. If this was so he should have declared the conflict of interest and not allowed himself to be selected to represent APUA's interests in the negotiations with Karib Cable. The allegation appears to have been ill-founded. There is no evidence produced, and I am as satisfied as one can be that none exists, that Dr Perry has or ever had any beneficial interest in Karib Cable.
- E. The past practice of the Chairman, Vice Chairman and Secretary spending extended periods of time at the offices of APUA and interacting directly with the staff and customers should not be allowed to continue or to be repeated by any new

²⁷ See for example the Antigua Sun article "Daniel's Downfall Part II" of 25 November 2005.

Commissioners. Nor should be Commissioners be writing letters and signing cheques for APUA. These administrative functions are performed by the employees of the Authority employed by the Commissioners and subject to the instruction and supervision of the Commissioners through the GM and the appropriate divisional managers. The managers must deal with the Commissioners through the GM unless the GM instructs a particular divisional manager to do otherwise. My recommendation is that the new Commissioners be instructed, as previously indicated, in the proper functioning of a board of directors and conduct themselves appropriately. They should not be spending extended periods of time at the offices of APUA outside that required purely for holding their board meetings. They should ensure that there is adequate staff to take over the purely administrative functions that they previously performed.

- F. Other than the particular failings detailed above, I must repeat that my investigation has not come up with any hint of evidence that the Commissioners or the Minister had any but the best interests of the nation and of APUA at heart when they entered into the agreements they did. Their failings were due to the cultural and historical milieu in which they found themselves. Cabinet was as much at fault as they were in not insisting on their following the proper procedures.
- G. The Commissioners have spent some fifteen months coming to grasp with the complexity of the issues at APUA. In the light of their having almost entirely been cleared by my investigation, I am of the view that they are eligible for their reappointment by the Governor-General. The Chairman's faults have been caused more by his concern to take immediate action to correct a national crisis, his enthusiasm for hands-on action more appropriate in the private sector, all overlaid by an unfamiliarity

with the principles of good corporate governance, than any intention or desire to line his pocket, the result of which has been to make his earnest endeavours appear more questionable than they deserved. My recommendation would be that if the dismissed Commissioners can be persuaded to take back up their appointments the Governor-General might be invited to do so. For reasons given, this should not include the Chairman. If he is still willing to serve in public office after the pressure he has been under in this matter, his undoubted talents could be more transparently used on a board with which he has no conflict of interest.

H. There being no other issue within my terms of reference that has been brought to my attention, I conclude this report with my thanks to the Hon Prime Minister and Cabinet for having been given the opportunity to serve. I can only hope that this report will be given wide circulation, and that the recommendations I have made will be accepted by Cabinet, by the Commissioners who are either appointed or re-appointed, and by the general public of Antigua and Barbuda.

Don Mitchell CBE, QC

Wednesday 14 December 2005

**APPENDIX 1
LIST OF INVITEES**

Monday 28 November:

9:00am Patricia Campbell, journalist with the Sun
10:00am Marabel Jacobs, journalist with the Sun*
11:00am Andy Liburd, journalist with the Sun
12:00pm
1:00pm Mickel Brann, editor of the Daily Observer*
2:00pm Lennox Linton, journalist with Radio Observer
3:00pm Alister Thomas, spokesman for the NMC*
4:00pm

Tuesday 29 November:

9:00am Sir McLean Emmanuel, Commissioner*
10:00am Earle "Desta Jah" Gardner, Commissioner
11:00am Leon Chaku Symister, General Manager of APUA
12:00pm
1:00pm Esworth Martin, Manager Finance and Accounting
2:00pm Lucette James, Manager Human Resources
3:00pm Milton Pringle, Manager Planning, Standards & Customer Service
4:00pm Hensley Isaac, Manager Telephones

Wednesday 30 November

9:00am Osta Francis, Commissioner
10:00am John Bradshaw, Manager Water
11:00am Lyndon Francis, Manager Electricity
12:00pm Adalia Richards, Recording Secretary APUA Board
1:00pm Julian Wilkins, Manager PCS
2:00pm Celia Roberts, Manager Sales & Marketing
3:00pm Curtis McKay, Manager IS*
4:00pm

Thursday 1 December

9:00am Janice O'Keiffe, Commissioner
10:00am Selwyn Palmer, Commissioner
11:00am Derrick Browne, Commissioner
12:00pm
1:00pm Barry Sebastian, Commissioner
2:00pm Norman Beazer, Commissioner*
3:00pm Edward T Henry, Concerned Citizen's Group
4:00pm

Friday 2 December

9:00am
10:00am Lennox Linton, Manager Radio Observer
11:00am Mickel Brann, Editor Daily Observer
1:00pm
2:00pm
3:00pm
4:00pm

Monday 5 December

9:00am Lionel Hurst of ZDK
10:00am Lester Bird, politician, former PM*
11:00am Glentis Goodwin, Chairman of the OND
12:00pm Monique Francis Gordon, attorney to the Commissioners
1:00pm Dean Jonas, former UPP public relations officer*
1:00pm Barry Sebastian, Board Member
2:00pm Dr Edmund Mansoor, Senator and Telecom Minister
3:00pm Dr Isaac Newton, former government advisor*
4:00pm

Tuesday 6 December

9:00am Wilmoth Daniel, Deputy PM and Minister of Public Utilities
10:00am Malcolm A Edwards, Secretary to the Commissioners
11:00am Dr Percival Perry, Deputy Chair of the Commissioners
12:00pm
1:00pm Rolston Potter, Chairman of the Commissioners
2:00pm Norman Beazer, Commissioner
3:00pm Senator Aziz Hadeed, Minister without Portfolio
4:00pm

*Did not attend

APPENDIX 2

The Seven Principles of Public Life²⁸

1. Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

2. Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

3. Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

4. Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

5. Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6. Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

7. Leadership

Holders of public office should promote and support these principles by leadership and example.

²⁸ United Kingdom, First Report of the Committee on Standards in Public Life, Vol. 1 (London: HMSO, 1994) [The Nolan Report]