

**MINUTES OF THE BOARD MEETING HELD ON THURSDAY 23 MAY 2018
AT 15:03 UTC VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda:

1. Investigation committee report
 - (i) Board:
 - (ii) Executive
2. Open Board meeting
3. Board NDA Review
4. Strategic Plan
5. Election guidelines
6. ASO Review Consultation
7. Company Secretary
8. AOB

BUSINESS OF THE DAY

The Chair, CB welcomed the members present online and opened the meeting at 15:05 UTC. The Board Members agreed to waive the 14 days' notice to convene a meeting.

A roll call was conducted to confirm quorum.

The Chair CB called for a review of the agenda. Agenda Items No 6 and No 7 were added to the Agenda as proposed by the Chair. The Agenda was adopted with amendments. Proposed SI. Seconded SM.

1. Investigation committee report

The Chair CB summarized that the Board has read the report and is now discussing on the way forward and define the Actions Plan.

The Board is to discuss the actions to handle the issues pertaining to the Board and the Executive as highlighted in the report.

(i) Board:

The Board reviewed and discussed the Code of Ethics for the company, including Board members and employees, as drafted and circulated by SM.

The Board acknowledged that there exist a Board Procedures Handbook and the Directors were encouraged to review the document as circulated.

SM proposed that whistleblowing process should be addressed and an appropriate mechanism to be established to make employees trust the organization and the processes in reporting any issues within the organisation. SM was of the view that the documents should also be aligned to the Code of Good Corporate Governance before publication.

Action Item 201805.01: SM to finalise the Code of Ethics document.

Action Item 201805.02: SI to review and edit the Board Procedures Handbook.

(ii) Executive

The Board discussed on the actions that should be taken with regards to staff members mentioned in the report. It is noted that the report also pointed out HR issues and mistrust within the organization.

[REDACTED]

The Chair CB sought the advice of the Legal Counsel with regards to the inappropriate actions of a staff member, guidance on the actions to be taken by the CEO and whether it is in breach of the Non-Disclosure Agreement.

[REDACTED]

After having considered the legal advice, the Board decided to take the following actions:

Action Item 201805.03: The CEO to look into the necessary disciplinary actions against the staff member as may be appropriate and to report to the Board by Friday 25 May 2018.

[REDACTED]

Action Item 201805.04: The CEO to provide a written explanation with regards to the IC report to the Board by 6 June 2018.

Action Item 201805.05: The Remuneration Committee to review the organisation structure and propose changes where appropriate.

2. Open Board meeting

The Board reviewed and discussed the document about Open Board meeting as circulated by SM.

The Board agreed to have Open Board meeting and to discuss the formalities during the Board Retreat in July 2018.

3. Board NDA Review

SM queried on the confidentiality clauses under the Companies Act and why the Directors should sign a non-disclosure agreement where there is already a mechanism to such effect in the Act.

The Legal Counsel explained that the Companies Act have provisions for the management of confidentiality, the signing of the non-disclosure agreement is more of a commitment of the individual member that become a Director and makes them realise the particular nature of their duties as a Director and make them focus on their functions. The agreement also highlights to their attention to the consequence of a breach of trust and confidentiality and the effect of it, which is expulsion from the Board and removal as Director.

SO was of the view that Board Director should be free to discuss certain topics with the members but the resolution 201411.211, regarding the non-disclosure agreement and confidentiality of information discussed within the Board, prevents Director from engaging openly with the members.

The Board debated and considered to revoke the resolution 201411.211 and to review the NDA document during the Board Retreat 2018.

Action Item 201805.05: The Board to reconsider the 2014 resolution with respect to the NDA and to come up with the decision by 6 June 2018.

Action Item 201805.06: The Board to review the NDA document during the Board retreat 2018.

SO disconnected at 16:50 UTC. No quorum

5. Adjournment

The Chair, CB moved to adjourn the meeting at 16:53 UTC. Proposed AB. Seconded S.M. A meeting is convened for the next day 24 May 2018 at 15:00 UTC