

**MINUTES OF THE SPECIAL BOARD MEETING HELD ON THURSDAY 28 MARCH 2018  
AT 15:10 VIA THE ONLINE CONFERENCE SYSTEM**

**Present:**

Mr Alan Barrett (AB)	CEO	
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Dr Christian Bope (CB)	Member	Central Africa
Mr Haitham El Nakhal (HE)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Lucky Masilela (LM)	Member	Southern Africa
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. NDA Breach and way forward
2. Working with CoEs
3. Proposed agenda for the meeting with CoEs in Dakar
4. Invitation of CoEs to the Board meeting with RIPE NCC Board
5. AFRINIC HR Processes and Contract Allocation
6. Nominations Approval

**BUSINESS OF THE DAY**

**1. Agenda Review**

The Chair, AN welcomed the Board Members present online and opened the meeting at 15:10 UTC. A roll call was conducted to confirm quorum.

The Board discussed the draft Agenda as circulated. The Board agreed to defer discussions on Agenda Item No 2, 3, 4 to the Board mailing list. The Agenda was adopted with amendments.

**2. Working with CoEs**

Discussion defer to mailing list.

**3. Proposed agenda for the meeting with CoEs in Dakar**

Discussion deferred to mailing list.

**4. Invitation of CoEs to the Board meeting with RIPE NCC Board**

Discussion deferred to mailing list.

**5. NDA Breach and way forward**

The Board ratified the resolution passed by circulation on 26 March 2018.

**Resolution 201803.399**

WHEREAS Mr. Sunday Folayan was elected in June 2016 to Seat 2 on the AFRINIC Board of Directors (representing Western Africa), for a term to end at or after the AGMM to be held in 2019;

WHEREAS on 26 March 2018, Mr. Sunday Folayan tendered his resignation as a Director;

WHEREAS the Board is required to call a meeting of members to hold an election to fill the vacancy in terms of the Bylaws article 13.1;

WHEREAS an AGMM is already planned for May 2018;

WHEREAS the Board has the option of appointing a replacement to fill the vacancy in terms of the Bylaws article 13.14, for the period ending at the time of the AGMM in May 2018;

RESOLVED to remove Mr. Sunday Folayan from the List of Directors and Registered Members at the Registrar of Companies of Mauritius with immediate effect;

RESOLVED to add the election for seat 2 to the agenda for the AGMM in May 2018;

RESOLVED to task the Nomination Committee (NomCom) and staff with all necessary actions to ensure that the election for seat 2 takes place in May 2018;

RESOLVED not to appoint a replacement immediately in terms of Article 13.14 of the Bylaws.

Proposed CB. Seconded SO. (Approved by email dated 26 March 2018) Resolution passed unanimously.

The Board noted the advice from the Legal Counsel that the NDA had been violated. The legal advice to remain internal to the Board to allow the Independent Committee to continue with its investigation.

The Board discussed the way forward with respect to the filing of the vacancy of the

Board Seat 2, and the fact that the NomCom2018 is presently conflicted in terms of article 9.1 of the Bylaws, since two of its Members are from the Western Region. CB suggested that the Board could ask the conflicted members of the NomCom to resign and appoint new members in order to resolve the conflict. After discussion, the Board decided to constitute an ad hoc NomCom to handle the election for Board Seat 2, leaving the existing NomCom to handle other elections.

The Board noted the legal advice that there was no provision in the Bylaws for an additional NomCom, but there is no legal barrier to it. The Board decided to give the membership the opportunity to comment on the proposed ad hoc NomCom.

**Action Item 20180328.01:** The Board to communicate to Members on the proposed way forward with regards to the filing of the vacancy of Board Seat 2 and seek comments from Members until 20:00 UTC on Friday 30 March 2018.

**Action Item 20180328.02:** The Board to constitute the parallel NomCom after the comments from Members have been received i.e after 20:00 UTC on Friday 30 March 2018.

## 5. **AFRINIC HR Processes and Contract Allocation**

SI expressed concerns about AFRINIC HR processes, as well as processes for the awarding of contracts, and the need for them to be assessed. The CEO confirmed that there are internal procedures in place at AFRINIC for handling grievances, but it may happen that staff bypass the procedure, and this cannot be prevented.

**Action Item 20180328.03:** The CEO to provide information about the HR and Procurement processes by the end of May 2018.

*AN and LM stated that they are conflicted in the discussion of Nomination approvals. The Chair AN handed over chairmanship of the meeting to the Vice-Chair CB at 16:30 UTC. AN and LM left the meeting at 16:33 UTC .*

## 6. **Nominations Approval**

CB presented the summary of nominations as received from the NomCom2018 for each election [Board of Directors, PDWG, Governance Committee and the Policy Development Appeal Committee] that will be held during the AGMM2018 in Dakar, Senegal.

The Board has no objection to the list of candidates but the NomCom has to fulfill the remaining steps of the process, for instance checking if a seconder has been provided where needed and candidates providing all the required information.

### **Resolution 201803.400**

WHEREAS on 26 March 2018, NomCom provided the Board with a list of nominations, including three nominations for two open Board seats, two nominations for one open Governance Committee seat, three nominations for one PDWG co-chair seat, and four nominations for three Policy Development Appeal Committee seats;

WHEREAS the Board is required to approve nominations to Board seats and Governance Committee seats;

WHEREAS the Board is not required to approve nominations to PDWG Chair or Appeal Committee seats;

RESOLVED to approve all the Board and Governance Committee nominations, subject to NomCom eliminating any that do not satisfy requirements set in the election guidelines, AFRINIC Bylaws, or other relevant documents.

Proposed SO. Seconded CB. Resolution passed unanimously.

The Vice-Chair CB moved to close the meeting at 19:08 UTC. Proposed SM. Seconded HE.