

**MINUTES OF THE GOVERNANCE COMMITTEE HELD ON THURSDAY 16 FEBRUARY 2017 AT
13:06 UTC
VIA ONLINE WEBEX CONFERENCING SYSTEM**

Present:

Mrs Isatou Jah (IJ)	Member
Mrs Wafa Dahmani (WD)	Member
Mr Abdalla Omari (AO)	Member
Mr Mike Silber (MS)	Member (joined at 13:15 UTC)
Mrs Zeimm Auladin-Suhootoorah (ZA)	Member

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Adviser
Mr Seun Ojedeji (SO)	Board Liaison
Mrs Guylaine Laiyra	Secretary

Agenda:

Part 1 – Lead by Secretariat

1.0 Election of Chairman and Vice-Chairman – Lead by Secretariat

Part 2 – Lead by elected Chairman

2.0 List of Actions – as proposed by Mike Silber

2.1 One Year Work Plan - as proposed by Abdalla Omari

3.0 AOB

BUSINESS OF THE DAY

Part 1 - Lead by Secretariat

1.0 Election of Chairman and Vice-Chairman

The Legal Adviser, Ashok Radhakisson (AR) welcomed the Members present online and opened the meeting at 13:05 UTC. He informed the Members that he will lead the first part of the meeting for the election of the Chairman and Vice-Chairman and briefed on the proceedings of the Governance Committee's meeting.

AR invited proposal and/or self-nomination for the position of Chairperson.

Wafa Dahmani (WD) proposed herself as Chairperson, supported by Abdalla Omari (AO) and Isatou Jah (IJ).

There was no objection for WD to be the Chairperson.

The Members agreed for Wafa Dahmani to be appointed as the Chairperson of the Governance Committee for a period of one year as at 16 February 2017.

AR invited proposal for the position of Vice-Chairperson.

Mike Silber (MS) and Abdalla Omari (AO) proposed to stand as Vice Chair. MS withdrawn his candidacy since AO has volunteered as Vice-Chair.

There was no objection for AO to be the Vice-Chairperson.

The Members agreed for Abdalla Omari to be appointed as the Chairperson of the Governance Committee for a period of one year as at 16 February 2017.

AR handed over the meeting to the Chair, WD, at 13:29 UTC.

Part 2 - Lead by the elected Chairperson

2.0 List of Actions - as proposed by Mike Silber

MS briefed that the CEO suggested that the GC look at the Bylaws of AFRINIC and MS was of the view that it is an important item to discuss.

AR added that he has worked with the Bylaws for almost 10 years and he has seen the Bylaws being changed regularly because of remarks or the advices from the community from the Board itself. As a new organization, it is good to adapt the Bylaws to changing situations. AR was of the view that to look at the Bylaws is a priority and agreed with MS to having flag this item out and should be the job of the GC at the first place. He recalled the GC that at the last SGMM in Mauritius, there were many changes to the Bylaws that were passed, and the GC is the place to work on the changes, reflect and discuss on the changes, and tender advices to the Board.

MS clarified that the GC are an advisory committee and will not make changes.

ZA queried on the number of changes that were made in the past years.

AR explained that the Bylaws was first made in 2006 and there were no changes until 2013 in Djibouti. Then in Mauritius last year, there were few changes in 2016. And there still seem to be echoes from the community to look into other changes as well. The GC is the proper forum to look at it and tender advices if need be.

WD invited comments on how we are to proceed with these Bylaws changes, whether through the GC or a call within the community.

ZA said that the GC need guidances in order to look into the Bylaws, may be a survey to the community to gather feedback on what are the changes that they want the GC to consider. IJ supported ZA. IJ also proposed to review the discussions made on the Bylaws to understand the complaints made on the Bylaws.

MS summarized that there are two processes that should be considered by the GC:

1 : First step is to do a Bylaws Review and have a report, then the GC goes to the community with specific questions and items that want to address with the community

2. Second issue is the GC to go to the community and inform that we are reviewing Bylaws, what else the community wants the GC to do. We can put those issues on our workplan and look if it is within our scope to consider.

AO agreed to MS. He proposed that the GC Members could give two weeks to put their suggestions on the Bylaws and the Secretary to merge the ideas. Then the GC can come up with an agreement for the Bylaws to comment.

AR proposed that for ease of reference, the GC could get a copy of the 2006 Bylaws, 2013 Bylaws and the 2016 proposals which were made in Mauritius from the Secretariat. The GC can go through the documentations and to figure out what kind of changes were addressed, to understand what are the changes that were brought up and why they were done. The GC will be in a better position know what changes to go on.

WD added that the GC needs a table including what are the changes that were brought in 2013 and 2016. AR and the Secretariat to work together to draft the table and submit the documents.

AR reminded that the GC could meet only 4 times a year as per the Terms of Reference, that is every 3 months. It was proposed that in one month time, a meeting could be fixed, in the meantime the Secretariat can prepare the documents and made a summary of the changes that were made in 2013 and the proposals made in 2016.

WD said that the Secretariat to prepare and circulate the documents, the GC to meet in April 2017 to discuss and then to make a call to the community.

AO approved the timeline as proposed by the Legal Adviser, to have documents in 1-2 weeks, then we reviewed and work by emails, a meeting in April 2017 and can move till the AIS17.

Action Item GC201702-01: The Secretariat to circulate the 2006 Bylaws, the 2013 Bylaws and the proposals for Bylaws Changes made in 2016. The Legal Adviser to compute a table summarizing all the changes. Documents to be circulated within 2 weeks from the date of present meeting.

Action Item GC201702-02: The GC to start with a review of the Bylaws with all Bylaws revisions since inception to be considered. The GC to discuss via emails and to hold the second meeting in April 2007.

Action Item GC201702-03: The GC to reach out to the community on possible areas of the Bylaws that the Community will like the GC to pay attention to; or any other issues that they will like the GC to consider.

2.1 One Year Work Plan - as proposed by Abdalla Omari

To merge with Agenda Item No. 1.0 above.

3.0 AOB

IJ shared her views that the GC should still need to ask for suggestions from the community. The Bylaws could not be the primary item that the community what the GC to look into.

AO stated that the role of the GC is to look at areas that we want to raise then we go to the community and say what they will like us to look into in addition.

WD recalled the question that was raised by Andrew Alston to the GC in Mauritius. Andrew asked a question as to what the GC will you do towards the problems happening when policies are being discussed among the community. WD apprised the GC to discuss this issue together and to advise the Board accordingly. ZA was of the opinion this is the more crucial issue affecting the community right now and the level of aggressivity that can be seen during the PDP.

SO reminded that work regarding the policies development process is out of scope of the GC as per Section 3.2 of the Charter. AR confirmed that it is outside the scope of the GC to discuss about policies, but the GC can look into the governance issues involved during the pdp.

Action Item GC201702-04: The GC to discuss on the governance issues involved during Policy Development Process in their next meeting.

4.0 Closure

Meeting ended 14:05 UTC