

**MINUTES OF THE GOVERNANCE COMMITTEE HELD ON THURSDAY 27 APRIL 2017
AT 15:02 UTC VIA ONLINE WEBEX CONFERENCING SYSTEM**

Present:

Mrs Wafa Dahmani (WD)	Member - Chairman
Mr Abdalla Omari (AO)	Member – Vice-Chairman
Mrs Isatou Jah (IJ)	Member

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Adviser
Mrs Guylaine Laiyra	Secretary

Apologies:

Mr Mike Silber (MS)	Member
Mrs Zeimm Auladin-Suhootoorah (ZA)	Member
Mr Seun Ojedeji (SO)	Board Liaison

Agenda:

1. Opening, Roll Call and Welcome
2. Confirmation of members present and noting of apologies
3. Confirmation of Assembly Quorum
4. Adoption of the proposed Agenda
5. Approval of Minutes of previous meeting dated 16 April 2017
6. Review of Action Items
7. Proposed Agenda Items:
 - 7.1 GC document
 - 7.2 GC letter
 - 7.3 Bylaws review
 - 7.4 Governance issues in the PDP
 - 7.5 AIS-2017
8. AOB

BUSINESS OF THE DAY

1. Opening, Roll Call and Welcome

The Chairman welcomed the Members present online and opened the meeting at 15: 02 UTC.

2. Confirmation of members present and noting of apologies

The Chairman informed about the apologies received from SO and MS.

3. Confirmation of Assembly Quorum

A roll call was carried out to confirm the quorum. The Legal Counsel, AR confirmed that there is quorum and the meeting can start.

4. Adoption of the proposed Agenda

The Chairman, WD invited comments on the Agenda, if any. IJ pointed out that the Agenda Item 5.4 will not be discussed because SO is not present. The Chairman WD advised that she has a point to raise under this Item and to keep it under the present Agenda.

The agenda was adopted as presented.

5. Approval of Minutes of previous meeting dated 16 February 2017

There was no amendment to the minutes dated 16 February 2017. The minutes was approved as presented by the Secretariat.

Resolution GC201704.01:

The Governance Committee approved the minutes of the Board meeting held on 16 April 2017 as presented by the Secretariat. Proposed WD. Seconded IJ. Resolution passed unanimously.

6. Review of Action Items

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.

Status: Action Items to be closed. Completed. The Bylaws version 2013 and 2016 were circulated accordingly.

IJ and AO highlighted that they were not able to track the changes properly and proposed that a table be prepared to ease the track changes in the different versions of the Bylaws. The Legal Counsel, AR will draft and circulate the table.

New Action Item GC201704-01: The Legal Counsel AR to compute a table summarizing all the changes in the different versions of the Bylaws.

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

Status: Action Items to be kept Open.

The Governance Committee (GovCom) was of the view that some special resolutions that were proposed by the Board in the November 2016 and which did not pass by 75%, those special resolutions could be reconsidered and re-submitted for approval / vote to the community.

IJ queried as why the special resolutions are to be put to vote again if they were not voted successfully in November last. WD explained that, according to her, in the last meeting, there was no sufficient audience to consider those special resolutions and the opinions may have been biased when the community voted about them, it may be good to reconsider those special resolutions during AIS2017, for instance. WD briefed that it is the role of the GovCom to advise the community and the Board when the GovCom think that something was missed. IJ proposed that a summary of which special resolutions (SRs) are important, which SRs passed, which SRs did not pass and which SRs were closed to pass.

Legal Counsel AR advised that the SRs were proposed by the CEO and some did not pass by the 75% majority vote; if the GovCom said those SRs should be revisited, the GovCom needs to inform the CEO as the author of the SRs and then somebody should propose the SRs for vote during the forthcoming AGMM2017 within the comments period.

The Chairman WD reiterated that there is the need to set clear

procedures and involves all the community in the review and reach consensus. The role of the GovCom is to advise the Board and the community.

WD to go through each SRs accordingly and discuss within the GovCom mailing list in order to revert back to the CEO. It is also proposed to add reference with regards to the Companies Act and the members to add their comments. WD proposed to draft a table of all the resolutions and AR to add cross-referencing to the Bylaws and Companies Act, if any. AR to send a soft copy of the Company Act for reference.

IJ agreed with WD and suggested that after the SRs review, a summary be prepared for the community as a whole and give the rational as why the SRs should be reconsidered.

Legal Counsel pointed out that the recommendations to the Board should be done through the Board Liaison. SO to liaise with the Board on the matter and how the GovCom has considered the SRs and then to report back to the GovCom on the feedback received.

New Action Item GC201704-02: WD to review each Special Resolutions proposed for vote in November 2016 in Mauritius to the community. WD to draft a table of all the special resolutions and AR to add cross-referencing to the Bylaws and Companies Act, if any.

New Action Item GC201704-03: AR to send a soft copy of the Company Act for reference.

Action Item GC201702-03: The Governance Committee 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.

Status: Action Item completed. Letter drafted and reviewed by the GovCom.

The GovCom debated on how to share the letter to the community. The Legal Counsel AR advised that the letter should be shared through the community mailing list.

The Legal Counsel also explained Articles 7.6 of the Bylaws whereby presentation of special resolutions shall come from Registered and Resources Members; they can consider and approve the special resolutions but there is no restriction that prevent other members to introduce a special resolution.

New Action Item 201704-04: The Chairman WD to amend the GovCom letter to the community and send to Secretariat for publication and sharing on the community mailing list.

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

Status: Action Item to be kept Opened. To be discussed in the next meeting when SO is present.

IJ shared her views that the issues noted in the PDP process seem like a governance issue to be addressed to some GovCom. Good governance is to bring everybody within the community together but does not seem to be the case during the PDP process. There is a tense relationship between different groups. The GovCom has to discuss and find means to bring the community together. The Committee agreed that there are divisions within the community, and it is the role of the GovCom to look how to remediate the situation, to understand when and what went wrong and how to bring back unity.

AO agreed that it is a problem that the GovCom should take up and see how a more civilized way of discussing PDP.

The Legal Counsel proposed that a reflection paper of the issue within the PDP could be drafted and shared within the community. The GovCom to reflect on the situation and to spell out how things should be done.

IJ reminded the Committee that the Board Liaison SO did inform that the PDP co-chairs are working on a similar document and it should be good to wait on the outcomes as per SO. At least, in order not to create duplication of work.

Discussion to be continued on the mailing list.

AO was disconnected at the meeting at 16:00 UTC.

AO reconnected at 16:04 UTC

7. Proposed Agenda Items:

7.1 GC document

The Chairman WD briefed on the GC document that she shared for comments. The document outlines set of rules and procedures about how the GovCom shall operate and liaise with the community, the CEO and the Board. WD invited comments from the GovCom on their views on the document and whether the GovCom shall use only the charter of the GovCom.

IJ pointed out that the document is an operational guideline, a document of how we do our work and it should not be included in the the TOR.

WD proposed to create a group to f the document / operational guidelines and the need for the Legal Counsel to assist and be in the group. IJ volunteered to join the group to draft the GovCom Operational Guidelines. The Chairman concluded that other members can give their feedback when the group will finish the document.

New Action Item 201704-05: A sub-group to the GovCom was created to work and draft a Governance Committee Operational Guidelines. The group is comprised of WD, IJ and AR. The group will share the document with the Committee for comments upon completion of the task.

7.2 GC Letter

Already discussed as per 4.0 above.

7.3 Bylaws review

Already discussed as per 4.0 above

7.4 Governance issues in the PDP

Already discussed as per 4.0 above.

The Committee agreed to wait for the Board Liaison SO and further discuss in the next meeting.

7.5 AIS-2017

The Chairman WD stated that it will be the first meeting of the GovCom and the community. However, she will not be present in Nairobi and AO will replace her during the AIS17 meeting or any face-to-face meeting of the GovCom. WD will query with the CEO if there will be a

slot in the agenda for the GC to present its work.

WD to write to the CEO and request a slot about 15mins in the agenda for the GovCom. The GovCom need to prepare about what to communicate to the community, information about what work completed, work plan and then an open micr with the community for sharing inputs.

New Action Item 201704-06: The Chairman WD to write to the CEO and request a slot about 15mins in the agenda for the GovCom.

8. AOB

8.1 GovCom Webpage

The Chairman WD proposed that a webpage for the GovCom within the AFRINIC website to be created and where the work of the GovCom including communication and minutes could be shared. IJ highlighted that there is already a section under the website for Working Groups and each Committees have their own webpage under this section.

New Action Item 201704-07: The Secretariat to look into the creation of a webpage for the Governance Committee under the AFRINIC website.

9.0 Closure

Meeting ended 16:25 UTC