

**MINUTES OF THE SPECIAL BOARD FACE-TO-FACE MEETING HELD ON  
WEDNESDAY 9 MAY 2018 AT 18:22 LOCAL TIME  
IN THE BOARDROOM, RADISSON BLU DAKAR HOTEL, SENEGAL**

**Present:**

Mr Alan Barrett (AB)	CEO	
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Haitham El-Nakhal (HE)	Member	Northern Africa
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      Legal Counsel

**Agenda:**

1. Review the Board resolution 201803.398 – Proposed by HE

**BUSINESS OF THE DAY**

The Chair, AN welcomed the members present and opened the special meeting at 18:22 Local Time.

A roll call was conducted to confirm quorum. There was no declaration of conflict of interest.

The Chair, AN to the Board that the special meeting is a continuation of the discussion on the Board resolution 201803.398 as proposed by HE.

**1. Review the Board resolution 201803.398 – Proposed by HE**

The Chair AN, invited the Legal Counsel to address the Board on the chronology of events that had lead HE to step down as Vice-Chair. HE stepped down from his position in order to have a transparent process and investigation that occurred. There were no votes but a role of good sense. There was a particular context which lead to HE stepping down from the position of Vice-Chair pending the inquiry; and the report has exonerated HE from the allegations. As such, HE can get back his position as Vice-Chairman under this limited premise. However, the Legal Counsel advised that there is a confusion in the use of the word 'Interim' since both the present Chair AN and Vice-Chair CB are replacing a vacant seat respectively. The word 'Interim' should have been removed from the resolution and AN should have been appointed as Chair after the formal resignation of SF was received.

## **Resolution 201805.415**

WHEREAS the Board having taken cognisance of the resignation of Mr Sunday Folyan on the 26th of March 2018

RESOLVED to appoint Mr Abibu Ntahigiye as the Chairman of the Board.

Proposed SO. Seconded HE.

Vote by Roll Call.

Vote: HE =Yes. SO = Yes. CB = NO. LM= Yes. SM= Abstain. SI= NO. AB= Abstain.

AN recused himself.

Tally YES = 3, NO = 2, Abstention = 2

Resolution Passed.

The Board debated on whether there is the need to do the re-instatement now or at a later stage. The Board commitment was to review the resolution on or before 31 May 2018 and there presently other urgent issues to consider.

HE asked for the draft resolution to be tabled. SO supported and noted that it was important to reinstate HE before the AGMM since the Board leadership will reset after the AGMM

### **DRAFT Resolution for reinstatement of HE;**

WHEREAS the Board as per resolution 201803.391 tasked the Governance Committee to appoint an independent investigation committee on the "Allegations made against AFRINIC staff and some members of the Board of Directors";

WHEREAS the Governance Committee has provided the report as required;

WHEREAS the report states that "The IC [Investigation Committee] is satisfied that there is no evidence of harassment, bullying or intimidation on the part of SF and HN against VP";

WHEREAS the report states that "There is no evidence whatsoever against HN of having breached the terms of the NDA and/or section 153 of the Companies Act 2001";

RESOLVED to reinstate Mr Haitham El Nakhal as Vice Chairman of the Board;

RESOLVED that in consequence the Interim Vice Chairmanship of Dr Christian Bope lapses with immediate effect.

Proposed SO. Seconded HE.

Vote by Roll Call. Requested by SO.

[REDACTED]

The final voting record was: HE = abstain; CB = abstain; SO = Yes; LM = NO; SM = Abstain; SI = NO; AB = NO; AN = abstain.

Resolution Failed with 1 YES vote, 3 NO votes, and 2 recusals.

## **2. Adjournment**

The Chair AN moved to adjourn the meeting at 19:23 Local time. Proposed SI. Seconded SO.