

# Board of Directors (BoD) Election Process and Guidelines

Proposed Changes: 2020/01/17

## 1. Introduction

This election process is approved by the AFRINIC Board of Directors, in terms of the AFRINIC Bylaws article 13.2. This process applies to elections for Board seats, and also applies, *mutatis mutandis*, to any other elections that follow the same process as Board elections.

The Board may provide additional guidelines at any time, in terms of article 9.2 of the Bylaws.

- Article 13 of the AFRINIC Bylaws governs the appointment of Directors.
- Article 9 of the Bylaws governs the Nomination Committee (NomCom).
- Article 10 of the Bylaws governs the Election Committee.

At least two or three Board seats are open for elections every year. Elections take place during the Annual General Members Meeting (AGMM) that is normally held in the months of May or June. Board seats are numbered from 1 to 9. Seats 1-8 are elected by the community.

Different Board seats are elected in different years, on a three-year cycle as follows:

- Election for seats 1 (Northern Africa), 2 (Western Africa), and 7 (region-independent);
- Election for seats 3 (Indian Ocean), 4 (Central Africa), and 8 (region-independent);
- Election for seats 5 (Southern Africa) and 6 (Eastern Africa).

In all matters relating to AFRINIC elections, the term “Member in good standing” means an AFRINIC Member who has completed all necessary formalities, whose membership remains current, and who has paid all membership fees and resource allocation or assignment fees due to AFRINIC (see Bylaws article 6.4(iii)). Invoices that have been issued, but that have not yet reached the date when payment is due, shall not be considered as fees that are due to AFRINIC.

## 2. The Election Process

Responsibilities of the NomCom are defined in Article 9 of the AFRINIC bylaws and include the following:

- Report to the Board and follow the guidelines set by the Board;
- Call for candidates for all open positions;
- Prescribe criteria and qualifications for eligibility to stand for election;
- Interview candidates, if appropriate, prior to finalising the list of candidates;
- Finalise the list of candidates for every election;
- Supervise the conduct of the polls by the Election Committee on election day.

NomCom should always operate in accordance with the AFRINIC Bylaws. The following sections of the AFRINIC Bylaws are especially relevant:

- Article 1: Definitions of “Election Committee”, “Nomination Committee (NomCom)”, and other terms.
- Article 9: “The Nomination Committee”;
- Article 10: “Election Committee”;
- Article 12.14(i): Deals with nominations from Members, the information that must accompany a nomination, and approval of nominations by the Board.

A new NomCom shall be appointed every year, to handle elections during the entire calendar year. In addition to dealing with Board elections, NomCom will serve a similar role for any other elections by the AFRINIC Membership or community.

## 2.1 Eligibility for membership of NomCom

In terms of Article 9.1 of the Bylaws:

- No candidate for election to the Board may be a member of the NomCom;
- No person domiciled in a region whose Board seat is open for renewal may be a member of the NomCom.

The Board further expects NomCom members to:

- be neutral; to have no interest in the results of the elections;
- be trusted members of the AFRINIC Internet community;
- have good knowledge of the AFRINIC business environment;
- possess prior NomCom experience in the I\* ecosystem is preferred;
- do their best to fulfill their responsibilities.

## 2.2 Appointment of NomCom members

In terms of article 9 of the Bylaws, the NomCom shall consist of a chairman and three other members as appointed by the Board. In other words, the Board appoints four members, and one of those will be the chair. The Board's practice is to appoint the four members as follows;

- One member selected from within the AFRINIC Board;
- Three members selected by the AFRINIC Board from the community, after a call for volunteers;

The Board shall call for volunteers and appoint NomCom members following an appointment process determined by the Board, and following the timeline given in this election process document.

## 2.3 NomCom chair

The four members of the NomCom shall choose a chairperson, who shall be one of the three community members (not the Board member).

## 2.4 Role of the Board representative

The Board representative is a full voting member of NomCom. The Board representative may report to the Board on the general activities and progress of NomCom, including the number of candidates and whether individual candidates are found to be qualified or not, but shall not report on confidential discussion of the merits of individual candidates.

## 2.5 Communication with the Board

Since the Board representative is part of Nomcom, he/she can summarize the activities of NomCom to the Board; however, the official communication channel between the Board and NomCom will be between the NomCom Chairperson and Board Chairperson, with the CEO in copy.

## 2.6. NomCom decision making process

NomCom decisions may be made by majority vote. In the event of a tie, the issue shall be discussed further, and then the vote shall be repeated. In the event of a tie that cannot be resolved through additional discussion, the Chair of the NomCom has an additional casting vote.

## 2.7. Staff support to NomCom

AFRINIC staff shall provide reasonable logistics support on request from the NomCom chair to the CEO. Such support includes publication of the list of nominees, compilation of comments, mailing list moderation, website updates, communication with nominees, and other duties pertaining to the roles and responsibilities of the NomCom.

AFRINIC staff may also answer questions about factual issues relating to AFRINIC membership or participation in AFRINIC events or discussions. Under no circumstances should AFRINIC staff participate in NomCom's discussion of the merits of any candidate.

## 2.8. NomCom remuneration and travel support

NomCom members do not receive any remuneration.

AFRINIC will provide travel support for the NomCom Chair to attend any AFRINIC meeting at which an election is held. Subject to budget status as determined by the CEO, AFRINIC may also provide travel support to additional members of NomCom.

## 3. Election Committee

Logistics of running all elections will be managed by the Election Committee, which is appointed by the CEO in terms of article 10 of the Bylaws. The CEO shall also appoint a Chair of the Election Committee.

A new election committee shall be appointed every year, to handle elections during the entire calendar year.

In addition to dealing with Board elections, the Election Committee will serve a similar role for any other elections by the AFRINIC Membership or community.

## 4. Relationship between NomCom and Election Committee

The Election Committee consists only of AFRINIC staff, and does not include any NomCom representatives (Bylaws Article 10). However, in terms of Bylaws Article 10.1(iii), the Election Committee must liaise with the Chairperson of the Nomination Committee, set up under Article 9 of the Constitution, for the holding of polls on election day."

## 5. Nomination and Selection of Candidates for Elections

### 5.1. Distinction between nominations and candidates

Different parts of the Bylaws or the election process refer to "nominations" and "candidates". These are not the same. Nominations are the input to NomCom, in terms of Bylaws article 9.3(ii)(a). The list of candidates is the output from NomCom, in terms of Bylaws Article 9.3(ii)(d).

Not all nominations become candidates. Some nominees may not be eligible; some may withdraw; some may not be approved by the Board in terms of Bylaws article 12.14(i); some may not be selected by NomCom for any reason.

## 5.2. Eligibility to nominate

In terms of Bylaws Article 12.14(i), “Each Member may nominate one individual who shall be eligible to be elected as a Director.” This means that only Members in good standing may make nominations for Board seats. Also, each member may make no more than one nomination (for each open position). In practice, AFRINIC members are usually organisations who have designated contact persons, and one of the contact persons may make a nomination on behalf of their organisation. This means that no seat that is open for election may have multiple nominators or supporters that represent the same Member. The same requirement applies to all elections where the AFRINIC Members vote (e.g. Board, Governance Committee), but not in elections where the AFRINIC community votes.

To assist in verifying this, nominators should be required to state their AFRINIC org-id on the nomination form, and the person submitting the nomination must be an authorized contact for the Member. Self-nominations and nominations by those who are not registered contacts of AFRINIC members in good standing are also allowed, but with the condition that the nomination must be formally backed by authorised and registered contacts of at least two AFRINIC Members in good standing.

## 5.3. Criteria and qualifications for eligibility to stand as a candidate

In terms of the Bylaws section 9.3(ii)(b), the NomCom shall prescribe criteria and qualifications for eligibility to stand as candidate.

Note that, for regional seats, Bylaws Article 13.5 does not prescribe requirements for citizenship or residence in the sub-region that the Director intends to represent. Past practice has been to require residence in the sub-region at the time of the election. The Board recommends that NomCom should continue this practice.

Before publishing the “criteria and qualifications”, NomCom shall submit a draft to the Board for comments. Responsibility to set the criteria and qualifications for eligibility to stand as candidate lies with the NomCom, but NomCom should consider the Board’s comments (if any).

The provisions of the Bylaws articles 13.10, 13.11, and 13.12 shall be observed. Those provisions are:

13.10. No person shall be appointed or hold office as a Director if s/he is a person who:

- (i) is under 18 years of age;
- (ii) is an undischarged bankrupt;
- (iii) would, but for the repeal of Section 117 of the Companies Act 1984 of Mauritius, be prohibited from being a Director or promoter of, or being concerned or taking part in the management of, a company within the meaning of that Act;
- (iv) is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under Sections 337 or 338 of the Act ;
- (v) is not a natural person; or
- (vi) has been adjudged to have been of unsound mind.

13.11. A person shall not be appointed a Director of the Company unless

(i) that person has consented in writing to be a Director and certified that he/she is not disqualified from being appointed or holding office as a Director in accordance with the Act; and

(ii) that person has signed the forms required to be a Registered Member under Article 6.3 above.

13.12. Further to the provisions of Section 13.11, the NomCom shall, as far as practically possible, seek the following additional conditions for the eligibility of candidates to the position of Board Directors:

(i) previous Board or organisational leadership experience;

(ii) skills in business management and leadership;

(iii) fundraising for not-for-profit organisations experience;

(iv) network operations and Internet services experience; and

(v) international Business development experience.

#### 5.4. Nomination form

NomCom should work with staff to design a nomination form for use in the online nomination process.

The nomination form should include fields for all the information required by Bylaws article 12.14(i): “the full name and address of the nominated person as well as a short description of the person, including the person's professional background, age, nationality, residential address and the region, which the person is proposed to represent.”

There should be provision for upload of a photo and brief biography of the nominated person.

There should be provision for the nominated person to indicate their consent to publication of their name, photo, brief biography, nationality, and the region which they are proposed to represent, for use during the election process including the public comment period.

The nomination form should include the name of the nominator, and the AFRINIC org-id of the AFRINIC Member that the nominator is authorised to represent, to enable the nominator to be checked against the provisions of Bylaws article 12.14(i).

For reference, Bylaws Article 12.14(i) states:

#### 12.14 Member Proposals

(i) Each Member may nominate one individual who shall be eligible to be elected as a Director.

Such nominations must be received by the Nomination Committee not less than three (3) weeks

and not more than eight (8) weeks prior to an Annual General Members' Meeting called under

Article 11.1 of this Constitution at which Directors will be elected. Such nominations shall,

subject to the Election Guidelines document, be approved by the Board, and, inter alia, contain

the full name and address of the nominated person as well as a short description of the person,

including the person's professional background, age, nationality, residential address and the region,

which the person is proposed to represent

#### 5.5. Call for nominations

In terms of the Bylaws Article 9.3(ii)(a), the NomCom shall call for candidates for elections held by AFRINIC. The call for candidates shall include information about the open positions, the “criteria and qualifications” for candidates as set by the NomCom and the Bylaws, the criteria for nominators, and the nomination process and timeline.

#### 5.6. Submission of nominations

The Election Committee will arrange for completed nomination forms, submitted online, to be sent via email to NomCom.

#### 5.7. Checking of criteria

The Election Committee should check that nominations are received in good time, that nominators or supporters are persons who are authorised contacts for AFRINIC members in good standing, and that no seat has multiple nominators or supporters that are from the same Member. The NomCom Chair should ask each nominee to verify that they consent to stand, and that they consent to have their information published. For Board seats, they should be asked to certify that they are eligible in terms of Bylaws Article 13.10.

The NomCom Chair should contact each nominator or supporter to verify that they nominated or supported the nominee.

NomCom should check each nominee against the “criteria and qualifications” published during the call for nominations.

For regional seats, such as Board seats 1 to 6 as defined in the Bylaws Article 13.4(i), Election Committee staff should check the relationship between country or economy, and sub-region, as provided in the nomination. The web page at <https://afrinic.net/service-region> should be used as a reference for the relationship between countries or economies, and the sub-regions defined in Article 13.5 of the Bylaws. In the event of any apparent discrepancy, the Election Committee staff will bring the issue to NomCom’s attention, and it will be NomCom’s responsibility to decide how to handle the matter.

#### 5.8. Board approval of nominations

After nominations are received, the Board must approve them in terms of Bylaws section 12.14(i). This must happen early in the process, before NomCom spends much effort in finding the best candidates, and certainly before NomCom finalises the list of candidates in terms of the Bylaws section 9.3(ii)(d). Note that the Board does not approve the slate of candidates (the output from NomCom); the Board approves the nominations (the input to NomCom).

NomCom shall send the list of nominations, and all related information, to the Board as early as possible. The Board shall respond to NomCom in a reasonable time, with the list of approved nominations, and any concerns.

#### 5.9. Number and diversity of candidates

In terms of the Bylaws section 9.3(i)(a), the NomCom must “use its best effort towards ensuring that a satisfactory number of individuals from the African internet community stand as candidate”. To that end, NomCom should proactively look for candidates, in addition to publishing a call for nominations.

The Bylaws do not define a minimum or maximum number of candidates for each position. The Board recommends that NomCom shall put forward a minimum of two (2) candidates for each open position, and recommends that NomCom should use its own judgement regarding the maximum number of candidates for each open position.

If there are few nominations, then NomCom may extend the time limit (with the consent of the Board), or proactively look for more candidates.

If there are many nominations, then NomCom may use interviews and its own judgement to choose the best candidates, so that not all nominations become candidates, and so that the final number of candidates presented on a voting ballot is not too many.

The Board recommends that NomCom should consider gender, language and cultural diversity in selecting candidates for all elections.

#### 5.10. Interviews and background checks

NomCom may interview candidates in terms of the Bylaws section 9.3(ii)(c). On request from the NomCom chair, AFRINIC staff will facilitate interviews via telephone or Internet teleconference.

NomCom may conduct additional background checks or consult referees at its discretion.

#### 5.11. Finalising the list of candidates

In terms of the Bylaws section 9.3(ii)(d), NomCom has the responsibility to “finalise the list of candidates for any election”.

Prior to finalising the list of candidates, NomCom shall prepare a draft list, and send it to the Board for non-binding advice. If the Board provides advice, then NomCom shall consider it, but final responsibility lies with NomCom, and NomCom is not obliged to follow the Board’s advice.

### **6. Announcement of candidates and public comment period**

NomCom shall work with the Election Committee to ensure that an online system for public comments is available. The public comment period shall be open from the time that the candidate list is finalised, until the day before the election day. The commenting system shall display each candidate’s name and other relevant information that the candidate has consented may be published, and shall allow the general public to submit comments about the candidates. The comments shall be published, but inappropriate comments may be removed.

The NomCom Chair shall announce the final list of candidates, and information about the public comment period, via email to

- [announce@afritic.net](mailto:announce@afritic.net)
- [rpd@afritic.net](mailto:rpd@afritic.net)
- Any other mailing list that is particularly relevant to the election in question (if not a Board election)

In the case of Board elections, the CEO shall arrange for the announcement to be sent to the registered voting contact of each AFRINIC member.

### **7. Withdrawal**

A nominee or candidate may withdraw his/her nomination by notifying the NomCom Chair at least 7 days before the start of the electronic voting period. The withdrawal notification must be submitted by either the nominator or the candidate. In any case, both the nominee and the

candidate must be informed to verify and confirm the withdrawal before it can be formally accepted.

If a withdrawal is received too late, then the candidate will nevertheless appear on the ballot, but any votes for the candidate will be ignored when determining the winner of the election.

## 8. Voting

Voting will be allowed both via an electronic voting platform, and via paper ballots. Proxies will be allowed for voting by paper ballot. The Board encourages the use of E-voting.

### 8.1. Eligibility to vote

Only organisations and persons fulfilling the following criteria are able to vote:

- Any AFRINIC Resource Member in good standing.
- All Registered Members.

A Resource member who is not a natural person may be represented by a person who is a registered contact for that organisation. This representation does not require a proxy. An eligible voter may be represented by a proxy, duly appointed by the member and duly approved by the CEO at least 24 hours prior to the Election Day and transmitted to the Chair of the Elections Committee.

In addition, the following criteria apply to votes cast by candidates:

- A candidate cannot carry a proxy (Section 12.12(ix) of Bylaws ).
- A candidate can carry the votes of the Resources Members they formally represent, having been registered as one of the organisation's contact persons for at least 12 months before the election date or since that organisation's commencement of membership if less than 12 months old. The MyAFRINIC portal will be the source of membership status for all eligible voters.
- A candidate without a valid membership status cannot vote. AFRINIC Board

### 8.2. Proxies

An organisation that is not able to send a representative to attend the face-to-face meeting can give its voting rights to a proxy (per Sections 12.11 and 12.12 of the AFRINIC bylaws ) by filling the proxy form available from the member's profile within the MyAFRINIC portal . Proxy forms will be available at the same time as electronic voting opens.

The form must be downloaded, signed and a copy must be sent by e-mail to the elections committee (ecom at afrinic dot net) not later than 24 hours before the election date. When a proxy is issued, the member loses the ability to cast an electronic vote.

- No member entitled to vote shall carry more than 5 proxies during the said election (Ref. section 12.12 (iiiv) of the bylaws ). Historically, this has been interpreted to mean that a person may vote on behalf of any number of members for which the person is a registered contact (where no proxy is required), but a person may not carry more than 5 proxies.
- No Candidate to the election of Director of the Company shall act as proxy for any member during such an election (Ref. section 12.12(ix) of the bylaws ).
- A proxy instrument can also be printed on the official and actual letterhead of the Member organization.
- The paper document embodying the proxy instrument must be duly signed by:



- Either a registered administrative contact of the Member. (For the avoidance of doubt, AFRINIC's database shall be used for counter verification), or:
- A director of the company, on whose letterhead the paper proxy document has been printed, and whose name is listed on the said letterhead.
- The affixing of Company seals to the paper proxy instruments is not mandatory.
- Members who are natural person and who do not have a letterhead are exempted from the obligation of printing the proxy instrument on a letterhead.

### 8.3. Electronic Voting

The electronic voting platform is integrated with MyAfriNIC portal , and will be accessible only to members in good standing.

The following will apply to e-voting:

- The e-voting ballots have the same candidates and choices as the paper ballots.
- Starts at least 7 days before AGMM date.
- Ends at the same time as the close of voting via paper ballot.
- “Trustees” that are setup to unlock and tally the e-vote system shall consist of the AFRINIC CEO, NomCom Chair, and the AFRINIC Legal Counsel.
- E-votes are tallied using the e-voting tallying system. Results are signed by the trustees.

### 8.4. Paper Ballot on Election Day

The voting conducted during the Annual General Members' Meeting is carried out via paper ballots containing a list of candidate names.

Prior to the vote, all members present or participants holding a proxy will be required to register and validate their membership status. Election Committee staff will apply a stamp and signature to each ballot paper when it is issued. Ballot papers without the stamp and signature will not be valid.

- Voters should only vote for one option/candidate per seat. Each mark on a ballot paper represents one vote. A ballot with more than one mark per seat will be considered spoilt, and not be counted.
- This will be a secret ballot election. An inclusion of any personal data on the ballot paper will invalidate the vote and will be counted as spoilt.
- Elections will be closed as soon as the last member or proxy present in the meeting room casts his/her vote.

### 8.5. Other considerations on election day

In terms of the Bylaws section 9.3(b), NomCom shall “have general responsibility for, and shall supervise the conduct of the polls by the Election Committee on election day.” In terms of the Bylaws section 10.1, the Election Committee has various duties. The NomCom chair shall work with a member of the Election Committee designated by the CEO to ensure that the election proceeds smoothly.

The Bylaws are not specific on the detailed proceedings during an election. The NomCom has general responsibility in terms of Bylaws section 9.3(b), but the Election Committee also has responsibilities in terms of Bylaws section 10. The Board suggests the following procedure:

- NomCom introduces the election, describes the responsibilities and the term;
- NomCom gives each candidate a chance to speak and interact with members if required;
- Election Committee performs the election;
- Online voting should close at the same time as in-person voting closes;

- Votes are counted;
- Election Committee reports the result to NomCom chair;
- NomCom chair announces the result.

#### 8.6. Counting of votes and determination of winners

A representative of the NomCom, and members of the Election Committee present during the AGMM, in addition to not more than four (4) volunteers from the other RIRs present, shall count the paper votes.

Counts from electronic voting shall be added to counts from paper ballots to determine the final counts. The abstentions must be recorded while tallying, both via e-voting and with paper-ballots.

In the event of a tie for an open seat, voting for that seat will be repeated, only by paper ballot and ignoring any e-voting results, until there is a winner.

For each seat, the candidate who receives the most votes shall be the winner.

Disputes shall be resolved in terms of Article 10.2 of the Bylaws.

### 9. Announcement of result

The Chair of the NomCom will announce the election results, including the number of electronic votes and paper ballot votes for each candidate.

The CEO shall send the final results by email not more than 48 hours after the election to:

- [announce@afnic.net](mailto:announce@afnic.net)
- [members-discuss@afnic.net](mailto:members-discuss@afnic.net)
- [rpd@afnic.net](mailto:rpd@afnic.net)

The election results shall be simultaneously published on the AFRINIC website.

### 10. Election timeline

The following timeline shall be used as far as practical. Staff should fill in specific dates every year. Minor deviations do not need to be approved by the Board.

Days to Election	Activity Date	Activity
<u>NOMCOM APPOINTMENT TIMELINE</u>		
143	22-Jan-20	Board Decision to Call for Volunteers to NomCom
141	24-Jan-20	Publication and Announcement of the Call for Volunteers
124	10-Feb-20	Closure of the Call for Volunteers; Board review of received volunteers
122	12-Feb-20	Board decision (& transmission to staff) on selected volunteers
120	14-Feb-20	Publication and Announcement of Selected Volunteers
106	28-Feb-20	Election of NomCom Chair
103	02-Mar-20	Announcement of Elected NomCom Chair
<u>BOARD NOMINATION &amp; ELECTION TIMELINE</u>		
88	17-Mar-20	Send Nomination Information to AFRINIC Staff for publication
86	19-Mar-20	Publication of Nomination Information
86	19-Mar-20	Open Candidate Nomination Period
56	18-Apr-20	Close Candidate Nomination Period
54	20-Apr-20	Send Received Nominations to Board for Approval
52	22-Apr-20	Board Review & Transmittance of Approved Nominations to NomCOM
50	24-Apr-20	Start Review period of (Board Approved) Nominations
40	04-May-20	End Review period of nominations
39	05-May-20	Prepare and send final candidate slate to Board for "Review" and "Non-binding advice"
37	07-May-20	Board-reviewed slate sent back to NomCom
36	08-May-20	Prepare and send final candidate slate to staff for publication
34	10-May-20	Staff Publication of final candidate Slate & candidate information comment pages
30	14-May-20	Announcement of Final candidate slate & opening of public comments period

14	28-May-20	Prepare and Publish Announcement for AGMM notice (with final slate & expiring seats)
13	29-May-20	Open e-voting and proxy registration
1	10-Jun-20	Close of proxy registration & appointment
0	11-Jun-20	Election day, Close of electronic voting

#### 11. Summary of changes from previous version:

1. Delete "NOMCOM" from the sentence "The Board may provide additional guidelines to NOMCOM at any time, in terms of article 9.2 of the Bylaws." Since guidelines can also be used by ECOM, community, etc
2. In Sec 2.1 – add a clause that candidates need to possess prior NomCom experience in the I\* ecosystem is preferred;  
Changed be trusted members of the AFRINIC community to 'Be trusted members of the AFRINIC Internet Community'.
3. In 5.9, NOMCOM shall provide a minimum of two candidates.
4. In Sec 8 – add a clause that promotes e-voting over paper ballot and proxies,
5. In 8.2 bullet 3, clarify that a proxy instrument can also be printed on letterhead if not generated from MyAFRINIC.
6. In 8.6, add a clause that requires abstentions to be tallied and announced, from both e-voting and paper-ballots.