

**MINUTES OF THE SPECIAL BOARD FACE-TO-FACE MEETING HELD ON
SATURDAY 5 MAY 2018 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 (AR)	Legal Counsel (<i>Remotely</i>)
---------------------------	-----------------------------------

Agenda:

1. Discussion on Governance Committee report regarding allegations
2. Way forward

BUSINESS OF THE DAY

The Chair, AN welcomed the members present and opened the meeting at 12:30 Local Time.

A roll call was conducted to confirm quorum.

HE declared conflict of interest as his name is mentioned in the report. AB declared that he has a conflict in matters where his name is mentioned. The Board noted the conflict of interest from HE and AB and agreed for them to stay in the meeting but will be restricted from voting, if any.

1. Discussion on GC report regarding allegations

The Board Liaison to the Governance Committee, SO, briefed that the Governance Committee (GovCom) has submitted the investigation report to the Board and also a one-page report of GovCom was included as well with the Annexes. SO noted to the Board that during the GovCom meetings on the Independent Committee (IC) Report, the Board Liaison SO, the Legal Counsel and the Secretary did not have access to the report and was not in attendance to these particular meetings. SO also informed that during one of the Govcom meeting it was suggested

by a member of GovCom for them to publish the report but it was noted to them that they have to submit the report to the Board, since it is the Board that has given this particular task. The GovCom agreed that the report needs to go to the Board and encourage the Board to publish applicable parts of the report for transparency.

The Board debated on the processes that should be adopted in dealing with the IC investigation report and communicating to the community. It was agreed that the Board need to first brainstorm on what to report to the community and the timing to report back as well as the level of details to be disseminated.

The Board acknowledged that the report was received on the 2 May 2018 and each Board member has not had enough time to thoroughly study the contents of the report and understand all its implications and gravity; to enable an effective discussion to take place and to come up with appropriate actions plan.

The Board recognized that the community is expecting to hear from the Board on the allegations.

The Board discussed on the critical aspects of the IC investigation report, the different options that can be adopted and whether the following should be disseminated to the community:

- i. the GovCom report to the Board
- ii. the Executive Summary
- iii. the IC investigation report

The Executive Summary contains the methodology and findings of the investigator while the GovCom report to the Board contains recommendations / other actions that the Board should consider. However, it is noted that the letter of the GovCom is not part of the IC report, the GovCom is only extending another information and its observations that the Board can use as part of its deliberations. The Board reckoned that it is the findings of the IC that should be transferred to the community and to work for the best interest of the organisation. The Board need to reply to decision it will make.

On the other hand, if the IC investigation report is published as it is, then the Board should be ready with answers to all the questions that will come up from the community. Publishing the report will entail that the Board is satisfied with its contents and in a position to response to further queries and has in hand all the actions to be taken. But the Board has not yet study the detailed report line by line, understand and assess all the implications and come up with an action plan.

The Chair AN highlighted that every options have risks and the Board is trying to minimize the risks in deciding whether to only publish the Executive Summary or to publish the whole report to the community.

The Legal Counsel advised that the Board should not do anything that will be against what the GovCom has decided and he believed that the GovCom intended for the report to be published. The report is a report commissioned by the Board, and it is up to the Board to decide, there is the need for further redaction, or to publish the Executive Summary, it is up to the Board to take the decisions. However, the Board is to be aware of the expectations of the community. The Legal Counsel advised that if the Executive Summary is published first, then later the Board come with other information or the report, there can be presumptions that some information may have been mingled by the Board or hidden from the community, however good faith it can be. The Legal Counsel further informed that if the Executive Summary only is published, it may be a bad decision. The Board has to consider for what purpose the report was commissioned, at the behest of the community, if the Board want to publish, it is the IC report that should be published

as this is what is expected from the community and this is what the GovCom was asked to do. But it is up to the Board to decide.

CB requested that since the investigation was conducted by an independent firm, the expectation of the community is the report to be published. CB is in the view that the full report should be released.

SO suggested that we will need to take into account any legal implication but that publishing the summary report may be a good start since we needed to start acting on some part of the report.

The Chair adjourned the meeting at 12:18 Local Time and to be reconvened in the afternoon of Saturday 5 May 2018 at 18:00 Local Time.

LM proposed as a way forward to release the Executive Summary with a statement that the Board is releasing the executive summary while it is still considering the detailed report and it will revert back upon considering the contents, looking into recommendations and developing the actions based on the recommendations by 31 July 2018. The Board should not act in a rush to publish the report but take time to consider it and the actions to be taken.

SM proposed to seek legal advice on the implications in publishing the Executive Summary.

The Legal Counsel stated that he has read the redacted report 4 times and it is to be noted that when reading the Executive Summary, there is the need to go back to the report to see what information in the report that corroborate with the conclusion in the Executive summary.

The Legal Counsel further added that there are many legal implications in the report; there are things that are in the report and if made public, the person mentioned or aimed act, may sue for defamation in a civil court. It is good advice that there is no rush in getting the full report public, each lines should be studied.

He advised cautions in disseminating the full report without each member assessing the legal implications. There is the need to communicate to the community and a way forward may be to to acknowledge receipt of the report by that date, to inform that the report have details that need to be studied with lot of care and cautions and unfortunately none of the board members have read the report to make a view about it and allocate to it enough time, and each one to give its views at a next meeting. At this point, the Legal Counsel will not advise to publish the report with the details that it contains.

Moreover, if the Board is communicating what is found in the Executive Summary, and somebody find his names there, the Board is already communicating an information that he might consider as defamatory, the Board will be responsible for giving publicity for this information; the person who copies the information and make it available to the public, is liable if there is defamation.

The Board needs to comply to the Data Protection Act if the communique is to contain the abbreviations or the full name of the person, the law firm has also refrained and put initials, if the Board wants to do the same, according to the Data Protection Act, there is the need for the consent of that particular person since it refers to the name and personal data of the person involved.

The Board debated on whether to publish the Executive Summary or the report in line with the GovCom recommendations, the Terms of Reference of the IC, the Data Protection Act; and all necessary cautious that is required.

The Board agreed not to publish the report, but to review the Executive Summary and based its communication to the community on it.

[REDACTED]

2. Way forward

The Board decided not to publish the Executive Summary and the report for now, taking into consideration the legal implications and the different discussions on the matter.

The Board decided to draft a communique to the community.

3. Adjournment

The Chair proposed a motion to adjourn the meeting at 18:30 Local Time. Proposed SM. Seconded LM. A Special Board Meeting is convened tomorrow Sunday 6 May 2018 at 09:00 Local Time.