

**MINUTES OF THE SPECIAL BOARD MEETING HELD ON MONDAY 28 MAY 2018
AT 15:11 VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
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
---------------------------	---------------

Agenda:

1. Continuation of the consideration of the investigation report with regards to AFRINIC employee
2. Publication of the redacted IC report
3. CEO proposal on IC report regarding executive

BUSINESS OF THE DAY

The Chair, CB welcomed the members present online and opened the meeting at 15:11 UTC. A roll call was conducted to confirm quorum.

The Board agreed to waive the 14 days' notice prior to conduct a meeting.

SO queried whether the present meeting is the special board meeting that he had requested. The Chair replied that the Agenda Item requested by SO and other members were compiled to draft the Agenda as circulated and to call for a normal board meeting.

SO asked clarifications from the Legal Counsel and suggested that the meeting be recognized as a Special Board Meeting

The Legal Counsel explained that the Bylaws does not make any provisions for calling a special board meeting but only refer to ordinary board meeting; the issue involved is whether SO is asking for only one agenda item to be discussed in the board meeting. The agenda item that SO requested pursuant to the last board meeting held on the 24 May 2018, is the impact of the Independent Committee (IC) report on employee. Otherwise, the members can agree to discuss all the other Agenda Items as presented.

The Chair agreed to refer to the meeting as a Special Board Meeting.

The Chair called for a review of the draft agenda as circulated.

[REDACTED]

CB disconnected at 15:44 UTC

CB reconnected at 15:48 UTC

1. Continuation of the consideration of the investigation report with regards to AFRINIC employee.

The Chair summarized that the Agenda item is pursuant to SO's request; and the CEO has shared the report with respect to the disciplinary matter.

SO explained that he believes that necessary actions should be taken with regards to [REDACTED] as it concerns the IC report since the Board has considered the case of [REDACTED] pursuant to the IC report.

The Board discussed whether, having regard to the content of the IC report, any board member could find himself in a position of conflict. Following discussions, the Board considered that there was no conflict of interest.

The Board agreed to stay action on the alleged fraud case on [REDACTED] pending the DC investigation is completed.

CB disconnected at 15:58 UTC

CB reconnected at 16:08 UTC

[REDACTED]

2. Publication of the redacted IC report

The Board has received the redacted IC report from the Governance Committee (GovCom) including the annexes which were redacted.

The CEO suggested that the redacted IC report can be published but not the annexes. The CEO requested to have 2 days to inform staff that are involved in the report before the publication of the report.

SO pointed that the GovCom was given the task to produce a version of the IC report that can be published and relevant sections/names were redacted; there is nothing in the current version of the report with regards to names that has not been in the public domain already. SO sought clarification on the need to inform the staff as this may create further delay if one staff object and say not to publish. The GovCom has advised the Board to do the needful as soon as possible. SO suggested that the Board should draft the statement that should accompany the report and publish the report as submitted by the GovCom.

The Chair stated that [REDACTED] should be informed before publication. The CEO confirmed that the staff whose names are in the report, should be informed directly before the report is published.

SM was of the opinion that the report should be published with the annexes as received from the GovCom unless there are data protection or privacy reasons for not publishing the annexes. SI was of the same view.

The CEO said it is mostly a matter of cautions; that the annexes contained private and background information of how the IC comes to such findings. The community does require that information but the findings only.

The Legal Counsel stated that as Legal Adviser to the GovCom and with the concurrence of the Board, he has gone through the texts and advised on few edits that are in contravene to the Data Protection Act and Privacy Act. He highlighted the attention of the Board that the report is the report of the GovCom and if the GovCom found the report that they sent to the Board and the one that is published for the public are not the same, the risk exists that the GovCom may disown the report. On the other hand, if the Board has taken cognizance of the annexes and its contents and feel that it may lead to leakage of private materials, then the Board may take the decision not to share the annexes. The Board should take note that the GovCom has redacted the report twice and has sent the report as they feel it should be published to the Board.

SO proposed that the Board to decide to publish the report as submitted with the annexes and the Board to take 48 hours to review the annexes and consider if there are any information that should not be published. SI and SM were of the same view as SO.

The Board agreed to publish the report including the annexes as received from the GovCom. The Board to review the annexes within 24 hours to see if there are any information that should be removed from the annexes that might exposed the company; the Board will also work on the communication to the community.

The Board decided that the GovCom report should also be published at the same time of the redacted IC report and the reports to be published under the GovCom Register of Requests.

Action Item 20180528.01: The CEO to publish the redacted IC report within 48 hours i.e on Thursday 31 May 2018.

Action Item 20180528.02: The CEO to inform the staff that are mentioned in the redacted IC report that the report will be published on Thursday 31 May 2018.

Action Item 20180528.03: The Board to work on the communication to be sent to the community when publishing the IC redacted report, to review all the annexes to the redacted IC report and to consider the Governance Committee's report to the Board within the next 48 hours, i.e. Thursday 31 May 2018.

Action Item 20180528.04: The Board Liaison to the Governance Committee (GovCom), SO to inform the GovCom that the redacted IC report and GovCom Report are to be published with links under the GovCom Register of Requests on Thursday 31 May 2018.

3. CEO proposal on IC report regarding executive.

As per the Board's request, the CEO has circulated his proposal for actions to be taken against the executive staff and the Board agreed to the proposal. It is noted that all warnings related to staff will be made in writing.

4. Closure

The Chair proposed a motion to close the meeting at 16:49 UTC. Proposed SO. Seconded SM.