

MINUTES OF THE SPECIAL BOARD MEETING HELD ON 28 NOVEMBER 2018 AT 13: 30 LOCAL TIME TUNISIA, IN THE BOARDROOM OF MEDINA CONFERENCE AND EXPO CENTRE, HAMMAMET, TUNISIA

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Habib Youssef (HY)	Member	Northern Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Vika Mpisane (VM)	Member	Southern Africa [SKYPE]
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

AGENDA

1. Resignation of Mrs Dorcas Muthoni
2. Filing of casual vacancies
3. Reconstitution of Audit Committee
4. AoB

BUSINESS OF THE DAY

The Chair CB welcomed the Members present and opened the meeting at 13:30 Local Time, Tunisia.

A roll call was carried out the confirm quorum.

Notice for calling of Directors' meeting was unanimously waived by the members present as per Articles 19.2

The Agenda was read over to VM as he was encountering connection problem. Upon a motion from HY, seconded by SO, the agenda was approved.

1. Resignation of Mrs Dorcas Muthoni

1.1 Consideration of letter of resignation

Members were notified that Mrs Dorcas Muthoni (DM) had submitted a letter of resignation as Director with immediate effect. (Letter tabled for members' information)

The Chairman invited comments from members.

SM sought explanation regarding the chronology of events which led to the resignation of DM. The Chairman submitted thereon.

SO suggested that the letter of resignation be accepted and that a letter of thanks be sent to DM.

1.2 Communication regarding the letter of resignation

- (i) It was agreed that the communication, on this matter, be a cautious one in order to allay any misunderstanding that the resignation was a forced one.
- (ii) A response be sent to the Community in that regard
- (iii) The communication be clear with a way forward in the wake of the resignation, in the same e-mail.
- (iv) Matter to be discussed further during the examination of Item 2 of the agenda.

Following discussions among members, the following resolution was agreed and approved unanimously.

Resolution 201811.461

WHEREAS Dr Dorcas Muthoni was appointed in July 2018 to seat No 6 on the AFRINIC Board to represent the East Africa region for a term ending on or about the June 2019 AGMM, WHEREAS on 26 November 2018, Dr Dorcas Muthoni tendered her resignation as a Director with immediate effect,

RESOLVED

- (I) To accept her resignation
- (II) To remove Dr Dorcas Muthoni from the list of Directors and Registered Members at the Registrar of Companies of Mauritius with immediate effect.

Resolution approved following motion from SO and seconded SI.

There were no objection Resolution passed unanimously.

Action Item 201811.01: The CEO to oversee the administrative process related to the resignation with the Secretariat.

SO suggested that a communication on this matter be addressed to the Community by the Chairman.

2. Filling of Casual Vacancies

Following comments from SI, VM and SO, it was noted that

- (i) A process was put into place for the filling of casual vacancies
- (ii) That the same process must be adhered to for the filling of the existing casual vacancies

- (iii) Chairman suggested that since the seat for the West Africa region has remained unfilled, and that there is now one a casual vacancy for the East Africa region, both seats should be filled simultaneously.

Members agreed with the Chairman.

Chairman further suggested that

- (i) A communication for the Community be drawn up.
- (ii) The communication would include the process by which these casual vacancies would be filled
- (iii) The two elements should form part of one single mail.

Members agreed that the text of the said communication be sent to VM for his comments. VM agreed with the suggestion of the Chairman.

The text was agreed as the communiqué to be sent to the community.

It was decided that a final decision on the content of the text will be taken on 09 January 2019. SO to edit and finalise the text of the selection process for the filling of the casual vacancies.

Action Item 201811.02: Chairman to communicate approved text to the community.

VM to suggest a text of appreciation and commitment to DM.

3. Re- Constitution of Audit Committee

The Chair of Audit SO informed the Board that as the number of members of the said committee was satisfactory, there was no pressing need to appoint another member to replace DM.

4. AOB

4.1 NRO-NC/ASO AC Appointments

It was observed that none of the appointees of AFRINIC was present at AFRINIC 29. It was reported that adverse comments had been received regarding the attendance of AFRINIC appointees during the meetings of the NRO-NC/ASO-AC.

SO wanted to know whether the timings of these meetings could be an impediment for these appointees to attend. The CEO informed Board that the frequency of participation of AFRINIC appointees on the mailing lists was reasonable.

The Chairman was of the view that this matter was a serious one as appointees of other RIRs do attend.

SO suggested that if such a problem recurred in the future, it had to be escalated to the Board to avoid undiplomatic remarks.

5. Closure

The Chair CB moved to close the meeting at 14:55 Local Time. There was no further business the meeting was closed at 14.55 hrs. Motion for closure moved by SM seconded by HY.