

AFRINIC Guidelines for ad hoc NomCom for Board seat 2 election, May 2018

10 April 2018

Role of ad hoc NomCom

Following the resignation of Mr Sunday Folayan from the AFRINIC Board, Seat 2 (Western Africa) is vacant. The Board as per Resolution 201803.399 resolved to hold an election for Seat 2 at the next AGMM in May 2018 in Dakar, Senegal.

This implies that NomCom should propose a slate of candidates, and in terms of the Bylaws article 12.2(ii), the slate of candidates must be included in the notice of the meeting. However, the current NomCom 2018 includes members who reside in Western Africa, and now there is an open seat for Western Africa, which raises a conflict with the Bylaws article 9.1.

After receiving legal advice and after allowing AFRINIC members to comment, the Board is appointing an ad hoc NomCom to handle only the election for Seat 2, leaving the existing NomCom to handle other elections. The ad hoc NomCom is expected to work independently of the existing NomCom, but following similar procedures, with a compressed time line.

In the remainder of this document, the term “NomCom” should be understood to apply to both the existing NomCom for 2018, and to the ad hoc NomCom for the Seat 2 (Western Africa) election in 2018. Where there is a need to distinguish between the two, the phrase “existing NomCom” or “ad hoc NomCom” will be used.

NomCom requirements

In terms of the AFRINIC Bylaws section 9.2,¹ “The NomCom shall report to the Board and operate under such guidelines as may be prescribed by the Board.” This document provides guidelines from the Board to the NomCom. The Board reserves the right to provide additional guidelines at any time before the election.

¹ AFRINIC Bylaws <<https://www.afrinic.net/en/about/bylaws>>

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

- Report to the Board and follow 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 slate of candidates;
- Finalise the list of candidates for every election;
- Supervise the conduct of the polls by the Election Committee on election day.

Internal Organisation of NomCom

Relevant Bylaws: NomCom should always operate in accordance with the AFRINIC Bylaws.

The following sections of the AFRINIC Bylaws are especially relevant:

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

Eligibility for membership of NomCom: In terms of section 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; this means that the ad hoc NomCom may not include people who reside in the Western Africa region.

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 community;
- have good knowledge of the AFRINIC business environment;
- do their best to fulfill their responsibilities.

Remuneration: NomCom members do not receive any remuneration.

Travel: AFRINIC will provide travel support for the NomCom Chair to attend any AFRINIC meeting at which an election is held.

Number of members: In terms of section 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 chairman.

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.

Selection of Chair: The four members of the NomCom shall choose a chairman, who shall be one of the three community members (not the Board member). This is to ensure that the Board member does not have too much influence.

Role of AFRINIC staff: The Bylaws do not provide a role for AFRINIC staff in the NomCom. However, AFRINIC staff may provide 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.

Voting: 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 second tie, the Chair of the NomCom has an additional casting vote.

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.

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 Chairman and Board Chairman, with CEO in copy.

Nomination and Selection of Candidates for Elections

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

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.

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

Call for candidates: In terms of the Bylaws section 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” set by the NomCom, and the nomination process.

Nomination requirements: Nominations for Board elections must be handled in terms of Bylaws section 12.14(i). Nominations for other elections should be handled in the same way as far as possible.

Note the requirement in the Bylaws 12.14(i) that nominations for Board elections must be from members. This implies “Members in good standing” (so they must not have any unpaid fees). Also, each member may make no more than one nomination (for each open position). 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 organization. The same requirement should apply to all elections where the AFRINIC Members vote (e.g. Board, Governance Committee), but in elections where the AFRINIC community votes (NRO NC/ASO AC representative, PDWG co-chair), the nominator does not need to be a Member.

Note the requirement for “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.” The nomination form should have required fields for all this information.

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).**

Checking of criteria: Nominees or candidates should be checked against “criteria and qualifications” published during the call for nominations. Nominators should be checked against the requirements in the Bylaws section 12.14(i). For regional seats, such as Board seats 1 to 6 as defined in the Bylaws section 13.4(i), the web page at <<http://afrinic.net/en/about/service-region>> should be used as a reference for the relationship between countries or economies, and the regions defined in section 13.5 of the Bylaws.

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

Number 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”.

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

It’s also important to note that not all nominations (inputs to NomCom) necessarily become candidates (outputs from NomCom). 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.

Finalising the list of candidates: When NomCom has prepared a draft slate of candidates for each position, NomCom should allow the Board to examine it and offer non-binding advice. In terms of the Bylaws section 9.3(ii)(d), NomCom has the responsibility to “finalise the list of candidates for any election”, and this should be done after considering any advice from the Board. Final responsibility lies with NomCom, and NomCom is not obliged to follow the Board’s advice.

Election Process

Published process and time line: The Board election process is approved by the Board and is published at <<https://www.afrinic.net/en/community/elections/bod-election/process>>. This process includes a time line. NomCom is expected to adhere to the process and time line.

The ad hoc NomCom for the Seat 2 election in May 2018 must work on a shorter timeline at their discretion, but it is critical for compliance with the Bylaws article 12.2(i) that the final slate of candidates must be announced no later than 25 April 2018

so that the notice of meeting for the AGMM can be sent no later than 26 April 2018 (14 days before the meeting).

Relationship with Election Committee: The Election Committee consists only of AFRINIC staff, and does not include any NomCom representatives (Bylaws section 10). However, in terms of Bylaws section 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.”

Duties 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.

Proceedings on election day: 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;
- Election Committee performs the election;
- Online voting should close at the same time as in-person voting closes, but may open earlier;
- Election Committee reports the result to NomCom chair;
- NomCom chair announces the result.

List of Elections

The only election to be handled by the ad hoc NomCom in May 2018 is the election for the Board of Directors Seat 2 (Western Africa), recently vacated by the resignation of Sunday Folayan. The ad hoc NomCom should be aware that several other elections are being handled by the existing NomCom.