

**MINUTES OF THE SPECIAL BOARD HELD DURING ON 01 FEBRUARY 2019 AT 15:02 UTC
VIA ONLINE CONFERENCING SYSTEM**

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
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

AGENDA

1. Opening Remarks from the Chair
2. Appointment by the Board
 - 2.1 Board Seats 2 & 6
 - 2.2 NomCom 2019
3. DPO Letter response
4. AGMM Quorum Updates

BUSINESS OF THE DAY

1. Opening Remark by the Chair

The Chair CB welcomed the Members present and opened the meeting at 15:02 UTC.

A roll call was carried out the confirm quorum.

SM declared a conflict of interest under to Agenda Item no 4 and requested to be excused from participating in the discussion.

SO Indicated that his seat is open for election this year to declare possible conflict of interest for agenda item 2.2

SO referred to an appeal that had been addressed to the Board by a former employee, and stated that he had asked for it to be added to the agenda. The chair stated that the matter should be referred to REMCO, so there was no need for it to appear on the agenda of this meeting.

2. Appointment by the Board

2.1 Board Seats 2 & 6

The Board reviewed the list of expression of interests received for the filing of casual vacancies on the Board for Seat 2 – Western Africa and Seat 6 – Eastern Africa, and considered whether they meet with the published requirements.

The Board voted in confidentiality via poll to the Legal Counsel. The Legal Counsel certified the votes received and the results were declared as follows per region.

Seat 2 – Western Africa

Ousmane Ly received 6 votes

Seat 6 – Eastern Africa

Robert Ford received 6 votes

Resolution 201902.466

WHEREAS there are two vacant seats on the Board;

WHEREAS the Board has the power to fill the vacancies in terms of the Bylaws article 13.14;

WHEREAS the Board has called for expressions of interest from persons who wish to be considered for appointment to vacant seats;

WHEREAS several persons have expressed interest;

WHEREAS the Board has considered the expressions of interest;

WHEREAS the Board held an election among its members to fill the two vacant seats for Western and Eastern Africa;

RESOLVED to appoint Ousmane Ly to seat 2 (Western Africa);

RESOLVED to appoint Robert Nkusi Ford to seat 6 (Eastern Africa);

Proposed VM. Seconded HY. No Objection. No Abstention. Resolution passed unanimously.

2.2 NomCom 2019

The Board reviewed the list of volunteers received for appointment to the Nomination Committee 2019 (NomCom) and voted confidentiality via poll to the Legal Counsel. SO abstained. The Legal Counsel certified the votes received and the results were declared as follows.

Balbine Manga received 5 votes

Ali Hadji Mmadi received 4 votes

Serge Parfait Goma received 4 votes

The Board also discussed the appointment of a Board Representative to the NomCom. SI nominated SM. SM accepted the nomination. There was no further nomination.

Resolution 201902.467

WHEREAS there is a need to appoint four members to the 2019 NomCom in terms of article 9 of the Bylaws;

WHEREAS persons domiciled in Western Africa, Eastern Africa, Southern Africa and Northern Africa sub-regions are not eligible in terms of article 9.1 of the Bylaws;

WHEREAS the Board wishes to appoint three community volunteers and one Board Member from the Central Africa and Indian Ocean sub-regions;

WHEREAS several volunteers from the community expressed an interest;

RESOLVED to appoint Balbine Manga, Ali Hadji Mmadi and Iyedi Goma to the 2019 NomCom as community representatives;

RESOLVED to appoint Subramanian Moonesamy to the 2019 NomCom as the Board representative

Proposed VM. Seconded CB. Resolution passed.
SO and SM abstained from voting.

HY left at 15:57 UTC

3. DPO Letter response

The Chair recalled that a letter was received from the Data Protection Office (DPO) and a reply is expected by 4 February 2019. The Legal Counsel was invited to present his advice to the Board as circulated in the draft response.

[REDACTED]

Action 201902:01: The Legal Counsel to edit the draft response letter to the DPO as per discussion and circulate to the Board for approval by 02 February 2019.

Action 201902.02: The CEO and the Legal Counsel to seek a meeting with the Data Protection Office for clarification about the ongoing matter.

4. AGMM Quorum Updates

The Legal Counsel reported that the Registrar of Companies have not yet filed their stand at Court. The Attorney is making appropriate follow-up and the Board will be updated accordingly.

SO reiterated that he made a request to the Board to update the community on the process that is being engaged to have quorum for the AGMM2019 and the fact that we have commenced the process accordingly. After discussion, the Chair concluded that there was insufficient support for SO's proposal.

SM informed the Board that he was currently unable to proceed with the NomCom work until the Court ruled on the AGMM quorum matter. The Board decided to withhold any communicate about the appointment of the NomCom pending a decision from the Court on the AGMM quorum.

5. Closure

The Chair CB moved to close the meeting at 17:32 UTC. Proposed SM. Seconded SO.