

**MINUTES OF THE SPECIAL BOARD MEETING HELD DURING ON 06 SEPTEMBER 2019 AT 15:06
UTC VIA ONLINE CONFERENCING SYSTEM**

Present:

Dr Christian Bope (CB)	Member	Central Africa
Mr Robert Ford Nkusi (RF)	Member	Eastern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

Apologies:

Mr Vika Mpisane Member Southern Africa

AGENDA

1. Update on the meeting with ISPA
2. Update from REMCO on the CEO Search process

BUSINESS OF THE DAY

The Chair CB welcomed the Members present and opened the meeting at 15:06 UTC. The Board Members agreed to waive the 14 days' notice to convene a meeting.

A roll call was carried out the confirm quorum.

1. Update on the meeting with ISPA

The Board took note of the Chair's update on the meeting with ISPA during iWeek2019 in Johannesburg.

The Chair proposed to constitute a Reform Committee to address all governance and corporate issues; the Committee to draft its scope of work and to make recommendations to the Board. The Board thoroughly debated the proposal.

Some members and the Legal Counsel were of the opinion that the Committee cannot be constituted without a pre-defined Terms of Reference and there is the need to engage with members in other regions to have a comprehensive understanding of the general issues.

Thereafter, the Board passed the following resolutions.

Resolution 201909.516

WHEREAS the Board has taken cognizance of several corporate governance issues within AFRINIC emanating from the community-

RESOLVE TO APPOINT an ad-hoc committee comprising of

- Adiel Akplogan (Past CEO)
- Alan Barrett (Past CEO)
- One Board appointee
- One CoE Appointee
- One GC appointee
- A community representative from each region as suggested
- Paul Wilson (NRO)

RESOLVE that the ad-hoc committee will draft its Terms of Reference, will examine these issues and suggest workable solutions to address same.

Proposed RF. Seconded CB. Resolution passed.

Vote by Roll Call.

Yes: SM SI RF HY CB. Abstain: SO. WA was not online at the time of voting.

SI proposed RF to be on the Committee as Board Appointee. RF accepted.

Resolution 201909.517

WHEREAS the Board has constituted an ad-hoc committee as per resolution 201909.516

RESOLVE TO APPOINT Mr Robert Ford Nkusi as Board Appointee to the ad-hoc Committee.

Proposed SI. Seconded CB. Resolution passed.

Abstain: SO

Action Item 201909.01: The Chair to contact the appointed members of the adhoc committee

2. Update from REMCO on the CEO Search process

The Board reviewed the list of shortlisted candidates submitted by FedAfrica. The Board discussed on the ongoing recruitment process and the clauses of the contract with the recruitment agency. The Board agreed for the Chair of the CEO Search to liaise with FedAfrica to request further clarification on the process.

Action item 201909.02: The Legal Counsel to look into the contract of FedAfrica and advise the Board accordingly.

3. Closure

The Chair CB moved to close the meeting at 17:10 UTC. Proposed HY. Seconded SO.