

Procedure for appointment and removal by the AFRINIC Board

15 June 2019

1. Introduction

This document describes how the AFRINIC Board will make appointments to various committees or other bodies, excluding appointments to Board committees. It also describes how the Board can remove appointees, including persons who were elected or appointed by the AFRINIC membership or community.

Appointments by the AFRINIC Board to the following bodies are considered:

- Nomination Committee (NomCom)
- NRO NC / ASO AC
- Governance Committee
- Policy Development Appeal Committee
- PDWG Chair Recall Committee
- Other appointments that might arise from time to time

2. General considerations

2.1. Resolution of conflicting requirements

Provisions in this document may be overridden by a committee's founding documents (such as its charter or terms of reference), or the AFRINIC Bylaws. Provisions in this section on general considerations may be overridden by provisions in a more-specific portion of this document.

2.2. Diversity

The Board shall consider diversity in all its appointments. Unqualified candidates should not be appointed purely in the interests of diversity, but when there are several qualified candidates then diversity should be considered as an important factor. Where a committee includes some members elected or appointed by the AFRINIC membership or community, and other members appointed by the Board, then the Board should preferably make its appointments after the community appointments are finalised, in order for the Board to consider the diversity of the entire committee.

2.3. Calls for volunteers

The Board should make a call for volunteers before making most appointments. The Board may require volunteers to have relevant experience or qualifications, and may add other reasonable requirements. The call for volunteers should include information about the position, the requirements, and the term of appointment. The call for volunteers shall be published on the AFRINIC web site and the “announce” mailing list, and may be published on other mailing lists as appropriate. The call for volunteers should be open for at least 30 days, but a shorter period may be used in exceptional circumstances.

Volunteers should provide a brief biography, and a motivation of their reasons for seeking appointment.

2.4. Casual vacancies

In addition to regularly scheduled appointments, the Board may be required to make appointments to fill casual vacancies arising from resignation, incapacity, removal from office, or other reasons. If the appointment is urgent, then the Board may make an appointment from the pool of volunteers who had responded to a previous call for volunteers to the same committee, or another committee. However, if time allows, then the Board should make a fresh call for volunteers.

2.5. Term limits

In some cases, the formal documents that establish a committee (the AFRINIC Bylaws, the committee’s charter or terms of reference, or a similar document) will specify a term limit. In cases where no formal term limit exists, the Board should not appoint the same person for more than two consecutive terms, unless a shortage of suitable volunteers makes this impractical.

2.6. Removal of appointees

In some cases, the formal documents that establish a committee (the AFRINIC Bylaws, the committee’s charter or terms of reference, or a similar document) will specify a removal process, which may override these general provisions.

- a) Any person whose removal is contemplated by the Board shall be given at least 10 calendar days notice to show cause why they should not be removed, and shall have the right to be heard during a meeting of the Board where the removal is considered. The Board may proceed with removal whether or not the person takes advantage of the opportunity to show cause or to be heard.
- b) Any person appointed by the Board in terms of this document may be removed by a majority vote of the Board for any of the following reasons:

Absence: When the committee member is absent without good cause from two consecutive meetings of the committee;

Change of eligibility: When the committee member no longer satisfies the requirements for membership of the committee.

- c) Any person appointed by the Board in terms of this document may be removed by a two-thirds ($\frac{2}{3}$) supermajority vote of the Board for any reason.
- d) Any person appointed or elected to a committee by the AFRINIC membership or community may be removed by a two-thirds ($\frac{2}{3}$) supermajority vote of the Board, provided that:
 - i) At least fifteen (15) individuals representing at least fifteen (15) AFRINIC members in good standing have petitioned the Board for the removal;
 - ii) The petition gives reasons for the proposed removal;
 - iii) Prior to the petition being delivered, the proposed removal had been discussed for at least thirty (30) days on an AFRINIC mailing list that is both open to the public and closely associated with the committee in question.

3. Nomination Committee (NomCom) appointments

The Nomination Committee (NomCom) was established in terms of article 9 of the AFRINIC Bylaws <<https://afrinic.net/bylaws>>.

NomCom web page: <<https://afrinic.net/committees/nomcom>>

Election process, guidelines, and timeline: <<https://afrinic.net/election-process/board>>

The bylaws specify that NomCom consists of a chairperson and three other members (four members in total), appointed by the Board. The Board's practice has been to appoint three community volunteers and one Board member, for one year terms.

The timeline in the Board election process should be followed. In terms of that timeline, the Board's call for NomCom volunteers should be made at least 40 days before the AFRINIC public meeting held in November or December of each year. The Board should then make the appointments at or about the time of the AFRINIC public meeting in November or December, for the NomCom that will work during the following year.

There is no specific process for removal of NomCom members, so the general considerations in section [2.6. Removal of appointees](#) will apply.

4. NRO NC / ASO AC appointments

The NRO NC was established in terms of the NRO MoU, entered into by the then four RIRs in 2003 <<https://www.nro.net/nro-memorandum-of-understanding/>>, and later joined by AFRINIC in 2005 <<https://www.nro.net/afrinic-signed-mou-to-join-the-nro/>>.

The NRO NC performs the roles and responsibilities of the ICANN ASO AC in terms of the ASO MoU between the RIRs and ICANN <<https://www.nro.net/icann-address-supporting-organization-aso-mou/>>.

The NRO NC / ASO AC consists of three members from each RIR: two selected by the community and one appointed by the Board (or equivalent governing body).

AFRINIC's practice has been that the two community-elected members are elected to three-year terms (with elections being held in two out of every three years), and the Board-appointed member is appointed to a one-year term (with appointments being made or renewed every year).

For the one NRO NC / ASO AC member appointed by the Board every year, the Board shall call for volunteers at least 40 days before the AFRINIC public meeting held in November or December of each year. The Board shall make an appointment at or about the time of the AFRINIC public meeting in November or December, for a one-year term to begin the following January.

There is no specific process for removal of NRO NC / ASO AC members, so the general considerations in section [2.6. Removal of appointees](#) will apply.

5. Governance Committee appointments

The Governance Committee was established by a decision of the Board in Resolution 201511.254 <<https://afrinic.net/board/meeting/2015#r254>>.

Governance Committee web page: <<https://afrinic.net/committees/governance-committee>>

Terms of reference: <<https://afrinic.net/committees/governance-committee#tor>>

The Governance Committee consists of the following members:

- **Elected members:** The AFRINIC Membership shall elect three (3) members of the Governance Committee, using a procedure similar to that used for election of Directors to the AFRINIC Board. The Board is not involved except to ensure that the election takes place.
- **Board-appointed members:** The AFRINIC Board shall appoint two (2) members of the Governance Committee. They serve staggered two-year terms, so there is usually one appointment per year.

- **Board Liaison:** The AFRINIC Board shall appoint one (1) member of the AFRINIC Board of Directors as a liaison to the Governance Committee.
- **Legal Adviser:** The AFRINIC Board shall appoint a Legal Adviser to the Governance Committee.
- **Secretariat:** The CEO shall appoint one or more persons as a secretariat to the Governance Committee. The Board is not involved except to ensure that the appointment takes place.

The community elections are held during the AGMM, typically in May or June every year. The elected or appointed members serve terms that begin in January, about 6 or 7 months after the community elections.

For the one Governance Committee member appointed by the Board every year, the Board shall call for volunteers at least 30 days before the AFRINIC public meeting held in November or December of each year. The Board shall make an appointment at or about the time of the AFRINIC public meeting in November or December, for a two-year term to begin the following January.

For the one Board liaison to the Governance Committee, the Board shall make an appointment at or about the time of the AFRINIC public meeting in November or December, for a one-year term to begin the following January. Since this is an appointment from within the Board, no community volunteers are needed.

For the Legal Adviser to the Governance Committee, the terms of reference prescribes that the Board shall review the appointment at least once per year, or whenever there are material changes to the way AFRINIC obtains legal advice. To satisfy this requirement, the Board shall review the appointment when the Board makes other appointments to the Governance Committee, at or about the time of the AFRINIC public meeting in November or December. The Board shall also review the appointment whenever there is a material change to the way AFRINIC obtains legal advice.

Removal of Governance Committee members for reason of absence is covered by Article 8 of the Governance Committee terms of reference:

Any member of the Governance Committee, including any liaison or non-voting member, who is absent from two consecutive meetings without good cause, may be removed by the same body that appointed or elected that member or liaison, or by a vote of a two thirds (2/3) super-majority of other voting members of the Governance Committee.

In addition, the Board may remove Governance Committee members for reasons other than absence, in terms of the general considerations in section [2.6. Removal of appointees](#).

6. Policy Development Appeal Committee appointments

The Policy Development Appeal Committee is established in terms of the Conflict Resolution section of the Policy Development Process, as described in section 3.5 of the Consolidated Policy Manual <<https://afrinic.net/policy/manual#Conflict-Resolutions>>.

Appeal Committee web page: <<https://www.afrinic.net/policy/appeal-committee>>

Terms of reference: <<https://www.afrinic.net/policy/appeal-committee#tor>>

The Appeal committee consists of five members:

- Seats 1 and 2: Two of the past chairs or past co-chairs of the AFRINIC policy development working group (PDWG).
- Seats 3, 4 and 5: Shall be selected from the AFRINIC community.

The selection process is described in the Policy Development Appeal Committee terms of reference, but that description does not include the dates for specific actions.

Removal and replacement of Policy Development Appeal Committee members is covered by Article 3.3, and especially 3.3.1, of the Policy Development appeal Committee terms of reference:

3.3.1. The Board has the right to replace any or all Appeal Committee members at any time. Such decision of the Board must be by at least three-quarters of the Board.

7. PDWG Chair Recall Committee appointments

In terms of section 3.5(c) of the Consolidated Policy Manual

<<https://afrinic.net/community/policy-development/2195-consolidated-policy-manual-v11#ConflictResolution>>, a Recall Committee must be appointed by the Board on demand, to consider recalling one or both of the PDWG chairs.

The policy does not specify the number of committee members or any more details than this:

Anyone may request the recall of a Working Group Chair at any time, upon written request with justification to the AFRINIC Board of Directors. The request must be supported by at least five (5) other persons from the Working Group. The AFRINIC Board of Directors shall appoint a recall committee, excluding the persons requesting the recall and the Working Group Chairs. The recall committee shall investigate the circumstances of the justification for the recall and determine the outcome.

The Board does not need to take any action until a valid written request is received. If and when such a request is received, the Board shall appoint a subcommittee of the Board which shall make an appropriate recommendation to the Board.

8. Appointments to other committees

There may be a need from time to time for the Board to appoint members to new or ad hoc committees that are not specifically listed in this document. In such cases, the Board should usually follow the general considerations in this document, including calling for volunteers, and making appointments that consider diversity. However, the Board shall have the right to make appointments without calling for volunteers.

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