

**DRAFT MINUTES OF THE GOVERNANCE COMMITTEE HELD 16 MARCH 2021 AT 11:05 UTC VIA ONLINE CONFERENCING SYSTEM**

**Present:**

Mr Laurent Kayemba (LK)	Member
Mr Ali Hussein (AH)	Member
Mr Eddy Lareine (EL)	Member
Mr Daniel Nanghaka (DN)	Member
Mr Seun Ojedeji (SO)	Board Liaison

**In Attendance:**

Mr Ashok Radhakisson (AR)	Legal Counsel
Mr Kishna Dhondee (KD)	Legal Officer
Mrs Guylaine Laiyra	Secretariat

**Apologies:**

Dr Alioune Traore (AT)	Member
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**Agenda**

- 1. Welcome**
- 2. Election of Chairman and Vice-Chairman**
- 3. Status of Work**
- 4. Way Forward**

**BUSINESS OF THE DAY**

**1. Welcome**

The Committee proposed DN to chair the meeting in the absence of AT. Proposed AH. Seconded LN.

DN welcomed the members present online and opened the meeting at 11:12 UTC.

A roll call was carried out to confirm quorum.

DN requested the Legal to advise on how to proceed with the meeting with regards to the leadership of the meeting.

The Legal Officer read out that the Terms of Reference stipulates that the members have to elect its Chairman at the first meeting of the Committee for the year.

The Committee has to elect a Chair and a Vice-Chair.

## **2. Election of Chairman and Vice-Chairman**

DN opened the floor for nominations to the position of Chairman and Vice-Chairman.

LK nominated DN as Chairman. EL seconded. There was no objection.

EL nominated LK as Vice-Chairman. AH seconded. There was no objection.

The Legal Officer confirmed the election of Daniel Nanghaka as Chairman and Laurent Ntumba as Vice-Chairman.

## **3. Status of work**

### **3.1 AFRINIC Bylaws**

The Chair DN invited the Board Liaison to update the Committee on the amendments brought to the AFRINIC Bylaws. The Board decided to amend the AFRINIC Bylaws via a set of Special Resolutions during the last AGMM held in September 2020. The Special Resolutions that were passed above 70% of votes were implemented; and the AFRINIC Bylaws have been amended accordingly. It was agreed that in the future, there should not be so many resolutions to vote upon but one resolution amending the whole Bylaws. It was also pointed out that the number of members that voted were very minimal and it was proposed that in the future there should be a better engagement for future AFRINIC Bylaws review, if any, and there should be a maximum ratio of voters.

The Legal Counsel highlighted that low participation to comment and vote is a frequent barrier and there should be action to remedy the situation.

The Chair DN proposed to reflect on how to engage the community and increase participation of the community on its work.

### **3.2 AFRINIC Code of Conduct**

The Chair DN invited the Legal Counsel to update on the AFRINIC Code of Conduct requests.

The Legal Officer explained that the matter is presently pending at the level of the Governance Committee. The GovCom has sent a letter for explanation to the two persons involved, A.T. Jane and R. Guilmette.

There was no response from A.T. Jane.

R. Guilmette has sent a long email as his reply to the letter. The GovCom has to take into consideration the reply of R. Guilmette and the request of the CEO in order to assess if there is a breach of the Code of Conduct and make such recommendations that it deems fit.

The Chair DN proposed to finalise the matter in the next Governance Committee meeting.

#### **4.0 Way forward**

##### **4.1 Calendar of Activities**

AH proposed that a calendar of activities is prepared for the Committee in advance and circulated.

The Legal Counsel highlighted that the ToR stipulates that the committee shall meet at least 4 times per year.

The Committee agreed to schedule the next meeting on Tuesday 30 March 2021 at 11:00 UTC.

##### **4.2 Mandate of the GovCom**

The Chair proposed to hold a working session with the Legal Counsel, the Secretariat and the Board Liaison and come out with topics that the Governance Committee can work on.

The outcomes of the session will be input to the Calendar of Activities.

#### **5. Closure**

The Chair DN moved to close the meeting at 11: 49 UTC.