

**MINUTES OF THE GOVERNANCE COMMITTEE HELD ON FRIDAY 13 OCTOBER 2017
AT 15:17 UTC VIA ONLINE WEBEX CONFERENCING SYSTEM**

Present:

Mrs Wafa Dahmani (WD)	Member - Chairman
Mr Abdalla Omari (AO)	Member – Vice-Chairman
Mrs Isatou Jah (IJ)	Member
Mrs Zeimm Auladin-Suhootoorah (ZA)	Member
Mr Seun Ojedeji (SO)	Board Liaison

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Adviser
Mrs Guylaine Laiyra	Secretary

Apologies:

Mr Mike Silber (MS)	Member
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Agenda:

1. Welcome and Agenda Review
2. Approval of Minutes of last meeting dated 27 April 2017
3. Review of last Action Items
4. Proposed Agenda Items :
 - 4.1 GC document
 - 4.2 MU resolutions
 - 4.3 Bylaws review
 - 4.4 AFRINIC-27
 - 4.5 AOB

BUSINESS OF THE DAY

1. Welcome and Agenda Review

The Chairperson, WD welcomed the Members present online and opened the meeting at 15: 17 UTC. A roll call was carried out to confirm the quorum.

The agenda was adopted as presented.

2. Approval of Minutes of last meeting dated 27 April 2017

The Committee reviewed the last draft minutes dated 27 April 2017 as circulated by the Secretariat.

Resolution GC201710.01:

The Governance Committee approved the minutes of the GovCom meeting held on 27 April 2017 with amendments.

Proposed IJ. Seconded AO. Resolution passed unanimously.

3. Review of last Action Items

Action Item GC201704-01: The Legal Counsel AR to compute a table summarizing all the changes in the different versions of the Bylaws.

Status: Action Item to be kept Open. The Chair to write to the Legal Counsel.

AO highlighted that the table is important in order to have clear guidance on how to proceed.

Action Item GC201704-02: WD to review each Special Resolutions proposed for vote in November 2016 in Mauritius to the community. WD to draft a table of all the special resolutions and AR to add cross-referencing to the Bylaws and Companies Act, if any.

Status: Action Item to be kept Open. The Chair will seek guidance from the Legal Counsel and will send the table accordingly.

Action Item GC201704-03: AR to send a soft copy of the Company Act for reference.

Status: Action Item to be Closed. Completed.

Action Item 201704-04: The Chairman WD to amend the GovCom letter to the community and send to Secretariat for publication and sharing on the community mailing list.

Status: Action Item to be Closed. Completed. Letter sent and announced during AIS17 Nairobi.

Action Item 201704-05: A sub-group to the GovCom was created to work and draft a Governance Committee Operational Guidelines. The group is comprised of WD, IJ and AR. The group will share

the document with the Committee for comments upon completion of the task.

Status: Action Item to be Closed. Document drafted and comments received by the Governance Committee Members.

The Chair opened discussion on the Governance Committee Operational Guidelines and the comments incorporated to the document.

SO shared his concern with Section (B) (viii) of the draft guidelines; if the GovCom decides to remove this clause, there will be a violation of the Non-Disclosure Agreement.

The Chair advised that with regards to the comments on the pre-meeting process of the development of policies, she will seek guidance from the Legal Counsel with regards to this particular clause.

The GovCom also debated on Section (E) (i) with respect to acknowledgement of request for advice from the community. ZA pointed out that there is no process on how replies to the request for advice will be managed by the Governance Committee. WD clarified that there once issues / requests are received from the community, they will have to be discussed by the whole GovCom on the mailing list before being considered in the formal meeting for a decision. ZA was of the view that 4 meetings per year will not be enough to reply to the request for advices since the guidelines are saying an acknowledgement to be sent by 3 days and feedback by 3 weeks; in terms of availability of GovCom Members and expectations of the community, the timelines may not be met as outlined. There should be enough time to consider the request and to reply.

AO proposed that the Secretariat pick up the issues / requests from the community and transfer to the Chair, then the discussion to be held on the mailing list.

IJ acknowledged the receipt of the request of advices by the Secretariat and the Chair to then acknowledge the request within 3 working days. It is the responsibility of the GovCom to respond within a reasonable period of time, like for example 6 weeks could be reasonable. The GC document to be updated accordingly.

New Action Item 201710-01: The Chair to present a clean copy of the Governance Committee Operational Guidelines taking note of all the comments and the document to be approved and published before the next AFRINIC meeting.

SO proposed that the GovCom to send the final document to the Board for the final comments, if any, before publication.

Action Item 201704-06: The Chairman WD to write to the CEO and request a slot about 15mins in the agenda for the GovCom.

Status: Action Item to be Closed. Completed.

Action Item 201704-07: The Secretariat to look into the creation of a webpage for the Governance Committee under the AFRINIC website.

Status: Action Item to be Closed. Completed. Webpage available and uptodate.

Action Item GC201702-02: The GC to start with a review of the Bylaws with all Bylaws revisions since inception to be considered. The GC to discuss via emails and to hold the second meeting in April 2007.

Status: Action Item to be Closed. Linked to the first Action Item GC201704-01.

Action Item GC201702-04: The GC to discuss on the governance issues involved during Policy Development Process in their next meeting.

Status: Action Item to be Closed. SO recommended that the Action Item be closed unless there are specific issues raised to the GovCom with regards to the governance of the PDP. There is presently a PDP Review Policy under discussion and it is more relevant to the GovCom to focus on the other areas of the Bylaws than the PDP.

4. GC document

Discussion as above.

5. MU resolutions

Discussion as above.

6. Bylaws review

Discussion as above.

7. AFRINIC-27

AO advised that based on the first update made in Nairobi during AIS17, the community may be expecting another update in Nigeria during AFRINIC27. The Chair WD requested the Secretariat to check on a slot to make a GovCom update to the Community and on remote participation.

The GovCom to advise on whether they are scheduled to attend the AFRINIC 27 meeting in Nigeria by the end of the month.

New Action Item 201710-02: The Secretariat to check for a slot in the AFRINIC27 Programme for a GovCom update to the Community.

8. AOB

IJ proposed that the GovCom to agree on the frequency of the GovCom meetings to be held, whether it should be done once every quarter. The minimum requirement is 4 meetings per year. SO proposed that a standard meeting Calendar be prepared and that there may be other meetings arising, if required and meetings can also be set before the AFRINIC meetings. The Chair WD proposed that the next meeting of the GovCom to be done before the next AFRINIC27 meeting and the doodle poll to schedule the date of the meeting be sent earlier.

9. Adjournment

Meeting ended 16:22 UTC