

**MINUTES OF THE GOVERNANCE COMMITTEE HELD ON FRIDAY 14 NOVEMBER 2017
AT 11:27 UTC VIA ONLINE WEBEX CONFERENCING SYSTEM**

Present:

Mr Abdalla Omari (AO)	Member – Vice-Chairman
Mrs Isatou Jah (IJ)	Member
Mr Mike Silber (MS)	Member
Mr Seun Ojedeji (SO)	Board Liaison

In Attendance:

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

Apologies:

Mrs Wafa Dahmani (WD)	Member - Chairman
Mrs Zeimm Auladin-Suhootoorah (ZA)	Member

Agenda:

- 1.0 Welcome and Agenda Review
- 2.0 Approval of Minutes of last meeting dated 13 Oct 2017
- 3.0 Review of last Action Items
4. AOB

BUSINESS OF THE DAY

1. Welcome and Agenda Review

The Vice-Chairperson, AO acted as Chairman of the present meeting in the absence of WD. AO welcomed the Members present online and opened the meeting at 11: 27 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 13 October 2017

Resolution GC201711.01:

The Committee approved the minutes of the Governance Committee held on 13 October 2017 as circulated by the Secretariat.

Proposed IJ. Seconded AO. Resolution passed unanimously.

3. Review of last Action Items

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.

Status: Action Item to be closed. Completed.

Discussion at this point on the Governance Committee Operational Guidelines. Refer to Agenda Item no. 4 below.

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

Status: Action Item to be closed. The GovCom agreed to the proposed time and day for the update to the community. Session to be done through remote participation.

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 Legal Counsel AR to produce the document one week after AFRINIC27 in Lagos.

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 Legal Counsel AR to produce the document one week after AFRINIC27 in Lagos.

4. Governance Committee Operational Guidelines

The GovCom discussed the Governance Committee Operational Guidelines as circulated by WD.

SO briefed the GovCom on the Board's comments with respect to the guidelines.

The following comments were made and decisions were taken:

- (i) With respect to Section C (iii), there is no need to have a specific mailing list. The GovCom can decide to open GovCom mailing list whereby the community can send request. While responses to such requests can be sent to the community list. This will ensure to minimise the number of multiple lists that community has to follow
- (ii) To remove Section D(ii) – It is not in the GovCom's mandate to deal with how the community participate or behave during meetings or disciplinary actions against the community but rather to assist the governance questions and concerns with regards to the organization. However, it was also noted that the GovCom was created to look into such issues too.

It was agreed that the GovCom to look at the Code of Conduct and consider how to improve some areas to strengthen the behaviors of the community during AFRINIC meetings.

- (iii) Section D(v) – The Legal Counsel explained the purpose of the Section. It was drafted based on events happening in the PDP process but the Co-Chairs are not taking account of. It could be that the GovCom should not intervene in the work of the PDP but at least to issue guidelines and outline the apprehensions that things are not working out, for instance in the last two PDP meetings. The PDP is to focus on the discussion of policies and forget whatever is happening around. The GovCom should issue guidance or clarity in terms of the process.

SO pointed out that the PDP has working documents on how they can resolve such issues; and complaints on PDWG related matter to the GovCom should be forwarded to the PDWG Co-Chairs as it is against the scope of the GovCom. The PDWG process is clear on how the community should send PDWG related complaints.

The purpose of the GovCom is to advise on matters of governance., but the GovCom needs to think on the way to do it.

- (iv) Section G (iii) - The period of time to be amended to 7 days
- (v) Section G (V) – To be removed

The document to be finalized before the AFRINIC27 meeting in Lagos.

5. AOB

5.1 Email / Request from CEO

MS highlighted the attention of the GovCom on the request received from the CEO and the need to think on a process and timeframe to work on it. Further discussion to be continued on the mailing list.

6. Adjournment

The meeting was adjourned at 12:44 UTC.