

MINUTES OF THE GOVERNANCE COMMITTEE HELD ON 29 JANUARY 2020 AT 11: 03 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr Abdalla Omari (AO)	Member	Chairman
Dr Alioune Traore (AT)	Member	Vice-Chairman
Mr Laurent Kayemba (LK)	Member	
Mr Daniel Nanghaka (DN)	Member	
Mr Seun Ojedeji (SO)	Board Liaison	
Mr Ashok Radhakisson (AR)	Legal Counsel	
Mrs Guylaine Laiyra	Secretariat	

Apologies:

Mr Justin Rugondihene (JH)	Member
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Agenda

1. Welcome the new GovCom team
2. Elections of the Chair and Vice Chair
3. Years work plan for GovCom
4. AOB

BUSINESS OF THE DAY

1. Welcome the new GovCom team

AO welcomed the members present online and opened the meeting at 11:03 UTC

A roll call was carried out to confirm quorum. The Agenda was adopted as proposed.

2. Elections of the Chair and Vice Chair

AO handed over to the Legal Counsel AR to lead the meeting at 11:10 UTC.

2.1 Election of Chairman

The Legal Counsel called for nomination for the position of Chairman. DN nominated AO. Seconded by AB. AO accepted the nomination. There was no further nomination. 4 votes.

Abdalla Omari AO was elected as Chairman of the Governance Committee for the year 2020.

2.2 Election of Vice-Chairman

DN nominated AT. Seconded by AO AT accepted the nomination. There was no further nomination. 4 votes.

Dr Alioune Traore AT was elected as Vice-Chairman of the Governance Committee for the year 2020.

The Legal Counsel handed over the meeting to the Chairman AO at 11:16 UTC.

3. Years work plan for GovCom

The Chair AO briefed the Committee on the work carried out in 2019. The main assignment was on the Bylaws Review but unfortunately the Committee did not have the time to complete the work.

The Committee needs to have a minimum of 4 meetings per year as per its Terms of reference and thus the need to have a work plan for the year taking into consideration the requirements to have the proposal for Bylaws in Kinshasa during the next AIS20.

Pursuant to the Chair's query on when the Board expects the Bylaws Review to be completed, SO pointed out that the Governance Committee (GovCom) has to draw their own timeline and to have the proposed Bylaws for presentation and approval to members during AIS20. The GovCom should consider the whole Bylaws document and not only the resolutions that failed in 'Mauritius' meeting. The only expectations from the Board is for the GovCom to make the draft proposal ready 6 weeks or 2 months before the meeting in Kinshasa so that the special resolutions are prepared and sent to members as per the AGMM Timeline.

The Legal Counsel highlighted the attention of the GovCom, Articles 3 of its Terms of Reference, whereby the scope of work of the Committee is stipulated but not limited to the Bylaws Review.

After discussion, the Committee agreed on the following:

- 1.0 A work plan for the GovCom should be drafted
- 2.0 The Secretariat to circulate the following documents to the Governance Committee

- 2.1 Original Bylaws document in word doc
- 2.2 Proposed amendments of the Legal Counsel
- 2.3 Previous comments received from the Community and GovCom members pursuant to last call for comments
- 3.0 The Chair to liaise with the CEO on the request for a face-to-face meetings for the GovCom to finalise the Bylaws Review
- 4.0 The Chair to request further support to the GovCom Secretariat to the CEO. The Inhouse Legal Officer can assist in the drafting of the proposed Bylaws document.
- 5.0 Any call for comments to Members should be for 30 days.

4. AOB

SO reiterated that the GovCom should draft a timeline for the Bylaws Review.

The Chair AO will draft a timeline and circulate to the members for comment within a week. The timeline to be published for the Community

5. Closure

The Chair AO moved to close the meeting at 11:56 UTC.