

**MINUTES OF THE BOARD MEETING [Continued] HELD ON THURSDAY 24 MAY 2018
AT 15:03 UTC VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda [Continuation of meeting dated 23 May 2018]:

4. Strategic Plan
5. Election guidelines
6. ASO Review Consultation
7. Company Secretary
8. AOB

BUSINESS OF THE DAY

The Chair, CB welcomed the members present online and opened the meeting at 15:03 UTC. A roll call was conducted to confirm quorum.

The meeting is a continuation of the Agenda of the Board meeting dated 23 May 2018.

[REDACTED]

4. Strategic Plan

The Board agreed that the Strategic Plan 2016-2020 is to be published. The Chair asked the CEO to prepare a draft message to members and to include the link of the Strategic Plan.

Action Item: 20180524.01: The CEO to prepare a draft message to the Members with a link to the published Strategic Plan 2016-2020.

5. Election guidelines

The Board took note of the report on the election guidelines that was circulated by SM and the proposal to remove the 'None of the Above' from the guidelines.

SM was of the view that the company is at risk with the present situation and as part of his fiduciary responsibility, he proposed that 'None of the Above' is removed immediately from the election guidelines. SO and SI were of the view that 'None of the Above' was introduced at the request of the community and this particular section of election guidelines should be reworded in such a way that it does not affect the election of candidates. SO further noted that "none of the above" should not affect the election to the extent that the Board cannot fully perform her duties as per the constitution such as achieving quorum requirements and calling for AGMM.

The CEO advised that the Board should consider a more holistic approach to the review of the election guidelines including the 'None of the Above'. New ways of voting can be studied with the pros and cons. Such exercises will require adequate time to draft an appropriate proposal.

The Board agreed to review the election guidelines and to finalise during the next Board Retreat in July 2018. The proposal document should go for public consultation to the community for a period of one month before implementation.

Action Item: 20180524.02: The Secretariat to add the Election Guidelines Review on the agenda for the Board Retreat in July 2018.

Action Item: 20180524.03: The CEO to propose amendments to the Election Guidelines. The Board to review and finalise the draft Election Guidelines during the Board Retreat in July 2018 and the document to be submitted for community comment period in August 2018.

6. ASO Review Consultation

The CEO briefed that every ICANN Support Organizations are reviewed every 5 years, as such the ASO AC was reviewed in 2017 and one of the recommendations was to review the way that the RIRs interact with ICANN. A presentation was made during AIS18 in Dakar on how AFRINIC should contribute to the consultation process and the community agreed that the three AFRINIC representatives on the ASO AC to lead a community consultation process and to reply to the questions of the NRO EC.

The Board approved that the three ASO AC representatives lead a community consultation process on the future of the ASO AC using the existing community list

Action Item: 20180524.04: The CEO to contact the three AFRINIC representatives on the ASO AC and to ask them to lead the community consultation process on the future of the ASO AC .

7. Company Secretary

The Board discussed on the role and requirements of a Company Secretary with regards to the Companies Act.

Action Item 20180524.05: The CEO to consider a way forward with regards to the recruitment of a Company Secretary and draft a proposal to the Board.

8. AOB

The Chair, CB moved to close the meeting at 15:51 UTC. Proposed SM. Seconded AB.