

**MINUTES OF THE SPECIAL BOARD FACE-TO-FACE MEETING HELD ON
TUESDAY 8 MAY 2018 AT 19:38 LOCAL TIME
IN THE BOARDROOM, RADISSON BLU DAKAR HOTEL, SENEGAL**

Present:

Mr Alan Barrett (AB)	CEO	
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Haitham El-Nakhal (HE)	Member	Northern Africa
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

Apologies:

Mr Ashok Radhakisson Legal Counsel (traveling to Dakar)

Agenda:

1. Review the Board resolution 201803.398 – Proposed by HE

BUSINESS OF THE DAY

The Chair, AN welcomed the members present and opened the special meeting at 19:38 Local Time.

A roll call was conducted to confirm quorum. There was no declaration of conflict of interest.

The Chair, AN to the Board that the special meeting is convened for discussion of the review of the Board resolution 201803.398 as proposed by HE. The Board agreed to waive the 14 days' notice to convene a meeting.

1. Review the Board resolution 201803.398 – Proposed by HE

HE assured the Board that he has trust in all the Board members and the Board. There was an allegation raised against himself and he was asked to step down till the investigation is finished. HE is of the view that the Board should review the resolution 201803.398 now that the investigation is over and he has been cleared by the investigation. He believes that if the Board conducts the AGMM with an Interim Chair and Interim Vice-Chair, there might be questions as to why the resolution has not been reviewed.

HE pleaded to the Board to consider his request for good governance.

The Chair, AN opened the floor for discussion.

The CEO indicated that the resolution 201803.398 mentioned that the position will be reviewed on or before 31 May 2018; and there is no need to rush a change to the Vice-Chair position so soon before the AGMM.

LM pointed out that it is a fact that HE is cleared as per the Investigation Committee's (IC) report, the Board has acknowledged receipt of the IC report and the Board has released the findings of the Committee. The Board has not formally and officially accepted the report because we have not yet gone into the report. For the Board to take any actions, it will be after the evaluation of the report, if the Board does something now, the Board will be in violation of the report.

SO reiterated that the Board should consider the proposal of HE and he is willing to propose a draft resolution for the reinstatement of HE, if needed. In response to AB, SO indicate that there is a need to treat this before the AGMM since the Board leadership will be reconstituted at that time hence it will be a new term entirely. The following draft resolution was presented to the Board by SO for review.

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DRAFT Resolution For reinstatement:

WHEREAS the Board as per resolution 201803.391 tasked the Governance Committee to appoint an independent investigation committee on the "Allegations made against AFRINIC staff and some members of the Board of Directors";

WHEREAS the Governance Committee has provided the report as required;

WHEREAS the report states that "The IC [Investigation Committee] is satisfied that there is no evidence of harassment, bullying or intimidation on the part of SF and HN against VP";

WHEREAS the report states that "There is no evidence whatsoever against HN of having breached the terms of the NDA and/or section 153 of the Companies Act 2001";

RESOLVED to reinstate Mr Haitham El Nakhal as Vice Chairman of the Board;

RESOLVED that in consequence the Interim Vice Chairmanship of Dr Christian Bope lapses with immediate effect.

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LM further added that considering the HE's matter now, implied that the Board has gone through the report and can show which and which sections of the report that has implications on HE in the entire report, then the Board will have been in a position to consider HE's matter. As at now, the Board has not study the report. The other way is to read and study the whole report now. SM commented that he read the entire report. SO also indicated that he has read the entire report, he also wondered why the executive summary will be different from the entire report even if that was what some Board members have read

SI shared his views that whether reference is made to Interim Chair or Vice-Chair, reference is being made on the leadership and we are being required to act on the leadership of the Board. Vote on any resolution should be recorded.

CB stated that the Board cannot based its judgement on the Executive Summary but on the whole report. The Interim Chair and Vice-Chair was elected through an election and the Board removed the leadership at that time. If the Board is to change the leadership now, another election should be carried out to re-instate HE. But before going through the process, the Board should interrogate the report and proceed.

SM explained that there was already a Vice-Chair in the position and asked how HE would be re-appointed as Vice-Chair. Also the Board is presently faced issues related to the allegations and the Board was discussing about change of leadership instead of being concerned about well-being of the company and the staff.

HE stated that the decision of the Board may open the door to staff to put false allegations on any Board member; and the Board's sanctioning of him based on false allegations may also make any staff make false allegations on any board member in the future.

SO declared that CB is conflicted in the present discussion and will like to put on records that he believes in fairness and justice. I respect HE's decision and appreciate the trust that he has put on the Board to do the right actions towards him. SO stated that he is very disappointed that CB who is occupying the position of Vice Chair on an interim basis is raising an objection in reinstating HE as Vice-Chair even when the report has cleared HE from all the allegations.

SO affirmed that even if HE has not made the request for the review, the present Chair and Vice-Chair should have made this item as a first item of the agenda as soon as the Board received the IC report. HE is still part of the Board and since the Board will be discussing and deciding on other matters, it is then important that there should not be an issue on lack of trust within the Board. It is on that basis that I proposed the resolution as HE has been cleared of the allegations. If the Board does not agree, then we shall vote and record same, we can decide not to accept it. SO stated that he believes in fairness and suggest that we move into matters of staff as the second matter for discussion since we have cleared the matter relating to the Board.

LM noted that SO's declaration is against the intention of the Board. The Board debated and the Board agreed that we will investigate the report thoroughly. LM pointed out that he has to look into the report and on sections where reference is made to HE. There are sections where it is stated that there is no evidence against HE. The allegations do not separate HE from SF. LM stated that whenever HE is mentioned in the report, the Board has to consider. The Board needs to cross-check every sections where HE has been cleared and said that HE can be reinstated and this is part of accepting the report. However, as at now, the Board has not yet accepted nor study the report.

SO raised a point of order against LM. SO highlighted that he believes that his proposal was clear and the basis that HE should be reinstated. If there are specific sections of the report that the Board thinks that there are issues against HE, the sections should be recorded in the minutes and then at the end, the Board should take a decision and proceed.

The Chair, AN recalled to the members that initially when HE proposed the agenda item under the AoB, the Board agreed not to be impartial and to consider same in a special meeting. The Board should also consider what will happen in the community. The issue of selfishness will come up.

SI agreed that the Board need to document the report and tick all sections where HE is mentioned in the report. There are also staff matters. SI said that he is not comfortable to consider HE's case and not the staff. SI believes that the Board should consider all the report, consider all issues and take appropriate actions towards all parties at the same time.

CB added that the Board should be less emotional and take the matter very seriously. CB said that he will not go into this issue. There is no fairness with no procedures. We all believe in justice, and he is sharing his views on the procedures only. The Board can take any actions but cannot evade the procedures. The Board agreed that we require more time to consider the report. The Board needs time to consider the report. If any member thinks that he is not following this step to keep the Vice-Chair position, then he, CB is ready to step down.

AN pointed out that he did not think that the position of Chair and Vice-Chair is so important. He did not weigh on it because on the coming AGMM and the election. Precedence of allegation by staff member may or may not happen, the present situation is a set of particular events.

SO noted to the attention of the Board that he does not understand what is going on, and perhaps there is the need to clarify the procedures that is being followed. He has a proposed a resolution and now the Board is asking him to provide other sections of the IC report to support his statement. The IC has clearly exonerated HE from the allegations and HE should be reinstated as the Vice-Chair, also because the Board leadership will reset after the AGMM. It is fairness that as a Board we should stand for, we need to restore trust on the Board by addressing Board issue first before we move on to staff in an attempt to earn trust of the community.

HE added that the Board's communique to the community, the Board separated the issues of staff and Board members. HE was of the opinion that the Board is to clear issues with regards to the Board members, breach of the NDA and then deal with the staff matters. The Executive Summary is for summarizing the report in one-page, if it contradicts the report, then we revoke the present committee and have another committee instituted.

The Chair, AN emphasized that there are actions to be taken on the Board side and the staff side. We should not confuse the priorities. If the Board is to handle one side immediately, then the Board should agree to handle the other issues immediately too as the Board agreed to do initially. The Chair appealed to the Board to consider all at the same time.

HE asked how the Board guarantee the time factor to him.

LM pointed out that the Board is still committed to the resolution that was made and to the timeline; the Board is still within the timeline to review the resolution on or before 31 May 2018. If the Board wants to consider the review of the resolution quicker and now, then it is lacking fundamental discussions and we are deviating from what we originally agreed as a Board. The Board will be making decisions without accepting the report. The Board should not be involved in operations, and the Board has not yet spoke to HE based on the report and the alleged mentioned interference in the HR matters. The resolution is making the Board endorsing the report which the Board has not read through yet and it is incorrect.

SI recalled that the supporting documents is the report. The Board made a communique that the Board will consider the report and there is no rush to reinstate HE now as Vice-Chair. The Board should fix the organisation's problems first and the appropriate actions will follow in the same line.

SO pointed out that he drafted the resolution based on feedback received, which LM was also aware of.

LM clarified that the intention and spirit of drafting a resolution was to resolve the matter and the instructions to prepare a resolution is to expedite the matter once discussion is over. LM further clarified that when he asked to provide further sections from the report, and if HE has showed the Board the report and the relevant sections pertaining to him, then the Board could have approved the resolution because as at now, some of the Board members have not read the whole report. It is a matter of timing and some members of the Board are aware of everything. LM was of the view that having not considered the whole report thoroughly, some members may not be convinced that HE is exonerated from any wrong doings.

SO stated that he is happy that the meeting is formal and is minuted. He stated that the meeting is becoming interrogative by LM asking HE to provide further sections from the report to convince him to vote for the resolution. SO believes that the Board has to lead by examples and the Board is creating a precedence and as such, the Board cannot underestimate the

consequences. SO believes that the Board will do the right thing by reinstating HE or do a vote to reinstate the Vice-Chair position. The actions will be based on truth and in good faith.

The Board breaks at 21:24 Local Time and resumed at 21:44

The Board reviewed and edited the resolution.

CB stated that no decision should be taken without the Board considering the report and to look at the situation holistically.

The Chair AN also said that he has not been able to read the report until today and it is on that basis that cannot contribute. Some members also have only read the Executive Summary, and to read through the report, there is the need for the Legal Counsel's advice. The Chair urged the Board to make a decision on how to handle the matter and to have a common understanding of the report.

HE recalled to the Board that he did not want to step down but he stepped down for good governance.

LM pointed out that members should have first the interest of the Board, the company and the coming AGMM and should hold the matter of reviewing the HE's position at a later stage. The Board has not even look at the reports that are to be presented during the AGMM. LM explained to the Board on the consequences of interim positions and voting for Chair and Vice-Chair positions. If HE wants to be Vice-Chair, there should be a vote, if he is elected Vice-Chair, he will become senior to the position of Interim Chair and then there should be another vote on the chairmanship of the Board. The message in such event that the Board will be sending to the community is that the AFRINIC Board is a dismantle Board. SM pointed out that there is a Chair instead of an Interim Chair as that is stated in the written resolution about the 2017 Financial Statements.

LM proposed that the meeting be adjourned pending the Board receives proper advice from the Legal Counsel.

CB agreed that the Board is going into the legal aspects, and in the absence of the Legal Counsel, the meeting is to be adjourned.

The CEO was of the opinion that the Board should not rush into taking a decision, nor without the legal advice.

SM pointed out that the draft resolution has no seconder as at now to continue and the Board has to make a decision.

SO agreed and proposed to keep the draft resolution on hold pending legal advice and any action should be before the AGMM. The advice of the legal Counsel will be sought on the appropriateness of the resolution and the debate.

The Board agreed to adjourn the special Board meeting subject to the arrival of the Legal Counsel.

2. Adjournment

The Chair AN moved to adjourn the meeting at 22:37 Local time. Proposed LM. Seconded AB.