

**MINUTES OF THE SPECIAL BOARD MEETING HELD ON THURSDAY 22 MARCH 2018
AT 15:50 UTC VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Mr Sunday Folayan (SF)	Member	Western Africa
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Dr Christian Bope (CB)	Member	Central Africa
Mr Haitham El Nakhal (HE)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Lucky Masilela (LM)	Member	Southern Africa
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:

1. Agenda Review
2. Resignation of Chair
3. Resignation of Vice-Chair
4. New Chair and Vice Chair Elections
5. NDA Breach Issue
6. Allegations, potential impact and way forward

BUSINESS OF THE DAY

1. Agenda Review

The Chair SF and Vice Chair HE stated that they do not wish to chair the present meeting. The legal advisor informed the Board that the email resignations of SF and HE as Chair and Vice Chair were not binding, and that written and signed resignation letters were needed. The Board discussed how to proceed and to elect a Chair for the present meeting.

SI nominated AN. LM seconded AN. AN accepted the nomination. There was no objection for AN to be nominated as the Chairman of the present meeting.

The Chair, AN, welcomed the Board Members present online and opened the meeting at 15:56 UTC. A roll call was conducted to confirm quorum.

**2. Resignation of Chair
and**

3. Resignation of Vice-Chair

SM explained that he had requested this Special Board Meeting as it was not clear whether the resignations of the Chair and Vice-Chair were valid. The Board recognized that the resignations of SF and HE were received by emails. The Board recognized that the Legal Counsel advised that the Board need to receive formal written and signed resignations' letters. The Board acknowledged that SF and HE will send their signed resignations' letters by 12:00 (noon) UTC tomorrow Friday 23 March 2018.

Resolution 201803.397

WHEREAS Sunday Folayan and Haitham El-Nakhal have indicated their intention to step down as Chair and Vice Chair of the Board;

WHEREAS AFRINIC's Legal Adviser has stated that formal written resignations are advised;

WHEREAS Sunday Folayan and Haitham El-Nakhal have committed to provide the formal written resignations within 24 hours;

RESOLVED to proceed with electing a new Chair and Vice Chair, to take office after formal written resignations have been received from the current Chair and Vice Chair;

RESOLVED that this resolution will be null and void in the event that formal written resignations are not received by 25 March 2018.

Proposed LM. Seconded HE. Resolution passed unanimously.

The CEO took chairmanship of the meeting at 16:34 UTC.

4. New Chair and Vice Chair Elections

4.1 Election of new Chairman

The CEO made a call for nominations for the position of Chairman. Three (3) nominations were received as follows:

LM nominated AN. AN accepted the nomination. SO seconded AN.

SI nominated CB. CB accepted the nomination. There was no seconder for CB, so the nomination was not valid.

HE nominated SM. SM accepted the nomination. There was no seconder for SM, so the nomination was not valid.

The Board voted to confirm AN as Chairman of the Board and to take office after the resignation from SF. SF recused himself from voting. HE and AB abstained.

AN was elected as Chairman of the Board to take office after the written resignation of SF was received.

4.2 Election of new Vice - Chairman

The CEO made a call for nominations for the position of Vice-Chairman.

LM nominated CB. CB accepted the nomination. SI seconded CB.

AN nominated LM. LM declined the nomination.

HE nominated SM. SM declined the nomination.

AN nominated SO. SO accepted the nomination. HE seconded SO.

The Board voted to elect the Vice-Chairman of the Board. SF recused himself.

There were 3 votes for SO and 4 votes for CB. AB abstained.

CB was elected as the Vice-Chairman of the Board, to take office after the written resignation of HE was received.

4.3 Resolution

Resolution 201803.398

RESOLVED that Abibu Ntahigiye shall take office as Chair and Christian Bope shall take office as Vice Chair, after formal written resignations as Chair and Vice Chair are received from Sunday Folayan and Haitham El-Nakhal;

RESOLVED that these are interim appointments, to be re-evaluated on or before 31 May 2018;

RESOLVED that this resolution will be null and void in the event that formal written resignations are not received by 25 March 2018.

Proposed SO. Seconded AN. SF recused himself from voting. Resolution passed unanimously.

AN took over the chairmanship at 17:16 UTC.

The Legal Counsel left the meeting at 18:07 UTC.

5. NDA Breach Issue

The Board debated on the NDA provisions as per the Board Non-Disclosure Agreement and the Resolution 201411.211.

LM reminded that the Governance Committee (GovCom) was tasked to investigate into all the allegations and the breach of the NDA; and the Board has not seen the Terms of Reference of the Independent Investigation Committee and the Board should avoid interfering with the work of the GovCom. However, the Board needs to deal with the breach of the NDA if it agrees that the actions of SF constitute a breach of the NDA.

SI and CB were of the views that as a Board, the Board has to consider the public disclosure of SF on the public mailing list that he has shared the information to the junior staff and has breached the NDA.

HE reminded the Board that it was a Board decision in AFRINIC25 in Mauritius, that as Chair and Vice Chair there is the need to help CEO with some HR issues [REDACTED]. And the chat

discussions that were held between the CEO, Chair and Vice-Chair were pursuant to some complaints that they received, they decided to talk to the CEO and give advice. There was no board discussions or items on the Board Agenda. No other members of the Board were aware of the discussions with the CEO, they were advice to the CEO as per complaints that were received from members of the staff, the CEO was not forced to take any actions.

SI emphasized that the Chair and Vice-Chair received privileged information as per their positions on the Board; but the information was shared with a third party which is according to him a breach of the NDA and not a good example of leadership.

The Board agreed to wait for legal advice before proceeding further with the discussions.

Action Item 20180322.01: The CEO to seek legal advice as to whether the disclosure of chat messages by SF was an NDA violation.

6. Allegations, potential impact and way forward

SI explained that the allegations received and the way it was transmitted, is a sign that there is a lack of trust among the staff and in the Board, and the Board should work on it. The allegations put forward the working environment, the lack of complaints handling by HR and Management, the work of environment at AFRINIC and the alleged sexual harassment. It is a good way a committee will be appointed but the situation is a sign of the management style at AFRINIC. SI recommended that the Board put in place and conduct an assessment of the HR and Board processes. Appropriate processes should be put in place to avoid such situation in the future.

The Chair AN explained that the proposal of SI will fall within the investigation that will be carried out by the independent committee and the Board will take into consideration after the receipt of the report. As such, the Chair AN proposed that for now, the Board should do an update to the community pursuant to all the concerns being received on the mailing list.

The Board drafted a communication to the community and to inform them on the following:

1. chairmanship of the present meeting by AN
2. acknowledgement of the severity of the present situation
3. that the investigation is being carried out by the Governance Committee and a report to the Board is expected by end of April 2018
4. the Board will seek legal advice on whether or not there has been a breach of the NDA

Action Item 20180322.02: The CEO to update the community on status of the investigation and related matters.

The CEO informed the Board that he intended to conduct an internal investigation into staff-related matters raised in the allegations.

The Chair AN closed the meeting at 18:48 UTC. Proposed HE. Seconded CB.