MINUTES OF THE GOVERNANCE COMMITTEE HELD 10 MARCH 2022 AT 10:11 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr Daniel Nanghaka (DN)	Member
Mr Laurent Ntumbi (LN)	Member
Mr Eddy Lareine (EL)	Member
Mr Benjamin Eshun (BE)	Board Liaison

In Attendance:

Mrs Guylaine Laiyra	Snr Executive Assistant
Mr Kishna Dhondee (KD)	Legal Officer

Apologies:

Mr Simon Balthasar (SB)	Member
Mr Ali Hussein (AH)	Member
Me Ashok Radhakissoon	Legal Counsel

Agenda

1.0   Welcome from Secretariat
2.0   Election of GovCom Chair and Vice-Chair
3.0   Chair update on Year 2021 in review
4.0   Open Suggestion on Year 2022 Work Plan
5.0   AOB

BUSINESS OF THE DAY

1.0   Welcome from Secretariat

The Secretariat welcomed the members present online and opened the meeting at 10:11 UTC.

A roll call was carried out to confirm quorum.

2.0   Election of GovCom Chair and Vice-Chair

The Legal Officer invited nominations for the position of Chair and Vice-Chair of the Governance Committee (GovCom).

Mr Eddy Lareine proposed Mr Daniel Nanghaka as Chair and seconded by Laurent Ntumbi.

Mr Daniel Nanghaka accepted the nomination and was appointed as Chairman of the GovCom for the year 2022.

The Committee appointed Mr Eddy Lareine as the Vice-Chair.

The Chair DN led the meeting at 10:24 UTC. The proposed agenda was reviewed and approved with amendments.

3.0   Chair update on Year 2021 in review

The Chair made a summary of the tasks that were completed last year 2021, namely;

i.   Review of the Bylaws
ii.   Review of the Code of Conduct

Reference was also made to different communiques were sent to the community with regards to the work of the Governance Committee and the different milestones in executing the above two exercises

4.0   Open Suggestion on Year 2022 Work Plan

The Chair proposed to consider the review the GovCom Terms of Reference pursuant to some impracticalities that he identified. It is noted that it has been a challenge this year to kickstart the first meeting of the committee. Following the expiration of the tenure of the members of GovCom, there is no leadership and there is a delay in the processes to appoint new members. The activities are then pending to the constitution of a new leadership. Even then, there is the need to have all members present to start the work. In previous years, same was not an issue as the first meeting was held in January and the committee was constituted. The GovCom 2022 has lost 2 months and is only officially starting in March 2022. The Chair proposed to review the Terms of Reference (ToR) and to further deliberate on the matter. The Chair invited the Legal Officer for advice.

The Legal Officer acknowledged that the GovCom may review the ToR and propose amendments to the Board for approval. It is noted that the ToR was approved in 2016 via resolution.

LN and EL supported the proposed review of the ToR.

5.0   AOB

5.1   Appointment to the Appeal Committee

The Chair informed that he received a request from the Chair of the AFRINIC Board for an appointment of a GovCom representative to the Appeal Committee.

The Chair proposed Mr. Laurent Ntumba Kayemba to represent the GovCom in the said committee. There was no objection. The Chair will inform the Board accordingly.

5.2   Review of the AFRINIC Bylaws

The Chair informed that he received a request from the AFRINIC Board to undertake a review of the AFRINIC Bylaws pursuant to resolution 202202.677.

Resolution 202202.677

WHEREAS Articles 13.6 & 13.7 of the Bylaws provide a sequence in which the various regions come up for election at the AGMM;
WHEREAS there are 2 seats (Casually filled) which are to become vacant at the time of the AGMM2022 for a tenure of 3 years;
WHEREAS this will lead to a breach of the election sequence principle;
RESOLVED to request the Governance Committee to undertake a Bylaws amendment exercise to address this situation and recommend workable solutions by end of April 2022.

Resolution 202202.676
WHEREAS Art.13.5 of the Bylaws provides for an elected Director to have a tenure of 3 years;
WHEREAS the Board passed resolution no. 202009.568 to give the tenure of the Board Seat 6 (Eastern Africa) a two-year term on 21 September 2020;
RESOLVED to reconcile the two years by extending the term of the incumbent of Board Seat 6 (Eastern Africa) with one additional year in order to comply with Art 13.5 of the Bylaws.

The Legal Officer briefed the committee on Art. 13.5 of the Bylaws and the guiding principles in conducting the elections for open Board seats. There were some deviations to the guiding principles due to casual vacancies that arose in recent years. The result is now 6 Board seats were opened for elections. The Board has opened 3 seats for election and extended 1 seat; the GovCom is being requested to look into the remaining 2 seats that have not been put for elections. The GovCom's task is to propose recommendations to the members before the next AGMM, and bring the situation back on track so as not to disrupt the business continuity of the organisation.

The Committee was of the view that because of the importance of the task and the tight timeline allocated to the GovCom for this exercise, an online meeting would not be appropriate to focus on the review. The last amendments that were done for the Bylaws Review involved many online sessions and they were not practical.

The committee agreed that a face-to-face meeting is most appropriate in the circumstances. As such, the Committee will make a request to the Board for 3 days GovCom's Retreat to be held to cover the following tasks:
(a) Deliver on the assignment with respect to 202202.677;
(b) Review of the GovCom's Terms of Reference

The dates and country to be determined shortly. The Secretariat to share a doodle poll for the best date to host the face-to-face meeting.

The Chair of GovCom to draft a communication to the CEO and the Board to request approval for a face-to-face GovCom Retreat to discuss the Bylaws and the ToR.

6.0 Closure

The Chair closed the meeting at 11:19 UTC.