

AFRINIC Governance Committee

Terms of Reference

Version 3 -- 12 May 2016

Preamble

A Governance Committee was proposed by the AFRINIC community in 2014, and the call was reiterated at the AFRINIC-22 meeting in Tunisia in May 2015. The Board is creating this Governance Committee in response to the community request.

1. Purpose:

The AFRINIC Governance Committee is a standing committee whose purpose is to advise the AFRINIC Board, AFRINIC Membership, and the community, on matters of governance.

2. Principles:

The Governance Committee should operate according to the following principles. Any ambiguity elsewhere in these Terms of Reference shall be resolved in favour of these principles.

- 2.1. The Governance Committee is intended to provide non-binding advice, not to take any more direct action.
- 2.2. The Governance Committee may perform ancillary actions, such as obtaining input, engaging in discussions, reporting on its work, and conveying advice to the intended target.
- 2.3. The Governance Committee should not interfere in the detailed work or proceedings within any AFRINIC-related committee or other body, although it may provide general advice about the activities of such a body.
- 2.4. The Governance Committee shall transparently carry out its activities, in consultation with the community whenever appropriate.

3. Scope:

- 3.1. Matters on which the Governance Committee may provide advice include, but are not limited to:

- 3.1.1. The legal framework of AFRINIC, including the place and manner of company registration;
- 3.1.2. Bylaws of the company;
- 3.1.3. Election process for Board members, including eligibility requirements, nomination process, and voting process, but excluding the proceedings within any nomination committee, election committee, or similar body;
- 3.1.4. Election or appointment process for persons appointed by the AFRINIC community, Membership, or Board, to any committees or other bodies, but excluding the internal proceedings within any nomination committee, election committee, or similar body;
- 3.1.5. Creation, removal, and terms of reference, of any AFRINIC-related bodies, including the Governance Committee itself, but excluding the Board, and excluding any bodies that are outside the Governance Committee's scope;
- 3.1.6. The general performance of the Board or any AFRINIC-related body;
- 3.1.7. Any matter referred to the Governance Committee by the CEO or the Board.
- 3.2. The following matters are explicitly out of scope of the Governance Committee:
 - 3.2.1. Development of policies for number resource allocation, because that is dealt with by the community under the AFRINIC Policy Development Process;
 - 3.2.2. Specific internal proceedings within the Board or within any AFRINIC-related body;
 - 3.2.3. Any matter relating to staff or operations, unless such matter is referred to the Governance Committee in terms of [section 3.1.7](#).

4. Powers:

- 4.1. The chief duty and power of the Governance Committee shall be to advise the Board, the Membership, or the community, on any matters within its scope.

4.2. Advice from the Governance Committee shall be non-binding, but shall be duly considered by the Board, the Membership, or the community, as the case may be.

4.2.1. The Governance Committee may provides formal advice to the Board, in any reasonable form; the Board shall timeously consider the advice, and if the Board chooses not to follow the advice, then the the Board shall be obliged to publish reasons for its decision.

4.2.2. The Governance Committee may provide formal advice to AFRINIC Membership in the form of public statements, or in the form of proposed resolutions; the Members may vote to accept or reject any such resolution, in the same way as they vote on other resolutions.

4.2.3. The Governance Committee may provide formal advice as input to any community process; the community is expected to consider such advice in the same way as it considers advice from other sources.

4.3. The Governance Committee may request any qualified person to forward any formal advice on its behalf, including in cases where the Bylaws or any other procedure appears to prevent the Governance Committee from providing advice directly.

4.3.1. By way of example, if the Governance Committee wishes to propose a resolution in terms of [section 4.2.2](#), but if the Bylaws require that resolutions be proposed by AFRINIC Members, then the Governance Committee may request an AFRINIC Member to propose the resolution.

4.4. The Governance Committee may gather information, consult the community, the Board, the CEO, or any AFRINIC-related body, and consult external experts or advisors.

4.4.1. Other AFRINIC-related bodies must respond in a reasonable time to any information requests from the Governance Committee.

5. Membership:

The Governance Committee will consist of five (5) voting members, and two (2) non-voting members, and will have a secretariat, as more fully described below.

5.1. Board-appointed members:

- 5.1.1. The AFRINIC Board shall appoint two (2) members of the Governance Committee.
- 5.1.2. No two of the Board-appointed members shall ordinarily be resident in the same sub-region of Africa.
- 5.1.3. The Board-appointed members shall ordinarily serve for terms of two (2) years in duration, which may be renewed any number of times.
- 5.1.4. Appointments shall be arranged in such a way that, ordinarily, one (1) of the two (2) Board-appointed members are replaced or renewed every year.
- 5.1.5. Terms shall ordinarily begin on 1 January and end on 31 December.
- 5.1.6. As a transition measure, the first time there is an appointment, the term lengths shall be adjusted to ensure that half of the Board-appointed members have terms that expire in one particular year, and the other half of the Board-appointed members have terms that expire in the following year.
- 5.1.7. None of the Board-appointed members may be an AFRINIC Director, a member of the AFRINIC Council of Elders, or an AFRINIC employee.
- 5.1.8. Each of the Board-appointed members shall have an equal vote.

5.2. Elected members:

- 5.2.1. The AFRINIC Membership shall elect three (3) members of the Governance Committee, using a procedure similar to that used for election of Directors to the AFRINIC Board.
- 5.2.2. No two of the elected members shall ordinarily be resident in the same sub-region of Africa.
- 5.2.3. The elected members shall ordinarily serve for terms of three (3) years in duration, which may be renewed any number of times.
- 5.2.4. Elections shall be arranged in such a way that, ordinarily, one (1) of the three (3) elected members is replaced or renewed every year.

- 5.2.5. Terms shall ordinarily begin on 1 January and end on 31 December.
- 5.2.6. As a transition measure, the first time there is an election, the term lengths shall be adjusted to ensure that half of the elected members have terms that expire in one particular year, and the other half of the elected members have terms that expire in the following year.
- 5.2.7. None of the elected members may be an AFRINIC Director, or an AFRINIC employee.
- 5.2.8. Each of the elected members shall have an equal vote.

5.3. Board Liaisons:

- 5.3.1. The AFRINIC Board shall appoint one (1) member of the AFRINIC Board of Directors as a liaison to the Governance Committee. For the avoidance of doubt, the Board may appoint the CEO as the liaison.
- 5.3.2. The Board liaison shall serve for a term no longer than one (1) year in duration, which may be renewed any number of times.
- 5.3.3. The Board liaison shall have the right to participate in all matters, but shall not have a vote.
- 5.3.4. The Board liaison shall report to the Board on all matters discussed by the Governance Committee.

5.4. Legal Adviser:

- 5.4.1. The AFRINIC Board shall appoint a Legal Adviser to the Governance Committee.
- 5.4.2. The Legal Adviser to the Governance Committee shall be a suitably qualified person who is engaged in providing regular legal advice to AFRINIC.
- 5.4.3. The Board shall review the appointment at least once per year, or whenever there are material changes to the way AFRINIC obtains legal advice.
- 5.4.4. The Legal Adviser shall have the right to participate in all matters, but shall not have a vote.

5.5. Secretariat:

- 5.5.1. The CEO shall appoint one or more persons as a secretariat to the Governance Committee.
- 5.5.2. The secretariat shall provide administrative assistance, but persons who are part of the secretariat shall not be members of the Governance Committee.

6. Remuneration:

Members of the Governance Committee shall serve on a voluntary basis, without remuneration, except that the Legal Adviser and Secretariat may be paid for their work.

7. Working methods:

- 7.1. The Governance Committee shall meet via teleconference or in person at least four times per year.
- 7.2. The Governance Committee shall endeavour to make decisions by consensus, in preference to voting.
- 7.3. All voting members of the Governance Committee shall have equal votes in all matters.
- 7.4. Voting may be by secret ballot, roll call, or show of hands during a meeting, or by email or other electronic method at any time.
 - 7.4.1. The method of voting shall be at the discretion of the Chair or acting Chair, but any eligible voting member shall have the right to insist on a stronger method of voting. Show of hands shall be considered the weakest method, and secret ballot or its electronic equivalent shall be considered the strongest method.
- 7.5. The Governance Committee shall elect a Chair and Vice-Chair at the first meeting every year, or whenever there is a vacancy in those positions. They shall serve until the next election.
 - 7.5.1. The Chair and Vice-Chair must not ordinarily be resident in the same sub-region of Africa.
- 7.6. The quorum for any meeting shall be fifty-one percent (51%) of the voting members.
- 7.7. If the Chair is not present at a meeting, then the Vice-Chair shall serve as acting Chair for the meeting. If the Vice-Chair is also absent, then those members present may elect an acting Chair for the meeting.

- 7.8. If at any time there are fewer than four (4) voting members of the Governance Committee, then no formal advice may be given until such time as the number of voting members is increased to at least four (4).
- 7.9. Newly-appointed members whose terms have not yet begun may attend meetings, but they will have no vote.
- 7.10. The Governance Committee shall consult the community whenever this would be reasonable.
- 7.11. The Governance Committee shall duly consider any advice from the Legal Adviser.
- 7.12. The Governance Committee shall regularly inform the community of its activities, shall publish minutes of meetings, and shall promptly publish any formal advice as well as the reasons for the advice.
- 7.13. Members of the Governance Committee who have a conflict of interest, or who could reasonably be seen to have a conflict of interest, shall recuse themselves from voting on issues in conflict, and shall not be counted in the number of eligible voting members for the purpose of such votes.
 - 7.13.1. By way of example, any members of the Governance Committee who are also members of the Nomination Committee shall recuse themselves when the Governance Committee votes on advice relating to elections.
- 7.14. Formal advice from the Governance Committee should preferably be approved by perfect consensus, but may be approved by a vote in which there is at least sixty-five percent (65%) approval, no more than twenty percent (20%) dissent, and no more than thirty percent (30%) abstention or failure to vote.
 - 7.14.1. These voting thresholds shall be calculated from the number of eligible voting members of the Governance Committee, which number shall exclude members who recuse themselves due to conflict of interest, but shall include members who are absent from a meeting.
 - 7.14.2. By way of example, if there are five (5) eligible members of the Governance Committee, then there shall be at least four (4) YES votes (which is more than 65% of 5 members), no more than one (1) NO vote (which is exactly 20% of 5 members), and

no more than one (1) abstention or failure to vote (which is less than 30% of 5 members).

- 7.15. In matters other than formal advice, actions of the Governance Committee may be approved by consensus or by simple majority vote.

8. Removal of members of the Governance Committee:

Any member of the Governance Committee, including any liaison or non-voting member, who is absent from two consecutive meetings without good cause, may be removed by the same body that appointed or elected that member or liaison, or by a vote of a two thirds ($\frac{2}{3}$) super-majority of other voting members of the Governance Committee.

9. Filling of casual vacancies:

When a vacancy arises for any reason other than the ordinary expiry of a term, the same body that appointed or elected a member to the vacant position shall appoint or elect a replacement as soon as convenient. Such replacement member shall serve only until the end of the original term.

10. Dissolution of the Governance Committee:

The Governance Committee may be dissolved by resolution of the Board, but only after an ordinary resolution of AFRINIC Membership at an Annual General Members' Meeting requests the Board to take such action.