

## **Report of the AFRINIC Meeting Open Mic session moderated by the Internet Society, Africa Regional Bureau Staff**

On the 20<sup>th</sup> June, 2019 the AFRINIC board, through its chairperson, requested the Internet Society's Africa regional bureau staff to moderate the Open Mic session after the AGMM of the same day. In spite of the short notice, Dawit Bekele and Michuki Mwangi accepted the request and moderated the session.

### **Disclosure**

The Internet Society supports the RIR principles and functions, as outlined in Internet Coordination Policy 2 document, as a critical component of the Internet's stability and development. The stability of AFRINIC, as African Regional Internet Registry is essential in that context.

The Internet Society has opted to remain a neutral observer of the AFRINIC's membership related issues. Mostly because we believe in the principle that AFRINIC is to be governed by its community and with the expectation that the bottom up process will offer solutions in due course.

In the lead up to AIS'19, emerging concerns over AFRINIC's future prompted us to consider whether the Internet Society's Africa regional bureau could play any role in helping the AFRINIC community to find lasting solutions to the protracted issues. To better understand the issues and inform our approach, we sought to listen to a number of active community members, during the AIS'19 and prior to AFRINIC 30's AGMM.

We surmise that our consultations that week may have contributed to the board's decision to request the Internet Society's Africa regional bureau staff to moderate the Open Mic session.

Our decision to accept the request to moderate the session was informed on the basis that we believe in the RIR bottom up process and that a strong AFRINIC is beneficial not just for the members, but also for the long-term objective of a connected continent. Overall, we agreed that any effort to find lasting solution will require a collaborative and transparent process. We therefore considered the moderation request as our small contribution to the collaborative process. We tried our best to moderate and report on the session in a neutral and disinterested manner by giving everyone the opportunity to engage. We thank the community members who participated actively in the discussion.

### **Summary of the Open Mic discussions.**

The AFRINIC Chair offered clarification on the role of the Internet Society in moderating the Open Mic discussions that can be summarized as; "To facilitate a feedback eliciting process meant, not to have any bias of the board, as the board has been viewed to also be part of the problem - as experienced in the course of that day"

The moderators invited the members to share their views and suggestions to address the current challenges that AFRINIC was facing in a collaborative way. The feedback received is summarized into the discerned headings and in no particular order as follows;

### **Organizational Transparency**

The members expressed the lack of transparency between the organization, board and community. The members expectation on transparency was varied in that some members want every documentation detailing the decisions taken on the governance or operational issues be made available to the community. However, other members felt that publishing everything was not the best solution either. The reason being that the detailed information and its attribution to specific individuals increases suspicion instead of decreasing it.

Further, the members were of the view that the board uses the Non-Disclosure Agreement (NDA) as a reason for not disclosing information to the community. To this end, members wanted clarity on the scope of the boards NDA and also what constitutes as confidential information.

Overall, there was a call by the members for better communication and visibility of the decisions made. There were mixed views on the level of transparency and information that should be made available to the community. However, given that this was one of the questions raised by a member, there is a need to have a clear definition of transparency.

### **Community Engagement**

The members reiterated the need for more opportunities to engage with the organization. At present there are limited meeting opportunities outside of the two AFRINIC meetings annually. In this respect, members proposed that the board considers reaching out and engaging with organizations through their organizations like ISP Associations (ISPAs). In addition, there was a suggestion to consider holding an SGMM for members and a forum to cater for the entire community and organization for in depth discussions on the issues.

The members also questioned whether the organization was following the bottom up or the top down model. This was attributed to situations where issues or questions brought forward by members to the board, were not being addressed comprehensively.

Further, members pointed out that, the mailing lists where members interact, need to enforce the code of conduct to allow for more constructive engagement and put an end to what is viewed as personal attacks.

The members were informed that the board has approved, and will soon be implementing, a board member engagement approach where the regional board representative will reach out to members in their respective region, to enhance physical interactions between the board and the members.

### **Governance Committee**

The members inquired about the role of the Governance Committee in bridging the gap between the board and the community. In particular, members indicated that they had not received guidelines or mechanisms on how to engage with the Governance Committee. The members expressed the need to measure the Governance Committee's performance and effectiveness to the organization as per the terms of engagement to date. In addition to requesting for any report on the Governance Committee, the members were keen to know what role they can play to enhance the Governance Committee's impact.

### **The Bylaws, procedural matters and legal interpretations**

There were a number of comments from the members that on issues of the bylaws, procedural matters and legal interpretations related to the AGMM event.

Members referred to the predicament faced during the AGMM with respect to the timelines for including a member's proposal to the AGMM agenda. The members proposed a review of the bylaws to avoid legalities that would prevent the AGMM from taking place, in the future.

Further, the submission of a letter by ISPA South Africa during the AGMM, highlighted the following issues. First, the concern should not be considered as a concern of just a single member but as a collective grouping that represent many members of the organization. The board should therefore give it adequate attention and provide a response. Second, in the current AFRINIC structure, there is no provision to recognize the representation of ISP Associations, to represent a collective grouping of AFRINIC resource members on various matters. The members sought clarification on the legal interpretation of non-member ISP

Associations, representing a group of AFRINIC members, on matters related to the AGMM. On this matter, it was not evidently clear how members can verify what percentage of the ISP Association membership was being represented on a specific position. Further, the members inquired on the significance and weight that would be given to future submissions made by other ISPAs, to AFRINIC, on behalf of their members. Third, there is a general agreement that the Governance Committee should deal with this kind of concerns but there is no clarity on what its achievement is so far and if it is strong enough to deal with the concerns going forward.

In reference to the interpretations of shareholders and directors according to Mauritius law and the bylaws, there was a call by members align the bylaws to the Companies Act of the country AFRINIC is operating in, to avoid divergent interpretations that cause uncertainty. It was further noted that, at present, there is no predictable framework which leads to the frustration of members and results in most of the observed instability.

Members also highlighted that, while the organization operated under the laws of Mauritius where only the directors were recognized, there was need for legal counsel to consider the spirit of the bottom-up system, which is a principle of the RIR model, while offering counsel to the organization.

The members were pointed to an ongoing process driven by the Governance Committee, and not the board, seeking input from the community to update the bylaws. The board sought feedback to understand if there were any problems with the process. The members commented that the approach used to request for comments to the bylaws review process was not adequate to draw sufficient input from the community. The members proposed simplified approaches to elicit input such as requesting for input on a per section basis or publishing the draft bylaws, on an open document sharing platform, to enable all members to comment freely.

The members also sought to understand if there were any provisions for dispute resolution or mediation prior to taking matters to court. It was suggested that the Governance committee may have a role to play on dispute resolution.

It was also observed that the lack of specific requirements to participate in the policy development process (PDP) may be disfranchising the resource members vote on policy proposals.

### **Election and election related**

The members stated that there are a number of contentious issues that need to be addressed with respect to the election process. In particular the candidate nomination process raised some concerns. It was proposed that the Nominating Committee (Nomcom) should propose alternative options to address the concerns raised by the members.

### **Member Perceptions**

Various member contributions inferred to the existence of ulterior motives targeting the organization or individual members. These perceptions were seen to be creating divisions and diverting the attention away from community interests. Members that chose to speak on this matter reiterated the need to focus the attention on AFRINIC and the community's interests.

### **Observations and Conclusion**

The Internet Society was honored to be entrusted with the facilitation of the AFRINIC Open Mic session. Following the comments and discussions, we would like to thank the AFRINIC community for the constructive discussion. We believe that AFRINIC Board, organization and community as a whole should make deliberate steps to re-establishment an environment

where meaningful and progressive discussions can take place both online and in face-to-face meetings.

There are legal and procedural matters that require a comprehensive review by AFRINIC and the community. There is a critical need to establish a clear process with a specific resolve to address the concerns that have been raised by the members. We encourage the board to consider setting up a consultative process and allocate ample face-to-face time, probably in the form of a forum or SGMM, for members to engage and deliberate on these matters.

The AFRINIC Board should make deliberate and well communicated efforts aimed at engaging the community and its members to;

- Reach a common and community supported understanding on organizational transparency
- Increase member engagement and outreach
- Re-establish a sanitized environment for more constructive discourse to take place
- Build unity and cohesion amongst the members and community
- Address the shortcomings of the bylaws raised by the community and its members
- Review and strengthen the various committees that are in place to enhance their performance and impact to the community

We also observed that the members did not receive any response or direction with respect to the letter submitted by ISPA South Africa. We encourage the board offer a response or direction to ISPA South Africa on this matter. We believe this will open room for more constructive dialogue on the matters raised going forward.

We wish to conclude by observing that there is a clear need for the Board to re-establish trust between the organization and the community, including the members that it serves. We encourage the board to consider taking deliberate and probably difficult steps that will lead towards this path.

We wish to thank the board for entrusting us with this sensitive task. It is our sincere hope that, our moderation and this report will lend some meaningful contribution, towards a stronger AFRINIC community in the days ahead.