

**MINUTES**  
**OF THE EXTRAORDINARY MEETING OF THE FOUNDATION BOARD**  
**OF 27 JANUARY 2009**  
**(Bamako, Palais des Congrès, 6 pm to 9 pm)**

**PARTICIPANTS**

**Executive Committee:**

Mr Alain Madelin, President of the Board (France)	present
Ms Nnenna Nwakanma, Vice President of the Board (African Civil Society)	present
Mr John Gagain, Vice President of the Board (Dominican Republic)	excused

**Governments:**

*At the request of Mr Abdoulaye Wade, President of Senegal, official invitations were sent to the following Heads of State and Government:*

Algeria	H.E. Mr Abdelaziz Bouteflika President of the Algerian People's Democratic Republic	<b>Represented by :</b> Mr Hamid Bessalah, Minister of Post, and Information and Communication Technologies  <b>Members of delegation:</b> Mr Abdenahmane Mouli, Counsellor M. Mohamed Seoudi, Chargé d'Affaires a.i., Embassy of Algeria in Bamako
Saudi Arabia	His Royal Highness Crown Prince Abdallah Ben Abdel Aziz Al Saud Head of State	excused
Burkina Faso	H.E. Mr Blaise Compaoré President of the Republic of Burkina Faso	<b>Represented by:</b> The representative of the Embassy of Burkina Faso in Bamako
Cameroon	H.E. Mr Paul Biya President of the Republic of Cameroon	excused
China	H.E. Mr HU Jintao President of the People's Republic of China	excused

Cuba	H.E. Mr Raúl Castro Ruz President of the Republic of Cuba	excused
France	S.E. Mr Nicolas Sarkozy President of the French Republic	<b>Represented by:</b> Mr Yves Barelli, Ambassador, MAE Paris
Ghana	H.E. Prof. John Evans Atta Mills President of Ghana	<b>Represented by:</b> Mr Hakeem Balogun, Counsellor, Permanent Mission in Geneva
Equatorial Guinea	H.E. Mr Teodoro Obiang Nguema Mbasogo President of the République of Equatorial Guinea	<b>Represented by:</b> Mr Enrique Mercaoer Costa, Minister of Transports, Technologies, Post and Telecommunications <b>Members of delegation:</b> Mr Carmelo Modú Ebuka, Secretary of State for Technologies and Telecommunications
Guinea-Conakry	H.E. Mr Lansana Conté President of the Republic of Guinea-Conakry	<b>Represented by:</b> Dr. Fodé Soumah, Technical Adviser to the Ministry of ICT <b>Members of delegation:</b> Ms Salématou Condé, DNTIC
Kenya	H.E. Mr Mwai Kibaki President of Kenya	excused
Mali	H.E. Mr Amadou Toumani Touré President of the Republic of Mali	<b>Represented by:</b> Ms Diarra Mariam Diallo, Minister of Communications and New Technologies <b>Members of delegation:</b> Mr Mamadou Diallo Iam, CT/MCNT Mr Sidaly Moulaye Haïdara, AGETIC Mr Sékou Kassé, Ambassador of Mali, Permanent Mission in Geneva
Morocco	His Majesty the King Mohammed VI King of Morocco	<b>Represented by:</b> Mr Abdellatif Maazouz, Minister of External Trade <b>Members of delegation:</b> Mr Moulaz Driss Fadhil, Ambassador of Morocco in Bamako Mr Taeïb Debbagh, Secretary General of Post, Telecommunications and New Technologies Mr Bouchaïb Bounabat, University Professor
Mauritania	General Mohamed Ould Abdel Aziz Head of State	<b>Represented by:</b> Mr Abderrahmane Ould Hamza, Chargé d'Affaires a.i., Embassy of the Islamic Republic of Mauritania

Nigeria	H.E. Mr Umaru Musa Yar'Adua President of Nigeria	<b>Represented by:</b> Dr. Martin Uhomoibhi, Ambassador of Nigeria, Permanent Mission in Geneva  <b>Members of delegation:</b> M. Anthony Ozodinobi, Counsellor M. I.D. Fachando, Counsellor M. Solomon Ingba, Counsellor M. Haruna E. Abba, Counsellor
Dominican Republic	H.E. Dr. Leonel Fernández President of the Dominican Republic	excused
Senegal	S.E. Mr Abdoulaye Wade President of the Republic of Senegal	present  <b>Members of delegation:</b> M. Ababacar Diop, Adviser to the President
Tanzania	H.E. Mr Jakaya Mrisho Kikwete President of Tanzania	excused

**International Organisations:**

International Organisation of Francophonie (OIF)	Mr Abdou Diouf, Secretary General of the OIF	<b>Represented by:</b> Mr Pietro Sicuro, Director of the Digital Francophonie Institute  <b>Members of delegation:</b> Mr Didier Oillo, Director of ICT innovation at the University Agency of the Francophonie Mr David Louis, Director of the Digital Campus of Bamako Ms Viola Krebs, Executive Secretary of ICV, OIF partner
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**Cities and Regions:**

Dakar	Mr Pape Diop, Mayor Dakar	<b>Represented by:</b> M. Cheikh Tidiane Ly, City of Dakar
Geneva	Mr Pierre Maudet, Vice-Mayor of Geneva	excused
Lyon	Mr Gérard Collomb, Senator and Mayor of Lyon, President of Grand Lyon	<b>Represented by:</b> Mr Hubert Julien-Laferrrière, Vice-President of Grand Lyon  <b>Members of delegation:</b> Mr Jean Pouly, Director of the World Digital Solidarity Agency

Malaga	Mr Francisco de la Torre Prados, Mayor of Malaga	excused
Rhône-Alpes Region	Mr Jean-Jack Queyranne, President of the Rhône-Alpes Regionl	excused
Santo Domingo	Mr Roberto Salcedo, Mayor of Santo Domingo	excused

**Civil Society:**

African Civil Society	Ms Delphine Nana, President ACSIS	present
Latin American Civil Society	Mr Daniel Pimienta, President FUNREDES	present

**Private Sector:**

StratXX Holding AG	Mr Kamal Alavi, CEO	excused
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**DSF Executive Secretariat:**

Mr Alain Clerc, Executive Secretary
Mr Ayuba Karefa, Regional Director for Africa
Ms Elena Ursache, Projects Manager
Mr Cissé Kane, Projects Manager

The President of the Board welcomed Mr Abdoulaye Wade, President of the Republic of Senegal, and the other Board members.

**1. Minutes of the 4<sup>th</sup> meeting of 25 November 2008**

The President went through the minutes of the 4<sup>th</sup> meeting of the Foundation Board of 25 November 2008. The minutes were approved without amendment.

**2. Draft agenda of the extraordinary meeting of the Board of 27 January 2009**

At the request of Mr Abdoulaye Wade, President of Senegal, the President of the Board asked to include an additional item in the agenda: *the dissolution of the Digital Solidarity Fund Foundation* and the creation of a new foundation under Senegalese law.

The President of the Board announced that the company StratXX had requested, by letter, the inclusion of an addition item in the agenda, calling for the resignation of the President of the DSF. After accepting this item, saying that it would be discussed later, the President declared the agenda adopted.

**DISCUSSION**

The President of the Board presented arguments in favour of the dissolution of the DSF Foundation, citing the strategic deadlock regarding implementation of the 1% digital solidarity principle and the financial deadlock that the Fund is currently facing.

His comments were backed by Mr Abdoulaye Wade, who requested that the DSF be transferred to Africa and proposed hosting it in Dakar, particularly because Senegalese law is more flexible than Swiss law.

The representative of Nigeria pointed out that such important decisions required the agreement of the Nigerian capital.

This opinion was supported by the representatives of the OIF and Latin American civil society, who remarked that the 1% digital solidarity strategy could not be dissociated from the DSF. They proposed that an external audit be carried out to assess both the allegations of financial “failings” and the strategic choices of the DSF (promotion of the 1% digital solidarity principle).

The representatives of African civil society, Nigeria, Algeria and Morocco agreed with the comments of the OIF and Latin American civil society and the need for an independent audit. Mr Abdoulaye Wade proposed PricewaterhouseCoopers as the external auditor.

The Executive Secretary took the floor and welcomed the proposed audit, saying that it would demonstrate the quality of the work carried out by the DSF Secretariat since its creation and dispel the unjustified criticisms levelled against it. He reiterated that the DSF was currently in a weak financial position as a direct result of the criticisms voiced about the work of the Secretariat.

The representative of Mali observed that the Executive Secretary had been relieved of his duties at the previous meeting of the Foundation Board, in Lyon. Mr Abdoulaye Wade clarified that the Executive Secretary had, in fact, agreed to retire early, on 31 March 2009. He asked the Executive Secretary to handle the routine affairs of the DSF Secretariat until the end of his mandate and, at the latest, until dissolution of the DSF Foundation and adoption of the articles of association of the new organisation.

The Executive Secretary pointed out that the results of the audit would require that another meeting of the Foundation Board be held before 26 May 2009, the deadline for filing of the petition for dissolution of the DSF Foundation. He confirmed that he is due to retire on 31 March 2009. The President of the Board noted these comments and suggested that it might be possible for the Board to reach the necessary decisions by correspondence.

The representative of Lyon City Council opposed the idea of an audit. The President of the Board also opposed the audit and pleaded strongly in favour of stopping the activities of the DSF. He maintained that it was no longer possible for the DSF to continue its work and that a fresh start was needed. He did, however, acknowledge that the employees of the DSF Secretariat have rights and that their salaries should be paid for the next three months.

The President of the Board also said that, as the DSF is an institution of African states, it should be transferred to Africa. The representative of Latin American civil society pointed out that by becoming an organisation of African states the DSF would lose its global scope and the multi-partner dimension acquired after the WSIS.

Mr Abdoulaye Wade took the floor again to reiterate the interest of Senegal in hosting a new organisation to replace the DSF Foundation. He presented a draft set of articles of association, to be governed by Senegalese law, to launch the new organisation there and then.

The representative of Nigeria underlined that the African Regional Office of the DSF is already located in the Nigerian capital and reminded the Board of the note sent by the Nigerian government to the members of the Board offering, if appropriate, to host the DSF headquarters in Abuja.

Following this contribution, the President of the Board adjourned the meeting.

After this adjournment, it was decided that the other African members of the Board should be consulted to determine which country will host the DSF or the new organisation that might succeed it.

After several exchanges and great confusion regarding how to follow up the proposals made by Senegal, the other delegations and the President of the Board, Mr Abdoulaye Wade intervened to clarify the decisions that needed to be taken.

After an animated discussion, in which divergent positions were voiced, Mr Abdoulaye Wade proposed proceeding based on the following points:

1. The activities of the DSF are suspended until a decision to legally dissolve the Swiss law foundation is taken by the Board (the dissolution petition must be filed by 26 May 2009);
2. The DSF will be subject to an independent audit (of its finances and strategy) to be presented at the next Board meeting;
3. The DSF will be transferred to Africa;
4. The DSF will be restructured. A new African organisation will succeed it once new articles of association have been adopted, based on the laws of the African country that will host it;
5. The vacancy announcement for the position of Executive Secretary of the new organisation will be published at a later date;
6. Mr Abdoulaye Wade will take up the responsibility of the DSF activities in the interim (including organising the independent audit). The Board entrusts to him the task of consulting the African countries interested in hosting the new organisation;
7. Management of routine business until the end of his mandate is entrusted to the incumbent Executive Secretary.

Following various reactions from the members and a degree of disorder, the President of the Board adjourned the meeting.

After this adjournment, at the repeated request of the representative of Algeria, the President put the proposal presented (and amended) by Mr Abdoulaye Wade to the vote. This proposal was adopted (see the seven points above).

Noting the late hour, the President of the Board proposed setting aside the other items on the agenda and closed the meeting of the Board.

