

**MINUTES OF THE BOARD MEETINGS HELD DURING ON 03, 10 and 17 APRIL 2019
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr Robert Ford (RF)	Member	Eastern Africa
Mr Ousmane Ly (OL)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical
Mr Habib Youssef (HY)	Member	Northern Africa

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

AGENDA

1. Opening Remark by the Chair
2. Adoption of the Agenda
3. Approval of Draft Minutes of Meetings
 - 3.1 dated 25-26 November 2018
 - 3.2 dated 28 November 2018
 - 3.3 dated 31 December 2018
 - 3.4 dated 1 February 2019
 - 3.5 dated 5 March 2019
4. Resolutions passed by circulation
5. Committees' Update
 - 5.1 Finance Committee
 - 5.2 Audit Committee
 - 5.3 Remuneration Committee
 - 5.4 Governance Committee
 - 5.4.1 Approval face-to-face Meeting in Mauritius

- 5.5 Nomination Committee
 - 5.5.1 Correct name Typo in Resolution <lyedi Goma> to <Serge Parfait Goma> -
 - 5.5.2 Criteria PDWG-Co chair
 - 5.5.3 Criteria NRO-NC election
6. CEO Operational Report
7. Spending Approval request: Server Hardware
8. Response to Data Protection Office
9. Appeal Against Dismissal
10. Approval of MoUs
 - 10.1 IPv6 assistance for Governments
 - 10.2 AFTLD
 - 10.3 Angola AFRINIC-31 meeting
11. AGMM Quorum
12. Arab Internet and Telecom Union - Observer Status
13. Company Secretary
14. AFRINIC Data loss
15. Review of list of Action Items
16. AOB
 - 16.1 Update AIS19 / AGMM2019
 - 16.2 Board Retreat
17. Closure
18. Next meeting – **08 May 2019**

BUSINESS OF THE DAY

(i). Meeting held on Wednesday, 3 April 2019

Apologies: HY

1. Opening Remark by the Chair

The Chair CB welcomed the Members present and opened the meeting at 15:02 UTC.

A roll call was carried out to confirm quorum. SM declared conflict of interest for discussion on Agenda Item no 11. AGMM Quorum, as per Articles 15.5.

2. Adoption of the Agenda

The agenda was adopted with amendments. Proposed SM. Seconded RF.

3. Approval of Draft Minutes of Meetings

The Board edited and approved the following draft notes of meetings.

3.1 dated 25-26 November 2018

Resolution 201904.471

The Board approved the minutes of the Board meetings held on 24, 25 and 26 November 2018 with amendments.

Proposed SI. Seconded SM. Resolution passed unanimously

3.2 dated 28 November 2018

Resolution 201904.472

The Board approved the minutes of the Board meetings held on 28 November 2018 with amendments.

Proposed SO. Seconded SM. Resolution passed unanimously

3.3 dated 31 December 2018

Resolution 201904.473

The Board approved the minutes of the Board meetings held on 31 December 2018 with amendments.

Proposed SO. Seconded AB. Resolution passed unanimously

5. Committees' Update

5.2 Audit Committee

The Chair of the committee SO briefed the Board on the Internal Audit Plan for the year 2019 as proposed by the Internal Auditor. The programme of audits and activities include corporate compliance, Finance and Accounting, Registration Services and the Business Continuity Plan. The Audit Committee has approved the Internal Audit Plan and is recommending the plan to the Board for implementation.

The Board thanked the Audit Committee, the Board had no objections to the Internal Audit Plan document and noted that approval of the document is the responsibility of the Audit Committee.

5.5 Nomination Committee

5.5.2 Criteria PDWG-Co chair

Defer for discussion on the mailing list and the Chair to inform the NomCom of the decision.

5.5.3 Criteria NRO-NC election

Defer for discussion on the mailing list and the Chair to inform the NomCom of the decision.

The Chair adjourned that the meeting at 15:40 UTC on Wednesday, 3 April 2019 and meeting to resume on Wednesday, 10 April 2019 at 15:00 UTC. Proposed SO and Seconded RF.

(ii). Meeting held on Wednesday, 10 April 2019

The Chair CB welcomed the Members present and opened the meeting at 15:08 UTC. A roll call was carried out to confirm quorum.

3. Approval of Draft Minutes of Meetings – Ctd

The Board edited and approved the following draft notes of meetings.

3.4 dated 1 February 2019

Resolution 201904.474

The Board approved the minutes of the Board meeting held on 1 February 2019 with amendments.

Proposed SO. Seconded SM. Resolution passed unanimously

3.5 dated 5 March 2019

Resolution 201904.475

The Board approved the minutes of the Board meeting held on 5 March 2019 with amendments.

Proposed VM. Seconded HY. Resolution passed unanimously

The Board decided that henceforth, the Board Agenda to include 'Matters Arising from previous past meeting'.

RF left at 16:59 UTC.

4, Resolutions passed by circulation

The Board ratified the following resolutions passed via circulation.

4.1 Appointment to NRO NC / ASO AC

Resolution 201812.464

The Board resolved to appoint Ms Wafa Dahmani to the NRO NC / ASO AC for a one-year term from 1 January 2019 to 31 December 2019.

Proposed CB. Seconded SO. (approved by email dated 01 January 2019). Resolution passed.

4.2 Appointment to Governance Committee

Resolution 201812.465

The Board resolved to appoint Mr Justin Rugondihene to the Governance Committee for a two-year term from 1 January 2019 to 31 December 2020.

Proposed CB. Seconded SO. (approved by email dated 02 January 2019). Resolution passed unanimously.

4.3 Contract with Sheraton Hotel

Resolution 201902.468

WHEREAS the AIS-2019 meeting is planned to be held at the Sheraton Hotel in Kampala, Uganda, in June 2019;

WHEREAS a draft contract with the hotel has been presented;

RESOLVED that the CEO is authorised to sign the contract with the hotel;

RESOLVED that the CEO is authorised to make payments as envisaged by the hotel contract.

Proposed AB. Seconded SO. (approved by email dated 16 February 2019).

Resolution passed unanimously.

4.4 Registration of new Directors

Resolution 201902.469

WHEREAS on 1 February 2019 in terms of resolution 201902.466, the Board resolved to appoint two persons to fill vacancies as provided for by article 13.14 of the Bylaws;

WHEREAS those persons have accepted the appointments;

RESOLVED to add Ousmane Ly and Robert Nkusi Ford to the list of Directors and Members at the Registrar of Companies of Mauritius with immediate effect.

Proposed CB. Seconded SO. (approved by email dated 18 February 2019).

Resolution passed unanimously.

4.5 Reconstitution of Committees

Resolution 201902.470

WHEREAS there is a need to reconstitute the Board Standing Committees;

RESOLVED that the Committees are reconstituted as follows;

Remuneration Committee: Subramanian Moonesamy, Serge Ilunga, Oluwaseun Ojedeji, Alan Barrett, Vika Mpisane, Habib Youssef;

Finance Committee: Subramanian Moonesamy, Habib Youssef, Robert Ford, Christian Bope, Alan Barrett;

Audit Committee: Oluwaseun Ojedeji, Serge Ilunga, Vika Mpisane, Ousmane Ly.

Proposed CB. Seconded SI. (approved by email dated 20 February 2019). Resolution passed unanimously.

5. Committees' Update - Ctd

5.2 Audit Committee - Ctd

The Chair of the Committee SO presented its report to the Board as circulated.

The Board approved that the Audit Committee launches a public call for consultant to do the FIRE Audit exercise.

The Audit Charter has been amended to cater for the change of quorum and to include the attendance of the Internal Auditor as an Observer. The Board discussed and agreed that the Internal Auditor should be invited as and when required to attend the Audit Committee meetings and not to be included as an Observer.

The Board approved that the CEO will be responsible for the tax status review with the Ministry.

5.3 Remuneration Committee

The Chair of the Committee, SI, made a report to the Board on the following

- **Dismissal Case of staff**

The Committee has reviewed the documents provided by the management and the disciplinary processes. The Committee is of the view that the process was followed accordingly and no further action should be taken. However, the Committee noted that there should be improvements in the disciplinary processes, a clear appeal process and employees' resignation process to be described properly.

The Chair will consult the Legal Counsel with regards to the response to the staff concerned.

- **Company Structure Review**

The CEO shared a company structure review and request for C-level positions. The Committee recommended that the CEO re-worked the document and to incorporate the strategies to justify the change in the change in the company structure.

- **Staff Engagement Survey**

The Committee recommended that urgent actions should be taken after consideration of the results of the Staff Engagement Survey. The Committee is of the opinion that the matter is critical and some areas that were to be addressed in the organizational health assessment are already included in the Staff engagement survey results. The nature of the matter requests the Board to intervene.

The CEO has shared some Action Plan to remedy the present situation in the company.

The Remuneration Committee recommended that a group of board members be dedicated to work on the reports and understand the present situation at AFRINIC, as well as to come up with actions that should be taken urgently.

The Board discussed and agreed to constitute an adhoc Committee to attend AFRINIC office, assess the situation, and produce a report to the Board.

Resolution 201904.476

WHEREAS the Board has taken cognisance of the recommendations of the Remuneration Committee with regards to the Staff Engagement Survey;

WHEREAS the Board recognises the need to understand the present situation at AFRINIC Ltd and the root causes;

RESOLVED to constitute an ad-hoc Committee;

RESOLVED to appoint Robert Ford, Vika Mpisane and Subramanian Moonesamy to the ad-hoc Committee to assess the state of AFRINIC operations and provide a report to the Board with recommendations no later than 30 April 2019.

Proposed SO. Seconded SI. Resolution passed unanimously.

Action Item 201904.01: The CEO to provide the adhoc committee with all the travel logistics and required information to complete its task.

The Chair adjourned that the meeting at 19:14 UTC on Wednesday, 10 April 2019 and meeting to resume on Wednesday, 17 April 2019 at 15:00 UTC. Proposed SM and Seconded HY.

(iii). Meeting held on Wednesday, 17 April 2019

The Chair CB welcomed the Members present and opened the meeting at 15:07 UTC. A roll call was carried out to confirm quorum.

5. Committees' Update - Ctd

5.1 Finance Committee

The Chair of the Finance Committee, SM, presented its report to the Board, as circulated.

The Board discussed about the surplus in the Strategic Reserve. The Board decision is to have a strategic reserve to cover 2 years of operations; as at todate the target has not been reached and there is the need to define the operational cost that the Board wants to cover.

The Finance Committee recommends that the surplus be transferred to the strategic reserve after the filing of the audited financial statements for the year 2018.

The Committee is also working on the different options to use the surplus in the operations.

Action Item: 201904.03: The Finance Committee to make a proposal on the actual amount that is required for the operational cost.

5.4 Governance Committee

5.4.1 Approval face-to-face Meeting in Mauritius

The Board Liaison SI informed the Board that the Governance is working on the amendments to the Bylaws and has requested to hold a face-to-face meeting in Mauritius to review all the comments received from members and finalise the Bylaws.

The Governance Committee's (GC) timeline on the progress of the Bylaws review was shared with the Board. The Board noted that the quorum issue is among the urgent matters to be fixed in the current Bylaws, an amendment to the section "12.10" of the current Bylaws to fix quorum issue during the upcoming AGMM. A complete review of the Bylaws may take too much time to finalise before the required deadline to circulate the draft to the Members in time for approval in the AGMM. The GC may ask for more comments from members during the AIS meeting in Kampala, Uganda.

On the request for a face to face meeting in Mauritius, the Board was of the view that there's no need for such meeting for now as this will be the first time that the draft will be presented during an AGMM.

Action Item 201904.02: The Board Liaison to the Governance Committee, SI to inform the GC of the decision of the Board with regards to the amendment to the Bylaws and the face-to-face meetings.

5.5 Nomination Committee - Ctd

The Board Liaison SM made a report on the status of the work in progress with the NomCom as at todate. The workload is higher since there are 9 open positions to complete and a request for extension of the Board seats were made.

5.5.1 Correct name Typo in Resolution <Iyedi Goma> to <Serge Parfait Goma> -

The Board attention was raised on the name of Serge Parfait Goma and the letter received from Serge Parfait Goma to confirm his identity. The Board decided to correct the inaccuracy and to correct the name of the person on all the webpages where he is referred to.

Resolution 201903.477

WHEREAS in Resolution 201902.467 the Board made appointments to the Nomination Committee;

WHEREAS the Board's attention has been drawn to an inaccuracy in a person's name;

RESOLVED to correct the name to Serge Parfait Goma instead of the incorrect Iyedi Goma.

Proposed SM. Seconded AB. SO Abstained. Resolution passed.

6. CEO Operational Report

The CEO made a presentation of his report as circulated to the Board.

Action Item 201904.03: The CEO to provide stats on legacy on WHOIS by 8 May 2019.

Action Item 201904.04: The CEO to share the 5 years plan of Infrastructure Unit in 2 weeks' time.

Action Item 201904.05: The CEO to provide the management report based on the activity plan.

Action Item 201905.06: The CEO to provide the final date that AFRINIC will be fully compliant to GDPR.

7. Spending Approval request: Server Hardware

The Board approved the cost of hardware for the JNB server and management to proceed with the purchase.

8. Response to Data Protection Office

The Board took note that the response to the Data Protection Office was already sent. No feedback received as at now.

9. Appeal Against Dismissal

The Board took note that the matter is closed as per report from the Remuneration Committee.

Action Item 201905.07: The Chair to draft a reply to the staff concerned on the appeal against dismissal by Monday 22 April 2019.

10. Approval of MoUs

The Board discussed and approved the following MoUs:

10.1 IPv6 assistance for Governments

Resolution 201903.477

WHEREAS a template MoU for IPv6 assistance between AFRINIC and Governments has been drafted;

RESOLVED that the CEO is authorised to sign copies of the MoU with specific Governments within the AFRINIC service region as applicable.

Proposed RF. Seconded SO. SM vote NO. Resolution passed.

10.2 AFTLD

Resolution 201903.478

WHEREAS an MoU between AFRINIC and AFTLD has been drafted to promote cooperation in matters of mutual interest;

RESOLVE that the CEO is authorised to sign the MoU.

Proposed SO. Seconded RF. SM vote NO. Resolution passed.

10.3 Angola AFRINIC-31 meeting

Resolution 201903.479

WHEREAS an MoU between AFRINIC-31 meeting is planned to be held in Angola, in November / December 2019;

WHEREAS a MoU between AFRINIC and the local hosts has been drafted;

RESOLVED that the CEO is authorised to sign the MoU.

Proposed SM. Seconded SO. Resolution passed unanimously.

11. AGMM Quorum

The Board decided to publish the full report of the Court ruling on the holding of the AGMM2019 but the personal information to be redacted. The redacted version to be published on the website and the url to be shared to the community.

SO requested that his concern be recorded, that he was not happy that the Board has taken much time to make the document published. The Chair pointed out that the delay is due to a formal meeting was requested before to take decision on the publication.

Action Item 201905.07: The CEO to publish the redacted version of the Court ruling.

12. Arab Internet and Telecom Union - Observer Status

The Board approved AFRINIC to join the ARAB Internet and Telecom Union as an Observer.

Action Item 201905.08: The Secretariat to check other regional association for AFRINIC to join.

13. Company Secretary

The Board debated about the role and recruitment of a Company Secretary to the AFRINIC Board. The company secretarial functions are being done by the Legal Counsel, the Executive Assistant and Executive Services Limited since the incorporation of AFRINIC in Mauritius.

The Board was of the view that the Board requires legal guidance and best corporate governance practices. And there should be a separation of power between the functions of assisting the Board and assisting the Chief Executive Office.

After discussion, the Board agreed to continue with the present modus operandi, the Executive Assistant to continue the internal company secretarial function, the filing of records by the Executive Services Ltd and the legal advice with the Legal Counsel. The Board to further discuss on the separation of power in the next Board meeting.

14. AFRINIC Data loss

SM briefed about the policy review of resources, the staff assessment does not mention any issues on data loss. In SM's view, the Board was not informed of a data loss affecting a significant number of members which occurred in 2009 or 2010. SM stated that there was inadequate reporting by Management of a matter affecting members, and the Management needs to improve on their reporting.

15. Review of list of Action Items

Defer to next Board meeting.

16. AOB

16.1 Update AIS19 / AGMM2019

The Board took note of the planning for AIS19 / AGMM2019 in Kampala, Uganda. The Board to continue discussion on the mailing list.

16.2 Board Retreat

The Board Retreat is proposed to be held in Marrakech, back to back with ICANN65. The Board to continue discussion on the mailing list.

17. Closure

The Chair CB moved to close the meeting at 18:18 UTC on Wednesday 17 April 2019. Proposed SM. Seconded RF.