



**MINUTES OF THE BOARD FACE-TO-FACE MEETINGS HELD ON 14 & 15 JUNE 2019 IN THE  
BOARDROOM SHERATON HOTEL, KAMPALA, UGANDA  
AND VIA ONLINE CONFERENCING SYSTEM**

**Present:**

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

**In Attendance:**

Me Ashok Radhakisoorn                      Legal Counsel

**AGENDA**

1. Opening Remark by the Chair
2. Adoption of the Agenda
3. Approval of Draft Minutes of Meetings
  - 3.1 dated 11 & 12 May 2019
  - 3.2 dated 31 May 2019
  - 3.3 dated 04 June 2019
  - 3.4 Matters Arising out of previous minutes

4. Committees' Report
  - 4.1 Finance Committee
  - 4.2 Audit Committee
  - 4.3 Remuneration Committee / CEO Search Committee
  - 4.4 Governance Committee
5. CEO Operational Report
6. Financial Report (Finance Director)
7. AGMM2019
  - 7.1 Election
8. AFRINIC Services Outage
9. Declaration of Interest
10. 'Procedures for Appointment and removal of Board Appointees'
11. Delegation of Authority
12. Strategic Plan 2016-2020 - Status
13. Business Continuity Plan
14. AFRINIC Resource Review
15. Stakeholders' Survey Result
16. Company Secretary
17. Board Community Engagement
18. Board Handbook
19. Review of List of Action Items
21. Closure

## **BUSINESS OF THE DAY**

*Day 1 – Friday 14 June 2019 at 09:41hrs Local Time, Kampala.*

### **1. Opening Remark by the Chair**

The Chair welcomed the members present and opened the meeting at 09:41 hrs Local Time Kampala, Uganda.

A roll call was carried out to confirm quorum.

### **2. Adoption of the Agenda**

The Agenda was adopted with amendments. Proposed SO. Seconded SM.

### **3. Approval of Draft Minutes of Meetings**

#### **3.1 dated 11 & 12 May 2019**

Defer for approval in the next Board meeting.

**Action Item 201906.01:** The Secretariat to include the recommendations in the draft minutes dated 11 & 12 May 2019 and recirculate to the Board for review.

#### **3.2 dated 31 May 2019**

##### **Resolution 201906.495**

The Board approved the minutes of the Board meetings held on 31 May 2019 with amendments.

Proposed HY. Seconded OL. Resolution passed unanimously.

#### **3.3 dated 04 June 2019**

##### **Resolution 201906.496**

The Board approved the minutes of the Board meetings held on 04 June 2019 with amendments.

Proposed VM. Seconded SI. Resolution passed unanimously.

### **3.4 Matters Arising out of previous minutes**

None.

## **4. Committees' Report**

### **4.1 Finance Committee**

#### **4.1.1 Additional Cash Reserve**

The Committee recommended that an additional amount of USD 1,300,000 be added to the Strategic Cash Reserve.

#### **Resolution 201906.497**

WHEREAS in resolution 201511.261 the Board created a Strategic Cash Reserve;

WHEREAS current cash assets are available to support an additional increase in the Strategic Cash Reserve;

RESOLVED that an additional amount of USD 1,300,000 be added to the Strategic Cash Reserve;

RESOLVED that a new Fixed Deposit account be created for this additional amount; RESOLVED that any expenditure or transfers out of any bank account forming part of the Strategic Cash Reserve shall require three signatures, comprising of the CEO, AND the Finance Director, AND either the Chairman or the Vice-Chairman of the Board

Proposed SM. Seconded SO Resolution passed unanimously.

#### **4.1.2. Financial Projections 2019 – 2024**

The Chair of the Finance Committee made a presentation on the financial projections of AFRINIC for the year 2019 till 2024. The report outlines the expected revenues and operations costs for the next 5 years starting 2019. It is noted that the Fees Review Committee originally proposed a fee increase of 5%, after the Fee Review exercise and the public comment, it was suggested not to increase the fees. The current view of the Finance Committee is to aim for revenue from fees to be a revenue neutral.

The Board approved the report and the Committee can make such recommendation to the community.

### **4.1.3 Discount for Community Network**

The Board discussed about discount for community network and a particular request received for discount from one of such organization.

The Board decided that a policy should be drafted for all community networks.

**Action Item 201906.02:** The Management to draft a policy for community networks.

### **4.1.4 Fee Review**

The Finance Committee is working on the Fee Schedule and a Discount policy; and the documents will be shared to the Board at a later stage.

The Board debated on the need to complete the Fee review process while taking into account that major changes in the fee structure require a comments period and minor changes require only an announcement to the community.

**Action Item 201906.03:** The Finance Committee to complete the fee review process within 4 months i.e 14 September 2019. The timeframe includes the consultation period with the community, if any.

*Break 12:01 hrs Resumed 12:12 hrs Local time Kampala*

## **4.2 Audit Committee**

The Chair of the Audit Committee outlined the presentation on the audited financial statements for the financial year 2018, which will be made to members during the AGMM. The external auditor PricewaterHouse Coopers (PwC) will participate remotely to the AGMM.

The Chair of the Audit Committee queried on the status of the tax review exercise. The line of reporting was changed to the CEO. The Chair of the Finance Committee also raised the need to have feedback on the tax review before the start of the budgeting process for 2020. They pointed out that the tax status was rated as high priority in the Client's Services Report that was submitted by PwC. Such report will enable the Finance Committee to determine the level of surplus that can be attained, and the Board to clarify its expectations of what should be done.

**Action Item 201906.03:** The Audit Committee to follow up on the Client's Services Report that was submitted by PwC.

**Action Item 201906.04:** The Management to do a tax status review and report to the Board by end of September 2019.

### **4.3 Remuneration Committee / CEO Search Committee**

The Chair of the Remuneration Committee presented its report to the Board and briefed on the progress made with regards to the CEO Search.

#### **4.3.1 Selection of recruiting firm**

The CEO Search Committee is working towards selecting the recruiting firm that will undertake the search exercise and make recommendation for approval to the Board by the next day.

#### **4.3.2 Job Profile**

The Board to review the job profile before it is shared to the recruiting firm.

**Action Item 201906.05:** The Board to review the CEO job profile and to provide comments within 48 hours.

#### **4.3.3 Interim CEO**

The Chair of the Remuneration Committee tabled draft Terms of Reference and Delegation of Authority for the Interim CEO, for the approval of the Board.

It is expected to have the new CEO in December 2019 as per the recruitment timeline agreed by the Board. The transitional period is for the next 6 months, subject to the final recruitment, and the Interim CEO will abide by the Terms of reference and the Delegation of Authority in the exercise of his functions.

*VM out 12:49 hrs - 12:59hrs Local Time Kampala*

After discussion, the Board approved the Terms of Reference and the Delegation of Authority for the Interim CEO.

#### **4.3.4 CEO Transition**

The CEO will leave the organisation on the 26<sup>th</sup> July 2019 as per his resignation letter.

The Board thoroughly discussed about the appointment of the Interim CEO and the transition process.

The Board agreed that the Interim CEO should work with the CEO as from 1<sup>st</sup> July till 26<sup>th</sup> July 2019; and the Interim CEO to take over on the 27<sup>th</sup> July and will do the hand over to the new incoming CEO.

After discussion, the Board decided that the Interim CEO should be the next C-Level position in the organization. As such, the Finance Director is to assume the additional responsibility of Interim CEO.

The Chair to inform the Finance Director of the board decision during lunch time and to seek his approval before appointing him as Interim CEO.

*Meeting adjourned at 14:01 hrs Local time Kampala [lunch] and resumed at 15:21hrs Local time Kampala.*

The Chair informed the Board that the Finance Director has accepted the offer as Interim CEO. He also informed that the CEO has been tasked to ensure that there is adequate separation of responsibilities between the two roles.

The Board decided that the Finance Director is to henceforth attend the board meeting as an Observer.

#### **Resolution 201906.498**

WHEREAS the Chief Executive Officer, Alan Barrett, has resigned with effect from 26 July 2019;

RESOLVED to appoint Mr Patrisse Deesse, the Finance and Accounts Director, as Interim Chief Executive Officer effective as from 1 July 2019, until such time that a new Chief Executive Officer is appointed.

Proposed SO. Seconded HY. AB abstained. Resolution passed.

**Action Item 201906.06:** The Secretariat to do a formal letter of appointment as Interim CEO to the Finance Director, including the Terms of Reference and Delegation of Authority.

**Action Item 201906.07:** The Secretariat to inform the Finance Director to attend board meeting as an Observer.

**Action Item 201906.08:** The Chairman to send a communique to the community and staff about the appointment of the Finance Director as Interim CEO.

#### **4.3.5 Work Plan**

The Chair of the Remuneration Committee briefed the Board about its work plan.

The attention of the Board was drawn that some activities related to policies could not be completed because the organizational policy index is not available yet and is expected to be ready by end of the year 2019. The Board decided that the Management should submit the organization policy earlier, by end of July 2019.

**Action Item 201906.09:** The Management to submit the Organisational Policy Index by end of July 2019.

#### **4.3.6 Mid-Year Evaluation of CEO**

The Committee recommended to maintain the CEO evaluation process and to conduct the mid-year evaluation of the CEO.

**Action Item 201906.10:** The Management to submit the Organisational Policy Index by end of July 2019.

#### **4.3.7 Performance agreement**

With reference to discussion in the last face-to-face board meeting held on the signed performance agreement, the Board reiterated that each staff should have a clear indication of their respective work based on the activity plan for the year, and both parties to sign a performance agreement to this effect.

**Action Item 201906.11:** The Chairman to follow-up with the CEO on the implementation of the Performance Agreement for each staff.

#### **4.3.8 Contract of employment [REDACTED]**

The decision of the Board about the contract of employment of the said employee to be implemented with immediate effect.

**Action Item 201906.12:** The Chairman to follow-up with Management for the implementation of the Board decision with regards to the Contract of employment [REDACTED]

#### **4.4 Governance Committee**

The Board Liaison informed that the Special Resolution for amending the Bylaws will be tabled for vote at the AGMM. The Governance Committee has a session with the community on the Friday 21 June 2019.

### **5. CEO Operational Report**

The CEO presented his operational report to the Board as circulated.

The Board discussed and advised that the CEO report to the Board should be on strategic issues and results, based on the strategic plan. The report should include the needs of each department and whether they are performing according to expectations.

### **7. AGMM2019**

The Board discussed on the process to conduct the AGMM2019 on Thursday 20 June 2019.



## 7.1 Election

The CEO made a report on the issues with the e-voting election platform which was opened on the 6 June 2019 and the different concerns raised by some Members. The inability to abstain in the present e-voting system is due to the removal of the option None of the above from the election guidelines. The Election Committee has decided to keep the election running and not to open a new e-voting system, in order to avoid preemption of tampering with an ongoing election and to promote the use of proxies if members wish to abstain.

The Board agreed to explain the situation to Members as presented and to let the members during the AGMM decide the course of action to follow by consensus.

*The Chair adjourned the meeting at 19:00 hrs Local Time Kampala. Proposed HY. Seconded VM.*

*Day 2 – Saturday 15 June 2019 at 09:50 hrs Local Time, Kampala.*

### Present:

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

### In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mr Patrisse Deesse	Finance Director

### Apologies:

Mr Seun Ojedeji (SO)	Member	Non Geographical
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## 6. Financial Report (Finance Director)

The Finance Director made a presentation on the AFRINIC Financial Update.

He made an overview of the operating costs and expenses for the first quarter.

The Board recommended that the status of the treasury and cash holdings are to be included on the operational report to the Board.

The Board debated on the need to have an Investment Policy and on the issue of some Members with no Registration Services Agreement.

*VM out 10:15 hrs – 10:30 hrs Local Time Kampala*

**Action Item 201906.13:** The Management to provide to the Board the mechanism to address the issues of Members that do not have a signed Registration Services Agreement by end of August 2019.

#### **4. 1.5 Reserves as per resolution 200801.60 – [ Ctd ]**

The Finance Director presented the report outlining the Board decision in 2008 to build a reserve sufficient to cover two years of operational expenses and the present practice of maintaining Strategic Cash Reserve since 2015. The board debated on the definition of operational cost and the recovery plan as presented by the Finance Director.

The Board was of the opinion that all the figures presented should be feasible and some clear activities can be implemented as means to cut cost in the future if an uncertainty arise. The Board tasked the Finance Committee to use the 'reserve projection report' as a reference and for it to be updated every year.

**Action Item 201906.14:** The Finance Director to review and assess the feasibility of the adjusted figures and measures in the recovery plan scenario for business continuity.

## **8. AFRINIC Service Outage**

The CEO presented his report on the AFRINIC Services Outage which occurs on the 28 May 2019. The Board pointed out that it is a critical service disruption and appropriate measures should be taken to prevent such situation from occurring.

The following decisions were taken:

1. AFRINIC to seek clarification from the service provider [REDACTED] on the service outage. [REDACTED]
2. Management to do an inventory of all contracts and make sure that they are filed accordingly, both electronically and physically. A register of contracts should be made available by end of July 2019. All contracts should be audited and the Administration Department to be the central repository. The Audit Committee to oversee the exercise.
3. AFRINIC to sign a contract with the Service Provider [REDACTED]
4. [REDACTED]
5. [REDACTED]
6. [REDACTED]
7. The Board to set up a Committee that looks into the technical side of AFRINIC operations.

**Action Item 201906.16:** The Management to seek clarification from the service provider [REDACTED] on the AFRINIC Service Outage.

**Action Item 201906.17:** The Management to do an inventory of all contracts available at AFRINIC. Administration Department to be the central repository. An audit of all the contracts to be carried out under the supervision of the Audit Committee. Timeframe by end of July 2019.

**Action Item 201906.18:** AFRINIC to sign a contract with the service provider [REDACTED] for the hosting of AFRINIC Services on their datacenter.

[REDACTED]

*Break 12:45 hrs – 14:00 hrs Local Time Kampala*

## **9. Declaration of Interest**

The Board reviewed and approved the Declaration of Interests policy.

### **Resolution 201906.499**

WHEREAS the Audit Committee has proposed the Directors' Declaration of Interests policy;

RESOLVED to approve the document;

RESOLVED that all directors shall be bound by the policy.

Proposed AB. Seconded HY. Resolution passed unanimously.

## **10. 'Procedures for Appointment and removal of Board Appointees'**

The Board reviewed and approved the procedures for appointment and removal of Board Appointees.

### **Resolution 201906.500**

WHEREAS the Board has reviewed the procedures for the appointment and removal of AFRINIC Board Appointees;

RESOLVED to adopt the procedures document, as amended.

Proposed OL. Seconded SI. Resolution passed unanimously.

**Action Item 201906.20:** The Secretariat to publish the document 'Procedures for the appointment and removal of AFRINIC Board Appointees; under the corporate webpage.

## **11. Delegation of Authority**

The Board agreed to defer discussion on changes to the Delegation of Authority to a later stage when the new incoming CEO assumes its functions.

## **12. Strategic Plan 2016-2020 – Status**

The CEO informed the Board that the status of the Strategic Plan 2016-2020 was not carried out due to unforeseen circumstances that affected the schedule to conduct a review workshop with the Management. A process for the drafting of the new Strategic Plan was presented to the Board.

The Board decided that it is critical that a mid-term assessment is done before the drafting of any new Strategic Plan. The Board brainstormed on the way forward and it was agreed that a meeting should be convened to talk of the strategies of the Directors and gave directions to the Management. Inputs from the community should be sought after a first draft strategic plan has been compiled.

**Action Item 201906.21:** The Management to submit to the Board the status of the Strategic Plan 2016 – 2020 by 15 September 2019.

## **13. Business Continuity Plan**

The CEO presented the draft Business Continuity Plan to the Board.

The Board noted that the document should be updated to include the risks that may affect AFRINIC, the succession planning, clear identification of the services that AFRINIC is providing and the plan to have such services running in case of any contingencies. There is the need to have a complete risk assessment of the organization and identify the risks involved.

**Action Item 201906.22:** The Management to do a risk assessment of the organization. The Audit Committee to supervise the exercise.

## **14. AFRINIC Resource Review**

The Board examined the report on the AFRINIC Resource Review as presented by the CEO. The Board decided that such report should henceforth be included in the Management Report.

**Action Item 201906.22:** The Management to provide further details on the 'indepth review' and proof that is requested from Members.

## **15. Stakeholders' Survey Result**

The Board brainstormed on the results of the Stakeholders' Survey. The outcomes of the survey should be used during the next budget process and activity plan including the drafting of the next Strategic Plan.

The Board to consider the feedback in increasing the Board visibility in the community.

*Break 15:49 hrs – 16:10 hrs Local Time Kampala*

## **16. Company Secretary**

The Board further debated about the function of 'Company Secretary' at AFRINIC and reviewed the job profile as presented by one member.

*Legal Counsel and Executive Assistant recused at 16:39 hrs – 17:05 hrs Local Time Kampala*

After discussion, the Board decided the following;

1. the Legal Counsel will be entrusted with the duties of the Company Secretary to the Board and the Company, as well
2. the Executive Assistant to continue providing the company secretarial duties to the Board and continue her studies till qualification
3. a Legal Officer to be recruited and trained by the Legal Counsel
4. the agreement with [REDACTED] to be reviewed.

### **Resolution 201906.501**

RESOLVED to appoint Mr Bhojendranath Radhakisson as Company Secretary of the African Network Information Centre (AfrINIC) Ltd.

Proposed VM. Seconded HY. SM Vote No. Abstain. Resolution passed.

**Action Item 201906.23:** The Management to implement the change of Company Secretary as per resolution 201906.501.

## **17. Board Community Engagement**

Discussion deferred to next Board Meeting for discussion .

## **18. Board Handbook**

The present version of the Board Handbook is to be updated as per new procedures and changes in the Bylaws. Further discussion to be held in the next Board Retreat.

**Action Item 201906.24:** The Chair, Legal Counsel and Executive Assistant to review and update the Board Handbook. Deadline next Board Retreat.

*Finance Director left at 15:18 hrs Local Time Kampala*

## **19. Review of List of Action Items**

The Board reviewed the list of opened Action Items. Refer to Board collaborative tool.

## **20. AoB**

### **20.1 Board Retreat**

The Board discussed about the different options to hold the next Board Retreat and the availability of Directors.

**Action Item 201906.25:** The Secretariat to circulate a doodle poll to determine the dates and venue of the next Board Retreat.

## **21. Closure**

The Chair CB moved to close the meeting at 18:15 Local Time Kampala. Proposed RF. Seconded HY.