



**MINUTES OF THE BOARD MEETING HELD ON 9 JUNE 2021 AT 09:12 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa
Mr Mark Elkins (ME)	Member	Southern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical

In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoon	Legal Counsel

AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of interest
2. Appointment of newly elected Director
3. Appointment of Chair and Vice-Chair
4. Reconstitution of the Board Committees
5. Bank Signatories
6. Corporate Compliance
7. Legal Notice
8. Next Board meeting

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BUSINESS OF THE DAY

1. Welcome

The CEO chaired the first part of the Board meeting for the appointment of the Chairman and Vice-Chairman of the Board following recent AGMM elections. The CEO welcomed the members present and opened the meeting at 09:12 UTC.

A roll call was carried out to confirm quorum, and the meeting had quorum to proceed.

The Agenda was adopted as circulated. Proposed BE and Seconded AO.

1.1 Disclosure of conflict of interest

There was no declaration of conflict of interest.

2. Appointment of newly elected Director

The Board resolved to appoint the new elected Director during the virtual AGMM2021 as Directors of the company.

Resolution 202106.613

WHEREAS the Board election were held during the virtual AGMM on the 4 June 2021;
WHEREAS Mr Mark James Elkins was elected to the Board of AFRINIC for a 3-year term;
WHEREAS Mr Vika Mpisane's term to the Board ended on the day of the AGMM;
RESOLVED to remove Mr Vika Mpisane from the List of Directors and Members at the Registrar of Companies of Mauritius with immediate effect;
RESOLVED to add Mr Mark James Elkins to the list of Directors and Members at the Registrar of Companies of Mauritius with immediate effect.

Proposed BE. Seconded AO. No objection. Resolution passed unanimously.

3. Appointment of Chair and Vice-Chair

3.1 Chair

The CEO called for nominations for the position of Chairman.

HY nominated SM. Seconded BE. SM accepted the nomination.

There was no further nomination for the position of Chairman. No objection.

Mr Subramanian Moonesamy was elected as Chairman of the AFRINIC Board.

3.2 Vice-Chair

The CEO called for nominations for the position of Vice-Chairman.

AO nominated HY. Seconded BE. HY accepted the nomination. No objection.

Prof Habib Youssef was elected as Vice-Chairman of the AFRINIC Board.

The CEO handed over the meeting to the newly elected Chair (SM) at 09:25 UTC. Both the Chair and Vice-Chair expressed their gratitude to the Board members for appointment to their respective roles.

Resolution 202106.614

WHEREAS the Board selected Mr Subramanian Moonesamy as Chairman and Prof Habib Youssef as Vice-Chairman of African Network Information Centre (AfrINIC) Ltd.

RESOLVED to appoint Mr Subramanian Moonesamy as Chairman and Prof Habib Youssef as Vice Chairman until the first board meeting after the Annual General Members' Meeting 2022.

Proposed ME. Seconded SI. Resolution passed unanimously.

4. Reconstitution of the Board Committees

The Board reconstituted the Standing Committees as follows;

Resolution 202106.615

WHEREAS there is a need to reconstitute the Board Standing Committees;
RESOLVED that the Committees are reconstituted as follows:

Audit Committee: Serge Ilunga, , Benjamin Eshun, Mark Elkins

Finance Committee: Abdalla Omari, Adewale Adedokun, CEO

Remuneration Committee: Prof Habib Youssef, Mark Elkins, Oluwaseun Ojedeji

Proposed HY. Seconded OO. Resolution passed unanimously.

Action Item 202106.01: The Committees are to review their respective ToRs and submit to the Board by end of June 2021.

5. Bank Signatories

The Board took note of the written resolution template for the change of bank signatories. The Board reviewed the document in line with Section 23.6 of the Bylaws and the usual corporate practice.

The CEO explained that the Management signed all operational expenditures and a Board Member is required to sign for Fixed Deposits' accounts. The practice at AFRINIC is for the CEO and one Director to sign for payment on behalf of the company, and in the absence of the CEO, then two Directors mandated by the Board can sign or a Board Member. The practice has been used for years and no issues raised by the auditors to the effect that it is not in line with Section 23.5 & 23.6 of the Bylaws.

The Legal Counsel advised that if the Board wants to change the adopted practice, an amendment to the Bylaws shall be required to amend Section 23.5 & 23.6.

The Chair proposed to defer the agenda to the next Board meeting under review of the delegation of authority.

Action Item 202106.02: The Finance Committee to review the delegation of authority and Bank signatories; and report to the Board by end of June 2021.

6. Corporate Compliance

6.1 Update on KYC

The Board took note of the board paper on the status of the KYC with the Mauritius Commercial Bank Limited. A meeting was held with the Accounts Manager to voice out concerns and the matter to be resolved the soonest possible.

Action Item 202106.02: The Finance Committee to review the delegation of authority and Bank signatories; and report to the Board by end of June 2021.

6.2 Executive Services Limited

The Board took note of the letter that was received from the Registrar of Companies (ROC) via the Company Secretary (Executive Services Limited). The ROC required the company to appoint individuals as the representatives of the Executive Services Ltd instead of the firm only; individuals that the ROC can contact for information on the company.

Resolution 202106.617

It is **RESOLVED:**

THAT any one of the following representatives of Executive Services Ltd, namely, Mr. Christian ANGSEESING, Mr. Didier ANGSEESING and Ms. Nathalie DESCELLES-POCHÉ be authorised to provide upon request by any competent authority all basic information and beneficial ownership information of the Company pursuant to Section 190 (6) (a) of the Companies Act 2001.

COUNTERPARTS

It is RESOLVED THAT this document may be executed in counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

Proposed EK. Seconded OO. Resolution passed unanimously.

Action Item 202106.03: The CEO to provide a compliance report to the Board on the letter received from the Registrar of Companies / company Secretary by end of June.

7. Legal Notice

The Board took note of the latest legal notice received from Cloud Innovation before the AGMM and the response drafted by the Legal Team.

8.0 Next Board Meeting

The next Board meeting is scheduled for Wednesday 7th July 2021 at 09:00 UTC

9.0. Closure

The Chair moved to close the meeting at 11:18 UTC. Proposed HY. Seconded ME.

SIGNED