

**MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 13 SEPTEMBER 2017 AT 15:17 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Mr Sunday Folayan (SF)	Member	Western Africa
Mr Christian Bope (CB)	Member	Central Africa
Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mr Haitham El Nakhal (HE)	Member	Northern Africa
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In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda:

1. Welcome and Agenda Review
2. Approval of Draft Minutes of meetings
 - 2.1 dated 28 May 2017
 - 2.2 dated 21 June 2017
 - 2.3 dated 23 June 2017
3. Resolutions passed by circulation
 - 3.1 Guideline for Appeals Committee
 - 3.2 MoU with NIRA for AFRINIC-27 meeting
 - 3.3 AFRINIC-27 Hotel Payment
 - 3.4 Extension for implementation of transfer policy AFPUB- 2016-V4-003-
4. Review of last Action Items
 - 4.1 last Board meetings
 - 4.2 last Board Retreat / Review of Strategic Objectives
5. Committees' Report

- 5.1 Finance Committee
 - 5.1.1 Approval of Finance Committee Charter 2017/2018
- 5.2 Remuneration Committee
- 5.3 Audit Committee
- 5.4 Fee Review Committee
- 5.5 Governance Committee

- 6. Appointees of AFRINIC Board
 - 6.1 ASO AC / NRO NC Member
 - 6.2 Governance Committee

- 7. Quarter 2 Report

- 8. Opening of a Euro FCDA account
 - 8.1 Creation of account
 - 8.2 Invoices for fees in Euros

- 9. PDP Appeal Committee
 - 9.1 Terms of Reference
 - 9.2 Comments received from Community as at 19 August 2017
 - 9.3 Constitution of PDP Appeal Committee

- 10. Procedures for removal of an NRO NC Member

- 11. Legal Risk of Board Members commenting on Policies

- 12. Code of Conduct

- 13. Emails / Questions from Andrew Alston and Commitment from the Board

- 14. Status AFRINIC-27 Lagos, Nigeria
 - 14.1 Update on Logistics
 - 14.2 Board Meetings' Dates

- 15. MoUs with Root-Server Operators

- 16. Draft RSA

- 17. Any Other Business
 - 17.1 Board Travel

- 18. Adjournment

BUSINESS OF THE DAY

1. Welcome and Agenda Review

The Chair, SF welcomed the Board Members present online and opened the meeting at 15:17 UTC. A roll call was conducted to confirm quorum.

The Chair informed the Board that he is facing connection issues and advised to designate a member to replace him in case of disconnection and since HE (present Vice-Chair) has sent apologies for this meeting. AN nominated LM as Vice-Chairman, nomination accepted by LM and Board Members.

SF called for a review of the Agenda. The Agenda was adopted unanimously as presented. Proposed CB and Seconded SO.

2. Approval of Draft Minutes of meetings

2.1 dated 28 May 2017

Resolution 201709.362

The Board resolved to approve the minutes of the Board meeting held on 28 May 2017 with amendments.

Proposed CB. Seconded LM. Resolution unanimously approved.

2.2 dated 21 June 2017

Resolution 201709.363

The Board resolved to approve the minutes of the Board meeting held on 21 June 2017 with amendments.

Proposed SO. Seconded AN. Resolution unanimously approved.

2.3 dated 23 June 2017

Resolution 201709.364

The Board resolved to approve the minutes of the Board meeting held on 23 June 2017 with amendments.

Proposed SI. Seconded SO. Resolution unanimously approved.

3. Resolutions passed by circulation

The Board noted the following resolutions passed by circulation.

3.1 Guideline for Appeals Committee

Resolution 201708.365

"WHEREAS section 3.5 of the Consolidated Policy Manual
<https://www.afrinic.net/library/policies/1829-afrinic-consolidated-policy-manual#s3_5>

requires an Appeal Committee to be appointed by the Board;
WHEREAS terms of reference for an AFRINIC Policy Development Appeal Committee have been drafted;
RESOLVED to publish the draft terms of reference dated 18 July 2017 for a period of 30 days for comments from the community;
WHEREAS the possibility exists that an appeal may be made before the end of the comment period;
RESOLVED to establish an interim Appeal Committee as described in the draft without delay."

Proposed SO. Seconded AB. (Approved by email dated 19 July 2017)
Resolution passed unanimously.

3.2 MoU with NIRA for AFRINIC-27 meeting

Resolution 201708.366

WHEREAS the AFRINIC-27 meeting is planned to be held in Lagos, Nigeria, in November/December 2017;
WHEREAS an MoU between AFRINIC and the local hosts has been drafted;
RESOLVED that the CEO is authorised to sign the MoU.

Proposed AB. Seconded SO. (Approved by email dated 19 August 2017)
Resolution passed unanimously. SF recused himself from voting.

3.3 AFRINIC-27 Hotel Payment

Resolution 201708.367

WHEREAS the AFRINIC-27 meeting is planned to be held at the Renaissance Lagos Ikeja Hotel in November/December 2017;
RESOLVED that the CEO is authorised to sign appropriate contracts with the hotel;
RESOLVED that legitimate payments to the hotel are approved, provided such payments remain within the budget, and provided the Board is informed of such payments in advance.

Proposed AB. Seconded SO. (Approved by email dated 23 August 2017)
Resolution passed unanimously.

3.4 Extension for implementation of transfer policy AFPUB- 2016-V4-003-DRAFT03

Resolution 201708.368

WHEREAS the proposed policy AFPUB-2016-V4-003-DRAFT03 (IPv4 Resource Transfer within the AFRINIC region) was ratified by the Board in terms of resolution 201704.335;

WHEREAS AFRINIC staff have

(1) requested for an extension until 31 October 2017, to implement the said policy;

(2) provided reasonable grounds for their said request;

RESOLVED to approve the request for extension.

Proposed AB. Seconded SO. (Approved by email dated 15 August 2017)

Resolution passed unanimously.

4. Review of Action Items

4.1 last Board meetings

Action Item: 201706.01: Remuneration Committee to work with CEO in engaging a consultant to review salaries, benefits, and company structure.

Status: Action Item to be kept Open.

The CEO reported that the Term of Reference has been forwarded to the HR Team to implement. Discussion has started with the Consultant but no contract signed yet.

Action Item 201706.02: The Chair to write to Krishna Seeburn (KS), former Board Director and Member of the Fee Review Committee, to seek his confirmation to continue the work in progress within the Committee and produce a report.

Status: Action Item to be Closed. Completed.

[REDACTED]

Action Item 201705.03 : The Chair of the MoU Review Committee to forward the list of all the MoUs to the Board and present a closure report in order to dissolve the Committee.

Status: Action Item to be closed. Completed.

Action Item 201705.04: The Board to further discuss and consider the option of having Open Board Public Meeting next year.

Status: Action Item to be kept Open and placed on the agenda for a Board meeting in January / February 2018.

4.2 Last Board Retreat / Review of Strategic Objectives

The CEO briefed the Board on the Action Items that arise from the last Board Retreat on the Strategic Objectives / Plan 2016-2020 as per document circulated.

The Board discussed and agreed that this particular list of Action Items is to be transferred to the Remuneration Committee. The Remuneration Committee to work on the list of Action Items arising from the Board Retreat and define appropriate metrics and timelines to allow the Board to track down the progress of each Action Item. The Remuneration Committee to report back to the Board in the next Board meeting.

New Action Item 201709.01: The Remuneration Committee to work on the list of Action Items that arise from the last Board Retreat on the Strategic Objectives / Plan 2016-2020. The Committee to define appropriate metrics and timelines; and to come up with actions for the Board in its next Board meeting.

5. Committees' Report

5.1 Finance Committee

5.1.1 Approval of Finance Committee Charter 2017/2018

SM, standing in for the Chair of the Finance Committee, HE who was not present. SM also highlighted the difference between the old charter and the new one. Investment Policy is now part of the Finance Committee Charter.

There were no objection or comments to the approval of the Charter as circulated.

Resolution 201709.369

The Board resolved to approve the new Charter / Terms of Reference of the Finance Committee.

Proposed SM. Seconded CB. Resolution passed unanimously.

5.2 Remuneration Committee

The Committee's work had been discussed under Action Item 201706.01.

5.3 Audit Committee

The Committee is working towards the audit of the company and has considered the proposed audit timeframe from the Finance Director. It is noted that the AGMM is due to happen earlier than usual, in May 2018. The committee is working to meet the deadlines for the audit report to be ready before the AGMM. The Charter of the Audit Committee has not changed.

5.4 Fees Review Committee

The CEO briefed the Board that he has drafted recommendations with regards to the Fee Review. [REDACTED]

[REDACTED] The Board agreed to appoint another member of the Board to the Fee Review Committee. SF requested that the Fee Review Committee to appoint a new Chairman among itself.

Resolution 201709.370

Whereas Mr Krishna Seeburn was Chair of the Fee Review Committee;
Whereas Mr Krishna Seeburn is no longer a member of the Board of AFRINIC;
Resolved to:

1. Appoint Mr Subramanian Moonesamy as Board Liaison to the Fee Review Committee
2. Request the Fee Review Committee to appoint a new Chairman amongst itself.

Proposed SO. Seconded CB. Resolution passed unanimously.

5.5 Governance Committee

SO briefed the Board that there is no new update from the Governance Committee. The Committee has drafted some guidelines on how to do their work. A meeting is scheduled for the end of September 2017.

6. Appointees of AFRINIC Board

6.1 ASO AC / NRO NC Member

The Board discussed the appointment of the ASO AC / NRO NC Member for the year 2018.

The Chair requested the Board members to send nominations for the position on the Board mailing list.

Action Item 201709.02: The Board Members to send nomination of potential candidates for the position of ASO AC / NRO NC member on the Board mailing list for the next two weeks.

6.2 Governance Committee

The Board agreed to re-appoint Seun Ojedeji to the Governance Committee for the year 2018.

Resolution 201709.371

RESOLVED to appoint Seun Ojedeji as non-voting Board liaison to the Governance Committee, for a oneyear term from January 2018 to December 2018;

7.0 Adjournment

The Chair SF moved to adjourn the meeting at 18:27 UTC. Proposed SF. Seconded CB.