

**MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 27 SEPTEMBER 2017 AT 15:07 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Mr Sunday Folayan (SF)	Member	Western Africa
Mr Haitham El Nakhal (HE)	Member	Northern Africa
Mr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda:

(Continuation of meeting dated 13 September 2017)

7. 2nd Quarter 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 the 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 of 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

The Chair SF, welcomed the Members present online and opened the meeting at 15:05 UTC. A roll call was conducted to confirm quorum.

7. 2nd Quarter Report

The Chair of the Finance Committee, HE, briefed the Board on the 2nd Quarter Financial Report that was circulated to the Board. He stated that the company is doing very well and achieving good performance.

The Board agreed that the half year performance report is to be drafted by the Management for publication to the community. The report to present the overview of receipts and payments, income and expenditures.

Action Item 201709.03: The Management to prepare the half year report and submit to the Board for approval. The report to be published to the community within the next 3 weeks i.e 18 October 2017.

8. Opening of a Euro FCDA account

Management is seeking board approval to operate a Euro Foreign Currency Denominated Account and also to issue invoice in Euro. The Board debated and approved the creation of the Euro FCDA account.

8.1 Creation of account

Resolution 201709.372

It is **RESOLVED:**

THAT a New EURO Foreign Currency Denominated Account be opened in the name of the Company at SBM (Mauritius) Ltd, PORT LOUIS, Mauritius.

THAT the following persons be appointed bank signatories of the new Euro Account.

[REDACTED]

THAT the mode of signatures of the Company, for all bank transactions be **EITHER** two “**A**” Signatories **OR** One “**A**” Signatory and One “**B**” Signatory

THAT the above mentioned signatory persons be authorised to act in accordance with the Company authorised [REDACTED] or equivalent in any other currency, which must be approved by the Board. A Board approval shall also be required for all [REDACTED].

2. INTERNET BANKING ACCESS

It is **RESOLVED**:

THAT the following be the complete List of access rights to our Internet Banking facilities as per roles indicated:

[REDACTED]

Proposed AB. Seconded SO. Resolution passed unanimously.

Action Item 201709.04: The Board Members to sign the counterpart resolution for the opening of a Euro FCDA account and return to the Secretariat for processing by 4 October 2017.

8.2 Invoices for fees in Euros

Resolution 201709.373

WHEREAS AFRINIC’s fees are specified in US Dollars;
WHEREAS some members desire to pay in Euros;
RESOLVED that AFRINIC may add a note to invoices informing members of the ability to pay in EUR, based on an exchange rate quoted by AFRINIC’s bankers no more than 7 days before the date that the invoice is issued.

Proposed AB. Seconded HE. Resolution passed unanimously.

9. PDP Appeal Committee

9.1 Terms of Reference

The Board took note of the original Terms of Reference of the PDP Appeal Committee as circulated. The Board decided that there will be no further discussions until the incorporation of the comments received from the Community as at 19 August 2017.

9.2 Comments received from Community as at 19 August 2017

Action Item 201709.05: SO appointed to coordinate the process of integrating the comments received from the community on the Appeal Committee to the original Terms of Reference within the next 2 weeks i.e 11 October 2017.

9.3 Constitution of PDP Appeal Committee

No discussion until Action Item 201709.05 is completed.

Action Item 201709.06: The Board to finalise the constitution of the Appeal Committee after completion of the review of the original Terms of reference.

10. Procedures for the removal of an NRO NC Member

The CEO explained that the procedures is a requirement within the agreement between the RIRs and ICANN whereby each RIRs should have a process to remove an NRO NC Member. A proposal had been drafted, reviewed by the Legal Counsel, and circulated to the Board.

The Chair SF faced connectivity issue at 16:10 UTC and HE took over as Chair. SF participated in the room chat. It is to be noted that there were several interruptions as from this point of the meeting and some members lose connection on and off (audio and internet connection).

HE proposed to refer the discussion to the mailing list and the Board to comment till 30 September 2017.

Action Item 201709.07: The Board to comment on the procedures for removal of an NRO NC Member till 30 September 2017.

AB, SM lost connection as from 17:04 UTC and reconnected several times.

11. Legal Risk of Board Members commenting on Policies

The Board noted the advice from the Legal Counsel that there is no legal risk for Board Members to comment on policies, but it is not recommended, considering good corporate governance.

12. Code of Conduct

The CEO explained that he would like guidance on how staff should enforce the code of conduct; should it be staff, or working group chairs.

HE summarized the discussions as follows;

- a. on the rpd list, the power of enforcing the code of conduct will be with the PDWG Co-Chairs
- b. on the members list the power will be with the CEO
- c. for the community-list, after a report by a community member about a breach of code of conduct, the CEO may take action.

At 17:17 UTC, there was no quorum - AB, SM, CB and SI were disconnected. They reconnected at 17:23 UTC

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

Action Item 201709.08: The Chair SF and Vice-Chair HE to work together on the questions from Andrew Alston and to provide the Board a draft response. The draft reply to be sent to the Board for review by 30 September 2017.

14. Status AFRINIC-27 Lagos, Nigeria

14.1 Update on Logistics

The CEO updated the Board that the contract with the hotel has been signed and all the meeting logistics are on track.

14.2 Board Meetings' Dates

The Board was informed of the scheduled face-to-face Board Meetings in Nigeria.

15. MoUs with Root-Server Operators

The CEO sought clarifications whether MoUs with Root-Server Operators are operational or of strategic nature.

The Board agreed that MOU with the root server operator is strategic and the MOU with the host (like exchange point or ISP) is operational in nature.

16. Draft RSA

The Board discussed the revised RSA as circulated to the Board.

The Board decided that the changes in the revised RSA to be highlighted in different colors so that members can understand before it is published to the community for comments.

The CEO pointed that the publishing the revised to the community is now urgent because the transfer policy is to be implemented by the 31 October 2017. The revised RSA is to be implemented after a comment period of 30 days.

Action Item 201709.09: The CEO to highlight the changes in the revised RSA in different colours and to share on the Board mailing list before 12:00 UTC 30 September 2017.

17. Any Other Business

17.1 Board Travel

The Chair HE approved the Board Travel as per email circulated on the 23 August 2017 on the Board mailing list.

18. Adjournment

The Chair HE moved to close the meeting at 19:23 UTC. Proposed SI. Seconded CB.