



MINUTES OF THE BOARD MEETING HELD ON 7 & 8 JULY 2021 VIA ONLINE CONFERRING SYSTEM

Present:

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

In Attendance:

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

AGENDA

1. Welcome (5 mins)
 - 1.1 Disclosure of conflict of interest
 - 1.2 Adoption of Agenda
2. Previous Minutes
 - 2.1 Approval of minutes of Board meeting held on
 - 2.1.1 11 May 2021
 - 2.1.2 26 May 2021
 - 2.1.3 9 June 2021
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Audit Committee
 - 4.2 Finance Committee
 - 4.3 Remuneration Committee
 - 4.4 Governance Committee
 - 4.5 Reform Committee
 - 4.6 CEO Report
 - 4.7 Chair Update
5. Correspondence
 - 5.1 From Glenmont
 - 5.2 From Anthony Ubah
6. Legal Notice SBB-REACT UA
7. CEO Evaluation

8. AGMM

8.1 Draft minutes

8.2 Debriefing

8.3 Feedback from Resources Members

9. Ratification on the Draft Policy Proposal "Board Prerogatives on the PDP" (AFPUB-2020-GEN-004-DRAFT02)

10. Appeal Committee

11. Assisted Review

12. AOB

12. 1 COO Recruitment

12. 2 Frequency of Board Meetings

13. Next Board Meeting

14. Closure

BUSINESS OF THE DAY

A. Meeting held on 7th July 2021

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:00 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

One member EK declared a conflict of interest for Agenda Item no 8 on CEO Evaluation.

1.2 Adoption of Agenda

EK proposed for Agenda Item no 7 be removed as it will be included in the Stakeholder Engagement Plan of the organisation. The Chair proposed to remove Agenda Item no 6 since the delegation of Authority is under review at the Finance Committee Level. The Chair also proposed to add a new Agenda Item for discussion namely Legal Notice from SBB-REACT UA.

The agenda was approved with amendments. Proposed ME. Seconded HY.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on

2.1.1 11 May 2021

Resolution 202107.617

The Board approved the minutes of the Board Meeting held on 11 May 2021 with amendments.

Proposed HY. Seconded AA . ME abstained. Resolution passed.

2.1.2 26 May 2021

Resolution 202107.618

The Board approved the minutes of the Board Meeting held on 26 May 2021 with amendments.

Proposed AO . Seconded OO . ME abstained. Resolution passed

2.1.3 9 June 2021

Resolution 202107.619

The Board approved the minutes of the Board Meeting held on with amendments.

Proposed HY . Seconded EK . Resolution passed.

2.2 Matters Arising

None

3. Review of Action Items

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

Status : Action Item to be kept Open. FINCO and AUDITCO to submit ToRs for approval at the end of July 2021.

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

Status : Action Item to be kept Open. New Deadline end of July 2021

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.

Status : Action Item to be kept Open. Executive Services Ltd has submitted compliance report, action item will be closed if there is no new request from the ROC.

Action Item 202105.01 : The Finance Committee to report back on resolution 202195.612 Strategic Cash Reserve by 30 September 2021.

Status: Action Item to be closed. Completed.

Action Item 202105.01: The Audit Committee to meet with the Management and the external auditor on the Customer Service Report. The Committee is to report back to the Board at the end of July 2021.

Status : Action Item to be kept Open. Meeting with both Management and external Auditors to be scheduled shortly. The Chair declared interest to be invited to the meeting.

Action Item 202103.01: The CEO to submit a comprehensive assessment of the PDP and make recommendations to the Board by 30 April 2021.

Status: Action Item to be closed. Completed.

Action Item 202101.01 : The Audit Committee to follow-up on the recommendations made on the FIRE Programme Audit Report. Deadline end of February 2021.

Status: Action Item to be kept Open. New Deadline End of July 2021.

Action Item 202012.01: The Finance Committee to review the Reserve Policy as per resolution 201801.60 and report back to the Board by end of February 2021.

Status: Action Item to be kept Open. New Deadline End of August 2021.

Action Item 202006.02: The AuditCo to share the Business Continuity Plan by 17 June 20 to the Board for approval.

Status: Action Item to be kept Open. New Deadline End of August 2021.

Action Item 202006.13: A public consultation for the Appeal Committee's Terms of Reference to be opened for a period of one month

Status: Action Item to be closed. Completed.

Action Item 201905.04: The CEO to review the current Travel Policy. The Remuneration Committee to oversee the implementation and report to the Board

Status: Action Item to be kept Open. New Deadline End of July 2021.

4. Reports

4.1 Audit Committee

The Board took note that Mr Benjamin Eshun was elected as Chair of the Audit Committee and the status of work as presented.

4.2 Finance Committee

The Board took note that Dr Adewale Adedokun was elected as Chair of the Finance Committee. The Board was informed that the committee has also approved that the sum of USD 2 million be moved to the strategic reserve account at the proposed interest rate for the year.

Action Item 202107.01: The Finance Committee to review the fees and discount policies by September 2021 and report to the Board.

4.3 Remuneration Committee

The Board took note that Mr Oluwaseun Ojedeji was elected the Chair of the REMCO. The Board approved the amended Terms of Reference as recommended by the Committee.

Resolution 202107.620

WHEREAS the Remuneration Committee has reviewed its Terms of Reference

RESOLVED to approve the Terms of Reference as recommended by the Remuneration Committee.

Proposed HY. Seconded OO. Resolution passed.

4.4 Governance Committee

No new update, the next meeting of the Governance Committee is scheduled for next week.

4.5 Reform Committee

No new update.

4.6 CEO Report

The CEO presented the AFRINIC Operations Update report ; mainly

Update on the Legal Cases

The Legal Counsel updated the Board on the status of the cases in Court and the expected time for a judgement to be released.

Status of the Assisted Members' Review

The Board was updated on the status of the Assisted Members' Review. There are presently 14 members under reviews, 7 ongoing and 1 on hold pending legal injunction.

The Management was requested to have a webpage with statistics on the website.

Proposal to have an AFRINIC meeting on the 15 - 19 November 2021 online

The Board discussed the hosting of a second AFRINIC meeting in November and the possible option of having an IPv6 connectivity only for one day during the meeting or an IPv6 day.

Proposal to change AFRINIC Invoice.

The Board took note of the amendments to be brought to the AFRINIC Invoice template in order to comply with regulations pertaining to KYC / due diligence of customers. The Board was of the view that this matter does not require a Board decision.

Update on RPKI

The project did not go live as planned and is rescheduled for early August 2021.

Bulk WHOIS incident

The Board took note of the report on the Bulk WHOIS incident.

Corrective measures have been taken immediately. Besides, an Investigation Team has been constituted to look into the incident and see if there is any sanction that should be taken. A report will be submitted by next week.

Action Item 202107.03: The Management to provide the Audit Committee with clear timelines attached to the intended processes and targets to be achieved for the bulk whois incident. Deadline by August 2021.

OO to be invited for such discussion.

The Board entered into an Executive Session to further discuss the CEO Operations report.

Enter into Executive Session at 11:00 UTC *[Snr EA and Legal Counsel left the meeting]*

Exit Executive Session at 11:25 UTC *[Snr EA and Legal Counsel joined the meeting]*

4.7 Chair Update

The Chair presented his report to the Board.

The results of the 2020 CEO performance appraisal were circulated to all non-executive Board members.

The Company Secretary confirmed the names of the representatives of Executive Services Limited for Board Resolution 202106.616.

The Chair informed the Board that he signed a fixed deposit application form for the amount of USD 2,000,000.

The “AFRINIC salary advance policy” was not approved by the Board. It is unclear whether other employee-related policies operated by the company were approved by the Board.

AFRINIC is not delivering on its commitment to provide an adequate service level. The Chair recommended that there should be Board reporting on “SLC non-compliance” statistics.

With regards to discussion on policies, the CEO informed that the project of reviewing all HR policies is working with Deloitte and a batch of policies will be shared with the Board for approval through the Remuneration Committee.

5. Correspondence

5.1 From Glenmont

The Board took note of the report of the Member Services with respect to the Notice and letter from Glenmont International. It is noted that the legal status of the company is no longer valid in South Sudan as required by Clause 6 of the Bylaws.

The Board decided that no further action is required and no response to email.

5.2 From Anthony Ubah

The Board further discussed the email from Anthony Ubah and decided to make a statement to the community.

Action Item 202107.04: The CEO to prepare a response to the email Anthony Ubah and circulate it to the Board by 10th of July 2021.

6. Legal Notice SBB-REACT UA

The Board took note of the Legal Notice received from one organisation based in Seychelles. The issues fall outside the scope of AFRINIC as an RIR, there is no content control by AFRINIC.

After discussion, the Board agreed that Management should reply to the notice and point out to the organisation the related authorities, websites or abuse-contacts that may assist in his complaints.

7. CEO Evaluation

Enter into Executive Session at 12:30 UTC *[CEO, Snr EA and Legal Counsel left the meeting]*

Exit Executive Session at 13:12 UTC *[CEO, Snr EA and Legal Counsel joined the meeting]*

The Board discussed the CEO performance evaluation for 2020.

The Board approved payment of a bonus amounting to one month's salary to the CEO.

Action Item 202107.05: The Remuneration Committee to review the CEO KPIs and report to the Board by 10 August 2021.

Several Board members commented about the length of the Board meeting and requested a break.

The Chair moved to adjourn the meeting at 13:17 UTC and to be resumed on Thursday 8 July 2021 at 10:00 UTC. Proposed OO. Seconded ME.

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B. Meeting held on 8th July 2021

The Board resumed on Thursday 8 July 2021 at 10:06 UTC.

The Chair opened the meeting and welcomed the members present.

A roll call was carried out to confirm quorum. All Board members present. Mr Kishna Dhondee, Legal Officer, was also in attendance at the meeting.

8. AGMM

8.1 Draft minutes

The Board reviewed the draft AGMM Minutes 2021 and approved for circulation to the Members.

8.2 Debriefing

The Board discussed the logistics of the AGMM2021 held on the 4 June 2021. The Management was requested to provide a report on the proceedings and any issues faced during the meeting.

8.3 Feedback from Resources Members

The matter was deferred to the next Board meeting. The Management was requested to provide a report for discussion.

9. Ratification on the Draft Policy Proposal "Board Prerogatives on the PDP" (AFPUB-2020-GEN-004-DRAFT02)

The Board took note of the board paper with respect to the implementation of the policy proposal 'Board Prerogatives on the PDP'. Management explained the potential risks contained in the impact assessment document that was unfortunately not considered after the new version was circulated on the list. The Board noted that the request for ratification of the policy infringes the rights of the Directors as laid down in Art 143 of the Companies Act and Art 15 of the AFRINIC Bylaws. There wasn't any response when the Chair asked whether there was a Director willing to propose the ratification of the draft policy proposal.

Resolution 202107.621

WHEREAS the PDWG Co-Chairs have submitted a proposal "Board Prerogatives on the PDP" (AFPUB-2020-GEN-004-DRAFT02) for ratification;

WHEREAS the legal advice has been obtained to the effect that the proposal as presented pauses serious legal issues as regards to the rights of directors;

RESOLVED not to ratify the policy.

Proposed ME. Seconded HY.

YES Votes : AO BE ME HY AA SM OO Abstention : EK

10. Appeal Committee

The Board took note of the board paper with respect to the Appeal Committee. The Board considered the chronology of events with respect to the Appeal Committee and reviewed the proposed new Terms of Reference.

After discussion, the Board resolved to proceed as follows;

Resolution 202107.622

WHEREAS the Board of Directors has taken note that despite its previous resolution dated 14 April 2021 pertaining to the reconstitution of the Appeal Committee, the appointed members thereof have exhibited a reluctance to deliver on their functions.

RESOLVED AS FOLLOWS:

1. Having regard to the current status of the Appeal Committee, the current Appeal Committee Terms of Reference, Version 2, dated 26 November 2017 be revoked with immediate effect.
2. The Appeal Committee that was reconstituted on 14 April 2021 be revoked with immediate effect.
3. For the purposes of section 3.5(1) of AFRINIC's Consolidated Policy Manual, to approve the Terms of Reference (ToR) of the Appeal Committee , Version 3, dated 8 July 2021.

Proposed BE. Seconded AO. Resolution passed unanimously

11. Assisted Review

The CEO requested that an item be added as a follow-up to the CEO report. There was unanimous agreement when the Chair asked whether there was agreement to add a new item to the agenda. The CEO proposed the “Assisted Review” agenda item.

Enter into Executive Session at 13:04 UTC *[Snr EA and Legal Counsel left the meeting]*

Exit Executive Session at 13:41 UTC *[Snr EA and Legal Counsel joined the meeting]*

The CEO and the Audit Committee briefed the Board on the status of the Assisted Review.

The Board discussed providing a grace period to the End users and resolved to proceed as follows.

Resolution 202107.623

RESOLVED that notwithstanding the existing business practices adopted by AFRINIC, the following steps be followed in regard to the matter involving Cloud Innovation Ltd or other cases of similar nature:

- (1) Terminate the membership of the concerned organisation / Resource Member;
- (2) Freeze the account of the concerned organisation / Resource Member;
- (3) take all reasonable steps to inform users about the imminent reclamation of number resources ;
- (4) the actual reclamation of the number resources to occur after a grace period of 90 days.

Proposed BE. Seconded EK. Resolution passed unanimously.

Yes Votes: AA AO BE SM EK ME OO HY SI

Vote No = None

Abstention = None

12. AOB

12. 1 COO Recruitment

One member requested an update on the COO recruitment.

The Chair briefed the Board that the negotiation is ongoing and a meeting is scheduled the next day Friday 9 August 2021 for further discussion

12.2 Frequency of Board Meetings

The Chair took note of the concerns with regards to the frequency and length of Board meetings.

13. Next Board Meeting

The next Board Meeting is scheduled for Wednesday 18 August 2021 at 09:00 UTC.

14. Closure

The Chair moved to close the meeting at 14:20 UTC. Proposed AA. Seconded ME.

SIGNED