

**MINUTES OF THE BOARD MEETING HELD ON FRIDAY 23 JUNE 2017 AT
10:12 LOCAL TIME, BOARDROOM, RADISSON BLU HOTEL, JOHANNESBURG**

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 Abibu Ntahigiye (AN)	Member	Eastern Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mr Lucky Masilela (LM)	Member	Southern 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 19 April 2017
 - 2.2 dated 4 May 2017
 - 2.3 dated 28 May 2017
3. Resolutions passed by circulation
 - 3.1 Joint Statement for Internet Shutdown
4. Miscellaneous Resolutions
 - 4.1 MoU Delegation of Authority
 - 4.2 MoU with ISOC
5. Committees' Report and Re- Constitution
 - 5.1 Finance Committee

- 5.2 Audit Committee
- 5.3 Remuneration Committee
- 5.4 Associate Membership Criteria Committee
- 5.5 MoU Review Committee
- 5.6 Fee Review Committee
- 5.7 Governance Committee

- 6. MoU with AFRALO
- 7. Bank Account Signatories
- 8. Adoption of Annual Financial Statements
- 9. Review of last Action Items
- 10. Any Other Business
- 11. Closure

BUSINESS OF THE DAY

1. Welcome and Agenda Review

The Chair SF welcomed the members present and opened the meeting at 10:12 Local time. A roll call was conducted to confirm quorum.

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 Meeting dated 19 April 2017

Resolution 201706.353

The Board approved the minutes of the board meeting held on 19 April 2017 with amendments.

Proposed by CB. Seconded by SO. Resolution passed unanimously.

2.2 Meeting dated 4 May 2017

Resolution 201706.354

The Board approved the minutes of the board meeting held on 4 May 2017 with amendments.

Proposed by SO. Seconded by HE. Resolution passed unanimously

2.3 Meeting dated 28 May 2017

Approval deferred to next Board meeting.

3. Resolutions passed by circulation

The Board noted that the following resolutions have been approved by circulation.

3.1 Joint Statement for Internet Shutdown

Resolution 201705.347

WHEREAS a joint statement on the issue of Internet shutdowns has been drafted on 1 June 2017;
WHEREAS the statement is intended to be issued by several African Internet-related organisations (AF* organisations);
RESOLVED that AFRINIC supports the statement

Proposed by AB. Seconded by KS. (Approved by email dated 1 June 2017)
Resolution passed unanimously.

4. Miscellaneous Resolutions

4.1 MoU Delegation of Authority

Resolution 201705.348

WHEREAS the Board has reserved to itself the right to approve contracts of strategic importance;
RESOLVED that the CEO should determine whether any expired MoUs should be renewed;
RESOLVED that future MoUs of strategic importance must be approved by the Board based on the recommendation of the CEO;
RESOLVED that Board may approve a template MoU and allow individual MoUs based on the template to be signed without Board approval every time.

Proposed by SF. Seconded by HE. Resolution passed unanimously.

4.2 MoU with ISOC

The CEO stated that a draft MoU with ISOC had been presented via email. There was a discussion on the details of the MoU. The following resolution was passed:

Resolution 201705.349

WHEREAS an MoU has been drafted to promote cooperation in areas of mutual interest between AFRINIC and the Internet Society (ISOC);
RESOLVED that the CEO is authorised to sign the MoU.

Proposed AB. Seconded KS. Resolution passed unanimously.

5. Committees' Report and Re- Constitution

5.1 Finance Committee

HE, Chair of the Finance Committee, apprised to the Board that there is no new update since last meeting.

5.2 Audit Committee

SO made a summary of the work carried out so far by the Audit Committee. The Audit Report was presented during the last AGMM in Nairobi. The Auditor PricewaterhouseCoopers was reappointed for the auditing of the year 2017. The Audit Committee also made few recommendations to the Board and will check on the status.

5.3 Remuneration Committee

LM, chair of the Remuneration committee, reminded the Board that the Terms of Reference of the consultant was forwarded to the Board for approval.

Enter Executive Session: 14:20

Exit Executive Session: 14:30

Resolution 201706.355

WHEREAS the Board's Remuneration Committee has recommended a review of salaries, benefits, and company structure, and has provided an appropriate Terms of Reference;

RESOLVED to engage a consultant to carry out the reviews according to the Terms of Reference.

Proposed by SF. Seconded by AB. Resolution passed unanimously.

Action Item 201706.01:

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

5.4 Associate Membership Criteria Committee

Resolution 201706.356

WHEREAS the Associate Membership Committee has completed its work. RESOLVED to dissolve the Associate Membership Committee.

Proposed SF. Seconded AN. Resolution passed unanimously.

5.5 MoU Review Committee

Resolution 201706.357

WHEREAS the MoU Review Committee has completed its work.
RESOLVED to dissolve the MoU Review Committee.

Proposed CB. Seconded SF. Resolution passed unanimously.

5.6 Fee Review Committee

The Chair, SF informed the Board that Krishna Seeburn (KS) has confirmed in Nairobi that he will continue to work on the Fee Review Committee and produce a report.

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. The Chair to share to the Board the confirmation from KS.

5.7 Governance Committee

SO briefed the Board that the Governance Committee (GovCom) has had two meetings so far and a statement was sent to the community and on the floor during AFRINIC-26 meeting in Nairobi. The GovCom invited the Community to suggest what areas they will like the GovCom to look into and the GovCom will like to review the resolutions submitted in the last meeting in Mauritius and advise the Community on the items which need be considered again.

5.8 Re-Constitution of Committees

Resolution 201706.358

WHEREAS there is a need to reconstitute the Board Standing Committees;
RESOLVED that the Committees are reconstituted as follows;
Remuneration Committee: LM, SF, SI, AB;
Finance Committee: HE, SM, AB;
Audit Committee: CB, AN, SO.

Proposed by SF. Seconded by HE. Resolution passed unanimously.

6. MoU with AFRALO

The CEO made a brief chronology of events around the MoU that was signed between AFRALO and AFRINIC but which has now expired. AFRALO will like to sign a new MoU with AFRINIC as circulated and reviewed by the Board.

Enter Executive Session: 14:50

Exit Executive Session: 14:55

SO disclosed his conflict of interest as a Member of ALAC and recused himself from voting.

Resolution 201706.359

WHEREAS an MoU has been drafted between AFRINIC and AFRALO for collaboration and mutual support;
RESOLVED that the Chief Executive Officer is authorized to sign the MoU.

Proposed by AB. Seconded by SF. Resolution passed unanimously. SO recused himself from the votes.

7. Bank Account Signatories

Resolution 201706.360

1. BANK SIGNATORIES

It is **RESOLVED**:

THAT the present bank signatories be revoked.

THAT the following persons be appointed bank signatories of the Company:

[REDACTED]

THAT the above mentioned signatory persons be authorised to act in accordance with the Company authorisation policy except for any transaction in excess of US\$ 100,000/- or equivalent in any other currency, must be approved by the Board.

Proposed by AB. Seconded by HE. Resolution passed unanimously.

Resolution 201706.361

2. INTERNET BANKING ACCESS

It is **RESOLVED**:

THAT the present Internet banking access be revoked.

THAT following the following be granted access rights to our Internet Banking facilities as per roles as indicated.

[REDACTED]

THAT the Company Secretary be instructed to inform the Company's bankers of the above relevant policies and resolutions.

Proposed by AB. Seconded by HE. Resolution passed unanimously

8. Adoption of Annual Financial Statement

The Chair SF recalled to the Board that the Annual Financial Statement 2016 was not formally adopted by the Members during the AGMM2017 in Nairobi. The Financial Statements had been presented at the AGMM, and Members had the opportunity to comment; there were no objections from Members, however no formal resolution was passed.

The Legal Counsel advised that as per Section 117 (1) of the Companies Act can be used to adopt the 2016 Financial Statements by the Registered Members.

SM stated that he would not vote because he had not been present at the AGMM in Nairobi.

Resolution 201706.362

WHEREAS the Bylaws Section 7.6(1) gives Members the rights to adopt the Financial Statements;

WHEREAS no formal vote to adopt the Financial Statements was taken at the 2017 AGMM;

WHEREAS the Chairman called for any objections on the 2016 Financial Statements;

WHEREAS no objections were raised by Members to the 2016 Financial Statements;

WHEREAS Section 117 (1) of the Companies Act allows that Registered Members to pass a resolution in writing in lieu of the resolution that should have been passed at the AGMM subject to 75% of the Registered Members approving same;

RESOLVED to adopt the 2016 Financial Statements.

Proposed by SF. Seconded by SO. Resolution passed by 78%

9. Review of last Action Items

Action Item 201704.01: The Remuneration Committee to prepare the Term of Reference for the recruiting of an external Consultant to assist with a review of staff salary, benefits, and organization structure

Status: Action Item to be Closed.

Action Item 201704.02: The MoUs Review Committee to draft a closing report and submit to the Board for consideration before the committee may be disbanded.

Status: Action Items to be Closed.

10. AOB

None

11. Adjournment

The Chair moved to adjourn the meeting at 17:16 Local Time. Proposed HE. Seconded AN.