

**MINUTES OF THE BOARD FACE-TO-FACE MEETINGS HELD DURING AFRINIC-29 ON 24th, 25th
and 26th NOVEMBER 2018 IN THE BOARDROOM OF MEDINA CONFERENCE AND EXPO CENTRE,
HAMMAMET, TUNISIA**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Habib Youssef (HY)	Member	Northern Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Vika Mpisane (VM)	Member	Southern Africa [Remote]
Mr Seun Ojedeji (SO)	Member	Non Geographical

Absent:

Mrs Dorcas Muthoni Gachari	Member	Eastern Africa
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In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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BUSINESS OF THE DAY

Meeting 23 November 2018 opened at 14:11 Local Time

1. Opening Remark by the Chair

The Chair CB welcomed the Members present and opened the meeting at 14:11 Local time Tunisia. A roll call was carried out to confirm quorum. The Legal Counsel corroborated the quorum to start the meeting.

2. Adoption of the Agenda

The Chair called for comments on the draft Agenda as circulated. SI has comments on the Remuneration Committee's report; the following additional items were included in the report for discussion:

- Surplus and Status
- Company reserve Policy

- CEO's vision on how to increase customer service

The agenda was adopted with amendments. Proposed SM. Seconded SI.

Meeting 23 November 2018 adjourned at 16:30 Local Time. Proposed SM. Seconded SI

Meeting 24 November 2018 opened at 10:00 Local Time.

3. Approval of Draft Minutes of Meetings:

3.1 dated 12 September 2018

Resolution 201811.454

The Board resolved to approve the Minutes of the Board meeting held on 12 September 2018 with amendments.

Proposed HB. Seconded SM. Resolution passed unanimously.

3.2 dated 28 May 2018

Resolution 201811.455

The Board resolved to approve the Minutes of the Board meeting held on 28 May 2018 with amendments.

Proposed SO. Seconded SI. Resolution passed unanimously

4. Resolutions passed by circulation

The Board ratified the following resolutions passed via circulation:

4.1 Constitution of PDWG Appeal Committee

Resolution 201810.452 (AVC)

WHEREAS the Board has to constitute the AFRINIC Policy Development Appeal Committee;

WHEREAS the Board appointed an Interim Appeal Committee as per resolution 201712.385;

WHEREAS Luc Missidimbazi, Jean-Robert Hountomey and Wafa Dahmani were elected to represent Seats 3, 4 and 5 on the 10 May 2018 during the AGMM held in Dakar, Senegal;

WHEREAS Dr Paulos Nyirenda and Adam Nelson, past Co-Chairs, were invited and accepted to represent Seats 1 and 2 of the committee;

RESOLVED to dissolve the Interim Appeal Committee;

RESOLVED to appoint the AFRINIC Policy Development Appeal Committee, made up of:

1. Luc Missimbazi
2. Jean-Robert Hountomey
3. Wafa Dahmani
4. Dr Paulos Nyirenda
5. Adam Nelson

Proposed SO. Seconded CB. (approved by email dated 22 October 2018). Resolution passed unanimously.

4.2 Governance Committee Appointment

Resolution 201810.453 (AVC)

WHEREAS the minutes of the Board meeting held on 26 November 2017 show that the Board decided to re-appoint Zeimm Auladin-Suhootoorah to the Governance Committee for a two-year term from January 2018 to December 2019;

WHEREAS Resolution 201711.382 mis-stated the term as one year, from January 2018 to December 2018;

RESOLVED to extend Zeimm Auladin-Suhootoorah's term on the Governance Committee until the end of 2019;

RESOLVED that this supersedes resolution 201711.3824. Committees' Report

Proposed SO. Seconded AB. (approved by email dated 23 October 2018). Resolution passed unanimously.

5.3 Remuneration Committee

The Chair of the Committee, SI presented the REMCO report to the Board.

5.3.1 Reserve holding, Surplus Risk Assessment

and

5.3.2 Company Reserve Policy

[REDACTED]

The Board thoroughly discussed the risk involved and it was agreed that the Finance Committee should look into the matter.

[REDACTED]

5.3.3 Improvement Plan for Customer Services

Included in the CEO KPIs 2019.

5.3.4 CEO KPIs 2019

The Chair SI recommended to sign the updated version of the CEO KPIs by the end of the meeting in Tunisia.

The Chair SI reviewed the CEO KPIs document with the Board and made amendments as per discussion.

The Board agreed that the evaluation of the CEO should be done on a yearly basis and the related Section 6 of the CEO's contract should be amended to reflect that the KPIs are for a one-year period than 3-years as per the present contract. The CEO agreed to sign a new contract and for his KPIs to be reviewed every year.

It is noted that there should be a systematic action of the Board work to evaluate the CEO at a particular point of the year.

Action Item 201811.01: The Board members to review the updated version of the CEO KPIs document by Tuesday 27 November 2018.

Action Item 201811.02: The Legal Counsel to redraft Section 6 of the CEO's Contract to reflect the change in evaluation and KPIs.

5.3.5 Organisation Health Assessment

The Committee recommended that an Organisational Health Assessment be conducted to evaluate the health of the organization and enhance team work.

Resolution 201811.456

WHEREAS the Remuneration Committee recommended for an Organisational Health Assessment to be carried out as per Action Item 201808.20;

WHEREAS the Board having considered the recommendations of the Remuneration Committee;

RESOLVED to conduct the Organisational Health Assessment.

Proposed: SI Secoded: HY. Resolution passed.

Action Item 201811.03: The Remuneration Committee to review the timeline for the call for conduction of the Organisational Health Assessment. Proposal to close the call on 15 January 2019.

Action Item: 201811.04: The CEO to launch a call for proposals for conducting the Organisational Health Assessment as recommended by the Remuneration Committee. Timeline 3rd December 2018.

Action Item 201811.05: The Remuneration Committee to conduct the Organisational Health assessment.

5.1 Finance Committee

Finance Director – Patrisse Deesse (PD) in attendance

The Chair of the Committee SM presented its report to the Board.

5.1.1 Finance Report for third quarter

The Finance report was presented as circulated to the Board.

The Board further discussed the reserve and tax status of the company.

The reserve as at 31 December 2017 stands at USD 3.4million and the accumulated reserve is likely to exceed USD 4 million at the end of the year 2018. The reserve and tax status is linked.

The Finance Director PD informed the Board that there is the need to define operational expenses that is stipulated in the strategy to build reserve to cover operational expenses.

The Board agreed that a reserve policy should be drafted and the policy should take into account all the data available and the present surplus situation at AFRINIC.

The Finance Director PD made a description on the tax exemption status at AFRINIC as per report circulated.

[REDACTED]

Action Item 201811. 07: The Finance Committee to consider the present surplus situation at AFRINIC and to draft a comprehensive report to the Board and a Reserve Policy document by April 2019.

Action Item 201811.08: The Audit Committee and the Finance Director to work on the AFRINIC Tax exempt status and report to the Board. by April 2019.

5.1.2. Activity Plan 2019

and

5.1.3. Budget 2019

The Finance Committee had a meeting before the present Board meeting to discuss the Activity Plan and Budget 2019. There were issues identified on the way the Activity Plan is presented, the activities required clear targets and deliverables. The CEO was requested to make changes and the Finance Committee is expecting an amended Activity Plan by Tuesday next.

The discussion is still ongoing, as such the Finance Committee recommended that before the end of the year, another meeting is held for budget approval.

The Chair reiterated to have the Budget presented early and approved by November 2018.

5.1.4. Fees Review

The Chair of the Committee SM, presented the Fees Review report as circulated to the Board.

A session will be organized during the conference, on Friday 30 November 2018 to discuss about the Fees Report and the comments from the community. The aim of the session is to discuss the fees structure and hear concerns from the the members.

5.2 Audit Committee

The Chair of the Committee SO made a brief on the work of the Audit Committee.

The preliminary audit exercise is completed by the auditor and the final review will start mid-February 2019.

The call for recruitment of an Internal Auditor ended on 21 November 2018; and it is expected to finalise the selection of candidates by the end of the conference in Tunisia.

The Fire Programme audit has not started yet since the Management has not been able to find a company to conduct the audit exercise.

5.4 Approval of Committees' Charters

The Board reviewed and approved the Committees' Charters as amended.

Resolution 201811.457

WHEREAS the Audit Committee, Finance Committee and Remuneration Committee have recommended changes to their Charters;

WHEREAS the Board has considered the proposed amendments;

RESOLVED to approve the Charters of the Audit Committee, Finance Committee and Remuneration Committee.

Proposed.SI Seconded SO. Resolution passed unanimously.

5.5 Governance Committee

The Board Liaison SO informed that the call for comments on the Bylaws Review was extended till 30th November 2018. There is no major update

6. CEO Operational report

The CEO presented his Operational Report to the Board as circulated.

The Board highlighted to the attention further discussed the following points:

1. Governments Engagement

Governments are a key player and it is important to engage with them. The AfGWG is a good platform but Management should work on a proper plan and submit to the Board.

2. Deployment of new AFRINIC Website

The Board pointed out to the CEO that the number of errors and dead links after the deployment of the new website is a very embarrassing situation and it should be considered as a high priority to resolve the situation. Then the CEO should set a timeframe for the staff to resolve the problems. The Board proposed to fall back to the old website, if required, and fix the new website. The CEO was requested to provide a written explanation of the problem with the website, the way forward and actions to mitigate such occurrence in the future.

3. Incidence Reports

There were no incident reports to members on the downtime Incident and Internet Reporting Registry Incident that occurred nor public report on the incidents on the website.

4. Sponsoring of local events

The Secretariat should inform the Board Members if AFRINIC is sponsoring any event happening in the country or region of a particular Board Member, so that the latter can participate and represent AFRINIC.

6. AFRINIC International Status

[REDACTED]

7. Succession Planning and Business Continuity Plan

The Board highlighted to the attention of the CEO, the need to do a succession planning for the company and a business continuity plan.

Action Item 201811.09: The CEO to do a report to the Board on the problems encountered with the deployment of the new AFRINIC website and to elaborate on measures to resolve the situation and actions to mitigate the situation in the future. Timeline 9 December 2018.

Action Item 201811.10: The CEO to share with the Board reports on the Internet Reporting Registry Incident and the Downtime Incident by 9 December 2018.

7. CEO international meeting report - [included in management report above]

The CEO's international travel should not have impact on the operations, decisions taking within the company and more importantly the reporting ability of the CEO.

SI reminded the CEO that international travel should be aligned to how the organization is achieving its goals and why we should be represented.

The CEO reiterated to the Board that he requires a COO to assist him in the day-to-day management of the company.

8. Financial Report (Finance Director)

The Finance Director PD made a presentation on the AFRINIC Finance as per report circulated.

The following recommendations and highlights were made by the Finance Director:

1. transition to new accounting software, from Pastel to NetSuite
2. members' invoices for 2018 sent on 29 October 2018
3. preliminary audit exercises completed
4. 140 new members as at October 2018
5. difficulties faced with regards to completion of KYC documents by the Board
6. Investment Policy
7. Business Continuity Plan
8. to do a risk management assessment and the mitigating actions plan
9. recommendation to add an additional amount of USD 500,000 to the reserve

The Board will consider the above and make recommendations to the Finance Director.

It is also noted that there is no financial impact assessment or analysis on the members after the soft landing policy.

VM proposed that the Annual Report should show how the reserve is growing for the last 3 years and how investment is being made; whether in people through staff training or investment in the reserve.

Meeting 25 November 2018 adjourned at 21:00 Local Time. Proposed HY. Seconded SO.

Meeting 26 November 2018 opened at 17:55 Local Time.

9. Board and CEO engagement

The Board debated on the number of emails exchanged on Board the mailing list on a daily basis and how to increase efficiency in the engagement between the CEO and the Board.

The Chair CB proposed that henceforth, discussion should be done at Committees' level and decision taking at Board level. The CEO can communicate to the Board if there is the need to, but should try as far as possible to review his model of reporting.

The Board agreed to work more at Committee's level and the Board as a whole to give direction.

10. Review of Delegation of authority

The CEO to write a motivation report on any proposed changes to the Delegation of Authority and present to the Board as per past Action items already opened on the matter.

10. AIS 2019 MoU

The CEO briefed on the Memorandum of Understanding (MoU) between AFRINIC, the organisers and the local hosts for organizing the Africa Internet Summit 2019 (AIS).

The Board discussed on the planning for AIS. The Chair highlighted the need to redefine the key objectives of AFRINIC meetings and proposed that the Board defines a theme for each meeting and the desired outcomes of the meeting. The Chair proposed that the Management should suggest themes to the Board based on experiences and technicalities, and the Board to approve.

The CEO pointed out that the theme should be broad since there are different actors involved in the AIS.

The theme of the conference should attract participation. The Programme Committee with the organisers can further discuss.

The Board approved the AIS2019 MoU.

Resolution 201811.458

WHEREAS the AIS 2019 meeting is planned to be held in Kampala, Uganda in June 2019;

WHEREAS an MoU between the organisers and the local hosts has been drafted;

RESOLVED that the CEO is authorised to sign the MoU.

Proposed HY. Seconded SI. Resolution passed unanimously.

11. Election Guideline review

The Board reviewed and edited the draft Election Guidelines.

The Board thoroughly discussed the 'None of the Above' criteria. Several options were considered, including removing the option, retaining the option in the same way as the past, and modifying the option to make it less likely that the option would result in risk to the company.

The Legal Counsel advised that a "None of the above" option does not have any foundation in the Companies Act. Section 133 of the Companies Act gives some criteria for qualification of Directors; and does not include provision for an AGM to reject the candidature of a Director to be elected. He said that there was no foundation in law for a "None of the above" option, and he recommended that AFRINIC should remove the option.

The Board discussed the different options and proposed to remove the option 'None of the Above' from the election guidelines. SO was of the view that removing the 'None of the Above' completely may not be the right decision, but should be modified in a manner that it does not affect the quorum at the AGMM and of the Board, and requested that such a decision should be made via a roll call vote.

Resolution 201811.459

The Board having considered the voting process as found in the present AFRINIC election guidelines, and specifically the 'none of the above option'.

RESOLVED That the 'none of the above option' be removed from the said election guidelines.

Proposed CB. Seconded: HY. Resolution passed unanimously.

Vote by roll call. Yes votes: HY AB CB SI SM

No vote: None. Abstain: SO

Resolution 201811.460

WHEREAS the Board has reviewed the AFRINIC Election Processes and Guidelines;

RESOLVED to adopt the new Election Processes and Guidelines as amended.

Proposed SI Seconded HY. SO Abstain. Resolution passed unanimously.

12. Procedure for appointment and removal by the AFRINIC Board

12.1 Consideration of the document for possible adoption

The Board reviewed the procedures for appointment by the AFRINIC Board.

Action Item 201811.11: The CEO to review and harmonise the removal process in the Procedures for Appointment and removal of Board Appointees and the Governance Committee's Terms of Reference by 3 December 2018.

12.2 Appointments to NRO NC and GovCom

Defer to next Board meeting.

12.3 Call for volunteers for NomCom

Defer to next Board meeting.

13. AGMM Quorum update

The Legal Counsel made a brief on the status of the legal procedures to hold the next AGMM in June 2019.

The Legal Counsel explained that the next course of action is for one Director to lodge an application to the Court against the company and the other Directors; the Registrar of Companies will be summoned to attend the Court for its consent or objection; and the Court will give its ruling. It is planned to lodge the case in early January and expect to have a reply by end of January itself.

The Board mandated SM to lodge the case against AFRINIC Ltd as explained by the Legal Counsel. SM agreed to do so.

14. Status of ASO Review

The CEO briefed on the work of the ASO AC / NRO AC and the survey that has been sent to the community.

The Chair also informed that he sent an email to the ASO AC representatives on 7 November 2018 and has started discussion with them on their participation and points raised.

Action Item 201811.01: The Chair to review the participation of AFRINIC representatives to the ASO AC meetings.

15. Framework for Personal Data in the Internet Numbers Registry System

The CEO explained that the NRO is considering a Framework for Personal Data in the Internet Number Registry system. AFRINIC can propose edits and advise on the document with respect to the legislations in Mauritius.

Action Item 201811.02: The CEO and the Legal Counsel to review the document < Framework for personal data in the Internet Numbers Registry System> and report to the Board by 24 December 2018.

16. Declaration of interests

Defer to AuditCo to work on it.

17. Whistleblower mechanism

Defer to AuditCo to work on it.

18. Calendar of Board Meetings for 2019

The Board reviewed and approved the Calendar of Board Meetings for 2019 as presented by the Secretariat.

SO proposed to consider alternate meeting time, 12:00 UTC and 15:00 UTC. SM proposed that approved minutes and the unredacted version should be circulated to Board members after each meeting. The Board approved the proposals of SO and SM.

19. Board Travel 2019

The CEO informed the Board on the processes to select and complete the Board Travel spreadsheet as circulated by the Secretariat.

SM reiterated his request to include IETF events on the Board Travel

[REDACTED]

The Chair proposed to brainstorm and reach a decision on Board attendance to IETF at a later stage.

The Board agreed that the next Board Retreat will be held in Mauritius and the dates will be confirmed coming nearer to the event and subject to the schedule.

The Chair requested the Board Members to complete the Board Travel spreadsheet as circulated by the Secretariat.

20. 2016-2020 Strategic Plan Review

The Chair CB requested the CEO to review the Strategic Plan 2016-2020 and the status of its implementation with the Management Team. The CEO to report back to the Board during the face-to-face meeting AIS19 in Uganda.

Action Item 201811.11: The CEO to review the Strategic Plan 2016-2020 and the status of its implementation with the Management Team. The CEO to report back to the Board in June 2019 during the face-to-face meeting AIS19 in Uganda.

21. CoE Terms of Reference

The Board reviewed and edited the draft Terms of Reference document with the Council of Elders.

The Board thoroughly discussed about the appointment of past Chairman to the Council of Elders.

The Chair CB reminded that the process for appointment to the Council of Elders follows a FIFO process, a maximum of 6 members and according to the Bylaws a minimum requirement of one year term as Chairman. It was noted that there were two past Chairs that had not been considered for appointment to the Council.

The Legal Counsel pointed out that the terms of reference should not include provision for discussion between the Board and the CoE regarding any appointments to the CoE, because the Bylaws give the Board the mandate to appoint.

SO was of the opinion that the appointment process is clear in the Bylaws and proposed to create a timeline for the Board to consider the appointment of past Chairs to the CoE.

The Board agreed that it is important to discuss the matter with the Council of Elders, to have clear criteria on appointment and apply to the next Chair and in the future.

22. Board Compliance-KYC

The Board took note of the resignation of Board member DM. A special Board meeting will be held on Tuesday 27 November 2018 to discuss the way forward.

The Board also considered the difficulties faced with regards to the receipt and processing of KYC documents.

23. Review of list of Action Items

The Board reviewed the list of Action Items as follows:

Action Items 201809.01:The Board to review and approve all the Committees' Charters by 26 September 2018 via circulation.

Status: Completed. Action Item to be closed.

Action Items 201809.02:Each Committees to send their respective Charter to the Secretariat; the Secretariat to circulate to the Board in one document.

Status: Completed. Action Item to be closed.

Action Items 201809.03: By Friday 21 September 2018 The Chair to thank the members of the Fee Review Committee and the community pursuant to the dissolution of the Committee.

Status: Completed. Action Item to be closed.

Action Items 201809.04: The Board to discuss the proposed text resolution for the constitution of the PDWG Appeal Committee on the mailing list.

Status: Completed. Action Item to be closed

Action Items 201809.05: The Board to discuss the Board update to the community on the retreat on the mailing list. The CEO to propose a text for discussion.

Status: Completed. Action Item to be closed

Action Items 201809.06:The Chair to inform the community / members about approaching the Court in order to call for the AGMM2019.

Status: Completed. Action Item to be closed

Action Items 201809.07:The CEO and Legal Adviser to implement resolution 201809.451 and approach the Court in order to call for the AGMM2019.

Status: Action Item to be kept open. In Progress.

Action Items 201808.04:The Legal Counsel to vet the draft minutes of meeting held on 28 May 2018 prior to Board approval.

Status: Completed. Action item to be closed.

Action Items 201808.06:The CEO to provide to the Audit Committee with the quotes received from service providers to perform the FIRE Auditing.

Status: Action Item to be kept open.

Action Items 201808.07:The Audit Committee to update the Board in its next meeting on the timeline to complete the FIRE Auditing

Status: Action Item to be kept open. In Progress.

Action Items 201808.10:The Finance Committee to submit to the Board the draft version of the 2019 Budget before the next face-to-face Board meeting in November 2018.

Status: Action Item to be kept open. In Progress.

Action Item 201808.20: The Remuneration Committee to consider how to conduct an assessment to evaluate the health of the organization and enhance team work.

Action Item 201808.21: The CEO to provide a Quarterly Management Report to the Board.

Status: Completed. Action item to be closed.

Action Item 201808.23: The staff to implement the policies ratified by the Board.

Status: Action Item to be kept open. Implementation in Progress.

Action Item 201808.25: The CEO to provide a consolidated Business Continuity Plan to the Board.

Status: Action Item to be kept open. Deadline extended to December 2018.

Action Item 201808.26: The CEO to draft a policy regarding whistleblower mechanism by 08 October 2018.

Status: Action item to be closed. Defer to Audit Committee

Action Item 201808.27: The CEO to develop an organisational policy index as means to enhance the internal control by 08 September 2018.

Status: Action Item to be kept open. Deadline extended to February 2019.

Action Item 201808.28: The CEO to proceed with the stakeholders' survey and to include as many stakeholders as possible. The report to be provided by the next face-to-face meeting in November 2018.

Status: Action Item to be kept open. Deadline extended to December 2018.

Action Item 201808.29: The CEO to review the Delegation of Authority and to suggest changes for Board consideration and approval.

Status: Action Item to be kept open. Defer to next Board Meeting.

Action Item 201808.30: The Board to review and suggest changes to the Delegation of Authority by the next face-to-face meeting in November 2018.

Status: Action Item to be kept open. Defer to next Board Meeting.

Action Item 201808.31: SO to edit the Open Board Meeting document to reflect the discussion on Board Community Engagement and submit to the Board by the next face-to-face meeting in November 2018.

Status: Action Item to be closed. New Action Item opened for the Board to review the Board Community Engagement Document.

Action Item 201808.32: The Board to reply to the Council of Elders and elaborate on the proposal for a Board Community Engagement during the next face-to-face meeting in November 2018

Status: Action Item to be closed. Report made on the 26 November 2018 during the CoE and the Board meeting.

Action Item 201808.33: The Board to organise a session with the community during the next Africa Internet Summit in May 2019.

Status: Action Item to be kept open.

Action Item 201805.05: SM to consider the Code of Corporate Governance Guidelines of Mauritius and to adapt the Code of Ethics of the company.

Status: Action Item to be kept open.

Action Item 201805.10: The CEO to incorporate the Process Document for the removal of the NRO NC into the Draft Process Document for the Board Appointment to Committees.

Status: Action Item to be kept open.

Action Item 201805.11: The CEO to report to the Board on the steps being taken by AFRINIC to be compliant with the GDPR and the Mauritius Data Protection Act by 24 May 2018

Status: Action Item to be kept open.

Action Item 201805:02 SI to review and edit the Board Procedures Handbook

Status: Action Item to be kept open. In Progress. Deadline extended to next Board face-to-face meeting during AIS19

Action Item 201806.02: The Audit Committee to oversee an audit process of the FIRE Programme..

Status: Action Item to be kept open.

Action Item 201711.06: The Board to make a public call for the position of Board Appointee to the ASO AC / NRO NC before making an appointment for the 2019 year and going forward.

Public Call proposed to be done in October and appointment during the face-to-face meeting in November. . Refer to document circulated by CEO.

Status: Action Item to be kept open. Call for Volunteers extended till 15 December 2018.

Action Item 201711.20: CEO and Legal Adviser to draft procedures and forms for declaration of interest and background checks for Directors.

Status: Action Item to be kept open. Defer to Audit Committee.

24. AOB

24.1 Chair's update - Board meeting with the CoE

The Board have a meeting with the Council of Elders and they agreed on the Terms of Reference with regards to the relationship between the two parties.

24.2 CEO's Appraisal

The Chair of REMCO requested Board's views on CEO's appraisal. After discussion, the Board has agreed on the following:

1. The CEO's appraisal should be done on a yearly basis, January to December.
2. The REMCO will proceed with the 2018 appraisal.

25. Closure

The Chair CB moved to close the meeting at 00:11 Local Time Tunis. [Tuesday 27 November 2018]. Proposed SM. Seconded SI.