



**MINUTES OF THE BOARD FACE-TO-FACE MEETINGS HELD ON 23 AUGUST 2019 IN THE  
BOARDROOM INTERCONTINENTAL HOTEL MAURITIUS**

**Present:**

Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr Robert Ford (RF)	Member	Eastern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Seun Ojedeji (SO)	Member	Non Geographical

**In Attendance:**

Mr Patrisse Deesse	Interim Chief Executive Officer
Me Ashok Radhakisoon	Legal Counsel

**Apologies:**

Mr Serge Ilunga (SI)	Member	Non Geographical
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**AGENDA**

1. Opening Remark by the Chair
2. Adoption of the Agenda
3. Approval of Draft Minutes of Meetings
  - 3.1 dated 11 & 12 May 2019
  - 3.2 dated 14 & 15 June 2019 - AIS'19 Kampala
  - 3.3 dated 21 June 2019
  - 3.4 Matters Arising out of previous minutes
4. Committees' Report

- 4.1 Audit Committee
- 4.2 Finance Committee
- 4.3 Remuneration Committee
- 4.4 CEO Search Committee
- 5.0 Interim Transition / Handing over
- 6.0 CEO Operational Report
- 7.0 Finance Report
- 8.0 Post AGMM2019
  - 8.1 Legal Counsel Intervention AGMM2019
  - 8.2 Corporate Governance Issues - Letters ISPA
  - 8.3 Reflection - Way Forward
- 9.0 Board Community Engagement Session
  
- 10.0 Ratification of Policies Proposal - 5mins
  - 10.1 SL Update **“SL Update” (AFPUB-2018-v4-001-DRAFT-01)**
  - 10.2 IPv6 PI Clarification **(AFPUB-2019-v6-001-DRAFT-02)**
  
- 11.0 Organisational Index Policy
- 12.0 Change of Signatories
- 13.0 ZADNA Correspondence
- 14.0 Review of Action Items
- 15.0 Next meeting
- 16.0 AOB
  - 16.1 Meeting with LACNIC Board
  - 16.2 Update by one Board Member
  - 16.3 Matters Arising
  - 16.4 Review of Board Committees

## **BUSINESS OF THE DAY**

### **1. Opening Remark by the Chair**

The Chair welcomed the members present and opened the meeting at 09:48 hrs Local Time Mauritius.

A roll call was carried out to confirm quorum.

## **2. Adoption of the Agenda**

The Agenda was adopted with amendments. Proposed SO. Seconded HY.

## **3. Approval of Draft Minutes of Meetings**

### **3.1 dated 11 & 12 May 2019**

The Legal Counsel to redraft the minutes and submit for approval in the next meeting.

### **3.2 dated 14 & 15 June 2019 - AIS'19 Kampala**

#### **Resolution 201908.509**

The Board approved the minutes of the Board meetings held on 14 and 15 June 2019 with amendments.

Proposed. RF. Seconded HY. Resolution passed unanimously.

### **3.3 dated 21 June 2019**

#### **Resolution 201908.510**

The Board approved the minutes of the Board meetings held on 21 June with amendments.

Proposed. HY. Seconded SO. Resolution passed unanimously.

### **3.4 Matters Arising out of previous minutes**

None.

## **4. Committees' Report**

### **4.1 Audit Committee**

The Board took note of the report of the Chair of the Audit Committee.

Following discussion, below action items were agreed upon.

The Board further debated on the suspicious allocation of IP. The Internal Auditor will submit its report by end of September 2019. The ICEO apprised the Board of the urgency of the matter and the need to seek external technical expertise to investigate, for instance ARIN has accepted to assist in the matter.

**Action Item 201908.02:** The Management to investigate on the status of AFRINIC engagement with the African Union and report to the Board.

**Action Item 201908.03**" The Audit Committee to follow up on the Internal Auditors' work plan.

**Action Item 201908.04** : The Audit Committee to do a report on the Legacy RSA

#### **4.2 Finance Committee**

The Chair of the Finance Committee made a report to the Board. The travel budget is expected to be above the budget for the year. The committee reviewed the request to accept credit card payments in EURO and ZAR. After discussion, the committee recommend an update to the payment policy for Afrinic Ltd to support currencies used by at least 30% of the membership and also available as a foreign currency in Mauritius. The Board discussed accepting payments in USD and ZAR to the Board.

#### **Resolution 201908.511**

It is RESOLVED:

**THAT** the existing eCommerce Merchant Account (\_M\_I\_D\_[REDACTED]) be configured for EURO and ZAR processing in AFRINIC name with the SBM Bank (Mauritius) Ltd

**THAT** the eCommerce proceeds to be credited to AFRINIC accounts at SBM Bank (Mauritius) Ltd as follows:

For Euro proceeds to be credited to Account number [REDACTED]

For ZAR proceeds to be credited to Account number [REDACTED]

Proposed SM. Seconded RF. Resolution passed unanimously.

#### **4.3 Remuneration Committee**

The Chair of the Remuneration Committee outlined his report to the Board. The committee has reviewed the Acting Allowance Policy and recommend to discuss further before submission for approval to the Board.

The Board also considered the request of the Legal Counsel pursuant to the appointment as Company Secretary, after discussion with the Board, it was agreed that a decision cannot be taken at this stage due to lack of information. The Committee will further discuss and make a recommendation to the Board.

#### **4.4 CEO Search Committee**

An update of the CEO recruitment process was made. The online interviews are scheduled on the 9 September 2019 and will be conducted by FedAfrica while members of the Committee will attend as Observers. The Board debated on the work carried out by FedAfrica so far and the clauses of the contract.

After discussion, the Board agreed that the CEO interviews' process will be as per the following steps;

STEP 1: Receipt of shortlist of candidates for interview on Wed 28 August 2019

STEP 2: Online Interview with shortlisted candidates [ 5 - 10] on Mon 9 September 2019

– with FedAfrica and REMCO and or any Board Member who wish to attend as Observer

STEP3: Face-to-Face Interviews with recommended final shortlist of 3 candidates on Mon 23 September 2019

-The Board to conduct interview, FedAfrica will act as facilitator

STEP 4: REMCO will submit report to the Board for final recommendation for the selection of the new CEO.

**Action Item 201908.05:** The Remuneration Committee to draft a document outlining the responsibilities of FedAfrica and AFRINIC in the CEO Recruitment process

## **5.0 Interim Transition / Handing over**

The Board took note of the Handing Over document as submitted by the last CEO and the document will be given to the new CEO upon assumption of duty.

## **6.0 CEO Operational Report**

The ICEO presented the CEO Operational Report as circulated.

**Action Item 201908.06:** The management to report on the fast track staff assessment of policies. Deadline 23 September 2019

**Action Item 201908.07:** The management to provide a report on the FIRE Programme by next Board meeting.

**Action Item 201908.08:** The Chair and the Vice-Chair to draft a Strategy on how to work with the Internal and External stakeholders of AFRINIC and report to the Board.

## **7.0 Finance Report**

The Board took note of the Financial Update presentation made by the Acting Finance Director.

The Board discussed on the contingency budget and the need to have an internal guideline on how to use the contingency budget.

**Action Item 201908.01:** The Finance Committee to draft a policy on how to use the Contingency Budget

## **8.0 Post AGMM2019**

### **8.1 Legal Counsel Intervention AGMM2019**

### **8.2 Corporate Governance Issues - Letters ISPA**

### **8.3 Reflection - Way Forward**

The Board acknowledged that the above agenda items were discussed during the Board Retreat meetings.

The Legal Counsel's intervention during the AGMM2019 did not mean to encourage the community to go to court but merely meant to clarify that members are free to seek legal redress as per the Companies Act on matters relating to holding an AGMM.

The Chair will meet with the representatives of the ISPA during the iWeek2019 meeting.

## **9.0 Board Community Engagement Session**

The Board reviewed and approved the Board Community Engagement document.

## **10.0 Ratification of Policies Proposal**

The Board ratified the following policy proposals.

### **10.1 SL Update** "SL Update" (AFPUB-2018-v4-001-DRAFT-01)

#### **Resolution 201908.513**

WHEREAS the proposed policy **AFPUB-2018-v4-001-DRAFT-01** (SL Update) has passed through the Policy Development Process;

WHEREAS the Policy Development Working Group's Chairs have referred to the proposed policy to the Board for ratification;

RESOLVED that the policy is ratified by the Board.

Proposed SO. Seconded SM. Resolution passed unanimously.

## 10.2 IPv6 PI Clarification (AFPUB-2019-v6-001-DRAFT-02)

### Resolution 201908.514

WHEREAS the proposed policy **AFPUB-2019-v6-001-DRAFT-02** (IPv6 PI Clarification ) has passed through the Policy Development Process;

WHEREAS the Policy Development Working Group's Chairs have referred to the proposed policy to the Board for ratification;

RESOLVED that the policy is ratified by the Board.

Proposed SO. Seconded SM. Resolution passed unanimously.

## 11.0 Organisational Index Policy

The Board took note of the Organisational Index Policy as circulated and presented by the Audit Committee.

## 12.0 Change of Signatories

### Resolution 201908.515

#### 1. BANK SIGNATORIES

It is **RESOLVED**:

**THAT** the present bank signatories be revoked.

**THAT** the following persons be appointed bank signatories of the Company for accounts held with the [REDACTED] and the [REDACTED].

Mr Christian Domilongo BOPE	AFRINIC Board Chairperson	<b>A</b>
Mr Robert Ford. NKUSI	AFRINIC Board Vice Chairperson	<b>A</b>
Mr Patrisse DEESSE	Interim Chief Executive Officer	<b>A</b>
Mr Nirmal MANIC	Interim Director, Finance & Accounting	<b>B</b>
Mr Yavisht TOOLSEEYA	HR & Administration Manager	<b>B</b>

**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; with the exception of the Cash Reserves Accounts which shall require THREE signatories namely: , Mr Patrisse DEESSE ,Mr Christian Domilongo BOPE and Mr Robert Ford NKUSI.

**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.

## 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.

Mr Christian Domilongo BOPE	Initiate/View/Authoriser	All Accounts
Mr Patrisse DEESSE	Initiate/View/Authoriser	All Accounts
Mr Robert Ford NKUSI	Initiate/View/Authoriser	All Accounts
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts Except Cash Reserves Accounts
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts except Salaries Account and Cash Reserves Accounts
Mr Ganessen GURUNADEN	Initiate/View	All Accounts except Salaries Account and Cash Reserves Accounts

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

Proposed SO. Seconded HY. SM Vote No. Resolution passed.

### 13.0 ZADNA Correspondence

The Board discussed a letter written to it by za Domain Name Authority (ZADNA) on the board membership of Mr. Vika William Mpisane. Mr Mpisane confirmed that he has been suspended from his position and that the matter does not affect his capacity as a Director of AFRINIC.

The Board agreed that the termination of Mr. Mpisane's employment as the Chief Executive Officer of ZADNA does not affect his status as an AFRINIC Board member.

### 14.0 Review of Action Items

The Board reviewed the list of open Action Items. Refer to collaborative platform.



## **15.0 Review of Board Committees**

Further to discussion during the board retreat, the Board agreed to constitute a Technical Committee to look into the Infrastructure and other technical issues that the company is facing.

### **Resolution 201908.512**

WHEREAS there is a need to reconstitute the Technical Committee;

RESOLVED that the Committee is reconstituted as follows;

Christian D. Bope, Adedokun E. Adewale, Robert F. Nkusi, Chief Executive Officer

Proposed RF. Seconded VM. Resolution Passed unanimously.

## **15.0 Next meeting**

The next Board meeting is scheduled on the 9 October 2019.

## **16.0 AOB**

### **16.1 Meeting with LACNIC Board**

The Board noted exchanges with the LACNIC Board to host a joint meeting with AFRINIC Board during the AFRINIC31 meeting in Angola. The Chair to take up the conversation with LACNIC Board.

### **16.2 Update by one Board Member**

One member informed the Board that he was suspended by his employer and the disciplinary panel is still considering the matter.