

**MINUTES OF THE BOARD MEETINGS HELD ON 12 and 19 FEBRUARY 2020
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr Seun Ojedeji (SO)	Member	Non Geographical
Mr Serge Ilunga (SI)	Member	Non Geographical

In Attendance:

Me Ashok Radhakisoorn Legal Counsel

AGENDA

1. Opening Remark
2. Adoption of the Agenda
3. Approval of draft Minutes of las Meeting held
 - 3.1 Minutes dated 30 Nov and 1 Dec 2019
 - 3.2 Matters Arising out of the previous meeting
4. Resolutions passed by circulation
 - 4.1 Appointment to NRO NC / ASO AC
 - 4.2 Appointment to Governance Committee
 - 4.3 Fee for Small LIR membership
 - 4.4 Approval of Election Guidelines
5. Review of Action Items
6. Committees' Report
 - 6.1 Remuneration Committee
 - 6.2 Audit Committee
 - 6.3 Finance Committee
 - 6.4 Technical Committee
 - 6.5 Governance Committee
 - 6.6 Reform Committee
7. CEO Report
8. Appointment to Board Seat 6 - Eastern Africa

9. Nomination Committee 2020
10. Update on IP Investigation
11. Resolution - CEO Company Credit Card
12. NRO-IRNS-JPAA document
13. Policies to be ratified
 - 13.1 Multihoming not required for ASN Proposal AFPUB-2019-ASN-001-DRAFT04
 - 13.2 Adjusting IPv6 Policy Proposal AFPUB-2019-IPv6-002-DRAFT01
14. Next Meeting 08 April 2020
15. AOB
16. Closing

BUSINESS OF THE DAY

A - Meeting held on 12 February 2020 at 15:14 UTC.

1. Opening Remark by the Chair

The Vice-Chair welcomed the members present and opened the meeting at 15:14 UTC.

A roll call was carried out to confirm quorum.

2. Adoption of the Agenda

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

SM declared conflict of interest for Agenda Item 9.

3. Approval of draft Minutes of last Meeting held

3.1 Minutes dated 30 Nov and 1 Dec 2019

Resolution 202002.548

The Board approved the minutes of the Board meetings held on 30 November and 1 December 2019 with amendments.

Proposed SO. Seconded SI. Resolution passed unanimously.

CB chaired the meeting at 15:54 UTC

3.2 Matters Arising out of the previous meeting

3.2.1 Agenda Item 7.1 - Discount Policy in line with the Bylaws

One member suggested that allocation of discount should be under the prerogatives of the Board and the Management to draft a discount policy for approval. A discount policy [Universities, RENs and critical infrastructure] is presently in place whereby the CEO can grant 50% discount; and

above 50% requires approval for the Board. The Chair requested the Finance Committee to consider the matter and report to the Board.

Action Item 202002.01: The Finance Committee to consider the discount policy in its meeting and report to the Board.

3.2.2 Agenda Item 7.5 - Hosting of datacenters in other regions

One member highlighted that the decision for Management to look into the options of hosting the infrastructure in different datacenters in other regions in 2020, requires an action Item with defined timeline for the Management to implement. The Chair requested the Technical Committee to consider the matter and report to the Board.

Action Item 202002.02: The Technical Committee to consider the different options of hosting datacenters in other regions and to work out a timeline for implementation in present year 2020.

4. Resolutions passed by circulation

The Board ratified the following resolutions passed by circulation:

4.1 Appointment to NRO NC / ASO AC

Resolution 201912.544

The Board resolved to re-appoint Wafa Dahmani to the NRO NC / ASO AC for a one-year term from 1 January 2020 to 31 December 2020.

Proposed CB. Seconded SM. (approved by email dated 27 December 2019) Resolution passed.

4.2 Appointment to Governance Committee

Resolution 201912.545

The Board resolved to appoint Daniel Nanghaka to the Governance Committee for a two-year term from 1 January 2020 to 31 December 2021.

Proposed CB. Seconded SM. (approved by email dated 27 December 2019) Resolution passed.

4.3 Fee for Small LIR membership

Resolution 202001.546

WHEREAS the existing fee structure does not provide for the implementation of the policy for "IPv4 Exhaustion Phase II"

RESOLVED to create a "Mini" and a "Micro" category for LIR membership

RESOLVED to amend the fee structure as per the table below:

Category	Allocation Size (IPv4)	Allocation Size (IPv4)	Annual Membership Allocation Fee
Micro	/24 - </23	USD 1000	USD 1000
Mini	/23 - </22	USD 1200	USD 1350

Proposed SM. Seconded VM. (approved by email dated 17 January 2020) Resolution passed.

4.4 Approval of Election Guidelines

Resolution 202001.547

WHEREAS the Board has reviewed the AFRINIC Election Processes and guidelines;
RESOLVED to adopt the new Election Processes and Guidelines as amended.

Proposed AA. Seconded HY. (approved by email dated 23 January 2020) Resolution passed.

5. Review of Action Items

The Board reviewed the list of outstanding Action Items as follows:

Action Item 201911.01: The CEO to submit an updated Activity Plan by 31 January 2020.

Status: Action Item to be closed. Completed.

Action Item 201911.02: The Management to use the recommended formula and draft a fee structure proposal for /24 for Board approval, before the company reaches the soft landing phase

Status: Action Item to be closed. Completed.

Action Item 201911.03: The Management to publish the document on reserve on the website. The Section 'Way Forward' to be removed from the document.

Status: Action Item to be closed. Completed.

Action Item 201911.04: The Secretariat to contact FedAfrica for their invoice in order to proceed with payment.

Status: Action Item to be closed. Completed.

Action Item 201911.05: The Secretariat to draft the announcement and launch the call for volunteers for the position on the NRO NC / ASO AC for a period of 2 weeks.

Status: Action Item to be closed. Completed.

Action Item 201911.06: The Secretariat to amend the Election Timeline 2020 by 15 December 2019.

Status: Action Item to be closed. Completed.

Action Item 201911.07: The Secretariat to update the election guidelines at the end of the call for comments period and submit the final version for Board approval on 17 December 2019.

Status: Action Item to be closed. Completed.

Action Item 201911.08: The Chair to liaise with the Legal Counsel and draft a response to ISPA.

Status: Action Item to be closed. Completed.

Action Plan 201911.09: The Secretariat to launch a call for comments on the Strategic Plan Assessment 2016 – 2020 and Timeline to the community.

Status: Action Item to be closed. Completed.

Action Item 201911.10: The Board to finalise the selection of events and travel plan by 15 December 2020.

Status: Action Item to be closed. Completed.

Action Item 201911.11: The Secretariat to check the process for the filing the Board Casual Vacancy and to share a draft timeline to the Chair by 3 December 2019.

Status: Action Item to be closed. Completed.

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

Status: Action Item to be kept Open.

The Finance Committee has extended the deadline till end of February 2020. The Finance Consultant is assisting in drafting the final version of the policy. The Finance Committee to submit the Contingency Policy for approval in the next Board Meeting.

Action Item 201908.03: The Audit Committee to follow up on the implementation of the Internal Auditors' work plan.

Status: Action Item to be kept Open.

Under Audit Committee report in the present Agenda.

Action Item 201908.04 : The Audit Committee to oversee a report on the Members who have not yet signed the RSA.

Status: Action Item to be kept Open.

Under Audit Committee report in the present Agenda.

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

Status: Action Item to be kept Open.

Under Audit Committee report in the present Agenda. The AuditCo has requested the Internal Auditor to do a comprehensive audit of FIRE including an impact assessment to understand the status of the FIRE Programme. It is part of the Internal Audit Plan for 2020. The Board decided will wait on the report of the audit of the FIRE Programme before taking a decision.

Action Item R201908.09:: The Board to approve the Strategic Plan Timeline by Monday 26th August 2019 (the timeline will be published for public comment).

Status: Action Item to be closed. Completed.

Action Item 201906.03: The Finance Committee to complete the fee review process within 4 months i.e 14 September 2019. The timeframe includes the consultation period with the community if any.

Status: Action Item to be closed. Completed.

Action Item 201906.22: The Management to do a risk assessment of the organization. The Audit Committee to supervise the exercise.

Status: Action Item to be kept Open.

Under Audit Committee report in the present Agenda. In progress. A consolidated Risk Register and Business Continuity Plan to be completed by end of March 2020.

Action Item 201905.02: The incoming CEO to conduct an evaluation of the current operational structure and make recommendations to the Board within 12 months after assumption of duty.

Status: Action Item to be kept Open. In progress.

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. In progress.

The final version of the travel Policy to be submitted in the next Board meeting in April 2020.

Action Items 201811.14: The CEO / Management to work on Whistleblower mechanism.

Status: Action Item to be kept Open. In progress. Contract signed with the service providers and work started with regards to implementation and configuration of the online platform.

The Board decided to keep the Action Item as status 'open' until full completion.

6. Committees' Report

6.1 Remuneration Committee

The Board took note of the report of the committee. The Board discussed about the bonus and was of the view that the original resolution 201611.314 should be amended to reflect that the bonus should be based on not more than a x% of the staff gross salary and based on the employee performance. The Board acknowledged that it is late to change the decision at this stage and may be interpreted as a demotivation factor by the staff. The Board decided that the bonus can be paid to the staff as per resolution 201611.314 and to consider the amendments to the threshold in 2020.

6.2 Audit Committee

The Board took note of the report of the Committee. The 2019 audit exercise is ongoing and the draft report is expected to be available at the end of March 2020. The Internal Auditor was requested to do an audit of the FIRE programme and an impact assessment of the project since its creation. The Internal Audit Plan also includes other audits; for instance Human Resources Management audit, Finance and Accounting Audit and the Annual Operating Plan and Budget process Audit. The Board approved the Internal Audit plan for 2020 as recommended by the committee.

6.3 Finance Committee

The Chair of the Committee presented its report to the Board. The attention of the Board was drawn to the increase of the amount of unpaid fees and a monthly follow-up is being carried out by the committee.

6.4 Technical Committee

No report. The next meeting of the Committee is scheduled in March 2020.

6.5 Governance Committee

The Board Liaison briefed about the status of work of the Committee. The call for comments for the Bylaws review is ongoing. A face-to-face meeting is scheduled to be held whereby discussions on the feedback received and a final draft of the Bylaws will be developed.

6.6 Reform Committee

The Board Liaison provided a status of work of the Committee. Adiel Akplogan was elected as Chair of the Committee and Viv Padayatchy as Vice-Chair. The Terms of Reference of the Committee has been drafted and it is expected to provide recommendations to the Board by June 2020.

7. CEO Report

The CEO presented its report to the Board.

The Activity Plan 2020 has been completed and measurable targets updated. The AIS 20 is identified as high risk; the current venue estimates is higher than budgeted but negotiations still ongoing. The consultancies' work is in progress.

The CEO updated the Board on the status of the IP investigation. The internal investigation and due diligence is ongoing with the Legal Team and Internal Auditor. Some IPs have been reclaimed and reversals made in the AFRINIC pool of addresses.

8. Appointment to Board Seat 6 - Eastern Africa

The Board reviewed the list of Expression of Interests from persons received for the filing of casual vacancy on the Board Seat 6 – Eastern Africa and considered whether they meet the published requirements. The Board noted that none of the candidates are qualified as per the requirements and received the requisite support from AFRINIC resource members in good standing. After discussion, the Board decided to keep the Seat 6 – Eastern Africa vacant and to send a communique accordingly.

Action Item 202002.03 The Chair to draft a communique wrt Board Seat 6 vacancy to inform the members by Friday 21st Feb 2020

AA chaired the meeting as at 18:54 UTC

9. Nomination Committee 2020

The Board reviewed the list of volunteers received for appointment to the Nomination Committee 2020 (NomCom) and voted in confidentiality via poll to the Legal Counsel. The Legal Counsel certified the votes received and the results were declared as follows:

Mark Elkins received 5 votes
Alan Levin received 1 vote
Dr Ousmane Ly received 3 votes
Caleb O. Ogundele received 4 votes
Yazid M. Akanho received 3 votes

A second vote was held for the two candidates with the same result in the first voting.
Dr Ousmane Ly received 4 votes
Yazid M. Akanho received 2 votes

The Board also discussed the appointment of a Board Representative to the NomCom.
VM nominated AA. HY seconded. AA accepted the nomination. There was no further nomination.

Resolution 202002.549

WHEREAS there is a need to appoint four members to the Nomination Committee 2020 in terms of article 9 of the Bylaws;
WHEREAS persons domiciled in Central Africa, Eastern Africa and Indian Ocean sub-regions are not eligible in terms of article 9.1 of the Bylaws;
WHEREAS the Board wishes to appoint three community volunteers and one Board Member from the Western Africa, Southern Africa and Northern Africa sub-regions;
WHEREAS several volunteers from the community expressed an interest;
RESOLVED to appoint Mark Elkins, Caleb Olumuyiwa Ogundele and Dr Ousmane Ly to the Nomination Committee 2020 as community representatives;
RESOLVED to appoint Dr Adewale Adedokun to the Nomination Committee as the Board representative.

Proposed HY. Seconded SO. Resolution unanimously.
Recused CB SM SI.

CB continued to chair the meeting at 19:25 UTC and adjourned the meeting at 19:26 UTC. Proposed SO. Seconded HY. The Board meeting is rescheduled on 19 February 2020 at 15:00 UTC.

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B – Meeting held on 19 February 2020 at 15:04 UTC

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr Seun Ojedeji (SO)	Member	Non Geographical
Mr Serge Ilunga (SI)	Member	Non Geographical

In Attendance:

Me Ashok Radhakisoon Legal Counsel

The Chair welcomed the members present online and opened the meeting at 15:04 UTC.
A roll call was carried out to confirm quorum.

7. CEO Report [Ctd.]

The Board further debated on the Agenda Item no 7 – CEO Report.

It is noted that the restructuring is at the CEO Office's level only and not the company's whole organization structure. The company structure will be proposed for approval at a later stage.

Among the proposed changes, the Board approved the following recommendations only;

- the position of Policy Coordinator to Senior IP Resource Specialist that will deal with audit of IP resources
- the Executive Assistant to change to Senior Executive Assistant

The Board took note of the distribution of the bonus during the past years and the proposed allocation for 2019. The Board decided that the Management may proceed with the bonus payment but the amount to be distributed to be changed from [REDACTED].

The CEO also proposed to implement a Government discount to make allocation of resources easily accessible to Governments and increase engagements with them. The Board was of the view that further feasibility analysis needs to be done on the proposal for Government discount and the matter should be dealt at the Stakeholder Engagement level.

The Board recommended that a policy cannot be drafted as per Articles 11.5 of the Bylaws.

10. Update on IP Investigation

The CEO updated the Board on the internal IP investigation ongoing. A redacted version of the report was received from APNIC and will be shared with the law enforcement.

After discussion, the Board resolved to cooperate with law enforcement agencies with respect to the misappropriation of IP number resources theft.

Resolution 202002.550

Whereas a recent internal audit has revealed substantial malversation committed in the allocation of IP Resources;

Whereas the matter has been reported to the Central CID of the local Police Force for investigation;

Whereas the audit has also revealed that there is the possibility of an international ramification with respect to the fraud on number resources;

Resolved to cooperate with relevant international law enforcement agencies with respect to the fraud on number resources.

Proposed: SM. Seconded SI. Resolution passed unanimously

Action Item 202002.04: The Management to write an update on the IP Investigation and the international implication to the Communique to the Members' and Community by tomorrow, Thurs 20Feb20.

11. Resolution - CEO Company Credit Card

The company credit card assigned to the past CEO and the corporate credit card under the name of the past Finance and Accounting Director were cancelled after resignation. The Board resolved to create and allocate a new company credit card to present CEO and Interim Finance Accounting Director.

The Board took note of the AFRINIC Corporate Cards policy and statement of responsibilities as circulated.

Resolution 202002.551

WHEREAS, AFRINIC's former Director, Finance & Accounting was, during the course of his tenure, eligible to a credit card facility and that the latter is no longer an employee of the company; WHEREAS, in view of the recent appointment of its Chief Executive Officer ("CEO") and the newly designated Interim Director, Finance & Accounting, it is advisable to obtain in favour of both the said officers such credit card privileges for the purposes of charging certain expenses relative to the business affairs of AFRINIC;

IT IS THEREFORE RESOLVED AS FOLLOWS:

That Management proceeds forthwith with the cancellation of the credit card facility previously obtained in the name its former Director, Finance & Accounting;

That its CEO applies for and obtains a Corporate Credit Card from the State Bank of Mauritius with a credit limit not exceeding [REDACTED]

That the current Interim Director, Finance & Accounting also applies for and obtain a Corporate Credit Card from the State Bank of Mauritius with a credit limit not exceeding [REDACTED] and which facility shall continue for the duration of the said actingship;

That both the aforementioned officers be authorized to charge on their respective credit card account such expenses that are reasonably related to carrying out the business of AFRINIC as well as to procure the payment of such proper charges as they fall due; and

That the Internal Auditor is directed to monitor, from time to time, the aforesaid accounts.

Proposed SM. Seconded SI. Resolution unanimously.

12. NRO-IRNS-JPAA document

The CEO briefed the Board on the legal discussion at the NRO level on the NRO-IRNS-JPAA document which requires board approval. The CEO requested to keep approval on hold and will revert back to the Board with further information.

13. Policies to be ratified

13.1 Multihoming not required for ASN Proposal AFPUB-2019-ASN-001-DRAFT04

13.2 Adjusting IPv6 Policy Proposal AFPUB-2019-IPv6-002-DRAFT01

The Board ratified the above policies as recommended by the PDWG Co-Chairs.

Resolution 202002.552

WHEREAS the proposed policy 'Multihoming not required for ASN Proposal AFPUB-2019-ASN-001-DRAFT04' has passed through the Policy Development Process;
WHEREAS the proposed policy 'Adjusting IPv6 Policy Proposal AFPUB-2019-IPv6-002-DRAFT01' has passed through the Policy Development Process;
WHEREAS the Policy Development Working Group's Chairs have referred to the proposed policies to the Board for ratification;
RESOLVED that the policies are ratified by the Board.
Proposed SI. Seconded HY. Resolution passed unanimously.

14. Next Meeting 08 April 2020

The Board Strategic Plan Retreat is scheduled to take place on the 13 – 17 April 2020. The next Board meeting will be held during this period instead of 8 April 2020.

15. AOB

15.1 NomCom2020

The NomCom Liaison briefed on the status of work of the NomCom. Mr Mark Elkins was elected as the Chair of the NomCom2020.

15.2 Registration Fee for AFRINIC meeting

The CEO informed the Board that the Management is brainstorming on enforcing a registration fee for AFRINIC meeting in order to manage the number of participants in the room and abuse during community election.

The Board advised the CEO to continue to look into alternate options to manage participation to the meeting and community election.

16. Closing

The Chair closed the meeting at 16:50 UTC. Proposed SM. Seconded HY.