



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 20 MARCH 2020 AT 13:04 UTC  
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. Implications of COVID19

**BUSINESS OF THE DAY**

The Chair welcomed the members present and opened the meeting at 13:04 UTC.

The Board Members adopted a motion to waive the 14 days' notice to convene a meeting. Proposed by VM and seconded by HY. There was no declaration of conflict of interest.

A roll call was carried out to confirm quorum.

**1. Implications of COVID19**

**1.1 CEO Report**

The Board took note of the report of the CEO with regard to the impact of COVID19 pandemic on AFRINIC operations. All the staff is presently working from home while Mauritius is under lockdown. Testing was done and it was successfully concluded that the IT Infrastructure can support the services being provided remotely.

## 1.2 AGMM2020

The Board considered the recommendations of the Legal Team on the holding of the AGMM2020.

It is recommended to postpone the holding of the AGMM to September 2020 as per the Bylaws Articles 11.1 (ii) and Section 115 of the Companies Act. With regards to the terms of office of Directors who are subject for election at the next AGMM, the Legal Counsel advised that their mandates will be carry up until September 2020 or until the AGMM takes place. The Directors are elected for a 3-year mandate till the date of the next AGMM, there is no fixed date attached to the end of the mandate.

The AGMM can be made remotely if the pandemic persists or face-to-face meeting and if the global situation is back to normal. It is legal to do a remote AGMM but it is worth noting that the Bylaw stipulates that the company shall make sure that all members / participants that form a quorum for the AGMM are able to follow and intervene without any interruption during the proceedings of the AGMM. As such, the company should opt for a technical audio vision that covers all countries. The options have cons, to be on the safe side, the best course is to follow the Bylaws Articles 11.1 (ii) and do the AGMM in September.

After discussion, the Board decided to postpone the holding of the AGMM until September 2020 and tasked the Management to look into the best option to hold the meeting, online or face-to-face meeting. The Technical team to thoroughly assess the remote participation option.

The Legal Counsel was requested to seek further clarification with the Registrar of Companies.

**Action Item 202003.01:** The AGMM is postponed to September 2020. The Legal Team to seek further clarification with the Registrar of Companies and the Management Team to prepare for remote meeting.

**Action Item 202003.02 :**The Chair to communicate to Members that the AGMM is postponed as per Articles 11.5 on Monday next 23March 20

## 1.3 NOMCOM

The work of the NomCom is ongoing as per the timeline.

The Board noted that there is a potential conflict of interest in the reporting line of the NomCom Chair to the Board Chair, as both the seats of the Chair and Vice-Chair of the Board are subject to election this year. The Board agreed that another Board Member will be selected for the NOMCOM Chair to report to, and all communication from NomCom should be sent to this person to avoid conflict of interest.

## 1.4 Auditors

The Board was informed that the external auditor has requested a one week extension to submit the audited financial statements for consideration. The submission may however be further delayed due to the lockdown situation in Mauritius.

## **2. Closure**

The Chair moved to close the meeting at 15:49 UTC. Proposed HY. Seconded SM.