



**MINUTES OF THE BOARD MEETINGS HELD ON 10, 17 and 24 JUNE 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 the last Meetings held
  - 3.1 Minutes dated 12 & 19 February 2020
  - 3.2 Minutes dated 20 March 2020
  - 3.3 Matters Arising out of the previous meeting
4. Committees' Reports
  - 4.1 Remuneration Committee
  - 4.2 Audit Committee
    - 4.2.1 Audited Financial Statements
  - 4.3 Finance Committee
  - 4.4 Technical Committee
  - 4.5 Governance Committee
  - 4.6 Nomination Committee
  - 4.7 Reform Committee
5. Resolution passed by circulation
  - 5.1 Internet Access

6. CEO Report
  - 6.1 Zanog request
  - 6.2 MCB Resolution
  
7. AGMM2020
8. Approval of Audited Financial Statements 2019
9. Review of Action Items
10. AFRINIC Strategic Plan
11. Business Impact of COVID19 -
12. Alignment of Appeal committee ToR with PDP
13. NRO INRS JPAA
14. Next meeting - 12 August 2020
15. AoB
  - 15.1 Court Injunction Against AFRINIC
  - 15.2 CEO Reporting to the Board

## **BUSINESS OF THE DAY**

### **A. Meeting held on Wednesday 10 June 2020 at 15:05 UTC**

#### **1. Opening Remark**

The Chair welcomed the members present and opened the meeting at 15:05 UTC.

A roll call was carried out to confirm quorum.

SM and SI declared conflict of interest on Agenda Items no 4 and 7 with respect to the Nomination Committee and AGMM 2020.

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

The Agenda was adopted as circulated. Proposed SO Seconded HY

#### **3. Approval of draft Minutes of the last Meetings held**

##### **3.1 Minutes dated 12 & 19 February 2020**

##### **Resolution 202006.554**

The Board approved the minutes of the Board meetings held on 12 and 19 February 2020 with amendments. Proposed HY. Seconded SI.

*The Chair CB was disconnected at 15:12 UTC; Vice-Chair lead the meeting.*

### **3.2 Minutes dated 20 March 2020**

#### **Resolution 202006.554**

The Board approved the minutes of the Board meetings held on 20 March 2020 with amendments.

Proposed SO. Seconded HY.

### **3.3 Matters Arising out of the previous meeting**

None

*CB back at 1536 UTC*

## **4. Committees' Reports**

### **4.1 Remuneration Committee**

The Board took note of the report of the Remuneration Committee. It was noted that some recommendations to the Board are to be updated before proceeding with the request for board approval.

**Action Item 202006.01** : The REMCO to finalise the items / policies that require approval of the Board; to also update the recommendations section of its report and revert back by 17 June 20.

### **4.2 Audit Committee**

The Chair of the Audit Committee presented its report to the Board, as circulated.

The Whistleblower mechanism has been implemented and url available on the AFRINIC website.

#### **4.2.1 Audited Financial Statements**

The Board was apprised of the recommendations made by the auditor in the course of the audit exercise and Client Service Report.

The attention of the Board was drawn that the auditor will not sign off the audited financial statements subject to receipt of the KYC clearance letter from the MCB. It is also noted that the level of bad debts is increasing at a higher rate compared to previous year.

**Action Item 202006.02**: The AuditCo to share the Business Continuity Plan by 17 June 20 to the Board for approval.

**Action Item 202006.03** : The AuditCo to submit the name of the external Auditor to be appointed by next board meeting.

### **4.3 Finance Committee**

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

The Committee recommended the approval of the Contingency Policy.

#### **Resolution 202006.555**

WHEREAS the Finance Committee has proposed the Contingency policy;  
RESOLVED to approve the document;  
RESOLVED that the policy shall take effect from the date of this approval

Proposed SM. Seconded HY. Resolution passed unanimously.

**Action Item 202006.04:** The Secretariat to transfer the Contingency Policy in the appropriate template.

The Board was reminded about the need to comply with the KYC policies of the MCB and to submit all requested documents.

**Action Item 202006.05 :** All KYC docs to be submitted to the Secretariat by 10th of July

### **4.4 Technical Committee**

The Chair of TechCo presented its report to the Board.

The Board was informed that the Service Level Committee and the Performance Level Matrix will be considered in the next committee meeting. It is noted that the Management to incorporate the IT Roadmap for the next 4 years to the Strategic Plan.

### **4.5 Governance Committee**

The Board Liaison SO briefed on the status of work on the bylaws review at GovCom Level. Requests for comments have been sent to specific group of stakeholders; and subsequent meetings will be held to review the comments received and compile the proposed amendments.

*CB handed over the Chairmanship to HY at 17:34 UTC. SI and SM left at 17:34 UTC.*

### **4.6 Nomination Committee**

The Board Liaison AA briefed that NomCom is still at the evaluation stage of the applications received. The call for nominations was closed; and reopened on several occasions in order to have more potential candidates.

*CB resumed the Chairmanship of the meeting at 17:39 UTC.*

#### **4.7 Reform Committee**

The Board Liaison HY made an overview of the different Working Groups within the ReformCo and status of work. The work is ongoing.

#### **5. Resolution passed by circulation**

The Board ratified the following resolution passed by circulation.

##### **5.1 Internet Access**

###### **Resolution 202005.553**

Whereas Clause 18.1 al-2 of the Bylaws provides, inter-Alia, that Directors shall be entitled to be reimbursed for reasonable out-of pocket expenses as determined by the Board from time to time, incurred in the fulfillment of their duties towards the Company or otherwise in connection with the business of the Company;

Whereas, due to the the COVID-19 pandemic, the Board has noted that a few of the Directors have had to disburse additional and unprecedented communication expenses as a consequence of some of the current confinement period as well as due to their respective area (or country) of residence;

Considering the above and to ensure the uninterrupted performance of the Board's activities, Strategic Plan development including committee meetings

RESOLVED that:

(a) the Directors be exceptionally paid an amount not exceeding 200 USD monthly for such claims made in respect of Internet/Communication Allowance for the period starting 01 March 2020 up to 30 September 2020 or until such period as the Board may decide from time to time in the light of the evolution of the COVID-19 pandemic;

(b) the Board may review (from time to time) the aforesaid quantum payable( i.e USD 200 ) to its directors when it deems it warranted.

*Proposed CB. Seconded SO. (approved by email dated 28 May 2020 ) Resolution passed.*

*One Board Member voted No, and another member abstained to the resolution. Both members declined the increase.*

#### **13. NRO INRS JPAA**

The CEO briefed on the NRO Memorandum of Understanding – Internet Number Registry System Joint Project Agreement Addendum and sought the approval of the Board to sign the MoU on behalf of AFRINIC.

###### **Resolution 202006.557**

**RESOLVED** to authorize the CEO to sign the addendum to the NRO Memorandum of Understanding – Internet Number Registry System Joint Project Agreement Addendum (NRO INRS JPAA) on behalf of African Network Information Centre Ltd.

Proposed SM. Seconded HY. Resolution passed unanimously.

The Chair moved to adjourn the meeting at 17:54 UTC and to reconvene on Wednesday 17 June 2020. Proposed SO. Seconded SM.

## **B. Meeting held on Wednesday 17 June 2020 at 15:03 UTC**

The Chair welcomed the members present and opened the meeting at 15:03 UTC.

A roll call was carried out to confirm quorum.

### **4. Committees' Reports [Ctd]**

#### **4.1 Remuneration Committee [Ctd]**

The REMCO Chair presented the updated report of the Committee to the Board. The Committee recommended to recruit a Chief Operations Officer and a Head of IT as proposed by the CEO.

The Board discussed how to proceed with the C-Level recruitment. The Board approved to recruit a Chief Operations Officer and REMCO to oversee the recruitment process.

**Action Item 202006.06** : The Remuneration Committee to draft the Terms of Reference and submit to the Board for approval by the first week of July.

#### **4.4 Technical Committee [Ctd]**

The TechCo Chair briefed on the readjustment between the MyAfrinic and RPKI projects to the Board and recommended the RPKI project for Board approval.

#### **Resolution 202006.558**

WHEREAS Management has identified a pressing need for the RPKI project to be expedited;

WHEREAS the 2020 Capex budget has a provision for the MyAfrinic v2 project and renewal of infrastructure.

WHEREAS Management has reported that the MyAfrinic v2 project has been delayed and the RPKI project can be accommodated

WHEREAS Management recommends that the budget allocated for MyAfrinic v2 project and a portion of the Infrastructure project should be reallocated to the RPKI project,

WHEREAS Management has finalized a proposal for the RPKI project totalling USD 71,217

RESOLVED to reallocate a sum of USD 71,217 from the Capital Expenses budget and, where applicable, from the Infrastructure budget to the RPKI

Proposed VM. Seconded SM. Resolution passed unanimously.

## 6. CEO Report

The CEO presented his report to the Board as circulated.

Further to one member's query, the CEO provided an update on the IP Investigation and the ongoing Database Accuracy project.

### 6.1 ZANOG request

The Board discussed about the request received from ZANOG for a discount. The present discount policy at AFRINIC does not cover such category. The Board was of the view to reconsider and finalise a discount policy / a framework to address any request that may come in the future from any resource member.

*SO left at 16:15 UTC*

**Action Item 202006.07** : The Management and the Finance Committee to review the discount policy and submit to the next Board meeting for consideration.

The Chair adjourned the meeting at 16:49 UTC and to be reconvened on Wednesday 24 June 2020 at 15:00 UTC.

## C. Meeting held on Wednesday 24 June 2020 at 15:00 UTC

### 6.2 MCB Resolution

The Board passed the following resolution with regards to the bank accounts held at the Mauritius Commercial Bank Limited.

#### Resolution 202006.559

It is **RESOLVED**:

#### 1. BANK SIGNATORIES

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

**THAT** the following persons be appointed bank signatories of the Company with accounts held at the Mauritius Commercial Bank Ltd:

Name	Position	Category
Mr Christian Domilongo BOPE	AFRINIC Board Chairperson	A

Mr Subramanian Moonesamy	AFRINIC Board Vice Chairperson	<b>A</b>
Mr Eddy Mabano KAYIHURA	Chief Executive Officer	<b>A</b>
Mr Nirmal MANIC	Chief Accountant	<b>A</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 Eddy Mabano KAYIHURA, Mr Nirmal Manic and Mr Christian Domilongo BOPE **OR** Mr Subramanian Moonesamy.

**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.

**THAT** the above persons are authorised to sign on any acts and deeds of the company.

## **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.

<b>Name</b>	<b>Role</b>	<b>Initials</b>
Mr Christian Domilongo BOPE	Initiate/View/Authoriser	All Accounts held with MCB
Mr Eddy Mabano KAYIHURA	Initiate/View/Authoriser	All Accounts held with MCB
Mr Subramanian Moonesamy	Initiate/View/Authoriser	All Accounts held with MCB
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts held with MCB
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts held with MCB



Mr Ganessen GURUNADEN	Initiate/View	All Accounts held with MCB
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**THAT** the Company Secretary be instructed to inform the Company's bankers of the above relevant policies and resolutions.

Proposed EK. Seconded CB. Resolution passed.

## 7. AGMM2020

The Board took note of the legal advice with regards to the holding of a virtual AGMM in September 2020. For instance, the law in Mauritius has now been amended to make provisions for the post COVID situation and to hold an AGMM 9 months' before the balance sheet date.

The Legal Counsel has sought confirmation from the Registrar of Companies and is awaiting a reply.

The CEO outlined the recommendations of the Management on how to host the AFRINIC meeting. It is proposed to use Meetecho online platform to host the event because ZOOM is not available in some African countries; and the selected time per day is reduced to 4 hours.

The Board approved to hold the AFRINIC Meeting / AGMM2020 virtually during the week starting 7<sup>th</sup> September 2020.

The Board further discussed about the holding of the Policy Development Process; it is noted that voting is by show of hands and there might be the need to amend the policy to allow online voting. It is proposed to engage the community members in determining the way forward with regards to the PDP and NRO ASO-AC election.

**Action Item 202006.08** : The Management to do testing on the new tool Meetecho with the members.

**Action Item 202006.09** : The Management to seek public consultation with Members on the challenges wrt holding elections for PDP and NRO ASO AC.

**Action Item 202006.10** : The Chair to communicate to Members the date of the next AGMM2020 by 27 June 2020.

## 8. Approval of Audited Financial Statements 2019

The Board approved the audited financial statements for the year ended 31 December 2019.

### Resolution 202006.559

**WHEREAS** the financial statements for the year ended 31 December 2019 have been prepared and audited;

**WHEREAS** the Board is expected to approve the financial statements before the auditors sign their report;

**RESOLVED** that the Board approves the financial statements for the year ended 31 December 2019;

**RESOLVED** that Mr. Eddy M. Kayihura as Chief Executive Officer and Dr. Christian D. Bope as Chairman be and are hereby authorised to sign the Financial Statements on behalf of the Board;

**RESOLVED** that Mr. Eddy M. Kayihura as Chief Executive Officer and Dr. Christian D. Bope as Chairman of the Board be and are hereby authorised to sign the Letter of Representation associated with the Financial Statements.

Proposed AA. Seconded HY. Resolution passed

## 9. Review of Action Items

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

**Status:** Action Item to be kept Open.

**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.

**Status:** Action Item to be closed. Completed

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

**Status:** Action Item to be closed. Completed

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

**Status:** Action Item to be closed. Completed

**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.

**Status:** Action Item to be closed. Completed

**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

**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 closed. Completed

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

**Status:** Action Item to be closed. Completed

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

**Status:** Action Item to be kept Open

**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.

**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.

**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

**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

## **10. AFRINIC Strategic Plan**

The Board took note of the amended timeline to the drafting of the Strategic Plan and the start of the consultation process with different stakeholders, both internal and external, to gather inputs. It is proposed to hold a Board Strategic Plan Retreat online in August 2020 and to be able to present a draft Strategic Plan to the members during the AFRINIC meeting in September 2020.

**Action Item 202006.11:** The Secretariat to circulate a doodle poll for hosting an online Board Strategic Plan Retreat in August 2020.

## **11. Business Impact of COVID19**

The CEO briefed the Board on the identified business impact of COVID19 on the company, particularly on the level of surplus.

The Chair referred the matter to the Finance Committee for further discussion.

**Action Item 202006.12:** The Finance Committee to consider the 'Business Impact of COVID19' on the company and to report back to the Board.

## **12. Alignment of Appeal committee ToR with PDP**

The Board considered the feedback received on the Appeal Committee's Terms of Reference with the PDP.

The Chair proposed to refer the Terms of Reference for public consultation for review and amendments, if any, pursuant to the feedback received after the last two appeal cases and comments of loopholes.

**Action Item 202006.13:** A public consultation for the Appeal Committee's Terms of Reference to be opened for a period of one month.

## **14. Next meeting - 12 August 2020**

The Chair proposed to hold one board meeting for July and August 2020, but the time / date to be confirmed and communicated accordingly.

## **15. AoB**

### **15.1 Court Injunction against AFRINIC**

The CEO updated the Board on a Court Injunction against AFRINIC. It was agreed to hold a Special Board meeting for further discussion.

**Action Item 202006.14 :** The Secretariat to circulate a doodle poll to convene a Special Board Meeting on Mon 29<sup>th</sup> or Tues 30<sup>th</sup> June 2020 wrt Court Injunction against AFRINIC.

### **15.2 CEO Reporting to the Board**

One member proposed that a proper reporting mechanism should be established for the CEO to the Board. It is proposed that the CEO should report to the Chairman and the Chairman should refer matter to the Board, or the Chair should allow the CEO to send such urgent matter to the Board or redirect to relevant Committee.

## **16. Closure**

The Chair moved to close the meeting at 17:16 UTC [Wednesday 24 June 2020]. Proposed VM. Seconded HY.