



**MINUTES OF THE BOARD MEETING HELD ON 29 JULY 2020 AT 15:00 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 Seun Ojedeji (SO)	Member	Non Geographical
Mr Serge Ilunga (SI)	Member	Non Geographical

Apologies:

Mr Vika Mpisane (VM)	Member	Southern Africa
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In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
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AGENDA

1. Opening Remark
2. Adoption of the Agenda
3. Approval of draft Minutes of the last Meetings held
 - 3.1 Minutes dated 10, 17 and 24 June 2020
 - 3.2 Minutes dated 30 June 2020
 - 3.3 Matters Arising out of the previous meeting
4. Resolution passed by circulation
 - 4.1 NomCom list of candidates
5. Review of Action Items
6. Committees' Reports
 - 6.1 Remuneration Committee
 - 6.2 Audit Committee
 - 6.3 Finance Committee
 - 6.4 Technical Committee

- 6.5 Governance Committee
- 6.6 Nomination Committee
- 6.7 Reform Committee

- 7. CEO Updates
 - 7.1 Bank Signatories MCB – KYC & AFS Resolution
 - 7.2 Court Case
 - 7.3 AFRINIC33 Options
 - 7.4 CAPEX Procurement

- 8. Election Guidelines and Timeline

- 9. AGMM2020
 - 9.1 Notice of the meeting including all required documents
 - 9.2 Elections
 - 9.2.0 Election Committee
 - 9.2.1 Members votes (Board & GovCom)
 - 9.2.2 PDP / ASO elections

- 10. Next meeting – SP Retreat Programme

- 11. AoB

BUSINESS OF THE DAY

1. Opening Remark

The Chair welcomed the members present and opened the meeting at 15:00 UTC.

A roll call was carried out to confirm quorum.

SM and SI declared a conflict of interest on Agenda Items no 8 and 9 with respect to Election Guidelines and AGMM2020 respectively and recused themselves from the discussions on those items..

2. Adoption of the Agenda

The Agenda was adopted as circulated. Proposed HY Seconded SO.

3. Approval of draft Minutes of the last Meetings held

3.1 Minutes dated 10, 17, and 24 June 2020

Resolution 202007.563

The Board approved the minutes of the Board meetings held on 10, 17 and 24 June 2020 with amendments. Proposed SI. Seconded SM.

3.2 Minutes dated 30 June 2020

Resolution 202007.564

The Board approved the minutes of the Board meetings held on 30 June 2020 with amendments.

Proposed EK. Seconded HY.

3.3 Matters Arising out of the previous meeting

None

4. Resolution passed by circulation

The Board ratified the following resolutions passed by circulation.

4.1

Resolution 202007.561

WHEREAS on 30 June 2020, NOMCOM provided the Board with a list of nominations, including 10 nominations for four open Board seats, 1 nomination for one open Governance Committee seat,

8 nominations for one PDWG co-Chair seat, and 3 nominations for one NRO ASO AC seat;

WHEREAS the Board is required to approve nominations to Board seats and Governance Committee seats;

WHEREAS the Board is not required to approve nominations to PDWG Chair or NRO ASO AC seats;

RESOLVED to approve all the Board and Governance Committee nominations, subject to NomCom eliminating any that

do not satisfy requirements set in the election guidelines, AFRINIC Bylaws, or other relevant documents.

Proposed CB. Seconded EK. (approved by email dated 10 July 2020) Resolution passed. Two abstentions SM SI.

4.2 Late Payment Penalty

Resolution 202007.562

Whereas

(1) Article 8.2 (iv) of AFRINIC's bylaws provides as follows

The membership of a Resource Member shall terminate...

8.2(iv)- membership fees or any other sum payable by the Resource Member to the Company remaining unpaid for a period of three (3) months after the due date of payment (subject to the Board deciding otherwise; or...

(2) AFRINIC Fees Schedule provide for – (Billing TimeLine) the application of a late fee payment ranging from 5% to 15%

(3) it is widely admitted that the Covid-19 pandemic has had an adverse impact on the financial operations of members leading to a temporary incapacity to effect timely payment of membership fees

RESOLVED

To provide an ad-hoc financial relief to those members which were late in their debt in terms of

(1) an extension of the 5% late payment penalty starting from 15 March 2020 to 20 August 2020.

(2) From 21 August 2020, a late payment penalty of 15% will be applied and a 2-month closure process will be initiated.

(3) This resolution is an exceptional modality only for the year 2020

Proposed SO. Seconded EK. (approved by email dated 16 July 2020) Resolution passed unanimously.

5. Review of Action Items

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.

Status: Completed and submitted for meeting on 24 June 2020. Action Item to be closed

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

Status: Under Review at AuditCo (Deadline August 15th). Action Item to be kept Open.

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

Status: Recommendations sent to the Board by AuditCo on 07 July 2020. Action Item to be kept Open

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

Status: Action Item to be kept Open. Deadline 20 August 2020.

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

Status: Ongoing. Deadline 5 August 2020. Originals by courier. Action Item to be kept Open.

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

Status: Under Review at REMCO. Action Item to be kept Open

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

Status: Under Review at FINCO(pending waiting for FINCO update). Action Item to be kept Open

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

Status: Meeting Platform will be finalized end August and testing early September. Comms working for earlier schedule. (Discuss under AGMM). Action to be kept Open.

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

Status: Completed. Action Item to be closed.

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

Status: Communique sent . Action Item to be closed.

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

Status: Strategic Plan Retreat scheduled on 29 July to 31 July and 3 - 5 August 2020. Action Item to be closed.

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

Status: Under Review at FINCO. Action Item to be kept Open.

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

Status: Internally in progress (Survey form is in preparation - Deadline August 15th). Action Item to be kept Open.

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

Status: Meeting held on 30th June. Action Item to be closed.

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

Status: Under Review at FINCO. Action Item to be kept Open.

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

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

6. Committees' Reports

6.1 Remuneration Committee

A meeting will be held shortly to discuss the Terms of Reference for the COO Research Committee and its Schedule; the mid-term evaluation of the CEO shall also be finalised.

6.2 Audit Committee

The Chair of the Audit Committee briefed on the submissions received for the external Auditor for 2020 and after evaluation, the Committee recommended to appoint BDO as the next auditor.

The Board approved and the same will be brought forward at the next AGMM.

Moreover, the Business Continuity Plan and Risk Register have been forwarded to the Board for consideration.

6.3 Finance Committee

The Committee is presently reviewing the Finance Report for 2020 Q2.

6.4 Technical Committee

No Update.

6.5 Governance Committee

The Board Liaison informed that the Governance Committee held 7 working sessions across 3 weeks to work on the Bylaws Review. The final table of changes has been completed and submitted to the Board. The Board has to review the comments and provide feedback or adjustments to the Governance Committee. The Board will present the changes to the members during the AGMM and it is proposed to Bylaws amendments to be voted by clauses via special resolution.

Action Item 202007.01: The Secretariat to transfer the table of Bylaws changes onto the googledrive for Board to comment. And the Board to send comments to Governance Committee on Friday 7 August 2020. A one-hour meeting to be scheduled during the retreat for the Board to brainstorm on the Bylaws changes.

6.6 Reform Committee

No Update

7. CEO Updates

7.1 Bank Signatories MCB – KYC & AFS Resolution

The CEO updated on the status of the resolutions as at todate.

The Board was apprised to complete the forms and send the required docs to the Secretariat.

7.2 Court Case

The attachments of Affidavits that were filed in Court were circulated for reference.

The Legal Counsel briefed on the legal procedures in handling the matter and the process is ongoing.

7.3 AFRINIC33 Options

The Board agreed on the principles that the virtual meeting in September 2020 will be the only meeting for the year 2020 and the 2nd Public Policy Meeting will be cancelled.

7.4 CAPEX Procurement

The CEO briefed that the office renovation project is ongoing and being implemented as approved in the Budget 2020.

The Book took note of the report for the purchase of furniture. As per delegation of authority, the approval of the Board is sought for the purchase of the office furniture. After discussion, the CEO was requested to provide further report to the Board with regards to the amortization plan for the purchase of new furniture and disposal of old furniture, the procurement report and the renovation work.

Action Item 202007.02: The CEO to submit reports to the Board with regards to the office renovation project namely a clear plan of amortization for the new and old furniture, the procurement report, the disposal of the old furniture and the renovation work.

8. Election Guidelines and Timeline

The Legal Officer joined the meeting at 15: 57 UTC

The CEO briefed the Board on how the online voting will be held on the MyAFRINIC / evoting platform and that of a service provider to manage the proxies. There will be an ID verification platform to authenticate a voter.

The trend of new registration on the different community mailing lists was presented to the Board; It is noted that a peak has been noted for July 2020 in new subscriptions compared to an average of 10 new subscriptions per month. Criteria is being added for rights to vote for non-members election.

The Board reviewed and discussed the proposed Election Process for 2020. Some amendments were identified and the Secretariat to amend the Election process accordingly.

Action Item 202007.03: The Management to edit the Election Guidelines and Timeline as per discussion made during the Board meeting and circulate to the Board on Thursday 30 July 2020. The Board and NomCom to review and comment for 48 hours. The approved Election Guidelines and Timeline to be released to the community on Monday 3 August 2020.

Action Item 202007.04: The CEO to prepare a presentation on the verification of ID authentication to the Board.

The Legal Officer left at 16: 35 UTC

9. AGMM2020

9.1 Notice of the meeting including all required documents

The Board took note of the Notice / Agenda for the AGMM2020. Each Committee responsible for a particular agenda item was required to prepare its report accordingly and share it with the Secretariat.

9.2 Elections

9.2.0 Election Committee

9.2.1 Members votes (Board & GovCom)

9.2.2 PDP / ASO elections

Discussion held under Agenda Item no 8.

10. Next meeting – SP Retreat Programme

The Board was apprised of the programme for the Strategic Plan Retreat as circulated.

11. AoB

None

12. Closure

The Chair moved to close the meeting at 17:16 UTC . Proposed SM. Seconded HY.