



**MINUTES OF THE BOARD MEETING HELD ON 25 NOVEMBER 2020 AT 09:02 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

| | | |
|---------------------------|--------|---------------------------------------|
| Mr Eddy Kayihura (EK) | Member | Chief Executive Officer |
| Mr S.Moonesamy (SM) | Member | Indian Ocean |
| Prof Habib Youssef (HY) | Member | Northern Africa |
| Mr Serge Ilunga (SI) | Member | Central Africa |
| Dr Adewale Adedokun (AA) | Member | Western Africa |
| Mr Vika Mpisane (VM) | Member | Southern Africa [joined at 09:47 UTC] |
| Mr Benjamin Eshun (BE) | Member | Non-Geographical |
| Mr Oluwaseun Ojedeji (OO) | Member | Non Geographical |

In Attendance:

Mrs Guylaine Laiyra Snr. Executive Assistant*

Apologies:

Dr Abdalla Omari (AO) Member Eastern Africa
Me Ashok Radhakisoorn Legal Counsel

AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of interest
 - 1.2 Adoption of Agenda
2. Previous Minutes
 - 2.1 Approval of minutes of Board meeting held on 21 October
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Finance Committee
 - 4.2 Remuneration Committee
 - 4.3 Audit Committee
 - 4.4 Governance Committee
 - 4.5 CEO Report
 - 4.6 Chair
5. Impact of an inter-RIR transfer policy

6. Recall Committee

7. Appointment to the Council of Elders

8. A.O.B

9. Next Board meeting

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BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:03 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

There was no declaration of conflict of interest.

1.2 Adoption of Agenda

The Agenda was adopted as circulated. Proposed EK Seconded AO.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on 21 October

Resolution 202011.580

The Board approved the minutes of the Board Meeting held on 21 October 2020 with amendments.

Proposed OO Seconded EK.

2.2 Matters Arising

None.

3. Review of Action Items

Action Item 202010.01: The Remuneration Committee to recommend a new timeline for the COO Recruitment.

Status: Action Item to be closed. Completed.

Action Item 202010.02: The Remuneration Committee to review a new Bonus Policy by end of November 2020.

Status: Action Item to be kept Open. Ongoing.

Action Item 202010.03: The Audit Committee to submit a report on the Financial Impact Analysis on the RIR Transfer Policy Proposals by 18 November 2020.

Status: Action Item to be closed and assigned to the Finance Committee.

New Action Item 202011.01 : The Finance Committee to submit a report on the Financial Impact Analysis on the RIR Transfer Policy Proposals.

Action Item 202010.04: The Audit Committee to follow up on the CSR and status of previous issues raised on the Management Letter.

Status: Action Item to be kept Open. Ongoing.

Action Item 202010.05: The CEO to review and make recommendations on the Delegation of Authority by 18 November 2020.

Status: Action Item to be kept Open. Ongoing. New deadline on 11 December 2020

Action item 202010.06: The draft minutes of the AGMM2020 to be finalised and published by 30 October 2020.

Status: Action Item to be kept Open. Ongoing. New deadline on 30 November 2020

Action Item 202009.01: The Board Committees to review the ToRs and submit to the Board within 2 weeks.

Status: Action Item to be kept Open. Ongoing. New deadline on 11 December 2020

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

Status: Action Item to be kept Open. Ongoing. New deadline on 11 December 2020

The Chair briefed that the Business Continuity Plan and the Risk Register should be kept separately for ease of update.

Action Item 202006.05 : All KYC docs to be submitted to the Secretariat by 10th of July 2020.

Status: Action Item to be closed. Remaining KYC documents were received by courier 24 November 2020.

New Action Item 202011.02: The Chair to follow up on the KYC status by 30 November 2020.

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: Action Item to be kept Open. Ongoing. New deadline on 20 January 2021.

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: Action Item to be kept Open. Ongoing.

The Chair advised that the business impact should be taken into account for the next budget. The CEO confirmed that it has been taken into consideration and the challenges faced due to Covid 19; assumptions made in the budget that past July 2021 some activities will resume again.

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: Action Item to be kept Open. Ongoing. New deadline on February 2021.

The Chair recommended to consider in February 2021 after the Appeal Committee has completed their assessment of the 5 appeals.

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. Ongoing. New deadline on January 2021.

25nov20 - 3 members not signed as at todate and the Management has put in place measures for signature in 2021.

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. Ongoing. New deadline on 11 December 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. Ongoing. New deadline on 15 January 2021.

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. Ongoing. New deadline on 15 January 2021.

4. Reports

4.1 Finance Committee

The Board took note of the report of the Finance Committee (FinCo). The Chair of FinCo made a brief on the Finance Report for Quarter 3 as circulated.

The surplus estimate for the year is USD1 500 000. 98% of the revenue has been collected as at 30 September 2020 and 76% of outstanding fees from members has been recovered as at 30 September 2020.

The Board approved the Finance report for Quarter 3.

The Board was informed that the Activity Plan 2021 is being finalised and will be submitted in the next scheduled meeting.

4.2 Remuneration Committee

The Board took note of the report of the Remuneration Committee.

With respect to the recruitment of the Chief Operations Officer (COO), the timeline for the COO recruitment has been updated and the advertisement for the COO has been launched since 16 November 2020. The Board discussed about the profile and the financial impact of the recruitment of the COO.

The Board approved the Terms of Reference of the committee as submitted.

Resolution 202011.581

WHEREAS the Remuneration Committee has reviewed its Terms of Reference
RESOLVED to approve the Terms of Reference
Proposed SO. Seconded OO. Resolution passed unanimously.

4.3 Audit Committee

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

The Committee has reviewed its Terms of Reference in its last meeting. All the past audit recommendations are now available in a consolidated tracksheet to follow up the progress of issues identified since 2018 and remedial actions. With regards to RSA Enforcement, there are 12 members under review and a report is expected by mid – December; an action plan will be drafted to have members comply with the RSA. The Audit Committee also recommended the Management to put in place a mechanism to mitigate the risk of having WHOIS database records being change fraudulently and the Risk Register to be updated with that particular risk.

The Board discussed about having the Chair of FinCo as a liaison to the AuditCo, after discussion the Board approved the ToR as submitted.

Resolution 202011.582

WHEREAS the Audit Committee has reviewed its Terms of Reference
RESOLVED to approve the Terms of Reference
Proposed SI. Seconded AA. Resolution passed unanimously

4.4 Governance Committee

The Board Liaison briefed that Dr Alioune B Traore is the Acting Chairman of the Governance Committee and the committee is presently working on the requests for a review of the Code of Conduct.

A meeting will be held shortly to further discuss the requests sent by the CEO, namely review of the Code of Conduct and Violation of the Code of Conduct on the mailing list.

4.5 CEO Report

The CEO made an update on AFRINIC operations to the Board.

The Database Accuracy project is still ongoing and expected to be completed in December 2020. The Board was updated on the status of the legal case in Court.

The Board was apprised of the present situation within the PDWG and rpd community mailing list.

4.6 Chair Report

The Chair presented his report to the Board. It is noted that a meeting with the Company Secretary was held with regards to the statutory obligations for AFRINIC.

Action Item 202011.03: The CEO to notify the members about the revised AFRINIC Bylaws once the filing of the AFRINIC Bylaws is completed. Deadline 4 December 2020.

5. Impact of an inter-RIR transfer policy

The Board discussed about the financial and legal impact of an inter-RIR transfer policy on the organization. The Board took note of the Management stand on the assessment of the inter-RIR transfer policy and the impact in implementing such policy. It is also proposed to have a session to the Members and communicate about the impact on the organization during an AGMM or SGMM, so that Members are aware and can see the different adjustments that have to be made.

6. Recall Committee

The Board took note of the report on the constitution of the Recall Committee pursuant to the formal request to recall the current PDWG Co-Chairs on 16 November 2020.

The Board debated on the composition of the committee. The Board agreed to have 3 members on the Committee and to further vote on the members to be appointed to the Committee out of the list of proposed names.

7. Appointment to the Council of Elders

The Board resolved to appoint Dr Christian Domilongo Bope to the Council of Elders.

The Legal Officer joined at 12:10 UTC

Resolution 202011.583

WHEREAS Article 16 of AFRINIC's Bylaws provides for the constitution of a Council of Elders ("the Council").

WHEREAS Article 16.1 of the said Bylaws further provides that membership to the Council shall be opened to such former chairpersons who served at least one full term in that capacity.

RESOLVED in accordance with the above, Dr. Christian Domilongo Bope who has served as Chairperson of the Board of Directors of AFRINIC be appointed to the Council with effective date from 25 November 2020.

Proposed VM. Seconded BE. Resolution passed unanimously.

The Legal Officer left at 12:17 UTC

8. A.O.B

None

9. Next Board meeting

The next meeting is scheduled on Friday 11 December 2020 at 09:00 UTC

10. Closure

The Chair moved to close the meeting at 12:23 UTC. Proposed EK. Seconded VM.

SIGNED