



**MINUTES OF THE BOARD MEETING HELD ON 11 DECEMBER 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
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical

In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoon	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 the Board meeting held on 25 November
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Finance Committee
 - 4.1~A Remuneration Committee
 - 4.2 CEO Report
 - 4.3 Chair Update
5. Activity Plan 2021
6. Budget 2021
7. Recall Committee
8. ASO AC/NRO Appointment
9. Governance Committee Appointment
10. Internet Number Community – IANA Numbering Services Review Committee Appointment
11. A.O.B.
 - 11.1 Board Proceedings

12. Next Board meeting

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BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:02 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 AO Seconded SI.

2. Previous Minutes

2.1 Approval of minutes of the Board meeting held on 25 November

The approval of the draft minutes dated 25 November 2020 was deferred to next board meeting.

2.2 Matters Arising

None

3. Review of Action Items

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

Status: Action Item to be kept Open. End of Q1 2021 – March 2021

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

Status: Action Item to be kept Open. All KYC documents have been certified by the Company Secretary and delivered to the bank for processing. The Secretariat to provide Status Update every Monday.

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

Status: Action Item to be kept Open. All resolutions submitted to the Company Secretary and awaiting confirmation of registration. The Secretariat to provide Status Update every Monday.

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

Status: Action to be kept Open. New Deadline end of January 2021.

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 to be kept Open. New deadline End of January 2021.

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

Status: Action to be kept Open. New deadline 20 January 2021.

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

Status: Action to be kept Open. New deadline End of December 2020

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

Status: Action to be kept Open. New deadline 20 January 2021.

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

Status: Action to be kept Open. The BCP and Risk Register to be kept separately. New deadline end February 2021.

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 to be kept Open. New deadline 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 to be kept Open. New deadline end of February 2021.

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 to be kept Open. New deadline end of February 2021.

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 closed in January 2021 and a new action be opened

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

Status: Action to be kept Open. The AuditCo to circulate report to the Board.

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 to be kept Open. New deadline 20 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 to be kept Open. New deadline 20 January 2021.

4. Reports

4.1 Finance Committee

The Board took note that there is no change to the Terms of Reference of the Finance Committee.

Action Item 202012.01: The Finance Committee to review the Reserve Policy as per resolution 201801.60 and report back to the Board by end of February 2021

4.1~A Remuneration Committee

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

The proposed addendum of the CEO contract was reviewed in line with reports received from the Human Resources ,Finance and Legal. Confirmation from the past Chair was also sought with regards to the mutual negotiation and signing of the contract of the CEO. As such, the REMCO recommended the approval of the addendum to the contract by the Board namely the newly amended section "4.1" of the contract which reads as follows:

“Pay to the Employee a ‘take-away’ basic yearly salary of [REDACTED] payable in 13 equal and consecutive instalments of [REDACTED] irrespective of any amount of tax payable, PAYE or otherwise, that may be imposed by the relevant authorities from time to time.”

The Board decided to continue the discussion at its next meeting.

4.2 CEO Report

The CEO presented its report to the Board as circulated.

The Database Accuracy audit is still ongoing and it is expected that a draft report shall be presented to the Board in its next meeting.

The setting up of the Mombassa Database will not be completed as planned for December 2020 and is rescheduled for the end of Quarter 1. The Office Renovation is expected to be completed by end of December 2020.

The Risk Register has been updated with three more risks namely [REDACTED]

The Legal Counsel briefed the Board on the [REDACTED]

4.3 Chair Update

The Chair made a report to the Board as circulated.

The Chair made consultations with potential members to the Recall Committee. The Board was also informed the Dr Christian D. Bope was appointed as a Liaison by the Council of Elders to the AFRINIC Board.

5. Activity Plan 2021

The Board reviewed the Activity Plan 2021 as presented by the CEO.

6. Budget 2021

The Board reviewed the proposed Budget 2021. After discussion, the CEO was requested to make the following changes;

- (i) to amend the budget of the organization main activities with respect to the OPEX,
- (ii) to include a figure for Registration Services,
- (iii) and the re-allocation of the contingency budget.

The Board decided to hold a Special Board Meeting on Friday 18 December 2020 to approve the budget. The Finance Committee will meet before the scheduled Board Meeting to review the amended Budget 2021.

7. Recall Committee

The Board took note of the legal advice with regards to the constitution of a Recall Committee.

Resolution 202012.584

WHEREAS, on 16 November 2020 the Board of Directors received a request to recall the PDWG Co-Chairs;

RESOLVED to appoint a Recall Committee pursuant to section 3.5(3) of its Consolidated Policy Manual;

FURTHER RESOLVED that:

(a) a Recall Committee be hereby appointed and that same shall be composed of three members made up as follows:

- (i) Mr. Adiel A. Akplogan
- (ii) Mr. Alan P. Barrett
- (iii) Dr Christian D. Bope

and Mr Craig Ng, General Counsel APNIC as Observer;

(b) That the role and responsibility of the aforesaid committee shall be to investigate the circumstances of the justification for the recall request and determine the outcome thereof.

(c) That upon the completion of the present assignment, the Recall Committee shall cause its report to be published on the Resources Policy Development mailing list

Proposed BE. Seconded AO. Resolution passed unanimously .

8. ASO AC/NRO Appointment

Resolution 202012.585

The Board resolved to re-appoint Mrs Wafa Dahmani to the NRO NC / ASO AC for a one-year term from 1 January 2021 to 31 December 2021.

Proposed HY. Seconded OO. resolution passed unanimously

9. Governance Committee Appointment

The Board agreed to have a further due diligence on the candidate volunteering for the Governance Committee before formal appointment.

10. Internet Number Community – IANA Numbering Services Review Committee Appointment

Resolution 202012. 586

The Board resolved to appoint Saul Stein to the IANA Numbering Services Review Committee for a three-year term from 1 January 2021 to 31 December 2023.

Proposed WA. Seconded AO. Resolution passed unanimously

11. A.O.B. (10 mins)

11.1 Board Proceedings

One member advised that resolutions are to be drafted before the meeting than during the meeting. The member also pointed out that the Legal Counsel should not communicate to the community directly but via the CEO.

One member reiterated that board supporting documents are to be shared at least 5 days before the board meeting.

12. Next Board meeting

A Special Board Meeting is scheduled for Friday 18 December 2021 at 09:00 UTC and the planned Board meeting is on the 20 January 2021 at 09:00 UTC.

13. Closure

The Chair moved to close the meeting at 13:17 UTC. Proposed HY. Seconded EK.

[SIGNED]