



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 18 DECEMBER 2020 AT 09:00
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
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

Apologies:

Mr Serge Ilunga (SI)	Member	Central Africa
Mr Vika Mpisane (VM)	Member	Southern Africa

AGENDA

1. Welcome
- 1.1 Disclosure of Conflict of Interest
- 1.2 Adoption of Agenda
2. Budget
3. Legal Notice to reclaim Number Resources
4. Governance Committee appointment
5. AGMM
6. CEO Contract

+++++

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:00 UTC.

A roll call was carried out to confirm quorum. The Board agreed to waive notice of 14 days for convening meeting.

1.1 Disclosure of Conflict of Interest

The CEO declared conflict of interest on Agenda Item no 6.

1.2 Adoption of Agenda

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

2. Budget

One member of the Finance Committee confirmed to the Board that all the requested changes to be made to the Budget 2021 were effected accordingly. The CEO presented the revised Budget 2021 to the Board.

After discussion, the Board agreed to approve the budget as presented.

Resolution 202012.587

WHEREAS a budget for the financial year 2021 has been presented;

WHEREAS the Finance Committee has presented its report and recommendations to the Board;

RESOLVED to approve the budget.

Proposed HY. Seconded AO. Resolution passed unanimously.

Action Item 202012.01 : The Management to publish the approved Budget 2021 on the website.

AO left 09:34 UTC

3. Legal Notice to reclaim Number Resources

The Legal Counsel briefed on legal advices received with regards to Logic Web Inc.

The Board discussed and agreed to adopt the same approach in cases similar to Logic Web Inc. As such, the CEO undertook to communicate to the Board all similar cases in the future.

Resolution 202012.588

WHEREAS the Board has taken note of the Legal Notice to be issued against Logic Web Inc.
RESOLVED THAT:

(a) Management proceeds with a Legal Notice against Logic Web Inc. and same approach to be applied in all similar cases.

(b) In addition to the declaration made in December 2019, Management proceeds with further police declaration in respect of all organisations deemed to be in possession of IP resources that were misappropriated from AFRINIC's pool of resources.

Proposed HY. Seconded OO. Resolution passed unanimously.

4. Governance Committee appointment

Resolution 202012. 589

RESOLVED to appoint Eddy Lareine to the Governance Committee for a two-year term from 1 January 2021 to 31 December 2022.

Proposed BE. Seconded HY. AA Abstained . Resolution passed.

5. AGMM

The Board took note that the AGMM2021 will be held virtually in June 2021. The Management will continue discussion with AFNOG and the AF* to confirm the preparations for an online AIS2021.

Action Item 202001.03: The CEO to submit a proposal for hosting a virtual AIS and AGMM in June 2021.

6. CEO Contract

The CEO and the EA exit at 10:12 UTC and resumed at 10:20 UTC.

The Board continued discussion on the REMCO recommendation to approve the addendum to the contract of the CEO by the Board; namely the 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.”

Resolution 202012. 590

WHEREAS the Board has taken note of the proposed Addendum No.3 to the CEO's contract of employment ("the Contract")

RESOLVED to approve thereto so that Amended Section 4.1 of the Contract be further revised accordingly.

Proposed HY. Seconded BE. EK recused himself. Resolution passed.

7. Closure

The Chair moved to close the meeting at 10:31 UTC. Proposed HY. Seconded EK.

[SIGNED]