



## MINUTES OF THE BOARD MEETING HELD ON 29 SEPTEMBER AND 06 OCTOBER 2021 VIA ONLINE CONFERENCING SYSTEM

### A. MEETING HELD ON 29 SEPTEMBER 2021

#### Present:

|                           |        |                         |
|---------------------------|--------|-------------------------|
| Mr S.Moonesamy (SM)       | Member | Indian Ocean            |
| Prof Habib Yousef (HY)    | Member | Northern Africa         |
| Dr Abdalla Omari (AO)     | Member | Eastern Africa          |
| Mr Benjamin Eshun (BE)    | Member | Non-Geographical        |
| Mr Oluwaseun Ojedeji (OO) | Member | Non Geographical        |
| Mr Eddy Kayihura (EK)     | Member | Chief Executive Officer |

#### Apologies:

|                          |        |                |
|--------------------------|--------|----------------|
| Dr Adewale Adedokun (AA) | Member | Western Africa |
| Mr Serge Ilunga (SI)     | Member | Central Africa |

#### In Attendance:

|                       |                           |
|-----------------------|---------------------------|
| Me Ashok Radhakisoorn | Legal Counsel             |
| Mrs Guylaine Laiyra   | Snr. Executive Assistant* |

### 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
      - 2.1.1 7th & 8th July 2021
      - 2.1.2 21 July 2021
      - 2.1.3 23 July 2021
      - 2.1.4 26 July 2021
      - 2.1.5 1 August 2021
      - 2.1.6 6 August 2021
      - 2.1.7 18 August 2021
- Only one Version for board's input

- 2.1.8 23 August 2021
- 2.2 Matters Arising
- 3. Review of Action Items
- 4.0 Committees' Report
  - 4.1 Audit Committee
  - 4.2 Finance Committee
  - 4.3 Remuneration Committee
  - 4.4 Governance Committee
  - 4.5 Reform Committee
  - 4.6 CEO Report
  - 4.7 Chair Update
- 5.0 Correspondence
  - 5.1 - Email from Noah Maina dated 24 Sep 2021
- 6.0 Letter from Competition Commission dated 13 Sep 2021
- 7.0 Appeal Committee
- 8.0 Recall Committee
- 9.0 Policy submitted for ratification
  - Policy Proposal RPKI ROAs for Unallocated and Unassigned AFRINIC Address Space ", AFPUB-2019-GEN-006-DRAFT03
- 10.0 Casual Vacancy - South African Region Seat
- 11.0 Legal Strategy
- 12.0 AoB
- 13.0 Next Board Meeting

## **BUSINESS OF THE DAY**

### **1. Welcome**

The Chair welcomed the members present and opened the meeting at 09:05 UTC.

A roll call was carried out to confirm quorum.

#### **1.1 Disclosure of conflict of interest**

There was no disclosure of conflict of interest.

#### **1.2 Adoption of Agenda**

The agenda was adopted as circulated. Proposed HY. Seconded OO.

### **2. Previous Minutes**

#### **2.1 Approval of minutes of Board meeting held on**

##### **2.1.1 7th & 8th July 2021**

##### **2.1.2 21 July 2021**

##### **2.1.3 23 July 2021**

##### **2.1.4 26 July 2021**

##### **2.1.5 1 August 2021**

##### **2.1.6 6 August 2021**

##### **2.1.7 18 August 2021**

##### **2.1.8 23 August 2021**

The Chair advised that the content of the draft minutes need to be improved and decided to defer the approval of the minutes to the next meeting.

## 2.2 Matters Arising

None.

## 3. Review of Action Items

**Action Item 202108.01:** The Management to launch a call for expression of interest within the community to select one former PDWG and one active participant of the PDWG as per the Section A - Composition of the Appeal Committee Terms of Reference Version 4. The duration of the call to be 7 days. The Board to constitute the Appeal Committee and pass the resolution via circulation.

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

**Action item 202107.01:** The CEO and Head of Finance to follow up on the financial implications of freezing the accounts.

**Status:** Action Item to be kept open till accounts are unfreezed.

**Action Item 202107.01:** The Finance Committee to review the fees and discount policies by September 2021 and report to the Board.

**Status:** Action Item to be kept open. FINCO

**Action Item 202107.03:** The Management to provide the Audit Committee with clear timelines attached to the intended processes and targets to be achieved for the bulk whois incident. Deadline by August 2021.

**Status:** Action Item to be kept open. AUDITCO

**Action Item 202107.05:** The Remuneration Committee to review the CEO KPIs and report to the Board by 10 August 2021.

**Status:** Action Item to be kept open. REMCO

**Action Item 202106.01:** The Committees are to review their respective ToRs and submit to the Board by end of June 2021.

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

**Action Item 202106.02:** The Finance Committee to review the delegation of authority and Bank signatories; and report to the Board by end of June 2021.

**Status:** Action Item to be kept open. FINCO

**Action Item 202106.03:** The CEO to provide a compliance report to the Board on the letter received from the Registrar of Companies / company Secretary by end of June.

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

**Action Item 202105.01:** The Audit Committee to meet with the Management and the external auditor on the Customer Service Report. The Committee to report back to the Board end of July 2021.

**Status:** Action Item to be kept open. AUDITCO

**Action Item 202101.01 :** The Audit Committee to follow-up on the recommendations made on the FIRE Programme Audit Report. Deadline end of February 2021.

**Status:** Action Item to be kept open. AUDITCO

**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

**Status:** Action Item to be kept open. FINCO

**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.

**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. REMCO

## **4.0 Committees' Report**

### **4.1 Audit Committee**

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

The Committee recommended the approval of the draft Terms of Reference.

### **Resolution 202110.634**

WHEREAS the Audit Committee has reviewed its Terms of Reference  
RESOLVED to approve the Terms of Reference as recommended by the Audit Committee.

Proposed BE. Seconded HY. Resolution passed unanimously.

VOTE YES = OO SM BE EK HY AA

VOTE NO = none

Abstention = none

*The Board took a break at 10:55 UTC and resumed at 11: 40 UTC.*

### **4.2 Finance Committee**

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

#### **i. Staff Salaries**

[REDACTED]

## ii. Contingency Policy

The Board took note of the request to approve the use of the contingency fee as provisioned in the 2021 budget to settle certain legal fees.

The Board reviewed the list of legal cases filed against AFRINIC by Cloud Innovation Ltd and the related cost / fee that is being charged by the different lawyers and attorneys which are part of AFRINIC Legal Team.

After discussion, the Board resolved to allocate the fund as per the Contingency Policy.

### Resolution 202110.633

**WHEREAS** on 10 June 2020, the Board of Directors approved a Contingency Policy to cater for non-budgetary items pertaining to unforeseen events and expenses;

**WHEREAS**, the Board of Directors is aware of the existing number of cases involving AFRINIC and that its legal team has been strengthened to enhance its prospect of successfully defending the said cases;

**RESOLVED THAT** the Board authorises the allocation of the sum of USD 85, 000 from the said Contingency Policy to meet the legal costs viz the invoices from Dentons (Mauritius) and Bhuckory Chambers, and any subsequent legal fees”.

Proposed EK Seconded AO. Resolution passed.

VOTE YES = OO EK AO HY SM BE

VOTE NO = None

VOTE ABSTENTION = None

*The Chair adjourned the meeting at 14:57 UTC and the meeting to resume on Wednesday 6 October 2021 to transact the remaining Agenda Items. Proposed HY Seconded EK .*

## B. MEETING HELD ON 6 OCTOBER 2021

### Present:

|                           |        |                         |
|---------------------------|--------|-------------------------|
| Mr S.Moonesamy (SM)       | Member | Indian Ocean            |
| Prof Habib Youssef (HY)   | Member | Northern Africa         |
| Mr Benjamin Eshun (BE)    | Member | Non-Geographical        |
| Mr Oluwaseun Ojedeji (OO) | Member | Non Geographical        |
| Dr Adewale Adedokun (AA)  | Member | Western Africa          |
| Mr Eddy Kayihura (EK)     | Member | Chief Executive Officer |

### Apologies:

|                       |        |                |
|-----------------------|--------|----------------|
| Dr Abdalla Omari (AO) | Member | Eastern Africa |
| Mr Serge Ilunga (SI)  | Member | Central Africa |

### In Attendance:

Me Ashok Radhakisoorn  
Mrs Guylaine Laiyra

Legal Counsel  
Snr. Executive Assistant\*

## **BUSINESS OF THE DAY**

The Chair welcomed the members present and opened the meeting at 09:05 UTC.

A roll call was carried out to confirm quorum.

### **Disclosure of conflict of interest**

There was no disclosure of conflict of interest.

## **4.2 Finance Committee [ Continued ]**

### **iii. External Communications**

The Board took note of the Board Paper with regards to the reinforcement of AFRINIC Communications Team and to contract the services of an external consultant Eclipse Communications and commented about the high cost

### **iv. Financial Status as at September 2021**

The Board took note of the financial status of AFRINIC as at September 2021 and the different funds received as donation.

### **v. Terms of Reference**

The Finance Committee recommended the approval of its revised Terms of Reference.

#### **Resolution 202110.635**

WHEREAS the Finance Committee has reviewed its Terms of Reference  
RESOLVED to approve the Terms of Reference as recommended by the Finance Committee.

Proposed AA. Seconded EK.  
YES Vote = AA EK SM HY BE OO  
Vote NO= none  
Abstention = none

### **vi. Opening of new bank accounts**

The Board recalled that the Legal Team advised about the possibility to open other bank accounts in Mauritius and abroad; after consideration of the different options proposed by Management, the Finance Committee recommended that the bank accounts be opened by 1<sup>st</sup> November 2021.

After discussion, the Board resolved as follows:

**Resolution 202110.636, Resolution 202110.637, Resolution 202110.638**

*The Resolution is related to the Court Cases and not for publication. Strictly Private and Confidential.*

**BANK A:**

**Resolution 202110.636**

[REDACTED]

Proposed OO. Seconded EK. Resolution passed unanimously  
Vote YES = EK HY OO AA SM BE  
NO = none  
ABSTENTION = none

**BANK B:**

**Resolution 202110.637**

[ REDACTED ]

Proposed EK. Seconded HY. Resolution unanimously  
Vote Yes = HY EK AA BE SM OO  
Vote No = none  
Abstention = none

**BANK C:**

**Resolution 202110.638**

[ REDACTED ]

Proposed HY. Seconded EK. Resolution passed.  
VOTE Yes = HY EK BE AA SM  
VOTE No = None  
Abstention = OO

**4.3 Remuneration Committee**

No new update. The Committee has not met yet.

**4.4 Governance Committee**

The Board took note that the Governance Committee has finalised the AFRINIC Code of Conduct and has been submitted to the CEO for Board for approval.

#### 4.5 Reform Committee

No new update. The Committee has not met yet.

#### 4.6 CEO Report

The Board took note of the CEO report with regards to the operations as at end of September 2021. The attention of the Board was highlighted to the following among others;

i. Update on the Legal Cases

ii. Status of Assisted Members' Review

A total of 72 reviews have been completed as at todate, 6 are still ongoing

iii. Members' Closure

As of 29<sup>th</sup> September 2021, the number of members still owing Membership stands at 109 members and the amount owed is \$194,599.71

iv. AFRINIC Code of Conduct

The Board approved the revised AFRINIC Code of Conduct as referred by the Competition Commission.

##### **Resolution 202110.639**

**WHEREAS** on 31 August 2020, the CEO solicited the assistance of the Governance Committee for the purposes of conducting a review of AFRINIC's Code of Conduct.

**WHEREAS** the Board of Directors has taken note of the outcome of the assignment carried out by the Governance Committee, moreso that it has been done after consultation with members of AFRINIC's Community.

**RESOLVED THAT** the proposed changes to AFRINIC's Code of Conduct be adopted.

PROPOSED OO. SECONDED HY. Resolution passed.

VOTE YES = EK HY AO OO BE

VOTE NO = none

ABSTENTION = SM

v. **Recruitment of the Chief Operations Officer and Company Secretary**

The CEO asked for an Executive Session.

*The Senior Executive Assistant and Legal Counsel left the meeting at 11:38 UTC and joined back at 12:54 UTC.*

**Enter Executive Session at 11:38 UTC**

**Exit Executive Session at 12:54 UTC**



The Chair summarised that the Board discussed the recruitment of the Chief Operations Officer.

**Action Item 202110.01** : The Chair to discuss with the candidates for the COO position.

**Action Item 202110.02:** The Chair to follow up on the recruitment of a Company Secretary .

#### **4.7 Chair Update**

The Chairman made his report to the Board. He informed that the Council of Elders have recommended Dr Christian Bope to be appointed as member of the Recall Committee.

#### **5.0 Correspondence**

##### **5.1 - Email from Noah Maina dated 24 Sep 2021**

The Chair informed that he has been receiving feedback from Members on AFRINIC and noted a lot of misinformation on the company, including the email from Noah Maina. The CEO apprised the Board that a letter will be sent shortly to the Members to provide clarification on the misinformation campaign ongoing and there are also webinars sessions being organised with different stakeholders.

#### **6.0 Letter from Competition Commission dated 13 Sep 2021**

The Board took note of the meetings held with the Competition Commission.

#### **7.0 Appeal Committee**

The Board constituted the Appeal Committee.

#### **Resolution 202110.640**

**WHEREAS** the Board of Directors has taken note of the need to reconstitute the PDWG Appeal Committee and appoint 5 members in terms of Section A (1) of its Terms of Reference Version 4 dated 23 August 2021;

**WHEREAS** a Call for Volunteers was initiated on 24 August 2021 and several community members expressed their interests to serve on the PDWG Appeal Committee;

**WHEREAS** the Board of Directors have considered the expression of interests received from members of its Community to serve on the PDWG Appeal Committee;

**RESOLVED** that:

The PDWG Appeal Committee be composed of:

1. Mrs Wafa Dahmani, as representative of the NRO Number Council / Address Supporting Organisation from the AFRINIC region;
2. Mr Lucky Masilela, in his capacity as former director of AFRINIC;
3. Mr Ali Hussein, as representative of the Governance Committee
4. Dr Sami Salih, in his capacity as former PDWG Chair;
5. Mr Janvier Ngnoulaye, in his capacity as an active participant of the PDWG.

The aforesaid committee, as composed, be constituted with immediate effect and shall remain in place until 31 December 2021.

Thereafter, the Appeal Committee shall be reconstituted in accordance with Terms of Reference Version 4 dated 23 August 2021.

Proposed HY. Seconded BE. Resolution passed.

Vote Yes = SM BE AO HY

Vote No = EK OO AA

Abstention = None

## **8.0 Recall Committee**

The Board took note of the board paper on the Recall Committee and resolved to constitute the Recall Committee.

### **Resolution 202110.640**

WHEREAS, on 26 July 2021 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:

1. Dr Christian D. Bope
2. Mr Haitham El-Nakhal
3. Dr Ousmane Ly

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

VOTE YES = SM HY EK AO BE OO

VOTE NO

Abstention AA

## **9.0 Policy submitted for ratification**

The Board took note that there is an appeal filed against the Policy Proposal RPKI ROAs for Unallocated and Unassigned AFRINIC Address Space ", AFPUB-2019-GEN-006-DRAFT03, which has been submitted for ratification. The Board decided to put on hold the ratification pending the outcomes of the Appeal Committee on the policy.

## **10.0 Casual Vacancy - South African Region Seat**

The Board took note of the Board Paper with regards to the casual vacancy for Seat 5 – Southern Africa on the Board and the tenure till the next AGMM. The Board assigned the task to the Audit Committee to look into the matter and report to the Board.

**Action Item 202110.03:** The Audit Committee to look into the Casual Vacancy – Seat 5 Southern Africa and report to the Board.

## **11.0 Legal Strategy**

The Board took note of the Board Paper on the Legal Strategy. The Board approved to assign the functions of overseeing the legal strategy to the Audit Committee as per Section 4.43 of its terms of reference.

**Action Item 202110.04:** The Audit Committee to follow up on the Legal Strategy and report to the Board.

## **12.0 AoB**

None.

## **13.0 Next Board Meeting**

The next Board meeting is scheduled to Wednesday, 27 October at 09:00 UTC.

## **14.0 Closure**

The Chair moved to close the meeting at 14:57 UTC. Proposed HY. Seconded EK.

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**SIGNED**