



**MINUTES OF THE BOARD MEETING HELD ON 14 APRIL 2021 AT 09:06 UTC VIA ONLINE
CONFERRING 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 Abdalla Omari (AO)	Member	Eastern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Vika Mpisane (VM)	Member	Southern Africa

In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoon	Legal Counsel

Apologies:

Mr Serge Ilunga (SI)	Member	Central Africa
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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 3 March 2021
 - 2.1.2 25 March 2021
 - 2.2 Matters Arising
3. Resolution passed via Circulation
4. Review of Action Items
5. Reports
 - 5.1 Audit Committee
 - 5.2 Finance Committee
 - 5.3 Remuneration Committee

5.4 Governance Committee
5.5 Reform Committee
5.6 Nomination Committee
5.7 Election Committee
5.8 CEO Report
5.9 Chair Update

6. Appeal Committee

7. Follow up on IP misappropriation

8. Board Strategic Plan

9. Employee bonus policy

10. Reimbursement of out-of-pocket expenses

11. A.O.B.

11.1 Board Management by AA

12. Next Board meeting

Tuesday 11 May 2021

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:06 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of Conflict of Interest

VM declared conflict of interest for Agenda Item no 4.6 and 4.7

1.2 Adoption of Agenda

The Agenda was approved as circulated. Proposed VM. Seconded BE.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on

2.1.1 3 March 2021

Resolution 202104.603

The Board approved the minutes of the Board meetings held on 3 March 2021 with amendments.

Proposed OO. Seconded EK. Resolution passed unanimously.

2.1.2 25 March 2021

Resolution 202104.604

The Board approved the minutes of the Board meetings held on 25 March 2021 with amendments.

Proposed BE. Seconded EK . Resolution passed unanimously.

2.2 Matters Arising

None.

3. Resolution passed via Circulation

The Board ratified the following resolution passed via circulation.

Resolution 202104.602

Whereas the PDWG have by consensus suggested the appointment of:

Mr. Vincent Ngundi for a two year term with effect from April 10th 2021 until the first Public Policy Meeting of 2023

Mr. Darwin da Costa for a one year term with effect from April 10th 2021 until the first Public Policy Meeting of 2022

Whereas the implementation of the suggestion of the PDWG requires compliance of the provisions of Sec 3.3 third paragraph of the CPM to enable the PDWG to function in terms of its mandate

Whereas the PDP requires a staggered term for the Co-Chairs

RESOLVED, as an exceptional measure, to approve that Mr Vincent Ngundi and Mr Darwin da Costa complete the term of past Co-Chairs and further serve a duration required to make a 2 year and 1 year term respectively.

Proposed: EK Seconded AO (Approved by email 10 April 2021) Resolution passed unanimously.

4. Review of Action Items

Action Item 202103.01: The CEO to submit a comprehensive assessment of the PDP and make recommendations to the Board by 30 April 2021.

Status: Action Item to be kept Open. Ongoing.

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. Ongoing. Deadline changed to End of April 2021.

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. Ongoing. Deadline changed to End of April 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. Ongoing. Awaiting DHL delivery of 2 couriers to reach Mauritius.

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.

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. Deadline extended to End of May.

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. Deadline extended to End of May

5. Reports

5.1 Audit Committee

The external audit exercise is still ongoing and awaiting further update.

5.2 Finance Committee

The Committee has not met for the month of April.

5.3 Remuneration Committee

The Board took note of the report of the committee.

The recruitment exercise for the position of the Chief Operations Officer is ongoing and interview will be held before the end of April.

The committee recommended the approval of the organisation structure.

The committee recommended the approval of the payment of the performance bonus of the employees after having reviewed the reports submitted by the Management.

5.4 Governance Committee

The GovCom has elected Daniel Nanghaka as new Chairman and a Vice Chairman, Laurent Ntumbi. The committee is presently working on the requests received from the Chief Executive Officer regarding the review of the AFRINIC Code of Conduct. A call for comments was launched to gather feedback from the community.

A working plan for the year will be drafted and circulated shortly.

5.5 Reform Committee

The committee has not met yet.

VM left at 10: 13 UTC

5.6 Nomination Committee

The Board took note of the report of the committee.

The committee is working on the call for nominations and review of submissions received as per the election timeline. With regards to the request of the CEO to work on the PDWG Co-Chairs' selection process, the committee recommended the Management to continue working on the replacement process due to the limited time allocated to NomCom to work on the request and the fact that the Management has already more indepth analysis of the situation.

The Board further discussed on the processes for the approval of the output / nominations submitted to the Board from NomCom. The Board acknowledged receipt of the list of nominations and approved as submitted by NomCom.

Action Item 202104.01: The Board representative to NomCom AO to notify the committee of the board approval of the list of nominations as submitted by NomCom.

5.7 Election Committee

The Board took note of the report of the committee with regards to the election procedures as per the Election Guidelines and Timeline.

VM joined at 10:25 UTC

5.8 CEO Report

The CEO briefed the Board on the status of the legal cases and the ongoing police investigations as per report circulated. The following cases are presently in Court;

1. Afri Holdings & Others vs AFRINIC
2. LogicWeb Inc vs AFRINIC
3. Cloud Innovation Ltd vs AFRINIC

The completion of the RPKI upgrade project has been rescheduled to mid-May.

The Assisted Members' Review [7] is ongoing. The onboarding of the new PDWG Co-Chairs is ongoing. The Chairman proposed to publish the list of members under assisted review.

SN	Est. Completion Date	Status	Summary of the Review
1	7-December-2020	Resource reclaimed - Member closed	<p>5th November 2020: Notice of Intended Termination issued to member</p> <p>07th December 2020: IP resources reclaimed</p>
2	5-March-2021	Completed	<p>New RSA Signed</p> <p>IPv6 policy violation rectified Resource usage change request completed</p> <p>Registered Contacts verified IRR & RPKI records aligned with actual resource usage</p>
3	7-December-2020	Resource reclaimed - Member closed	<p>Several contact update requests received after the assisted review e-mail was shared. The contact in [REDACTED] (in assisted review list) was requested to be added- no changes done. Member has been informed to conclude the assisted review checks prior to any contact change</p> <p>5th November 2020: Notice of Intended Termination issued to member</p> <p>07th December 2020: IP resources reclaimed</p>
4	12-April-2021	On-going	Letter requesting usage clarification sent on 10th March, dateline of 12th April. Member responded with a legal injunction
5	30-April-2021	On-going	Review conducted and member had been acquired by another entity. Evaluation of resource transfer completed, awaiting member to settle pending fees before transfer is effected. Member also voluntarily returning part of their allocated IPv4

6	7-January-2021	Completed	Member reviewed and compliant with policies and RSA.
7	5-April	Completed	Review completed and a name change to Network International Payment Services was done. Member compliant with policies and RSA.
8	30-April-2021	On-going	Member has been acquired and a merger and acquisition transfer request is under evaluation
9	29-March-2021	Completed	Review completed and Member compliant with policies and RSA.
10	30-April-2021	On-Going	Evaluation in progress
12	11-January-2021	Completed	Review completed and Member compliant with policies and RSA.
13	30-Apr-2021	Awaiting response from member	Final letter sent, dateline 12th April. Member communicated that they are consolidating the requested information.
15	23-April-2021	Awaiting response from member	Final letter sent, dateline 23rd April.
16	31-May-2021	On-Hold	Member requested for more time by way of escalation. Member given extension until end of April
17	30-April-2021	On-going	Transfer evaluation is underway - Member went into liquidation and got acquired
18	1-April-2021	Completed	Review completed and Member compliant with policies and RSA.

The Board was informed of a new outreach programmes for members called JENGA, whereby the support of the Board will be required in reaching out Governments and other regulatory / supervisory bodies.

The Board was also briefed about the bilateral discussions between AFRINIC and FIBERGRID to regularise their situation in line with the Registration Services Agreement that they signed with AFRINIC.

The Legal Counsel left at 10:55 UTC.

5.9 Chair Update

The Chair informed the Board about his activities for the month of April 2021 as circulated.

The Chair contacted the three remaining members of the Appeal Committee. Two members of the Appeal Committee who accepted to be on the Committee.

The Chair contacted the two selected PDWG Co-Chairs to confirm their acceptance to the positions and the terms; and informed the PDWG about the resolution 202104.602

6. Appeal Committee

The Board took note of the board paper on the Appeal Committee; namely the recommendations of the Legal Team to suspend the present Terms of Reference, to dissolve the present Appeal Committee and the creation of an ad hoc Appeal Committee to continue the assessment of the outstanding appeals.

The Legal Officer Kishna Dhondee joined the meeting at 11:03 UTC

The Board thoroughly debated about the proposal and the way forward.

One member SO requested his comments to be recorded. SO highlighted that the issue is on the quorum within the Appeal Committee which is creating the present situation and requested the Board to address the quorum issue. SO proposed that a resolution be passed to the effect that the Terms of Reference clearly states the quorum to be 3. He further mentioned that while the resignation of 2 members is an unfortunate incidence we should also not be too focused on that thereby losing the trust of the remaining members of the committee.

After discussion, the Board decided that the remaining 3 members of the Appeal Committee be considered as sufficient to constitute the Appeal Committee's quorum until the 2 vacancies are filled.

The Board resolved as follows;

Resolution 202104.606

Despite the provisions of the current Appeal Committee's Terms of Reference and in view of 2 members of the Appeal Committee having resigned, the Board resolves that

1. pending the review of the Appeal Committee's Terms of Reference, the Appeal Committee be exceptionally allowed to proceed as a committee of 3 members, and
2. the remaining 3 members of the Appeal Committee is considered sufficient to constitute the Appeal Committee's quorum until the 2 vacancies are filled.

Proposed VM. Seconded SO. Resolution passed unanimously.

7. Follow up on IP misappropriation

The Board has taken note of the Board Paper on IP Misappropriation and has requested the Audit Committee to look into an independent legal investigation on the IP misappropriation.

8. Board Strategic Plan

The CEO presented the Governance Pillar of the Strategic Plan 2021 – 2023 to the Board.

The Chair proposed to include board performance in the document for further discussion in another meeting or retreat.

9. Employee bonus policy

The Board took note of the reports on performance management and bonus. The Board approved the payment of the performance bonus for the year 2020 as recommended by the Remuneration Committee.

Resolution 202104.605

WHEREAS, the Board has taken note of both reports titled '/Report on Performance Management -2020/' and '/Amount Proposed for Bonus - 2020/', both prepared by the Human Resource & Administration Manager and duly reviewed by the Remuneration Committee (RemCo).

RESOLVED to rescind the Board resolution 201611.314.

RESOLVED to proceed with the payment of the Performance Bonus for the year 2020, not exceeding USD 95,000.

Proposed HY. Seconded OO. Resolution passed unanimously.

10. Reimbursement of out-of-pocket expenses

The Board reviewed the board paper on the reimbursement of out of pocket expenses and the amendments to the Delegation of Authority.

After discussion, the Board resolved to adopt the revised delegation of authority.

Resolution 202104.607

WHEREAS the Board has taken note of the proposed amendments to the Delegation of Authority
RESOLVED to adopt the Delegation of Authority as amended.

Proposed EK. Seconded VM. Resolution passed unanimously.

11. A.O.B.

11.1 Board Management

One member reiterated to the Board on the frequency and length of Board meetings. The attention of the Board was also drawn on the discussions on the Board mailing lists; more particularly with regards to conflict of interest and the selection of topics. It was mentioned that unless a board member exclusively requests not to be included in a discussion OR the board collectively decides on the same, members of the board should not be excluded in any board discussion.

12. Next Board meeting

The next Board meeting is scheduled on Tuesday 11 May 2021 at 09:00 UTC.

Closure

The Chair moved to close the meeting at 13:50 UTC. Proposed EK Seconded HY.

SIGNED