



**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 6 AUGUST 2021 AT 18:00 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

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 Serge Ilunga (SI)	Member	Central Africa
Mr Eddy Kayihura (EK)	Member	Chief Executive Officer

In Attendance:

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

AGENDA

1. Welcome
- 1.1 Disclosure of conflict of interest
- 2.0 Provisional Attachment Order
- 3.0 AFRINIC Critical Services
- 4.0 AFRINIC Activities – cost scenario

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 18:06 UTC.

A roll call was carried out to confirm quorum. The members agreed to waive the 14 days' notice to call for a meeting.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

2.0 Provisional Attachment Order

The Board took note of the chronology of events with regards to the affidavit that was sworn on Monday 26 July 2021 by the Head of Finance & Accounting, Nirmal Manic on behalf of AFRINIC for the purposes of the variation application.

[REDACTED]

The Chairman informed the Board that two letters of authorisation to the CEO were signed by the Board and tied to the application for validation.

Executive Session requested by BE. The Chair called for an executive session to further discuss the legal procedures.

The Snr EA and Legal Counsel left the meeting at 18:17 UTC.

Enter Executive Session 18:17 UTC

Exit Executive Session 19:26 UTC

The Snr EA and Legal Counsel left the meeting at 19:26 UTC.

The Board discussed the background of the provisional attachment order.

After discussion, and to rectify any alleged defect in the letter of delegation dated 26 July 2021, the Board resolved to authorize the Head of Finance & Accounting to make and file the said affidavit.

Resolution 202108.626

WHEREAS on 23 July 2021, the board of directors was informed of the existence of a Provisional Attachment Order sought and obtained by Cloud Innovation Ltd against AFRINIC; **WHEREAS** the board of directors has been apprised already of other cases initiated by Cloud Innovation Ltd against AFRINIC and which are being resisted by its Management and presently pending before the Supreme Court of Mauritius.

WHEREAS the board of directors is aware of the actions taken by its Head of Finance and Accounting, as authorised by the Chief Executive Officer, to prepare the relevant documents for initiating an application for variation of the aforesaid Attachment Order pending the determination of Cloud's Innovation Ltd's application for validation of the said Attachment Order.

RESOLVED that the aforesaid action, including any action incidental thereto, executed on behalf of AFRINIC, for the purposes of the application for variation

[SC/COM/JICA/000471/2021] is fully endorsed and expressly hereby ratified by its board of directors.

Proposed EK. Seconded AO. Resolution passed unanimously.

3.0 AFRINIC Critical Services

The Board reviewed the list of AFRINIC critical services as presented by the Chair of the Audit Committee.

The Chair of the Audit Committee informed that the committee is missing one member with the resignation of ME and should be reconstituted. The Chair proposed to reconstitute the Committee in the next meeting.

The Chair pointed out that as per the Charter of the Audit Committee, IT Governance falls within the Audit Committee. The Chair spelled out the list of critical services as provided.

The CEO proposed that at this point in the current situation we are already running to ensure that all the services continue to operate, and since there is no board paper, if the discussion could be moved to another regular meeting. The Chair objected and was of the view that it is good to discuss the critical services as a Board.

[REDACTED]

After discussion, it is noted that the Management has provided different scenarios to run the minimum services in the next Agenda Item and the Board agreed to discuss the AFRINIC critical services under Agenda Item no 3.0.

4.0 AFRINIC Activities – cost scenario

The Board took note of the following cost scenarios that Management has prepared with regards to the continuity of operations of AFRINIC;

1. minimum cost for the monthly operations of AFRINIC
2. the proposal to do a fundraising
3. trigger the NRO Stability fund either for only the core services or for the monthly operations

The Legal Counsel informed that the AFRINIC Bylaws Art. 4.1 (viii) allows donations, but the source of funds has to be disclosed to comply with the local legislation.

After discussion, the Board requested the Management to explore all options, within the legal provisions, to keep the critical operations running.

5.0 Closure

The Chair moved to close the meeting at 21:44 UTC. Proposed EK. Seconded OO.

SIGNED