



**MINUTES OF THE BOARD MEETING HELD ON 24 NOVEMBER 2021 AT 09:10 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 Eddy Kayihura (EK)	Member	Chief Executive Officer

Apologies:

Mr Serge Ilunga (SI)	Member	Central Africa
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In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoorn	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 Board meeting held on
 - 2.1 .1 dated 27 October 2021
 - 2.1.2 dated 8 November 2021
 - 2.1.3 dated 13 November 2021
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 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. Activity Plan 2022
- 6. Budget 2022
- 7. Filling the Casual Vacancy of the Southern Africa Seat
- 8. A.O.B.
- 8.1 Board Retreat
- 9. Next Board meeting

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.

One member OO raised a point of order. He recalled that two weeks ago he sent an email to the Board that he is not comfortable with the leadership of the Chairman. He also pointed out that the way the Chair handled the recruitment exercise for the COO position did not build his trust in the leadership of the Chairman. The Chair did not respond to the email sent by OO. The member OO also informed that he is not interested in the position of Chair of the AFRINIC Board nor has any personal interest in the matter being brought to the Board; his only concern is with the way the Board is being managed. There is the need to treat all Directors with mutual respect and to respect each other's and as well as having diversity on the Board. The Chair has not acted as such and he has no confidence in the leadership. The Member OO moved to a motion of no confidence in the Chairman.

The Chair SM informed that he did not reply to the email from OO because he believed he is conflicted and has asked the Vice-Chair to consider the email. With regards to the vote of no confidence, the Chair declared conflict of interest and asked to be recused from the discussion, he asked the Vice-Chair to take over.

The Chair SM disconnected at 09:10 UTC and the Vice-Chair HY lead the meeting at this point.

HY pointed out that there is a discomfort in the Board and it may be due to numerous reasons and impacting on decision making and creating much tension. Some of the reasons may be miscommunication on Board matters, the different culture and background which make members reacting in different manner to the way the Chair acts, the present situation of AFRINIC, the stress and pressure created by all the legal suits and the Covid-19 situation with no face-to-face meetings for the last 2 years.

The Board discussed and agreed that the Chair SM should join the meeting to hear the objections against him and to intervene when required. The Board has no objection to discuss the matter in his presence.

SM joined the meeting at 09:20 UTC.

HY opened the floor for discussion and invited member OO to further elaborate on his objections on the board management aspects.

Some of the objections raised were pertaining to decisions that are not taken because the Chair is not in agreement with the proposal and the visible conflicts and no good working relationship that exist between the Chair and the CEO. The Board is not intervening to resolve the situation.

After discussion, HY invited SM to address the Board on the objections raised.

The Chair SM stated that there is a procedural flaw in discussing the motion of no confidence since the matter was not on the Agenda of the meeting. With regards to the working relationship between the CEO and himself, a Special Board Meeting was called on the 13th November to discuss the matter. It is his practice as a Director to step out of a discussion when he has a conflict of interest and has referred the email from OO to the Vice-Chair as he believed he is conflicted as the subject of the complaint email. SM explained that with regards to the delay in the recruitment of the selected COO, he has raised and shared his concerns by email to the Remuneration Committee and the Vice-Chair of the Board.

The Board decided to proceed with the vote on the motion of no confidence. One member OO requested a roll call vote.

THAT the Board of Directors has no confidence in the leadership of the current Chairperson to continue to lead the Board.

Proposed OO. Seconded EK.

YES VOTE = EK OO AA

NO VOTE = AO HY BE SM

ABSTAIN = none

Motion failed.

The Chair SM took back the chairmanship of the meeting at 10:41 UTC.

The Board breaks at 10:42 UTC and resumes at 11:00 UTC.

The Chair SM did a roll call to confirm quorum and proceeded with the meeting.

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 BE.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on

2.1 .1 dated 27 October 2021

Resolution 202111.655

The Board approved the minutes of the Board Meeting held on 27 October 2021 with amendments.

Proposed HY . Seconded AO . Resolution passed unanimously.

2.1.2 dated 8 November 2021
Resolution 202111.656

The Board approved the minutes of the Board Meeting held on 8 November 2021.
Proposed BE. Seconded HY. Resolution passed unanimously.

2.1.3 dated 13 November 2021
Resolution 202111.657

The Board approved the minutes of the Board Meeting held on 13 November 2021.
Proposed HY. Seconded BE. Resolution passed unanimously.

2.2 Matters Arising

None.

3. Review of Action Items

Action Item 202110.01: FINCO to submit a report on the donations received and how it was spent by 1 December 2021.

Status: Action Item to be kept Open. New deadline 15 Dec 2021

Action Item 202110.02: The Chair to liaise with the COO, designate, and arrange for the finalisation and signature of the contract by 2nd November 2021. The REMCO Chair and the CEO to be in attendance to the meeting.

Status: Action Item to be kept Open.

Action Item 202110.01 : The Chair to discuss with the candidates for the COO position.
Status from Chair: Waiting for discussion about the Gross Salary of the position to proceed.

Status: Action Item to be Closed.

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

Status: Action Item to be kept Open and moved to REMCO. New deadline end of January 2022

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. The Chair informed that the fees and discount policies should be reviewed together. New deadline - end of december 2021.

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. New Deadline end of December 2021

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. Ongoing

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 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 closed. Completed.

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.

4. Reports

4.1 Audit Committee

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

A meeting with the external auditor, BDO & Co, was held on the 19th November 2021. The external audit exercise for the year 2021 is presently ongoing. There is no major issue to be highlighted to the attention of the Board, the committee further recommended the approval of the audit plan as submitted.

Resolution 202111.658

WHEREAS the external auditor BDO Mauritius has submitted its audit plan for the financial year 2021;

RESOLVED to approve the audit plan as recommended by the Audit Committee.

Proposed BE. Seconded OO. Resolution passed

YES Vote = BE HY AO AA SM

No Vote = None

Abstain = EK

4.2 Finance Committee

The Board took note of the report of the Finance Committee. The committee recommended the approval of the draft budget 2022 and activity plan 2022 as circulated. The budget will be further discussed under Agenda Item no 5 & 6.

The Committee also pointed out that a comprehensive report on all donations received, disbursement and recommendations will be circulated shortly.

4.3 Remuneration Committee

The Board took note of the report of the Remuneration Committee. The Committee is presently reviewing draft policies and comments sent to Management for edits. It is expected to approve all the policies by January 2022.

The assessment of the CEO KPIs for 2021 was re-scheduled to its next meeting in order to allow more time to the CEO to submit supporting documents.

The committee reiterated that the COO recruitment is still pending at the Chair's level while the committee has already completed its exercise.

4.4 Governance Committee

No new update.

The Board discussed on the seats that are to be filled on the Governance Committee as at 31 December 2021.

New Action Item 202112.01: The Management to launch a Call for Volunteers to fill the Board appointee to the Governance Committee seat. The Call for Volunteers to be for a period of 2 weeks.

4.5 Reform Committee

No new update.

4.6 CEO Report

The CEO presented the operations update to the Board as per report circulated.

- **Legal Update**

The number of cases is increasing, with new cases being filled by Cloud Innovation.

The Board was also informed that there is also a notice filed by Africa on Cloud to wind down the company and that notice has been published in all local newspapers. The Legal Counsel also explained that it is in the legal procedures according to the Insolvency Act , to publish the said notice for all creditors of AFRINIC and contributors to take cognisance of the matter and to come forward either to support the case or lodge against it; and/or to recover any debts.

The Board approved the CEO's proposal to send a communique to the members on the matter.

- **AFRINIC-34 Public Policy Meeting**

The meeting was concluded on 18 November 2021 and a report is being drafted by the Communications team and will be made available to the Board once available.

- **Budget and Activity Plan 2022**

The Management has submitted the Budget and Activity Plan 2022 to the Board for approval.

- **Board Appointments**

The different appointments that the Board should make as at 31 December 2021 was shared to the Board, namely;

- (i) representative on the NRO NC / ASO AC for 2022
- (ii) Board Liaison to Governance Committee
- (iii) Board Appointee to Governance Committee

After discussion, the Board decided to launch a call for volunteers to fill the open position.

New Action Item 202112.02 : The Management to launch a Call for Volunteers to fill the Board appointee to the NRO NC / ASO AC for the year 2022. The Call for Volunteers to be for a period of 2 weeks and to report back to the Board by 10 Dec 2021

- **Board Travel Plan 2022**

A draft Board Travel Plan 2022 is being shared to the Board for their review.

New Action Item 202112.03: The Management to circulate the draft Board Travel Plan 2022 by Friday 26 November 2021

- **Constitution of NOMCOM2022**

The CEO presented the draft Election Timeline 2022 to the Board, and the timeline whereby the Nomination Committee 2022 has to be constituted. The Board requested to share the Election Guidelines for review.

New Action Item 202112.04: The Management to circulate a draft Election Guidelines for comments by end of the week, Friday 26 November 2021.

- **Calendar of Board Meeting 2022**

A standard Calendar of Board Meeting for the year 2022 was presented to the Board. The Chair explained that the standard Calendar, i.e 2nd Wednesday of every two months, does not reflect the frequency of meetings and as such, the Calendar is not approved in advance.

The Chair raised a concern for not being invited to the local Internet Governance meeting in Mauritius. The CEO highlighted that the particular Internet Governance meeting was happening at a moment when the COVID19 contamination risk was high in Mauritius and that even the staff who participated were informed not to feel obliged to attend the face-to-face meeting and take unnecessary risk. The staff attended at their own will. OO mentioned that while we've said in the past that AFRINIC endeavour to facilitate participation of Board members at certain internet related events being hosted locally, Board members should not make it a right. He noted that the matter the Chair brought to the meeting isn't an issue.

4.7 Chair Update

The Chair presented its report to the Board. He is working on organising the Board retreat for December 2021 to discuss the evaluation of the Strategic Plan. The WFH request of the CEO

was sent to the REMCO for consideration. The concerns of the recruitment COO were shared to the REMCO and the Vice-Chair.

After discussion, the Chair said he will do a due diligence on the COO recruitment but his main priority right now is to organise the board retreat.

The Board breaks at 13:55 UTC and resumed at 14:00 UTC

7. Filling the Casual Vacancy of the Southern Africa Seat

The Board discussed about the filling of the Casual Vacancy of the Board Seat no 5 – Southern Africa as per the Board paper circulated. The Board approved to issue a Call for an Expression of Interest for qualifying candidates, subject to Articles 13.10 and 13.11 of the By-Laws, in Southern Africa from which one would be selected and appointed to fill the vacant seat until the next following AGMM in 2022.

New Action Item 202112.05: The Management to issue a call for expressions of interest to fill the Casual Vacancy Seat 5 - Southern Africa . The duration of the Expression of Interest is 2 weeks and to report back to the Board by 10 December 2021.

The Head of Finance, Nirmal Manic joined the Board at 14:00 UTC for presentation of the Budget and Activity Plan 2022.

5. Activity Plan 2022

The Board took note of the proposed Activity Plan 2022.

6. Budget 2022

The Head of Finance was invited to present the draft budget 2022 as circulated to the Board. The Board started discussion on the budget item lines and figures but decided to further discuss the budget with all board members in a Finance Committee meeting and to defer its approval in the next board meeting.

8. A.O.B.

8.1 Board Retreat

The Chair informed that a Board Retreat will be held in Mauritius on the 10 – 12 December 2021 and will revert back to the Board with the details.

9. Next Board meeting

The Chair informed that the following meetings are to be scheduled for the month of December 2021:

- (i) Special Board Meeting 11 December 2021 at 09:00 UTC – Strategic Plan Evaluation
- (ii) Regular Board Meeting 22 December 2021 at 09:00 UTC

10.0 Closure

The Chair moved to close the meeting at 16:39 UTC. Proposed EK Seconded HY.

SIGNED