



**MINUTES OF THE BOARD MEETING HELD ON 26 JANUARY 2022, 21 FEBRUARY 2022
AND 2 MARCH 2022 VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Silvio Almada (SA)	Member	Southern 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

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Senior Executive Assistant

AGENDA

1. Welcome
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 - 1.2 Adoption of Agenda
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- 10. Filling of Casual Vacancy
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- 12. A.O.B.
- 12.1 Meeting with the Council of Elders
- 12.2 AFRINIC ID Verification

A. MEETING DATED 26 JANUARY 2022

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.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

1.2 Adoption of Agenda

The agenda was adopted with amendments. Proposed HY. Seconded AO.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on

2.1.1 24 November 2021

Resolution 202201.667

The Board approved the minutes of the Board Meeting held on 24 November 2021 with amendments.

Proposed OO. Seconded BE.

Abstention: EK.

2.1.2 11 December 2021

Resolution 202201.667

The Board approved the minutes of the Special Board Meeting held on 11 December 2021.

Proposed HY. Seconded AO.

2.1.3 27 December 2021

The Board deferred the approval of the above minutes to its next meeting as a Board member requested time to review them

2.1.4 18 January 2022

Considering the discussion on the publication of the resolution 202201.666, the Board agreed to defer approval of the above minutes in its next meeting.

2.2 Matters Arising

None

3. Review of Action Items

Action Item 202112.01: The CEO to provide official confirmation of the unfortunate demise of Mr Serge Ilunga for formal records keeping.

Status: Action Item to be kept Open. In Progress. Deadline 15 February 2022.

Action Item 202112.02: The Chair to send a letter of condolences to the bereaved family.

Status: Action Item to be closed. Completed.

Action Item 202112.03: The Chair to travel to Kinshasa, DRC to attend the funeral. The Board decided that AFRINIC should provide financial support to the bereaved family as a contribution to the funeral; and resolved as follows.

Status: Action Item to be closed. Completed.

Action Item 202112.04: The Audit Committee to review the Whistleblower Policy by March 2022.

Status: Action Item to be kept Open. Deadline March 2022.

Action Item 202112.05: The Remuneration Committee to follow up on the recruitment of a Company Secretary and to report back by end of February 2022.

Status: Action Item to be kept Open. Deadline February 2022.

Action Item 202112.06: The Chair to have the contract of the COO signed by the 14th January 2021.

Status: Action Item to be kept Open. Deadline February 2022.

Action Item 202112.07: The Finance Committee to provide the Activity Plan 2022 by end of January 2022.

Status: Action Item to be kept Open. Deadline 15 February 2022.

Action Item 202112.08: The Chair to contact Mr Sylvio Almada Cabral to inform him about his appointment. The Secretariat to do the administrative procedures for his registration with the Registrar of Companies. A communique to be sent to the members to inform about the appointment

Status: Action Item to be closed. Completed.

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.

Status: Action Item to be kept Open.

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

Status: Action Item to be kept Open.

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

Status: Action Item to be closed. Completed.

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

Status: Action Item to be kept Open.

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 February 2022.

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 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.

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.

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.

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. Action Item on the Board for follow-up. REMCO already submitted a revised Policy for approval.

4. Reports

4.1 Audit Committee

The Board resolved to reconstitute the Audit Committee as follows;

Resolution 202201.668

WHEREAS one member of the Audit Committee has passed away;
RESOLVED to reconstitute the Audit Committee with Benjamin Eshun, Prof Habib Youssef, Oluwaseun Ojedeji and Silvio Almada.

Proposed BE. Seconded OO. Resolution passed.
VOTE YES : HY AO BE AA OO SA EK SM
VOTE No : None

The Board agreed to sign the Letter of Engagement of the external auditor.

4.2 Finance Committee

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

i. Quarter 4 Financial Report

The Board took note of the financial report for Quarter 4 for the year 2021. The short version of the report to be published on the webpage.

ii. Payment of Legal Fees

The Committee recommended the payment of the legal fees for the services rendered by C & A Law Chambers as per the contract signed with the law firm.

[REDACTED]

The Chair requested the CEO to share the agreement made with C & A Law to the Board.

After discussion, the Board resolved as follows;

Resolution 202201. 673

WHEREAS the services of C&A Law Chambers were retained for the purpose of consolidating AFRINIC's legal team in ensuring the defence of AFRINIC;
WHEREAS C&A Law Chambers has now submitted their invoices [REDACTED] amounting to [REDACTED] each representing part payment of professional fees for services rendered;
RESOLVED to approve payment to C&A Law Chambers for the sum of [REDACTED]

Proposed EK. Seconder AA. Resolution passed.
VOTE YES: EK AA HY AO BE SM SA OO
VOTE NO

4.3 Remuneration Committee

The Board Chair informed that the policies submitted for approval are being deferred to the next meeting.

4.4 Governance Committee

No new update.

4.5 Reform Committee

No new update.

4.6 CEO Report

The Board took note of the operations report of the CEO.

i. Update on the Legal Cases

The CEO and the Legal Counsel briefed on the legal cases ongoing in Court, new cases filed against by Cloud Innovation Limited and forthcoming hearings as per board paper circulated.

The Chair requested for further information on the calculation of the security cost.

New Action Item 202201.01: The CEO to share the Security of Cost calculation with the Board by 2 feb 22

ii. Recruitment of the COO

The Board further discussed finalising the recruitment of the Chief Operations Officer which is still ongoing.

WHEREAS the Board passed resolution 202110.653 for the recruitment of the Chief Operations Officer

WHEREAS the Board now considers that the remuneration proposed therein cannot be sustained in the long run by the company;

RESOLVED to hire a candidate who is within the cost.

Proposed BE. Seconded AO. Resolution failed

YES VOTE: BE AO SM

NO VOTE: HY EK AA SA

ABSTAIN: OO

The Chair ruled to proceed with the signature of the selected candidate.

iii. JENGA

The CEO presented the JENGA Engagement project as per the Board paper circulated.

iv. African Internet Summit 2022

The Africa Internet Summit is scheduled between the 30 May 2022 to 3 June 2022 and discussion is ongoing with AFNOG to finalise the logistics.

Resolution 202201.669

RESOLVED that the African Internet Summit 2022 be held between the 30 May 2022 to 3 June 2022.

Proposed EK. Seconded OO. Resolution passed.

YES VOTE: BE HY EK SA AA SM

NO VOTE: None

ABSTAIN: None

v. Nomination Committee 2022

The Board took note that the Nomination Committee 2022 is to be constituted the soonest possible. The matter to be further discussed under Agenda Item no 11 – Election Guidelines.

4.7 Chair Update

The Chair presented its report to the Board as circulated.

5. Appointment to the Governance Committee

The Board took note of the list of volunteers that has applied for the open seat under the Governance Committee.

Resolution 202201.670

RESOLVED to re-appoint Mr Daniel Nanghaka to the Governance Committee for a one-year term from 1 January 2022 to 31 December 2022

Proposed AO. Seconded BE Resolution passed

YES VOTE: HY BE OO AO SM SA AA

NO VOTE: None

ABSTAIN: EK

6. Appointment to the NRO NC/ASO AC

The Board took note of the list of volunteers that has applied for the open seat under the NRO NC / ASO AC.

Resolution 202201.671

RESOLVED to re-appoint Wafa Dahmani to the NRO NC / ASO AC for a one-year term from 1 January 2022 to 31 December 2022.

Proposed BE. Seconded OO

YES VOTE HY OO BE SM AO SA AA

NO VOTE

ABSTAIN: EK

7. Appointments to Appeal Committee

The Board took note of the need to constitute the Appeal Committee.

New Action Item 202201.02: The CEO to launch a call for expression of interest for the 2 open positions of PDWG Co-Chairs and a former PDWG Chair for a seat on the Appeal Committee. Deadline 10 February 2022.

New Action Item 202201.03: The Chair to contact the NRO NC / ASO AC and the Governance Committee respectively for submission of a representative to the Appeal Committee. Deadline 10 February 2022.

8. Evaluation of Strategic Plan

The Board took note of the evaluation of the Strategic Plan as circulated. The Chair pointed out that about half of the Key Performance indicators were around 50% and raised a concern about that.

The Chair opened the floor for discussion on the feasibility of an AFRINIC Foundation. The Finance Committee confirmed that the committee is working on the matter.

New Action Item 202201.04: The Finance Committee to submit a report to the Board on the feasibility of creating a foundation by April 2022.

9. Ratification of Number Resources Policy Proposals

The Board took note of the ratification report of the RPKI ROAs for Unallocated and Unassigned AFRINIC Address Space" AFPUB-2019-GEN-006-DRAFT03.

Resolution 202201.672

WHEREAS the PDWG Co-Chairs recommended a proposal entitled " RPKI ROAs for Unallocated and Unassigned AFRINIC Address Space" AFPUB-2019-GEN-006-DRAFT03 for ratification;

RESOLVED to ratify the policy proposal

Proposed EK. Seconded BE. Resolution passed.

YES VOTE: BE HY SA AA SM AO OO EK

NO VOTE: None

ABSTAIN : None

10. Filling of Casual Vacancy

The Board discussed the casual vacancy for Seat 4 – Central Africa and decided to launch a call for expression of interest.

New Action Item 202201.05: The CEO to send a call for expression of interest for the casual vacancy Seat 4 Central Africa for a period of 2 weeks.

11. Board Elections Guidelines

The Board started to review the Election Guidelines 2022 and the seats that are up for elections in June 2022.

The Chair requested the CEO to seek further legal advice on the tenure of a Board Director.

The Board will continue discussion on the election guidelines in the next meeting.

The Chair adjourned the meeting at 15:12 UTC and to be continued on Wednesday 2 February 2022 at 09:00 UTC. Proposed EK. Seconded HY.

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The adjourned meeting scheduled for Wednesday 2 February 2022 was postponed due to cyclonic conditions prevailing in Mauritius. It was held on Wednesday 21 February 2022.

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B. MEETING DATED 21 FEBRUARY 2022

MINUTES OF THE BOARD MEETING [CONTINUATION] HELD ON 21 FEBRUARY 2022 AT 09:00 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Silvio Almada	Member	Southern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa [joined at 10:50 UTC]
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical
Mr Eddy Kayihura (EK)	Member	Chief Executive Officer

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mr. Kishna Dhondee	Legal Officer (<i>Ag secretary and replacing Mrs. Guylaine Laiyra</i>)

AGENDA CTD

11. Board Elections Guidelines
12. A.O.B.
- 12.1 Meeting with the Council of Elders
- 12.2 AFRINIC ID Verification

BUSINESS OF THE DAY

At the outset, the CEO **[EK]** informed the Board that Mrs. Guylaine Laiyra, the Secretary to the Board, has a predicament and thus unable to attend the meeting and that with the permission of the Board, Mr. Kishna Dhondee, Legal Officer, will replace her in her absence. No objection recorded.

The Chairman welcomed the members present and opened the meeting at 09:00 UTC. A roll call was carried out to confirm quorum.

Motion from director

At this stage, one director **[AA]** moves for a motion to amend the agenda to insert 2 new items thereon. That motion was seconded by the CEO.

The Chairman sought advice from the Legal Counsel **[AR]** who advised that whilst it may not be proper to amend the agenda at this stage inasmuch as the proceedings are based upon an amended agenda, yet the Board may consider the motion if it requires an urgent attention of the Board.

In this respect, director **[AA]** was invited to state the gist of his motions which were of 2 folds:

- (a) A motion to approve the CEO's mission to the Smart Africa meeting to be held in Brazzaville;
- (b) A motion to amend the existing Board's Delegation of Authority.

The aforesaid motions were passed as follows:

Yes Vote:: HY, AA, OO, SC, EK

No Vote: None

Abstain: SM, BE

Point of Order

As a result of the above, one director **[BE]** raised a point of order to the effect that the newly agreed items cannot be taken up as the next items on the agenda, and that these should be put for discussion only after the existing items have been canvassed and prior to Any Other Business.

Legal Counsel **[AR]** assisted by stating that since the Board has already given its approval to the insertion of the 2 new items on the agenda, the placement thereof is secondary but subject to the nature and urgency of these items.

Following exchanges held, the Board agreed to take up the item *viz* the CEO's mission to Smart Africa immediately i.e. as New Item 11 on the amended Agenda so that the existing item *viz* Election Guidelines be reallocated as new Item 12. Likewise, the motion to amend the Board's Delegation of Authority is thus recorded as new Item 13, followed by Any other Business.

11. CEO Mission to Smart Africa Meeting

The Board took note that the CEO had sent an email regarding an invitation sent to Afrinic to participate in the Smart Africa meeting and he was awaiting a formal reply from the Chairman. He added that all other directors were copied in his said email and there was no intervention or reply from them either.

The CEO emphasised on the importance of Afrinic's participation in that meeting which is consistent with Afrinic's strategic objectives and that there are logistical implications of any delay in that respect.

Point of Clarification

Director [BE] queried why the Chairman was, in the first instance, against the CEO's travel to the Smart Africa meeting; and further questioned the invitation extended to Mr. Christian Bope on the of Afrinic's representatives.

In reply to the above, the Chairman stated that he considered that since invitation required Afrinic to comment on the incident leading to Afrinic's accounts being frozen in 2021 as well as the existence of all the other pending cases, such participation may cause a legal risk to Afrinic.

In reply to both the clarifications sought by [BE] and to address the Chairman's apprehension *viz* the risk to the company, the CEO informed that the aim of Afrinic's participation is to provide such information which is already in the public domain without disclosing Afrinic's legal strategy in respect of the pending cases. He further added that the invitation was for one high-level representative of Afrinic and Dr. Bope's presence is simply due to the fact that the same invitation was also extended to the Council of Elders such that Dr. Bope will be attending as representative of the Council of Elders.

For the sake of completeness, the CEO also added that Mr. Arthur Carindal, Afrinic's Head of Stakeholder Engagement will also be attending to assist the CEO in his participation, and that Mr. Carindal's travel is a matter of operations.

At this juncture, discussions took place on whether the CEO's request to attend the Smart Africa meeting. One director [O.O] asked whether this matter ought to have reached the stage whereby the Board had to be solicited on such matters, and whether the Board could continue to perform its functions on trust. He further added that he was disappointed by the fact that the Chair single handedly took the decision not to allow the CEO perform his operational duty on trust concerns. He noted that the CEO has been representing the organisation on the legal cases and he has the responsibility to sufficiently represent the organisation publicly. If we cannot trust the CEO to do this then why did we hire him. He then requested that the Chair apologize to the Board for wasting so much time on the matter and requested that activities must continue in the normal course going forward, more so with mutual respect and that there should not be a perception of abuse of power from any quarters.

Another director [BE] added that this issue ought to have been resolved between the Chairman and the CEO and emphasised on the need to maintain proper and effective communication between those concerned.

Following the above discussions, the Board, whilst recording the 'No Vote of [SM/Chairman] and abstention of [BE], approved the CEO's mission as follow:

Resolution 202202.675

RESOLVED THAT the Chief Executive Officer attends and participates at the Smart Africa Meeting to be held in Brazzaville on 24 and 25 February 2022 respectively.

Proposed EK. Seconded OO. Resolution passed.

Yes Vote: OO EK AA SA AO HY

No Vote: SM

Abstain: BE

12. Board Election Guidelines

In regard to the aforementioned subject matter, discussions were held on the number of elections to be held at the 2022 AGMM as well as the tenure of office to be allocated for each seat becoming vacant at the end of the said election, as well as considering the impact of the casual vacancies that arose in 2021.

The CEO added that the Board would, by now, have taken cognisance and considered both the legal opinions [one from Afrinic's in-house team and from C&A Law]. In essence, both legal opinions provide for 6 elections to be held at the AGMM 2022.

At this stage, one director [BE] questioned the admissibility of the legal opinion purported emanated from C&A Law inasmuch as it bore no signature thereon.

Following discussions held on this issue, the CEO informed that the document was an attachment to an email from the office of C&A Law and that same had been shared to all directors by email such that the traceability of the document cannot be put to question. He further added that he confirmed with the Legal Consultant at C&A Law that the document, despite dated 14 February 2021, was the final version of their opinion and that same has received the vetting of Me. Anwar Mollan SC before the holding of the present board meeting. Accordingly, the issue of admissibility of the legal opinion from C&A Law was resolved.

At this stage [10.50 UTC], the Board welcomes the attendance of Dr. Abdalla Omari.

Director [AO] stated that, in his view, the 2 legal opinions differ in substance and he is of the view that the bylaws may require certain amendments. OO noted that there is no difference in what the 2 legal opinions were advising as both of them made proceeding with 6 seats election as the better option.

Director [BE] proposed that the Board proceeds with those 3 elections, i.e. those seats the term of which are to normal expiry at the 2022 AGMM, and that another Board Meeting be held to discuss the way forward on the remaining 3 elections to be held.

Following a long discussion on this issue, the CEO reminded the members that, couple of hours before the meeting, he circulated a proposal in writing to all directors wherein he proposed that 6 elections be held as per legal advice received. However, in order to maintain the sequence in the elections, the said paper also proposed, as an exceptional and transitional measure, a reduced term for three of the seats (i.e. seat # 4,5 and 6) as well as a proposal for amending article 13.14 of the bylaws at the next AGMM in order to remedy this situation. He also added that should the Board not be agreeable with his 2 propositions stipulated in his board paper, that paper also included an option, inter-alia, to convene a Special General Members Meeting for the purpose of amending the necessary provisions of the bylaws before organising the normal Annual General Members Meeting with the prescribed delay.

After considering the paper submitted by the CEO, one director [OO] moved for a resolution as follows:

WHEREAS the board has taken note of the 2 legal opinions submitted to it regarding the issue of elections and filing of casual vacancies, during the forthcoming AGMM June 2022.

TO RESOLVE THAT:

In order to bring back the sequential tenure of office of directors as well as to ensure continuity of business, **six (6) elections** be held at the 2022 elections as follows:

Normal elections arising at the 2022 AGMM:

North Africa	ending June 2022	Allow normal 3 years term ending 2025
West Africa	ending June 2022	Allow normal 3 years term ending 2025
Non-regional (seat 7)	ending June 2022	Allow normal 3 years term ending 2025

Exceptionally for the purposes of reconciling articles 13.5, 13.6 and 13.7 of the bylaws:

to	Central Africa	[vacant]	Allow 1 year term ending 2023 be aligned with the Indian Ocean's seat ending June
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2023

East Africa	ending June 2022	Allow 2 years term ending 2024
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Southern Africa	ending June 2022	Provide 2 years term ending 2024
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TO FURTHER RESOLVE THAT: The Election Guidelines be amended accordingly.

The above proposed resolution was seconded by director [AA]. However, that motion failed in terms of the following roll call voting pattern:

Yes Vote: O.O, HY, E.K, A.A,

No Vote: A.O, B.E, S.A, S.M
Abstain: None

Whilst the discussion pursued on the subject matter, one director [OO] stated that amending the bylaws is not an issue if the normal procedure is fully complied with, including the need for community consultation. All agreed.

As a result of the above, the Board agreed, in principle, with the idea of convening a Special General Board Meeting although the same requires further reflection and discussion.

At this stage [13.53 hrs UTC], and upon a motion by director [HY] and seconded by director [AA], the meeting has been adjourned to **02 March 2022 at 09.00 UTC**.

The Chair adjourned the meeting at 13:53 UTC and to be continued on Wednesday 02 March 2022 at 09:00 UTC. Proposed HY. Seconded AA.

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B. MEETING DATED 2 MARCH 2022

MINUTES OF THE BOARD MEETING [CONTINUATION] HELD ON 2 MARCH 2022 AT 09:00 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Silvio Almada	Member	Southern 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

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Senior Executive Assistant

AGENDA CTD

11. Board Elections Guidelines
12. Delegation of Authority
13. A.O.B.
- 13.1 Meeting with the Council of Elders

13.2 AFRINIC ID Verification

BUSINESS OF THE DAY

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

A roll call was carried out to confirm quorum.

11. Board Elections Guidelines

The Chair opened the floor for discussion on the Election Guidelines and on the number of seats that should be opened for election in June 2022.

After discussion, the Board resolved as follows;

Resolution 202202.676

WHEREAS Art.13.5 of the Bylaws provides an elected Director to have a tenure of 3 years;
WHEREAS the Board passed resolution no. 202009.568 to give the tenure of the Board Seat 6 (Eastern Africa) a two-year term in 21 September 2020;
RESOLVED to reconcile the two years by extending the term of the incumbent of Board Seat 6 (Eastern Africa) with one additional year in order to comply with Art 13.5 of the Bylaws.

Proposed BE. Seconded HY. Resolution passed

Roll call Vote

Yes VOTE: AO BE HY SA SM

No VOTE: OO AA EK

Board member OO noted that what the Board had just done is what he considers to be a coup and that he has no apology for making that statement. He said that it's totally against the internal and external legal advice received by the Board. He noted that he was surprised the Board could get to this level of extending tenure of a sitting Board member arbitrarily without recourse to members.

A member BE noted the two legal opinions were not the same. He was of the view that the Board could face a quorum problem for the ensuing Board meeting after the AGMM if a majority of members stood for elections simultaneously.

A member OO, was of the opinion that the Board had faced such a scenario earlier regarding a majority of Board Members going for elections at the same time and no problem regarding a quorum was thereafter encountered.

Resolution 202202.677

WHEREAS Articles 13.6 & 13.7 of the Bylaws provide a sequence in which the various regions come up for election at the AGMM;

WHEREAS there are 2 seats (Casually filled) which are to become vacant at the time of the AGMM2022 for a tenure of 3 years;
WHEREAS this will lead to a breach of the election sequence principle;
RESOLVED to request the Governance Committee to undertake a Bylaws amendment exercise to address this situation and recommend workable solutions by end of April 2022.

Proposed BE. Seconded. AO Resolution passed.
Roll call vote
YES Vote: BE AO SA HY SM
NO Vote: none
Abstain: OO EK

Resolution 202202.678

WHEREAS the Board has reviewed the AFRINIC Election Process and Guidelines;
RESOLVED to adopt the new Election Process and Guidelines as amended.

Proposed HY. Seconded A. Resolution passed.
Roll call vote
YES Vote: BE AO SM HY
NO Vote: none
ABSTAIN: OO EK AA

With regards to the conduct of the elections, the Board decided to launch the call for volunteers in order to constitute the Nomination Committee 2022.

Action Item 202203.01: The CEO to launch the call for expression of interest for the Nomination Committee 2022 for a period of 2 weeks.

Action Item 202203.02: The CEO to publish the Election process and Guidelines by Thursday 3 March 2022.

The Board agreed that a Company Secretary should be recruited for supporting the Board in the exercise of its functions.

12. Delegation of Authority

The Finance Committee recommended that the Delegation of Authority be amended with regards to the international travel of the CEO.

Resolution 202203.681

WHEREAS the current delegation of authority requires the approval of the Board Chairperson / Vice-Chairperson;
RESOLVED that the international travel of the CEO for official engagements within Board approved CEO Travel Plan, be modified to notification to the Board.

Proposed AA. Seconded EK. resolution passed
Roll call vote
Yes Vote: EK AA OO HY
No Vote: BE SM AO
Abstain: SA

13. A.O.B.

13.1 Meeting with the Council of Elders

The CEO proposed to have another meeting with the Council of Elders shortly.

13.2 AFRINIC ID Verification

One member highlighted that it was not appropriate for the AFRINIC ID Verification project was stopped by the Chair on the mailing list as it created a Board vs Management scenario. Instead the Chair could have informed the CEO internally to communicate such stoppage. He also pointed out that the project may have some implications for the company as a community-based organisation and the Management should re-think the project and limit the implementation to areas of critical decisions like election.

2. Closure

The Chair moved to close the meeting at 14:55 UTC. Proposed OO. Seconded HY.

SIGNED