

**MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 14 MARCH 2018  
AT 15:11 UTC VIA THE ONLINE CONFERENCE SYSTEM**

**Present:**

Mr Alan Barrett (AB)	CEO	
Mr Sunday Folayan (SF)	Member	Western Africa
Mr Haitham El Nakhal (HE)	Member	Northern Africa
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

**In Attendance:**

Mr Ashok Radhakisson (AR)	Legal Counsel
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**Agenda:**

1. Welcome and Agenda Review
2. Approval of Draft Minutes of meetings
  - 2.1 dated 30 Nov 2017
  - 2.2 dated 28 Nov 2017
  - 2.3 dated 26 Nov 2017
  - 2.4 dated 5 Jan 2018
3. Resolutions passed by circulation
4. Review of last Action Items
5. Ratification for policy proposal
  - 5.1 "Lame Delegations in the AFRINIC rDNS"  
"AFPUB-2017-DNS-001-DRAFT-02"
  - 5.2 'Soft Landing Bis'  
"AFPUB-2016-V4-001-DRAFT-07"
6. Committee Report
  - 6.1 Finance Committee
  - 6.2 Remuneration Committee
  - 6.3 Audit Committee

- 6.4 Fee Review Committee
- 6.5 Governance Committee

7. Any Other Business

- 7.1 2018 Retreat
- 7.2 Allegations against Board Members

## **BUSINESS OF THE DAY**

### **1. Welcome and Agenda Review**

The Chair SF welcomed the members present online and opened the meeting at 15:11 UTC. A roll call was carried out to confirm quorum.

The Chair SF proceeded with an Agenda Review and the Board agreed to add the request for discussion on 'Allegations against Board Members' as Agenda Item no 7.2. The Agenda was adopted with amendments. Proposed AN and Seconded LM.

### **2. Approval of Draft Minutes of meetings**

#### **2.1 dated 26 Nov 2017**

##### **Resolution 201803.392**

The Board approved the minutes of the Board meeting held on 26 November 2017 with amendments.

#### **2.2 dated 28 Nov 2017**

The Board approved the notes of the meeting held between the Council of Elders and the Board on 28 November 2017.

#### **2.1 dated 30 Nov 2017**

##### **Resolution 201803.393**

The Board approved the minutes of the Board meeting held on 30 November 2017 with amendments.

#### **2.4 dated 5 Jan 2018**

##### **Resolution 201803.394**

The Board approved the minutes of the Board meeting held on 5 January 2018 with amendments.

### **3. Resolutions passed by circulation**

The Board ratified the following resolutions passed by circulation.

### **3.1 Resolution 201712.384**

Whereas the Board intended to appoint a permanent PDWG appeal committee by June 2018 in accordance with the published appeal TOR,  
Whereas there is the possibility of an appeal of the ruling of the PGWG co-Chairs in the nearest future,

Resolved to appoint an interim PDWG Appeal Committee, made up of:

1. Adam Nelson
2. Paulos Nyirenda
3. Wafa Dhamani
4. [REDACTED]
5. Lala Andrianamamplanina

to hear any appeal that may be filed until the permanent appeal committee is appointed.

### **3.2 Resolution 201712.385**

WHEREAS the Board appointed an Interim Appeal Committee as per resolution on Friday 8 December 2017.

WHEREAS a member of the committee is not able to accept the appointment.

Resolved to appoint an interim PDWG Appeal Committee, made up of:

1. Adam Nelson
2. Paulos Nyirenda
3. Wafa Dhamani
4. Ayitey Bulley
5. Lala Andriamampianina

### **3.3 Resolution 201712.386**

WHEREAS the Internet Society (ISOC) has approved a grant to AFRINIC in the amount of USD 33,333;

WHEREAS the grant will be administered as part of AFRINIC's FIRE Programme over a

one-year period beginning in December 2017;

WHEREAS ISOC requires AFRINIC to sign a Grant Agreement;

RESOLVED that the CEO is authorised to sign the Grant Agreement.

### **3.4 Resolution 201802.388**

WHEREAS there is a need to appoint four members to the 2018 NomCom in terms of article 9 of the Bylaws;

WHEREAS persons domiciled in the Southern Africa and Eastern Africa sub-regions are not eligible in terms of article 9.1 of the Bylaws;

WHEREAS the Board wishes to appoint three community volunteers from three different

sub-regions, and one Director from a fourth subregion;

WHEREAS several volunteers from the community expressed an interest;

RESOLVED to appoint Kaleem Usmani (Indian Ocean), Komi Elitcha (Central Africa), and Wale Adedokun (Western Africa) to the 2018 NomCom as community representatives;

RESOLVED to appoint Haitham El-Nakhal (North Africa) to the 2018 NomCom as the Board representative.

### **3.5 Resolution 201802.389**

WHEREAS guidelines for the 2018 Nomination Committee have been reviewed;  
RESOLVED to approve the guidelines as reviewed.

### **3.6 Resolution 201802.390**

WHEREAS in resolution 201802.388 the Board appointed members to the 2018 NomCom;  
WHEREAS resolution 201802.388 incorrectly states the region of residence of one of the NomCom 2018 appointees;  
RESOLVED to keep the same appointees but correct the regional affiliations;  
RESOLVED to appoint Kaleem Usmani (Indian Ocean), Komi Elitcha (Western Africa), and Wale Adedokun (Western Africa) to the 2018 NomCom as community representatives;  
RESOLVED to appoint Haitham El-Nakhal (North Africa) to the 2018 NomCom as the Board representative;  
RESOLVED that this resolution supersedes resolution 201802.388.

## **4. Review of last Action Items**

**Action Item 201711.01:** The Chair of the Audit Committee, CB, to check the period of time to change the auditors; whether 3 years or 5 years.

**Status:** Action Item to be kept Open. The AuditCo to meet 3<sup>rd</sup> week of March with the Auditor.

**Action Item 201711.02:** The Audit Committee to share the report of the meeting held with the Auditors to the Board and its recommendations.

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

**Action Item 201711.03:** The Audit Committee to prepare a timeline with dates towards each actions required till the AGMM 2018 and to circulate to the Board.

**Status:** Action Item to be kept Open. The AuditCo to meet 3<sup>rd</sup> week of March with the Auditor.

**Action Item 201711.04:** Remuneration Committee to work with management in implementing appropriate parts of the recommendations from the salary and benefits review.

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

**Action Item 201711.05:** AFRINIC to create a web page where a calculator is available for members to calculate their fees online by February 2018.

**Status:** Action Item to be kept Open. Ongoing. Expected to be completed by the end of March 2018.

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**Action Item 201711.06:** The Board to make a public call for the position of Board Appointee to the ASO AC / NRO NC before making an appointment for the 2019 year.

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**Status:** Action Item to be closed. The CEO proposed for a Public Call to be done in October and appointment during the face-to-face meeting in November. Refer to document circulated by CEO. The Board members to review and comments on the proposed document for a period of 45 days. To be added in the Board Agenda for AIS18.

**Action Item 201711.07:** The CEO to draft a process for the appointment of Board Appointee to the Governance Committee.

**Status:** Action Item to be closed. The Board members to review and comments on the proposed document for a period of 45 days. To be added in the Board Agenda for AIS18.

**New Action Item 20180314.01:** The Board members to review and comments on the proposed document for Public Call for the position of Board Appointee to the ASO AC/ NRO NC, Governance Committee and any other Committees for a period of 45 days. To be added in the Board Agenda for AIS18.

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**Action Item 201711.08:** SM to send the proposed Code of Ethics to the Board mailing list for discussion.

**Status:** Action Item to be kept Open. SM sent the document on 14 March 2018. The Board to review and comments on the Code of Ethics; and to finalise before AIS18.

**Action Item 201711.09:** The CEO to amend the draft AFRINIC 2018 Budget and to circulate to the Board by 27 November 2017.

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

**Action Item 201711.10:** The Chair and CEO to oversee an audit of the FIRE Programme.

**Status:** Action Item to be kept Open. Ongoing.

**Action Item 201711.11:** The Management to evaluate risks that may affect AFRINIC and revert back on the impact of IPv4 exhaustion on AFRINIC Finance. The report to be discussed in the Board Retreat 2018.

**Status:** Action Item to be kept Open. Ongoing. A report will be drafted and circulated to the Board during the Board Retreat in June 2018.

**Action Item 201711.12:** CB and SI to prepare a paper on the perceived risks and impact on the future of AFRINIC. The Legal Counsel to form part of the group. The report to be drafted and submitted to the Board by 10 December 2017.

**Status:** Action Item to be kept Open. CB circulated the document on 14 March 2018. Document to be shared with the Legal Counsel for comments. To add to the agenda Board Retreat 2018.

The Board to comment on the <document> till 20 March 2018 and The <document> to be shared with the CoE.

**Action Item 201711.13:** 45 days after the end of each Quarter, the Management to

publish a quarterly financial report.

**Status:** Action Item closed except for Q4 which requires more than 45 days.

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**Action Item 201711.14:** Every Board Member to submit KYC documents by 9 December 2017.

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

**Action Item 201711.15:** The Secretariat to publish the Terms of Reference of the Appeal Committee.

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

**Action Item 201711.16:** The procedures for removal of an NRO NC Member to be updated at the end of the comments period from the community.

**Status:** Action Item to be kept Open.

**Action Item 201711.17:** The CEO to follow-up with the Competition Commission with respect to the questions from Andrew Alston. The feedback to be shared to the Board to note and reply to AA.

**Status:** Action Item to be kept Open. No feedback received yet. Legal Counsel reported that the Competition Commission does not have a definite timeframe to reply to the request. Legal Counsel to send the status by email to the Chair.

**New Action Item 20180314.02:** The Chair to update the community on progress with the competition commission inquiry.

**Action Item 201711.18:** The Secretariat to check with IT Helpdesk for an archiving system for Board and Committees' documents.

**Status:** Action Item to be kept Open. Ongoing.

**Action Item 201711.19:** The Secretariat to prepare and circulate the Calendar of Meetings for Board and Committees for the year 2018 as per recommendations made by the Chairman.

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

**Action Item 201711.20:** CEO and Legal Adviser to draft procedures and forms for declaration of interest and background checks for Directors.

**Status:** Action Item to be kept Open. Ongoing.

**Action Item 201705.04:** The Board to further discuss and consider the option of having Open Board Public Meeting next year.

**Status:** Action Item to be kept Open. Action to be Closed and Re-consider in June 2018 as per last Board Retreat discussion.

The Board decided to discuss Agenda Item No 7.2 and to schedule a Board meeting within the next 7 days to continue the discussion on the remaining Agenda Items. SF and HE recused themselves from the discussions.

The CEO proposed for LM to chair the meeting, the Board agreed.

*LM took over the chairmanship of the meeting at 17:02 UTC.*

## **7.2 Allegations against Board Members**

LM briefed on the allegations from a staff member [REDACTED] received by the Board and circulated on the community mailing list. The Board debated on the severity of the allegations, the leadership within the Board and the way forward.

The Board agreed that there is the need to respond to the community on this matter urgently. LM proposed to establish a committee that will look into the allegations or give the Governance Committee the task of investigating the allegations.

The Legal Counsel advised that it should be a special committee, independent from the Board and AFRINIC that will be tasked to investigate, conduct interviews, and see whether the allegations are sustained or not. The committee to come out with a report and the Board to decide on the next course upon receipt of the report.

The Board agreed that The Governance Committee will be responsible to define the Terms of Reference of the Investigation Committee; then to appoint an Independent Investigation Committee. A budget of USD15000 to be allocated to the Governance Committee for this work. The CEO will be involved in approving the budget and expenses.

LM emphasized that the allegations are to be taken seriously and expediently as the AIS'18 is coming up on the 29 April 2018, and it will be most convenient if the investigation could be completed before AIS18. In that regards, to ensure that the committee works independently and not threatened by the present Chairmanship of the Board, and in order to maintain transparency and good governance within the organization, LM proposed that the Chairman SF and Vice-Chairman HE can consider stepping down as Chairman and Vice-Chairman of the Board until this matter is concluded but to remain Directors of the Board.

*AB disconnected at 17:21 UTC*

The Board decided that it will be a good option to move forward but however, to continue the discussion of the resignation of the Chairman and Vice-Chairman in a Special Board Meeting.

For now, the Board decided to mandate the Governance Committee with the task to do the terms of reference and constitute the Investigation Committee.

The Board to also draft a communique to the community informing them of the present decisions of the Board.

The Board decided to have a special meeting the following week.

## **Resolution 201803.391**

WHEREAS certain allegations have been made in public against AFRINIC staff and Directors;  
WHEREAS an independent investigation is desirable;  
RESOLVED to request the Governance Committee to develop Terms of Reference for an independent investigation, and to appoint an Investigation Committee;  
RESOLVED that the Governance Committee report back to the Board by the 30th April 2018;  
RESOLVED that the CEO may approve related expenses up to a total of USD 15000.

Proposed SO. Seconded CB. Resolution passed unanimously.

**Action Item 20180314. 03:** The Board Liaison to communicate to the Governance Committee on the Resolution 201803.391 today Wednesday 14 March 2018.

**Action Item 20180314. 04:** LM to send a communiqué to the community list today Wednesday 14 March 2018.

**Action Item 20180314. 05:** The Secretariat to poll the Board members on their availability for a Special Board Meeting during the week ending 23 March 2018.

*LM handed over the Chairmanship to SF at 17:42 UTC*

## **5. Adjournment**

The Chair SF adjourned the meeting at 17:44 UTC. Proposed CB. Seconded LM.