

**MINUTES OF THE BOARD MEETING [Continued] HELD ON WEDNESDAY 21 MARCH 2018
AT 15:29 UTC VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
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 [joined at 15:31 UTC]
Mr Serge Ilunga (SI)	Member	Non Geographical [joined at 15:20 UTC]
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mr Sunday Folayan (SF)	Member	Western Africa
Mr Haitham El Nakhil (HE)	Member	Northern Africa
Mr Ashok Radhakisson (AR)		Legal Counsel

Agenda [Continuation of 14-March-2018]:

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
 - 7.3 MoU with Local Hosts for AIS'18
 - 7.4 Nominations Committee – Request for Extension

BUSINESS OF THE DAY

The Board debated on how to proceed with the conduct of the present Board meeting, considering that SF and HN had submitted email notice of stepping down as Chair and Vice Chair, and were absent from the meeting, and considering that the Legal Counsel had not yet advised whether the email messages were formally binding. It was agreed that a Chair to the meeting be appointed in the absence of the Chair and Vice-Chairman.

The CEO called for nominations for a meeting Chair.

CB nominated AN. AN accepted the nomination. LM seconded the nomination. There was no objection for AN to be appointed as Chair for the present meeting as per Articles 19.1 (i) of the Bylaws.

The Chair, AN, welcomed the Board Members present online and opened the meeting at 15:33 UTC. A roll call was conducted to confirm quorum.

The meeting is a continuation of the Agenda of the board meeting dated 14 March 2018.

5. Ratification of policy proposals

5.1 "Lame Delegations in the AFRINIC rDNS" "AFPUB-2017-DNS-001-DRAFT-02"

SM declared that he might have a conflict of interest with regards to the above policy ratification and to abstain from discussion. SM was of the view that the policy was written by two staff of AFRINIC and as he is a Director of the company, he declares conflict of interest and cannot vote under Articles 15.5 of the Bylaws.

The Board debated on whether the declaration of conflict of interest is valid since all the Board Members are Directors of the company; the conflict was not declared at the point of debating the policy in the Policy Development Process but now at ratification by the Board. AN suggested that in future all declaration of conflict of interest should be made before the meeting at the time the Agenda Item is proposed and not during the Board meeting. The CEO stated his opinion that there is no conflict of interest between AFRINIC and AFRINIC; conflict of interest is when there is conflict between AFRINIC and the Director's position in another company.

The Board discussed and agreed that there is no conflict of interest among the Board Directors in this case. The CEO disclosed that he does have a conflict as CEO and staff of AFRINIC on the one hand, and as Director on the other hand, and is recusing himself from voting.

Resolution 201803.395

WHEREAS the proposed policy AFPUB-2017-DNS-001-DRAFT-02 (Lame delegations in AFRINIC reverse DNS) has passed through the Policy Development Process;

WHEREAS the Policy Development Working Group's Chairs have referred the proposed policy to the Board for ratification;

RESOLVED that the policy is ratified by the Board.

Proposed SI. Seconded LM. AB recused himself.

5.2 'Soft Landing Bis' "AFPUB-2016-V4-001-DRAFT-07"

The Board noted that the ratification request was withdrawn on the 14 March 2018 by the PDWG Co-Chairs, subsequent to the report of the appeal committee. There was no longer a need to ratify the proposal.

6. Committee Reports

6.1 Finance Committee

The Chair of Finance Committee HE was not present in the meeting but advised by email that there was no update and he requested the CEO to inform the Board on the surplus for the year 2017. The CEO informed the Board that the surplus for the year 2017 (not audited) stands at USD 839,331, and the 2016 audited surplus was USD 927,710.

6.2 Remuneration Committee

LM, Chair of the Committee reported that a meeting was held on 22 February and the Committee considered the following:

1. The contract duration of the CEO

[REDACTED]

The Board decided to postpone this item to the face to face meeting in Dakar for further consideration.

2. The KPIs of the CEO

The above item could not be deliberated because SF was not present at the Committee meeting and the Committee considered that his presence in the meeting was important for this particular discussion. LM informed that the KPIs were circulated to the members to conduct self-rating and it is expected to be completed before the meeting in Dakar, Senegal.

After discussion, the Board thanked LM and requested the report to be submitted to the Board for consideration.

3. The budget pursuant to proposed staff salary and benefit adjustments

The Committee had reviewed the proposed changes to job grading, and associated salary and benefit bands. The committee had worked with the CEO to implement the changes, as had been agreed by the Board at the face to face meeting in Lagos in November 2017.

LM proposed that the CEO's Contract extension be discussed in the next face-to-face meeting. CB queried on the renewal of the CEO's contract whereby the contract is to expire next month. CB proposed that if the Board agreed that the CEO has performed well, the contract can be renewed for 3 years and then to be amended when the discussion on the extension is finalised. LM proposed to approve the 3 years contract under the present terms and conditions today since there is no contention on it and to discuss the 5 years' extension including the review of the KPIs in Dakar, Senegal.

SM asked for a copy of the CEO Contract and the report of the HR Consultant that was discussed in Lagos. The CEO reminded the Board that it was decided in Lagos, that the HR consultant's report would be shared after a secured document sharing system was implemented for the Board; he stated that an investigation into a suitable system has started but the system is not implemented yet. The Board agreed to implement the system first before sharing the confidential documents.

6.3 Audit Committee

CB, Chair of the Audit Committee informed that the auditors, PwC, has submitted the Financial Statements, the audit report and recommendations to the Audit Committee. The Committee will have a further meeting to discuss and to prepare a report to be submitted to the Board.

6.4 Fee Review Committee

SM, the Chair of the Committee reported on the last meeting held and the discussions made with respect to the fees review and changes that will be implemented. SM informed the Board that another meeting was planned for further discussion.

6.5 Governance Committee

The Board Liaison, SO, informed that the Governance Committee could not meet because the Legal Counsel was not available. The meeting had been re-scheduled for the following week because the Governance Committee feels that it is very important to have the Legal Counsel present in the meeting.

7. Any Other Business

7.1 2018 Retreat

The Board was reminded to send their comments and complete the poll with regards to the venue of the Board Retreat in June 2018.

Action 20180321.01: The Board to complete the poll with regards to the venue of the Board Retreat in June 2018 by Wednesday, 28 March 2018.

7.2 Allegations against Board Members

This discussion had started in the meeting dated 14 March 2018.

The CEO informed the Board that some members of the community had expressed concerns that the Board is acting too slowly, and he suggested that a communique should be sent or to inform the community that the Board will hold a special meeting tomorrow to discuss the way forward.

The Board discussed who would be the spokesman of the Board to the community. However, the Board noted that as per the legal advice that the resignations of the Chair and Vice Chair should be in writings and with a signature, it is premature to appoint another Chair, but it is acceptable for AN to be the spokesman of the the Board during the period. The CEO confirmed that he has asked SF and HE to respond in writing.

The Board decided to wait until the end of the special meeting scheduled the next day (22 March 2018) before communicating to the community.

Action 20180321.02: The CEO to remind SF and HE to submit their resignations as Chairman and Vice-Chairman in writing and signed, as per the legal advice.

7.3 MoU with Local Hosts for AIS2018

The Board has no objection for the CEO to sign the MoU with local hosts for AIS2018 by next week.

Resolution 201803.396

WHEREAS the AIS 2018 meeting is planned to be held in Dakar, Senegal, in April/May 2018;

WHEREAS an MoU between the organisers and the local hosts has been drafted in English, and is planned to be translated to French;

RESOLVED that the CEO is authorised to sign the MoU, in both English as drafted, and French as to be translated.

Proposed LM. Seconded CB. AB abstained. Resolution passed unanimously.

Action 20180321.03: The CEO to send the French version of the MoU to the Board once available.

7.4 Nominations Committee – Request for Extension

The Board debated the request made by the NomCom 2018 for a second extension of the deadline and the challenges of receiving nominations. A first extension from 15 to 18 March 2018 had already been allocated to NomCom2018. The CEO confirmed that the NomCom has the rights to extend the nominations period if they do not have much candidates as per their Terms of Reference. The Board concluded that they have no objection to the request for extension.

Action 20180321.04: The CEO to respond to the NomCom2018 that the Board has no objection to them proactively seeking additional candidates, until Friday 23 March 2018.

8. Adjournment

The Chair AN closed the meeting, having no objections, at 17:22 UTC.