

**MINUTES OF THE BOARD MEETING HELD IN MAURITIUS FROM 23 – 25 NOVEMBER 2014,
HENNESSY PARK HOTEL, CYBERCITY, EBENE, MAURITIUS**

Present:

Mr Adiel Akplogan (CEO)	Chief Executive Officer	
Mr Badru Ntege (BN)	Chairman	Eastern Africa
Mr John Walubengo (JW)	Alternate Member	Eastern Africa
Mr Sunday Folayan (SF)	Vice Chairman	Western Africa
Mr Haitham El Nakhal (HE)	Member	Northern Africa
Mr Christian Bope (CB)	Member	Central Africa
Dr Paulos Nyirenda (PN)	Primary Member	Southern Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Mr Krishna Seeburn (KS)	Member	Indian Ocean
Ms Aminata A Garba (AG)	Member	Non Geographical
Mr Andrew Alston (AA)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

Agenda:

As circulated and amended in the meeting

BUSINESS OF THE DAY:

1.0 Welcome Address and Review

The Chairman, BN, welcomed the Members present and opened the meeting at 09:45 am, Local Time (Mauritius).

The Agenda was reviewed and adopted as presented by the Secretariat, with a note that it will be discussed at different intervals during the week.

1.1 Proposition to review the Chair and Vice Chair by AA

AA requested that before the Board proceeds with its business, he will like to table a resolution to review the Chairman and Vice Chairman of the AFRINIC Board as follows;

Resolution of the Board to reconstitute the chair and vice chair positions.

Whereas the board finds itself in a position where it feels a change of leadership is in order for reasons as detailed below, a nomination of interim chair and vice chair is hereby called. Immediately followed which, an election of the same shall be held, where a simple majority shall determine the position of chair and vice chair until such time as the board meeting immediately following the next AGMM.

The reasons as referred to above are as follows

- a.) There is currently conflict within the board that the current chair has been unable to mitigate or resolve.*
- b.) The conflict referred to in (a) has resulted in a lack of performance of the board in the execution of its vis-a-vis the community*
- c.) Feedback from members of the community and from senior personnel within other RIR's demonstrates a lack of faith in the ability of the current board, as demonstrated by posts on various mailing lists and other evidence.*
- d.) It is necessary for the board to demonstrate clear and decisive action that is being taken to resolve the current issues.*
- e.) This resolution is not necessarily indicative of lack of ability of the chair but merely indicative that the board feels a change is in order to restore unity and cohesion to the board.*
- f.) This resolution also serves to restore community trust through a demonstration of willingness to deal with the current board gridlock.*

The Resolution was proposed by AA and Seconded by KS.

The Board discussed the resolution proposed by AA.

The Legal Counsel informed the Board that Section 19 of the Bylaws states the way in which the appointment of a Chair and Vice Chair is made and the directors are required to elect as per the Bylaws. As a Legal Practitioner, his view is that if the Directors are to elect, they can also remove the Chair or Vice Chair as per the Mauritian Act, by a simple majority vote.

AG proposed that there should be sanctions against any Director who leaks information. First time a warning, and a second time, a concrete action against them.

AG suggested that the Chair should not consult the CoE without prior discussion with the Board.

There was a vote on the resolution as presented by AA. There were 4 votes in favour and 5 votes against.

The resolution was not adopted.

AA called for a vote of no confidence in the Chair. He reminded members that in terms of the Roberts Rule of Orders, the Chair cannot vote on the issue.

There were discussions of the performance of the Chair and of the Board. JW proposed that the Board adjourn for lunch and come back at 15:30.

The Board adjourned for lunch @ 13:28 Sunday 23 November 2014 Local Time Mauritius

+++++

The Board resumed @ 15:46 Sunday 23 November 2014 Local Time Mauritius

SF reconvened the meeting and asked the Members to be open to compromise.

JW reminded the Board that AA's motion of no confidence in the Chair is still under discussion.

SF explained that one compromise is for the Chair to step down and the Vice Chair to accept this position, if members have lost confidence in the Chair.

After discussions, JW proposed that SF be the Chair, BN Vice-Chair, AA and CB to withdraw their motions and resolutions for vote of no confidence.

BN decided to step down as Chair.

The Legal Counsel advised that the directors can elect a Chairperson.

There was a discussion on who should replace the Chair. Opinions were divided between (1) SF as Chair and AG as Vice Chair, or (2) SF as Chair and BN as Vice Chair.

AG stated that she would decline the position.

PN thanked BN for stepping down as Chair and acknowledged the fact that he has taken this decision in the interest of the Board.

Resolution 201411.210

The Board having taken cognizance that Mr Badru Ntege has stepped down as Chairman of the AFRINIC Board

Unanimously resolves

1. To appoint Mr Sunday Folayan as Chairman of the Board
2. To appoint Mr Badru Ntege as Vice Chair of the Board

Effective from Sunday 23 November 2014

Proposed by HN Seconded by PN. Motion passed with 7 votes for and 0 vote against.

SF took over as the Chairman of the Board. SF stated that it is a honour to be the Chairman and thanked the Board for putting their trust in him.

The following points were to be noted for discussion on the Agenda.

1.0 AA's proposed discussion on the CoE

1.2 Resolution on Board's internal working

The Chair reiterated that discussions inside the Board should remain confidential and the Board should decide what actions would be taken against any person that leaks such information.

There was a discussion about audio recordings and photos of internal documents.

The Legal Counsel pointed out that as per the Bylaws and the Company Act, the proceedings are recorded by the Secretary only, and no other recordings may be made.

PN highlighted that the online chat had been recorded and incorporated in the notes of some meetings.

SF requested that all audio recordings should be deleted.

AA confirmed that he was deleting his audio recordings.

The CEO informed the Board that if the WEBEX meeting has to be recorded, it has to be agreed upon by all the members and stored in one place only.

AA asked whether it could be noted by resolution that any unauthorized recordings will result in the expulsion of the Director.

The Legal Counsel replied that the Board could take that decision.

The Legal Counsel further added that he is very surprised that what he has been saying in the meeting is being recorded without his notice, this is an invasion of his rights and he may want to put his comments only in writing in the future.

AG sought confirmation from AA that he has deleted his recordings.

AA confirmed that the only recordings he had made was that of the CEO Recruitment Committee and there was agreement that it should be recorded.

The Legal Counsel explained to the Board that the normal practice when attending Board Meetings is to maintain confidentiality. As soon as a member walks into the Boardroom, their telephone is given to the Secretary and then returned after the meetings. He expressed discomfort at coming to the AFRINIC Board meeting and learning that he is being recorded.

The Legal Counsel emphasized that the Board needed to decide whether to make a resolution or amend the NDA.

The Board discussed the leakage of the resignation of the CEO before it was officially announced, and whether discussion of some issues with the CoE can lead to leakage of information.

AA suggested that the CoE should sign an NDA.

SF said that Council of Past Chairs may be a more appropriate name than the Council of Elders.

PN suggested changing the Bylaws to allow the past CEO to be included in the CoE.

BN and AA said that there was an internal memo that had been shared to the community, and it was forwarded by an unknown Board Member.

SF said that the question of the CoE signing an NDA should be discussed at a joint meeting between the Board and the CoE.

After discussion, the Chair SF called for a vote on the following resolution.

Resolution 201411.211

The Board resolves;

Information discussed within the Board should not be disclosed to third parties without approval. Violation may lead to expulsion from the Board as provided by the Bylaws.

However, information disclosed by the Board to third parties not under NDA to the Board is deemed to be no longer confidential and is deemed to be in the public domain.

There was 6 vote for and 1 abstention. The motion was passed.

The Chair requested the following action:

Action Item 201411.01: The Secretariat to hand over the resolution on the change in Chairman and Vice-Chairman to the Communication Department to be published by noon tomorrow.

2.0 Review and approval of documents related to the CEO Search

- 2.1 Timeline**
- 2.2 Recruitment Process**
- 2.3 Search Committee Charter**
- 2.4 Job Advert**

HE made a presentation to the Board on the CEO search.

The Board discussed the comments made by the CEO on the CEO Recruitment Timeline. The Board reviewed the dates proposed and also considered the email sent by [REDACTED] on the CEO recruitment.

HE informed the Board that the Committee made a request for the CEO to stay until the end of June, after the Africa Internet Summit meeting.

AA asked the CEO for his thoughts on this issue.

The CEO replied [REDACTED] and he cannot stay in the position beyond January 2015.

The Board discussed and reviewed the timeline, recruitment process and Search Committee Charter for the CEO position as presented by HE. After discussion, the Board resolved as follows:

Resolution 201411.212

The Board voted and approved unanimously the Search Committee Charter and Recruitment process.

The Board reviewed and approved the Chief Executive Officer Adverts and as for the job description it should be further corrected. It was decided that they should all be published before noon tomorrow.

Proposed by HE, Seconded by JW. Resolution passed unanimously.

Action Item 201411.02 : All documents with respect to the Recruitment of the CEO, namely the timeline, Search Committee Charter, Recruitment Process, Advertisement should be published by noon the next day.

BN proposed to ask the CEO to join the Search Committee. SF agreed.

The CEO replied that he will be happy to help. He informed the Board that he has sent his comments to HE directly and not to the Board. He can help as a non-voting member.

SF proposed to appoint CEO as Secretary to the Search Committee.

AA seconded SF's proposal.

The CEO clarified that he would provide advices only but not vote.

Resolution 201411.213

The Board approved that Adiel Akplogan be appointed as Secretary of the CEO Search Committee.

The Chair SF informed the Board that the meeting will resume the next day Monday 24 November 2014 at 09:00 am Mauritius Local Time and the following Agenda was proposed.

- 1.0 CEO Job Description
- 2.0 Council of Elders
- 3.0 Staff Presentation
- 4.0 Presentation from Heads of departments
 - 4.1 MS Services
 - 4.2 IT & Infrastructure
 - 4.3 Communications
 - 4.4 Finance
 - 4.5 Human Resources
 - 4.6 Introduction of the new departments:
 - 4.6.1 *Research & Innovations*
 - 4.6.2 *Capacity Building and Community Development*
- 5.0 ___Presentation on the Number Resource Allocation Process

(By RSM - Madhvi Gokool)

The Chair asked to adjourn the meeting at 20:59 Local Time Mauritius. Moved by AG and Seconded by AA.

Meeting adjourned at 21: 15 PM Mauritius Time Local Time.

+++++

Board Meeting resumed on Monday 24 November 2014 at 09:00 AM Mauritius Local Time.

Present:

Mr Adiel Akplogan(CEO)	Chief Executive Officer	
Mr Sunday Folygon (SF)	Chairman	Western Africa
Mr Badru Ntege (BN)	Primary Member	Eastern Africa
Mr John Walubengo (JW)	Alternate Member	Eastern Africa
Mr Haitham El Nakhel (HN)	Member	Northern Africa
Mr Christian Bope (CB)	Member	Central Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Ms Aminata A Garba (AG)	Member	Non Geographical
Mr Andrew Alston (AA)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

Apologies:

Dr Paulos Nyirenda (PN) Primary Member Southern Africa

Absent :

Mr Krishna Seeburn (KS) Member Indian Ocean

The Chairman SF welcomed and opened the meeting at 09:32am Mauritius Local Time. He informed the Board that PN has sent an apology, and noted that KS was not present.

1.0 CEO Job Description

HE made a presentation on the amended version of the CEO Job Description.

The Board reviewed and approved the Job Description as presented by the Search Committee.

[REDACTED]

The Board adjourned for lunch @ 14:00 Monday 24 November 2014 Local Time Mauritius

+++++

The Board resumed @ 15:00 Monday 24 November 2014 Local Time Mauritius

The Legal Counsel advised that discussion on integrity issues should be removed from the record.

The Chair SF ordered that all such discussion be removed from the record.

- 5.0 Staff Presentation**
 - 5.1. MS Services**
 - 5.2. IT & Infrastructure**
 - 5.3. Communications**
 - 5.4. Finance**
 - 5.5. Human Resources**
 - 5.6. Introduction of the new departments:**
 - 5.6.1. *Research & Innovations***
 - 5.6.2. *Capacity Building and Community Development***

The Management Team was invited to join the Board for their Activity Update.

Each Head of Department made a presentation on his department.

Alain Aina and Mukom Tamon were introduced to the Board as being the new Heads for the Research & Innovations Department and the Capacity Building and Community Development respectively.

The Board asked several questions and made several comments.

The Chairman SF thanked the whole Management Team for their respective presentations. He said that it was the best presentation that had ever been made to the Board and there are good improvements by the team.

The CEO said that Management has started to strengthen each team in 2012, and we are now seeing good results.

Presentation on the Number Resource Allocation Process (By RSM - Madhvi Gokool)

Madhvi made a presentation on the Number Resource Allocation Process.

+++++

Board Meeting resumed on Tuesday 25 November 2014 at 09:00 AM Mauritius Local Time.

Mr Adiel Akplogan	Chief Executive Officer	
Mr Sunday Folayan (SF)	Chairman	Western Africa
Mr Badru Ntege (BN)	Primary Member	Eastern Africa
Mr John Walubengo (JW)	Alternate Member	Eastern Africa
Mr Haitham El Nakhel (HN)	Member	Northern Africa
Mr Christian Bope (CB)	Member	Central Africa
Dr Paulos Nyirenda (PN)	Primary Member	Southern Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Ms Aminata A Garba (AG)	Member	Non Geographical
Mr Andrew Alston (AA)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

**Board Meeting resumed on Wednesday 26 November 2014 at 09:00 AM
Mauritius Local Time.**

Mr Adiel Akplogan	Chief Executive Officer	
Mr Sunday Folayan (SF)	Chairman	Western Africa
Mr Badru Ntege (BN)	Vice Chair	Eastern Africa
Mr John Walubengo (JW)	Alternate Member	Eastern Africa
Mr Haitham El Nakhel (HN)	Member	Northern Africa
Mr Christian Bope (CB)	Member	Central Africa
Dr Paulos Nyirenda (PN)	Primary Member	Southern Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Ms Aminata A Garba (AG)	Member	Non Geographical
Mr Andrew Alston (AA)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

Absent :

Mr Krishna Seeburn (KS) Member Indian Ocean

The Chair informed members that KS was still hospitalised.

1.0 Approval of notes last meeting dated 3 November 2014

The Board read and approved the notes of meeting dated 3 November 2014.

Resolution 201411.215

The Board approved the minutes of the Board meeting dated 3 November 2014 as presented by the Secretariat.

ME proposed. CB seconded.

2.0 Review of Action Items

Summary of Action Items 29 October 2014

Action Item [201410-01] : Board Travel to be further discussed at the next face-to-face meeting in Mauritius in November 2014.

Decision: The same budget from last year has been allocated to travel this year, depending on what the Board will decide. It was noted that the travel of the Selection Committee for the CEO Interview should also be considered. The CEO was requested to run the different travel scenarios on Board Travel and to report back.

Action Item to be kept Open.

Action Item [201410-02] : The resource abuse and allocation issue to be further discussed during the face-to-face Board meeting in Mauritius and SF to send an email on the rpd that the Board is presently discussing the issue and will come back to Community by the following Wednesday.

Decision: Action Item to be closed. Discussion made in present meeting.

Action Item [201408-01]: HE and KS to review the business plan as presented by the staff within the next 4 weeks and to report to the Board accordingly.

Decision: Action Item to be closed. Discussion made in present meeting.

Action Item [201408-03]: The Board to review and comment on the report on the 2014 Elections as submitted by ME within the next 14 days as from the date of present meeting.

and

Action Item [201408-04]: ME to collate all the comments of the Board after the 14 days and update the election guidelines. The final version of the Election Guidelines to be submitted to the Board for final review before publication for public comments.

Decision: Action Item to be closed. Discussion made in present meeting.

Action Item [201408-05]: The Board to review the report and suggestion made by the CEO to improve Transparency and Accountability within the next 30 days as from the date of the present meeting.

Decision: Action Item to be closed. Completed.

Action Item [201408-08]: The CEO to send an updated Strategic Plan Document to the Board by the end of August 2014 for final approval.

Action Item [201408-09]: The Board to review and approve the Strategic Plan Document within 14 days after submission by the CEO.

Decision: Both items above to be closed. Discussion made in present meeting.

Action Item [201408-10]: The Board to review and comment on the AGMM-2014 draft minutes within 30 days of the present meeting before submission for publication on the website.

Decision: Action Item to be closed. Discussion made in present meeting.

Action Item [201406-01]: The Finance Department to implement a process for the inventory of Fixed Assets and tagging. A Fixed Asset Register is to be maintained. The inventory to be completed as at 31 December 2014 and started before the auditing begins.

Action Item [201406-02]: The Board to take a policy on how AFRINIC will treat donations

Action Item [201402-03]: The Finance Department to consider how to account for donations in the book.

Action Item [201406-04]: The Board to consider how to manage reserve and to

define what are the 'rainy days', difficult situation whereby the excess money from reserve is to be used to cover any loss / situations identified.

Action Item [201406-05]: The Finance Committee to draft a report on the proper management of expenditures and specify a ceiling, before coming back to the Board.

Decision: Action Item to be kept Opened. Finance Committee to report accordingly.

3.0 Online Board Resolution

Ratification of Online decision taken by the Board - Constitution of CRISP Team

The Board ratified the online decision taken for the constitution of the CRISP Team.

Resolution 201411. 216

The Board resolved to appoint Mr. Alan Barrett, Mwendwa Kivuva as members of the AFRINIC community and Ernest Byaruhanga as AFRINIC Staff to the Consolidated RIR IANA Stewardship Proposal (CRISP) Team.

10.0 Capacity Building Plan Final Review by the Board of the Report submitted by KS and HE:

HE made a presentation on the training / capacity building plan.

The Board reviewed and discussed the recommendations. The Board voted the following resolution unanimously.

Resolution 201411.217

The Board resolves

To adopt the report on the Capacity Building Plan examined on 25 November 2014 during its meeting and to implement it as from the 2015 financial year.

11.0 Election Guidelines Review By ME Final version to be approved for publication for community comments

ME made a presentation on the election guidelines.

The only change proposed is that the NomCom Chairperson and appointed AFRINIC staff of the Election Committee will work together as per Section 10 of AFRINIC Bylaws .

The remainder of the report is purely informational.

The CEO stated that this procedural change can be added to the guidelines.

CB reminded the Board of the many problems that arose in Djibouti from the fact that the NomCom Chair was same as the Election Chair. He said that we should fix the issue by making the NomCom's role end with the presentation of the candidates.

Then the work of the NomCom is completed and handed over to the Election Committee who handles the election and announce the results. He said that the Election Committee should have a Chair who leads the election process.

ME agreed that he will rewrite the wording of the NomCom guidelines accordingly based on the above discussion of the Board.

The Board approved the Election Guidelines review as proposed by ME with minor changes. The Bylaws should be changed to add a Chair role to the Election Committee, and the Chair of the Election Committee should lead the Election.

**9.0 Strategic Plan 2015 – 2019
Final review and Adoption**

The Board reviewed the strategic Plan as presented by the CEO.

The Board discussed and pointed out that there is the need to have numeric measures of performance.

AG proposed to set a target on how much we want our revenue to increase within the next 5 years, and suggested reducing the HR budget to 55% of total expenses.

Resolution 201411.218

The Board resolves to adopt the final version of the Strategic Plan 2015 – 2019 as outcome of the process that involved the community, the staff and the Board.

Proposed by AG and Seconded by ME. Passed unanimously.

The Chair adjourned at 19:10 Mauritius Local Time. The Board to resume at 17:00 on Thursday 27 November 2014 and Meeting with the Council of Elders.

+++++

Meeting with the Council of Elders - Not Minuted.

The Board to resume tomorrow Friday 28 November 2014 morning at 08:00 for the budget meeting.

+++++

Board Meeting resumed on Friday 28 November 2014 at 08:00 Mauritius Local Time.

Mr Adiel Akplogan	Chief Executive Officer	
Mr Sunday Folayan (SF)	Chairman	Western Africa
Mr Badru Ntege (BN)	Deputy Chairman	Eastern Africa
Mr Christian Bope (CB)	Member	Central Africa
Dr Paulos Nyirenda (PN)	Primary Member	Southern Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Ms Aminata A Garba (AG)	Member	Non Geographical
Mr Andrew Alston (AA)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR) Legal Counsel

Absent :

Mr Krishna Seeburn (KS)	Member	Indian Ocean
Mr John Walubengo (JW)	Alternate Member	Eastern Africa
Mr Haitham El Nakhel (HN)	Member	Northern Africa

The Chair SF started the meeting and stated that he took the liberty to invite the CoE to the meeting. The CoE to join later.

[REDACTED]

Meeting with the Council of Elders - Not Minuted.

The Chair requested the Board to discuss an Email written by a member of the community, that was shared with the Board.

BN said that the email caused him emotional pain.

ME said that he was Chair of the finance committee, and the financial allegations were mere hearsay.

The CEO said a board member who had seen the report asked him if this is true.

The CEO left the room at 09:54

BN left at 09:56

AA said that he believed that the motivation for sharing the letter was to achieve personal aims.

BN returned at 10:06

The Chair SF asked the Board if he should stay in Mauritius until Tuesday to meet with the NRO EC.

AG agreed.

CB said that meeting with the other RIR Boards is a good idea. We should let the other RIRs understand that we are willing to do what is necessary for the good of the organization.

HE supported CB and also agreed to a meeting.

[REDACTED]

AG left at 10:17

PN suggested that the CEO, not the Chair, should meet with the other RIRs.

There was a discussion on this issue. The CEO and Chair were both asked to meet with the other RIRs.

Meeting closed at 11:09 Mauritius Local Time