

**DRAFT MINUTES OF THE BOARD MEETINGS HELD DURING AFRINIC22 MEETING IN TUNISIA STARTING
SUNDAY 31 MAY 2015 AT 09:00 LOCAL TIME REGENCY HOTEL, TUNISIA**

Present:

Mr Alan Barrett (AB)	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 Nakhal (HE)	Member	Northern Africa
Mr Paulos Nyirenda (PN)	Primary Member	Southern Africa
Mr Mark Elkins (ME)	Alternate Member	Southern Africa
Mr Christian Bope (CB)	Member	Central Africa
Mr Krishna Seeburn (KS)	Member	Indian Ocean
Mr Andrew Alston (AA)	Member	Non Geographical
Ms Aminata A Garba (AG)	Member	Non Geographical

In attendance:

Mr Ashok Radhakisson	Legal Counsel
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AGENDA

- 1.0 Welcome Address and Agenda Review
- 2.0 Approval of last notes of meetings dated 13 May 2015
- 3.0 Review of Action Items
- 4.0 Committees' Update
 - 4.1 Finance Committee

- 4.2 Audit Committee
- 4.3 Remuneration Committee
- 4.4 CEO Recruitment

- 5.0 AFRINIC Operations Report
 - 5.1 Operations
 - 5.1.1 Member Services
 - 5.1.2 Communications & PR
 - 5.1.3 Capacity Building and Community Development
 - 5.1.4 IT & Engineering
 - 5.1.5 Research & New Technology
 - 5.2 HR
 - 5.3 Finance

- 6.0 AGMM Proceedings and Upcoming Elections
 - 6.1 NOMCOM
 - 6.2 AGMM Logistics

- 8.0 Budget 2015

- 9.0 Board Dynamics

- 10.0 Board Mailing List Configuration

- 11.0 Meeting with the Council of Elders

- 12.0 AOB

BUSINESS OF THE DAY

1.0 Welcome Address and Agenda Review

The Chairman, Sunday Folyan (SF) welcomed and Members for being present in Tunisia. He opened the meeting at 9:18 Local time Tunisia. He outlined the procedures for going through the meeting and appealed to Members to make effective time management in order to be able to cover all the Agenda Items.

The Chairman made a review of the Agenda and invited comments or addendum from Members.

1.1 Outstanding Notes of Meetings

Mark Elkins proposed that in order to align AFRINIC with all other RIRs' and for the sake of transparency, the AFRINIC Board to publish the Minutes of all Board meetings on the AFRINIC Website, both past and future, as and when they have been approved by the Board, that is when the minutes of the previous meeting have been accepted.

The Board debated on the list of minutes presently outstanding at the Secretariat and the comments received with regards to their publication, especially for the November 2014 meeting held in Mauritius.

The Chair explained that the minutes of the last face to face meeting held in Mauritius was over 100 pages and with all consequent meetings held by the Board in short lapse of time till May 2015, there has been a backlog and there are deadlines that have been missed.

The CEO said that hiring additional assistance to help with drafting minutes would not be realistic, there are issues which require confidentiality and background knowledge. The staff should be able to clear all the backlog of minutes within one month from today.

The Secretariat was requested to complete all outstanding minutes.

2.0 Approval of last notes of meetings dated 13 May 2015

The minutes of the last meeting held on the 13 May 2005 was approved with amendments.

Resolution 201505.231

The Board approved the minutes of last Board meeting held on 13 May 2015 with amendments.

3.0 Review of Action Items

ACTION [052015 -01] : The Nomination Form to be amended next year to capture all information on the candidates as described by the Bylaws.

Status: Action Item to be Closed.

ACTION [052015-02] : The CEO to send an email to the NomCom informing that the Board has approved the list of candidates as proposed by the NomCom and note that some information is missing.

Status: Action Item to be Closed.

ACTION [052015-03] : Haitham El Nakhal to draft a report on behalf of the Board on the discussions held, observations and shortcomings noted on the NomCom within 5 workings days

Status: HE to report to the Board under Agenda Item No. 6.1

4.0 AGMM Proceedings and Upcoming Elections

6.1 AGMM Logistics

The Board discussed on the process for Evoting and Proxies during the election, the trustees and the mechanism for election on the floor.

The CEO Alan Barrett explained that the election guidelines said that proxies should be appointed 48 hours before the election day and he is proposing to relax this condition to 24 hours.

After debating the above, the Chairman invited for vote. There were 4 votes for and 5 votes against the proposal.

The decisions of the Board was as listed below and the CEO will send an email to staff to summarise the decisions.

- (i) The 48 hours should not be relaxed to 24 hours before the election day
- (ii) The election through evoting will be opened as soon as possible after the Chair announcement and close 10 minutes after decision to close is announced by the Chair
- (iii) Announcement will be made by the Chair on the floor, and announcement to be made in the chatroom

The Board break for lunch at 12:30 and resumed at 13:30.

5.0 AFRINIC Operations Report

5.1 Operations

5.1.1 Member Services

5.1.2 Communications & PR

5.1.3 Capacity Building and Community Development

5.1.4 IT & Engineering

5.1.5 Research & New Technology

5.2 HR

5.3 Finance

Each Head of Departments made a presentation on his respective Unit; excluding Alain Aina for Research and New Technology, he was taken with workshops at AFNOG and shared his presentation by email.

The Board requested Head of IT & Eng to look into the Board mailing list as there seem to be emails not being delivered on the list.

6.0 Committees' Update

6.1 Audit Committee

The Chair of the Audit Committee, Paulos Nyirenda, made a presentation on the audit exercise, the issues encountered and the observations of the Audit Committee.

The Audit Committee highlighted to the attention of the Board that the Auditor was not compliant and the audit document they submitted was not in order and the auditors missed the deadline.

The Board discussed thoroughly the recommendation of the Audit Committee not to appoint KPMG as the auditor for 2015. The RFP that was carried out in 2015 was reconsidered and the Audit Committee proposed that Deloitte & Touche be the next Auditor.

7.0 Adjournment

The Chairman adjourned the meeting at 17:45

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Board Meeting - Monday 1 June 2015 starting at 10:10

Aminata Garba not in attendance

8.0 Report of the Audit Report. (To be Continued).

The Chair of the Audit Committee, Paulos Nyirenda, continued his report on the Auditing and the Financial Statements.

It was highlighted to the Board that the Audit Committee believes that the Auditor KPMG did not do a good auditing. There were many discrepancies and deadlines were not met accordingly. KPMG stated that they did not comply with their own internal processes and has not follow the methodology to complete the report. There were 4 variances of the audit reports. Based on that, there is no full confidence in the work that KPMG has carried out. It was proposed that additional time, 3 months, be given to the auditor to complete the auditing and it will not be good to fire them at this point.

However, the committee also stated that they have received confirmation from KPMG that the figures in the Financial Statements are stable and also received the confirmation from the AFRINIC Finance Director that the figures correspond to the ones from AFRINIC during the Audit. Thought the auditor is giving assurance that the figures are correct, the Audit Committee feels that the figures were not checked correctly.

The Board do not have the power to reject the report, the report should be presented to the community and the current situation be exposed to the community, which shall decide whether to grant additional time for KPMG to fix the issues or to approve or reject the audit report.

ME proposed to have a comprehensive audit every 10 years, as a good practice measure, to go much deeper within the financials and know the real status of the company.

The Board resolved

Resolution 201506.232

In the light of these process and methodology flaws as outlined by the Audit Committee, the Board to recommend to the AGMM that KPMG be given an additional 60 days to revise and complete the report time.

Motion passed unanimously by majority vote.

The Audit Committee was requested to review its report in line with discussions held and the report of the Audit Committee's presentation to the community to be approved tomorrow by the Board and then release to the community with the Financial Statements.

10.0 Meeting with the Council of Elders

The Chair, SF welcomed the CoE and apologized for the delay in scheduling the meeting.

The Agenda and discussion for the meeting was proposed as follows;

1. CEO Recruitment

The Chair, SF, thanked the role of the CoE in the recruitment of the CEO . He thanked Pierre Dandjinou who chaired the Interview Panel, both online and physically.

SF introduced the new CEO, Alan Barrett, to the CoE

2. /12

The Chair stated that the CEO has been briefed to make sure that the staff use all the rules to ensure that resources do not move out of the region. But there are no policies to restrict the resources within AFRICA, if the community want to change that then they can change it through the policies development process.

3. 10 Years Anniversary

The CEO made an overview of the different activities that have been earmarked for the celebration of the 10th year anniversary. Will like to invite the pioneers to be there.

4. Future AFRINIC Meetings

The Chair, explained to the CoE that based on the present financial situation, it is proposed that only the Chair of the Council of Elders be fully sponsored for attending the AFRINIC Meetings; or such sponsorship be deferred to another CoE whose travel is not taken in charge by his organization.

5. CoE / Board Relationship

Mrs Maimouna Diop, thanked the Chair and expressed her appreciation for the opportunity to meet with the CoE . On behalf of the CoE, she informed the Board that the CoE has a statement to make, that she will read and share before we share with the community.

Maimouna Diop read the statement.

-----statement by CoE-----

June 3, 2015

The council of elders is pleased to be present at the tenth anniversary, participate in activities of Afrinic and to attend the policy discussions. We first like to congratulate the Afrinic community for successfully establishing the number registry for Africa and operating it for a decade. This is a significant achievement that no one should attempt to take for granted. We thank all those who worked tirelessly to get this far and also thank our global partners for the constructive environment that enabled Afrinic to grow

We the CoE have noticed several proposals at Afrinic22 meeting including some special resolutions to amend the Afrinic bylaws by resolutions and voting. The current bylaws were adopted recently in January 2013 and had been developed by a bylaws review committee drawn from the wider community and with community participation. The change from community led, consensus based approach to evolving a fundamental community owned document, with amendments by resolution and voting is of great concern to the CoE. Perhaps, these proposals are intended to address important and relevant issues, however, we think for those very reasons the process to accomplish this, must give chance for community to understand the motivation and give an opportunity to contribute to discussions while consensus is preferred to voting on such matters.

The above discussion coming after ten years operation of the registry and during the IANA transition discussions globally, calls for a deep review of accountability of Afrinic. The CoE encourages a review of Afrinic accountability where subjects such as how to build a stronger community and increased participation, improved reporting practices, making board meeting minutes public, having public board meetings, appeal mechanisms, dispute resolution, separation of Afrinic secretariat from Afrinic community and service level commitments would be earnestly discussed and built upon

While we are aware that the Board does not have to follow our advise, we are also aware of our responsibility towards our community and our history, therefore we will continue to give our humble opinion.

To conclude, the CoE stands ready to contribute whenever possible and bring its voice to the overall construction of Afrinic. In this regard, CoE suggests that the concept of Advisory Council in the original Afrinic proposal is worthy of consideration.

Our sincere congratulations to all
Thank you
From Council of Elders, Afrinic

The Chair, SF clarified that the Board have discussed the decision to propose resolutions, and that the Board has the responsibilities to publish to the community the resolutions that they have received from the community. The resolutions are not resolutions of the Board, but resolutions of person who is in the Board.

9.0 Adjournment

The Chairman adjourned the meeting at 12:45

Board Meeting - Wednesday 3 June 2015 starting at 07:20

10.0 Breach of NomCom Mailing list / discussion of Board issues outside the Board Mailing List

The Board discussed the perception that there are Board matters that are being discussed outside the Board Mailing List and on other forum like WhatApps. The Board thoroughly discussed on the Non-Disclosure Agreement that restrict Board Members from debating Board Affairs publicly.

And also, debated on the NomCom mailing list, which has been tempered, and emails are now public.

The hacking of the NomCom mailing list is not ethical; it is believed that it is not illegal because the link to access the NomCom is available on the website and there is no disclaimer. However, it is considered as a malicious act since it has been done during an upcoming election. Even if the link is available on the website, it does not mean that the archives and contents can be downloaded and distributed.

The Board instructed the CEO to look into the situation and to report back to the Chairman.

11.0 NOMCOM

The Chair, SF, invited the Board to comment on the report of Haitham El Nakhal on the NomCom and to vote on whether to release the report to the community or not.

The Board agreed for HE to review the report and present again at a later stage.

12.0 Audit Report

The Board reviewed the amended report of the Audit Committee and agreed to release the report and the financials to the community.

13.0 Adjournment

The Chairman adjourned the meeting at 09:30

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Board Meeting - Thursday 4 June 2015 starting at 07:30

14.0 Publication of Minutes

The Board further discussed on the publication of minutes online based on best practices and the actual procedures within the other RIRs and ICANN. The introduction of Execution Session was also debated with regards to consideration of sensitive and confidential Agenda Items.

It was also agreed that only redacted version of minutes will be published on the website.

Resolution 201506.233

In the interest of accountability and transparency resolves to henceforth publish the minutes of the Board meeting within 7 days of its approval from the Board.

Resolution passed unanimously.

Resolution 201506.234

Resolves to publish the minutes of the meetings of the Board from June 2014 in such format approved by the Board.

15.0 November 2014 – Draft Notes of Meetings

The Board reviewed the motions and resolutions passed during the November 2014 meeting held in Mauritius. It was agreed to publish the list of motions and resolutions to the community subject to the completion of the redaction of the transcript.

There was objection from BN and CB on the chronology of events, which lead to change of Chairmanship in Mauritius and all the rumours that are circulating within the community on the issue.

The Board agreed on the motions and resolutions passed and to release the list to the community with immediate effect.

13.0 Adjournment

The Chairman adjourned the meeting at 08:30 to attend the AGMM

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