

MINUTES OF THE BOARD MEETING HELD ON MONDAY 26 JUNE 2015 AT 15:44 UTC

VIA THE WEBEX ONLINE CONFERENCE SYSTEM

Present:

Mr Alan Barrett [AB]	Member	Chief Executive Officer
Mr Sunday Folayan [SF]	Chairman	Western Africa
Mr John Walubengo [JW]	Member	Eastern Africa
Mr Haitham El Nakhal [HE]	Member	Northern Africa
Mr Mark Elkins [ME]	Member	Southern Africa
Mr Krishna Seeburn [KS]	Member	Indian Ocean
Mr Andrew Alston [AA]	Member	Non Geographical
Ms Aminata A Garba [AG]	Member	Non Geographical

Apologies:

Mr Christian Bope [CB]	Member	Central Africa
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Agenda:

- 1.0 Welcome Address and Agenda Review
- 2.0 Online Resolutions to be ratified – IETF Endowment
- 3.0 Approval of the Minutes of the Board Meeting dated 05 June 2015 at 10:15 Local Time held in Tunisia
- 4.0 List of all meetings not yet minuted – D2
- 5.0 Andrew Alston's Integrity Issues
- 6.0 AOB

BUSINES OF THE DAY

1.0 Welcome Address and Review

The Chairman, Sunday Folayan (SF) proceeded with a roll call to confirm quorum, welcomed the Members present online and opened the meeting at 15:44 UTC.

The Chairman presented the Agenda of the meeting and invited any comments and/or addendum from Members.

The CEO, Alan Barrett (AB) proposed to improve the description of Agenda Item No 2.0, to include the date and time of the meeting. The Agenda Item No. 3.0 to be read as 'Approval of the Minutes of the Board Meeting dated 05 June 2015 at 10:15 Local Time held in Tunisia – D1' instead of 'Approval of the 10 Minutes Stage Meeting - D1'.

Andrew Alston (AA) informed the Chairman that he has sent a proposed resolution by email to him and if the resolution will be discussed under AOB or as another item on the Agenda. The Chairman noted that the proposed resolution will be discussed under AOB.

The Agenda was approved with amendments on a motion moved by Andrew Alston and seconded by Kris Seeburn.

1.0 Online Resolution to be ratified

Resolution 201506.235

WHEREAS the IETF creates the standards that allow the Internet to function, including defining the structure of IP addresses and other identifiers;

WHEREAS the Internet Society established an Open Internet Endowment in 2013 to support open standards initiatives, including the IETF and complimentary activities that promote the health of the Internet;

WHEREAS in April 2015 the Internet Society renamed the Open Internet Endowment to the IETF Endowment, and changed the terms to make it for the exclusive benefit of the IETF;

WHEREAS AFRINIC benefits from the work of the IETF and has an interest in the sustainability of the IETF;

RESOLVED that AFRINIC will contribute the sum of ten thousand US Dollars (USD 10,000.00) to the IETF Endowment.

The Chairman invited the Board to read through the resolution regarding the IETF Endowment and propose any correction and/or addendum. The Chairman proposed to include in the resolution that it is a one time contribution to IETF by AFRINIC and not an annual contribution.

The resolution was approved unanimously with amendments to the last paragraph

The revised resolution is as follows;

Resolution 201506.235

WHEREAS the IETF creates the standards that allow the Internet to function, including defining the structure of IP addresses and other identifiers;

WHEREAS the Internet Society established an Open Internet Endowment in 2013 to support open standards initiatives, including the IETF and complimentary activities that promote the health of the Internet;

WHEREAS in April 2015 the Internet Society renamed the Open Internet Endowment to the IETF Endowment, and changed the terms to make it for the exclusive benefit of the IETF;

WHEREAS AFRINIC benefits from the work of the IETF and has an interest in the sustainability of the IETF;

RESOLVED that AFRINIC will contribute a once-off amount of ten thousand US Dollars (USD 10,000.00) to the IETF Endowment.

Proposed by Alan Barrett and Seconded by Andrew Alston.

Passed unanimously.

2.0 Approval of the Minutes of the Board Meeting dated 05 June 2015 at 10:15 Local Time held in Tunisia – D1

The Chairman, SF, invited addendum or comments from the Board on the minutes of the Board Meeting dated 05 June 2015 at 10:15 Local Time in Tunisia, prior to its approval. Several minor corrections were requested from members;

The Board approved the corrections to be made to the minutes accordingly.

Resolution 201506.236

The Board approved the minutes of the last Board meeting held on the 05 June 2015 at 10:15 Local Time in Tunisia with amendments.

Moved by Kris Seeburn. Seconded Andrew Alston.

Passed unanimously.

The Chairman asked if the minutes should be published online and an email could be sent to the community for the sake of accountability advising them that the Board has approved the minutes of the Board meeting held on the 05 June 2015 at 10:15 Local Time in Tunisia and will be published shortly on the website.

Andrew Alston (AA) and Alan Barrett (AB) were of the view that the minutes should be published at a later stage, when we are ready to publish all the outstanding minutes and there are no substantial matter in the present minutes requiring it to be published now.

3.0 List of all meetings not yet minuted – D2

The Chairman advised that the purpose of discussing the above Agenda Item is to ensure that we do not lose track of the list of those meetings held and keep them on records.

The Chairman requested the Secretariat to circulate the list of meetings and the attendance sheet to the Board Mailing List.

The Board approved the list of meetings as presented by the Secretariat.

Moved by : Haitham El- Nakhal Seconded: Kris Seeburn.

Action Item [201506-01] : The Secretariat to circulate the list of meetings and the attendance sheet to the Board Mailing List.

4.0 Andrew Alston's Integrity Issues

The Chairman briefed the Board on the background behind the discussion of integrity issues against Andrew Alston.

The Chairman ordered for the Executive Session to start at 16:31 UTC.

******NOT MINUTED******

The Chairman ordered to move out of the Executive Session at 16:49 UTC.

******MINUTES RESUMED******

The Board meeting resumed at 16:49 UTC.

Alan Barrett proposed the following resolution;

RESOLVED that there is no basis for disciplinary action against Andrew Alston.

The Board debated the above proposed resolution and after discussion approved the final resolution to be read as follows.

Resolution 201506.237

WHEREAS there was as an allegation that Andrew Alston paid Members to vote for him

onto the Board

The Board RESOLVED that there is no evidence of substance to institute disciplinary action against Andrew Alston

Proposed by Haitham El-Nakhel and Seconded by John Walubengo.

Passed unanimously.

Andrew Alston abstained from voting on the resolution.

5.0 AOB

5.1 Proposed Resolution from Andrew Alston

Whereas the auditors have been requested to do an in depth analysis of the financial position of the 2014 financial year and a potential re-statement of the figures;

Whereas there is a potential that the information may expose maladministration, either via negligence or via malicious intent;

The Board hereby resolves that the outcome of any investigation, irrespective of what it may reveal, be forthwith made public within the community, and any wrong doing found, if any, shall be reported immediately to the financial authorities in Mauritius where AfriNIC is domiciled.

The Chairman ordered for the Executive Session to start at 17:01 UTC.

******NOT MINUTED******

The Chairman ordered to move out of the Executive Session at 17:26 UTC.

******MINUTES RESUMED******

The Chairman proposed that for the Legal Counsel to look into the resolution and advise whether it serves as a cover for Board members or not. Based on his guidance, further discussion and voting on the resolution to be made online using the Board Mailing List tomorrow Tuesday 30 June 2015.

The Chairman to submit the proposed resolution by email tonight to the Legal Counsel for advise.

Action Item [201506-02] : The Chairman to submit the proposed resolution of Andrew Alston on the Financial Statements by email at the end of the present Board Meeting dated 29 June 2015 to the Legal Counsel Me Ashok Radhakisson for advise.

Action Item [201506-03] : After receipt of the advise of the Legal Counsel Me Ashok Radhakisson, the Board to discuss and vote online on the

proposed resolution of Andrew Alston on the Financial Statements on the Board mailing list.

5.2 CEO Search Committee Mailing List

Haitham El Nakhal made a motion to the Board for the CEO Search Committee Mailing List to be closed. Approved by the Board. Moved by Haitham Seconded Kris Seeburn

Action Item [201506-04] : The Secretariat to request the IT Department to close the CEO Search Committee Mailing List.

6.0 Adjournment

The Chairman adjourned the meeting at 17:31 UTC.