

**MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 22 JULY 2015 AT 15:00 UTC
VIA THE WEBEX ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett [AB]	Chief Executive Officer	
Mr Sunday Folayan [SF]	Chairman	Western Africa
Mr Abibu Ntahigiye [AN]	Member	Eastern Africa
Mr Christian Bope [CB]	Member	Central Africa
Mr Haitham El Nakhal [HE]	Member	Northern Africa
Mr Lucky Masilela [LM]	Member	Southern Africa
Mr Krishna Seeburn [KS]	Member	Indian Ocean
Mr Andrew Alston [AA]	Member	Non Geographical

Apologies:

Ms Aminata A Garba [AG]	Member	Non Geographical
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Agenda:

PART 1 - Officer Elections [CEO to Lead]

- 1.0 Welcome Address and Reminder of Election Process
- 2.0 Introduction of Candidates - **[D1]**
- 3.0 Election of Officers (Chairman and Vice-Chairman)
- 4.0 Adoption of a Resolution to appoint the newly elected officers
- 5.0 End of Election

PART 2 - [New Chair to Lead]

- 6.0 Minutes of previous meetings to be deferred to next formal Board Meeting
- 7.0 Online Board Resolution (to be ratified)
 - 7.1 Outcome of in-depth financial analysis

- 7.2 Appointment of new Directors to Audit Committee
- 7.3 Transcription Services
- 7.4 Proposed Policy AFPUB-2014-GEN-004-DRAFT-03 for Resource Reservation for Exchange Points – **[D2]**
(To be Ratified)
<http://afrinic.net/en/community/policy-development/policy-proposals/1423-afpub-2014-gen-004-draft-03>
- 8.0 Constitution of Committees for 2015 – 2016 - **[D3]**
 - 8.1 Finance Committee – **[D4]**
 - 8.2 Audit Committee – **[D5]**
 - 8.3 Remuneration Committee – **[D6]**
- 9.0 Corporate Governance Committee
 - 9.1 Consider Term of Reference – **[D7]**
 - 9.2 Consider Community Input
 - 9.3 Consider appointment of members
- 10.0 Appointment to external Bodies
 - 10.1 Appoint a Director as Observer to NRO-EC
 - 10.2 Board Appointee to the NRO-NC/ASO-AC
- 11.0 Audit Committee – **[D8]** Report as circulated by Andrew Alston today 22jul15
- 12.0 Next formal Board Meeting – 12 August 2015
- 12.0 AOB
- 13.0 Adjournment

1.0 Welcome Address and Reminder of Election Process

The CEO welcomed the Board Members present online and opened the meeting at 15:08 UTC. A roll call was conducted to confirm quorum.

1.1 Agenda review

The CEO made a review of the Agenda and briefed on the present Election Process in place for the election of the Chairman and Vice-Chairman of the Board.

Andrew Alston suggested that an agenda item should be added to appoint the newly elected Directors. The CEO agreed to add this as item 1.2 before the election of Chair and Vice Chair.

1.2 Adoption of a Resolution to appoint the newly elected officers

It was agreed to start the meeting with the adoption of resolution to appoint the newly elected Directors, Lucky Masilela and Abibu Ntahigiye. The following resolution was adopted.

Resolution 201507.238

Whereas Messrs Lucky Masilela and Abibu Ntahigiye were elected to the Board of AFRINIC during the AGMM in Tunis on the 5 June 2015;

Whereas Badru Ntege and Paulos Nyirenda resigned on the 5 June 2015;

Whereas Messrs John Walubengo and Marks Elkins completed their terms on the 30 June 2015;

The Board resolves;

To appoint Messrs Lucky Masilela and Abibu Ntahigiye to the Board with effect from 01 July 2015;

To remove Messrs John Walubengo, Marks Elkins, Badru Ntege and Paulos Nyirenda from the list of Directors at the Registrar of Companies of Mauritius.

Proposed by Alan Barrett and Seconded by Kris Seeburn

There was no objection and the motion was passed unanimously.

2.0 Introduction of Candidates

The CEO lead the election and summarised that as per the 'Call for Nominations' process the following candidates have been nominated for the position of Chairman and Vice-Chairman respectively.

(i) Nomination for the Chairman Position - one nomination

1. Sunday Folayan

Nominated by Andrew Alston and Seconded by Kris Seeburn.

(ii) Nomination for the Vice-Chairman Position - 2 nominations

1. Haitham El Nakhal

Nominated by Andrew Alston and Seconded by Abibu Ntahigiye

2. Christian Bope

The CEO asked whether there were any additional nominations. There were none.

The CEO asked whether those nominated for the Vice Chairman position would like to stand for the Chairman position. The nominees declined to stand.

3.0 Election of Officers (Chairman and Vice-Chairman)

(i) Election of Chairman

Since there was only one candidate for the Chairman position, the CEO called for a YES or NO vote in favour of Sunday Folayan as Chairman.

Sunday Folayan was unanimously elected as Chairman of the AFRINIC Board.

(ii) Election of Vice-Chairman

The CEO requested a vote by roll call for the position of Vice-Chairman.

There were 4 votes for Haitham El Nakhal, 2 votes for Christian Bope and 2 abstention.

4.0 Adoption of a Resolution to appoint the newly elected officers

Resolution 201507.239

The Board resolves

Whereas the Board has voted to elect a new Chairman and Vice-Chairman, the Board resolves to appoint Mr Sunday Folayan and Mr Haitham El Nakhal as Chairman and Vice Chairman respectively, for a period of 1 year.

Proposed by Andrew Alston and Seconded by Abibu Ntahigiye

There was no objection. The motion was passed unanimously.

5.0 End of Election

The CEO handed over the meeting to the new Chairman, Mr Sunday Folayan at 15:38 UTC.

The Chairman thanked the CEO and the Board for the trust and the confidence they put into him for this one-year term. He made a plea for the Board to work in the spirit of transparency, understanding and support.

PART 2 - [New Chair to Lead]

6.0 Minutes of previous meetings to be deferred to next formal Board Meeting

The Chairman requested that the Draft notes of meetings of the November 2014 be reviewed by the CEO in the first time and shared on google docs for review by the Members within the next 7 days.

7.0 Online Board Resolution (to be ratified)

7.1 Outcome of in-depth financial analysis

Resolution 201507.240

Whereas the auditors have been requested

- (i) to conduct an in depth analysis of the financial position of the company for the 2014 financial year, and
- (ii) to re-state the figures thereof, where the in-depth analysis so warrants,

Whereas there exists the possibility that any in-depth analysis may expose potential maladministration, resulting either because of negligence or due to malicious intent;

The Board hereby resolves:

- (i) that a summary of the outcome of the analysis shall be made available to the community as soon as is practicable;
- (ii) that any wrong doing uncovered, if any, shall be reported to the financial authorities in Mauritius where AfriNIC is domiciled.

Proposed by Sunday Folayan and seconded by Andrew Alston

This resolution was approved via email on 08 July 2015.

Resolution ratified unanimously.

7.2 Appointment of new Directors to Audit Committee

Resolution 201507.241

Whereas the Audit Committee requires at least 3 members;

Whereas the departure of Dr Paulos Nyirenda on 05 June 2015 and Mr John Walubengo on 30 June 2014 left the Committee with only 2 members

The Board resolves;

To appoint Messrs Lucky Masilela and Abibu Ntahigiye to the Audit Committee with effect from 07 July 2015.

Proposed by Kris Seeburn and Seconded by Andrew Alston

This resolution was passed via email on 9 July 2015.

Resolution ratified unanimously.

7.3 Transcription Services

Resolution 201507.242

WHEREAS there is a need to prepare minutes or transcripts of meetings of the Board, committees, or other groups;
WHEREAS such meetings may include confidential information;
WHEREAS it may be convenient from time to time to enlist the assistance of outside contractors in preparing minutes or transcripts;
THEREFORE the Board RESOLVES that outside contractors may be used to handle confidential information, provided such contractors are bound by a non disclosure agreement (NDA) approved by AFRINIC's legal advisor.

Proposed by Alan Barrett and seconded by Christian Bope

This resolution was passed via email on 14 July 2015.

Resolution ratified unanimously.

7.4 Proposed Policy AFPUB-2014-GEN-004-DRAFT-03 for Resource Reservation for Exchange Points – [D2] (To be Ratified)

<http://afrinic.net/en/community/policy-development/policy-proposals/1423-afpub-2014-gen-004-draft-03>

Resolution 201507.243

Whereas the policy AFPUB-2014-GEN-004-DRAFT-03 (Resource Reservation for Exchange Points) has gone through the policy development process and has reached consensus; the Board resolves to ratify the policy as from the 22nd of July 2015

Proposed Andrew and Seconded Kris Seeburn

Resolution ratified unanimously.

8.0 Constitution of Committees for 2015 – 2016 - [D3]

The Board discussed the reconstitution of the Committees. The proposed members of committees were as follows;

Finance Committee: Haitham El Nakhal, Kris Seeburn , Alan Barrett

Audit Committee: Andrew Alston, Lucky Masilela, Abibu Ngtagihiye, Christian Bope

Remuneration Committee: Aminata Amadou Garba, Sunday Folayan, Alan Barrett

It was agreed for the Committees to continue to work as it is constituted for now, pending the views of Aminata Amadou Garba in the next 3 days. The Committee was also requested to work on their respective charters for the next 7 days.

The Board agreed to reach consensus on the Board mailing list.

Kris Seeburn left the meeting at 16:03 UTC

Andrew Alston informed the Board that he will not be available from the 29 July 2015 to the 15 August 2015 and that he will transfer all his rights and responsibilities to Kris Seeburn during his absence.

9.0 Corporate Governance Committee

9.1 Consider Term of Reference – [D7]

The CEO briefed on the Term of Reference for the Governance Committee as circulated online for Board review. He highlighted that some points do not have consensus and to be further considered by the Board. The CEO suggested to discuss online until 27 July, and to then send to the Community after the Board had reached agreement.

9.2 Consider Community Input & 9.3 Consider appointment of members

Above Agenda Items will be considered subject to above action items.

10.0 Appointment to external Bodies

10.1 Appoint a Director as Observer to NRO-EC

Resolution 201507.244

Whereas the board is required to appoint an observer to the NRO-EC; the Board resolves to appoint Sunday Folayan as the board observer to the NRO-EC

Proposed by Alan Barrett and Seconded by Andrew Alston.

Approved unanimously.

Kris Seeburn joined the meeting again at 16:55 UTC

10.2 Board Appointee to the NRO-NC/ASO-AC

Resolution 201507.245

Whereas the board is required to appoint a member to the NRO-EC; The Board resolves to re-appoint Mr Mark Elkins to the NRO-NC for a term of 1 year beginning 1 January 2016

Proposed by Andrew Alston and Seconded by Christian Bope.

Approved unanimously.

11.0 Audit Committee – [D8] Report as circulated by Andrew Alston today 22jul15

The Chairman ordered the Board to enter into the Executive Session at 17:14 UTC

No Minutes to be taken. The Chairman was disconnected from WEBEX at 17:50 UTC and the Vice-Chair Haitham El Nakhal lead the meeting.

The Vice Chair ordered the Executive Session to be ended at 18:10 UTC.

Resolution 201507.246

Whereas the Board feels the current draft letter of representation as proposed by KPMG on the 22nd of July 2015 is not appropriate and contains elements that the board feels should not be contained in the letter of representation, the board resolves to mandate the audit committee to discuss the letter of representation with KPMG and renegotiate the contents thereof

Proposed by Andrew Alston and Seconded by Kris Seeburn

The motion was unanimously adopted.

12.0 Next formal Board Meeting

The next Board meeting is scheduled for 12 August 2015.

Andrew Alston reminded the Board that he will be on leave, and all his powers and duties is being granted to Kris Seeburn as per Section 14.4 of the Bylaws.

13.0 AOB

No other Business.

Abibu Ntahigiye intervened to concur with the openings remarks of the Chairman on the need for working as a team.

14.0 Adjournment

The Vice Chair adjourned the meeting at 18:16 UTC

Proposed by Lucky Masilela and Seconded Kris Seeburn.