



MINUTES OF THE BOARD FACE-TO-FACE MEETING HELD ON 10 AND 11 OCTOBER 2019 IN THE BOARDROOM AFRINIC HEADQUARTER MAURITIUS

Present:

Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr Robert Ford (RF)	Member	Eastern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Seun Ojedeji (SO)	Member	Non Geographical
Mr Serge Ilunga (SI)	Member	Non Geographical - Remotely

In Attendance:

Mr Patrisse Deesse	Interim Chief Executive Officer
Me Ashok Radhakisoon	Legal Counsel

Apologies:

AGENDA

1. Opening Remark by the Chair
2. Adoption of the Agenda
3. Approval of Draft Minutes of Meetings
 - 3.1 dated 23 August 2019
 - 3.2 dated 6 September 2019
 - 3.4 Matters Arising out of previous minutes
4. Review of Action Items
5. Committees' Report
 - 5.1 CEO Search Committee
 - 5.2 Remuneration Committee
 - 5.3 Audit Committee
 - 5.4 Finance Committee
 - 5.5 Technical Committee

6. Letter from DPO
7. ICEO Report 2
8. Resignation of Patrisse Deesse
9. Strategic Plan Assessment
10. AoB
 - 10.1 Update on Angola AFRINIC32 & AIS2020
 - 10.2 Angola - Committees and Board Meeting Dates
 - Board Meetings - Sat 30 Nov19 and Sun 1 Dec19
 - Committees - Fri 29 Nov19
 - 10.3 Declaration of Interest.
 - 10.4 Publication of Minutes

BUSINESS OF THE DAY

1. Opening Remark by the Chair

The Chair welcomed the members present and opened the meeting at 10:30 hrs Local Time Mauritius.

A roll call was carried out to confirm quorum. The Members agreed to waive the 14 day's notice to hold the meeting.

2. Adoption of the Agenda

The Agenda was adopted with amendments. Proposed VM. Seconded HY.

3. Approval of Draft Minutes of Meetings

3.1 dated 23 August 2019

Resolution 201910.518

The Board approved the minutes of the Board meetings held on 23 August 2019 with amendments.

Proposed. HY. Seconded RF. Resolution passed unanimously.

3.2 dated 6 September 2019

Resolution 201910.519

The Board approved the minutes of the Board meeting held on 6 September 2019 with amendments.

Proposed. SO. Seconded HY. Resolution passed unanimously.

3.3 Matters Arising out of previous minutes

The Chair made a progress update on resolution 201909.516 with regards to the constitution of the Reform Committee.

After discussion, the Board decided to amend the decision and the following resolutions were passed;

Resolution 201910.520

WHEREAS the Board has reviewed resolution Resolution 201909.517 and taken note of suggestions made, decided to amend the composition of the Adhoc Committee by deleting bullet point no.6 and replacing same by Prof Habib Youssef.

Proposed HY. Seconded AA. Resolution passed.

Resolution 201910.521

WHEREAS the Board has drafted a problem statement for submission to the Adhoc Committee as per resolution 201910.516;

RESOLVE that this Committee takes into consideration this problem statement in the drafting of its Terms of Reference;

RESOLVE that the Committee report to the Board within the next 6 months.

Proposed SO. Seconded RF. Resolution passed unanimously.

4. Review of Action Items

The Board reviewed the list of open Actions Items. Refer to collaborative platform.

5. Committees' Report

5.1 CEO Search Committee

The Chair of the CEO search committee presented the report on the CEO Search process to the Board. The top 3 scoring candidates were invited for a face-to-face interview on the 11th and 12th October 2019 in Mauritius. The interviews will be conducted in the presence of the Board and FedAfrica as Observer. HY also presented the scorecard and description of the criteria. The CEO Search will recommend the selected candidate for the CEO position to the Board for approval.

5.2 Remuneration Committee

5.2.1 Acting Allowance Policy

The CEO Search Committee recommended the approval of the Acting Allowance Policy.

Resolution 201910.522

WHEREAS the Remuneration Committee has proposed the Acting Allowance policy for board approval;

RESOLVED to approve the document as submitted.

Proposed HY. Secunder SO. Resolution passed unanimously

Action Item 201910.01: The Chair to instruct the Management to the Acting Allowance Policy for implementation.

5.2.2 Company Secretary

[Legal Counsel and EA recused from the meeting at 13:25 hrs Local Time Mauritius]

The Board further discussed the Company Secretarial functions and decided to continue with the current tripartite practice.

Resolution 201910.522

WHEREAS the Board has passed resolution 201906.501 to appoint Me Bhojendranath Radhakisson as Company Secretary;

WHEREAS the Board has discussed the implementation of the resolution 201906.501;

WHEREAS due to unforeseen circumstances, the resolution could not be implemented;

RESOLVE to revoke resolution 201906.501.

Proposed SO. Secunderd HY. SM Vote No. Resolution passed.

A member queried as to where matters stand with regards to resolution 201906.501 and the Board discussed the matter. The Board resolved that the status quo be maintained.

5.3 Audit Committee

The Board took note of the amendments to the Committee Charter and the Letter of Engagement from the External Auditor, as presented by the Chair of the Audit Committee.

The Chair of the Audit Committee also reported on the progress made with the Business Continuity Plan and the consolidated Risk Register.

A member highlighted to the attention of the Board that he proposed a Code of Ethics in 2017 and will like to be appraised of the status of the proposal. The Chair of the Audit Committee confirmed that the Code of Ethics are in the list of policies that have been identified to be drafted.

5.4 Finance Committee

The Board took note of the report and the Charter of the Finance Committee, as presented by its Chair. The budget process for 2020 is ongoing and a first draft is expected by end of October 2019.

The Board discussed the Fee Review and its impact on AFRINIC operations with the IPv4 exhaustion. The Committee was apprised to complete the exercise.

5.5 Technical Committee

The Board reviewed and edited the Charter of the Technical Committee.

5.6 Approval of Committees' Charters

Resolution 201910.523

WHEREAS the Board Standing Committees have reviewed their respective charters;
WHEREAS the Board has considered the proposed amendments;
RESOLVE to approve the charters with amendments.
Proposed HY. Seconded VM. Resolution passed unanimously.

Action Item 201910.02: The Management to update the Committees' webpage.

6. Letter from DPO

The Board took note of the letter received from the DPO and to be referred to the Legal Counsel.

7. ICEO Report 2

The ICEO presented the operational report as circulated.

The Board requested that the report on resources review be included in the Quarterly Report. With regards to the budget proposal for 2020, the budget should be linked to the Activity Plan 2020.

The ICEO also pointed out the urgency to decide on the back up of the Infrastructure and the delivery of the servers. The Board decided that the matter will be taken up by the Technical Committee.

Action Item 201910.03: The Technical Committee to review the report on the back up of the Infrastructure and make recommendation to the Board.

8. Resignation of Patrisse Deesse

[ICEO recused 18:35 hrs _ 19:44 hrs Mauritius Local Time]

The Board discussed about the resignation letters of Patrisse Deesse. The Board accepted the resignation as Director of Finance and Accounting with a 3 months notice period. The Chair

thanked Patrisse Deesse for his services to AFRINIC and for accepting to continue as ICEO until the new CEO assumes duty.

Action Item 201910.04: The Chair to reply to the letters of resignation of Patrisse Deesse.

Meeting adjourned at 19:54 hrs on Thursday 10 October 2019 and reconvened at 09:16 hrs on Friday 11 October 2019.

Apologies: Legal Counsel

9. Strategic Plan Assessment

The ICEO presented the assessment of the Strategic Plan 2016 – 2020 to the Board as circulated. An external Consultant was contracted to do the assessment with the Management and some of activities from the Strategic Plan are included in the Activity Plan for 2020.

The Chair summarized that the Strategic Plan assessment and a timeline for the drafting of the next Strategic Plan will be shared to the Board mailing list for approval.

10. AoB

10.1 Update on Angola AFRINIC31 & AIS2020

The ICEO made an update on the planning for the Angola AFRINIC31 meeting in Angola and AIS2020.

10.2 Angola - Committees and Board Meeting Dates

The Board took note of meeting dates for the Board and Committees to meet in Angola.

10.3 Declaration of Interest

One Board Member declared that he is a Mozilla Fellow and will complete the declaration of Interest form accordingly.

10.4 Publication of Minutes

A member informed the Board that Board minutes on the website were not up-to-date. He reiterated the importance of ensuring that the Board minutes are published in a timely manner.

11.0 Closure

The Chair moved to close the meeting at 10:56 hrs Local Time Mauritius on Friday 11 October 2019. Proposed HY. Seconded SO.