



MINUTES OF THE BOARD MEETING HELD ON 11 SEPTEMBER 2020 AT 09:08 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Mr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non-Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Snr. Executive Assistant*

AGENDA

1. Opening Remark
2. Adoption of the Agenda
3. Approval of draft Minutes of last Meeting held
 - 3.1 Minutes dated 29 July 2020
 - 3.2 Minutes dated 1 September 2020
 - 3.3 Matters arising
4. Resolutions passed by circulation
5. Review of Action Items
6. Committees' Report
7. CEO Report
8. Strategic Cash Reserve
9. Termination of Visa E-Commerce processing
10. IP Address Misappropriation
11. AoB
 - 11.1 Future of AFRINIC - Proposed by SO

BUSINESS OF THE DAY

1. Opening Remark

The Chair welcomed the members present and opened the meeting at 09:08 UTC.

A roll call was carried out to confirm quorum. There was no declaration of conflict of interest.

The Board Members adopted a motion to waive the 14 days' notice to convene a meeting. Proposed SO and Seconded SM.

2. Adoption of the Agenda

The Agenda was adopted as circulated. Proposed EK and Seconded SM.

3. Approval of draft Minutes of last Meeting held

3.1 Minutes dated 29 July 2020

Resolution 202009.563

The Board approved the minutes of the Board meeting held on 29 July 2020 with amendments. Proposed EK. Seconded SM. Resolution passed.

3.2 Minutes dated 1 September 2020

Resolution 202007.564

The Board approved the minutes of the Board meeting held on 1 September 2020. Proposed SO. Seconded EK. Resolution passed.

3.3 Matters arising

None.

4. Resolutions passed by circulation

The Board ratified the following resolutions passed by circulation.

4.1 Resolution 202008.565

Whereas the Corona 19 pandemic has been a major obstacle for AFRINIC to hold its AGMM face to face

RESOLVED the following:

1. That the **revised** election Process 2020 is approved pursuant to Art 13.2 of the bylaws
2. That the approved guideline will supersede all previous election process and guidelines
3. That the approved guideline shall consequently apply to all elections being held by AFRINIC for the year 2020.

Proposed: CB Seconded: SO (approved by email dated 05 August 2020). Resolution passed unanimously.

4.2 Resolution 202008.566

WHEREAS the Board of Directors approved a capital expenditure budget (Resolution 201912.535) for the rearrangement of office space and general office equipment replacements;

RESOLVED to purchase of furniture from Espace et Vie for the sum of MUR 4,615,050 (approximately USD 117,881)

RESOLVED to approve the renovation works contract with Interior Pro Ltd for the sum of MUR 3,874,086 (approximately USD 98,955).

Proposed: EK Seconded: SO (approved by email dated 07 August 2020). Resolution passed unanimously.

4.3 Resolution 202009.567

Resolved to publish the draft minutes of the Annual General Members' Meeting held on 20 June 2019

Resolved to approve the Notice of the Annual General Members' Meeting which will be held on 18 September 2020

Proposed: CB Seconded: EK (approved by email dated 03 September 2020). Resolution passed unanimously.

5. Review of Action Items .

Action Item 202009.01: The Management to finalise the draft minutes of the last AGMM2019 by 02 September 2020.

Status: Action Item to be closed.

Action Item 202009.02: The Board to approve the Notice of AGMM2020 and related documents by 03 September 2020 via circulation.

Status: Action Item to be closed.

Action Item 202007.01: The Secretariat to transfer the table of Bylaws changes onto the googledrive for Board to comment. And the Board to send comments to Governance Committee on Friday 7 August 2020. A one-hour meeting to be scheduled during the retreat for the Board to brainstorm on the Bylaws changes.

Status: Action Item to be closed.

Action Item 202007.02: The CEO to submit reports to the Board with regards to the office renovation project namely a clear plan of amortization for the new and old furniture, the procurement report, the disposal of the old furniture and the renovation work.

Status: Action Item to be closed.

Action Item 202007.03: The Management to edit the Election Guidelines and Timeline as per discussion made during the Board meeting and circulate to the Board on Thursday 30 July 2020. The Board and NomCom to review and comment for 48 hours. The approved Election Guidelines and Timeline to be released to the community on Monday 3 August 2020.

Status: Action Item to be closed.

Action Item 202007.04: The CEO to prepare a presentation on the verification of ID authentication to the Board.

Status: Action Item to be closed.

Action Item 202006.02: The AuditCo to share the Business Continuity Plan by 17 June 20 to the Board for approval.

Action Item to be kept Open. The Board to discuss and to approve the Business Continuity Plan.

Action Item 202006.03 : The AuditCo to submit the name of the external Auditor to be appointed by next board meeting.

Status: Action Item to be closed.

Action Item 202006.04: The Secretariat to transfer the Contingency Policy in the appropriate template.

Status: Action Item to be closed.

Action Item 202006.05 : All KYC docs to be submitted to the Secretariat by 10th of July

Status: Action Item to be kept Open. Final documents expected to be delivered on 16 Sep 2020 by DHL.

Action Item 202006.06 : The Remuneration Committee to draft the Terms of Reference for COO and submit to the Board for approval by the first week of July.

Status: Action Item to be kept Open. Update 01Sep20 - ToR completed at REMCO.

Action Item 202006.07 : The Management and the Finance Committee to review the discount policy and submit to the next Board meeting for consideration.

Status: Action Item to be kept Open.

Action Item 202006.08 : The Management to do testing on the new tool Meetecho with the members.

Status: Action Item to be closed.

Action Item 202006.12: The Finance Committee to consider the 'Business Impact of COVID19' on the company and to report back to the Board.

Status: Action Item to be kept Open.

Action Item 202006.13: A public consultation for the Appeal Committee's Terms of Reference to be opened for a period of one month

Status: Action Item to be kept Open.

Action Item 201908.04 : The Audit Committee to oversee a report on Members who have not yet signed the RSA.

Status: Action Item to be kept Open.

Action Item 201908.07: The management will provide a report on the FIRE Programme by the next Board meeting.

Status: Action Item to be kept Open. Ongoing

Action Item 201906.22: The Management to do a risk assessment of the organization. The Audit Committee to supervise the exercise.

Status: Action Item to be kept Open. Ongoing

Action Item 201905.02: The incoming CEO to conduct an evaluation of the current operational structure and make recommendations to the Board within 12 months after assumption of duty.
Status: Action Item to be kept Open. Ongoing

Action Item 201905.04: The CEO to review the current Travel Policy. The Remuneration Committee to oversee the implementation and report to the Board
Status: Action Item to be kept Open. Ongoing

6. Committees' Report

6.1 Remuneration Committee

The Board took note of the report of the Committee.

The CEO evaluation is ongoing and due to be completed before the 18 September 2020.

6.2 Audit Committee

The Chair of the Audit Committee briefed on the due diligence carried out on [REDACTED] by the Internal Auditor including the number of IPs that they hold and whether they are being used according to the RSA. The report concluded that [REDACTED] is not using the resources according to the RSA and many IPs are used in different countries. Further investigation is ongoing by the Internal Auditor.

The Board further discussed the outcomes of RSA violation and IP Misappropriation.

It is noted that AFRINIC discovered the issues from the public domain than the Management itself through monitoring of the resources. The Management is required to address the inconsistencies identified and to implement corrective measures.

6.3 Finance Committee

The Board took note of the report of the committee. The Finance Report for Quarter 2 has been circulated to the Board and the short version published to the website. The attention of the board was drawn to the level of the unpaid fees as at August 2020.

The Finance Committee recommended the transfer of additional fund USD 1,000,000 to the Strategic Cash Reserve.

6.4 Technical Committee

No update.

6.5 Governance Committee

The Board Liaison briefed that the Governance Committee is presently working on two requests referred by the CEO, namely:

a) Code of Conduct Review

b) Violation of Code of Conduct on Community mailing list

The Governance Committee has held a first meeting whereby the next action is to contact the author of such email in breach of the Code of Conduct on the list. After discussion, the Board was of the opinion that the committee should advise the CEO who may then write to community members, if required.

6.6 Reform Committee

No update

6.7 Nomination Committee

The NomCom2020 has completed its work and the final slate published. Many withdrawals have been noted on the mailing lists. The election will continue even if there is one candidate as per the Election Process 2020. It is noted that abstention is not counted in the votes..

7. CEO Report

The CEO reported to the Board that the drafting of the new Strategic Plan is completed and a public consultation will be held on the 23 September 2020. The preparation for the first online Africa Internet Summit is within the timeline and testing was successfully done on the Meetecho platform.

8. Strategic Cash Reserve

The Board decided to add an additional amount to the Strategic Cash Reserve as per recommendation of the Finance Committee.

Resolution 202009.567

WHEREAS in resolution 201511.261, the Board created a Strategic Cash Reserve;

WHEREAS current cash assets are available to support an additional increase in the Strategic Cash Reserve;

It is **RESOLVED**:

THAT an additional amount of USD 1,000,000 be added to the Strategic Cash Reserve;

THAT a new Fixed Deposit account be created for this additional amount;

THAT any expenditure or transfers out of the Strategic Cash Reserve bank account shall require three signatures, comprising of the CEO, AND the Finance Director, AND either the Chairman or Vice-Chairman of the Board;

THAT the Company Secretary be instructed to inform the Company's bankers of the above resolution.

Proposed SM. Seconded SO. Resolution passed unanimously.

9. Termination of Visa E-Commerce processing

The Board took note of the report of the CEO with regard to the termination of the Visa E-commerce processing by the State Bank of Mauritius Limited.

The termination is impacting members in paying their membership fees. After analysis of the visa e-commerce service with other banks, the Board agreed to initiate such service with the Mauritius Commercial Bank.

Action Item 202009.01: The Management to finalise the visa payment with MCB proposal and submit to the Board for approval.

10. IP Address Misappropriation

The CEO has issued a communique to the community members on the update of the ongoing investigation with regards to IP Misappropriation.

The Board further discussed the RSA for Legacy Holders and the update that will be provided to members during the AGMM on the IP Misappropriation, if required

11. AoB

11.1 Future of AFRINIC

One member proposed that AFRINIC should invest in having in its own Headquarters building based on the prevailing economic situation. Such measure will also assist in cutting expenses in the long run.

The Board agreed that the proposal can be further discussed in the Strategic Plan. The CEO highlighted that there is a strategy to review the business model and 2 years to be delivered.

12. Closure

The Chair moved to close the meeting at 11:18 UTC. Proposed VM. Seconded SM.

SIGNED