



MINUTES OF THE BOARD MEETING HELD ON 11 MAY 2021 AT 09:06 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Abdalla Omari (AO)	Member	Eastern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical

In Attendance:

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

Apologies:

Mr Vika Mpisane (VM)	Member	Southern Africa
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AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of interest
 - 1.2 Adoption of Agenda
2. Previous Minutes
 - 2.1 Approval of minutes of Board meeting held on 14 April 2021
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Audit Committee
 - 4.2 Finance Committee
 - 4.3 Remuneration Committee
 - 4.4 Governance Committee
 - 4.5 Reform Committee

- 4.6 Nomination Committee
- 4.7 Election Committee
- 4.8 CEO Report
- 4.9 Chair Update
- 5. Approval of Audited Financial Statements
- 6. Annual General Members' Meeting
- 7. Organisation Structure
- 8. Update on the Appeal Committee
- 9. A.O.B
- 10. Next Board meeting
- 11. Closure

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:06 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of Conflict of Interest

There was no declaration of conflict of interest.

1.2 Adoption of Agenda

The CEO proposed to add 'Update on the Appeal Committee' as an agenda item. Proposed EK. Seconded HY.

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

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on 14 April 2021

Resolution 202104.608

The Board approved the minutes of the Board meetings held on 14 April 2021 with amendments.

Proposed OO. Seconded AO. resolution passed unanimously

2.2 Matters Arising

None.

3. Review of Action Items

Action Item 202104.01: The Board representative to NomCom AO to notify the committee of the board approval of the list of nominations as submitted by NomCom.

Status: Action Item to be closed. Completed

Action Item 202103.01: The CEO to submit a comprehensive assessment of the PDP and made recommendations to the Board by 30 April 2021.

Status: Action Item to be kept Open. Deadline extended to end of June 2021

Action Item 202101.01 : The Audit Committee to follow-up on the recommendations made on the FIRE Programme Audit Report. Deadline end of February 2021.

Status: Action Item to be kept Open. Deadline extended to end of June 2021

Action Item 202012.01: The Finance Committee to review the Reserve Policy as per resolution 201801.60 and report back to the Board by end of February 2021

Status: Action Item to be kept Open. Deadline extended to end of June 2021

Action Item 202011.02: The Chair to follow up on the KYC status by 30 November 2020.

Status: Action Item to be closed. Completed. All KYC docs certified and delivered to the bank. The bank has confirmed receipt and status is in process at the bank level.

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

Status: Action Item to be kept Open. Deadline extended to end of June 2021

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. Deadline extended to end of July 2021

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. Deadline extended to end of July 2021

4. Reports

4.1 Audit Committee

The Board took note of the audited financial statements for the year 2020 and the recommendations made by the external auditors in the Customer Service Report.

It is noted that some recommendations are recurrent from past audit exercises and the Management was requested to make proper follow-up and take remedial actions.

Action Item 202105.01: The Audit Committee to meet with the Management and the external auditor on the Customer Service Report. The Committee to report back to the Board end of July 2021.

The Audit Committee recommended the approval of the audited financial statements for the year 2020.

4.2 Finance Committee

The Board took note the AFRINIC finance performance update for Quarter 4 as at 31 December 2020, after the audit exercise. There is no major difference in the figures and the report can be published on the website.

4.3 Remuneration Committee

The Board took note of the Chief Operations Officer (COO) recruitment exercise report and the recommendation of the committee to appoint [REDACTED] as the COO.

The Board approved the recommendation and requested the Chairman to start the negotiations with the selected candidate.

4.4 Governance Committee

No new update. The Governance Committee has not met yet.

4.5 Reform Committee

No new update. The Committee has not met yet.

4.6 Nomination Committee

The NomCom Liaison informed the Board that the final slate of candidates has been published and the public comment period is ongoing.

4.7 Election Committee

The Chair of the Election Committee updated the Board that demo testing is ongoing on the evoting platform and the results are positive so far. The Chair reiterated that the Election Committee Chair is responsible for smooth-running of the elections.

4.8 CEO Report

The CEO presented his report to the Board as circulated, namely;

- i. Update on the ongoing Legal Cases
- ii. RPKI Upgrade project is rescheduled to go live by mid-July
- iii. An internal staff was selected as the Head of IT after the recruitment exercise
- iv. The Assisted Review is ongoing and an updated report will be shared with the Board
- v. The Organisation's KPIs

4.9 Chair Update

The Chair updated the Board about his meeting held with the Chair of the Reform Committee. A report will be shared by the Reform Committee shortly.

5. Approval of Audited Financial Statements

The Board approved the audited financial statements of the company for the year ended 31 December 2020, as recommended by the Audit Committee.

Resolution 202105.610

It is **RESOLVED**:

THAT The Financial Statements of the Company for the year ended 31 December 2020, as submitted be approved.

THAT Mr. Eddy M. Kayihura as Chief Executive Officer and Mr Subramanian Moonesamy as Chairman of the Board be and are hereby authorized to sign the Financial Statements on behalf of the Board.

THAT Mr. Eddy M. Kayihura as Chief Executive Officer and Mr Subramanian Moonesamy as Chairman of the Board be and are hereby authorized to sign the Letter of Representation associated with the Financial Statements for the year ended 31 December 2020.

Proposed BE. Seconded AA. Resolution passed unanimously.

6. Annual General Members' Meeting

The Board reviewed the Notice of the Annual General Members' Meeting 2021 and the related annexures. The Board approved the notice for release to the members on the 21 May 2021.

Resolution 202105.609

Resolved to approve the Notice of the 2021 Annual General Members' Meeting which will be held on 4 June 2021.

Proposed OO. Seconded AO. resolution passed unanimously.

7. Organisation Structure

The Board took note of the Board paper on the proposed organisation structure and approved its implementation with effect from 1 June 2021 as recommended by the Remuneration Committee.

Resolution 202104.611

WHEREAS the Board has taken note of Management's proposed organisation structure.
RESOLVED to approve the aforesaid organisation structure with effect from 1 June 2021.

Proposed HY. Seconded AO. Resolution passed unanimously.

8. Update on the Appeal Committee

The Board took note of the chronology of events with regards to the Appeal Committee as spelled out by the Legal Counsel, and the concerns raised by the several persons.

The Board thoroughly discussed on the situation and agreed to proceed as follows;

i. to host a formal meeting with the members of the Appeal Committee to hear their concerns and discussed with them about the intentions of the Board

ii. a decision to be taken based on the outcomes after the meeting

9. A.O.B

None

10. Next Board meeting

The next Board meeting is scheduled for Wednesday 26 May 2021 at 09:00 UTC.

11. Closure

The Chair moved to close the meeting at 13: 19 UTC. Proposed HY Seconded OO.

SIGNED