



MINUTES OF THE BOARD MEETING HELD ON 6, 13 and 20 APRIL 2022 VIA ONLINE CONFERENCING SYSTEM

Present:

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

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Senior Executive Assistant

AGENDA

1. Welcome

1.1 Disclosure of conflict of interest

1.2 Adoption of Agenda

2. Previous Minutes

Approval of minutes of Board meeting held on

2.1 27 December 2021

2.2 18 January 2022

2.3 26 January 2022

2.4 Special Board meeting 9 March 2022

2.5 Special Board 19 March 2022

2.6 Matters Arising

3. Resolution passed via circulation

4. Review of Action Items

5.. Reports

5.1 Audit Committee

5.2 Finance Committee

- 5.3 Remuneration Committee
- 5.4 Governance Committee
- 5.5 Reform Committee
- 5.6 Nomination Committee
- 5.7 CEO Report

- 5.8 Chair Update

- 6. Appointment of Internal Auditor

- 7. Company Secretary

- 8. Appointments to Appeal Committee

- 9. Filling of Casual Vacancy

- 10. Travel

- 11. A.O.B.

A. MEETING DATED 6 APRIL 2022

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:10 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

1.2 Adoption of Agenda

The agenda was adopted with amendments. Proposed AA. Seconded AO.

2. Previous Minutes

2.1 Approval of minutes of Board meeting held on

2.1 27 December 2021

Resolution 202204.683

The Board approved the minutes of the Board Meeting held on 27 December 2021 with amendments.

Proposed HY. Seconded OO. Resolution passed unanimously.

2.2 18 January 2022

Resolution 202204.684

The Board approved the minutes of the Board Meeting held on 18 January 2022 with amendments.

Proposed EK. Seconded AO. Resolution passed unanimously.

2.3 26 January 2022

Resolution 202204.685

The Board approved the minutes of the Board Meeting held on 26 January 2022, 21 February 2022 and 02 March 2022 with amendments.

Proposed OO. Seconded AO. Resolution passed unanimously.

2.4 Special Board meeting 9 March 2022

Resolution 202204.686

The Board approved the minutes of the Special Board Meeting held on 9 March 2022 with amendments.

Proposed EK. Seconded HY. Resolution passed unanimously.

2.5 Special Board 19 March 2022

Resolution 202204.687

The Board approved the minutes of the Special Board Meeting held on 19 March 2022 with amendments.

Proposed EK. Seconded HY. Resolution passed unanimously.

2.6 Matters Arising

One member BE requested to put on record that in future, the quorum for a board meeting after the election should be checked to meet the requirements of the AFRINIC Bylaws.

One member OO pointed out that the Board always checked quorum as part of the agenda at the beginning of each meeting.

3. Resolution passed via circulation

The Board ratified the following resolution.

3.1 CEO Travel to Republic of Benin and Cote D'Ivoire

Resolution 202202.680 [AVC]

WHEREAS the Board of Directors (Board) has taken note of the Chief Executive Officer's motivation for his mission to the Republic of Benin and Cote D'Ivoire as well as the expected outcomes in relation thereof.

WHEREAS the Board has not yet approved the Chief Executive Officer's travel plan for 2022

RESOLVED THAT The Chief Executive Officer proceeds with his mission to the Republic of Benin and Cote D'Ivoire effective from 9 March 2022 to 18 March 2022 not exceeding \$10,600.

Proposed EK, Seconded SO . (Approved by email dated 09 March 2022) Resolution passed.

Vote Yes: OO EK SA AO WA BE

Vote No: none

Abstain: HY SM

4. Review of Action Items

Action Item 202203.01: The Chair to inform the nominees to the NomCom 2022 about their appointment.

Status: Action Item to be closed. Completed.

Action Item 202203.01: The CEO to launch the call for expression of interest for the Nomination Committee 2022 for a period of 2 weeks.

Status: Action Item to be closed. Completed.

Action Item 202203.02: The CEO to publish the Election process and Guidelines by Thursday 3 March 2022

Status: Action Item to be closed. Completed.

The Board further discussed on the election timeline; the dates were set after the approval of the Election Process and Guidelines because the timeline was already elapsed at the time of board approval. The timeline was updated to accommodate the delays in the setting up of the Nomination Committee and circulated accordingly.

Action Item 202201.01: The CEO to share the Security of Cost calculation with the Board by 2 feb 22

Status: Action Item to be closed. Completed.

Action Item 202201.02: The CEO to launch a call for expression of interest for the 2 open positions of PDWG Co-Chairs and a former PDWG Chair for a seat on the Appeal Committee. Deadline 10 February 2022.

Status: Action Item to be closed. Completed.

Action Item 202201.03: The Chair to contact the NRO NC / ASO AC and the Governance Committee respectively for submission of a representative to the Appeal Committee. Deadline 10 February 2022.

Status: Action Item to be closed. Completed.

Action Item 202201.04: The Finance Committee to submit a report to the Board on the feasibility of creating a FOUNDATION by April 2022.

Status: Action Item to be kept Open.

Action Item 202201.05: The CEO to send a call for expression of interest for the casual vacancy Seat 4 Central Africa for 2 weeks
Status: Action Item to be closed. Completed.

Action Item 202112.01: The CEO to provide official confirmation of the unfortunate demise of Mr Serge Ilunga for formal records keeping.
Status: Action Item to be closed. Completed.

Action Item 202112.04: The Audit Committee to review the Whistleblower Policy by March 2022.
Status: Action Item to be kept Open. New Deadline April 2022.

Action Item 202112.05: The Remuneration Committee to follow up on the recruitment of a Company Secretary and to report back by end of February 2022.
Status: Action Item to be Closed. Completed.

Action Item 202112.06: The Chair to have the contract of the COO signed by the 14th January 2021.
Status: Action Item to be kept Open. To be discussed under the Chair's report

Action Item 202112.07: The Finance Committee to provide the Activity Plan 2022 by end of January 2022.
Status: Action Item to be closed. Under present Agenda for approval.

Action Item 202112.01: The Management to launch a Call for Volunteers to fill the Board appointee to the Governance Committee seat. The Call for Volunteers to be for a period of 2 weeks.
Status: Action Item to be closed. Completed.

Action Item 202112.02 : The Management to launch a Call for Volunteers to fill the Board appointee to the NRO NC / ASO AC for the year 2022. The Call for Volunteers to be for a period of 2 weeks and to report back to the Board by 10 Dec 2021.
Status: Action Item to be closed. Completed.

Action Item 202112.03: The Management to circulate the draft Board Travel Plan 2022 by Friday 26 November 2021.
Status: Action Item to be closed. To be discussed under present agenda item on travel.

Action Item 202112.04: The Management to circulate a draft Election Guidelines for comments by end of the week, Friday 26 November 2021.
Status: Action Item to be closed. Completed.

Action Item 202110.01: FINCO to submit a report on the donations received and how it was spent by 1 December 2021.

Status: Action Item to be kept Open. Deadline April 2022

Action Item 202110.02: The Chair to liaise with the COO, designate, and arrange for the finalisation and signature of the contract by 2nd November 2021. The REMCO Chair and the CEO to be in attendance to the meeting.

Status: Action Item to be closed. COO KPIs circulated on the 27 December 2021 to the Chair.

Action Item 202107.01: The Finance Committee to review the fees and discount policies by September 2021 and report to the Board.

Status: Action Item to be kept Open.

Action Item 202107.03: The Management to provide the Audit Committee with clear timelines attached to the intended processes and targets to be achieved for the bulk whois incident. Deadline by August 2021.

Status: Action Item to be kept Open.

Action Item 202107.05: The Remuneration Committee to review the CEO KPIs and report to the Board by 10 August 2021.

Status: Action Item to be kept Open. CEO KPIs sent to the Chair.

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. New Deadline April 2022.

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. Under present agenda for approval.

5.. Reports

5.6 Nomination Committee

The Chair of NomCom Mr Noah Maina was invited to join the Board Meeting at 11:00 UTC and to provide an update.

The Board representatives to NomCom AO briefed on the work carried out of by NomCom so far; namely considering the election timeline, the election of the Chairperson, and finalising the criteria for the call for comments.

The Chair of NomCom confirmed that the process is going smoothly with the collaboration of AFRINIC Staff. The NomCom will communicate to the Board when and if required.

Mr Noah Maina left the meeting at 11:09 UTC.

5.1 Audit Committee

The Board took note of the report of the Audit Committee whereby the main focus was on the recruitment of the Internal Auditor. It is noted that there are outstanding action items on the committee which are dependent on the recruitment of the Internal Auditor.

The Chair queried on the status of external audit exercise and assigned below action items.

Action Item 202204.01: The Audit Committee to follow up on the audit plan of the external auditor and report back to the Chair by 15 April 2022.

Action Item 202204.02: The Audit Committee to follow up on the RFP for the external audit and to report back by the 15 April 2022.

The Chair recalled the misappropriation of resources that occurred in 2019 and sought feedback on any follow-up actions taken on the report.

Action Item 202204.03: The Audit Committee to follow-up on the report of the misappropriation of resources and to report to the Board by mid May 2022.

5.2 Finance Committee

The Board took note of the report of the Finance Committee.

i. updated Activity Plan 2022

The Board approved the updated Activity Plan 2022 as circulated. The document will be published on the webpage.

Resolution 202204.688

WHEREAS the Board considered the Activity Plan 2022
RESOLVED to approve the Activity Plan 2022 as presented.

Proposed AA. Seconded AO. Resolution passed unanimously

YES VOTE: OO EK SM AA AO BE SA HY

NO VOTE: none

ABSTAIN: none

ii. Review of fees and Discount Policies

Pursuant to the request of the Board to review the fees and the discount policy together, the committee recommended to start this exercise after the AGMM 2022 due to the ongoing legal cases and the Inter-RIR Transfer policy under discussion, and which may affect the financial status of the company. The committee further recommended that the Management should do a survey to the members / public consultation about the review of fees after the AGMM 2022.

After discussion, the Board agreed that the Audit Committee can assist in the impact and risk assessment of the Inter-RIR Transfer policy.

iii. Joint Regional Internet Registry Stability Fund

The Board took note of the board paper on the proposed increase of the AFRINIC pledged amount to the Joint Regional Internet Registry Stability Fund.

After discussion, the Board resolved as follows;

Resolution 202204.689

WHEREAS AFRINIC presently pledged an amount of USD50,000 towards the Joint Regional Internet Registry Stability Fund;

RESOLVED to increase the pledged amount to USD 100, 000

Proposed AA. Seconded AO. Resolution passed.

YES VOTE : EK SM AO OO AA HY SA

NO VOTE: None

ABSTAIN : BE

iii. Credit card

The Board took note of the need to re-issue credit cards for the company and agreed that the Chairman can proceed with the signature of the Credit Card Contract with the bank. The Board further agreed on the security deposit on the credit card

Action Item 202204.04: The Chair to sign the Credit Card Contract by the 15 April 2022.

The Chair adjourned the meeting at 12:23 UTC and to be re-convened on Wednesday 13 April 2022 at 09:00 UTC. Proposed BE. Seconded EK.

B. MEETING DATED 13 APRIL 2022

Present:

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

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Senior Executive Assistant

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:05 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

5.3 Remuneration Committee

The Board took note of the report of the Remuneration Committee.

The Committee recommended the approval of the following policies to the Board;

- i. AFRINIC Bonus Policy
- ii. AFRINIC Staff Advance Policy
- iii. Recruitment Policy
- iv. AFRINIC Flexible, remote and Work From Home Policy
- v. AFRINIC Travel Policy

The Board reviewed the revised policies. After discussion, the Board decided to approve the AFRINIC Travel Policy and proposed further amendments to be made to policies (i) to (iv).

The approval of the policies (i) to (iv) to be made in the next board meeting.

Action Item 202204.05 : The Remuneration Committee to update the staff advance policy proposal as per recommendations made by the Board and submit to the Board by 27th April 2022.

Action Item 202204.06 : The Remuneration Committee to update the recruitment policy proposal as per recommendations made by the Board and submit to the Board by 27th April 2022.

Resolution 202204.690

WHEREAS the Remuneration Committee has proposed a revised Travel Policy;
RESOLVED to approve the said policy.

Proposed OO. Seconded HY. Resolution passed unanimously.

VOTE YES: EK AO HY SA AA OO BE SM
VOTE NO : none
ABSTAIN

5.4 Governance Committee

The Board took note of the report of the Board Liaison with respect to the Governance Committee. The Governance Committee has been reconstituted with Mr Daniel Nanghaka appointed as Chair. It was noted that however no meeting was successfully held as at to date due to lack of quorum.

The Governance Committee has also taken note of the board resolution 202202.677 with respect to the issue of casual vacancy and the Bylaws review exercise. A request for a face-to-face working session was sent for approval to the Board.

5.5 Reform Committee

The Committee has not met as at todate. The Board discussed on whether to dissolve the committee or the scope of the committee is still valid in the present state of affairs of the company.

After discussion, the Board Liaison to the Reform Committee to contact the Chair of the Reform Committee to inquire on the status of their work.

The Chair adjourned the meeting at 12:31 UTC and to be re-convened on Wednesday 20 April 2022 at 09:00 UTC. Proposed EK. Seconded EK.

C. MEETING DATED 20 APRIL 2022

Present:

Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Silvio Almada (SA)	Member	Southern Africa
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical
Mr Eddy Kayihura (EK)	Member	Chief Executive Officer

In Attendance:

Me Ashok Radhakisoorn	Legal Counsel
Mrs Guylaine Laiyra	Senior Executive Assistant

Apologies:

Dr Abdalla Omari (AO)	Member	Eastern Africa
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BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:10 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

5.7 CEO Report

The Board took note of the AFRINIC Operations Update report of the

i. Update on Legal Cases

A new case [the main case] was filed by the Cloud Innovation Limited. The update on legal cases will be shared with the Audit Committee.

The Board also took note that there is even date a case ongoing in Court and the CEO will update the Board on the outcomes the soonest possible.

ii. AFRINIC Privacy Policy and AFRINIC CCTV Policy

The Board took note that AFRINIC has applied for an independent compliance Audit by the Data Protection Office pursuant to Section 46 and 48 of the Data Protection Act. As such, the AFRINIC Privacy Policy and AFRINIC CCTV Policy have been reviewed and are being submitted for approval.

After discussion, the Board agreed to defer the approval of the said policies and to assign the matter to the Audit Committee for consideration.

Action Item 202204.08:The Audit Committee to follow up on the proposed changes on the AFRINIC Privacy Policy and the CCTV Policy and report to the Board by 13th May 2022.

iii. Amendment to the Election Guidelines

The Board took note that the Africa Internet Summit 2022 will be held in a hybrid format and in the context of the Covid-19 pandemic, the Management recommends amending Section 8.1. of the Election Guidelines to enforce only electronic voting and remove paper ballots.

After discussion, the Board was of the view that the Election Guidelines has already been approved and cannot be amended at this stage of the processes. The staff to plan accordingly and manage the voting via paper ballots onsite.

iv. Local Host for AIS'22

The CEO provided an update on the status of the logistics for AIS'22 and a request made to waive the limit of 50 participants to attend the event. The discussion with the Ministry of Information Technology is ongoing to act as Local host

v. JENGA

The Board took note of the report on the JENGA programme held in Benin and Ivory Coast.

Action Item 20220420. 02 : The CEO to provide a report on the media communication being done for the company by 2nd May 2022.

vi. Morgan Investment Company

The Board took note on the complaints received from members with regards to Morgan Investment Company.

vii. AFRINIC International Status

The CEO informed that a request for International status has been filed with the Ministry of Foreign Affairs and International Cooperation.

5.8 Chair Update

The Board took note of the report of the Chairman.

The Chair informed that the Governance Committee recommended Mr Laurent Ntumbi Kayemba as representative to the Appeal Committee and the ASO AC NRO NC has recommended Mrs Wafa Dahmani as the African representatives of the ASO AC NRO NC on the Appeal Committee.

The Chair also informed that the selected candidate for the Chief Operations Officer has asked some questions and the questions have remained unanswered.

The CEO asked to make a statement on record as follows;

'Mr. Chairman, with your permission, I wish to make a statement on record.

The statement is as follows:

In regard to the appointment of a Chief Operating Officer (COO) for Afrinic, it is most regrettably for me as CEO responsible for operational matters to observe that this item is still pending since October 2021 and up to now, the Board Resolution 202110.653 has remained unexecuted through no fault of mine. On the contrary, the non-execution of that resolution has impacted and continue to impact on operational matters resulting in the company failing with respect to its strategic pillars.

I further find it apposite to most formally bring to the attention of the Board that the absence of a COO also impacts on Afrinic's strategic objective of engaging meaningfully with its stakeholders, including its Resource Members - a project under the heading of 'Jenga' or 'Outreach" that the board itself had initially approved in principle when it approved the company's budget for the financial year ending 31 December 2022.

In view of the foregoing, Mr. Chairman and my fellow board colleagues, I consider it appropriate to inform and advise the Board that it bears the responsibility to ensure that its decisions are fully executed and on time, failing which the company may be answerable to its external auditor.'

The Chair further requested the below statement to be put on the record;

'The Chair was delegated by the Board to sign the contract with the selected person for the position of the Chief Executive Officer. The Chair requested information from the company, the Remuneration Committee sent the contract of employment and related annexures, which the Chair sent to the person. The latter has requested some questions, the questions were sent to the REMCO. The Chair was not given any authority to negotiate, the contract was already negotiated, the duty of the chair was to only contact the person and sign the contract.

The Chair of the Remuneration Committee OO also requested to be put on record as follows;

'The Remuneration Committee received a set of questions with regards to the COO contract from the Chair of the Board on the 7 March 2022. The Remuneration Committee responded on the same date via email, reminding him that the Remuneration Committee had finished its task and the Board has assigned the task to finalise the contract with the candidate to the Chairman. With regards to the clarifications that the candidate had requested, it was proposed that a meeting be held between the candidate, the CEO, Remco and the Chair of the Board. The email for meeting was not responded by the Chair of the Board as at todate. Hence it is very odd that the Chair is reporting to the Board on an event that up till date and he refused to either acknowledge nor respond to my mail and the questions from the COO nominee have remained unanswered.'

The Board discussed thoroughly about the issues with regards to finalising the recruitment of the selected candidate for the position of COO.

After the debating the matter, the Board agreed that the contract without any changes be sent for signature after attending to the questions of the candidate.

6. Appointment of Internal Auditor

The Board took note of the report of the Audit Committee on the interviews carried out for the position of Internal Auditor.

The Audit Committee pointed out that the Internal Auditor will report to the Board and not to the CEO.

The Board decided that the qualifications / CV of the selected candidate for the position should be verified before an offer is made.

Action Item 20200420.07: The CEO to verify the CV of the recommended candidate for the Internal Auditor and to revert back by 29 April 2022.

Action Item 20200420.08 : The Chair to sign the contract of the Internal Auditor by 17 May 2022

7. Company Secretary

The Board took note of the report on the request for proposal made for a company secretarial services provider. After considering the proposals received, the Remuneration Committee recommended the Board to contract Intercontinental Trust Limited as Company Secretary. However, a due diligence is required by the Intercontinental Trust Limited on AFRINIC before they engaged with AFRINIC.

Action Item 20200420.09: The REMCO Chair to follow up on the due diligence that the Intercontinental Trust Limited will carry out in order to provide company secretarial services and to report back by next Board meeting.

8. Appointments to Appeal Committee

The Board reviewed the list of volunteers received for the PDWG Appeal Committee and resolved as follows;

Resolution 202204.691

WHEREAS the Board of Directors has taken note of the need to reconstitute the PDWG Appeal Committee and appoint 5 members in terms of Section A (1) of its Terms of Reference Version 4 dated 23 August 2021;

WHEREAS a Call for Volunteers was initiated on 2 February 2022 and several community members have expressed their interests to serve on the PDWG Appeal Committee;

WHEREAS the Board of Directors has considered the expression of interests received from members of its community to serve on the PDWG Appeal Committee;

REESOLVED that:

The PDWG Appeal Committee be re-constituted as follows;

- **Mrs Wafa Dahmani** as representative of the NRO Number Council / Address Supporting Organisation from the AFRINIC region;
- **Mr Janvier Ngnoulaye**, in his capacity as the former director of AFRINIC;
- **Mr Laurent Ntumbi Kayemba**, as representative of the Governance Committee
- **Dr Sami Salih**, in his capacity as former PDWG Chair;
- **Mr Haitham El-Nakhal**, in his capacity as an active participant of the PDWG.

FURTHER RESOLVED THAT the members of the newly constituted Appeal Committee, shall hold office until 31 December 2022 in accordance with Section B (1) of its Terms of Reference Version 4 dated 23 August 2021;

Proposed Hy. Seconded BE . Resolution passed.

Vote Yes HY BE SM AA EK OO SA

Vote No

Abstain

Action Item 20220420.10: The Chair to notify the new members of the Appeal Committee of their appointment by 22 April 2022.

9. Filling of Casual Vacancy

Deferred to next Board Meeting.

10. Travel

The Chair raised a concern that the travel which was circulated was over-budget. The CEO confirmed that the travel plan is within budget.

Deferred to next Board Meeting

11. A.O.B.

None

12. Closure

The Chair moved to close the meeting at 13:56 UTC. Proposed HY. Seconded EK.

SIGNED