

**MINUTES OF THE BOARD FACE-TO-FACE MEETING HELD ON
SUNDAY 6 MAY 2018 AT 09:45 UTC
IN THE BOARDROOM, RADISSON BLU DAKAR HOTEL, SENEGAL**

Present:

Mr Alan Barrett (AB)	CEO	
Mr Abibu Ntahigiye (AN)	Member	Eastern Africa
Mr Lucky Masilela (LM)	Member	Southern Africa
Mr Haitham El-Nakhal (HE)	Member	Northern Africa
Dr Christian Bope (CB)	Member	Central Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel (<i>Remotely</i>)
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Agenda:

1. Welcome and Agenda Review
2. Approval of Draft Minutes of meetings
 - 2.1 dated 14 March 2018
 - 2.2 dated 21 March 2018
 - 2.3 dated 22 March 2018
 - 2.4 dated 28 March 2018
3. Resolutions by circulation
 - 3.1 Ad Hoc NomCom 2018
 - 3.2 Disclosure of Confidential Information
 - 3.3 Candidate Slate for Seat 2 - West Africa
4. Review of last Action Items
5. Committee Report
 - 5.1 Finance Committee
 - 5.2 Remuneration Committee

- 5.3 Audit Committee
- 5.4 Fee Review Committee
- 5.5 Governance Committee

- 6. Bank Account Signatories
- 7. Investigations on Allegations
- 8. AFRINIC and the GDPR
- 9. Competition Commission
- 10. 20th Anniversary of the Africa Internet Governance, 6 July 2018
- 11. Code of Ethics
- 12. Board Appointment to Committees
- 13. Management Activities Update/Report
- 14. AGMM2018 – Proceedings and Elections
- 15. Background Check / Due Diligence on Board Directors
- 16. Delegation of Authority
- 17. AoB

BUSINESS OF THE DAY

1. Welcome, declaration of interest and Agenda Review

The Chair, AN welcomed the members present and opened the meeting at 09:45 Local Time.

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

The Chair, AN called for a review of the Agenda. The Agenda was adopted with amendments. Proposed HE and Seconded SI.

2. Approval of Draft Minutes of meetings

- 2.1 dated 14 March 2018**
- 2.2 dated 21 March 2018**
- 2.3 dated 22 March 2018**
- 2.4 dated 28 March 2018**
- 2.5 dated 18 Apr 2018**

Defer for approval to another meeting on Monday 7 May 2018.

3. Resolutions by circulation

The Board noted the following resolutions approved via circulation.

3.1 Ad Hoc NomCom 2018

Resolution 201803.401

WHEREAS in resolution 201803.399 the Board agreed to hold an election for Seat 2 (Western Africa) at the AGMM in May 2018 and to task NomCom and staff with handling the election;
WHEREAS the Bylaws article 9.1 prevents NomCom members from residing in the same region as an open seat;

WHEREAS the existing 2018 NomCom includes members from Western Africa;

WHEREAS the Board suggested to the membership that an ad hoc NomCom be appointed to handle only the Seat 2 election;

WHEREAS comments from the membership were generally supportive;

WHEREAS several volunteers from the community expressed an interest in serving;

WHEREAS guidelines for such an ad hoc NomCom have been drafted;

RESOLVED to create an ad hoc NomCom to handle the election for Board Seat 2 in May 2018;

RESOLVED to appoint Mustapha Ben Jemaa (Northern Africa), Douglas Onyango (Eastern Africa), and Didier Kasole (Central Africa) to the ad hoc NomCom for Board Seat 2, as community representatives;

RESOLVED to appoint S. Moonesamy (Indian Ocean) to the ad hoc NomCom for Board Seat 2, as the Board representative;

RESOLVED to approve the guidelines for the ad hoc NomCom for Board Seat 2.

Proposed AB. Seconded AN. (Approved by email dated 05 April 2018). Resolution passed unanimously.

3.2 Disclosure of Confidential Information

Resolution 201803.402

WHEREAS in resolution 201803.391 the Board mandated the Governance Committee to appoint an independent investigation committee;

WHEREAS the Governance Committee has appointed an independent investigation committee;

WHEREAS the investigation committee desires information from Directors and ex-Directors that may be confidential;

WHEREAS it is expected that confidentiality will be maintained by both Governance and investigation committee as applicable.

RESOLVED that Directors and ex-Directors may reveal confidential information to the investigation committee, to the extent that it is reasonably necessary for the investigation to proceed.

Proposed CB. Seconded SO. (Approved by email dated 19 April 2018). Resolution passed unanimously. HE conflicted and did not vote.

3.3 Candidate Slate for Seat 2 - West Africa

Resolution 201804.404

WHEREAS on 21 April 2018, the ad hoc NomCom for Board seat 2 provided the Board with a list of three nominations for one open Board seat;

WHEREAS the Board is required to approve nominations to Board seats;

RESOLVED to approve all the nominations, subject to NomCom eliminating any that do not satisfy requirements set in the Election Guidelines, AFRINIC Bylaws, or other relevant documents.

Proposed SO. Seconded HE. (Approved by email dated 24 April 2018). Resolution passed unanimously through a roll call vote. Yes votes by CEO, EA, SA, NA, IO, Indep1, Indep 2 and CA.

CB was on the view that one of the candidates who happen to be chair of the NomCom was conflicted and suggested that he should resign as a NomCom chair for good corporate governance and transparency.

4. Review of last Action Items

Action Item 201804.01: The Legal counsel to draft a brief inclusive of all the points why the resolution cannot be entertained on the Agenda by Friday 20 April 2018.

Status: Action Item to be closed. Completed. Legal Advice received.

Action Item 20180328.01: The Board to communicate to Members on the proposed way forward with regards to the filing of the vacancy of Board Seat 2 and seek comments from Members until 20:00 UTC on Friday 30 March 2018.

Status: Action Item to be closed. Completed. Email sent on 28 March 2018.

Action Item 20180328.02: The Board to constitute the parallel NomCom after the comments from Members have been received i.e. after 20:00 UTC on Friday 30 March 2018.

Status: Action Item to be closed. Completed. Ad Hoc NomCom constituted 5 April 2018.

Action Item 20180328.03: The CEO to provide information about the HR and Procurement processes by May 2018.

Status: Action Item to be kept Open. Ongoing

Action Item 20180322.01: The CEO to seek legal advice as to whether the disclosure of chat messages is an NDA violation.

Status: Action Item to be closed. Completed. Legal advice received 24 March 2018.

Action Item 20180322.02: The CEO to update the community on status of the investigation and related matters.

Status: Action Item to be closed. Completed. Communique drafted and sent by the Board 22 March 2018.

Action Item 20180321.01: The Board to complete the poll with regards to the venue of the Board Retreat in June 2018 by Wednesday 28 March 2018.

Status: Action Item to be closed. Completed.

Action Item 20180321.02: The CEO to remind SF and HE to submit their resignations as Chairman and Vice-Chairman in writings and signed as per the legal advice.

Status: Action Item to be closed. Completed. Email sent 21 March 2018.

Action Item 20180321.03: The CEO to send the French version of the MoU with AIS18 local host to the Board once available.

Status: Action Item to be closed. Completed. MoU sent 27 March 2018.

Action Item 20180321.04: The CEO to respond to the NomCom2018 that the Board has no objection to them proactively seeking additional candidates until Friday 23 March 2018.

Status: Action Item to be closed. Completed. Email sent to NomCom 21 March 2018.

Action Item 20180314.01: The Board Members to review and comments on the proposed document for Public Call for the position of Board Appointee to the ASO AC/NRO NC, Governance Committee and any other Committees, for a period of 45 days. Under present Board Agenda AIS18.

Status: Action Item to be kept Open. Ongoing.

Action Item 20180314.02: The Chair to update the community on progress with the Competition Commission inquiry.

Status: Action Item to be closed. Completed. Email sent to community 27 March 2018.

Action Item 20180314.03: The CEO to send the French version of the MoU with AIS18 local host to the Board once available.

Status: Action Item to be closed. Completed. MoU sent 27 March 2018.

Action Item 20180314.03: The Board Liaison to communicate to the Governance Committee on the Resolution 201803.391 today Wednesday 14 March 2018.

Status: Action Item to be closed. Completed. Email sent to GovCom 14 March 2018.

Action Item 20180314.04: LM to send a communique to the community list today Wednesday 14 March 2018.

Status: Action Item to be closed. Completed. Email sent to Community 14 March 2018.

Action Item 20180314.05: The Secretariat to set a doodle poll for the Board Members to advise on their availability for a Special Board Meeting by next week ending 23 March 2018.

Status: Action Item to be closed. Completed 15 March 2018.

Action Item 201801.01: The CEO to re-work the budget line up with the Strategic Plan before the next AIS18 in Senegal.

Status: Action Item to be closed. Completed. New Action Item to Finance Committee.

New Action Item 201805.03: Finance Committee to consider the Budget line up with the Strategic Plan report.

Action Item 201801.02: The CEO to implement a Performance Appraisal and Reward System by end of this year 2018.

Status: Action Item to be kept Open. Ongoing. A status report to be provided during the Board Retreat.

Action Item 20180330.01: The Vice-Chair HE, CB and the CEO to draft a guideline and procedures for conducting Executive Session. The Guidelines for Executive Session to be added to the Board HandBook.

Status: Action Item to be kept Open. Ongoing. Draft circulated to the Board and to be finalised during the Board Retreat.

Action Item 20180321.03: The Chair of the Audit Committee, CB, to check the period of time to change the auditors; whether 3 years of 5 years.

Status: Action Item to be closed. AuditCo reported 3 years in the Board Meeting dated 18 April 2018.

Action Item 201711.05: AFRINIC to create a webpage where a calculator is available for members to calculate their fees online by February 2018.

Status: Action Item to be closed. Completed.

Action Item 201711.06: The Board to make a public call for the position of Board Appointee to the ASO AC / NRO NC before making an appointment for the 2019 year and going forward. Under present Agenda AIS18.

Status: Action Item to be kept Open. Public Call proposed to be done in October and appointment during the face-to-face meeting in November. Refer to document circulated by CEO. Board Members to review and comments on the proposal 45 days.

Action Item 201711.07: The CEO to draft a process for the appointment of Board Appointee to the Governance Committee.

Status: Action Item to be closed. Connected to Action Item 201711.06.

Action Item 201711.08: SM to send the proposed Code of Ethics to the Board mailing list for discussion.

Status: Action Item to be closed. Completed.

Action Item 201711.10: The Audit Committee and CEO to oversee an audit process of the FIRE Programme.

Status: Action Item to be kept Open. Ongoing.

Action Item 201711.11: The Management to evaluate risks that may affect AFRINIC and revert back on the impact of IPv4 exhaustion on AFRINIC Finance. A report will be drafted and circulated to the Board during the Board Retreat in June 2018.

Status: Action Item to be kept Open. Ongoing.

Action Item 201711.12: CB and SI to prepare a paper on the perceived risks and impact on the future of AFRINIC. The Legal Counsel to form part of the group. The report to be drafted and submitted to the Board by 10 December 2017.

Status: Action Item to be closed. Completed. To add to the agenda of the Board Retreat 2018.

Action Item 201711.16: The procedures for removal of an NRO NC Member to be updated at the end of the comments period from the community.

Status: Action Item to be kept Open. The Board to consider the final draft procedures.

Action Item 201711.17: The CEO to follow-up with the Competition Commission with respect to the questions from AA. The feedback to be shared to the Board to note and reply to AA.

Status: Action Item to be closed. Completed.

New Action Item 201805.04: The CEO to provide an update to the Board on the Competition Commission once a feedback is received on the questions raised from AA.

Action Item 201711.18: The Secretariat to check with IT Helpdesk for an archiving system for Board and Committees' documents.

Status: Action Item to be kept Open. Ongoing.

The IT Team is investigating and we need to decide on whether to host the system [Confluence for Board Only] in-house or in the cloud. There are other secured systems with all the features requested but at higher cost.

SO proposed to look into features available in free on-line tools, and report back.

Action Item 201711.20: CEO and Legal Adviser to draft procedures and forms for declaration of interest and background checks for Directors.

Status: Action Item to be kept Open. Ongoing.

[REDACTED]

Action Item 201705.04: The Board to further discuss and consider the option of having Open Board Public Meeting next year.

Status: Action Item to be kept Open. **Action Item to be closed and reconsider in June 2018 as per the last Board Retreat Discussion.**

The Board breaks at 11:22 Local Time and resumed at 11:28 Local Time

5. Committee Report

5.1 Finance Committee

The Chair of the Finance Committee, HE made his report on the AFRINIC Quarter 1 Financial report as circulated to the Board. The Committee is working on an Investment Policy.

LM highlighted the attention of the Committee that there is a ceiling to the reserve, and that the Committee need to be sure that we have the ceiling, whether 2 years or 5 years, in all the process of the strategic reserve and the company should not exceed the ceiling.

The Legal Counsel explained that as a non-profit organization, AFRINIC is not liable to pay tax but if the tax authorities do a check and found that there are elements which does not qualify the organization to be exempted from tax, then the company is going to be liable. With regards to investment, the company should invest in activities that reflect the mandate of AFRINIC and are not-for-profit. The investment objectives should tally with our mandate. If investment is being made in securities or properties, then the company is taxable.

SM raised a concern about the lengthy list of travels and requested an explanation about the benefits to AFRINIC of each travel made.

LM reiterated that the Board should be focus on strategies than on operational matters. LM pointed out that the Board should define the benefits of each travel then test the benefits against each travel effected. LM invited SM to state the benefits he believes that travel should have and to inform the Board if there if there is excessive travel, then the Board may consider for discussion.

5.2 Remuneration Committee

The Chair of the Remuneration Committee, LM reported on the work carried out with respect to the CEO evaluation.

CEO Evaluation

The evaluation of the CEO was a very difficult assignment since the evaluation was not carried out for 3 years, the existing KPIs was not adjusted since 3 years. The CEO evaluation was conducted based on the existing KPIs since new KPIs could not be added at this stage.

[REDACTED]

The KPIs is the the first time that such exercise was conducted. There were KPIs with no ratings and it was difficult to determine whether they have been achieved.

The Committee has started drafting KPIs for the year 2018 and need to put some ratings and define accordingly.

The Committee also proposed to put the KPIs on the Board Retreat Agenda and to discuss every year. SM asked for the Remuneration Committee to provide a written report to the Board as it was difficult to understand the details given by the Chair.

Action Items 201805.05: The Remuneration Committee to send a detailed report on the KPIs to Board and discussion to Board Retreat.

CEO's Contract and Salary
Not discussed yet

Terms of Reference

The Committee noted that the members should have 3- 5 members with the CEO as ex-officio and an increase in the membership will make the evaluation easier. The functions of the Committee are also to participate in the recruitment of Executive. The amended ToR will be circulated.

Organisation Structure

The Board conducted a study of salary and benefits, organization consolidation. It is prudent to implement and consolidate the structure. Need to fill and strengthen the level across the organisations. The Committee recommend to consider the recruitment of a CTO, COO and reviewed the position of Finance Director to CFO. The Committee also consider to recruit a Company Secretary to look at compliance issues, resolutions drafting and a Legal Counsel to review MoUs, give legal advice on a more internal and permanent position.

The Committee is looking into closing the gap and to have alternatives people to assist.

The Board adjourned for lunch at 13:30 Local Time and resumed at 14:36 Local Time.

5.3 Audit Committee

The Chair of the Audit Committee, CB, reported that the Audited Financial Statements have been completed.

5.4 Fee Review Committee

The Chair of the Fee Review Committee, SM, informed that the Committee has not met yet. The Committee will circulate the report to the Board for comments, if any.

SM will present an update to the community during the AGMM on the 11 May 2018, and the AGMM will be the first day of the 2 months' comments period for the Fee Review Proposal.

5.5 Governance Committee

The Board Liaison SO reported that the GovCom has confirmed that the redaction of the report was done by the IC. [REDACTED]

The GovCom has completed the review of the start and end date of the terms of a Director. The Committee is also working on the review of the special resolutions that failed in Mauritius and considering whether they should review the entire bylaws or only the special resolutions.

The CEO pointed out that the GovCom has the authority to review the Bylaws holistically, if they wish to do so, and does not require the approval of the Board.

SO also informed that the term of the Chair of the GovCom is also expiring and she will not stand for re-election at the present AGMM2018.

6. Bank Account Signatories

Resolution 201805.413

WHEREAS Mr. Sunday Adekunle FOLAYAN has resigned from the AFRINIC Board;

RESOLVED:

1. THAT Mr Sunday Adekunle FOLAYAN be removed from the list of authorized signatories for all AFRINIC Ltd. bank accounts;
2. THAT the Mr Sunday Adekunle FOLAYAN be removed from the list of authorized Internet Banking Users for all AFRINIC Ltd. bank accounts;

Proposed SO. Seconded SI. Resolution passed unanimously.

Action Item 201805.6: All the Directors to sign the counterpart signature resolution to update the bank account signatories and the Secretariat to process with the Company Secretary.

7. Investigations on Allegations

The Board reviewed the communique to be sent to the community on the allegations, as presented by the Drafting Team and in line with the report received from the GovCom.

The Drafting Team, LM highlighted that the communique was drafted taking into considerations the following points:

- i. not to disclose the names of third parties where it is considered sensitive
- ii. the Terms of Reference defined by the GovCom for the Independent Committee
- iii. findings about Board Members involved and what actions to be taken
- iv. findings about staff and what actions to be taken
- v. actions that will be taken by the Board once the report has been fully evaluated
- vi. avoid litigations, as far as possible.

The Legal Counsel advised that the Board is right to be cautious as there is the risk that one or other parties may go into litigation and challenge the report in a Court of Law.

The Board breaks at 16:41 and resumed at 16:56 Local Time.

8. AFRINIC and the GDPR

AFRINIC is working towards compliance with the GDPR and the Data Protection Act of Mauritius.

The CEO briefed on the measures that will be implemented and it is expected to be completed before the start of the GDPR. The Board debated on the implications of the GDPR on the business of AFRINIC. It is noted that Mauritius has the Data Protection Act which is already in force.

A statement will be made to the community on the GDPR during the week.

Action Item 201805.07: The CEO to report to the Board on the steps being taken by AFRINIC to be compliant with the GDPR and the Mauritius Data Protection Act by 24 May 2018.

9. Competition Commission

The Legal Counsel updated the Board that the Competition Commission has not provided feedback yet. He will follow up and revert back.

10. 20th Anniversary of the African Internet Governance, 6 July 2018

The Board discussed on the 20th Anniversary of the Cotonou meeting and participation of AFRINIC to the event. This meeting which was held in 1998 was a milestone in the development of AFRINIC and the concept of the 6 regions for AFRINIC representations.

Action Item 201805.08: The CEO to plan for the participation of AFRINIC to the 20th Anniversary of the African Internet Community in Cotonou, Benin on the 6th July 2018.

11. Code of Ethics

The Board noted the Code of Ethics which is included in the Mauritius Code of Corporate Governance Guidelines of Mauritius.

Action Item 201805.09: SM to consider the Code of Corporate Governance Guidelines of Mauritius and to adapt the Code of Ethics of the company.

12. Board Appointment to Committees

The Board reviewed the draft process document for the Board Appointments to Committees as proposed and circulated by the CEO, and the draft process document for the removal of NRO EC Member as finalised and circulated by SO after the call for comments.

The Board noted that regional and gender diversity is to be considered in the process, as a general principle.

Action Item 201805.10: The CEO to incorporate the Process Document for the removal of the NRO NC into the Draft Process Document for the Board Appointment to Committees.

The Vice-Chair CB took over the meeting at 17:46 Local Time.

12.1 Appointment of an AFRINIC Board Observer to the NRO EC

The Board discussed about the appointment of a Board replacement for SF as an observer to the NRO EC. LM proposed that the Chair be automatically appointed instead having the Board decide about the replacement. SO indicated that it has usually been the Chair that occupy the observer role and perhaps it's good to formalise it. SM was on the view that any Board member can be appointed.

Resolution 201805.414

Whereas the Board is permitted to appoint an observer to the NRO EC; the Board resolves that, as a matter of course, the Chair of the Board shall be the Board Observer to the NRO EC.

Proposed AB. Seconded CB. AN recused. Resolution passed unanimously,

Action Item 201805.11: The Secretariat to inform the NRO Secretariat about resolution 201805.414 that the Chair of the AFRINIC Board shall be the Board Observer to the NRO EC.

AN resumed at 17:48 Local Time.

13. Management Activities Update/Report

The CEO briefed on the Management Activities Update as per the Annual Report 2017 and Quarter 1 Reports circulated to the Board. SM pointed out that some management activities reports had not been included in the presentations which were sent to the Board. The Chair suggested that the Board should discuss about the presentations on the Board mailing list.

Action Item 201805.12: The CEO to send the outstanding reports regarding HR and External Relations to the Board.

14. AGMM2018 – Proceedings and Elections

The Board considered the handling of the AGMM2018 and the elections, and referred to the notice of objection sent by a resource member.

15. Background Check / Due Diligence on Board Directors

The Board reckoned the need to do due diligence on Board Directors running for or after election. The Board will further consider the due diligence during the Board Retreat in July 2018.

Action Item 201805.13: The Board to further discuss the due diligence on Board Directors during the Board Retreat in July 2018.

16. Delegation of Authority

The Board noted that there is no required changes to the Delegation of Authority document; the present version is to remain valid.

SM proposed that the Board to review the Delegation of Authority document during the first Board meeting after an election and every Board retreat as part of the induction of new Directors. The Board agreed to review the document during the Board retreat.

17. AoB

17.1 Review the Board resolution 201803.398

HE proposed to add review the Board resolution 201803.398 as an Agenda Item to the present meeting under AoB and to be re-instated to the Vice-Chairmanship position.

The Legal Counsel advised that such an important agenda item cannot be included under AOB.

The Board debated the proposal from HE and agreed to convene a special meeting to discuss the matter.

17.2 Letter from an Attorney at Law

SM informed the Board that he received a letter from an Attorney at Law with regards to a claim for the sum of [REDACTED] from [REDACTED] in respect of goods sold and delivered to AFRINIC Ltd between 2012 and 2014. The letter was forwarded to the CEO for inquiry.

18. Adjournment

The Chair, AN moved to adjourn the meeting at 19:46 Local Time. Proposed SO. Seconded LM.