



**MINUTES OF THE BOARD MEETINGS HELD ON 21 JUNE 2019 AT 15:10 HRS LOCAL TIME
KAMPALA IN THE BOARDROOM SHERATON HOTEL
AND VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Yousef (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 Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mr Ashok Radhakisson - Legal Counsel

AGENDA

1. Removal and Appointment of Directors
2. Election of Chair and Vice-Chair
3. Constitution of Standing Committees
4. Report of CEO Search Committee
5. Bank Signatories
6. KYC documents
7. Declaration of Interests
8. AIS'20 meeting

BUSINESS OF THE DAY

The CEO opened the meeting at 15 10 local time Kampala and he chaired the meeting.

A roll call was conducted to confirm quorum.

1. Removal and Appointment of Directors

Resolution 201906.502

WHEREAS the Board elections were held during the AGMM in Kampala, Uganda on the 20 June 2019;

WHEREAS Prof Habib Youssef and Mr Oluwaseun Ojedeji were elected to the Board of AFRINIC for a 3-year term;

WHEREAS Mr Vika William Mpisane and Mr Robert Ford Nkusi were elected to the Board of AFRINIC for a 2-year term;

WHEREAS Dr Ousmane Ly's appointment to the Board ended on the day of the AGMM;

WHEREAS Dr Emmanuel Adewale Adedokun was elected to replace Dr Ousmane Ly to the Board of AFRINIC for a 3-year term;

RESOLVED to remove Dr Ousmane Ly from the List of Directors and Members at the Registrar of Companies of Mauritius with immediate effect;

RESOLVED to add Dr Emmanuel Adewale Adedokun to the list of Directors and Members at the Registrar of Companies of Mauritius with immediate effect.

RESOLVED to update the list of Directors and Members at the Registrar of Companies of Mauritius, if necessary, to reflect new information for Prof Habib Youssef, Mr Oluwaseun Ojedeji, Mr Vika William Mpisane and Mr Robert Ford Nkusi.

Proposed: SM. Seconded CB. Abstain SO. No Objection: Resolution passed.

2. Election of Chair and Vice-Chair

2.1 Election of Chair

The CEO called for nominations for the position of Chairman.

VM nominated CB. Seconded RF. HY.

CB accepted the nomination. There was no further nomination for the position of Chairman.

SO reminded the Board that it has been previous practice not to consider a Chair whose term is expiring the next year. the Board discussed and it was pointed out that there is a previous case where a Board Member was appointed as Chair during his last term.

A roll call vote was conducted for the election Chairman.

The votes are listed as follows:

Yes = HY AA VM SM SI RF

Recused = CB

Abstain = SO, AB

Motion carried forward.

Dr. Christian D. Bope was elected as Chairman of the AFRINIC Board.

2.2 Election of Vice-Chair

The CEO called for nominations for the position of Vice-Chairman.

SI nominated RF. RF accepted the nomination. Seconded VM.
AA nominated SO. SO accepted the nomination. Seconded SO.

A roll call vote was conducted for the election of Vice Chairman.

The votes are listed as follows:

Vote in favour of RF
Yes = HY VM SM SI
NO= AA
Recused = RF
Abstain = CB, SO, AB

Vote in favour of SO
Yes = AA
Abstain = CB, SO, AB

Tally 4 YES for RF. 1 YES for SO.

Mr Robert F. Nkusi was elected as Vice-Chairman of the AFRINIC Board.

Resolution 201906.504

WHEREAS the Board has to elect a Chairman and a Vice-Chairman

RESOLVED to appoint Dr Christian D. Bope as Chairman and Mr Robert F. Nkusi as Vice Chairman for a period of 1 year and until the start of the next board meeting at which elected directors to take their seats.

Proposed: SM. Seconded HY. Abstain. AB AA SO.

Action Item 201906.26: The CEO to send a communication to the Members on the election of the Chair and Vice-Chairman to the Board.

The CEO handed over the meeting to the newly elected Chair CB at 15: 45 Local Time Kampala.

3. Constitution of Standing Committees

The Board reconstituted the Standing Board Committees.

Resolution 201906.505

WHEREAS there is a need to reconstitute the Board Standing Committees;

RESOLVED that the Committees are reconstituted as follows;

Finance Committee: S. Moonesamy, Dr E. Adedokun, Dr C. Bope, Prof H. Youssef and Alan Barrett

Remuneration Committee: S. Ojedeji, S. Ilunga, V. Mpisane, S. Moonesamy, Prof H. Youssef and Alan Barrett.

Audit Committee: S. Ojedeji, S. Ilunga, V. Mpisane and R. Nkusi

Proposed CB. Seconded: SO. Abstain AB. Resolution passed.

Action Item 201906.27: Each Committee to review its respective Charter.

Action Item 201906.28: The Secretariat to update the Committees' webpage..

The Board also discussed about the need to set up a Technical Committee.

Action Item 201906.29: The Chair CB to draft the Terms of Reference for setting up a Technical Committee and forward to the Board for comments.

4. Report of CEO Search Committee

SI presented the report of the CEO Search Committee to the Board. The Committee recommended to contract [REDACTED] to do the CEO search exercise.

Resolution 201906.506

WHEREAS the Remuneration Committee has recommended that [REDACTED] be appointed to provide services related to the recruitment of a new CEO;

RESOLVED to approve the recommendation;

RESOLVED that the CEO is authorised to sign a suitable service contract;

RESOLVED that the Remuneration Committee is authorised to approve expenses up to [REDACTED] related to the CEO recruitment.

Proposed SI. Seconded HY. Abstain AA. Resolution passed.

5. Bank Signatories

Pursuant to the election of Chairman and Vice-Chairman, the Board resolved to change the bank signatories and Internet banking access as per resolution below.

Resolution 201906.507

It is **RESOLVED:**

THAT the present bank signatories be revoked.

THAT the following persons be appointed bank signatories of the Company:

[REDACTED]

THAT the mode of signatures of the Company, for all bank transactions be **EITHER** two “**A**” Signatories **OR** One “**A**” Signatory and One “**B**” Signatory; with the exception of the Cash Reserves Accounts which shall require **THREE** signatories namely: [REDACTED]

THAT the above mentioned signatory persons be authorised to act in accordance with the Company authorisation policy except for any transaction in excess of US\$ 100,000/- or equivalent in any other currency, must be approved by the Board.

THAT the present Internet banking access be revoked.

THAT following the following be granted access rights to our Internet Banking facilities as per roles as indicated.

[REDACTED]

THAT the Company Secretary be instructed to inform the Company’s bankers of the above relevant policies and resolutions.

Proposed SI. Seconded SO. Abstain AB. Resolution passed.

6. KYC documents

The CEO apprised all Board Directors to cooperate in the submission of all Know Your Customer and due diligence documents. The banks require complete documentations at the same time to process the change in bank signatories.

Action Item 201906.31: The Board to provide the required KYC documents for the processing of the change in bank signatories.

7. Declaration of Interests

The Chair CB requested that each Director to complete the Declaration of Interests Form for transparency.

Action Item 201906.32: Each Director to complete the Declaration of Interests Form and to submit to the Secretariat within two weeks.

8. AIS'20 meeting

The Board discussed to hold the Africa Internet Summit 2020 in Kinshasa, Democratic Republic of Congo.

Resolution 201906.508

WHEREAS a proposal to host the AIS'20 meeting has been received from ISPA-DRC;
RESOLVED to hold the AIS'20 meeting in Kinshasa, DRC, in May or June 2020;
RESOLVED that the CEO is authorised to sign an MoU with the local hosts.

Proposed AB. Seconded HY. Resolution passed.

9. Closure

The Chair CB moved to close the meeting at 17:15 Local Time Kampala. Proposed VM.
Seconded SO.