



**MINUTES OF THE BOARD FACE-TO-FACE MEETINGS HELD ON 30 NOVEMBER AND 1
DECEMBER 2019 IN THE BOARDROOM HTCC LUANDA ANGOLA**

Present:

Mr Eddy Kayihura (EK)	Member	Chief Executive Officer
Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Dr Adewale Adedokun (AA)	Member	Western Africa
Mr Seun Ojedeji (SO)	Member	Non Geographical
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Vika Mpisane (VM)	Member	Southern Africa - Day2 only

In Attendance:

Me Ashok Radhakisoon Legal Counsel

AGENDA

1. Opening Remark by the Chair
2. Adoption of the Agenda
3. Election of Vice-Chairman
4. Approval of Draft Minutes of Meetings
 - 4.1 dated 10 - 11 October 2019
 - 4.2 dated 13 October 2019 - Special Meeting 1
 - 4.3 dated 13 October 2019 - Special Meeting 2
 - 4.4 Matters Arising out of previous minutes
5. Review of Action Items

6. Resolution passed by circulation
7. Committees' Report
 - 7.1 Finance Committee
 - 7.2 Audit Committee
 - 7.3 Remuneration Committee
 - 7.4 CEO Search Committee
 - 7.5 Technical Committee
 - 7.6 Governance Committee
 - 7.7 Adhoc Reform Committee
8. Board Appointees
 - 8.1 NRO NC / ASO AC
 - 8.2 NomCom2020
9. CEO Operational Report
10. Change of Bank Signatories
11. ISPA Letter 20191104
12. Update on IP Investigation
13. Future of AFRINIC
14. Review of Strategic Assessment and Timeline
15. Election Guidelines
16. Board Handbook
17. Board Travel 2020
18. Board Schedule of Meetings 2020
19. Filing of Board Casual Vacancy - Eastern Africa
20. AoB

BUSINESS OF THE DAY

1. Opening Remark by the Chair

The Chair welcomed the members present and opened the meeting at 10:12 hrs Local Time Angola.

A roll call was carried out to confirm quorum.

2. Adoption of the Agenda

The Agenda was adopted with amendments. Proposed SO. Seconded SM.

SM and CB declared conflict of interest for Agenda Item 15 and will recuse themselves from discussion.

3. Election of Vice-Chairman

The Board conducted an election for the position of Vice-Chairman.

The Chair called for nomination. HY nominated SM. SM accepted the nomination. SI seconded the nomination. There was no further nomination nor objection.

Resolution 201912.531

WHEREAS the position of Vice-Chairman of AFRINIC Board is vacant;

RESOLVED to appoint Mr Subramanian Moonesamy as Vice-Chairman until the start of the next board meeting at which elected directors to take their seats.

Proposed HY. Seconded SI. Resolution passed.

SO remarked that there is an unwritten understanding that members whose term was going to expire should be avoided as Chair and Vice Chair for continuity reasons and conflict handling complications, he therefore find it disappointing that SM accepted the nomination and wondered whether there was no one else on the Board that could have been nominated instead. SO noted that he waited for SM to decide on acceptance before making his remark so as not to be seen as influencing the process.

SM pointed out that such an understanding was never brought to the attention of the Board during the past elections for Chair or Vice-Chair.

The Board discussed the matter on several occasions and saw no where the unwritten rules existed. It should also be noted that the Board has adopted a Board Handbook which describes all Board proceeding if such rules are needed. It should be included in the Board HandBook.

4. Approval of Draft Minutes of Meetings

4.1 dated 10 - 11 October 2019

Resolution 201911.532

The Board approved the minutes of the Board meetings held on 10 and 11 October 2019 with amendments.

Proposed. SO. Seconded HY. Resolution passed unanimously.

4.2 dated 13 October 2019 - Special Meeting 1

Resolution 201911.533

The Board approved the minutes of the Special Board meeting held 13 October 2019.

Proposed. SM. Seconded SI. Resolution passed unanimously.

4.3 dated 13 October 2019 - Special Meeting 2

Resolution 201911.534

The Board approved the minutes of the Special Board meeting held 13 October 2019.

Proposed. HY. Seconded SM. Resolution passed unanimously.

4.4 Matters Arising out of previous minutes

None

5. Review of Action Items.

The Board reviewed the list of open Actions Items. Refer to collaborative platform.

6. Resolution passed by circulation

The Board ratified the following resolutions passed by circulation.

6.1 CEO Registration as Director and Member of the Company

Resolution 201911.528

WHEREAS the Board has appointed Mr Eddy Mabano Kayihura as the Chief Executive Officer of African Network Information Centre (AfriNIC) Ltd [‘the Company’] with effect from 04 November 2019;

IT IS THEREFORE RESOLVED that Mr Eddy Mabano Kayihura be appointed as Director and Member of the Company with the Registrar of Companies.

Proposed: CB Seconded: SO. Approved by email dated 06 November 2019. Resolution passed unanimously.

6.2 AFRINIC-31 Accommodation - HCTA (Expenditure above\$50,000)

Resolution 201911.529

WHEREAS the AFRINIC31 meeting is planned to held at the Hotel de Convencoes de Talatona in Luanda, Angola in December 2019;

RESOLVED that the CEO is authorised to sign the two contracts with the hotel;

RESOLVED to approve a payment of USD 180,110 to the hotel for the conference.

Proposed: SM Seconded: CB. Approved by email dated 17 November 2019. Resolution passed unanimously.

6.3 BOARD RESOLUTION FOR APPOINTMENT OF AUDITORS TO FILL CASUAL VACANCY

WHEREAS, at its last Annual General Members' Meeting held on 20 June 2019 in Kampala, Uganda PricewaterhouseCoopers, a firm of auditors, was appointed as auditor for the African Network Information Centre (AfriNIC) Ltd (“the Company”) to hold office until the conclusion of the next Annual General Meeting.

WHEREAS, by letter dated 28 October 2019 the aforesaid auditor has now submitted its resignation as auditor of the Company, thus causing a casual vacancy in the office of the auditor of the Company.

IT IS THEREFORE RESOLVED THAT pursuant to the provisions of Article 15.3(v) of the Company's Bylaws and Section 195(2) of the Companies Act 2001, BDO & Co be and are hereby appointed as auditor of the Company to fill the said casual vacancy caused by the resignation of PricewaterhouseCoopers.

IT RESOLVED FURTHER THAT BDO & Co be and are hereby appointed as auditors of the Company and they shall hold the office of the auditor of the Company from the date of this resolution until the conclusion of the ensuing Annual General Members' Meeting and that they shall conduct the Statutory Audit for the period ending 31 December 2019 on such remuneration as may be fixed by the Board of Directors in consultation with them.6. Committees' Report.

Proposed CB. Seconded VM. Approved by email dated 26 November 2019. Resolution passed unanimously.

7 Committees' Report

7.1 Finance Committee

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

- Travel

There is an increase in the travel expenses for 2019. Travels which happen outside the normal travel plan should be allocated to the contingency budget with reasons to justify the travel.

[REDACTED]

- Fee Review and Discount Policy

The Board considered the Fee Review and discount policy proposals. After discussion, the Board did not approve the proposals and opted for a formula to be applicable in the calculation of the fees for /23 and /24. It was noted that it is urgent to have a fee structure in place when the company reaches soft landing.

The Management was requested to submit a fee structure proposal for /24 and /23 to the Board for approval.

- Document on Reserve

After review, the Management was requested to publish the document on reserve without the section 'Way Forward'.

- Budget 2020

The Board discussed the proposed Activity Plan and the draft Budget 2020.

The following observations were made:

- I. The proposed activities to have measurable performance metric
- II. Emphasis to be placed on improving the company's image problem
- III. Restructuring towards quality-centric governance
- IV. Ensure accountability as an additional activity
- V. The cost for renovation of the office is high and the CEO to manage the cost efficiently.

After discussion, the Board approved the Budget for the financial year 2020. The CEO was requested to update the activity plan as discussed.

Action Item 201911.01: The CEO to submit an updated Activity Plan by 31 January 2020.

Resolution 201912.535

WHEREAS a budget for the financial year 2020 has been presented;

WHEREAS the Finance Committee has presented its report and recommendations to the Board;

RESOLVED to approve the budget.

Action Item 201911.02: The Management to use the recommended formula and draft a fee structure proposal for /24 and /23 for Board approval, before the company reaches the soft landing phase.

Action Item 201911.03: The Management to publish the document on reserve on the website. The Section 'Way Forward' to be removed from the document.

7.2 Audit Committee

The Board considered the report of the Audit Committee.

- **External Auditor**

The Board debated the resignation of PwC as external auditor and the request for proposal made for its replacement. BDO was selected as the external auditor to carry the auditing of the financial year 2019. A letter of appointment was sent to BDO.

- **Whistleblower Mechanism**

The Committee recommended the appointment of Navex Global as the service provider for AFRINIC whistleblower service.

Resolution 201912.536

WHEREAS the Audit Committee has recommended Navex Global as AFRINIC's Whistleblower service provider;

RESOLVED to approve the recommendation of the Audit Committee.

Proposed SO. Seconded SM. Resolution passed unanimously.

7.3 Remuneration Committee

The Board took note of the report of the Committee.

7.3.1 AFRINIC Code of Conduct

Resolution 201912.537

WHEREAS the Remuneration Committee has recommended a Code of Conduct for AFRINIC employees.

RESOLVED to approve the document;

RESOLVED that the Code of Conduct shall be effective from the date of its approval.

Proposed SO. Seconded HY. Resolution passed unanimously.

7.3.2 Consultants

The Board considered the proposal of the CEO for the recruitment of Consultants for the next 3 – 6 months, namely to assist in the Finance department during the present transition and to assist in solving some of the issues identified on the technical side. It is expected that the consultants will enable the CEO to have a better position on how to restructure the organization. The Committee has no objection for delaying the recruitment at C-level to a later stage when the CEO has completed his review and proposed a new organigram.

Resolution 201912.538

WHEREAS the present Finance and Accounting Director is leaving his position on 07 January 2020;

RESOLVED to authorise the Chief Executive Officer to enlist the collaboration of a consultant to assist in the financial management of the company pending the recruitment of a Chief Financial Officer.

Proposed HY. Seconded SM. Resolution passed unanimously.

7.4 CEO Search Committee

The Board acknowledged that the Committee has completed its work and to dissolve the Committee.

The Committee briefed on the outstanding payment to be effected to FedAfrica upon completion of the CEO recruitment as per the signed agreement and discussions held. The Secretariat was requested to contact FedAfrica for their invoice in order to proceed with the payment.

Resolution 201912.539

WHEREAS, at its meeting of 12 May 2019, the Board had set up a CEO Search Committee and the responsibility thereof was assigned to the existing Remuneration Committee;

WHEREAS, the CEO Search Committee has completed its work;

RESOLVED that the CEO Search Committee is hereby dissolved;

RESOLVED the Remuneration Committee be reverted to its initial Terms of Reference.

Proposed HY. Seconded SM. Resolution passed unanimously.

Action Item 201911.04: The Secretariat to contact FedAfrica for their invoice in order to proceed with payment.

7.5 Technical Committee

The Board took note of the amended charter of the Committee.

The CEO briefed on the status of work with regards to the colocation of servers in South Africa and it is expected to complete the site by end of December 2019.

The Board discussed and agreed that the Management should look into the options of hosting the infrastructure in other datacenters in other regions in 2020.

7.6 Governance Committee

The Board Liaison reported that the Committee is currently working on the Bylaws review and has not met since last meeting in July 2019.

The Board appointed SO as Board Liaison for the year 2020 in replacement of SI.

Resolution 201912.540

The Board resolved to appoint Seun Ojedeji as Board Liaison to the Governance Committee for a one - year term from January 2020 to December 2020.

Proposed HY Seconded SM. Abstained SO. Resolution passed.

Action Item 201911.05: The Chair to inform the Governance Committee of the appointment of SO as Board Liaison for the year 2020.

7.7 Adhoc Reform Committee

The Chair CB reported that the work of the Adhoc Reform Committee is ongoing and is expected to present a report to the Board by end of the year.

7.8 Reconstitution of Committees

Resolution 201912.541

WHEREAS the Board has decided to reconstitute the Board Standing Committees;

RESOLVED that the Committees are reconstituted as follows;

Remuneration Committee: Oluwaseun Ojedeji, Vika Mpisane, Habib Youssef, CEO;

Finance Committee: Subramanian Moonesamy, Oluwaseun Ojedeji, Adewale Adedokun, Christian Bope, CEO;

Audit Committee: Habib Youssef, Adewale Adedokun, Serge Ilunga;

Technical Committee: Christian Bope, Vika Mpisane, Subramanian Moonesamy, Serge Ilunga, CEO.

Proposed CB. Seconded HY. Resolution passed unanimously.

8. Board Appointees - See NOTE 5

8.1 NRO NC / ASO AC

After discussion, the Board decided to launch the call for volunteers for the position on the NRO NC / ASO AC for a period of 2 weeks.

Action Item 201911.05: The Secretariat to draft the announcement and launch the call for volunteers for the position on the NRO NC / ASO AC for a period of 2 weeks.

8.2 NomCom2020

CB and SM recused themselves from the discussion. Discussion led by HY at this stage.

The Board discussed the Election Guidelines and the need to constitute the Nomination Committee [NomCom] 2020. The Election Timeline 2020 was reviewed. The following were decided:

- I. The Call for volunteers to the NomCom 2020 to be made after approval of the Election Guidelines.
- II. The Election Timeline 2020 to be amended as discussed.
- III. The Election Guidelines to update by Management after the call for comments ends on 15 December 2019. The guidelines to be finalised and approved by 17 December 2019.
- IV. Call for volunteers for NomCom 2020 to be launched after approval of election guidelines.

Action Item 201911.06: The Secretariat to amend the Election Timeline 2020 by 15 December 2019.

Action Item 201911.07: The Secretariat to update the election guidelines at the end of the call for comments period and submit the final version for Board approval on 17 December 2019.

9. CEO Operational Report

The CEO made a brief overview of the Quarter3 operations report as circulated.

The Board discussed thoroughly on the investigation presently ongoing, and the implication for the organization. The CEO informed that APNIC will share its investigation report shortly and necessary steps will be taken.

10. Change of Bank

Further to the resignation of the Finance Director, the Board resolved to change the bank signatories.

Resolution 201912.542

It is **RESOLVED**:

THAT the present bank signatories be revoked.

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

Name	Position	Category
Mr Christian Domilongo BOPE	AFRINIC Board Chairperson	A
Mr Subramanian Moonesamy	AFRINIC Board Vice Chairperson	A
Mr Eddy Mabano KAYIHURA	Chief Executive Officer	A
Mr Nirmal MANIC	Chief Accountant	A
Mr Yavisht TOOLSEEYA	HR & Administration Manager	B

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: Mr Eddy Mabano KAYIHURA, Mr Nirmal Manic and Mr Christian Domilongo BOPE **OR** Mr Subramanian Moonesamy.

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.

It is **RESOLVED**:

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.

Name	Role	Initials
Mr Christian Domilongo BOPE	Initiate/View/Authoriser	All Accounts
Mr Eddy Mabano KAYIHURA	Initiate/View/Authoriser	All Accounts
Mr Subramanian Moonesamy	Initiate/View/Authoriser	All Accounts
Mr Yavisht TOOLSEEYA	Initiate/View/Authoriser	All Accounts Except Cash Reserves Accounts
Mr Nirmal MANIC	Initiate/View/Authoriser	All Accounts except Salaries Account and Cash Reserves Accounts
Mr Ganessen GURUNADEN	Initiate/View	All Accounts except Salaries Account and Cash Reserves Accounts

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

Proposed CB. Seconded SO. Resolution passed unanimously.

11. ISPA Letter 20191104

The Chair made a chronology of meetings and letters exchanged between ISPA and AFRINIC. ISPA has sent a follow up letter and is requesting mediation on the governance issues raised.

The Board discussed and agreed that there is no further course of action to be taken on the matter. The Legal Counsel was requested to draft a response to ISPA.

Action Item 201911.08: The Chair to liaise with the Legal Counsel and draft a response to ISPA.

12. Update on IP Investigation

The CEO informed that APNIC will share its investigation report shortly. There seem to be an indication of fraudulent activity and necessary actions will be taken as per the Fraud and Corruption policy in place in the organization. The matter will be referred to the investigatory authority in Mauritius.

The Board reiterated that a mechanism should be implemented within the organization in order to prevent such situation from occurring and also to have proper IP audit control.

The Board further discussed on measures to mitigate the situation during the present policy meeting ongoing in Angola.

13. Future of AFRINIC

The Board took note of the document that was previously discussed some years back. The present situation of manipulation of IPs to defraud is a high risk for the company and its future. The company needs to improve the internal processes and due diligence with regards to IP management.

14. Review of Strategic Assessment and Timeline

The Board reviewed the Strategic Plan Assessment and timeline for the drafting of the next Strategic Plan for 2021 – 2026.

A presentation will be held during the AFRINIC31 meeting to gather feedback from the community.

The Board agreed to publish the Strategic Plan Assessment and Timeline to the community at large for feedback.

It was also decided to hold a Strategic Plan retreat next year.

Action Plan 201911.09: The Secretariat to launch a call for comments on the Strategic Plan Assessment 2016 – 2020 and Timeline to the community.

15. Election Guidelines

<https://afrinic.net/call-for-comments-bod-election-process-guidelines-20181126>

The Board acknowledged that the call for comments on the election guidelines is presently ongoing till 15 December 2019.

16. Board Handbook

The Board approved the amended Board Handbook.

Resolution 201912.543

WHEREAS the Board considered the Board Handbook;

RESOLVED to approve the Board Handbook as amended.

Proposed HY. Seconded SI. SM objected. Resolution passed.

One Board member was of the view that the refund of 'out-of-pocket' expenses should be approved via a policy than as a section of the Board Handbook.

17. Board Travel 2020

The Board took note of the draft Board Travel Plan for 2020.

Action Item 201911.10: The Board to finalise the selection of events and travel plan by 15 December 2020.

18. Board Schedule of Meetings 2020

The Board approved the Calendar of Board Meetings for the year 2020.

19. Filing of Board Casual Vacancy - Eastern Africa

After discussion, the Board decided to launch a call for volunteers to fill the vacancy for Board Seat 6 – Eastern Africa.

Action Item 201911.11: The Secretariat to check the process for the filing the Board Casual Vacancy and to share a draft timeline to the Chair by 3 December 2019.

20. AoB

20.1 Board Travel Planning

One member requested that Management take necessary measures to improve the Board Travel planning for the year 2020.

20.2 Succession Planning

One member highlighted to the attention of the Board that both the terms of the Chair and Vice-Chair are ending in June 2020 and up for election. The leadership should recognize the importance of continuity and proper succession planning within the Board.

21. Closure

The Chair moved to close the meeting at 17:30 Local Time Angola on Sunday 1 December 2019. Proposed SO. Seconded HY.