



**MINUTES OF THE BOARD MEETING HELD ON 20 JANUARY 2021 AT 09:08 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 Adewale Adedokun (AA)	Member	Western Africa
Mr Serge Ilunga (SI)	Member	Central Africa
Mr Vika Mpisane (VM)	Member	Southern Africa
Dr Abdalla Omari (AO)	Member	Eastern 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 Radhakisoon	Legal Counsel

AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of Interest
 - 1.2 Adoption of Agenda
2. Adoption of previous minutes
 - 2.1 dated 25 November 2020
 - 2.2 dated 11 December 2020
 - 2.3 dated 18 December 2020
 - 2.4 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Finance Committee
 - 4.2 Audit Committee
 - 4.3 Remuneration Committee
 - 4.4 Technical Committee
 - 4.5 Governance Committee
 - 4.6 Reform Committee
 - 4.7 CEO Update
 - 4.8 Chair Update
5. WHOIS Database Accuracy Report
6. Annual General Members' Meeting

- 7. Nomination Committee Appointments
- 8. AoB
- 9. Next Board Meeting

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BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:08 UTC. A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

VM declared a conflict of interest for Agenda Item no. 7.

1.2 Adoption of Agenda

The Agenda was adopted as circulated. Proposed AO Seconded HY.

2. Adoption of previous minutes

2.1 dated 25 November 2020

Resolution 202101.591

The Board approved the minutes of the Board Meeting held on 25 November 2020 with amendments

Proposed AO. Seconded EK

2.2 dated 11 December 2020

Resolution 202101.592

The Board approved the minutes of the Board Meeting held on 11 December 2020 with amendments

Proposed SI. Seconded HY

2.3 dated 18 December 2020

Resolution 202101.593

The Board approved the minutes of the Board Meeting held on 18 December 2020 with amendments.

Proposed OO. Seconded HY

2.4 Matters Arising

None

3. Review of Action Items

Action Item 202012.01: The Management to publish the approved Budget 2021 on the website.

Status: Action Item to be closed. Completed.

Action Item 202001.02: The CEO to submit a proposal for hosting a virtual AIS and AGMM in June 2021.

Status: Action Item to be Closed. Completed.

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 February 2021.

Action Item 202011.01: The Finance Committee to submit a report on the Financial Impact Analysis on the RIR Transfer Policy

Status: Action Item to be kept Open. Deadline end of Quarter1 – March 2021.

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

Status: Action Item to be kept Open. Secretariat to continue follow up with deadline 15 Feb 21 to close the matter.

Action Item 202011.03: The CEO to notify the members about the revised AFRINIC Bylaws once the filing of the AFRINIC Bylaws is completed. Deadline 4 December 2020.

Status: Action Item to be kept Open. Confirmation received from the Company Secretary that the Registrar of Companies has approved filing of the AFRINIC Bylaws.

Action Item 202010.02: The Remuneration Committee to review a new Bonus Policy by end of November 2020.

Status: Action Item to be kept Open. Deadline February 2021.

Action Item 202010.04: The Audit Committee to follow up on the CSR and status of previous issues raised on the Management Letter.

Status: Action Item to be kept Open. Deadline March 2021.

Action Item 202010.05: The CEO to review and make recommendations on the Delegation of Authority by 18 November 2020.

Status: Action Item to be Closed. Completed.

Action item 202010.06: The draft minutes of the AGMM2020 to be finalised and published by 30 October 2020.

Status: Action Item to be Closed. Completed.

Action Item 202009.01: The Board Committees to review the ToRs and submit to the Board within 2 weeks.

Status: Action Item to be Closed. Completed.

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 February 2021.

Action Item 202006.07 : The Management and the Finance Committee to review the discount policy and submit to the next Board meeting for consideration.

Status: Action Item to be kept Open. Deadline March 2021.

Action Item 202006.12: The Finance Committee to consider the 'Business Impact of COVID19' on the company and to report back to the Board.

Status: Action Item to be kept Open. Deadline February 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 February 2021.

Action Item 201908.04 : The Audit Committee to oversee a report on Members who have not yet signed the RSA.

Status: Action Item to be kept Open. Deadline February 2021.

Action Item 201908.07: The management to provide a report on the FIRE Programme by the next Board meeting.

Status: Action Item to be kept Open. Report Submitted.

Action Item 201905.02: The incoming CEO to conduct an evaluation of the current operational structure and make recommendations to the Board within 12 months after assumption of duty.

Status: Action Item to be kept Open. Report Submitted.

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 March 2021.

4. Reports

4.1 Finance Committee

The next meeting of the Committee is scheduled for early February 2021. No report.

4.2 Audit Committee

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

The Committee is working on the following items:

1. Year 2020 External Audit

The Letter of Engagement has been submitted and the external auditor will soon submit its work plan for the 2020 audit exercise.

2. Audits Recommendations Follow up

The Internal Auditor is following up on the past recommendations made and an updated report will be submitted in the next board meeting.

3. Member Assisted Review

The Committee is presently awaiting a report from the CEO on the process to be implemented to make Members comply with the RSA.

4. Fire Programme Audit.

The Board took note of the draft report from the Internal Auditor.

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.

4.3 Remuneration Committee

The Chair of the Remco briefed on the work as follows

1. COO Recruitment

The recruitment process is ongoing. Applications received pursuant to the advertisement. The Committee will proceed with pre-selection and the evaluation process.

2. Organisation Structure

A draft proposal was submitted by the CEO. The Committee has reviewed and made comments for a more readable version including further description on the structure and financial impact.

3. Bonus Policy

The Bonus Policy is to be reviewed by the Management, and linked to the employees performance and the financial health of the organization.

4.4 Technical Committee

The Committee was inactive for the past months and has completed its work when it was originally constituted. The Board agreed that its scope is more operational than Board related; and as such agreed to dissolve the Committee.

Resolution 202101.594

WHEREAS the Technical Committee has completed its work;
RESOLVED that the Technical Committee is hereby dissolved.

Proposed BE. Seconded AA. Resolution passed unanimously

4.5 Governance Committee

The Governance Committee was re-constituted for the year 2021 with Mr Ali Hussein who was elected during the AGMM 2020 and Mr Eddy Lareine who was appointed by the Board in December 2021.

The Committee is yet to hold its first meeting to elect a new Chairman.

4.6 Reform Committee

The Committee was inactive for the past months. The Board discussed on the relevance of the Reform Committee in line with the context in which it was created compared to the present situation.

After discussion, the Board agreed that the Chairman to contact the Committee for update on its status of work and deliverables.

4.7 CEO Update

The CEO presented its report to the Board as follows;

1. Database Accuracy and IP Audit Report

The final report has been circulated for report and awaiting approval for publication.

2. Legal Cases

The legal cases are in progress and affidavits are being exchanged by both parties.

3. Office renovation

The office renovation is almost completed and staff has started to get back to the AFRINIC Office.

4. Resignation of the Research and Innovation Manager.

The Board was informed of the resignation of the Research and Innovation Manager, effective end of March 2021.

5. Mailing Lists Terms of Use

The Board took note of the Mailing Lists' Terms of Use and approved for implementation as presented by the CEO.

Resolution 202101.595

WHEREAS the Board took note of the proposed AFRINIC Mailing Lists' Terms of Use;
RESOLVED to approve the Terms of Use.

Proposed HY Seconded OO. Resolution passed

4.8 Chair Update

The Chair updated the Board on his activities for the month of 31 December 2020. The Board was informed on the anonymous emails and complaints that the Chair received. The CEO performance evaluation is scheduled for February 2021.

5. WHOIS Database Accuracy Report

The Board took note of the WHOIS Database Accuracy Report.

Resolution 202101.596

WHEREAS the Board has taken note of the WHOIS Database Accuracy Report as submitted by the Management.

RESOLVED that the report be published for the information of the Resources Members and the community-at-large.

Proposed BE. Seconded HY.

6. Annual General Members' Meeting

The CEO briefed the Board on the ongoing logistics for the online Annual General Members' Meeting 2021. The agreed dates are scheduled for 31 May to 4 June 2021. The Board took note of the tentative budget and the tentative agenda.

7. Nomination Committee Appointments

The Board reviewed the list of volunteers received after the call for volunteers for appointment on the Nomination Committee Appointments.

Resolution 202101.597

WHEREAS there is a need to appoint four members, three community volunteers and one Board Member, to the Nomination Committee 2021 in terms of article 9 of the Bylaws;

WHEREAS persons domiciled in South Africa sub-regions are not eligible in terms of article 9.1 of the Bylaws;

WHEREAS several volunteers from the community expressed an interest;

RESOLVED to appoint Caleb Ogundele Olumuyiwa, Fabian Arbogast and Raymond Mamattah to the Nomination Committee 2021 as community representatives;

RESOLVED to appoint Abdalla Omari to the Nomination Committee as the Board representative.

Proposed BE. Seconded AA. VM recused EK abstained, resolution passed

8. AoB

None

9. Next Board Meeting

The next Board meeting is scheduled for Wednesday 03 March at 09:00 UTC

10. Closure

The Chair moved to close the meeting at 12:24 UTC. Proposed VM. Seconded SO.

SIGNED