



MINUTES OF THE BOARD MEETING HELD ON 18 AUGUST 2021 AT 09:08 UTC VIA ONLINE CONFERENCING SYSTEM

Present:

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

In Attendance:

Mrs Guylaine Laiyra	Snr. Executive Assistant*
Me Ashok Radhakisoon	Legal Counsel

Apologies:

Dr Abdalla Omari (AO)	Member	Eastern Africa
Mr Serge Ilunga (SI)	Member	Central Africa

AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of interest
 - 1.2 Adoption of Agenda
2. Legal Cases - Authorisation to Head of Finance
3. Previous Minutes
 - 3.1 Approval of minutes of Board meeting held on
 - 3.1.1 7th & 8th July 2021
 - 3.1.2 21 July 2021
 - 3.1.3 23 July 2021
 - 3.1.4 26 July 2021
 - 3.1.5 1 August 2021
 - 3.1.6 6 August 2021

- 3.2 Matters Arising
- 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 CEO Report
 - 5.7 Chair Update
- 6.0 AFRINIC - Way Forward
- 7.0 AoB
- 8.0 Next Board Meeting

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

There was no declaration of conflict of interest.

1.2 Adoption of Agenda

The Agenda was approved with amendments. Proposed HY. Seconded EK.

2. Legal Cases - Authorisation to Head of Finance

The Board took note of the urgent requirements for an authorisation to the Head of Finance and Accounting to file an affidavit on behalf of AFRINIC, in order to seek the removal or reduction of the amounts frozen following the Attachment Order dated 23 July 2021.

One member OO pointed out that the Board should act as a responsible Board when it comes to oversight of the Board during this very difficult situation towards ensuring that the legal processes run smoothly to the extent that the legal cases are resolved quickly and in a timely manner. He was of the view that it is very inappropriate that as advised by the external legal counsel the Board did not allow for an overall authorisation or resolution allowing the CEO to act and provide updates to the Board for the whole legal cases rather than having to come to the Board each and every time for approval. As such, the member OO does not support the resolution as proposed.

Resolution 202108.627

WHEREAS the Board has been informed of the urgency of initiating an application on behalf of African Network Information Centre (AfrINIC) Ltd, also known as AFRINIC, in order to seek the removal or reduction of the amounts frozen following the Attachment Order dated 23 July 2021. **RESOLVED** to authorise Mr. Nirmal Manic, Head of Finance and Accounting, to represent AFRINIC for the purposes of the present application as well as to affirm such affidavit(s) and perform such other act(s), as may be required, on its behalf in connection thereof.

Proposed EK. Seconded HY. Resolution passed.
YES VOTE = SM AA HY BE EK
NO VOTE = None
ABSTENTION VOTE = OO

The Board took a break at 09:36 UTC to allow the Management to process the resolution and resume at 09:43 UTC.

3. Previous Minutes

3.1 Approval of minutes of Board meeting held on

3.1.1 7th & 8th July 2021

3.1.2 21 July 2021

3.1.3 23 July 2021

3.1.4 26 July 2021

3.1.5 1 August 2021

3.1.6 6 August 2021

Some Board members expressed a concern about the quality of the contents of the draft minutes. The approval of last minutes is deferred to the next board meeting.

3.2 Matters Arising

None.

4. Review of Action Items

Action Item 202108.01: The Finance Committee to review the board paper with regards to the cost implications and different scenarios to run AFRINIC services; the Committee to report to the Board on 3rd August 2021.

Status: Action Item to be closed. Completed

Action Item 202107.01: The CEO to contact the Company Secretary to do needful with respect to the Registrar of Companies.

Status: Action Item to be closed. Completed

Action item 202107.01: The CEO and Head of Finance to follow up on the financial implications of freezing the accounts.

Status: Action Item to be kept Open till the bank accounts are unfreezed.

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 202107.03: 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 202107.04: The CEO to prepare a response to the email Anthony Ubah and circulate to the Board by 10th of July 2021.

Status: Action Item to be closed. Completed

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. New deadline in 10 October 2021

Action Item 202106.01: The Committees are to review their respective ToRs and submit to the Board by end of June 2021.

Status: Action Item to be kept Open.

Action Item 202106.02: The Finance Committee to review the delegation of authority and Bank signatories; and report to the Board by end of June 2021.

Status: Action Item to be kept Open. New deadline end October 2021

Action Item 202105.01: The Audit Committee to meet with the Management and the external auditor on the Customer Service Report. The Committee to report back to the Board end of July 2021.

Status: Action Item to be kept Open. New deadline end September 2021

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.

Status: Action Item to be kept Open. New deadline end August 2021

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. New deadline end September 2021

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.

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. New deadline end September 2021

5. Reports

5.1 Audit Committee

The Chair of the Audit Committee apprised the Board that the Committee has not met due to lack of quorum and the need to reconstitute the committee pursuant to the resignation of one member ME.

Resolution 202108.627

WHEREAS one member of the Audit Committee has resigned;
RESOLVED to reconstitute the Audit Committee with Benjamin Eshun, Serge Ilunga and Prof Habib Youssef
Proposed BE. Seconded AA. Resolution passed

5.2 Finance Committee

The Board took note of the report of the Finance Committee and its recommendations for approval as follows:

1. AFRINIC Financial report for Quarter 2

The financial report for Quarter 2 was approved as presented. The short version of the report to be published online.

2. Amendment of AFRINIC Invoice.

The Board took note of the recommendation of Management to amend the current invoice template used by AFRINIC and to implement the suggested footnotes as presented.

3. Discount Policy

The Chair referred the Discount Policy to be reviewed together with the Fees Review Policy.

4. Current financial status of AFRINIC.

The Board took note of the current financial status of the company. All AFRINIC's accounts are currently frozen by the Court. It is noted that despite the freezing order, the Finance Team has reported payment of 185 000 USD into the bank accounts by Members after the attachment order. The organisation does not have any cash flow and is indebted to suppliers to the tune of 75000 USD monthly.

The CEO informed that some of the suppliers are ready to grant AFRINIC a grace period till the end of October to pay invoices.

The Chair requested for a weekly report on the financial status.

5. Managements' activity

[REDACTED]

AA lost connection at 11:22 UTC and resumed at 11:28 UTC.

5.3 Remuneration Committee

The Board took note of the report of the committee.

The recruitment of the COO is presently on hold as per the request from the Chairman due to the current freezing of AFRINIC bank accounts.

The Committee received confirmation that all AFRINIC staff has been paid for July salary except for 3 staff.

The committee recommended to appoint a new member to the Remuneration Committee pursuant to the resignation of one member.

Resolution 202108.629

WHEREAS one member of the Remuneration Committee has resigned;
RESOLVED to reconstitute the Remuneration Committee with Prof Habib Youssef, Oluwaseun Ojedeji and Benjamin Eshun
Proposed HY. Seconded OO. Resolution passed.

5.4 Governance Committee

The Governance Committee has extended the call for comments on the AFRINIC Code of Conduct and is presently waiting for the outcomes.

5.5 Reform Committee

No new update. The Committee has not met yet.

The CEO informed that with the current crisis situation, there might be the need for other reforms to be done and the Reform Committee could be asked to further consider the present AFRINIC situation.

5.6 CEO Report

The Board took note of the CEO Report.

The Chair requested that there should be a regular report from the CEO to have an oversight of the AFRINIC Operations.

The CEO pointed out that there is presently a crisis and operations should not be expected to run normally in line with all the Courts Hearings.

5.7 Chair Update

The Board took note of the report of the Chairman, namely on the chronology of events related to the legal cases and freezing order. He reported having received requests for press interviews' and has held meetings with the RIRs with regards to the legal Cases.

The Chair advised to put on hold the matters pertaining to the Appeal Committee and the Recall Committee.

Some members of the Board raised concern, indicating that its important to get the Appeal and Recall committees back on track, noting that we cannot simply stop all other important tasks that keeps the organization running because of court cases

The Legal Counsel reassured the Board that the legal team is looking into all the cases including those claims for damages directly against the company, the CEO and the Chairman. The CEO and Chairman are involved as representatives of the company and not on their person. The CEO informed that a meeting will be held shortly between the Board and the Legal Team to further explain and discuss the different legal cases i.e diffamation and contempt of court.

6.0 AFRINIC - Way Forward

The Chair reiterated that the company is in a very difficult situation with Court Cases and bank accounts frozen. There are many legal and financial issues involved; all the matters are intertwined and require legal experts to work out strategies and assist the company to move forward. The Chair thanked each Board Member for his collaboration.

The Chair opened the floor to the members to comment on the way forward and there was agreement that the following areas should be highlighted;

- Each director to serve in the best interest of the company
- The CEO to be provided with all the resources, authority and support to represent the company in those legal hearings
- The CEO to be given the power to act in a timely manner and to report to the Board in a timely manner also to be aware of what is happening.
- To consider on the sustainability of the organisation as a whole
- To focus on having access back to bank accounts
- To enhance the communication plan and PR between the community and AFRINIC
- To Learn from this experience and move forward collectively for the interest of the company and the continent

7.0 AoB

None

8.0 Next Board Meeting

The next Board meeting is scheduled on Wednesday 22 September 2021 at 09:00 UTC.

9.0 Closure

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

SIGNED