

**MINUTES OF THE BOARD MEETING HELD ON WEDNESDAY 20 JUNE 2018
AT 15:04 UTC VIA THE ONLINE CONFERENCE SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
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
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Agenda:

1. Welcome, Declaration of Interest and Agenda Review
2. Approval of last minutes
 - 2.1 dated 18 April 2018
 - 2.2 dated 19 April 2018
 - 2.3 dated 5 May 2018 [Sp.Mtg]
 - 2.4 dated 5 May 2018 [Informal Mtg]
 - 2.5 dated 6 May 2018 [Sp. Mtg]
3. Review of Action Items
4. Committee Report Update
 - 4.1 Finance Committee
 - 4.2 Remuneration Committee
 - 4.3 Audit Committee
 - 4.4 Governance Committee
 - 4.5 Fee Review Committee
5. Letter from Egypt National Telecommunication Agency
6. NDA removal
7. Filing of casual vacancies

9. 20th anniversary of African Internet Governance, Cotonou
10. AGMM Quorum issues
11. Staff Disciplinary Actions
12. AOB

BUSINESS OF THE DAY

1. Welcome, Declaration of Interest and Agenda Review

The Chair, CB welcomed the members present online and opened the meeting at 15:04 UTC.

A roll call was conducted to confirm quorum.

The Chair CB called for a review of the agenda. The Agenda was adopted with amendments. Proposed SI. Seconded SM.

2. Approval of last minutes

2.1 dated 18 April 2018

The Board reviewed and approved the Board minutes dated 18 April 2018.

Resolution 201806.421

The Board resolved to approve the minutes of the Board meeting held on 18 April 2018 with amendments.

Proposed SI. Seconded SM. Resolution passed unanimously.

2.2 dated 19 April 2018

The Board reviewed and approved the Board minutes dated 19 April 2018. The Secretariat to add the resolution that failed with regards to the renewal of the contract of the CEO and the roll call vote conducted.

Resolution 201806.422

The Board resolved to approve the minutes of the Board meeting held on 19 April 2018 with amendments.

Proposed SM. Seconded SI. Resolution passed unanimously.

2.3 dated 5 May 2018 [Sp.Mtg]

and

2.4 dated 5 May 2018 [Informal Mtg]

The Board reviewed and approved the minutes of the Board meetings held on 5 May 2018.

Resolution 201806.423

The Board resolved to approve the minutes of the Board meetings held on 5 May 2018 with amendments.

Proposed SO. Seconded SM. Resolution passed unanimously.

2.5 dated 6 May 2018 [Sp. Mtg]

The Board reviewed and approved the minutes of the special Board meeting held on 6 May 2018.

Resolution 201806.424

The Board resolved to approve the minutes of the Board meeting held on 6 May 2018 with amendments.

Proposed SI. Seconded SO. Resolution passed unanimously.

3. Review of Action Items

Action Item 201805.01: The Secretariat to work on the draft programme and the budget of the next Board Retreat in July 2018 in Mauritius.

Status: Action Item to be kept Open. Ongoing. Will share by email.

Action Item 201805.02: The drafting team SO, SI and LM to draft a communique and present to the Board for review and approval after 14:00 Local Time this Sunday 6 May 2018.

Status: Action Item to be closed. Completed

Action Item 201805.03: 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.

Status: Action Item to be kept Open. Ongoing. Report has been sent to the Board and actions are still in progress.

Action Item 201805.04: The CEO to plan for the participation of AFRINIC to the 20th Anniversary of the African Internet Community, in Cotonou Benin n the 6th July 2018.

Status: Action Item to be closed. Completed

Action Item 201805.05: SM to consider the Code of Corporate Governance Guidelines of Mauritius and to adapt the Code of Ethics of the company.

Status: Action Item to be kept Open. To be discussed in the next Board Retreat

Action Item 201805.06: The CEO to update the Draft Process Document for the Board Appointment to Committees to include the procedures for the removal of any Board Appointee.

Status: Action Item to be kept Open. The CEO to finalise the document by the next Board Retreat.

Action Item 201805.07: All the Directors to sign the counterpart signature resolution to update

the bank account signatories and the Secretariat to process with the Company Secretary.

Status: Action Item to be closed. Completed

Action Item 201805.08: The CEO to provide an update to the Board on the Competition Commission once a feedback is received on the questions raised from AA.

Status: Action Item to be kept Open. Ongoing.

Action Item 201805.09: Finance Committee to consider the Budget line up with the Strategic Plan report.

Status: Action Item to be kept Open.

Action Items 201805.10: The Remuneration Committee to send a detailed report on the KPIs to Board and discussion to Board Retreat.

Status: Action Item to be closed. Completed

Action Item 201805.11: The Secretariat to inform the NRO Secretariat that the Chair of the Board shall be the Board Observer to the NRO EC and to include CB in the NRO mailing list.

Status: Action Item to be closed. Completed

Action Item 201805.12: The Chair to write to the Members about the decision of the Board on how to fill the four casual vacancies as per resolution 201805.418.

Status: Action Item to be closed. Completed

Action Item 201805.13: The CEO to send a communication to the Members on the election of the Chair and Vice-Chairman to the Board.

Status: Action Item to be closed. Completed

Action Item 201805.14: All the Directors to sign the counterpart resolution for the change of Bank Signatories and the CEO to ensure that the instructions are delivered to the bank.

Status: Action Item to be closed. Completed

Action Item 201805.16: All the Directors to submit their KYC documents to the Secretariat.

Status: Action Item to be closed. Completed

Action Item 201805.17: The CEO and legal Counsel to check the timeframe to apply to the court in terms of Companies Act Section 136.

Status: Action Item to be closed. Completed

Action Item 201805.18: The CEO and the Legal Counsel to consider the different scenarios and options to hold an AGMM quorum.

Status: Action Item to be closed. Completed

Action Item: 20180524.01: The CEO to prepare a draft message to the Members with a link to the published Strategic Plan 2016-2020.

Status: Action Item to be closed. Completed

Action Item: 20180524.02: The Secretariat to add the Election Guidelines Review on the agenda for the Board Retreat in July 2018.

Status: Action Item to be kept Open.

Action Item: 20180524.03: The CEO to propose amendments to the Election Guidelines. The Board to review and finalise the draft Election Guidelines during the Board Retreat in July 2018 and the document to be submitted for community comment period in August 2018.

Status: Action Item to be kept Open. Ongoing

Action Item: 20180524.04: The CEO to contact the three AFRINIC representatives on the ASO AC and to ask them to lead the community consultation process on the future of the ASO AC .

Status: Action Item to be closed. Completed

Action Item 20180524.05: The CEO to consider a way forward with regards to the recruitment of a Company Secretary and draft a proposal to the Board.

Status: Action Item to be kept Open. Ongoing.

Action Item 20180528.01: The CEO to publish the redacted IC report within 48 hours i.e on Thursday 31 May 2018.

Status: Action Item to be closed. Superseded by time and other related events.

Action Item 20180528.02: The CEO to inform the staff that are mentioned in the redacted IC report that the report will be published on Thursday 31 May 2018.

Status: Action Item to be closed. Completed

Action Item 20180528.03: The Board to work on the communication to be sent to the community when publishing the IC redacted report, to review all the annexes to the redacted IC report and to consider the Governance Committee's report to the Board within the next 48 hours, i.e. Thursday 31 May 2018.

Status: Action Item to be closed. Superseded by time and other related events.

Action Item 20180528.04: The Board Liaison to the Governance Committee (GovCom), SO to inform the GovCom that the redacted IC report and GovCom Report are to be published with links under the GovCom Register of Requests on Thursday 31 May 2018.

Status: Action Item to be closed. Superseded by time and other related events.

Action Item 20180601.01: The Secretariat to schedule a meeting between the Governance Committee and the Board on Monday 4 June 2018.

Status: Action Item to be closed. Completed.

Action Item 20180601. 02: The Chair to send an acknowledgement to staff on Monday 4 June 2018.

Status: Action Item to be closed. Completed.

Action Item 20180601. 03: The Chair to draft a reply to the letter received from the staff dated 31 May 2018 and share to the Board for editing. The reply to be finalised and sent to the staff on Wednesday 6 June 2018.

Status: Action Item to be closed. Completed.

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

Status: Action Item to be kept closed and replaced with **new Action Item 201806.01:** The CEO to send the draft Procurement Processes document to the Board by Thursday 21 June 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.

Status: Action Item to be closed. Completed in Dakar.

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 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.

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 201711.10: The Chair and CEO to oversee an audit process of the FIRE Programme.

Status: Action Item to be closed and replaced with new **Action Item 201806.02:** The Audit Committee to oversee an audit process of the FIRE Programme.

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 closed and replaced with new **Action Item 201806.03:** The CEO to subscribe to a paid account [REDACTED] for archiving Board and Committees' documents.

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 high cost.

SO proposed to look into the [REDACTED] features 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.

4. Committee Report Update

4.1 Finance Committee

SM reported that the Committee has not met since Dakar.

SM advised that the Board to consider the amount of surplus that should be move to the strategic reserve. The Finance Committee will discuss and make a recommendation to the Board.

Action Item 201806.04: The Finance Committee to propose a resolution to the Board to move additional funds to the strategic reserve by Wednesday 26 June 2018.

4.2 Remuneration Committee

SI informed that the Committee is working on setting the CEO's KPIs which will be in line with the Strategic Objectives and Organisation Key Results. A report will be provided to the Board during the retreat for discussion.

SI also informed that the Committee has updated the Committee's Terms of Reference.

4.3 Audit Committee

SO reported that the Committee has not met yet and updated that work is in progress with regards to the clients' service recommendations of the PwC made to the Management.

SO also reminded the Board to provide a scope of work to the Audit Committee with regards to the Audit of the Fire Programme. The Chair, CB proposed that the Audit Committee to update its terms of reference to include the FIRE Programme.

Action Item 201806.05: The Audit Committee to conclude the contractual arrangements with auditors for the auditing of the financial year 2018.

4.4 Governance Committee

The Board Liaison to the Governance Committee, SO reported that the Committee has finalised the Terms of Reference and appointed the Independent Committee to redact the report. The work has started and the Board will be updated once completed.

With regards to the Bylaws' Review, the Legal Counsel has been requested to advise on the Bylaws' review.

4.5 Fee Review Committee

SM informed that there are questions from Members with regards to the rationale of the certain ratios in the Fee Review Proposal and other operational matters. SM sought the Board approval to ask the CEO to provide further information.

The Board noted that SM has the right to make inquiries from the CEO via the Board mailing list but if he has to use the information outside the Board, then there is the need to seek Board approval.

5. Letter from Egypt National Telecommunication Agency

The Board discussed the letter received dated 4 June 2018, the letter was forwarded by HE on the 5th of June but was also received by fax on 11 June 2018 from the Egypt National Telecommunication Agency (NTRA) [REDACTED] An acknowledgement was sent to the NTRA via fax on the 11 of June 2018.

[REDACTED]

The Board agreed to reply to NTRA in an appropriate manner and apologise to HE on any impact that the allegations may have had on HE and his employer NTRA.

Action Item 201806.06: The Board to write a reply to the Egypt National Telecommunication Agency and to HE. The CEO to propose a draft response for the Board review and approval by Tuesday 26 June 2018.

6. Adjournment

The Chair, CB moved to adjourn the meeting at 18:18 UTC. Proposed SI. Seconded SM. A meeting is convened on the 27 June 2018 at 15:00 UTC to complete the remaining agenda items.