

**MINUTES OF THE BOARD MEETING HELD ON 12 SEPTEMBER 2018 AT 15:10 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

Mr Alan Barrett (AB)	CEO	
Dr Christian Bope (CB)	Member	Central Africa
Prof Habib Youssef (HY)	Member	Northern Africa
Mr S.Moonesamy (SM)	Member	Indian Ocean
Mr Serge Ilunga (SI)	Member	Non Geographical
Mr Seun Ojedeji (SO)	Member	Non Geographical

Apologies:

Mrs Dorcas Muthoni (DM)	Member	Eastern Africa
Mr Vika Mpisane (VM)	Member	Southern Africa

In Attendance:

Mr Ashok Radhakisson (AR)	Legal Counsel
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Agenda:

1. Opening remark by the Chair
2. Adoption of the Agenda
3. Minutes of the Last Meetings
 - 3.1 dated 7 & 8 August 2018
 - 3.2 dated 28 May 2018
4. Review of Action Items
5. Management Report
6. Committees' Report
 - 6.1 Finance Committee
 - 6.2 Audit Committee
 - 6.3 Remuneration Committee
 - 6.4 Governance Committee
7. Resolutions
 - 7.1 Approved by circulation

7.1.1 MoU between AFRINIC and ATI

Resolution 201808.449 (AVC)

WHEREAS the AFRINIC-29 meeting is planned to be held in Hammamet, Tunisia, in November 2018;

WHEREAS an MoU between AFRINIC and the local hosts has been drafted;

RESOLVED that the CEO is authorised to sign the MoU.

Proposed AB. Seconded SO. (Approved by email dated 16 August 2018).

Resolution passed unanimously.

7.2 Proposed Resolution

7.2.1 Constitution AFRINIC Policy Development Appeal Committee

WHEREAS the Board has to constitute the AFRINIC Policy Development Appeal Committee;

WHEREAS the Board appointed an Interim Appeal Committee as per resolution 201712.385;

WHEREAS Luc Missidimbazi, Jean-Robert Hountomey and Wafa Dahmani were elected to represent Seats 3, 4 and 5 on the 10 May 2018 during the AGMM held in Dakar, Senegal;

WHEREAS Dr Paulos Nyirenda and Adam Nelson, past Co-Chairs, were invited and accepted to represent Seats 1 and 2 of the committee;

RESOLVED to dissolve the Interim Appeal Committee;

RESOLVED to appoint the AFRINIC Policy Development Appeal Committee, made up of:

1. Luc Missidimbazi
2. Jean-Robert Hountomey
3. Wafa Dahmani
4. Dr Paulos Nyirenda
5. Adam Nelson

8. AGMM 2019 Quorum

9. Board Update to community at large
(Action Item regarding IC Report, retreat etc)

10. AOB

11. Closure

BUSINESS OF THE DAY

1. Opening remark by the Chair

The Chair, CB welcomed the members present and opened the meeting at 15:10 UTC.

A roll call was conducted to confirm quorum. There was no declaration of interest.

2. Adoption of the Agenda

The Agenda was reviewed and adopted as circulated. Proposed SO. Seconded SM.

3. Minutes of the Last Meetings

3.1 dated 7 & 8 August 2018

Resolution 201809.450

The Board resolved to approve the minutes of the board meetings held on 7 and 8 August 2018 with amendments.

Proposed SI. Seconded SM. Resolution passed unanimously.

3.2 dated 28 May 2018

The Legal Counsel to vet the draft minutes of meeting held on 28 May 2018 as per Action Items 201808.04 before submission to the Board for approval.

4. Review of Action Items

Action Item 201808.01: The Secretariat to liaise with the Company Secretary for filing of new Directors at the Registrar of Companies.

Status: Action Item to be closed. Completed.

Action Items 201808.02: The Secretariat to share the notes of the meeting held with the Council of Elders on 21 May 2018.

Status: Action Item to be closed. Completed

Action Items 201808.03: The Secretariat to share the notes of the meeting held with the Governance Committee on 04 June 2018.

Status: Action Item to be closed. Completed

Action Items 201808.04: The Legal Counsel to vet the draft minutes of meeting held on 28 May 2018 prior to Board approval.

Status: Action Item to be kept Open.

Action Items 201808.05: The Board to review the FIRE Projects Audit Terms of Reference by Friday 16 August 2018.

Status: Action Item to be closed. Completed

Action Items 201808.06: The CEO to provide to the Audit Committee with the quotes received from service providers to perform the FIRE Auditing.

Status: Action Item to be kept Open. In progress.

Action Items 201808.07: The Audit Committee to update the Board in its next meeting on the timeline to complete the FIRE Auditing.

Status: Action Item to be kept Open.

Action Items 201808.08: All the Board Directors to sign the counterpart signature resolution for the additional amount in the Strategic Reserve and submit the required KYC / due diligence documents.

Status: Action Item to be kept Open.

Action Items 201808.09: The CEO to ensure that the new Fixed Deposit account is created.

Status: Action Item to be closed. Completed.

Action Items 201808.10: The Finance Committee to submit to the Board the draft version of the 2019 Budget before the next face-to-face Board meeting in November 2018.

Status: Action Item to be kept Open.

Action Item 201808.11: The Remuneration Committee to update the CEO's KPIs and submit to the Board by end of September 2018.

Status: Action Item to be kept Open.

Action Item 201808.12: The Remuneration Committee to update the AFRINIC Structure Review document and submit to the Board by end of September 2018, before the draft budget is approved.

Status: Action Item to be kept Open. In Progress.

[REDACTED]

Action Item 201808.15: The Finance Committee to review the comments received after the call for comments from the community ended on 25 July 2018 and comments made by staff on the draft Fee Review Proposal, and update the Fee Review Proposal by the end of August 2018 for Board consideration.

Status: Action Item to be kept Open.

Action Item 201808.16: The Board to send a communication to the Members after the Fee Review Committee is dissolved.

Status: Action Item to be kept Open.

Action Item 201808.17: The Chairman to send a letter to Mr Alioune Traore regarding his election to the Governance Committee including his start and end terms.

Status: Action Item to be kept Open.

Action Item 201808.18: The Chairman to send a Thank You letter to Mrs Wafa Dahmani at the end of her terms on the Governance Committee.

Status: Action Item to be kept Open.

Action Item 201808.19: The Standing Committees to review their respective Terms of References subject to Board approval.

Status: Action Item to be kept Open. In Progress.

Action Item 201808.20: The Remuneration Committee to consider how to conduct an assessment to evaluate the health of the organization and enhance team work.

Status: Action Item to be kept Open.

Action Item 201808.21: The CEO to provide a Quarterly Management Report to the Board.

Status: Action Item to be kept Open.

Action Item 201808.22: The Chair to inform the PDWG Co-Chairs of the ratification of the policies by the Board. Status: Completed

Status: Action Item to be closed. Completed.

Action Item 201808.23: The staff to implement the policies ratified [to insert the list of policies] by the Board.

Status: Action Item to be kept Open.

Action Item 201808.24: The Chair to sign the response letter and send to NTRA.

Status: Action Item to be closed. Completed.

Action Item 201808.25: The CEO to provide a consolidated Business Continuity Plan to the Board.

Status: Action Item to be kept Open. Deadline extended to the next face-to-face meeting in November 2018.

Action Item 201808.26: The CEO to draft a policy regarding whistleblower mechanism by 08 October 2018.

Status: Action Item to be kept Open.

Action Item 201808.27: The CEO to develop an organisational policy index as means to enhance the internal control by 08 September 2018.

Status: Action Item to be kept Open. In progress. Deadline extended to the next face-to-face meeting in November 2018.

Action Item 201808.28: The CEO to proceed with the stakeholders' survey and to include as many stakeholders as possible. The report to be provided by the next face-to-face meeting in November 2018.

Status: Action Item to be kept Open.

Action Item 201808.29: The CEO to review the Delegation of Authority and to suggest changes for Board consideration and approval.

Status: Action Item to be kept Open. Deadline November 2018

Action Item 201808.30: The Board to review and suggest changes to the Delegation of Authority by the next face-to-face meeting in November 2018.

Status: Action Item to be kept Open.

Action Item 201808.31: SO to edit the Open Board Meeting document to reflect the discussion on Board Community Engagement and submit to the Board by the next face-to-face meeting in November 2018.

Status: Action Item to be kept Open.

Action Item 201808.32: The Board to reply to the Council of Elders and elaborate on the proposal for a Board Community Engagement during the next face-to-face meeting in November 2018

Status: Action Item to be kept Open.

Action Item 201808.33: The Board to organise a session with the community during the next Africa Internet Summit in May 2019.

Status: Action Item to be kept Open.

Action Item: 201805.03: The CEO to propose amendments to the Election Guidelines. The Board to consider 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. The CEO circulated a draft document to the Board for comments on 12 September 2018.

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. The document to be circulated for Board further consideration and be approved in November 2018.

Status: Action Item to be kept Open.

Action Item 201805.10: The CEO to incorporate the Process Document for the removal of the NRO NC into the Draft Process Document for the Board Appointment to Committees.

Status: Action Item to be kept Open.

The CEO circulated the documents to the Board for comments on the 12 September 2018.

Action Item 201806.02: The Audit Committee to oversee an audit process of the FIRE Programme..

Status: Action Item to be kept Open. Ongoing.

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 kept Open. Ongoing. Decision to Implement an independent Confluence system for the Board.

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 is still in progress.

Action Item 201808.32: CEO to release the Competition Commission statement to the members.

Status: Action Item to be kept Open. Completed.

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.

Public Call proposed to be done in October and appointment during the face-to-face meeting in November. . Refer to document circulated by CEO.

Status: Action Item to be kept Open. Ongoing. Decision for a call for appointees to the ASO-AC to be done on 15 October 2018 and further discussion on the mailing list for the appointment on the NomCom and Governance Committee.

Action Item 20180523.02: SI to review and edit the Board Procedures Handbook.

Status: Action Item to be kept Open. Ongoing.

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.

5. Management Report

The CEO briefed the Board on his report as circulated on the mailing list.

6. Committees' Report

6.1 Finance Committee

SM, Chair of Finance Committee brief the Board on the committee report circulated to the Board on the following items:

1. Chair election: was elected Chair of the finance committee
2. Charter update: SM informed that the proposed charter of the Committee was circulated to the mailing list for Board approval.
3. Fee review proposal: The Finance Committee discussed the comments on the Fee Review proposal and recommends that the implementation date should be July 2019; so that there is ample time to communicate to members.

6.2 Audit Committee

SO, Chair of the Audit Committee, brief the Board on the committee report circulated to the Board on the following items:

1. Chair election: Mr SO was elected Chair of the Auditco
2. 2018 Statutory financial audit: the timeline for the next year financial audit is in progress and the dates will be communicated shortly.
3. ToR update: The Committee will review its Charter to include the recruitment of an Internal Auditor, if it is not already covered within the present charter.

6.3 Remuneration Committee

SI, Chair of the Remuneration Committee, had sent a report to the Board. CB briefed the Board on the committee report as follows:

1. Chair election: Serge Ilunga was elected as the chair of the committee
2. Review of Committee TOR is completed
3. Discussions on the following topic will be continued in a Remco meeting that will be called during this month:
 - Organisation Health assessment
 - New CEO KPI
 - Organization Structure.

6.4 Governance Committee

SO, the GovCom liaison reported that there has been no recent meeting of govcom, that govcom will be doing the overall review of the bylaws not just for the resolutions that failed in Mauritius. The GovCom will be meeting soon to consider and develop the bylaws review process

The Legal Counsel reported that a report was shared with the Governance Committee on sections in the Bylaws that may be considered for review. The report includes sections of the Bylaws that may be considered for review. A meeting is to be scheduled by the Committee for further discussion.

Action Items 201809.01: The Board to review and approve all the Committees' Charters by 26 September 2018 via circulation.

Action Items 201809.02: Each Committees to send their respective Charter to the Secretariat; the Secretariat to circulate to the Board in one document.

Action Items 201809.03: By Friday 21 September 2018 The Chair to thank the members of the Fee Review Committee and the community pursuant to the dissolution of the Committee.

7. Resolutions

7.1 Approved by circulation

7.1.1 MoU between AFRINIC and ATI

The Board ratified the resolution passed via circulation.

Resolution 201808.449

WHEREAS the AFRINIC-29 meeting is planned to be held in Hammamet, Tunisia, in November 2018;
WHEREAS an MoU between AFRINIC and the local hosts has been drafted;
RESOLVED that the CEO is authorised to sign the MoU.
Proposed AB. Seconded SO. (Approved by email dated 16 August 2018).
Resolution passed unanimously.

7.2 Proposed Resolution

7.2.1 Constitution AFRINIC Policy Development Appeal Committee

The CEO briefed on the proposed resolution for the constitution of the AFRINIC Policy Development Appeal Committee.

WHEREAS the Board has to constitute the AFRINIC Policy Development Appeal Committee;
WHEREAS the Board appointed an Interim Appeal Committee as per resolution 201712.385;
WHEREAS Luc Missidimbazi, Jean-Robert Hountomey and Wafa Dahmani were elected to represent Seats 3, 4 and 5 on the 10 May 2018 during the AGMM held in Dakar, Senegal;
WHEREAS Dr Paulos Nyirenda and Adam Nelson, past Co-Chairs, were invited and accepted to represent Seats 1 and 2 of the committee;
RESOLVED to dissolve the Interim Appeal Committee;
RESOLVED to appoint the AFRINIC Policy Development Appeal Committee, made up of:

1. Luc Missidimbazi
2. Jean-Robert Hountomey
3. Wafa Dahmani
4. Dr Paulos Nyirenda
5. Adam Nelson

The Board decided to defer further discussion on the mailing list.

Action Items 201809.04: The Board to discuss the proposed text resolution for the constitution of the PDWG Appeal Committee on the mailing list.

8. AGMM 2019 Quorum

The Board discussed on the quorum issue for the next AGMM in 2019.

The Legal Counsel advised upon a joint reading of Sections 118 and 269 of the Companies Act, there is the need to approach the Court to get an order to hold the AGMM2019.

The Board decided to approach the Court as advised.

Resolution 201809.451

WHEREAS the current composition of the Board makes it impossible to achieve a quorum for an AGMM in terms of the Bylaws article 19.6;

WHEREAS the Mauritius Companies Act article 118 states that the Court may order a meeting of shareholders to be held or conducted in such manner as the Court directs; RESOLVED that the CEO shall make suitable arrangements to approach the Court in terms of the Companies Act article 118 to allow an AGMM to be held in 2019.

Proposed SO. Seconded HY. Resolution passed unanimously.

Action Items 201809.06:The Chair to inform the community / members about approaching the Court in order to call for the AGMM2019.

Action Items 201809.07:The CEO and Legal Adviser to implement resolution 201809.451 and approach the Court in order to call for the AGMM2019.

9. Board Update to community at large

Defer to mailing list.

Action Items 201809.05: The Board to discuss the Board update to the community on the retreat on the mailing list. The CEO to propose a text for discussion.

10. AOB

None.

11. Closure

The Chair proposed a motion to close the meeting at 16:51 UTC. Proposed SM. Seconded HY.
