



**MINUTES OF THE BOARD MEETING HELD ON 3 MARCH 2021 AT 09:12 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
Mr Benjamin Eshun (BE)	Member	Non-Geographical
Mr Oluwaseun Ojedeji (OO)	Member	Non Geographical

Apologies:

Mr Abdalla Omari (AO)	Member	Eastern Africa
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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. Previous Minutes
 - 2.1 Approval of Minutes of the Board meeting held on 20 January 2021
 - 2.2 Approval of Minutes of the Board meeting held on 17 February 2021
 - 2.2 Matters Arising
3. Review of Action Items
4. Reports
 - 4.1 Finance Committee
 - 4.2 Remuneration Committee
 - 4.3 Audit Committee
 - 4.4 Governance Committee

- 4.5 Reform Committee
- 4.6 Nomination Committee
- 4.7 CEO Report
- 4.8 Chair Update
- 5.0 Company Secretary

- 6.0 Appeal Committee Status
- 7.0 A.O.B
- 7.1
- 8.0 Next Board Meeting

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BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:12 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. 4.6.

1.2 Adoption of Agenda

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

2. Adoption of previous minutes

2.1 dated 20 January 2021

Resolution 202103.599

The Board approved the minutes of the Board Meeting held on 20 January 2021 with amendments.

Proposed SI. Seconded HY.

2.2 dated 17 February 2021

Resolution 202103.600

The Board approved the minutes of the Special Board Meeting held on 17 February 2021 with amendments.

Proposed OO. Seconded VM.

2.3 Matters Arising

2.3.1 Minutes dated 20 January 2021 – Agenda Item no 5 . WHOIS Database Accuracy Report

VM raised a query on the loopholes that were identified in the internal processes that resulted in the misappropriation of IP resources and the measures taken to address those loopholes including any actions taken against the staff responsible at that period for such gaps in internal control and management. The misappropriation of IP resources has caused gross reputational damage to the company and the Board members, and it is important that such negligence is sanctioned.

The Chair proposed that the matter be added as an agenda item for discussion in the next Board meeting.

VM will prepare a board paper on his position and circulate to the Board members.

3. Review of Action Items

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. The Internal Auditor will submit a report by the end of March 2021. New Deadline End of March 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 the end of February 2021

Status: Action Item to be kept Open. New Deadline End of March 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 closed. Under Finance Committee report.

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

Status: Action Item to be kept Open. The Audit Committee to follow up on the KYC and send a report back to the Board by 17th March 2021.

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 closed. Completed.

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

Status: Action Item to be closed, Under Remuneration Committee report.

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 closed.

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. The Chair has provided comments to the CEO for edits. New Deadline April 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 closed. Under Finance Committee Report.

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 closed. Under Finance Committee report.

Action Item 202006.13: A public consultation for the Appeal Committee Terms of Reference to be opened for a period of one month

Status: Action Item to be kept Open. New Deadline End of April 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 closed. 3 members remaining, they have neither paid nor signed the RSA. If payment is still not received at the end of March 2021, they will be closed.

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 closed, Under the Remuneration Committee Report

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 Board took note of the report of the Finance Committee. The following points were noted.

- Quarter 4 Report – 2020

The Committee has reviewed a draft report for the unaudited income and expenditure for the year 2020. The draft report will be subject to amendments after the external audit exercise. The Chair pointed out that the Quarter 4 report should be circulated on the 15th of January 2021. The short version should not be published until the auditing is finalised.

The Secretariat was requested to circulate the report to the Board.

- 2022 Budgeting Roadmap.

The Management will submit a draft budget by the end of September 2021, and by mid-October the Committee can review and submit the final draft budget to the Board. The Committee has approved the request from the Management, for the Board to participate in the October meeting whereby the budget will be reviewed, in order to provide feedback and ease the process of budget approval.

- Cost effectiveness exercise.

Revenue may drop once the company reaches IPv4 depletion. The Committee has requested the management to undertake a cost effectiveness exercise to better understand the cost drivers. A report will be submitted to the Board in Quarter 3.

One member SO proposed that the Management should consider potential investment opportunities for example of having their own AFRINIC headquarter than renting office space. The Committee to further discuss and to make feasibility assessment on such investment in the long run. The Committee to also consider whether AFRINIC have met its reserve strategy.

- Financial Impact Analysis of the Inter-RIR Transfer Policy

The Committee highlighted the attention of the Board on the financial impact analysis of the implementation of an inter-RIR Transfer Policy. The policy is still pending under the Appeal Committee. It is recommended for the Board to take note of the report and to further discuss, if required.

- Discount Policy

The document to be updated into a policy. The Management will prepare a policy and resubmit to the Committee in Mid-May 2021. It is expected that discounts will be effective in 2022.

- Business impact of COVID

The Management has updated the report on Business Impact of Covid and how the office manages the potential impacts.

4.2 Remuneration Committee

The Board took note of the report of the Committee, mainly;

- COO Recruitment Process

The recruitment is ongoing and has been extended for 2 weeks.

- Organisation Structure

The Committee has reviewed the Organisation Structure as developed by Deloitte and took note of the clarifications received from the CEO. The Committee recommends the approval of the Organisation Structure.

- Bonus Policy.

The Committee has reviewed the bonus policy and recommends the approval of the Bonus Policy.

After discussion, the Chair ruled that the approval of the new organisation structure and Bonus Policy will be deferred to the next scheduled Board meeting.

The Chair also highlighted the Actingship Policy to the CEO and advised to check the policy in line with staff presently under actingship positions.

4.3 Audit Committee

The Board took note of the report of the Audit Committee as follows;

- The External Audit exercise

The external audit plan is in progress and is now expected to be completed by the end of March 2021. A new schedule of completion will be submitted.

- MyAfrinic access right

The Internal Auditor has pointed out a lack of access segregation on MyAFRINIC and the matter has not yet been resolved because of the ongoing upgrade of MyAFRINIC. The Management is requested to provide measures taken to mitigate the risks and when the issues can be sorted from MyAFRINIC.

- Assisted Members Review

Out of 30, only 3 members have not yet signed the RSA.

- FIRE Audit

The Internal Auditor is working on updating the report according to the suggestions and will resubmit a new report by the end of March 2021.

- Internal Audit Plan

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The Committee recommends that the Board approves the audit plan for 2021.

The Committee will use the 2020 Internal Audit Plan to evaluate the work of the Internal Auditor and measure his performance. The Committee is drafting a set of KPIs for 2021 for the Internal Auditor.

The Board took note of the audit plan for 2021 as submitted by the Audit Committee.

4.4 Governance Committee

The Governance Committee has not yet met for the year to elect its leadership.

4.5 Reform Committee

No update.

4.6 Nomination Committee

No update.

4.7 CEO Report

The Board took note of the report of the CEO as circulated.

The Legal Cases with respect to Logic Web is ongoing.

After consultation with the community and feedback received, the AFRINIC mailing list Terms of use has been amended accordingly.

The Board approved the revised AFRINIC mailing list Terms of Use.

Resolution 202103.601

WHEREAS at its meeting held in January 2021, the Board took note of a proposed Terms of Use in respect of AFRINIC's Mailing Lists and requested Management to initiate consultation with both its members and its Community in respect thereof prior to implementation of same.

WHEREAS on 02 February 2021, Management opened a Call for Comments in respect of the aforesaid proposed Terms of Use with deadline set for 28 February 2021.

WHEREAS Management has considered the feedback received following the said Call for Comments and the initial proposed Terms of Use has been amended accordingly.

WHEREAS the initial proposed Terms of Use was subsequently revised.

RESOLVED to approve the revised proposed Terms of Use.

Proposed EK. Seconded SI. Resolution approved unanimously.

The CEO reiterated the present situation on the PDWG and rpd mailing list and the need for the Board to consider the matter.

4.8 Chair Update

The Chair updated the Board on the activities he carried out last month as per report circulated.

The Legal Counsel and the Snr EA were requested to leave meeting at 11:51 UTC ; and resumed at 12:24 UTC.

5.0 Company Secretary

The Board discussed on the Company Secretary position and tasked the Board Chair to work on a proposal and submit to the Board.

6.0 Appeal Committee Status

The Board took note of the report on the status of the Appeal Committee and the way forward.

The Chair opened the floor for discussion on the terms of reference, quorum and Section 3.3.4.

The Legal Counsel explained that the ToR does not provide for a quorum; the Committee is made up of 5 members and if the 5 is not present, then there is no committee to consider such appeal. The Committee as it stands now is not operational as per the legal interpretation.

Section 3.3.4 is applicable only when there is an appeal in progress and the Board decides to replace one or all 5 of the appeal committee.

The CEO reiterated the situation within the Policy Development and the need for the Board to consider the matter.

The Chair advised to follow the legal advice.

The Chair proposed to reconstitute the committee into an ad hoc committee with the same members and let the ad hoc committee complete the remaining appeals.

It is noted that there is already an ongoing process to update the Appeal Committee's ToR.

The Legal Counsel pointed out that the recommendations should be held step-wise by suspending the actual ToR and then work on a framework to update the ToR . Until such time as a new ToR is not ready, an ahdoc Appeal Committee is constituted to continue the appeal work. The Chair proposed to contact the 3 remaining members and seek their respective consent to be a member of the ahdoc committee and consider the remaining appeals. The ToR will be suspended after they have informed on their availability via resolution.

7.0 AoB

None

8.0 Next Board Meeting

The next Board meeting is scheduled for Wednesday 14 April 2021 at 09:00 UTC

9.0. Closure

The Chair moved to close the meeting at 13:37 UTC. Proposed HY. Seconded EK.

SIGNED