



**MINUTES OF THE BOARD MEETING HELD ON 27 DECEMBER 2021 AT 09:06 UTC VIA
ONLINE CONFERENCING SYSTEM**

Present:

Mr S.Moonesamy (SM)	Member	Indian Ocean
Prof Habib Youssef (HY)	Member	Northern Africa
Dr Abdalla Omari (AO)	Member	Eastern 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

AGENDA

1. Welcome
 - 1.1 Disclosure of conflict of interest
 - 1.2 Adoption of Agenda
2. Communication from the CEO re Serge Ilunga
3. Letters from the Chairman
4. Previous Minutes
 - 4.1 Approval of minutes of Board meeting held on 24 November 2021
 - 4.2 Matters Arising
5. Review of Action Items
6. Reports
 - 6.1 Audit Committee
 - 6.1.1 Update on Case No. 49 on the Whistleblower Portal
 - 6.2 Finance Committee
 - 6.3 Remuneration Committee
 - 6.4 Governance Committee
 - 6.5 Reform Committee
 - 6.6 CEO Report
 - 6.7 Chair Update
- 7.0 Activity Plan 2022
- 8.0 Budget 2022
- 9.0 Filling of Casual Vacancy for Southern Africa Region
- 10.0 AoB

BUSINESS OF THE DAY

1. Welcome

The Chair welcomed the members present and opened the meeting at 09:06 UTC.

A roll call was carried out to confirm quorum.

1.1 Disclosure of conflict of interest

There was no disclosure of conflict of interest.

1.2 Adoption of Agenda

The agenda was adopted with amendments. Proposed HY. Seconded BE.

2. Communication from the CEO re Serge Ilunga

The Board took note of the unfortunate demise of Mr Serge Ilunga on the 23 December 2021. In accordance to Section 139 of the Companies Act, he is no longer a member of the Board and the Board is henceforth going to operate with only 7 members.

The Board held one-minute of silence in respect of late Mr Serge Ilunga.

The Board instructed the CEO to provide official confirmation of the unfortunate demise of Mr Serge Ilunga for formal records keeping.

The Board further discussed the funeral which will be held on or around 31 December 2021 in Kinshasa, DRC and agreed that the Chair shall attend the funeral on behalf of the Board.

Resolution 202112.660

WHEREAS the Board has taken note of the unfortunate demise of Mr Serge Kabwika Ilunga on 23 December 2021;

RESOLVED that the Board Seat 4- Central Africa be declared vacant;

RESOLVED to update the records of the African Network Information Centre (AFRINIC) Ltd at the Registrar of Companies;

Proposed BE. Seconded AO. Resolution passed unanimously.

New Action Item 202112.01: The CEO to provide official confirmation of the unfortunate demise of Mr Serge Ilunga for formal records keeping.

New Action Item 202112.02: The Chair to send a letter of condolences to the bereaved family.

New Action Item 202112.03: The Chair to travel to Kinshasa, DRC to attend the funeral.

The Board discussed whether AFRINIC should provide financial support to the bereaved family as a contribution to the funeral; and resolved as follows.

Resolution 202112.661

WHEREAS the Board of Directors has been informed of the demise of Mr. Serge Kabwika Ilunga while serving as an AFRINIC's Board member,
RESOLVED THAT AFRINIC contributes to the funeral for an amount of [REDACTED].

Proposed EK. Seconded AA. Resolution passed.
YES VOTE: EK AA OO BE AO
NO VOTE: None
ABSTAIN: SM HY

3. Letters from the Chairman

The Chair handed over the meeting to HY to lead at 10:37 UTC.

The Vice-Chair HY recalled that an allegation against the Chair was made via the Whistleblower platform and made a chronology of events on the circumstances that led to the submission of a resignation letter by the Chair dated 18 December 2021. The letter was later withdrawn by the Chair on 24 December 2021 pursuant to the investigation carried out by the Audit Committee and its outcomes. The fact-finding exercise concluded that the allegations made against the Chair were unfounded.

Resolution 2021112.662

WHEREAS the Board having looked into the circumstances surrounding the writing of the two letters from the Chair received on 18 December 2021 - Letter of Resignation and 24 December 2021 - Letter of Withdrawal respectively as well as a fact finding exercise carried out by the Audit Committee which concluded that the allegations [no 49] were unfounded;

RESOLVED to accept the letter of withdrawal.

RECUSED SM & EK

Proposed BE. Seconded HY. Resolution passed.
YES VOTE: HY AO BE AA OO
Abstain: SM EK

SM lead the meeting as at 11:24 UTC.

4. Previous Minutes

4.1 Approval of minutes of Board meeting held on 24 November 2021

The Board agreed to defer the approval of the minutes in its next meeting.

4.2 Matters Arising

None.

5. Review of Action Items

Action Item 202112.01: The Management to launch a Call for Volunteers to fill the Board appointee to the Governance Committee seat. The Call for Volunteers to be for a period of 2 weeks.

Status: Action Item to be kept Open.

Action Item 202112.02 : The Management to launch a Call for Volunteers to fill the Board appointee to the NRO NC / ASO AC for the year 2022. The Call for Volunteers to be for a period of 2 weeks and to report back to the Board by 10 Dec 2021

Status: Action Item to be kept Open.

Action Item 202112.03: The Management to circulate the draft Board Travel Plan 2022 by Friday 26 November 2021

Status: Action Item to be kept Open.

Action Item 202112.04: The Management to circulate a draft Election Guidelines for comments by end of the week, Friday 26 November 2021.

Status: Action Item to be kept Open.

Action Item 202112.05: The Management to issue a call for expressions of interest to fill the Casual Vacancy Seat 5 - Southern Africa . The duration of the Eol is 2 weeks and to report back to the Board by 10 December 2021.

Status: Action Item to be kept Open.

Action Item 202110.01: FINCO to submit a report on the donations received and how it was spent by 1 December 2021.

Status: Action Item to be kept Open. New deadline at the end of February 2022.

Action Item 202110.02: The Chair to liaise with the COO, designate, and arrange for the finalisation and signature of the contract by 2nd November 2021. The REMCO Chair and the CEO to be in attendance to the meeting.

Status: Action Item to be kept Open. Chair is awaiting KPIs from REMCO.

Action Item 202110.02: The Chair to follow up on the recruitment of a Company Secretary .

Status: Action Item to be closed. New Action Item to be opened for the REMCO and deadline at the end of February 2022.

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. New deadline end of February 2022.

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. New deadline end of February 2022.

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. Ongoing.

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.

6. Reports

6.1 Audit Committee

6.1.1 Update on Case No. 49 on the Whistleblower Portal

The Board took note of the report on the Case No. 49 received via the Whistleblower portal. After the fact-finding exercise, the committee concluded that the allegation is unfounded, and the matter is closed

The Committee recommended that the Whistleblower Policy be reviewed, as per the loopholes identified. The Chair assigned the Audit Committee to review the Whistleblower Policy by end of March 2022.

New Action Item 202112.04: The Audit Committee to review the Whistleblower Policy by March 2022.

6.2 Finance Committee

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

1.0 Legal Fees

The Board took note that two invoices were received for payment of Legal fees. After discussion, the Chair requested the CEO to circulate the contract with the legal firms to the Board.

2.0 Opening of Bank accounts

The Board was informed that a risk assessment has been requested to Management and Management to refer the matter to the Audit Committee. The Finance Committee will further consider after receipt of the risk assessment.

3.0 AFRINIC Foundation

The Chair instructed that all matters pertaining to the AFRINIC Foundation should be addressed to the Board first for consideration.

4.0 Approval of Budget 2022

The Committee recommended the approval of the draft Budget 2022. The budget was discussed during the board retreat; all comments received from the Board were considered and the budget amended accordingly.

6.3 Remuneration Committee

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

1.0 draft policies for approval

The Committee recommended the approval of the Board for the following policies;

- a) Travel Policy
- b) AFRINIC Bonus Policy
- c) AFRINIC Salary Advances Policy
- d) Recruitment Policy
- e) AFRINIC Flexible, Remote & Work from Home Policy

The Chair asked to defer approval to the next Board meeting.

2.0 CEO KPIs 2022

The Committee referred the CEO KPIs for the year 2021 and 2022 to the Board for approval.

The Chair asked to defer the approval to the next Board meeting.

3.0 Staff Turnover

The Committee informed the Board that the staff turnover currently stands at 17%.

4.0 Recruitment of a Company Secretary

The Committee shared a draft request for proposal for a Company Secretary and sought the board's approval for publication of the request for proposal.

The Chair requested the Remuneration Committee to proceed with the process and report back to the Board by the end of February 2022.

New Action Item 202112.05: The Remuneration Committee to follow up on the recruitment of a Company Secretary and to report back by end of February 2022.

5.0 COO KPIs

The Committee has already worked on the COO KPIs and submitted them to the Board for approval.

AO left at 13:04 UTC.

6.4 Governance Committee

No new update. The Board took note that the term of the present Board Liaison, OO, will end on the 31 December 2021.

The Board resolved to appoint Mr Benjamin Eshun as Board Liaison for the year 2022 in replacement of Mr Oluwaseun Ojedeji.

Resolution 202112.664

RESOLVED to appoint Mr Benjamin Eshun to the Governance Committee as Board Liaison for the period January 2022 to December 2022.

Proposed HY. Seconded AA.

YES Vote: HY BE OO AA

NO Vote: None

Abstain: EK

6.5 Reform Committee

No new update.

6.6 CEO Report

No report.

The CEO updated the Board that the Competition Commission has provided the outcomes of their enquiry on the case filed against AFRINIC and the case has been closed with no further action. The Legal Webpage will be updated accordingly.

6.7 Chair Update

No report.

The Chair informed the Board that the company secretary 'Executive Services Ltd' is doing a compliance review on the KYC of all directors.

The Chair was also asked to apprise the Board on the status of the recruitment of the COO.

New Action Item 202112.06: The Chair to have the contract of the COO signed by the 14th January 2021.

7.0 Activity Plan 2022

The Board took note of the Activity Plan 2022.

New Action Item 202112.07: The Finance Committee to provide the Activity Plan 2022 by end of January 2022.

8.0 Budget 2022

The Board took note of the revised draft budget 2022, as presented by the CEO.

After discussion, the Board resolved to approve the company budget for the financial year 2022.

Resolution 202112. 663

WHEREAS a budget for the financial year 2022 has been presented;
WHEREAS the Finance Committee has presented its report and recommendations to the Board;
RESOLVED to approve the budget.

Proposed AA. Seconded AO.
YES VOTE: EK AO HY BE OO AA
NO VOTE: SM
ABSTAIN:

9.0 Filling of Casual Vacancy for Southern Africa Region

The Board took note of the list of applications received pursuant to the call for expression of interest for the vacant Seat 5 – Southern Africa on the Board.

After consideration and voting, the Board resolved as follows;

Resolution 202112.665

WHEREAS there is one vacant seat 5 - Southern Africa on the Board;
WHEREAS the Board has the power to fill the vacancy in terms of the Bylaws article 13.14;
WHEREAS the Board has called for expressions of interest from persons who wish to be considered for appointment to seat 5 - Southern Africa ;
WHEREAS several persons have expressed interest;
WHEREAS the Board has considered the expressions of interest;
RESOLVED to appoint Mr Sylvio Almada Cabral to seat 5 - Southern Africa

Proposed HY. Seconded BE. resolution passed
YES VOTE: BE HY OO SM
No VOTE:
Abstain: EK AA

New Action Item 202112.08: The Chair to contact Mr Sylvio Almada Cabral to inform him about his appointment. The Secretariat to do the administrative procedures for his registration with the Registrar of Companies. A communique to be sent to the members to inform about the appointment

10.0 AoB

None

11.0 Closure

The Chair moved to close the meeting at 13:27 UTC. Proposed HY. Seconded OO.

SIGNED