

**MINUTES OF THE SPECIAL BOARD MEETING HELD ON 31 DECEMBER 2018 at 12:14 UTC
VIA ONLINE CONFERENCING SYSTEM**

Present:

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

In Attendance:

Mr Ashok Radhakisson (AR)		Legal Counsel
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Apologies:

Mr Serge Ilunga (SI)	Member	Non Geographical
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Agenda:

1. Budget 2019
2. Appointments to NRO NC and Governance Committee
 - 2.1 Board Appointees to NRO NC /ASO AC I
 - 2.2 Board Appointees to Governance Committee
 - 2.3 Board Liaison to Governance Committee
3. AGMM Update
4. AOB

BUSINESS OF THE DAY

The Chair, CB welcomed the members present online and opened the meeting at 12:14 UTC. The Chair informed the Board that SI could not attend the meeting because of an Internet Shutdown in DRC as a result of the ongoing election in the country. A roll call was conducted to confirm quorum.

The Chair called for disclosure of conflict of interest. SM declared a conflict of interest on Agenda Item no 3, as per Article 15.5 of the Bylaws, and requested to be recused from voting and from the discussion of that agenda item. SO also declared conflict of interest for Agenda Item no 2.3 and will not vote.

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

1. Budget 2019

The Chair of Finance Committee, SM made a report on the Budget proposal for 2019 and presented the eleven recommendations of the Finance Committee to the Board. During the discussions about the Activity Plan, the Finance Committee found out that the Strategic Plan has not been implemented completely. SM pointed out that the Human Resources budget was close to three million USD and the proposed budget for Travel Expenses was over half a million USD. He commented that Afrinic Ltd did not have IPR policy even though it was funding research. The proposed expenditure for training was nearly USD 600,000 while a training plan had not been presented to the Board. Capital expenditure was requested in the absence of a Business Continuity Plan. SM suggested that Afrinic Ltd should have a sponsorship policy to improve community support.

The Board thoroughly discussed the recommendations and discrepancies noted in the Activity Plan 2019.

The Board approved the proposed budget with amendments as discussed and agreed during the meeting.

The following additional reports were requested before Management spends related budget line items:

1. Training Plan
2. Business Continuity Plan
3. Staff Training Plan and Bonuses
4. Travel Plan 2019
5. Research Plan

Resolution 201812.462

WHEREAS a budget for the year 2019 has been presented;
WHEREAS the Finance Committee has presented its report and recommendations to the Board;
RESOLVED to approve the budget with amendments, as discussed and approved.

Proposed SO. Seconded SM. Resolution passed unanimously.

The Board requested the Finance Committee to review the 2019 budget documents which will be published.

2. Appointments to NRO NC and Governance Committee

2.1 Board Appointees to NRO NC /ASO AC

Defer to mailing list.

2.2 Board Appointees to Governance Committee

Defer to mailing list.

2.3 Board Liaison to Governance Committee

The Chair CB thanked SO for his work as Board Liaison to the Governance Committee.

The Chair called for nominations for Board Liaison. SM nominated SI for Board Liaison. SI was contacted via telephone and he accepted the nomination. There was no further nomination nor objection to the nomination of SI.

SO requested whether he can vote on the resolution since there is no longer conflict of interest. The Board agreed that SO can vote and the Legal Counsel confirmed.

Resolution 201812.463

The Board resolved to appoint Serge Ilunga as Board Liaison to the Governance Committee for a one - year term from January 2019 to December 2019.

Proposed SM Seconded SO. Resolution passed unanimously.

3. AGMM Update

SM informed the Board that he submitted a written report about the progress on this legal matter, as requested by the Chair.

The Legal Counsel informed the Board that SM had a conflict of interest as he was the applicant in the legal case and the company was one of the respondents. The procedure for Court rulings is ongoing and a feedback will be provided shortly.

SM left the meeting at 14:41 UTC due to conflict of interest.

SO stated that he had requested via email for the Board to announce the status of the AGMM quorum court case. He stated that the Chair had refused to do so, and the Chair had alleged that SO was looking for votes. SO had requested the Chair to withdraw the statement. The Chair stated that the Board had discussed the matter, and would communicate to the community at an appropriate time; based on that the Chair did not see a need to withdraw. SO again requested the Chair to withdraw the allegation that SO was looking for votes, and the Chair again refused to withdraw.

SM was requested to join the meeting at 14:49 UTC.

4. AOB

None

5. Closure

The Chair CB moved a motion to close the meeting at 14:54 UTC. Proposed AB. Seconded SO.