

MINUTES OF THE 22ND KENIC BOARD MEETING HELD ON WEDNESDAY 30TH JANUARY 2008 AT 9.30 A.M IN THE BOARD ROOM OF THE COMMUNICATIONS COMMISSION OF KENYA, WAIYAKI WAY

PRESENT

Anthony Mugambi (Chairman)
Brian Longwe
Eng. Victor Kyalo
Michael Katundu
Moses Kemibaro
Oscar Gatama
Vincent Ngundi (Administrative Manager)
Lucky Waindi (Secretary)

ABSENT WITH APOLOGIES

Eng. John Waweru
Alice Munyua
Charles Nduati
Ali Hussein

The chairman called the meeting to order at 10.00 a.m. on the realization of a quorum.

MINUTE 196/22/2008 NOTICE OF MEETING

Notice of the meeting was taken as read.

MINUTE 197/22/2008 AGENDA

The proposed agenda was adopted.

MINUTE 198/22/2008 CONFIRMATION OF MINUTES OF THE 21ST FULL BOARD MEETING

The Minutes of the 21st Full Board meeting were confirmed and adopted as a true record of the deliberations.

Matters arising from the minutes were as follows:

- The new accounting package had already been fully implemented.
- A mailing list for the proposed ad hoc Finance & Accounts Committee of the Board had been created, but the Committee,

- consisting of Mr. Ali Hussein and Mr. Charles Nduati, had not begun working.
- All amendments to the KENIC policies, proposed by the Board at the 21st Full Board meeting had been incorporated. The Administrative Manager was advised to share soft copies of the final drafts of the policies with the Secretary and Mr. Katundu for records.

MINUTE 199/22/2008 KENIC STRATEGIC PLAN

This plan was presented to the Board, which proposed the following amendments for incorporation:

P.12: Replace the word ‘high’ with ‘highly’.

P.28: Paragraph 4. The KENIC Management will monitor the implementation of the Strategic Plan and annual work through regular meetings *and in line with existing KENIC policies.*

P.28: Paragraph 5 needs reworking to clearly provide for how reviews on the implementation of the Strategic Plan shall be carried out.

The Board adopted the Strategic Plan as amended.

MINUTE 200/22/2008 KENIC BOARD CHARTER

The Secretary gave an overview of the Board Charter and indicated that some provisions of the Charter departed from the provisions of the Articles and Memorandum of Association of KENIC. Thus, after the Board had deliberated on and approved the Board Charter, the Secretary would prepare a schedule of the provisions of the Charter that depart from the Articles and Memorandum of KENIC, and these would constitute proposed changes to the KENIC Articles and Memorandum, to be presented to the KENIC Annual General Meeting for approval.

The Board considered the charter and made the following recommendations for incorporation:

Clause 3: Corporate values of KENIC can be obtained from the Strategic Plan.

Clause 10.2: An application for membership shall be made at the Annual General Meeting, following advice by the Board of a vacancy *pursuant to clauses 15 and 16.*

Clause 10.3.1: The Board shall exercise its discretion to determine whether or not to approve each application for Membership at the first Board meeting, after the AGM where the applications are received. *For the avoidance of doubt, this first Board meeting after the AGM where the*

applications are received shall not be the Board meeting that immediately follows the open forum of the AGM.

Clause 11.5:.....the Board shall consist of a maximum of ten (10) Directors and four (4) associate Directors.

Clause 13: add a new paragraph at the end, titled: the outgoing chairperson. *The outgoing chairperson shall remain on the Board as an ex-officio member for a period of one year, if the organization that nominated him/her does not retain him/her as its representative.*

Clause 15.2: Replace with the words *the Board shall have discretion to determine in what rotation the directors and associate directors are to be retired from office.*

Clause 17.1: The Administrative Manger shall be appointed by the Board in accordance with the Scheme of Service and he shall:

17.1.1: Be the Chief Executive Officer of KENIC;

17.1.2: Be responsible for the day to day management of KENIC; and

17.1.3: *Report to the Board.*

Clause 21.3: add the words *and in line with the KENIC procurement policy* at the end of the sentence.

Clause 34: Add a new paragraph in the beginning: *Each Director shall sign a "commitment to engagement" agreement upon joining the Board.*

Clause 37: paragraph one on appointment of the Board Secretary; delete all the words after Board.

The Board adopted the Charter with the above amendments.

MINUTE 201/22/2008 FINANCIAL REPORTS, 2008 PROPOSED BUDGET AND 2008 PROCUREMENT PLAN

The Finance Manager took the Board through the financial reports and the proposed budget for 2008. Members made the following comments:

- It is advised that KENIC registers with and pays training levy to the Director of Industrial Training (DIT), then some of the trainings attended by its staff shall be fully funded by the DIT.
- The Board resolved to pay sitting allowance to associate directors at the same rate as that paid to the other directors.
- The budget entry for payments relating to AFRINIC should fall in June 2008, not September 2008.
- All external sponsorship agreements with KENIC should be presented to the Board for review and before enforcement.
- The Management should develop a policy on computers, to define which members of staff get laptops and which ones get desktops.

- Members noted that the ICT Board and CCK were interested in co-sponsoring KENIC to build an enhanced Network Operations centre (NOC).
- The ICT Board also invited KENIC to prepare and submit a proposal to partner with the Board in supporting the Computer Security Incident Response Team (CSIRT).
- Members noted and commended the creation of a reserve fund for KENIC.

The Board approved the budget subject to the amendments above. Members also empowered the Chairman to give interim approvals for procurement of necessities, pending the discussion of the Procurement Plan at the next Board meeting.

MINUTE 202/22/2008 PROGRESS REPORT ON THE RECRUITMENT OF A TECHNICAL MANAGER

It was noted that the KENIC Management had reviewed and short listed applicants for the post of Technical Manager. The Administrative Manager, however, indicated that only one applicant met the minimum requirements.

The Board therefore directed the Administrative Manager to discuss the matter with the Chairman with a view to deciding whether and when to convene a panel to interview the single qualifying candidate. Members also noted that if the single qualifying candidate wouldn't meet KENIC's expectations, the Board could discuss with the candidate the possibility of taking him/her in a management trainee capacity as a Systems Administrator, train him/her as he/she rises along the ranks.

The Board left it to the Chair to communicate the decision and way forward in this regard.

MINUTE 203/22/2008 PROGRESS REPORT ON THE HOSTING OF THE 2008 ICANN MEETING

The Board took note of this paper and expressed their gratitude to CCK's support in this regard. It was noted that KENIC would await communication from ICANN on the outcome of the bid.

MINUTE 203/22/2008 ADMINISTRATIVE MATTERS

The Board noted that Ms. Christine Macharia had successfully completed six (6) months probation as the KENIC accountant. The Board approved her confirmation and a salary increment of Kshs.55, 000 up from Kshs.40,000, effective January 2008.

The Board also approved the award of audit and tax consultancy services to M/s HLB Ashvir Consulting Ltd. at the cost of Kshs.20, 000 retainer fees for the tax consultancy and Kshs.170, 000 (inclusive of VAT and disbursements) for the audit services. Management was tasked to prepare the necessary documentation.

The Board noted the good work done by Management in the year 2007 and approved the payment of a bonus of 50% of the gross monthly salary to each staff member.

MINUTE 204/22/2008 ANY OTHER BUSINESS

1. The following papers were deferred to the next meeting: Novatech dot ke awareness project; draft concept paper on the procedure for application for the dot ea top level domain name; KENIC and TESPOK/KIXP MOU; the procurement plan; and KENIC IPV6 workshop.
2. The Board expressed its gratitude to CCK for agreeing to support the IPV6 training workshop. The ICT Board also indicated that it was interested in supporting the same workshop and ensuring that Kenya had a working group by the time the AFRINIC workshop comes to Kenya.
3. Members welcomed KENET's new representative, Mr. Oscar Gatama.

There being no other business, the meeting ended at 2.05 p.m.

Confirmed on this _____ day of _____ 2008.

Anthony Mugambi
Chairman

Lucky Waindi
Secretary