

Board Meeting

**Decision record of the Board meeting held on
April 13, 2017**

afnic

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REVISION HISTORY

Version	Author	Date	Nature of revision

APPLICABILITY (optional)

Version	Date	Comments

1. Attendees

Members present or represented with voting

Appointed members

- Mr. Emmanuel Sartorius** by the President of INRIA, elected Chairman of the Board
- Mr. Luc Saccavini** by the President of INRIA
- Mr. Geoffroy Hermann** by the Ministry in charge of electronic communications
- Mr. Loïc Duflot** by the Ministry for Industry
- Mr. Patrick Donath** by the Ministry for Higher Education and Research

Elected members

- Mr. Lala Andriamampianina** by the International College
- Mr. Sébastien Bachollet** by the "Users" consultative committee
- Mr. Benjamin Louis** by the "Users" consultative committee
- Mr. Eric Lantonnet** by the "Registrars" consultative committee
- Mr. Tristan Colombet** by the "Registrars" consultative committee

Participants in an advisory capacity

- Mr. Mathieu Weill**, CEO, Afnic

Other participants

- Mr. Pierre Bonis**, Deputy CEO
- Ms. Sophie Canac**, Executive Assistant, Member Services, Afnic
- Ms Pascale Gatti**, Chief Administrative and Financial Officer, Afnic
- Ms Sylvie Lacep**, Director, Excellence and Security, Afnic
- Mr. Régis Masse**, Director, Information Systems, Afnic
- Ms Emilie Turbat**, Commercial Director, Afnic

- Mr. Olivier Souillard**, Auditor, Audit-France

Absent

- Mr. Perica Sucevic**, Government Commissioner

2. Working Papers

- ✓ Meeting Notification
- ✓ Draft resolutions submitted for approval by the Board
- ✓ Presentation material
- ✓ Minutes of the meeting held on 2 February 2017
- ✓ Dashboard as at March 31, 2017
- ✓ Financial statements: annual accounts of Afnic
- ✓ Financial statements: MD&A
- ✓ CEO succession plan

3. Agenda

- ✓ Welcome and appointment of the Recording Secretary
- ✓ Approval of the minutes of the meeting held on 02/02/2017*
- ✓ Progress in the Board's action plan
- ✓ News update
- ✓ Dashboard as at March 31, 2017
- ✓ 2016 Financial Statements and Annual Report*
- ✓ Information on the Consultation Committee meeting of 23/03/2017
- ✓ Membership Update
- ✓ Convening and agenda of the General Assembly*
- ✓ Annual strategic seminar of the Board (approval of the date, duration, place, theme, etc.)
- ✓ Report on Major Risks
- ✓ Status of the IoT project
- ✓ Progress report on the "Avenir" project
- ✓ Finalization of the assessment of 2016 objectives of the Executive Committee*
- ✓ Miscellaneous
- ✓ Restricted Session
 - Update of the CEO succession plan
- ✓ End of session

4. Decision record

Emmanuel Sartorius opened the meeting. The agenda was approved. Sophie Canac was designated secretary.

Approval of the minutes of the meeting held on 02/02/2017

Resolution 1

The Board approved the draft minutes of the meeting held on 02/02/2017.

Closing of 2016 accounts based on a report of the Finance and Risk Management Committee

Resolution 2

On the basis of a report from the Finance and Risk Management Committee, after reviewing the draft financial statements (balance sheet, income statement and schedules) as presented, which showed a profit of € 559,401, the Board decided to approve the financial statements for the year ended 31/12/2016, including the allocation to the Afnic Foundation for Digital Solidarity in the amount of € 1,489,137.

Convening of the General Meeting

Resolution 3

The Board authorizes the Chair to convene the ordinary general meeting for the members of the Association on Friday, June 9, 2017 at 09:30 at La Compagnie, 5 rue Taylor 75010 Paris.

The agenda is as follows:

1. Opening speech by the Chair
2. Appointment of a Recording Secretary and a Scrutineer
3. 2016 Annual Report
4. Presentation of the Annual Accounts
5. Statutory Auditor's Report
6. Approval of the financial statements for 2016 and appropriation of income

All the colleges of members will also be invited to take part in a discussion after the Assembly on the theme of: The attractiveness of the association for its members and the operation of the colleges.

Chair of the Appointments Committee

Resolution 4

In accordance with Article 3.1.7 (d) of the Association's rules of procedure, the Board has designed Mr. Emmanuel Sartorius as Chair of the Appointments Committee.

Interim

Resolution 5

Further to the resignation of Mr. Mathieu Weill, currently Chief Executive Officer, Mr. Pierre Bonis, currently Deputy Chief Executive Officer, is appointed to act as Chief Executive Officer from 1 May 2017. In this capacity, Mr. Bonis will exercise during the interim period all the powers of the Chief Executive Officer provided for in the Afnic articles of association.

Special Resolution

Resolution 6

On the occasion of the departure of Mathieu Weill, Chief Executive Officer, who has been appointed to other duties, the Afnic Board unanimously wishes to express his gratitude for the work he has accomplished since 2005 at the head of the association.

Mathieu Weill's work resulted in strong growth for Afnic during that period, enabling the association to enhance its expertise, diversify its activities, and gain broader recognition both in France and on the international market.

Mathieu Weill successfully oversaw those major changes by involving both the association's staff and all of its stakeholders.

Over and above his remarkable achievements, the Board wishes to acknowledge the character and commitment of Mathieu Weill, as well as his receptiveness and responsiveness to the views of all our stakeholders.

Drawn up on April 13, 2017 in Saint-Quentin-en-Yvelines.

Chaiman of the board
Emmanuel Sartorius

Trustee

Recording Secretary
Sophie Canac