

.au Domain Administration Limited

ABN 38 079 009 340

Board Meeting

19th June 2017 at 9:30AM

auDA, 114 Cardigan Street, Carlton VIC

1. Welcome and Apologies

Present: Stuart Benjamin (Chair), Cameron Boardman (CEO), Erhan Karabardak, George Pongas, Grant Wiltshire, Joe Manariti, Gavin Gibson, Simon Johnson, Sandra Hook, Leonie Walsh, Michaela Richards, Tim Connell, Di Parker (Company Secretary)

Observers: Annaliese Williams (Department of Communications), Debra Russell (Cameron Ralph Khoury), Harley Augustine (FutureBrand- agenda item 6a only)

Commenced 9:30am

Stuart welcomed everyone to the meeting. Stuart advised Directors that Debra Russell from Cameron Ralph Khoury is observing the Board Meeting as part of the Board evaluation process.

2. Continuous Disclosure

There were no new disclosures.

3. Confirmation of 22 May 2017 Minutes

The Board confirmed the minutes of the 22 May 2017 Board meeting.

4. Matters for Noting

a. Actions Arising

The CFO provided an update on the insurance renewal process.

Action: Insurance renewal to be presented to July Board Meeting.

The Board discussed auDA's communications strategy.

Action: CEO to review auDA's communications strategy.

The Board noted the actions arising.

b. CEO Report

The CEO presented a Board forward plan to the Directors.

The CEO provided an update on the policy reform project to the Board.

Action: Send out expressions of interest for Chair of the Policy Reform Panel with short-list to be presented to July Board Meeting.

The Board discussed communications with Members.

Action: CEO to investigate feasibility of expediting Member's portal.

The CEO advised the Board that we received a request on Friday afternoon from more than 5% of our members to call a special general meeting to vote on four resolutions:

- Publishing of Board agendas and minutes
- Revising the Code of Conduct
- Member approval for changes to the structure of the Registry
- Removal of the Chair, Stuart Benjamin

The CEO advised the Board that he is seeking legal advice on the validity of the request and resolutions.

Erhan Karabardak stated that he supported re-instating the previously published minutes as well as publishing future board minutes. The Board discussed this and supported their resolution of 13 February 2017 to remove the past minutes and to cease publishing board minutes.

The Board noted the CEO report.

The Board agreed to move forward the Rebranding of auDA agenda item.

6. Matters for Decision

a. Rebranding of auDA

Harley Augustine from FutureBrand joined the meeting.

Harley advised the Board of the process that has been undertaken in preparing rebranding options for auDA. He presented the brand purpose, positioning, values, personality and brand idea. Harley then presented two options for renaming auDA with associated branding concepts.

Harley left the meeting.

The Board resolved to change the name of the organisation.

George Pongas abstained from the decision.

The Board resolved to rename the organisation to auHQ.

George Pongas abstained from the decision. Simon Johnson dissented from the decision.

The Board resolved to proceed to the brand activation and implementation phase.

George Pongas abstained from the decision.

Action: CEO to present implementation plan to the Board.

5. Matters for Noting (cont.)

b. Finance Report

The CFO presented the May 2017 financial report to the Board.

The Board noted the Finance report.

7. Matters for Discussion

a. Registry Transformation Project Update and Risk Assessment

George Pongas left the meeting due to a disclosed conflict of interest.

Action: CEO to appoint probity auditors and probity officer for project.

Action: Bruce Tonkin to present evaluation of requests for EOIs to July Board Meeting. Probity Officer to attend Board Meeting.

Action: CEO to upload probity documents to board portal.

b. Direct Registration Consultation Report

George Pongas re-joined the meeting.

The Board discussed that the low response rate and incomplete responses indicate that we need an increased PR/education campaign which provision has been included in the 2017-18 Budget.

8. Matters for Decision

b. Strategy Proposals

The Board agreed for the CEO to seek additional proposals and for a circular resolution to be sent to the Board to appoint a strategy firm.

Action: CEO to seek additional strategy proposals and prepare a circular resolution for the Board.

c. Deloitte Access Report: Economic Analysis of the .au Domain Range

The Board agreed to hold this item over until July.

d. Appointment of Auditor

The Board discussed that the proposal received from KPMG represented better value for money.

The Board resolved to appoint KPMG as auditors for 2016-17.

e. Membership Applications

The Board resolved to approve the following Membership applications:

- Scott Ludbrook (Demand Class)
- Jen Sale (Demand Class)
- Dayna Scott (Demand Class)
- Cre8ion Pty Ltd (Demand Class)
- Daniel Calo (Demand Class)
- The Virtual Animal House Pty Ltd (Demand Class)
- David Warmuz (Demand Class)
- Alan Gladman (Demand Class)
- VPE Pty Ltd (Demand Class)
- Yexa.com Pty Ltd (Demand Class)
- Sharon Rankin (Demand Class)
- Michael Field (Demand Class)
- Kelly Hutchinson (Demand Class)
- Alexander Matheson (Demand Class)
- Joel Knott (Demand Class)

- Vicki Anderson (Demand Class)
- Tracie Marr (Demand Class)
- Damien Voogt (Demand Class)
- mDoch Pty Ltd (Demand Class)
- mDoch Holdings Pty Ltd (Demand Class)

6. General Business

7. Next Meeting

9:30AM 24 July 2017.

Meeting closed 2:20PM.