

**.au Domain Administration Limited ("the Company")
(ABN 38 079 009 340)**

MINUTES OF THE MEETING OF DIRECTORS:

DATE: Tuesday, 12 December 2017

LOCATION: Level 17, 1 Collins Street, Melbourne

TIME: 2.30pm (Melbourne time)

PRESENT: Chris Leptos, Chairman and Independent Director
Tim Connell, Demand Director
James Deck, Supply Director
Suzie Ewart, Independent Director
Sandra Hook, Independent Director via Phone
Erhan Karabardak, Supply Director
Joe Manariti, Supply Director via Phone
Nicole Murdoch, Demand Director
Ned O'Meara, Demand Director
Grant Wiltshire, Supply Director via Phone
Cameron Boardman, Non-Voting Director and Chief Executive Officer

ATTENDEES: Hasaka Martin, Company Secretary
Annaliese Williams, Department of Arts and Communications
Bruce Tokin, Project leader auDA

PRESENTERS: Bruce Tokin, Project leader auDA

APOLOGIES: Nil

CHAIR OF THE MEETING: Chris Leptos

1. OPENING REMARKS

The Chairman (Chris Leptos) noted that a quorum was present, declared the meeting open at 2.30pm (Melbourne time) and welcomed all those in attendance.

1.1. Apologies

There were no apologies.

2. CONTINUOUS DISCLOSURE

The chair has disclosed he is on the Board of PPB Advisory.

The Chair Informed Directors that a declaration would be required as part of probity for the register tender decision. Directors disclosed interaction with the incumbent provider. Directors instructed management to inform the bidders that any future contact with Directors will result in that bidder being removed from the tender process.

3. CONFIRMATION OF 26 SEPTEMBER, 23 & 26 OCTOBER 2017 MINUTES

Directors discussed the minutes of the Board meeting held on 26 September 2017 and the Chair to finalise the minutes with the help of Tim Connell.

Resolved That the board **APPROVE** the minutes of the board meetings held on 23 and 26 October 2017.

4. MATTERS FOR NOTING

b. CEO report

Mr Boardman provided an update on:

Directors Induction - Noting that the presentations from the induction will form part of a staff induction.

Policy Reform Process - Noting that the panel are planning to hold public forums and a new panel member has been appointed (Luke Summers).

Registry Transformation

Commercial and in-confidence

Compliance Update – Mr Boardman updated Directors on the number of complaints, unauthorised business uses deletions, brokerage and proxy registration incidents.

Engagement update - Mr Boardman updated Directors on current member communications.

Commercial and in-confidence

The Chairman asked Mr Boardman to include an update on strategic consideration in the next report.

The chairman noted that the order of items of business will be changed.

Annaliese Williams left the meeting and 3.54 pm and the meeting adjourned.

The meeting recommenced at 4.00 pm.

5. MATTERS FOR DECISION

a. Adoption of auDA's submission to the "Review of Australia's .au domain management"

Directors discussed the proposed submission, different membership models that may be included in the submission, and communication of the submission.

Resolved That the board **APPROVE** auDA's submission to the "Review of Australia's .au domain management" subject to a discussion by Nicole Murdoch and James Deck with the CEO.

Annaliese Williams re-joined the meeting at 4.30 pm.

b. Procedure for Demand Class Director casual vacancy (Chair)

Directors asked Sandra Hook to prepare advice to the board on the possible processes for filling the casual Director vacancy.

c. Board Committee Composition (Chair)

The Chairman outline the potential committee structures and membership, noting that board approval would be sought in the New Year.

The Chairman proposed that Suzie Ewart be appointed as interim Chair of the Security and Risk Committee and canvased Director's views on the issue.

Resolved That the board **APPROVE** the appointment Suzie Ewart as interim Chair of the Security and Risk Committee.

d. Adoption of revised Delegations Manual and notification of revised polices (CEO)

The Chair noted the circulation of a revised Travel Policy, Professional Development Policy and updated Delegations manual. Directors were of the view that additional time was needed to consider the updated policies and manual, and they should be revisited in the New Year.

9. GENERAL BUSINESS

Directors raised the following items:

- the need for a membership approval policy; and
- the auDA Foundation Board.

Commercial and in-confidence

Annaliese Williams left the meeting at 6.04 pm.

6. MATTERS FOR NOTING (cont.)

c. Finance Report (CFO)

Resolved That the board **Note** the Finance Report and the Finance Operations Update.

d. Security and Risk Report (CEO)

Resolved That the board **Note** the Security and Risk Report.

e. Meeting timetable 2018

Draft dates are yet to be circulated.

4. MATTERS FOR DISCUSSION

a. International Registry Operations Trends (Project Lead - RTP)

Mr Bruce Tokin entered the meeting 6.08 pm.

Mr Bruce Tokin updated the board on the current trends in domain price and industry amalgamation.

Resolved That the board **Note** the report on International Registry Operations Trends.

b. Update on Change of Relevant Control of AusRegistry (CEO)

Mr Boardman updated the board on the finalisation of the change of control contract with Neustar.

Resolved That the board **Note** the finalised change of control agreement.

Mr Bruce Tokin left the meeting at 6.31 pm.

7. GENERAL BUSINESS (Cont.)

Sandra Hook provided an update to an external review and noted that the process was ongoing.

No other business was raised.

8. CLOSE OF BUSINESS

Meeting Closure

There being no further business the chair closed the meeting at 6.40 pm.

Confirmed and signed as a true and correct record:

Chair

Date

