

**.au Domain Administration Limited (“the Company”)
(ABN 38 079 003 340)**

MINUTES OF THE MEETING OF DIRECTORS:

DATE: Monday, 26 March 2018

LOCATION: Level 17, 1 Collins Street, Melbourne, VIC

TIME: 10.00 am (Melbourne time)

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

ATTENDEES: Hasaka Martin, Company Secretary

PRESENTERS: Johnathan Robinson, Executive Chairman Afiliis
James Shady, Interim Finance Manger

APOLOGIES

CHAIR OF THE MEETING: Chris Leptos

1. Welcome/Quorum

The Chairman **NOTED** that a quorum was present and declared the meeting open at 10.04am (Melbourne time). The chairman welcomed all those in attendance. The Chairman **NOTED** the exit procedures in case of emergency and that there were no apologies.

2. Declaration of Interest

Mr James Deck declared the interest Australian Web Industry Association Inc (transitioning to Australian Web Industry Association Limited) as Chairman and Director.

Mr Joe Manariti declared the interest Australian Web Industry Association Inc (transitioning to Australian Web Industry Association Limited) as Vice-Chairman and Director.

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The Board **RESOLVED** to note the declaration of interest by Mr James Deck and Mr Joe Manariti

3. Minutes for Approval

Directors discussed the minutes of the meeting held 13 February 2018 and proposed amendments to the minutes.

The Board **RESOLVED** to approve the minutes of the board meetings held on 13 February 2018 and 15 December 2018, as amended.

4. Matters Arising/Action Item List

13.02.2018 1 Directors Interests

Directors discussed the meaning of clause 22.3 of the auDA constitution “the matter applies to an interest that the Director has as a Member in common with the other Member”.

Mr Leptos asked Directors to consider that any request for legal advice be held off until a Board paper is prepared outlining the process for determining a material personal interest, which would include input from auDA’s legal advisers. This Board paper will be prepared when direct registration is closer to being considered.

The Directors **NOTED** that a board paper on Directors’ Interests, Disclosures and Material Personal Interest would be provided to directors closer to the expected time for considering of direct registration.

The item remained open.

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13.02.2018 3 Directors Fees

Mr Leptos noted that a paper on Directors Remuneration had been circulated for consideration at today’s meeting.

13.02.2018 4 Delegations

The chairman informed that the Delegations as adopted by the board at its meeting of 13 February 2018 were reviewed by the Finance Audit & Chairman’s Committee and no further changes were recommended at this stage.

5. Director Update

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5.3 Director Replacement

Ms Sandra Hook gave Directors an overview of the process and the progress achieved to appoint two Demand class Directors. Directors discussed the Expression of Interest and the section criteria.

The Board **RESOLVED** to note the Expression of Interest

The Board **RESOLVED** to **APPROVE** the EOI subject to amendment by the Governance Committee and open the EOI for two Demand Class Directors as soon as reasonably possible.

Mr Chris Leptos asked Directors for a re-arrangement of the agenda, to hear from Mr Johnathan Robinson.

6. CEO Report

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The Board **RESOLVED** to take the CEO Report as read.

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Digital Strategy

Mr Boardman addressed Digital Strategy, noting that the campaign is the first step in a major campaign. Directors discussed the Policy Review Panel communication processes and the overall communication strategy

The Directors **NOTED** the proposed digital strategy.

ACTION ITEM 1: Directors requested that a fact sheet be provided to Directors, at the appropriate time to aid in communication.

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Mr Hasaka Martin left the meeting at 3.17pm

Directors discussed membership engagement after the .auDA government review, and possible changes to membership structure.

Mr Hasaka Martin re-entered the meeting at 3.19 pm

ACTION 2: A Directors update on the government review to be held on Wednesday, 28 March at 7.00pm.

Compliance Report

The Board **RESOLVED** to take the Compliance report as report.

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Communications and Engagement

Mr Boardman addressed the Australian Internet Community Forum and noted that auDA had committed funds to the forum to be matched by DFAT.

7. FINANCIAL UPDATE

The chairman noted the finance update would be considered with the Finance, Audit and Chairman's (FAC) Committee report (item 8.2)

The chairman adjourned the meeting at 4pm and Nicole Murdoch left the meeting.

The meeting reconvened at 4.10 pm

8. COMMITTEE REPORTS

8.1 Governance Committee

Ms Sandra Hook informed Directors that there was no report at this stage, as the committee had not meet.

8.2 Security and Risk Committee (SRC)

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Directors **NOTED** the Security and Risk Committee update

8.3 Finance, Audit and Chairman's (FAC) Committee

Mr Leptos gave an update on the FAC and invited James Shady to join the meeting.

Directors **NOTED** the FAC Committee update and the minutes of the FAC Committee

Mr James Shady joined the meeting at 4.07pm

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Directors **NOTED** the Finance and Operations Reports

Ms Nicole Murdoch re-joined the meeting via telephone at 4.23pm

Mr James Shady left the meeting 4.25pm

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9. GOVERNANCE

9.1 Directors' Remuneration

Mr Leptos advised the Directors Remuneration paper had been prepared in consultation with Ashurst.

The Board **RESOLVED** that Directors appointed to Supply and Demand class member elected positions are paid a sitting fee of:

- a) \$1,000, for attending each meeting of directors; and
- b) \$750 for attending each meeting of a committee of directors, from April 2018.

The above amounts are inclusive of superannuation.

The Board **RESOLVED** that the Independent chair receives a fee of \$70,000 per annum plus superannuation calculated at the statutory rate – this payment is unchanged.

The Board **RESOLVED** that the Independent directors, other than the chair, receive a fee of \$40,000 per annum plus superannuation calculated at the statutory rate from April 2018 – this payment is increased by the amount of superannuation.

The Board **RESOLVED** to propose to seek the approval of members at auDA's 2018 Annual General Meeting to increase the maximum amount of remuneration payable to independent directors to \$170,000.

9.2 Non-Executive Director Expenses Policy

Directors discussed Non-Executive Director Expenses Policy.

The Board **RESOLVED** to **APPROVE** the Non-Executive Director Expenses Policy.

9.3 Travel Policy

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The Board **RESOLVED** to hold over the Travel Policy for consideration at a future board meeting.

10. STAKEHOLDER MANAGEMENT

10.1 Membership Applications

The Board **RESOLVED** to **APPROVE** the applications for demand class membership from Champake Mendis, Jason McKenzie, Joshua Low (JCE Investment) Richard Munro; and Jodie Radford.

In response to a Director query, Mr Boardman updated Directors on the application from Mr Andrew Maurer, noting the team had been unable to contact Mr Maurer.

10.2 International Engagement Strategy

The Board discussed the International Engagement Strategy and the benefits of Director engagement at ICANN.

Ms Nicole Murdoch left the meeting at 4.47 pm

The Board **RESOLVED** to **APPROVE** the International Engagement Strategy Policy, subject to the Professional Development being added to point 9 in the Policy

ACTION 3: Mr Joe Manariti and Mr Erhan Karabardak to present a paper to the board on the benefits of Board to Board Meetings with other TLD administrators in May

Ms Sandra Hook left the meeting at 4.55pm

11. WHOLESALE PRICE

The Board **RESOLVED** to note the .au Wholesale Price paper.

Mr Boardman presented an overview of the .au Wholesale Price paper and outlined the recommendations

Ms Nicole Murdoch re-joined the meeting at 5.07 pm

Ms Sandra Hook re-joined the meeting by telephone at 5.15pm

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Ms Nicole Murdoch and Ms Sandra Hook left the meeting at 5.52 pm

The board **RESOLVED** to **APPOVE** a 10% reduction in the wholesale price as recommended in the .au Wholesale Price paper.

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12. OTHER BUSINESS

Mr Leptos advised directors that the auDA Foundation is a planned agenda item for the May Board meeting

ACTION 4: auDA Foundation to be considered at the next board meeting.

Mr Erhan Karabardak expressed the view that a stakeholder impact statement for direct registration was required. The board discussed the process whether the document should be internal or externally prepared, and potential organisations that could conduct the analysis.

ACTION 5: auDA Management to advise the Board of possible solutions at the May board meeting.

No other business was raised.

13. Board Calendar and Next Meeting

Directors noted the next board meeting was planned for Wednesday, 23 May 2018.

14. CLOSE OF BUSINESS

Meeting Closure

The chairman thanked Mr Ned O'Meara for his services to the auDA Board and meeting closed at 6.18 pm.

CONFIRMED:

Chairman

Date

