

.au Domain Administration Limited
ACN 079 009 340

Minutes of a Meeting of the Board of Directors

Date/Time:	Wednesday, 23 May 2018 8.00 am – 12.00 noon (Melbourne Time)	
Venue:	By Phone and in person at Level 17, 1 Collins Street, Melbourne, Vic, 3000	
Directors:	Chris Leptos AM (CL) Cameron Boardman (CB) Erhan Karabardak (EK) Tim Connell (TC) James Deck (JD) Suzanne Ewart (SE) Sandra Hook (SH) Joe Manariti (JM) Nigel Phair (NP) Damian Smith (DS)	Independent Director and Chairman Director and CEO Supply Director Demand Director Supply Director Independent Director Independent Director Supply Director Demand Director Demand Director
Attendees:	Hasaka Martin (HM)	Company Secretary
Chairman:	Chris Leptos AM (CL)	
Apologies:	Holly Raiche (HR) Grant Wiltshire (GW)	Demand Director Supply Director

1. OPENING REMARKS

The Chairman **NOTED** that a quorum was present and declared the meeting open at 8.02 am (Melbourne time). The chairman welcomed all those in attendance, noting the presence of the recently appointed Directors Mr Phair and Mr. Smith. The Chairman noted that apologies had been received from Ms. Raiche and Mr. Wiltshire.

2. DECLARATION OF INTEREST

Mr. Leptos made a declaration that family members had applied to be members of auDA.

The Board **RESOLVED** to note the declaration of Interest.

3. MINUTES FOR APPROVAL

The Board **RESOLVED** to approve the minutes of the board meetings held on 11 May 2018, subject to minor amendments.

4. MATTERS ARISING/ACTION ITEM LIST

Mr. Leptos lead a review of the action items, noting:

Directors' Interest

Mr. Leptos noted that the item is on hold pending the future consideration of direct registration.

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Digital Strategy Fact sheet

Mr Boardman noted that the digital strategy fact sheets had been prepared and would be circulated to Directors. The item was closed pending circulation of Digital Strategy Fact sheets.

International TLD Administrator Engagement (“Board to Board” engagement)

Mr. Manariti and Mr. Karabardak noted that work has begun on a paper and it was expected to be presented to the next board meeting. The item remained open.

auDA Foundation

Mr. Leptos noted that the auDA Foundation is expected to be considered with the budget papers, and a separate paper will come to the board in the next few months

Direct Registration Impact Statement

Mr. Leptos noted that the Impact Statement is on hold pending certainty on the timing on the consideration of direct registration. The item is on-hold.

Director Exit Interview

Mr Leptos gave an overview a conversation with Ms. Murdoch. The item was closed.

Peer-based Skills Review

Ms Hook noted that a previous approval of the Peer-based Skills review was on hold pending an understanding of the Government requirement and implementation plan.

5. DIRECTORS UPDATE

5.1. Member Feedback

Mr Connell and Mr Leptos gave an overview of member feedback.

Directors discussed the Policy Review Panel (PRP) terms of reference, noting that terms of reference were to recommend an implementation model for Direct Registration(DR) and were not to “approve or not approve” DR. The board also noted that the PRP would also need to focus on the review of other auDA policies.

Directors discussed the process of member engagement, noting that auDA has asked members to join the Consultation Model Working Group to develop a model of consultation.

5.2.

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5.3. Board Committees –Membership Update

Mr Leptos gave Directors an overview of the proposed new membership of the Board Committees.

The Directors **RESOLVED** that:

- Ms. Holly Raiche (Demand Class director) be appointed to the Governance Committee; and
- Mr. Damien Smith and Mr. Nigel Phair (both Demand Class directors) be appointed to the Security and Risk Committee.

The Directors **RESOLVED** to note that Holly Raiche will also be appointed to the Members' Communication Advisory Group.

5.4. Feedback on Board recruitment and induction

Mr. Leptos invited Mr. Smith and Mr. Phair to comment on the recruitment process and the induction.

The Directors **RESOLVED** to note the feedback on Board recruitment and induction.

5.5. Access to auDA's membership register

The Chairman gave Directors an update on recent requests for the members' register.

Directors were of the view that a communication be made to members noting that two requests had been made for the members' register.

The Directors **RESOLVED** to note the update on access to the auDA members' register

5.6. Preparation and Publication of Minutes Policy

Directors discussed the Preparation and Publication of Minutes Policy.

The Directors **RESOLVED** to approve the Preparation and Publication of Minutes Policy.

6. CEO UPDATE

Mr. Boardman sought Directors approval to bring item 6.2 forward

6.2. '30 Day Response' to Minister Fifield

The 30-Day response was taken as read and Mr. Boardman highlighted the following:

- A government briefing is expected in mid-June;
- The timing of the AGM needs to be considered in light of the 30-Day Response; and
- The structure of the Nomination Committee and the Membership Model were yet to be determined.

Directors discussed the need for an additional staff resource to assist with the Implementation Plan for the government recommendations.

ACTION ITEM 1: The Chairman to circulate paper on the Multi-Stakeholder Model to Directors

The Directors **RESOLVED** to note the 30 Day Response to Minister Fifield.

Mr. Leptos adjourned the meeting at 9.59 am.

Mr. Leptos resumed the meeting at 10.05 am.

6.1. CEO Report

The CEO report was taken as read and Mr. Boardman highlighted the following:

auDA Website

An overview was given of a microsite the would initially be active as a registry transition information microsite.

Mr Boardman advised that a series of fact sheets had been made on auDA Policies, that provide a simpler messaging.

ACTION ITEM 2: Management to circulate a preview of the new website

Directors discussed the current auDA website and the auDA blog.

Mr. Karabardak disclosed the he is owner / operator of Domain Name Junction (dnj.com.au) which is a domain industry blog. This had been disclosed to the Chair prior to the meeting.

The Directors **RESOLVED** to note Mr. Karabardak declaration of interest.

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ACTION ITEM 3: Management to circulate an excel version of the Compliance Dashboard

The Directors **RESOLVED** to note the CEO's Report.

The Chairman sought Directors' approval to consider item 7 towards the end of the meeting.

9. STAKEHODLER ENGAGEMENT

9.2. Policy Review Panel - Interim Report

Mr. Leptos gave Directors an overview of the report.

The Directors **RESOLVED** to note the Policy Review Panel Interim Report and approved the publication of the report.

6. CEO UPDATE (Continued.)

6.2 CEO Report (Continued.)

Privacy Request Update

Mr Leptos gave Directors an update on the privacy requests, outlined in the CEO's Report.

The Directors **RESOLVED** to note the update on privacy requests

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9. STAKEHODLER ENGAGEMENT

9.1 Membership Applications

Mr Chris Leptos and Mr Damian Smith excused themselves on the basis of a potential conflict of interest.

The Directors **RESOLVED** to approve the following membership applications:

NAME	CLASS
Sean Spain	Demand
Mona Loraine Quijano	Demand
James Henderson	Demand
Nicholas Young	Demand
Damian Fogarty	Demand
Afilias (John Kane)	Supply
Patrick Donaldson	Demand
Danya Rajan	Demand
Sweta Tare	Demand
Peter Cherny	Demand
Jason De Mamiel	Demand
Daniel Foenander	Demand
Jay Daley	Demand
Cameron Hall	Demand
Neal Wise	Demand
Andrew Freeman	Demand
Philip Leahy	Demand
Philip Dawson (Sovereign Cloud Aust)	Supply
Judy Pridmore	Demand
Premjitsinh Rathod (Essence Enterprises)	Demand
John Waller	Demand
Jingwei Wang	Demand
Damian Smith	Demand
Andrew Arena	Demand
Julia Trafford	Demand
Alex Leptos	Demand
Luci Leptos	Demand
Helen Leptos	Demand
Lillian Leptos	Demand
John Singleton	Demand
Michael Brooks	Demand
Joshua Curci	Demand
Peter Munro	Demand
Kate Colling	Demand
P R Khangure	Demand

The approval for Nikki Scholes (NetAlliance P/l) was held over subject to an assessment of the application against clause 9.4 of the auDA Constitution.

The Directors **RESOLVED** to approve 14-month membership for the application approved at today's meeting.

8. COMMITTEE REPORTS

8.3.3.

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The Chairman sought Directors' approval to consider the remainder of item 8 at a reconvened meeting.

7. SPECIAL GENERAL MEETING

Mr. Leptos handed the chair to Mr. Karabardak

Mr. Karabardak gave an overview of the SGM paper.

Directors discussed the proposed resolutions requested by a group of members.

The Directors **RESOLVED** to call a Special General Meeting (SGM) of members to be held at 10am on Friday, 27 July 2018, in Melbourne, with the Notice of Meeting to be dispatched to members on or before Thursday, 5 July 2018.

The Directors **RESOLVED** that the requested resolution of a "Vote of no confidence in Cameron Boardman (CEO)" not be considered at the SGM, as the resolution is not in the best interest of the Company.

Mr Leptos, Ms Hook and Ms Ewart left the meeting at 11.47am

The Directors **RESOLVED** that the requested resolutions to remove the independent directors should be considered at the SGM.

The Directors **RESOLVED** to note that consideration of the resolutions to remove the independent directors is supported by the independent directors.

The Directors **RESOLVED** to issue a recommendation for members to vote AGAINST the resolutions to remove the independent directors.

The Directors **RESOLVED** to note that the independent directors will issue a statement to the members as part of the SGM notices.

Mr Leptos, Ms Hook and Ms Ewart re-joined the meeting at 11.53 am

The Directors **RESOLVED** to issue an update to members regarding the constitutional reforms and other changes required by the new Terms of Endorsement at the SGM.

The Directors **RESOLVED** that the requested item of business "Any Other Business" be excluded from the items of business considered at the SGM, as the general nature of the item has not been identified and including it would not be in the best interest of the Company.

Mr. Karabardak handed the chair back to Mr. Leptos

Mr. Leptos sought Directors' approval to adjourn the meeting and reconvene via telephone at 4.30 pm on Friday, 25 May 2018.

The meeting was adjourned at 12.02 pm Wednesday, 23 May 2018

Mr. Leptos welcomed Directors to the reconvened meeting at 4.32 pm on Friday, 25 May 2018, noting that Ms. Holly Raiche and Mr. Grant Wiltshire were apologies.

Mr. Leptos sought Directors' approval to address the SRC Update first, followed by the Governance Committee and the FAC updates

8. COMMITTEE REPORTS (Continued)

8.2. Security and Risk Committee (SRC)

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The Directors **RESOLVED** to note that update from the Security and Risk Committee

Ms. Ewart advised Directors that the Enterprise Risk Framework and Enterprise Policy are placed before Directors for noting. Ms. Ewart noted that it is expected that approval at the June auDA Board meeting.

The Directors **RESOLVED** to note Enterprise Risk Framework and Enterprise Risk Policy.

8.1. Governance Committee

8.1.1 Cameron Ralph Khoury Engagement

Ms Hook gave an overview of the previous engagement with Cameron Ralph Khoury. The Board discussed the skills assessment and possible structures of the Nominations Committee required in response to the Government Review.

The Chair noted the decisions to be made in the short term are:

- the Nomination Committee structure
- A Board Charter; and
- A role definition for the Chair and CEO

The Directors **RESOLVED** that Governance Committee seek an updated proposal from CRK, and the committee would then assess the proposal and provide a recommendation to the Board. The Committee may consider extending the request for a proposal beyond CRK if needed.

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

8.3.1. Minutes

The Directors **RESOLVED** to note the minutes of the FAC Committee meeting held May 2018.

8.3.2.

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8.3.3. Finance Report April 2018

The Directors **RESOLVED** to note the April 2018 Finance Report.

8.3.4. Finance Operations Update

The Directors **RESOLVED** to note the Finance Operations Update

10. OTHER BUSINESS

No other business was raised.

11. REVIEW MEETING – FEEDBACK TO THE CHAIR

Mr. Leptos sought each Director view of the effective conduct of the meeting and the board papers.

12. NEXT MEETING

Directors note that the next meeting is to be held at 10am on Monday, 18 June 2018.

13. CLOSE OF BUSINESS

Meeting Closure

There being no further business the chair closed the meeting approximately 5.47 pm (Melbourne time) on Friday, 25 May 2018.

Confirmed and signed as a true and correct record:

Chair

Date

