

**.au Domain Administration Limited**  
ACN 079 009 340 (Company)

Minutes of the Board of Directors held on Thursday 14 November 2019  
at c/- Monash Conference Level 17, 1 Collins Street, Melbourne, Victoria 3000, scheduled at 9.30am

<b><u>Directors Participating:</u></b>	Suzanne Ewart (SE)	Executive Chair
	Erhan Karabardak (EK)	Director
	James Deck (JD)	Director
	Sandra Hook (SH)	Independent Director
	Grant Wiltshire (GW)	Director
	Holly Raiche (HR)	Director
	Joseph Manariti (JM)	Director
	Nigel Phair (NP)	Director
	Damian Smith (DS)	Director
<b><u>Company Secretary</u></b>	Sonia Joksimovic	
<b><u>In attendance:</u></b>	Dr Bruce Tonkin (COO)	Chief Operating Officer
	James Shady (CFO)	Chief Financial Officer
<b><u>Invitee:</u></b>	Andrew Maiden (AM)	Interim HoSE
	Clayton Ford	[Newly appointed] HoCA
<b><u>Apologies:</u></b>	Nil	

<b>Item 1 – Meeting Open</b>
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The Chair welcomed all present; noted a quorum and declared the meeting duly convened and constituted at 9.35am.

The Chair introduced and thanked Kat Vrkic, auDA's Membership and Marketing Officer, who has assisted with the preparation of the Company's AGM, which was noted.

The Chair further introduced Clayton Ford, the newly appointed Head of Corporate Affairs (replacing Andrew Maiden) and provided sincere thanks to Andrew Maiden on behalf of the Board, for the assistance he has provided auDA to date.

*Kat Vrkic left the meeting at 10.39am.*

<b>Item 2 – Declaration of Interests</b>
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**Item 2.1- Directors' Standing Notice**

The standing Disclosure of Interest Register was noted and taken as read.

The Directors and Management advised there was no further disclosure to declare, which was noted.

<b>Item 3 – Approval of minutes from previous meeting</b>
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The Minutes from the previous Board meeting held 18 October 2019 were noted as approved via circulating resolution and noted it was published on the Company's website, as also approved.

### **Item 3.2 – Action Items/Matters arising from the previous meeting**

The Company Secretary noted that actions arising with exception to open items carried forward for the new Board, has been **completed**.

### **Item 4 – Operations Report**

The Operations Report was tabled and taken as read and the COO was invited to update Directors.

The COO in concert with the Chair, provided an update on the government review, following DoCA's recent feedback, noting a revision on its status from being "on track" versus "completed" as reported.

The COO advised the following differences between auDA's self-assessment of completion and DoCA's current assessment:

- DoCA noted that recommendations (5b, 7d, 12 and 19) will not be completed until the Board is reconstituted (Rec 7d) and the remaining four items are reported on a the upcoming AGM on 14 November 2019.
- DoCA has indicated the new membership model in the constitution is "on track" and will not be completed until either auDA achieves 12,500 members OR auDA transitions Associate Members to Governing Members in September 2020.

It was noted that auDA Board conducted an internal review of its performance against its charter and that with the assistance of Phil Khoury from Cameron Ralph Khoury, completed a review of its performance in January 2019. The auDA Chair provided the details of both of these reviews to DoCA which were acknowledged by DoCA at the time.

It was noted that DoCA requires auDA to provide a public statement to identify the areas in the Board Charter where the Directors felt were areas that showed improvement over the past 12 months and priority/focus moving forward [**ACTION**].

It was further **agreed** Bruce Tonkin is to communicate with Phil Khoury to draft a public statement in alignment with DoCA's requirements and provide this to the Chair for review before it is published [**ACTION**].

The Directors noted the new membership model, given a transition is currently in progress.

### **Item 5 – Finance Update**

#### **5.1 Finance Report October 2019**

The Finance Report for October 2019 was tabled and taken as read and the CFO was invited to update Directors.

The CFO provided an update on YTD budget variations, as included in agenda 5.4, which were noted.

There were no questions or comments noted.

#### **5.2 Investment Portfolio Update**

The CFO advised the Board that liquidation of auDA and auDA Foundation Portfolios to facilitate a transfer between Moore Stephens and Credit Suisse was recommended and endorsed by the Finance & Audit Committee meeting at its 11 November 2019 meeting, which the Board **RESOLVED** to approve.

The CFO noted that all respective paperwork in alignment with the Investment Portfolio Liquidation and Transfer had been completed.

**5.3 Revised Delegation of Authority**

The Board noted the Revised Delegation of Authority Policy to include the newly appointed Head of Corporate Affairs to the Management team, as endorsed by the Finance & Audit Committee meeting at its 11 November 2019 meeting, which the Directors **RESOLVED** to approve to adopt.

**5.4 FY20 Budget Revision**

The FY20 Budget Revision was tabled and taken as read.

[REDACTED]

[REDACTED]

The Board **RESOLVED** to approve the revised FY20 Budget as tabled, incorporating an additional expenditure of \$0.028m as discussed.

**5.5 Cost of Government Review**

The Board noted the cost to date of the Government Review [for period 18 April 2018 to 11 November 2019] equates to \$1.825m, further noting this is direct costs and does not include staff hours.

**Item 6 – Committee Update**

**6.1 Governance Committee Update**

The Governance Committee Minutes from the 11 November 2019 were tabled and taken as read.

**6.2 Finance & Audit Committee Update**

The Finance & Audit Committee Minutes from the 11 November 2019 were tabled and taken as read.

The Chair noted the items endorsed by the Committee were brought forward to this meeting (i.e. agenda 5.2, 5.3, 5.4 & 5.5) for Directors approval.

**Item 7 – Other Business**

[REDACTED]

**7.1 CEO Recruitment Update**

The Chair provided an update on the short long list candidates, which was discussed. Carriage of this would now rest with the incoming Board.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**7.2 Deed of Access, Indemnity & Insurance**

The Chair noted that Directors who haven't already, are to sign a Deed of Access, Indemnity & Insurance at the conclusion of the meeting.

The Chair noted the Board has achieved what it set out to complete and each Director should be proud of their individual contribution and provided thanks.

The Chair recognised a range of consultants that auDA has been associated with, noting appreciation for their efforts also, to provide support to auDA's Board to accomplish its tasks.

[REDACTED]

The Board acknowledged the contribution of the previous CEO, Cameron Boardman, during his tenure which included the registry transformation.

The Board provided thanks to Suzie Ewart for her stewardship.

No other Business was noted.

*An in-camera session for Director was deemed not required.*

**Item 9 Meeting Close**

The meeting was closed at 10.34am.

Signed as a true and correct record.

Dated this     day of

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**Suzanne Ewart**  
**Executive Chair**