

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

Minutes of the Board of Directors held on Wednesday 18 December 2019
at Monash Conference Centre, Level 7, 30 Collins Street, Melbourne, Victoria 3000, scheduled at 2.00pm

Directors Participating:

Alan Cameron	Chairman (<i>arrived @ 2.31pm</i>)
James Atkins	Director
Kate Cornick	Director
Peter Elford	Director
Matthew Healy	Director
Alice McCleary	Director
Sandra Davey	Elected Director
Tania Fryer	Elected Director
Angelo Giuffrida	Elected Director

Company Secretary: Sonia Joksimovic

Invitees:

James Shady	CFO (<i>part attendance for agenda 8</i>)
Bruce Tonkin	COO (<i>part attendance for agenda/s 4a, 5 & 6</i>)
Clayton Ford	HoCA (<i>part attendance for agenda/s 4a, 4b & 9</i>)
Vicki Middleton	DoCA Representative (<i>part attendance by phone for agenda 4a</i>)
Kylie Lane	Ashurst Lawyers – Partner (<i>part attendance for agenda 4b</i>)

Apologies: Nil

Item 1 – Meeting Open

The Company Secretary provided an update noting a reprioritisation of agenda items to accommodate those scheduled to meet with the Board, as a result of a delayed flight for the Chairman.

The Board **RESOLVED** to approve James Atkins to be acting Chairman until the Company's Chairman, Alan Cameron, had arrived.

The Acting Chairman noted a quorum was present and declared the meeting duly convened and constituted at 2.00pm.

Item 2 – Declaration of Interests

Item 2.1- Directors' Disclosure of Interests

The standing Disclosure of Interests Register was noted and both the Directors and Management advised there was no disclosure to declare for the purpose of the meeting, which was noted.

The Acting Chairman moved to agenda 5.

Item 5 – Operations Update

The Operations Update Report was tabled and taken as read and the COO was invited to provide an update, where relevant, which was noted.

The COO provided an update on the status of the Government Review, which was discussed.

The Acting Chairman reverted to agenda 4a, HoCA joined the meeting and the Chairman also joined the meeting (by phone whilst in transit until he arrived in person to the meeting).

Item 4a – DOCA Update

Vicki Middleton (VM) from DoCA joined the meeting by phone and extended heartfelt appreciation to the auDA Board on their respective appointments.

VM provided a broad update on recent departmental changes, including a preliminary assessment on how auDA is tracking with the Government Review and its impact on auDA, which was noted.

VM provided thanks and full credit to the previous Board for the work they had completed in the last quarter, noting auDA remains on track with recommendations either deemed *complete or in-progress* as at the end of the October 2019 reporting quarter.

It was noted DoCA will send Directors a table with key areas of focus from the Government Recommendations for review [**ACTION**], further noting a further Quarterly Tracker Report is due 20 January 2020 for assessment by the Department.

It was further noted:

- auDA has issued a submission to the Cyber Security Strategy;
- The Treasurer is taking the lead in the ACCC Digital Platform Enquiry; and
- DoCA is being abolished with the department being merged with *Department of Infrastructure*, effective 1 February 2020 and a copy of the Press Release regarding this change will be sent to Directors for review and information [**ACTION**].

The Directors noted the current role of the government observer, further noting at the conclusion of the review process, an assessment as to whether an ongoing observer role is required, will be considered.

VM left the meeting and the Chairman moved to agenda 6.

Item 6 – Direct Registration

The Direct Registration Report was tabled and taken as read and the COO provided an update on the progress report on public consultation regarding the Licensing Rules for .au, in alignment with the tabled timetable, which was noted.

It was noted pending policy analysis on issues tabled in the report is to be brought forward to the scheduled January 2020 Board meeting for discussion with Directors [**ACTION**].

The Chairman reverted to agenda 4a and Kylie Lane joined the meeting.

Item 4b – Legal Update

The Chairman invited Kylie Lane to provide an update to Directors on the Board vacancy in alignment with the Company's Constitution, which was noted.

It was noted that the Board remains compliant with the Constitution requirements, further noting the respective timing whereby the Nomination Committee is to consider the Board's current skills before another candidate search is pursued to fill the position, noting the procedural process regarding another Ballot from Associate Members to vote.

The Directors discussed a transitional period by which Directors can be appointed in future, to ensure continuity.

It was **agreed** the Chairman will convene a meeting with the Nomination Committee after the scheduled January 2020 Board meeting to discuss the matters raised with Ashurst Lawyers to progress for resolution [**ACTION**].

It was noted the Board has taken the step to consider the information provided by Ashurst Lawyers and **RESOLVED** to **agree**, as discussed, to defer any consideration to the current Board composition until the Nomination Committee has been consulted.

Kylie Lane left the meeting and the Chair moved to agenda 9.

Item 9 – Stakeholder Engagement

The Stakeholder Engagement Report was tabled and taken as read and the Head of Corporate Affairs was invited to update Directors, where relevant, which was noted.

The Chairman moved to agenda 11 and the COO, HoCA and Company Secretary left the meeting at this time.

Item 11 – In-Camera Session for Directors regarding CEO Appointment

An in-camera session for Directors was held.

The Chairman reverted to agenda 3 and the Company Secretary re-joined the meeting with the CFO.

Item 3 – Previous Board Meeting Minutes

The Minutes from the previous Board meeting were tabled and taken as read.

RESOLUTION The Board **RESOLVED** to confirm the minutes of the Board meeting held 9 December 2019, as a true and correct record, subject to review of proposed amendments, to be circulated for return comment for website publishing.

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

The actions arising from the previous Board meetings, were noted by Directors.

The Chairman moved to agenda 8.

Item 8 – Finance Update

8.1 Finance Report November 2019 YTD

The Finance Report for November 2019 YTD was tabled and taken as read.

It was noted the CFO and FAC Chair, Alice McCleary, had met prior to the meeting to discuss both future Finance Report requirements and frequency of future Finance & Audit Committee meeting/s in alignment with the current Committee Charter.

It was noted a revision of the format of future Finance Reports will be undertaken by the CFO to assist strategic decision making by the Board [**ACTION**].

It was further noted a one (1) page summary from Credit Suisse on the Company's investments will be provided to Directors for review and information [**ACTION**].

8.2 ICANN Fees

The ICANN Fees Report (as brought forward and previously approved from the former Board) was tabled and taken as read.

RESOLUTION/S: The Board **RESOLVED** to approve a \$150,000 (budgeted) payment contribution to ICANN's cost of operation.

The Board further **RESOLVED** to approve delegation to auDA Executives to release the approved payment to ICANN.

It was **agreed** the Board will reconsider fees paid to ICANN in future, in the context of the .au Sponsorship Agreement with ICANN, as recommended by the previous Board.

8.3 Transfer to Reserve Funds

The Transfer to Reserve Funds Report was tabled and taken as read.

RESOLUTION:

The CFO and Kate Cornick left the meeting and the Chairman moved to agenda 7.

Item 7 – Compliance Matters

The Chairman noted the review of the Company's approved Delegation Manual would be carried forward to the January 2020 meeting for further discussion.

Item 10 – Committee Updates

10.1 auDA Foundation Board Composition

It was **agreed** that the following Directors would form membership of the auDA Foundation Board:

- James Atkins
- Tania Fryer;
- Sandra Davey; and
- Angelo Giuffrida.

It was noted Board Committee membership would be carried forward to the scheduled January 2020 meeting for decision, noting further consideration of the existing Charters would also be undertaken in concert.

Item 12 – Other Business

It was **agreed** 2020 Board meeting dates will be revisited by Directors to ensure availability for full attendance, noting in particular, meetings scheduled for June, August and October 2020 [**ACTION**].

No other Business was noted.

Meeting Close

It was noted the next Board meeting is scheduled **Wednesday 29 January 2020** at 9.00am, followed by an Induction Workshop.

The meeting was closed at 5.09pm.

Signed as a true and correct record.

Dated this day of

Alan Cameron
Chairman