

.au Domain Administration Limited

ABN 38 079 009 340

## Board Meeting

22<sup>nd</sup> May 2017 at 9:30AM

auDA, 114 Cardigan Street, Carlton VIC

### 1. Welcome and Apologies

**Present:** Stuart Benjamin (Chair), Cameron Boardman (CEO), Erhan Karabardak (via teleconference), George Pongas, Grant Wiltshire (via teleconference), Joe Manariti, Gavin Gibson, Simon Johnson, Sandra Hook, Leonie Walsh, Michaela Richards, Tim Connell, Di Parker (Company Secretary)

**Observers:** Richard Windeyer (Department of Communications), Phil Khoury (Cameron Ralph Khoury), Caroline Fritsch (Manager Policy & Strategy- agenda item 6c & 7a only)

Commenced 9:30am

Stuart welcomed everyone to the meeting. Stuart advised Directors that Phil Khoury will be observing the next three Board Meetings as part of the Board evaluation process.

### 2. Continuous Disclosure

George Pongas confirmed his previous disclosure that he is an employee of AusRegistry and declared a conflict of interest on matters related to AusRegistry or the Registry contract.

Gavin Gibson disclosed that he is an employee of Web Address Registration, an auDA accredited registrar. He informed the Board that Web Address Registration did not intend on participating in the Registry Contract RFT and as such he did not feel that he has a conflict of interest to participate in discussions relating to the Registry Contract.

Joe Manariti, Cameron Boardman and Di Parker disclosed that they are now Directors of the auDA Foundation.

### 3. Confirmation of 24 April 2017 Minutes

George Pongas and Gavin Gibson left the meeting.

The Board confirmed (sans George Pongas & Gavin Gibson) the minutes of the 24 April 2017 Board meeting subject to being updated for agreed items.

**Action:** Company Secretary to update minutes of the 24 April 2017 Board Meeting.

### 4. Registry Matters

#### a. AusRegistry Correspondence

#### b. Registry Project Scope and Timeline

Gavin Gibson re-joined the meeting.

## 5. Actions for Noting

Erhan Karabardak left the meeting. George Pongas re-joined the meeting.

### a. Actions Arising

The CEO provided an update on the actions arising, noting that most items had been completed or were covered under separate agenda items.

The Board noted the actions arising.

### b. CEO Report

**Action:** CEO to present Strategy proposals to June Board Meeting.

**Action:** CEO to present report of second consultation on direct registrations to June Board Meeting.

The Board noted the CEO report.

### c. Finance Report

The CFO presented the April 2017 financial report to the Board.

The Board noted the Finance report.

### d. Security and Risk Committee

Simon Johnson advised the Board that the Security and Risk Committee had met again in May and provided an update to the Board.

The Board noted the Security and Risk Committee report.

### e. Governance Committee Report

Stuart Benjamin advised the Board that the Governance Committee met in May and has commissioned Cameron Ralph Khoury to assist with five projects:

- Conduct Board evaluation
- Develop Board skills matrix
- Develop Board Charter and Code of Conduct
- Review suite of Board policies
- Reform Accountability and Transparency Framework

The Board noted the Governance Committee report.

Phil Khoury left the meeting.

## 6. Matters for Discussion

### a. Letter to Board from Demand Class Member, Ned O'Meara

The CEO informed the Board that the Department of Communications and Art had received an FOI request for past auDA Board minutes and agendas which is currently being assessed.

The Board agreed that it is not best practice governance to publish Board minutes and we should not publish our Board minutes or reinstate historical Board minutes and agendas to the website.

**Action:** CEO to formally respond to Ned O'Meara's letter to the Board and advise that historical Board minutes and future Board minutes will not be published as it is not best practice governance.

Erhan Karabardak dissented from this decision (email attached).

Grant Wiltshire left the meeting.

The Board agreed to move forward the 2017-18 Budget agenda item.

## **7. Matters for Decision**

### **a. 2017-18 Budget**

The CFO advised the Board that the 2017-18 Budget has been prepared with a new divisional reporting structure to provide better transparency to the Board of the cost of the various functions of the organisation and to provide more accountability for the business units.

The CFO advised the Board that the Budget had also been prepared to display 'business as usual' operating costs as well as three extraordinary projects reported separately 'below the line'.

The Board discussed the Budget and considered some of the items included.

**The Board adopted the 2017-18 Budget.**

Di Parker left the meeting.

## **6. Matters for Discussion (cont.)**

### **b. Policy Review Update**

Caroline Fritsch joined the meeting.

Caroline Fritsch, Manager Policy & Strategy, provided an update to the Board on auDA's program of policy reform. Caroline advised the Board that there are four main areas of policy reform:

- Complaints Policy
- Registrant Policy
- Registrar Policy
- Industry Code

Caroline advised the Board that all new policies will be applicable to direct registration.

The Board noted the policy review update.

Caroline Fritsch left the meeting.

## **7. Matters for Decision (cont.)**

### **b. Membership Applications**

The Board resolved to approve the following Membership applications:

- Matthew Ray (Demand Class)
- Michael McKinnon (Demand Class)
- Electronic Frontiers Australia Inc (Demand Class)
- Alex Vanderlugt (Demand Class)
- Gautam Mukherji (Demand Class)

### **c. Update to Board and Management Delegations Manual**

**The Board approved the updated Board and Delegations Manual.**

### **d. Deloitte Access Economics Report: Economic Analysis of the .au Domain Range**

The CEO advised the Board that this agenda item needs to be held over to the June Board Meeting as AusRegistry have recently provided a response to our request to publish the full report that needs to be considered first.

**7. General Business**

There was no further general business.

**8. Next Meeting**

9:30AM 19 June 2017.

Meeting closed 4:20PM.