

.au Domain Administration Limited

ABN 38 079 009 340

Board Meeting

24th July 2017 at 9:30AM

auDA, 114 Cardigan Street, Carlton VIC

1. Welcome and Apologies

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

Observers: Annaliese Williams (Department of Communications), Phil Khoury (Cameron Ralph Khoury)

Commenced 9:30am

Stuart welcomed everyone to the meeting. Stuart advised Directors that Phil Khoury from Cameron Ralph Khoury is observing the Board Meeting as part of the Board evaluation process.

2. Continuous Disclosure

There were no new disclosures.

3. Confirmation of 19 June 2017 Minutes

The Board confirmed the minutes of the 19 June 2017 Board meeting.

4. Matters for Noting

a. Actions Arising

The Board noted the actions arising.

b. CEO Report

The Board noted the CEO report.

c. Finance Report

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

The Board noted the Finance report.

5. Matters for Discussion

a. Interim Communications Strategy

The Board reviewed the draft interim communications strategy.

The Board provided the following feedback:

- Would benefit from a high-level statement of what we want to achieve
- Include general public as a stakeholder
- Some directors had received feedback that members would like more frequent news rather than relying solely on the monthly newsletter
- Need a broader PR strategy

The Board also requested a board communications policy be developed.

Action: Develop board communications policy.

b. Director Involvement in Staffing Issues

The Board agreed that requests for information from executives should be made through the CEO.

c. Special General Meeting and Member Correspondence re SGM

The Board discussed preparations for the SGM.

d. Director's Deed of Indemnity and Access

The Board discussed the need for a director's deed of indemnity and access consistent with auDA's Constitution.

The Board resolves for the CEO to instruct our legal advisors to draft a deed of indemnity and access to take effect for all directors of the Board current as at this Board meeting.

6. Matters for Decision

a. Ratification of Circular Resolution for Strategy Proposals

The Board discussed that a number of Directors have worked with or dealt with members of the strategy proposal team previously.

The Board discussed the difference between a conflict of interest and a perceived bias. All directors declared that they did not have a conflict of interest.

The Board ratified the circular resolution to appoint dandolopartners to develop auDA's organisation strategy 2017-2020 with immediate effect.

b. Appoint Chair of Policy Reform Panel

The Board discussed the short-listed candidates for Chair of the Policy Reform Panel.

The Board resolved to appoint John Swinson as the Chair of the Policy Reform Panel.

Abstain: Simon Johnson Dissent: George Pongas, Michaella Richards

For: Stuart Benjamin, Leonie Walsh, Sandra Hook, Erhan Karabardak, Joe Manariti, Gavin Gibson, Grant Wiltshire, Tim Connell

The Board agreed that a Board Nominations Committee should be constituted to make any future appointments of Chairs of Panels.

c. Membership Applications

The Board resolved to approve the following Membership applications:

- Mark McRae (Demand Class)
- Domain Name Registrar (Australia) Pty Ltd (Supply Class)
- Gladnet Pty Ltd (Demand Class)
- Jason Simpson (Demand Class)
- Cybermedia Pty Ltd (Demand Class)
- Bobby Khanna (Demand Class)

George Pongas left the meeting due to a declared conflict of interest.

Grant Wiltshire switched to teleconference.

d. Registry REOI Evaluation

Bruce Tonkin (Registry Transformation Project Lead) and Peter Mason (Registry Transformation Project Manager) joined the meeting.

Adrian Gibby (KPMG Probity Auditor) joined the meeting via teleconference.

Bruce Tonkin provided the Board with an overview of the project, the EOI criteria, a high-level summary of the responses to the EOI, the service delivery models available and the timings and risk assessment of the options.

Leonie Walsh left the meeting.

The Board resolved to:

- Proceed with the next phase of the RFT for an outsourced registry operation. **The Board resolved for the Registry Project Team to commission:**
 - PPB Advisory as part of the tender evaluation committee to help design the RFT to ensure we have sufficient financial information to assess value for money amongst the tender respondents.
 - Ernst & Young as part of the tender evaluation committee to help design the RFT to ensure we have responses to specific risk questions to help assess the responses against risk criteria.
 - Information Service Group (ISG) as part of the tender process committee to help draft and review the tender documentation to ensure there is a competitive process, as well as provide input to the drafting of the contract to maximise flexibility and ensure we can take advantage of improvements in technology with respect to pricing over time.
 - PwC to assist in developing a draft contract with the selected supplier to ensure auDA has sufficient powers and flexibility to comply with any future Government compliance requirements (including any new security obligations).
 - An updated technical specification for inclusion in the RFT to be developed and published for review by the Registrars Liaison Committee and the wider Australian Internet Community.

The Board acknowledged the proposed timeline:

- Draft technical specification – published for review in the week of 14 August 2017
- Request for Tender – published in the week of 28 August 2017

6. General Business

7. Next Meeting

9:30AM 14 August 2017.

Meeting closed 2:50PM.