



.au Domain Administration Limited

ABN 38 079 009 340

## Board Meeting

Tuesday 26 September 2017 at 9:30AM

auDA, Level 17, 1 Collins Street, Melbourne

### 1. Welcome and Apologies

**Present:** Erhan Karabardak (Chair), George Pongas, Grant Wiltshire, Joe Manariti, Gavin Gibson (by teleconference), Simon Johnson, Sandra Hook, Tim Connell, Cameron Boardman (CEO), Ian Halson

**Observers:** Annaliese Williams (Department of Communications), Grainne Murray (PPB Advisory)

There were no apologies.

Commenced 9:30am

Erhan welcomed everyone to the meeting.

### 2. Continuous Disclosure

Ian Halson made the following disclosures:

- Sole director of LemonStone Group Pty Ltd with a portfolio of approximately 80 domains
- Ian's partner has her own company of which she is the sole director with a portfolio of approximately 400 domains
- In 2012 Ian engaged Cooper Mills for trademark advice.

No conflicts identified at this stage.

### 3. Confirmation of unredacted 14 August 2017 Minutes (amended), 16 August 2017 Minutes, 21 August 2017 Minutes, 6 September 2017 Minutes

The board agreed to hold over all minutes to the next meeting. All minutes to be recirculated for clarity.

### 4. Matters for Decision

- a. Ratification of Circular Resolution- Appointment of Demand Class Director (Interim Chair)

The Chair confirmed that the instrument of appointment for Ian Halson as Demand Class Director had been signed.

## **5. Matters for Discussion**

### **a. Risk Presentation**

The Board noted the documents tabled and agreed that the Security and Risk Committee will act as a sponsor for this work to continue.

### **b. Organisational Strategy Review**

George Pongas left the room due to a declared conflict.

The Board to form a board strategy sub-committee comprising of the Chairman, Chair of Governance, Ian Halson and the Chair of Risk and Security to review management response to the strategy and present and report the full document to the October board meeting.

**Action:** CEO to prepare a draft strategy to subcommittee members for comment in addition to a full suite of documents to be presented to the Board at the October 2017 board meeting with the subcommittee review with draft communication and education to members.

### **c. Approval of Director's Report and Annual Accounts**

KPMG presented the audit of the 2017 annual accounts.

**The Board resolved to adopt the annual accounts for FY16/17 subject to the directors' bios and Directors' Report being updated and finalised.**

KPMG left the meeting.

### **d. Draft Communications Framework (Chair, CEO) [note agenda item 6b]**

### **e. Member Constitutional Reform Committee (chair) [agenda item 6c]**

The Chair spoke to the formation of a Member Constitutional Reform Committee as an outlet for members to provide feedback to the company and the Board.

The Board resolve to accept the proposed Member Constitutional Reform Committee with committee membership to be decided by EOI for the panel, Chair and deputy Chair to be appointed by the Recruitment Subcommittee.

**Action:** CEO to prepare the EOI.

**f. Membership Applications (CEO)**

The Board noted that a number of membership applications had not been processed at the previous board meeting (14 August 2017) as there was insufficient time to consider those applications.

The Board discussed whether the membership applications could be approved in the current Board meeting, and have the commencement date backdated (to 14 August 2017) as if the delay had not incurred.

The Board concluded that the Constitution did not allow for the commencement date to be backdated, and the membership applications were approved from the date of the current Board meeting.

Tim Connell expressed the view that the commencement date should be backdated to 14 August 2017 (i.e. the date of the previous Board meeting), however this was not supported by the Board due to the Constitutional constraints mentioned earlier.

Grant Wiltshire left the meeting and dialled in by telephone.

**6. Matters for Noting (note: agenda item7)**

**a. Actions Arising (CEO)**

Carried over to the October 2017 Board meeting.

**b. CEO Report (CEO)**

The CEO report was tabled.

Annaliese Williams advised the AUIGF would be a more scaled back event.

**Action:** The Board to consider event expenditure offline noting budget allocation of \$100k.

**c. Finance Report (CFO)**

No Finance Report to be discussed.

**7. General Business**

The Board resolved to appoint Ian Halson to the Risk and Security subcommittee

The Board formally resolved to welcome Ian Halson to the Board.

**8. Next Meeting:** 9:30AM 23 October 2017 at auDA Boardroom, Level 17, 1 Collins Street,  
Melbourne, Victoria

The Chair closed the formal part of the meeting at 3:44pm.

**In camera session**

The Chair closed the in camera session at 4:42pm.

Meeting closed at 4:42pm