

**.au Domain Administration Limited ("the Company")  
(ABN 38 079 003 340)**

**MINUTES OF THE MEETING OF DIRECTORS:**

<b>DATE:</b>	Monday, 23 October 2017
<b>LOCATION:</b>	Level 17, 1 Collins Street, Melbourne
<b>TIME:</b>	9.30am (Melbourne time)
<b>PRESENT:</b>	Erhan Karabardak, Director and Chairman Tim Connell, Director Gavin Gibson, Director (via Telephone) Ian Halson, Director Sandra Hook, Director Simon Johnson, Director Joe Manariti, Director George Pongas, Director Grant Wiltshire, Director Cameron Boardman, Director and Chief Executive Officer(CEO)
<b>ATTENDEES:</b>	Stephen Arnott, Department of Arts and Communications (via Telephone) Hasaka Martin, Company Secretary
<b>PRESENTERS:</b>	Phil Khoury, Principle, cameron. ralph. khoury
<b>APOLOGIES</b>	Nil
<b>CHAIR OF THE MEETING:</b>	Erhan Karabardak

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**1. OPENING REMARKS**

The Chairman (Mr Erhan Karabardak) noted that a quorum was present, declared the meeting open at 9.37 am (Melbourne time) and welcomed all those in attendance.

**1.1. Apologies**

There were no apologies.

## 2. APPOINTMENT OF COMPANY SECRETARY

The CEO, Mr Cameron Boardman, gave the Board a description of the selection process for the appointment of a company secretarial service provider.

**Resolved** The Directors **APPROVED** the appointment of Boardroom Pty Limited, to provide  
**Unanimously** corporate secretarial services and authorise the CEO to enter into an agreement

**Resolved** The Directors **RESOLVED**, in accordance with section 27 of the Company's  
**Unanimously** Constitution, that Mr Hasaka Martin, having received his signed Consent to Act, is appointed as a Secretary of the Company, effective 23 October 2017.

## 3. DECLARATION OF CONFLICTS OF INTEREST

There were no new disclosures from Directors.

## 4. ADOPT PREVIOUS MEETING MINUTES

George Pongas left the meeting due to a previously disclosed conflict.

### 4.1. Previous Minutes – 26 September 2017

The Directors discussed the style of the minutes.

**Resolved** That the Board holdover consideration of the minutes of the meeting of the Board  
**Unanimously** held on 26 September 2017 until the Board Meeting to be held on Thursday, 26 October.

George Pongas and Phil Khoury joined the meeting.

Stephen Arnott joined via telephone.

## 5. Matters for Discussion

### 5.1. Governance Review Findings

The Chairman and CEO introduced Phil Khoury to Directors. Phil Khoury updated Directors on the progress on the governance review, specifically around the three-key areas:

- Board evaluation and review, Mr Khoury noted there had been significant changes in the composition of the Board since the preliminary evaluation;
- Stakeholder engagement; and
- Accountability and Transparency framework.

Mr Khoury informed the Directors that the intention is to provide a report, including specific recommendations to the Board. The Directors sought Mr Khoury's initial views on stakeholder management and conflict of interest.

## 5.2. Appointment of Vice-chairman (item without notice)

Directors considered and discussed possible candidates, the requirements of the role and need for a vice-chairman.

At 11.25 am the Chair called for a brief adjournment of the meeting.

The meeting was re-convened at 11.36 am.

George Pongas left the meeting due to a previously disclosed conflict.

## 5.3. Update on Change of Relevant Control of AusRegistry

The CEO updated the Directors on the progress of negotiations with AusRegistry/Neustar on the Change of Relevant Control Agreement (CoCA) conditions, including the key conditions, for the inclusion of Business Continuity Plan conditions (failure project and registry access) into the CoCA.

**Action Item** The Board requested management prepare a decision matrix/road map with the aid of PwC on the effect of the conditions and possible scenarios.

George Pongas joined the meeting

## 6. MATTERS FOR DECISION

### 6.1. Adoption of Organisational Strategy – deferred, see report (Strategy Sub-committee, CEO)

**Resolved** The Directors **RESOLVED** to defer adoption of the draft Strategy until Government  
**Unanimously** Review has been conducted in early 2018.

### 6.2. Deloitte Access Economics Report (CEO)

**Resolved** The Directors resolved to **APPROVE** the publication of the Deloitte Access Economics  
**Unanimously** Report, subject to the required consents.

### 6.3. Member Constitutional Reform Committee Appointments (Chair)

**Resolved** The Board **APPROVED**:  
**Unanimously**

- the appointment of James Deck, Robert Kaay, Belinda Wadeson, Luke Grogan, Luke Summers, Rod Keys and Scott Long to the Member Constitutional Reform Committee; and
- a reasonable budget (not more than \$10,000) for Committee expenses.

The Directors considered the relative merits of each candidate for the chair position.

**Resolved** The Board **APPROVED** the appointments of Mr Scott Long to the position of Chair of the Committee, and Mr Luke Summers as deputy Chair

#### **6.4. Membership Applications (CEO)**

**Resolved** The Board **APPROVED**, in accordance with section 9.9 of the Company's  
**Unanimously** Constitution, the applications for membership received from:

- Timothy McCarthy (Demand Class)
- Victoria Johnson (Supply Class)
- Edward Kaey – Smith (Demand Class)
- Ian Johnston (Demand Class)
- Raymond Marshall (Demand Class)
- Gregory John Brown (Demand Class)
- Daniel Gangemi (Demand Class)
- Jeanette Jifkins (Demand Class)

### **7. MATTERS FOR NOTING**

#### **7.1. Actions Arising (CEO)**

The CEO, Mr Boardman briefed the Board, noting the following:

- that the Annual General Meeting is to be held on at 11 am on Monday, 27 November 2017.
- that there had been minimal media coverage of the review; and
- that the Attorney-General's Department has released an exposure draft of the "Security of Critical Infrastructure Bill" for consultation. The CEO, would circulate the information to directors.

#### **7.2. CEO Report (CEO)**

*Item held over to the next meeting*

#### **7.3. Finance Report (CFO)**

*Item held over to the next meeting*

#### **7.4. Update on Independent Chair and Independent Director appointment (Chair)**

*Item held over to the next meeting*

#### **7.5. Deed of Access, Indemnity, and Insurance for auDA Directors (Chair)**

The Chairman circulated the Deed of Access, Indemnity and Insurance Agreements to Directors.

6. GENERAL BUSINESS

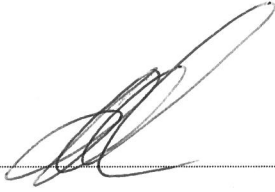
No other business was raised.

7. CLOSE OF BUSINESS

Meeting Closure

There being no further business the chair closed the meeting at 12.45 pm.

**Confirmed and signed as a true and correct record:**



18-12-17

Chair

Date