

.au Domain Administration Limited (“the Company”)
(ABN 38 079 003 340)

MINUTES OF THE MEETING OF DIRECTORS:

DATE:	Friday, 20 April 2018
LOCATION:	Level 17, 1 Collins Street, Melbourne, VIC or by phone
TIME:	8.00 am (Melbourne time)
PRESENT:	Chris Leptos AM, Chairman and Independent Director Tim Connell, Demand Director James Deck, Supply Director by phone Suzanne Ewart, Independent Director Sandra Hook, Independent Director Erhan Karabardak, Supply Director Grant Wiltshire, Supply Director Cameron Boardman, Non-Voting Director and Chief Executive Officer
ATTENDEES:	Hasaka Martin, Company Secretary
PRESENTERS:	Johnathan Robinson, Executive Chairman Afilias James Shady, Interim Finance Manger
APOLOGIES	Joe Manariti, Supply Director
CHAIR OF THE MEETING:	Chris Leptos

1. WELCOME/QUORUM

The Chairman **NOTED** that a quorum was present and declared the meeting open at 8.07 am (Melbourne time). The chairman welcomed all those in attendance.

The Chairman **NOTED** that Ms Nicole Murdoch has resigned as a Director of the Company as at 19 April 2018

ACTION ITEM 1: The Chairman to conduct an exit interview with Ms Nicole Murdoch

2. DECLARATION OF INTEREST

No new declarations were made.

3. MINUTES FOR APPROVAL

The Board **RESOLVED** to approve the minutes of the board meetings held on 26 March 2018, subject to minor amendments.

4. MATTERS ARISING/ACTION ITEM LIST

Matter arising were held over to the next meeting.

5. GOVERNMENT REVIEW

5.1. Draft Response to Minister Fifield.

The draft response letter was circulated with the Board papers and taken as read. The Chair sought the views of Directors on the letter, noting that this would be made public. Directors expressed the view that the 30-day response needs to expand on the Company's achievements which are consistent with the requested reforms.

Directors considered the government review process surrounding director nominations.

Commercial-in-confidence

The Board **RESOLVED** to approve the response letter and authorised the Chairman to send the letter to Minister Fifield.

Commercial-in-confidence

The chairman sought agreement from the directors to re-arrange the sequence of the agenda items.

6. Director Update

6.1. Director vacancy and skills matrix

Sandra Hook spoke to the Director recruitment process noting that the EOI had closed with 30 expressions of interest. And that the applicants had been ranked against the section criteria to create a short list of six candidates.

The Directors discussed the director appointment process.

The Board **RESOLVED** to approve that Tim Connell, Sandra Hook and Chris Leptos to prepare a short-list of candidates for consideration by the Governance Committee.

Chris Leptos, Suzie Ewart, Sandra Hook and Cameron Boardman noted their interest in the Special General Meeting and left the meeting at 8.55 am.

5. SPECIAL GENERAL MEETING

Erhan Karabardak assumed the chair.

Mr Karabardak gave an overview of the proposed communication to members asking for the members who called the meeting to consider delaying or withdrawing their request for a meeting given the government review and the registry transition. Noting that if all those members who had requisitioned the meeting did not agree, then auDA would seek the court's permission to delay the meeting.

Directors discussed the communication and timing of the process noting that auDA should reach out to Mr Rowe and those who had requested the meeting, to explain auDA's position before the communication was sent.

The Board **RESOLVED** to approve the communication to members

Chris Leptos, Suzie Ewart, Sandra Hook and Cameron Boardman entered meeting at 9.26 am.

Mr Karabardak provided an overview of the outcome. It was noted Mr Stewart had a matter that was under review and auDA should not seek a meeting with Mr Stewart until the independent review (i.e. Registrant Review Panel) was finalised.

ACTION ITEM 2: *Mr Leptos to seek a meeting with Mr Rowe.*

6. DIRECTOR UPDATE

6.1. Director vacancy and skills matrix (cont..)

Sandra Hook updated the board on board on the progress of the skills matrix and gap analysis.

The Directors **RESOLVED** to undertake a peer based skills review.

ACTION ITEM 3: *The Board to conduct a peer based skills review.*

7. CLOSE OF BUSINESS

Meeting Closure

The chairman meeting closed at 9.50 am.

CONFIRMED:

Chairman

Date