

**.au Domain Administration Limited
ACN 079 009 340 (auDA)**

Minutes of a Meeting of the Board of Directors

Date/Time:	Monday, 27 September 2018 8.30 am – 9.45 am (Melbourne Time)	
Venue:	In person at Mercure Melbourne Treasury Gardens, 13 Spring Street, Melbourne, Vic, 3000	
Directors:	Chris Leptos AM (CL) Cameron Boardman (CB) Erhan Karabardak (EK) James Deck (JD) Suzanne Ewart (SE) Sandra Hook (SH) Joe Manariti (JM) Nigel Phair (NP) Holly Raiche (HR) Damian Smith (DS)	Independent Director and Chairman Director and CEO Supply Director Supply Director Independent Director Independent Director Supply Director Demand Director Demand Director Demand Director
Attendees:	Vicki Middleton Richard Bullock James Shady Alister Paterson Ian Hanke Will Bond	Board observer – DoCA Board observer – DoCA auDA CFO / preparation of minutes auDA auDA auDA
Chairman:	Chris Leptos AM (CL)	
Apologies:	Grant Wiltshire (GW) Hasaka Martin (HM)	Supply Director Company Secretary

1. OPENING REMARKS

The Chairman NOTED that a quorum was present and declared the meeting open at 8.30 am (Melbourne time).

2. DECLARATION OF INTEREST

Mr Karabardak advised meeting he a declaration of interest in respect of Agenda items 6.1 EuroDNS as an accredited registrar and would exclude himself from any discussion on this matter.

The Board **NOTED** the Declaration of Interest.

3. MINUTES FOR APPROVAL

Minutes of the Board meetings held on 20 (and 23) August 2018 (3.1), and 3 September 2018 (3.2) were tabled.

Mr Deck noted some minor typographical errors in the draft minutes and requested clarification on the proposed redaction to the minutes.

The CEO advised he would need to take on notice the proposed redaction to the minutes and would revert.

Action Item - Redacted minutes to be reviewed by the CEO in consultation with the Chairman.

The Board to **RESOLVED** to approve the minutes of the meetings held on 20 (and 23) August 2018 and 3 September 2018.

4. **MATTER ARISING / ACTION ITEM LIST**

The Chairman lead the meeting through a review of the Board Meeting Action Items list.

Commercial-in-confidence

It was by the Board **AGREED** that Action Items closed should be removed from the Matters Arising list after appearing as a closed item.

5. **DIRECTORS UPDATE**

5.1. EGM presentations

The Board discussed papers which would be presented to the Extraordinary General Meeting (EGM) being held after the Board meeting.

Mr Leptos noted that he had circulated a copy of the Chairman's script for the conduct of the three meetings.

Mr Smith outlined the contents of the presentation he would provide to the EGM on The auDA Foundation.

The CEO provided background information on a presentation that would be delivered to the EGM by Mr Keith Besgrove on the Constitutional Model Working Group (CMWG).

Mr Shady provided the directors with an update on pre-poll proxy position for the four resolutions being put to the three meetings being held. Mr Shady noted that the Link Market Services platform had been efficient for the delivery of notices and proxy submissions.

The Chairman noted that KPMG had been engaged to provide Scrutineering for the meetings.

5.2. Communications Plan for EGM Announcement

The CEO noted that an Administrative Checklist had been circulated to the Board on 26 September 2018.

The draft press release was noted.

The CEO noted that post-EGM communications to members had been drafted and a general discussion on communication and membership fee refunds followed.

5.3. Afilias World record

The Board **NOTED** its congratulations to Afilias on the World Record recognition and requested that the CEO pass its congratulatory remarks on.

Action Item – CEO to pass on Board congratulations to Afilias.

6. **STAKEHOLDER ENGAGEMENT**

Item 6.1 EuroDNS as an .au accredited registrar

Mr Karabardak expanded upon his earlier disclosure and advised that his law firm Cooper Mills acts for Domain Tools a company of which EuroDNS is a shareholder. Mr Karabardak advised neither he nor his firm had acted in respect of EuroDNS' application to become an accredited .au registrar.

Mr Karabardak left the meeting at 8.42 AM

The CEO provided a brief update on the EuroDNS application and indicated that the key question was whether or not to grant EuroDNS with a dispensation from the 6-month continuous experience as an appointed reseller of an auDA accredited registrar.

The Board **RESOLVED** that EuroDNS should be admitted as a .au accredited registrar and that the 6-month period be waived.

Action Item – CEO to review director conflicts of interest and propose protocol for resolving conflicts

Mr Joseph Manariti joined the meeting at 8:45 am

Mr Karabardak re-joined the meeting at 8:45 am

7. OTHER BUSINESS

Ms Hook provided the Board with an update on the Nominations Committee selection process.

Mr Bullock indicated that DoCA would welcome the opportunity to review the proposed Nominations Committee advertisement prior to its publication.

Action Item – Provide copy of Nominations Committee advertisement to DoCA.

Action Item – Mr Bullock to be the DoCA contact for the Nominations Committee selection process .

8. REVIEW MEETING – FEEDBACK TO THE CHAIR

It was noted that this item would be deferred to the next meeting.

9. BOARD CALENDAR AND NEXT MEETING

Item 9.1 Next Board meeting

The next Board meeting is presently scheduled for Tuesday 16 October 2018 and that due to travel commitments of Board members the meeting date may need to be changed.

The Board was not able to agree on a revised date for the next Board meeting, the timing will be resolved by the Chairman.

10. CLOSE OF BUSINESS

There being no further business the chair closed the meeting at 9.32am (Melbourne time).

Confirmed and signed as a true and correct record:

Chair

Date