

Board Minutes - 3 May 1999

Public Version

Meeting of the .au Domain Administration Board

3 May 1999 - 1.15pm

Present:

Michael Malone (MM), Chris Chaundy (CC), Kim Davies (KD), Larry Bloch (LB), Greg Watson (GW), Vic Cinc (VC), Chris Connolly (CCo), David Thompson (DT), Iain Morrison (IM), Kim Heitman (KH)

Observers:

Nikki Vajrabukka (NV)

Apologies:

Nil

1. Election of Chair and Deputy Chair

Nominations for the position of Chair were called for.

Nomination: MM, Proposed: MM, Seconded: GW

As there were no other nominations, the election was declared unanimous.

The Chair called for nominations for the position of Deputy Chair.

Nomination: CC, Proposed: CC, Seconded: DT

Nomination: VC, Proposed: VC, Seconded: KD

Nomination: GW, Proposed: GW, Seconded: MM

Nomination: LB, Proposed: LB, Seconded: MM

On a show of hands, the Chair declared the result that GW was elected as Deputy Chair.

2. Apologies

Apologies were received from Mark Hughes (MH) and Erica Roberts (ER).

3. Acceptance of Minutes of previous meeting

The Chair proposed that item 3 of the minutes should read:

"A general discussion of the options regarding the appointment of additional directors was held. It was decided that any decision on appointed directors should be deferred to the next full meeting of the board."

Proposed: GW

Seconded: CC

On a show of hands, the Chair declared the motion was carried unanimously.

Optional appointment of up to 2 additional directors (Clause 18.2(f))

The Chair called for motions to appoint additional directors.

A motion to appoint Sandra Davey (SD) as a director of auDA was proposed.

Proposed: LB
Seconded: CC

On a show of hands, the Chair declared the motion was carried.

A motion to appoint a representative of INA as a director of auDA was proposed. As no director seconded the motion, it was deemed to have failed.

A motion to appoint Peter Coroneous as a director of auDA was proposed.

Proposed: MM
Seconded: CC

On a show of hands the Chair declared that the motion failed.

The Chair extended the boards congratulations to the successful candidate.

4. Election of other Office Holders (Secretary, Treasurer)

The Chair called for nominations for the position of Treasurer. As MH had previously expressed interest in this position, his name was put forward.

Nomination: MH, Proposed: GW, Seconded: KD

On a show of hands the Chair declared the result that MH was elected as Treasurer.

The Chair called for nominations for the position of Secretary. There being no immediate nominations, the chair proposed that the position of Secretary be split into:

Board Secretary - responsible for agendas, minutes, and other board related matters
Company Secretary - responsible for legal issues, and for the purposes of satisfying ASIC requirements

Proposed: MM
Seconded: GW

On a show of hands, the Chair declared the motion was carried unanimously.

The Chair called for nominations for the position of Company Secretary.

Nomination: CCo, Proposed: MM, Seconded: GW

On a show of hands, the Chair declared the result as CCo elected as Company Secretary.

The Chair then called for nominations for the position of Board Secretary. A motion was proposed to nominated SD as Board Secretary should she agree to join the board.

Nomination: SD, Proposed: MM, Seconded: LB

On a show of hands, the Chair declared the result as SD elected as Board Secretary. The Chair asked LB to contact SD to extend an invitation to join the board as Board Secretary.

Action 4/2: LB to contact SD to extend an invitation to join the board as Board Secretary.

5. Appointment of Company Solicitors

The Chair tabled a letter from Corrs Chambers Westgarth asking to be considered as company solicitors.

The Chair then proposed a motion to prepare a terms of reference for solicitors to represent auDA. Invitations to be sent to Corrs Chambers Westgarth, Phillip Fox, and one other company.

Proposed: MM

Seconded: CC

On a show of hands, the Chair declared the motion was carried unanimously.

Action 5/2: DT to prepare a terms of reference for solicitors to represent auDA and placed on web page. Invitations to be sent to Corrs Chambers Westgarth, Phillip Fox, and one other company.

6. Declaration of Directors pecuniary interests and establishment of registry and procedures (Clause 22.2)

A general discussion ensued on this item.

A motion was proposed for the Company Secretary to prepare a draft document for use by directors to declare any interests. This form should include the option to enable directors to agree to make their declaration public.

Proposed: MM

Seconded: LB

On a show of hands, the Chair declared the motion was carried unanimously.

Action 6/2: CCo to prepare draft form and circulate to board.

7. Confirmation of currency and extent of Directors and Officers liability insurance

The Chair confirmed with MH that there is current no liability insurance.

Action 7/2: IM to contact companies for quotes and prepare a paper detailing what the insurance costs and requirements are.

8. Statement of Board obligations/schedules

A motion was proposed that the Company Secretary prepare a schedule containing the important dates for legal and organisational events.

Proposed: DT

Seconded: GW

On a show of hands, the Chair declared the motion was carried unanimously.

Action 8/2: CCo to prepare a schedule.

9. Preparation of Media Statement

It proposed that the Chair prepare a draft media statement for distribution Monday 10 May. It was decided that the statement would not include reference to Peter Gerrand's media release.

Action 9-1/2: MM and GW to prepare draft statement and circulate to board.

Action 9-2/2: LB to distribute media release to press.

10. Establishment of Process for selection of CEO

The Deputy Chair tabled a draft position description for comment.

A motion was proposed that KPMG (Sydney/Melbourne) be contacted to undertake recruitment process.

Proposed: DT

Seconded: VC

On a show of hands, the Chair declared the motion was carried unanimously.

Action 10-1/2: Comment on PD by close of business Tuesday 4 May

Action 10-2/2: GW to incorporate PD comments for closure on Wednesday 5 May.

Action 10-3/2: MM to contact KPMG for further action on CEO PD on Wednesday.

11. Report on handover/financial status of ADNA and current financial status of auDA
MH's email dated 3/5/99 was tabled, which provided the following information:

Current financial status is:

No liabilities

No contracts have been entered into

Current assets are \$19,246.48 in NAB bank.

IM asked if the directors are liable for actions taken by the previous board, and if so what steps are necessary to discharge this liability.

A motion was proposed that the Company Solicitors, when appointed, investigate the liability issues of the current directors.

Proposed: MM

Seconded: DT

On a show of hands, the Chair declared the motion was carried unanimously.

MH, through his email, asked that another director agree to act as co-signatory to expenditure. It was agreed that LB would so act.

12. Establishment of auDA Policy Advisory Committees

A motion was proposed that:

The board endorse committees as and when required. A policy committee be established to examine the issues of .org.au and .asn.au. GW to chair this committee. A group and mailing list be established, of representatives from the current registry's, and to be called the Registry Liaison Group.

Proposed: DT

Seconded: LB

On a show of hands, the Chair declared the motion was carried.

13. Establishment of Process for development of Budget

A wide ranging discussion of the process to develop a budget was undertaken. It was decided that the following broad approach would be taken:

Define possible funding models, including investigation of the US, UK and NZ models.

Put bounds around model options. Options are expected to include variations of licence fee/incremental fees ratio.

Develop brief for viable top level models.
Incorporate into business plan.

Action 13/2: DT to provide cost & time frame for Deloitte's to develop options for interim revenue model for 12-18 month time frame. Maximum expenditure limited to \$2,000 and completion by May 17.

A motion was put that the above process and action be undertaken.

Proposed: MM
Seconded: VC

On a show of hands, the Chair declared the motion was carried unanimously.

14. Timetable for Board Meetings and first AGM

It was agreed that board meetings would be scheduled for the 1st Monday of each month, alternating between Melbourne and Sydney. The following timetable was agreed:

Date 7/6 5/7 2/8 6/9
Location M S M S

The AGM will be held on September 22.

An offer was made by Deloitte's to host the Sydney meetings. Connect.com offered to host the Melbourne meetings. The board gratefully acknowledges the assistance of these organisations.

Given the amount of work and tight time line, it was agreed that as much work as possible would be conducted between meetings via email. It was further agreed that formal motions can be put via email with 2 days notice of the vote. Motions under these circumstances can only be carried by unanimous agreement.

15. Any Other Business

15a. Notification of ASIC of changes to directors/office holders.

Action 15a/2: CCo to determine any additional actions that need to take place in relation to ASIC requirements.

15b. Making contact with ICANN

Deferred until auDA is formally responsible for the .au name space. For consideration at the next meeting.

15c. Application to ACCC

Action 15c/2: Chair to draft an informational letter to ACCC outlining status and objectives of auDA.

15d. Reimbursement of travel expenses.

Due to the limited budget, expenses are to be determined on a meeting by meeting basis.

A motion was put that the directors will be eligible for refund of reasonable* expenses for this meeting and one subsequent meeting.

Proposed: GW
Seconded: DT

On a show of hands, the Chair declared the motion was carried unanimously.

* Reasonable defined as: Economy class air fare, preferably 21 days advance booking 1 night accommodation to a maximum of \$120 if required Taxi fares to/from airport

15e. Status of CSIRO

Action 15e-1/2: Chair to draft a letter to CSIRO inviting submission detailing their argument for a change of membership category.

Action 15e-2/2: Chair to email CSIRO indicating the intentions of the board to examine this issue.

15f. Letter of appreciation to WG

A motion was put that a letter of appreciation should be sent to WG members.

Proposed: MM

Seconded: DT

On a show of hands, the Chair declared the motion was carried unanimously.

Action 15f/2: Board Secretary to draft letter of appreciation to WG members

15g. Domain name for auDA

A motion was proposed that auDA should adopt the domain name auda.org.au

Proposed: LB

Seconded: DT

On a show of hands, the Chair declared the motion was carried.

Action 15g-1/2: Chair to approach Leni Mayo to extend the loan of auda.org until auda.org.au has been obtained.

A motion was put to accelerate process to obtain auda.org.au

Proposed: LB

Seconded: GW

On a show of hands, the Chair declared the motion was carried.

Action 15g-2/2: directors to accelerate acquiring domain for auDA.

16. Next Meeting

The next meeting will be held at 1:00pm Monday 7 June at the Melbourne office of Connect.com.au.

Meeting closed 6:05pm.