Board Minutes - 7 April 2000

Public Version
Meeting of the .au Domain Administration Board

7 April 2000 - 1.00pm
Melbourne IT. Level 2, 120 King Street. Melbourne VIC 3000

Present:
David Keegel - Secretary, Kim Davies, Kevin Dinn, Kim Heitman, Mark Hughes, Chris Chaundy, Erica Roberts, David Thompson, Iain Morrison

    Teleconference:
    Michael Malone - Chair

Observers:
Tom Dale, Paul Walsh and Jo Lim

Apologies:
Greg Watson

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1. Proposed Mark Hughes seconded Erica Roberts that David Thompson be chair for today's meetings.

2. Confirmation of Minutes

Moved David Keegel, seconded Chris Chaundy that minutes as modified be accepted. Carried unanimously.

3. Corporate governance issues

The operations of auDA are different from those of a normal business in some key areas:

    auDA is charged with implementing industry self regulation, and the scope of its work directly affects domain name users (Demand) and domain name suppliers (Supply)
    the constitution of auDA is specifically designed to ensure that representatives from both the Supply and Demand side are elected to the auDA board.

The auDA board, specifically elected to represent both supply and demand, has the responsibility of reconciling the requirements of these two possibly conflicting areas. To ensure auDA can carry out it task of achieving consensus, the following proposals are made:

    Appointment of independent directors and chair to the board of auDA, independent meaning not an auDA supplier, registry operator, or registrar.
    Procedure for the auDA board to wherever possible to debate policy only, not specific implementation
    Level of independence between auDA board members and their organisations
    Candidates for significant roles including Advisory Panel chairs to have the support of all board members

Action Item: Identify and approach candidates who we would be willing to appoint as independent directors, who have the skills appropriate to being a chair/vice chair and who would be willing to server as chair/vice chair.

Note: Michael Malone has tendered his resignation effective from the next board meeting.

Motion to accept the resignation effective from next board meeting. Moved Kevin Dinn, Seconded Erica Roberts. Carried.

1. Independent directors

Motion that auDA directors and NOIE are invited to nominate potential board directors. Kim Heitman, Michael Malone and Iain Morrison to constitute board sub-committee to provide tentative ranking. NOIE to review the list, auDA Board to confirm preferred candidates. Sub-committee to approach the preferred candidates.

Schedule one week for directors / NOIE to provide names to sub-committee.

Proposed Kim Heitman, Seconded Kim Davis. Carried.

2. Separation of policy and implementation

As an operating procedure, the auDA board should focus on policy issues; implementation should be the responsibility of the auDA executive. This will remove many of the corporate governance/conflict of interest issues, as policy will rarely affect only one board member, and will avoid many of the specifics. Board members with an appropriate declaration of conflict of interest, may still discuss general policy that affects several board members.

General discussion about the role of the board vs auDA executive. Noted that board's role is policy direction, financial management

3. Independence between auda board members and their organisations

auDA members are elected to represent auDA members, not to represent their companies / employers. For entities who are suppliers to auDA and have a principal/employee on the auDA board, it is a clear conflict of interest for the auDA board members to be the contact with the auDA executive on implementation issues unless the entity has no other suitable employee who can be the contact for implementation issues.

Discussion about conflict of interest for board members who are elected to represent members, but may be employees of key stakeholders.

4. Full auDA board support for key roles

The auDA board is charged with delivering consensus. For key roles, including Panel Chairs, if a candidate cannot be supported by all the auDA board, then it may be impossible to deliver consensus. Therefore candidates for significant key roles should have unanimous support of the auDA board.

MH covered these points. Tom Dale also spoke to them. Michael said he was willing to resign if an independent (non Registry/Registrar/Delegate) chair was required.

Action Item: MH to write to ER that the draft invoice was merely a discussion draft, even though it was signed.

Kevin Dinn raised the issue of being able to make issues public.

Action item for acting CEO on what it is appropriate for directors to pass back to their sponsoring communities.

4. Treasurer's Report

Treasurer's report was tabled.

Tom Dale said that NOIE would provide resources to auDA in cash and staff. NOIE staff will report to NOIE and auDA and be involved in the Name and Competition Advisory Panels. Noted that NOIE funding to be provided on the conditions that:

progress on name policy and competition panel
substantial progress on corporate governance
independent chair and directors
expansion of auDA membership base.

Those conditions would be set out in a letter from the minister. Minister will review the transfer of .au delegation to August.

Discussion about obtaining Industry sponsorship for auDA work

Action item - acting CEO to review the budget.

5. Membership report

One application has been received during the month for a new membership. The application is from Burnie City Council for a Demand Class membership.

Motion to accept new member. Proposed David Keegel, seconded David Thompson Seconded. Carried.

6. Publicity report

1. Incoming - reponses to enquiries

We have received and responded to approximately 650 email requests in the month of March.

2. Outgoing

Article has been sent to Tradegate ECA members - circulation is approximately 1000.

3. Auda web site

The FAQ at http://www.auda.org.au/faq.html has been revised several times during the month to include new issues and correct/provide more information on other issues.

David Thompson noted that ABC radio national was interested in doing radio interview on auDA and ICANN.

7. Acting CEO's report

1. Contracts

General discussion on contract negotiations.

2. Aunic

Tender ready to go out.

ER suggested that the board review the option of an existing registry such as MIT or Connect run the registries for .gov.au, .edu.au.

Acting CEO to copy the Tender documentation to the Aunic sub-committee.

8. Advisory Panel Procedures

Version 2.3 of the Advisory Panel Procedures, including comments received during the final round of public consultation, is proposed for acceptance by the board:

Proposed to accept Advisory Panels Vn 2.3 unless in the next week any director objects. Proposed David Keegel, seconded Chris Chaundy. Carried

9. Name Policy Panel

To initiate the auDA Advisory Panel No. 1, "Review of Policies in .au Second Level Domains", requires:

  Terms of Reference
  Operational Guidelines
  Draft Letter to Nominated Participants
  Draft Call for Participants

Operations

Operational processes will include:

  Scheduled meetings - likely to include teleconference facilities between Sydney and Melbourne
  Email list server
  Web archive of comments/submissions to the panel

Panel initiation

Initiating the panel will include:

  Call for participants via

    National newspaperss
    Member lists
    Other lists

  Letters to specific nominated organisations

Use of ABN to satisfy Domain Name eligibility requirement for .net.au and .com.au.

Extensive discussion over who is eligible for .com.au and .net.au domain names.

Action item - Iain Morrison to draft a resolution re ABN.

10. Competition Panel

Discussion about Competition Policy panel and chair. General discussion, comments that developing a brief for the Chair would be appropriate to ensure appropriate input and support.

Action Detailed terms of reference for the Competition panel, including input from ACCC, etc. from CEO.

11. Domain Database Value Added Services

In the last month we have received about 10 queries from entities interested in downloading the database. The draft contract

should be finalised by Baker McKenzie today.

12. Other business

David Thompson gave an update of ICANN meeting. Noted that ICANN was working with similar sorts of issues as auDA. Significant issues are:

  Intellectual Property
  Creation of new gTLDs

Noted that the major group against new gTLDs are the IP groups.

Meeting Closed at 17:30