

Board Minutes - 8 October 2007

Public Version

Meeting of the .au Domain Administration Board

8 October 2007 - 1.00pm

Maddocks. Level 7, 140 William Street. Melbourne VIC 3000

Present:

Chris Disspain, Marty Drill, Brett Fenton, David Goldstein, Julie Hammer, Kim Heitman, Cheryl Langdon-Orr, Jo Lim, Bennett Oprysa, Josh Rowe and Tony Staley

Observers:

Nikki Vajrabukka, Paul Szyndler, Jen Watson, Tracey Smith (DCITA), Mark Henry and Amalia Moylan (Maddocks)

Apologies:

Peter Shilling

CD and JL left the room for the first half of the meeting.

The board discussed advice from Maddocks regarding its investigation into a formal complaint lodged by Larry Bloch in relation to the EGM held on 13 August 2007. These discussions are not minuted but the conclusions reached by the board were advised to CD and JL after they rejoined the meeting and are summarised below.

The following issues were noted:

- Details of the complaint

According to Maddocks' report, there was no evidence to support the allegation that the CEO had exerted undue influence or duress on any member in relation to their vote, or that any member had been misled as to their entitlement to vote.

- Proxies

auDA has changed its proxy-handling process. Proxies will be lodged with Maddocks and will not be provided to auDA staff until after the closing date. Maddocks will adopt the auDA process of checking the validity of proxy forms, verifying them against the member database and notifying any members of inaccurate or incomplete votes.. It was agreed that the chair is entitled to review proxies before a general meeting.

- Membership

The board discussed the need to ensure that membership queries are dealt with in a consistent manner and that information provided to members is accurate. The board also noted that auDA's processes for handling membership renewals and maintenance of members' contact details may need to be reviewed.

Action: CEO to provide advice at the next board meeting about options for processes to deal with membership queries, membership renewals and maintenance of members' contact details.

- CEO contact with members

The board confirmed that it falls within the CEO's duties to contact members before a general meeting to encourage them to vote. The board may also instruct the CEO to explain the board's position to members regarding any resolutions at a general meeting.

- Corporate governance

The chair reminded directors that if they have a grievance they should raise it with him in the first instance, and he will ensure that it is dealt with in an appropriate manner.

The board endorsed the appointment of Maddocks to handle the investigation. MH explained that in this matter he was acting for the board and not the CEO, and care was taken to ensure that the investigation was kept separate from auDA's other interactions with Maddocks.

The board accepted Maddocks' report and recommendations. It was agreed that the report, amended to remove the names of individuals, should be provided to Larry Bloch and all auDA members. Any questions about the report should be directed to the chair.

Motion (proposed MD, seconded CLO): That the board express its full confidence in the CEO. Carried unanimously.