

Board Minutes - Feb 20, 2012

Public Version

Meeting of the .au Domain Administration Board

20 February 2012, 11.00am

.au Domain Administration Limited, 114 Cardigan Street, Carlton VIC 3053

Present:

Tony Staley (Chair), Kim Heitman, Chris Disspain, Julie Hammer, Graham McDonald, Josh Rowe, Marty Drill, Cheryl Langdon-Orr, George Pongas, Dwayne Varey, Kartic Srinivasan, Paul Levins

Observers:

Keith Besgrove (DBCDE), John Higgins (NexiaASR), Adrian Kinderis (AusRegistry Item 6), Chris Wright (AusRegistry Item 6), Maggie Whitnall (AusRegistry Item 6), Jo Lim (auDA), Jacki O'Sullivan (auDA-Minutes)

Apologies:

Nil

1. Continuous Disclosure

There were no matters to be disclosed.

2. Confirmation of December 2011 Minutes

The minutes of the 12 December 2011 Board meeting were confirmed.

3. Finance Report

- The Board noted the January 2012 accounts.
- The 2012/2013 budget will be prepared for circulation to the Board for the April 2012 meeting.

4. CEO Report

- The CEO report was noted.
- The auDA Staff Retreat was held at Daylesford on 2-3 February 2012. Outcomes and updated staff roles & responsibilities were summarised for the Board.

5. Westlake Report Implementation Plan

- As requested by the Board at the December 2012 meeting, auDA staff reviewed and prepared for Board review, an Implementation Plan of the recommendations in the Westlake .au Governance Final Review Report.
- A document setting out the Board's response to each recommendation and the relevant draft Implementation Plan will be publicly released.

6. AusRegistry Presentation

Adrian Kinderis-CEO, Chris Wright-CTO and Maggie Whitnall-Client Services Manager-.au, attended from AusRegistry and gave a presentation on AusRegistry general & security updates.

7. Policy Development

- The 2012 Industry Advisory Panel member nominations shortlist was provided to the Board.
 - The first meeting of the Panel is scheduled for 22 March 2012.
 - The Board passed the following resolution (proposed TS, seconded by the Board):
 - That the Board appoint the recommended panel members as proposed in Attachment A of the 2012 Industry Advisory Panel Membership Recommendations document.
- Carried.

8. auDA Foundation Review

- The auDA Foundation Review and recommendations were circulated to the Board.
- The Board agreed to the recommendations, with an amendment to recommendation 1.1C (change "remove" to "clarify").
- Pursuant to recommendation 1.1A, the Board agreed that the term "innovative" should be defined as 'Research &

development undertaken for the purposes of acquiring new knowledge creating new or improved processes or services to enhance the utility of the network for the benefit of the Australian Community.’

- Pursuant to recommendation 2.1C, the Board agreed to invite Derek Whitehead to join the auDA Foundation Board.

9. Membership

The following membership applications were approved in the classes indicated:

Name of Applicant	Class
Matthew Begbie	Demand
Imogen Corliss	Demand
Steven Roddis	Demand
Joshua Todd Cowper	Demand
Angelo Giuffrida	Demand
Craig Marchant	Demand
Cheyne Johnston	Demand
Michael Band	Demand
Jesse Mahoney	Demand
VentraIP Group (Aust P/L (Angelo Giuffrida))	Supply

10. Board Committee Updates

Strategic Risk Committee:

- The Committee held its first meeting on 31/1/12.
- The Committee draft Terms of Reference were completed & circulated for Board approval.
- The Committee Terms of Reference were approved by the Board (moved K Heitman, Seconded C Langdon-Orr).
- In conjunction with Patrick Sharry, the Committee will prepare an environmental scan report based on work completed at the Board retreat in November 2012 with further input to be sought from the Board, from auDA’s legal and financial advisers and the SSAC. The Committee will hold a workshop on Tuesday 17/4 to do risk identification and assessment on the environmental scan report and plan next steps.

Governance, Board Succession & Remuneration Committee:

- The Committee draft Terms of Reference have been completed and agreed by the Committee and will be circulated to the Board for review at the April 2012 meeting.
- The Committee will lead the development of the Accountability & Transparency Framework.
- The Director induction process and timetable for the year was discussed and agreed. It is planned to hold an initial induction session immediately following the April 2012 Board meeting.
- A 2 tier set of KPI’s were set for the CEO, comprising on-going KPIs from FY10/11 and short term KPIs for assessment in July 2012, which will inform the CEO Contract negotiation in September.
- The Committee will meet face-to-face prior to each Board Meeting.

Finance & Audit Committee:

- The Committee will continue to meet by teleconference prior to each Board meeting to review the financial statements.

11. Board Correspondence

The correspondence dated 14 February 2012 addressed to Tony Staley-auDA Board from Keith Besgrove-DBCDE

regarding the outcomes of the Westlake Review, was considered by the auDA Board under item 5.

12. Other Business

The ICANN Meeting 43 will be held 11-16 March 2012 in Costa Rica. Board members Kartic Srinivasan, Marty Drill and Paul Levins will attend and provide a report at the April 2012 Board meeting.

13. Next Meeting

The next Board meeting will be held on Monday 16 April 2012 at 11.00am. This will be followed by an introductory Director induction session at 2.00pm.