

Board Minutes - 10 December 2012

Public Version

Meeting of the .au Domain Administration Board

10 December 2012 - 2.00pm

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

Present:

Tony Staley (Chair), Julie Hammer, Josh Rowe, Cheryl Langdon-Orr, George Pongas, Kartic Srinivasan, Paul Levins, Graham McDonald, Stuart Benjamin, Erhan Karabardak, Joe Manariti, Chris Disspain

Observers:

Craig Ng (Panel Chair-item 1-5), Peter Nettlefold (DBCDE), John Higgins (NexiaASR), Jo Lim (auDA), Jacki O'Sullivan (auDA-Minutes)

Apologies:

Nil

1. Continuous Disclosure

The Chair formally welcomed new Directors Stuart Benjamin, Erhan Karabardak and Joe Manariti who were elected to the auDA Board at the 12 November 2012 AGM.

- Stuart Benjamin advised he owns companies in property and construction and IT industries. He is also a Member of the Regional Policy Advisory Committee (RPAC) and Chairman of Regional Development Australia.
- Erhan Karabardak advised he is a Director of Cooper Mills Lawyers and Airborne Holdings Pty Ltd (which holds a portfolio of .au domain names). He is also a former Director of accredited registrar Sarar Pty Ltd, a member of the Australian Computer Society and ISOC AU and acts for a number of accredited registrars and resellers. He advised he would provide the Board with a formal letter advising of all his positions in due course.
- Joe Manariti advised he is the Director of Swim Communications, Vice-Chairperson of the Australian Web Industry Association, a domain name reseller and is also the owner of several domain names.
- Cheryl Langdon-Orr advised she has been reappointed to the Board of Directors of ISOC-au.

2. Confirmation of October 2012 Minutes

The minutes of the 10 October 2012 Board meeting were confirmed.

3. Election of Deputy Chair

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

Nominated: Julie Hammer (moved C Langdon-Orr, seconded J Rowe).

Elected: Julie Hammer

4. Election of Chair

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

Nominated: Tony Staley (moved G McDonald, seconded C Langdon-Orr).

Elected: Tony Staley

5. Policy Development

2012 Industry Advisory Panel:

- Craig Ng - Chair of the 2012 Industry Advisory Panel presented the Panel's final report to the Board. He advised that Panel members had approached their task with an open mind and had worked collaboratively to reach a clear consensus on all recommendations. He also advised that all conflicts of interest were fully disclosed and dealt with throughout the process.
- The Board thanked Craig Ng for chairing the Panel, and auDA staff Jo Lim and Paul Szyndler for their secretariat support.
- The Board will consider the Panel's final recommendations in detail at the February 2013 Board meeting.

6. Reconstitution of Board Committees

The Board agreed on the following sub-committees:

Finance & Audit Committee:

- Graham McDonald (Chair), Cheryl Langdon-Orr, Kartic Srinivasan and Stuart Benjamin.

Governance, Board Succession and Remuneration Committee:

- Cheryl Langdon-Orr (Chair), Julie Hammer, Paul Levins, Graham McDonald and Joe Manariti.

Strategic Risk Committee:

- Julie Hammer (Chair), George Pongas, Kartic Srinivasan, Josh Rowe and Erhan Karabardak.

It was agreed that committee meetings would be scheduled at a suitable time prior to each Board meeting and committee Chairs would provide a status update at each Board meeting. Jacki O'Sullivan will set the 2013 Committee meeting schedule and advise all members.

7. Finance Report

- The Board noted the November 2012 accounts.
- The CEO advised that the agreed term deposit investments are in the process of being finalised. John Higgins will send a copy of the term deposit investment advice to new Directors for their information.
- It was noted the income from domain name fees continues to be under budget for the YTD due to a slowing domain name growth rate. AusRegistry will continue to monitor the issue and report to the Board.

8. CEO Report

- The CEO report was noted.
- The CTO gave an update to the Board on the auDA website compromise in November.

9. AusRegistry Presentation

- Adrian Kinderis-CEO and Maggie Whitnall-Client Services Manager-.au, attended from AusRegistry and gave a presentation on registrar engagement and outcomes from the September 2012 Registrar Conference.

10. Board Committee Updates

Finance & Audit Committee:

- The Committee meeting minutes of 5 December 2012 were approved for publication.

Governance, Board Succession & Remuneration Committee:

- The Committee meeting minutes of 10 October 2012 were approved for publication.
- The Accountability and Transparency Framework document was approved by the Governance Committee and circulated to the Board for approval. It was noted the document would be published and reviewed annually.

Motion (proposed P Levins, seconded J Rowe):

That the Board approve the Accountability and Transparency Framework document.

Carried.

- The Board Self-Assessment responses were discussed and all recommendations were agreed by the Board.

Strategic Risk Committee:

- The Committee meeting minutes of 13 November 2012 were approved for publication.

11. Membership

The following membership applications were approved in the classes indicated:

Name of Applicant	Class
Australian Web Industry Association Inc	Demand
Markwell Pty Ltd	Supply

MHP Media Pty Ltd	Supply
John Selby	Demand
Race Media	Demand

12. Board Correspondence

- University of Ballarat correspondence (14 November 2012): Stuart Benjamin updated the Board on the offer from University of Ballarat to host an auDA Board meeting at Technology Park in Ballarat. The Board gave in principle support to holding a regional Board meeting, depending on suitable timing and the opportunity to hold a meeting in conjunction with other events (eg; auDA Public meeting, CGDN event). It was agreed Jo Lim and Stuart Benjamin would discuss possible opportunities and compile a proposal for the Board.
- King Wood & Mallesons correspondence (23 October 2012): Rob Gregory of Maddocks gave a summary of the issues raised in the correspondence received from King Wood & Mallesons in relation to the 2012 Industry Advisory Panel. The Board noted Maddocks advice and agreed:
- Rob Gregory will provide a written advice to the Board based on the discussions held at the Board meeting.
- Rob Gregory/CEO will draft a response to the King Wood & Mallesons correspondence which will be provided to the Board for information prior to sending.

13. Other Business

- The Board was reminded of the auDA Christmas function to be held in the auDA office following the Board meeting and the Board Induction programme to be run on Tuesday 11 December 2012 in the auDA office.
- The CEO asked Board members to indicate if they would like to attend the ICANN Beijing meeting in March 2013.

14. 2013 Board meeting dates

The proposed dates for the 2013 auDA Board meetings were reviewed and agreed.

15. Next Meeting

The next board meeting will be held on Monday 18 February 2012 at 11.00am at the auDA office.