

.au Domain Administration Limited

ABN 38 079 009 340

Board Meeting

10th October 2016 at 1:00PM

auDA, 114 Cardigan Street, Carlton VIC

1. Welcome and Apologies

Present: Stuart Benjamin (Chair), Cameron Boardman (CEO), Erhan Karabardak, George Pongas, Grant Wiltshire (teleconference), Joe Manariti, Kartic Srinivasan (Company Secretary), Simon Johnson, Tony Staley

Observers: Richard Windeyer (DoC), Annaliese Williams (DoC), Peter Waite (Intersearch- only present for Item 4), Tim Sturrock (PPB- only present for Item 6), Rachael Falk (only present for Item 14), Di Parker (only present for Item 14)

Apologies: Nil

Commenced 1:00pm

Welcome

Stuart welcomed everyone to the meeting.

2. Continuous Disclosure

There were no matters to disclose.

3. Confirmation of 30 August 2016 Minutes

Motion proposed by Erhan Karabardak and seconded by George Pongas that the minutes of the 30 August 2016 Board meeting be confirmed. **Carried.**

4. Appointment of New Directors

Grant Wiltshire joined the meeting.

Replacement of Demand Class Director due to resignation of M Wood- Casual Vacancy

An extensive search for a replacement Director was carried out by Intersearch executive recruitment firm. P Waite from Intersearch provided an update to the Board and the search and noted the incredible quality of the candidates. He recommend Dr Michaella Richards and advised background checks have been performed. The Chair and CEO advised they have interviewed Dr Michaella Richards and recommend her appointment to the auDA Board.

The Board resolved to appoint Dr Michaella Richards to the auda Board to fill the casual vacancy left with the departure of Miguel Wood. The instrument (as per the Constitution) appointing Dr Michaella Richards to the Board was executed. As per the Constitution, Dr Michaella Richards will fill the remaining term of M Wood.

Motion proposed by the Chair and seconded by T Staley that Dr Michaella Richards be appointed as a Director of the auDA Board. **Carried.**

Independent Director Appointment

P Waite from Intersearch provided an update to the Board and the search and noted the incredible quality of the candidates. He advised the Board they had evaluated 33 candidates, formally interviewed 11 candidates and subsequently short-listed 4 candidates. He advised background checks were performed on all 4 short-listed candidates. P Waite provided a summary of the short-listed candidates and recommended Ms Leonie Walsh be appointed to the role of Independent Director. The Chair and CEO advised the Board that they interviewed the 4 short-listed candidates and recommend Ms Leonie Walsh to be appointed to the role of Independent Director.

Motion proposed by the Chair and seconded by T Staley that Ms Leonie Walsh be appointed as an Independent Director of the auDA Board. **Carried.**

5. Finance Report

K Srinivasan noted that the Finance reports were delayed in being circulated due to staff leave and had not been reviewed by the Finance Committee.

The CEO advised the Board that the search for new office premises had commenced.

6. Update on PPB Review

The Chair advised the Board that the CEO would provide a full report to the Board at the next Board Meeting and this was an update only.

The CEO advised the Board the scope of the PPB Review was an overall organisational review and introduced Tim Sturrock from PPB to provide an update on the review.

Tim advised the Board that the initial report is a draft and requires further work before the final report can be issued. The findings were based on staff interviews and included IT, Finance, Complaints Management, HR and Administration. Tim advised the Board that the review of the Finance function was awaiting information from Moore Stephens. He advised the Board that his initial observation was that the organisation could benefit from increased documentation of processes and clearer direction for staff.

G Wiltshire left the meeting,

7. CEO Report

The CEO provided an update to the Board on the APTLD conference.

- Potential for auDA to work with SGNIC around rolling out Information Security Standard (ISS) to SGNIC.
- Potential for auDA to partner with Thailand in the furtherance of internet governance.

The Board requested that the findings of the ISS roll out to the registrars be reviewed by the Strategic Risk Committee before proceeding with an agreement with SGNIC. The Board discussed that there were concerns around how the contracted supplier had undertaken the project.

The CEO provided an update to the Board on recently deleted names and media coverage.

The CEO also advised the Board of two recent appointments to the Management Team and provided a brief on Rachael Falk and Di Parker.

- Rachael Falk has commenced her role as Director of Technology, Security and Strategy on 10th October 2016.
- Di Parker has commenced her role as Finance Manager and Company Secretary on 10th October 2016.

8. Chair Report

Due to time constraints this item was tabled for the next Board meeting.

9. auIGF Update

The CEO updated the Board on the preparations for the auIGF and advised that 206 attendees were confirmed and this compares to 220 from the previous year which also included sign ups at the event.

The CEO advised the Board that he had received positive feedback on the conference agenda and speakers and was expecting the event to be highly successful.

10. DoCA Update

R Windeyer provided an update to the Board on various policy and other activities related to the Communications portfolio.

11. Board Committee Updates

Finance and Audit Committee

Update provided in Item 5.

Governance Committee

Update included in Item 12.

12. Update on Governance Review

The Chair left the meeting as recommendations in the Cameron Ralph report related directly to the Chair role.

E Karabardak presented the Cameron Ralph report (auDA Board review). The Cameron Ralph Report included 16 recommendations. The CEO has reviewed and responded to the report and endorses 15 of the 16 recommendations included in the report. The Board agreed with the CEO's recommendation that Recommendation 8 of the Cameron Ralph report be placed on hold pending a strategic review.

The Board adopted the Cameron Ralph report along the CEO recommendations and requested that the CEO implement the 15 recommendations supported and report progress to the Board.

13. AGM Date and Arrangements

The Chair re-joined the meeting.

The Chair advised the AGM will be held in Sydney on 28th November 2016.

14. Introduction of New Staff

The CEO introduced Rachael Falk and Di Parker to the Board.

15. Other Business

The Board requested details of auDA's Directors and Officers insurance policy. The CEO agreed to distribute this to the Board.

Meeting closed 3:57PM.