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24 March 2016 Board meeting minutes

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Meeting of the .au Domain Administration Board

24 March 2016 – 11.15am

RACV Club, 501 Bourke Street, Melbourne

Present: Stuart Benjamin (Chair), Chris Disspain (items 1-2), Erhan Karabardak, George Pongas, Graham McDonald, Grant Wiltshire (Items 1-3), Joe Manariti, Julie Hammer, Kartic Srinivasan, Miguel Wood, Simon Johnson, Tony Staley

Observers: Annaliese Williams (DoC, Items 4-8), Rob Gregory (Maddocks), Sharee Darwinkel (Maddocks, Minutes), Peter Morris (PPB Advisory, Item 4), Jo Lim (auDA), Jacki O'Sullivan (auDA, Minutes)

1.   Apologies

Nil

2.   Continuous Disclosure

Kartic Srinivasan disclosed that Melbourne IT Ltd has sold its international domain name reseller business and is acquiring Infoready, an Australian based analytics company.

3.   CEO Contract

Chris Disspain, Jo Lim and Jacki O'Sullivan left the meeting.

Discussion held in-camera.

CEO employment

Motion proposed by Simon Johnson and seconded by Erhan Karabardak: To terminate the CEO's contract and employment with immediate effect.

Motion carried.

Interim CEO

The Board discussed appointing Jo Lim as interim CEO.

Motion proposed by Joe Manariti and seconded by George Pongas: that the Board offer Jo Lim the role of Interim CEO with the opportunity to apply on a permanent basis.

Motion carried.

Declaration – the Chair declared the first and second resolutions confidential Board matters until a public announcement has been made.

12.30pm – meeting adjourned for lunch.

1.00pm – meeting resumed.

The Chair informed the Board that over the lunch break he contacted the former CEO and informed him of the resolution of the Board regarding his contract.

1.05pm Jo Lim left the meeting.

The Board discussed and agreed the terms of the offer of interim CEO to Jo Lim.

The Chair indicated that it was not the intention of the Board that Jo Lim become a director and the Board is not proposing to notify ASIC that Jo had become a director of auDA. Graham McDonald raised the requirement under the auDA constitution to fill a vacancy on the Board within three months. The Chair proposed carrying that issue over into the April Board meeting.

1.20pm – the Chair left the meeting.

1.22pm – the Chair, Jo Lim and Jacki O'Sullivan joined the meeting.

The Chair instructed Robert Gregory to draft the appropriate paperwork to put the Board's resolutions into effect on the basis that the former CEO has been informed and Jo Lim has accepted the Board's offer.

5.   Direct Registration Survey Update/Discussion

The interim CEO advised that the survey will go out to a general public panel and a sample of the registry database. The participants from the registry database will be proportionately spread out and attempts have been made to make the participants as representative of the database as possible. The survey question was drafted with assistance from the survey provider and was read to the Board by the interim CEO.

A test was completed this week with members of the general public and the results were read to the Board. There was a 100% participation rate, as the participants had all agreed to be part of the survey. The survey providers had indicated that auDA should aim for a 5% participation rate from the database respondents.

The interim CEO is ready to send the survey out next week and expects that results would be available in time for the April Board meeting.

Julie Hammer questioned whether <example.com.au> would be easier to understand than <yourname.com.au>. The interim CEO indicated that the survey providers sought to make the question as specific as possible, but were concerned that if the question was framed as, for example <johnsmithgarage.com.au>, participants may think it only relates to business names. As a result <yourname.com.au> was agreed upon.

6.   Risk of Membership Capture Review

Robert Gregory disclosed that the contractor that had been approached as part of this proposal is a Maddocks client. The Chair indicated that Robert Gregory could remain for this item.

Julie Hammer indicated that this proposed review differs from the Board Performance Review, which is only about the performance of the Board and therefore narrower in scope.

Following a short discussion, it was agreed that if there is an issue with auDA's membership, it is a matter for the Risk Committee.

The matter was referred to the Risk Committee for further consideration.

7.   Update on Board Performance Review

The Chair confirmed that the directors of the Board were in the process of completing surveys. Following this, the surveys will be reviewed by Cameronralph. All directors, including former directors, will be interviewed as a part of this review.

Robert Gregory advised that the advice provided by Darryl Williams QC in 2015 can be provided to Cameronralph without auDA waiving legal privilege, as the terms of the review are confidential. When providing advice, the interim CEO should indicate that the advice is subject to client legal privilege, which is not waived by its disclosure.

8.   Other Business

Recruitment firms

The Chair indicated that appropriate recruitment firms should be approached for the appointment of a permanent CEO, and that a sub-committee be established to manage the appointment process.

The Chair indicated that this matter should be held over for now.

ICANN

Jo Lim raised that the former CEO is the current auDA contact with IANA for .au, and that in light of the resolutions of the Board this needs to be changed.

Julie Hammer indicated that this should not be changed before a formal announcement regarding the former CEO is made public.

Jo Lim indicated that the communication about the former CEO should be made today.

auDA Foundation

Kartic Srinivasan raised that the former CEO is a current director of the auDA Foundation.

Robert Gregory advised the Board that it has the power to replace directors of the auDA Foundation, but that as the Foundation is a separate legal entity, the former CEO remains a director despite his auDA termination.

The Board agreed that the former CEO should be requested to resign his position as a director of the auDA Foundation.

Miguel Wood indicated that he would like to see greater gender diversity on the auDA Foundation Board.

Joe Manariti requested the auDA Foundation be listed as an agenda item for the April board meeting. Jo Lim will brief the Board on how the Foundation operates.

12.45pm – meeting closed. The next Board meeting will be held on 18 April 2016.

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Stuart Benjamin

Chair

Date:

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