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20 June 2016 Board Meeting Minutes

Meeting of the .au Domain Administration Ltd Board

20 June 2016 – 11.00am

auDA, 114 Cardigan Street, Carlton

Present: Stuart Benjamin (Chair), Jo Lim (Items 3-18), Erhan Karabardak, George Pongas, Graham McDonald (absent Item 14), Grant Wiltshire, Joe Manariti, Julie Hammer (absent Item 14), Kartic Srinivasan, Miguel Wood, Simon Johnson, Tony Staley (absent Item 14)

Observers: Annaliese Williams (DoC, Items 2-18), Helen Hollins (auDA, Item 7), Adrian Kinderis (Item 12), Maggie Whitnall (Item 12), Jacki O'Sullivan (auDA-Minutes, Items 3-18)

Apologies: Nil

- 1. Board in Camera Session**
- 2. CEO Recruitment – staff absent**
- 3. Continuous Disclosure**

In accordance with advice from Maddocks regarding the Board's consideration of registry operations and the overall implementation of direct registrations, directors made the following disclosures of interest by email to the Board.

Stuart Benjamin (Demand Class Director) (email 27 May 2016)

Detailed below are entities under my control that have an ownership or interest in at least one .au domain name. The sum total of all domains is less than 100.

- SANB Assets Trust
- NASB Assets Trust
- Elmstone Westend P/L
- The Westend Trust
- BenBen Holdings
- The BenBen Holdings Trust
- Aviation Accommodation Australia
- Aviation Accommodation Australia Trust
- Elmstone Investments P/L
- The Elmstone Investments Trust
- Elmstone Developments P/L
- The Elmstone Developments Trust

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Constitutional Reform FAQ ([/about- auda/constitutional- reform-faq/](#))

Quarterly Stakeholder Reports ([/about- auda/quarterly- stakeholder-reports/](#))

- Thor Hickman P/L
- The Thor Hickman Trust
- Hercules Benjamin P/L
- Aurora Benjamin P/L
- SANB P/L
- Xperius P/L
- The Stuart Benjamin Family Trust
- Elmstone Projects P/L
- The Elmstone Projects Trust
- Russell Street Holdings P/L
- Frontier Boundaries P/L
- .AU DOMAIN ADMINISTRATION LIMITED (portfolio unknown).

I have no direct holdings of shares in any listed entity operating in the domain space. This includes any current or potential Registry Operators, Registrars or Resellers.

I am of the opinion that I DO NOT have a material personal interest that would preclude me from being involved in Board deliberations on direct registration or registry contracts.

Julie Hammer (Independent Director) (email 28 May 2016)

I wish to advise the Board that I do not hold any domain names in .au (or any other TLD), neither do I hold any shares in any entity, listed or otherwise, associated with the domain name industry. I therefore consider that I do not have any material interests that would preclude me from participating in future consideration of the implementation of direct registrations or registry operations.

Simon Johnson (Demand Class Director) (email 10 June 2016)

1. Aside from .AU Domain Administration Limited, I have an interest in:

- Kikabink International Pty Ltd
- Kikabink Pty Ltd
- Abundance and Prosperity Pty Ltd

The total number of .au domain names is less than 100.

2. I have no shareholdings in any listed or unlisted entity including the current Registry Operator, a current .au Registrar and any .au Reseller.

3. I have no holdings in companies which may consider tendering for the Registry Operator. I do not believe I have a material personal interest that would preclude me from being involved with Board discussions relating to direct registration and registry contracts.

Erhan Karabardak (Supply Class Director) (email 27 May 2016)

I would like to once again disclose for the record that I have a portfolio of .au domain names as does my wife, through our various corporate entities.

I would like to exclude myself from participation with respect to the implementation of second level registrations, as the ownership of a portfolio of domain names may potentially give rise to a conflict. The implementation method may benefit me or my family in some way, including financially.

With respect to the issue of the Registry Contract, I do not own shares in a Registry or Reseller. As previously disclosed, my wife is the sole shareholder of domain name reseller Domo Digital Pty Ltd, and as previously disclosed I have involvement in the operation of the business of this company.

I have considered this issue, and do not consider that there is a conflict or potential conflict. I do not believe that I need to excuse myself from involvement in the Registry Contract process.

Joe Manariti (Supply Class Director) (email 9 June 2016)

I declare I am Director of auDA registered reseller, SWiM Communications, and Vice Chairman of the Australian Web Industry Association, a reseller.

I am not an employee or shareholder of any other current or potential registry operator, registrar or reseller and therefore have no conflict or further interest to declare.

Graham McDonald (Independent Director) (email 28 May 2016)

I have no personal interest as a director, employee or shareholder in any current or potential registry operator, registrar or reseller and therefore have no conflict or interest to declare in respect of the registry licence agreement or the direct registration in .au matters (items 4 and 5.1 of Maddock's advice of 10 May 2016).

I understand and declare that the tender process for the registry licence agreement and the implementation of direct registrations in .au are confidential board matters for purposes of the Directors' Deed of confidentiality (item 5.4 of Maddock's advice of 10 May 2016).

George Pongas (Supply Class Director) (email 27 May 2016)

As an employee of the current Registry Operator I am excusing myself from auDA Board meetings during any discussion and consideration of the tender process for the registry licence and the implementation of direct registrations in .au. Furthermore I will not vote on resolutions related to such matters.

On the matter specifically related to implementation of direct registrations in .au, if at any point the matter related to tender process for the registry licence is resolved I will reconsider my position and reserve the right to re-enter discussions and vote on resolutions - i.e. related to the matter of implementation of direct registrations in .au. Should this eventuate, I will take into consideration any changes at that point in time to my position related to material personal interests and I will consult with the board and Rob Gregory from Maddocks prior to making any decision.

Kartic Srinivasan (Supply Class Director) (email 8 June 2016)

I work for registrar and hence per recommendation from Maddocks I will excuse myself from Registry Tender process.

Depending on the timing of discussion if the registry matter is resolved, and is not in conjunction with direct registration, I reserve the right to make a decision to vote on resolutions relating to .au after discussion with Board & Maddocks.

Also just for the record, I don't hold shares greater than 5% in any registry or reseller or registrar.

Tony Staley (Independent Director) (email 30 May 2016)

I am not a director, employee or shareholder in any element of the domain name industry. Therefore I have no interests to declare with respect to the Registry License Agreement or direct registration in .au.

Grant Wiltshire (Demand Class Director) (email 8 June 2016)

I have no personal interest as a director, employee or shareholder in any current or potential registry operator, registrar or reseller and therefore have no conflict or interest to declare.

Miguel Wood (Demand Class Director) (email 30 May 2016)

I don't have any interests to declare related to either direct registration in .au or the Registry License Agreement.

[16.22]**Motion** (proposed S Benjamin, seconded J Hammer). That the disclosure of interest information supplied by auDA Directors be included in the minutes of the Board meeting. **Carried**

4. Confirmation of Minutes

[16.23]**Motion** (proposed G McDonald, seconded E Karabardak). That the approved minutes of the 18 April 2016 Board meeting be confirmed. **Carried**

5. Finance Report

The Board noted the May 2016 accounts.

6. 2016-2017 Budget

- J Lim presented the draft budget, with the following noted:
 - The low figure for bank charge fees was queried; J Lim will raise this with Moore Stephens and advise the Board in due course.
 - It was noted the Communications budget item had now been split between General Communications and Members/Stakeholder events.
 - The Board agreed to increase the External Consultant budget item to \$200,000.
 - The Board noted that past auDA budgets used to include a provision for separate contingency funds to cover potential security and legal events, and 6 months operating costs. It was agreed that provision for contingency funds should be considered as part of future budget and investment strategy reviews.
 - The Board noted that annual staff performance and salary reviews usually occur in June, in accordance with staff contractual provisions. On that basis, the Board agreed that salary increases could proceed at the discretion of the Acting CEO.
 - It was agreed that auDA's accounting services would be put out for tender once the permanent CEO had been appointed.

[16.24] **Motion** (proposed E Karabardak, seconded G McDonald). That the provision of accounting services be put out for tender following the appointment of the permanent CEO. **Carried**

[16.25] **Motion** (proposed G Wiltshire, seconded J Manariti). That the 2016-2017 Budget be **approved, with noted amendments. Carried**

7. CEO Report

- The CEO report was noted.
- J Lim advised that the .gov.au sub-sponsorship agreement with the DTO had now been confirmed and renewed for a further two years.
- The Board agreed the October 2016 Board meeting would now be rescheduled to Monday 10 October to be held in conjunction with the 2016 auIGF.
- A Williams advised the Board of a meeting to be held on 7 July involving government agencies with an interest in .au domain name issues, including DTO, DoCA, CERT and ACMA. The Board asked for feedback from the meeting in due course.
- H Hollins attended the meeting and briefed the Board on current and future planned membership and stakeholder engagement activities. Membership roadshows are planned for various locations over the next 12 months. It was intended that these roadshows will include an existing member as co-host for their regions and would aim to include other groups such as universities, banks, telco's, state/local governments. The main aim of the roadshows are membership growth and increased engagement, and outcomes will be reported to the Board following the events.

8. Chair Report

The Chair provided an update on the 114-116 Cardigan Street, Carlton premises. A valuation report found the current leases have the incorrect titles noted in the documentation, and the agents are currently seeking clarity. The valuation showed the current rental charged is fair. An update on discussions with the landlord regarding possible purchase of the property will be provided in due course. In the meantime, the possibility of a shorter term lease renewal is currently being negotiated.

10. Cameron Ralph Report

- Phil Khoury attended and summarised the draft findings of the Cameron Ralph review of the Board, including the need to build a professional relationship with the permanent CEO once appointed, to restore group dynamics on the Board and strengthen credibility with stakeholders, especially government. P Khoury noted that it is critical to gain the correct expertise and skills on the Board and that proper training should be provided to Board members who do not have much corporate governance experience. He also suggested end-of-meeting evaluations should take place on 1 item per meeting, to self-assess whether the Board is operating effectively and according to agreed values.
- Board members discussed the potential for Constitutional amendments in future to allow for changes to the Board. J Hammer noted it may be beneficial to do a complete review of auDA's Constitution to address a range of organisational issues including membership and Board structure.

- The draft report will be provided to the Governance Committee for further discussion, with the final report to be submitted to the Board at the next meeting.

11. Board Committee Updates

Finance & Audit Committee:

- The Chair advised the Committee had met on 10 June 2016 and minutes would be circulated in due course.
- The Board was advised of potential FBT issues in regard to accompanying family member travel. J Manariti advised his partner's travel firm has a structure for this purpose and he would put G McDonald in touch with them. The Board agreed G McDonald would seek advice from Maddocks and report back in due course on next steps.

Governance, Board Succession & Remuneration Committee:

- The Chair advised the Committee had not met since 28 January 2016 meeting, and the next meeting is scheduled for 22 June 2016.

Strategic Risk Committee:

- The Chair advised the Committee had not met recently, and the next meeting will be scheduled as required.

12. AusRegistry Presentation

Adrian Kinderis and Maggie Whitnall from AusRegistry presented on upcoming AusRegistry events and initiatives including 30 years of .au, 2016 marketing subsidy program, annual .au benchmarking survey, registry operations, auDA communications support and registrar market share statistics.

13. Membership

- A Williams advised that her partner has applied for auDA membership due to his professional involvement with auDA.
- The Board noted the unusually high number of membership applications received since the last Board meeting. It was agreed that issues regarding the potential for membership stacking and capture are a matter for the Risk Committee to review and report to the Board in due course.
- J Lim advised the Board membership renewal default notices had been sent to approximately 50 members who had not yet renewed their membership. A list of any remaining outstanding renewals will be forwarded to Directors should they wish to make contact with members whom they know and encourage them to renew.

[16.30] **Motion** (proposed S Benjamin, seconded G Pongas). That the membership applications in the classes indicated be approved. **Carried. S Johnson abstained.**

Name of Applicant	Class
Niels Endres	Demand
Shaun Ewing	Demand
David Purdue	Demand
Louis Crossing	Demand
Dinesh George	Demand
Yi Tong	Demand
Paul Young	Demand
Paul Hughes	Demand
Jezweb Pty Ltd	Demand

Naomi Rowe	Demand
Steven Stroud	Demand
Martin Verhulst	Demand
Kids Media Pty Ltd	Demand
Simply Honest Pty Ltd	Demand
Sasha Zander	Demand
Luke O'Meara	Demand
Jack Fitzgerald	Demand
Ken Brandt	Demand
Two Bulls Holdings Pty Ltd	Demand
Peter Jetnikoff	Demand
Narelle Clark	Demand
Laurie Patton	Demand
Scott Long	Demand
eTrading Pty Ltd	Demand
Leanne O'Donnell	Demand
Frances O'Meara	Demand
Andrew J Cole	Demand
Graham Gooley	Demand
Jessica Moore	Demand
Andrew Wright	Demand
Frederick Stark	Demand
Angelo Dounis	Demand
Kane Maneylaws	Demand
Eamon McGrath	Demand
Paul Shaw	Demand
Mark Smith T/A Brennan and Smith Optometrists	Demand
Craig Smithers	Demand
Lindok Pty Ltd	Demand
Dimitri Rytsk	Demand
Gabriela Facci	Demand
Chris Gryg	Demand
Helena Kingston	Demand
Amanda Edwards	Demand
Nick Bell	Demand

Shanan Dahlen	Demand
Jarrold Kagan	Demand
John Kolenda	Demand
David Priest	Demand
Anthony Alabakov	Demand
Luke Carlos Dale	Demand
Insure QLD Pty Ltd	Demand
R & B Security Services Pty Ltd	Demand
Michelle Hayes	Demand
Helen Beckman	Demand
Beare Investments Pty Ltd	Demand
Rod Seeber	Demand
Keith Besgrove	Demand
Amanda Lawrence	Demand
Juliet Summers	Demand
Richard Burleigh	Demand
Pip Cuming	Demand
Dent Medic Pty Ltd	Demand
Jenny Johnston	Demand
Paul Johnson	Demand
Calie Salter	Demand
Kristina Kingston	Demand
Erwin Groen	Demand
Telco Together Foundation	Demand
Scott Petersen	Demand
Brett Koch	Demand
Scriven Holdings Pty Ltd	Demand
Adrian Bartlett	Demand
Gurmeet Macker	Demand
Norman Bruce Munro	Demand
Louise Meyers	Demand
Karen Zhang	Demand
Christine Osterloo	Demand
Visatec Legal Pty Ltd	Demand
Bruce Smith	Demand

I.NET.AU Pty Ltd	Supply
Dialog Pty Ltd T/A Dialog Information Technology	Supply
Kaay Holdings Pty Ltd trading as Aussie Names	Supply
Blue Sky Financial Pty Ltd	Supply
Uniregistrar Corp	Supply
Domain Syndicates Pty Ltd	Supply
Big Local Group Pty Ltd	Supply
Maxine O'Connell T/A MCD Concepts	Supply
Kohen Technology Group Pty Ltd T/A Webvault	Supply

14. Ratification of Independent Directors Appointments

The Board noted that the appointments of Julie Hammer, Graham McDonald and Tony Staley as Independent Directors under clause 18.2 (iv) of the Constitution had not been formalised since August 2010.

The Department of Communications expressed a strong desire for new Independent Directors to be identified before the appointment of the current Independent Directors was terminated.

[16.31]**Motion** (proposed E Karabardak, seconded S Johnson). That the appointment of Graham McDonald as Independent Director be ratified on and from the date the term would otherwise have expired until 20 June 2016. **Carried. K Srinivasan, M Wood and S Benjamin abstained.**

[16.32]**Motion** (proposed S Benjamin, seconded K Srinivasan). That the appointment of Julie Hammer as Independent Director be ratified on and from the date the term would otherwise have expired until 17 August 2016. **Carried.**

[16.33]**Motion** (proposed E Karabardak, seconded S Benjamin). That the appointment of Tony Staley as Independent Director be ratified on and from the date the term would otherwise have expired until 30 June 2017. **Carried.**

It was agreed that Intersearch would be appointed to do a search for prospective Independent Director candidates. Directors expressed a strong desire to identify suitable female candidates to help redress the gender imbalance on the Board.

15. Board Correspondence

The Board noted correspondence received from Ned O'Meara dated 29 April 2016. The Chair will respond on behalf of the Board.

16. Other Business

- It was agreed Director photos be uploaded to the auDA website.
- The Board was reminded the auDA Foundation Review has been referred to the Governance Committee and would be discussed at the meeting on 22 June 2016.

17. Registry Operations for Direct Registrations – G Pongas & K Srinivasan absent

This matter has been deferred to a future meeting.

18. Next Meeting

The next Board meeting will be held on Monday 15 August 2016.

Chair

Date:

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