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# Board Minutes - 25 August 2014

Meeting of the .au Domain Administration Board

25 August 2014 – 2.00pm

Crown Conference Centre, Whiteman Street, Southbank

Present:

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

Observers:

John Higgins (Nexia Australia), Jo Lim (auDA), Jacki O'Sullivan (auDA–Minutes)

Apologies:

Nil

## 1. Continuous Disclosure

Joe Manariti advised he had been re-elected as Vice Chairman of AWIA, the Australian Web Industry Association.

## 2. Confirmation of June 2014 Minutes

The minutes of the 16 June 2014 Board meeting were confirmed.

## 3. Finance

- The Board noted the June 2014 accounts and were advised that the auditors were currently in the process of finalising the audited end of year accounts.
- The Board noted the July 2014 accounts.

## 4. CEO Report

- The CEO report was noted.
- The Board was reminded of the ANZIA and auIGF events to be held 25-27 August at Crown. A review will be completed following the events for 2015 planning.

## 5. Directors Fees

Motion (proposed T Staley, seconded C Langdon-Orr): That the Board approve 1) an increase to elected Directors fees from \$750 to \$1000 per meeting, and 2) an increase in the amount payable to the independent directors to an amount not exceeding \$150,000 in aggregate per annum, subject to ratification by auDA members at the 2014 AGM. Carried.

Secretary's Note: Following the meeting, the wording of part 2) of the resolution was amended on legal advice, to specify the amount of fees.

Staff will prepare a report comparing the fees paid to auDA independent Directors to those paid to non-executive Directors at a sample of other comparable organisations.

## 6. Board Committee Updates [Back to top \(/about-ada/our-org/board-meetings/2014/minutes/board-minutes-25-august-2014/#top\)](/about-ada/our-org/board-meetings/2014/minutes/board-minutes-25-august-2014/#top)

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#### Finance & Audit Committee:

- The Chair advised the Committee had met on 20 August 2014 and minutes would be circulated in due course.
- The Chair gave a status update on auDA's investment portfolio.
- The Board was advised that no response had been received to date from the landlord regarding interest in selling the 114 Cardigan Street property.

#### Governance, Board Succession & Remuneration Committee:

- The Chair advised the Committee is next scheduled to meet on 23 October 2014.
- The Chair advised contact had been made with Marianne Cullen, DoC First Assistant Secretary, at ICANN London via meetings with the auDA Chair/CEO and the Women in DNS meeting.
- Work is currently still in progress on the DoC/auDA Framework and AoC documents, updates will be provided in due course.

#### Strategic Risk Committee:

- The Chair advised the Committee had met immediately prior to the Board meeting on 25 August 2014 and minutes will be circulated in due course.
- The Chair advised the staff trial of Own Cloud for document sharing was currently in progress once staff testing is complete, setup/testing will be implemented firstly for the Risk Committee to develop a folder framework and guidelines for use, and subsequently for the auDA Board.
- The Committee reviewed recent strategic issues and whether there had been any major implications for the Risk Log, which will be updated accordingly.
- The Committee agreed the next scheduled meeting set for December would be rescheduled to February 2015 to enable any strategic risk items highlighted at the December Board Retreat to be taken into account.

#### 7. Membership

The following membership applications were approved in the classes indicated.

Name of Applicant	Class
Jenny Ng	Demand
David Kal	Demand

#### 8. Board Correspondence

There was no Board correspondence.

#### 9. Other Business

- The call for auDA Board nominations will be published on Monday 1 September. Retiring directors wishing to re-stand for nomination were reminded to complete and submit their documentation by the due date.
- The Board was advised the 2014 AGM is scheduled for Monday 27 October at 2pm and will be held at Maddocks in Melbourne.
- The Board was reminded the auDA Board Retreat, Board meeting and Christmas function will be held on 15 and 16 December in Melbourne. Further details will be provided in due course.

#### 10. Next Meeting

The next Board meeting will be held on Monday 27 October 2014 at 11.00am at Maddocks Melbourne.

#### About auDA

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#### Help Centre

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 (<https://www.facebook.com/audafoundation>)

 (<http://www.linkedin.com/company/-au-domain-administration-ltd->)

 (<http://www.youtube.com/audachannel>)