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# 14 December 2015 Board Meeting Minutes

Meeting of the .au Domain Administration Board

14 December 2015 – 11.00am

auDA, 114 Cardigan Street, Carlton

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

Observers: Annaliese Williams (DoC), John Higgins (Moore Stephens), Derek Whitehead (Item 1-3), Jo Lim (auDA), Jacki O'Sullivan (auDA–Minutes)

Apologies: Nil

## 1. Continuous Disclosure

- The Chair welcomed new Directors Miguel Wood and Grant Wiltshire.
  - Miguel Wood advised he is a Director of StartUp Victoria and Co-founder & CEO of Euler's Bridge. He also has an agreement with auDA regarding Isegoria; however there are no financial dealings attached to this agreement.
  - Grant Wiltshire confirmed he has no conflicts of interest.

## 2. Confirmation of October 2015 Minutes

The minutes of the 8 October 2015 Board meeting were confirmed.

## 3. 2015 Names Policy Panel

- D Whitehead gave a summary of the 2015 Names Policy Panel's final report, which had been submitted to the Board for consideration.
- It was noted there had also been a minority report submitted, from four members of the Panel who did not agree with the majority recommendation on one issue.
- The Panel's final recommendations were to adopt, in principle, direct registrations of domain names under .au, and for existing policies in the open 2LDs to remain in place. He noted that the Panel did not recommend a path of implementation for direct registrations as it was out of scope of the Panel's terms of reference, however the Panel had identified a number of implementation issues that would require further consideration.
- It was also noted a late issue had arisen where a Panel member had released the confidential final report to their organisation, who in turn issued a press release. It was noted that it should be made very clear on future panels that members are appointed in an individual capacity and not as agents of their employer organisation.
- The Board agreed that the Risk Committee would meet early in 2016 to consider the strategic risks associated with the Panel's final recommendations and would report their findings to the Board at the February 2016 meeting.
- It was also recommended that information be sought from the UK and NZ on any issues they had faced with implementation of direct registrations. It was agreed the CEO/J Lim/J Hammer would arrange a teleconference with the UK and NZ and would provide the information to the Risk Committee & Board prior to the meetings in February 2016.
- D Whitehead thanked the Board for the opportunity to Chair the 2015 Names Policy Panel.

Motion (proposed S Johnson, seconded J Manariti). That the Board formally thank Derek Whitehead for his work as Chair of the 2015 Names Policy Panel. Carried.

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#### 4. Election of Chair

T Staley advised he would not be standing for election as Chair, however would remain on the Board as an Independent Director. He thanked the Board for their support during his term as Chair.

Motion (proposed G McDonald, seconded J Hammer). That the Board formally thank and acknowledge their deep appreciation to T Staley for his outstanding contribution to the auDA Board as Chairman over the past 15 years. Carried.

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

Nominated: Stuart Benjamin (proposed S Johnson, seconded K Srinivasan)

Julie Hammer (proposed G McDonald, seconded G Pongas)

Elected: Stuart Benjamin.

#### 5. Election of Deputy Chair

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

Nominated: Julie Hammer (proposed S Benjamin, seconded E Karabardak)

Elected: Julie Hammer.

#### 6. Reconstitution of Board Committees

The Board agreed on reconstitution of the Board sub-committees with the following members:

Finance & Audit Committee:

- Graham McDonald (Chair), Kartic Srinivasan, Joe Manariti, Grant Wiltshire and Miguel Wood.

Governance, Board Succession and Remuneration Committee:

- Stuart Benjamin (Chair), Tony Staley, Julie Hammer, Simon Johnson, Joe Manariti and Erhan Karabardak

Strategic Risk Committee:

- Julie Hammer (Chair), George Pongas, Kartic Srinivasan, Graham McDonald and Grant Wiltshire

Secretary's Note: Subsequent to the meeting, further discussions were held regarding the composition of the Strategic Risk Committee. The Chair of the Committee was concerned that Demand Class Members were under-represented on the Committee. As a result, the final composition of the Committee was agreed out-of-session to be:

Strategic Risk Committee:

- Julie Hammer (Chair), George Pongas, Kartic Srinivasan, Graham McDonald, Simon Johnson and Miguel Wood

#### 7. Finance

- The Board noted the November 2015 accounts.

#### 8. CEO Report

- The CEO report was noted.
- The CEO advised he would brief the new Directors during the next few weeks.
- The Board discussed holding an induction/refresher session on corporate governance matters, noting that previous such sessions have been facilitated by Maddocks and the Australian Institute of Company Directors. The CEO/J Lim will investigate options and circulate to all for agreement.
- J Lim provided a summary update of auDA's ISS compliance program. Following the problems experienced by one registrar with the US-based security assessor, Vectra will now be sending an Australian assessor to conduct the remaining North American registrar assessments.
- The Board noted recent improvements to auDA's internal security arrangements, which will be included in the next assessment of the risk matrix by the Risk Committee.
- The Board was advised the ESA paperwork had been received by auDA on 14 December 2015 and will now be finalised. The final issue to be determined as part of the edu.au governance arrangements is the eDAC secretariat function.

- The CEO gave an update on auDA's current communications activities and planning for 2016, which will be provided to the Board in due course. It was noted the Board had signed off on a communications strategy which was finalised in June 2015 and there is no current spend on advertising.
- The Board noted that the 2016 ANZIA Awards will be launched on 29 January 2016 at the 'Above All Human' event. S Johnson offered to assist with the promotion of the Security award category.
- The CEO provided the Board with an update on the ICANN IANA Transition status. He advised any submission by auDA would be circulated to the Board prior to submission.

#### 9. Board Committee Updates

##### Finance & Audit Committee:

- The Chair advised the Committee had met on 9 December 2015 and minutes would be circulated in due course.
- The Chair confirmed an additional US\$500k had been purchased for the US\$ account.
- The Chair advised Neal Dunn, Moore Stephens, is scheduled to provide an update on the auDA Investments at the February 2016 meeting.

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

- The Chair advised the Committee will next meet early in 2016.

##### Strategic Risk Committee:

- The Chair advised the Committee is due to next meet in early 2016 and will consider strategic risks associated with the 2015 Names Policy Panel's Final report at that meeting.

#### 10. AusRegistry

AusRegistry's presentation on achievements and milestones, 2015 .au performance, .au statistics and 2016-2018 marketing was circulated to the Board.

#### 11. Membership

Motion (proposed E Karabardak, seconded K Srinivasan). Approve the membership applications in the classes indicated. Carried.

Name of Applicant	Class
Joe Thymian	Demand
Domo Digital Pty Ltd	Supply
Chiliad Consulting Pty Ltd	Demand
Luke Grogan	Demand
David Keegel	Demand
Belinda Wadeson	Demand
FFA Services Pty Ltd	Demand
Shane Moore	Demand

#### 12. Board Correspondence

J Lim advised the Board she had received correspondence dated 5 November 2015 from Rod Keys of DDNS in relation to the provision of CGDN registrar and support services. The Board noted that DDNS has been, by default, the sole registrar for CGDNs for several years. The Board agreed that the formal appointment of a sole registrar for CGDNs would provide for better support services to registrants and promotion of the namespace, and that the opportunity to become the sole appointed CGDN registrar should be made available to all registrars via an Expression of Interest process.

Motion (proposed J Manariti, seconded J Hammer): That an Expression of Interest be circulated to all registrars for CGDN registrar and support services. Carried.

#### 13. Other Business

- OwnCloud: J Hammer summarised the process to date of using OwnCloud as a repository for Board documentation, noting that the Risk Committee had now implemented this process. S Johnson suggested that documentation from all previous auDA Board meetings should now commence to be moved into OwnCloud. The following was agreed:
  - Adam King to compile and circulate an OwnCloud instruction guide for circulation to Board members prior to the February 2016 meeting.
  - A session on OwnCloud use to be held at the February Board meeting.
  - auDA Staff to commence uploading appropriate Board documents into OwnCloud.
  - E Karabardak raised the point that had been asked at the 2015 AGM regarding auDA

membership and participation. He advised that auDA needed to do more to encourage participation and engagement with auDA by potential new members. In particular he advised that auDA should be encouraging more women to become involved with the organisation. It was agreed E Karabardak and M Wood would compile more information on suggested member engagement strategies with respect to women and auDA. This information would be provided to the board at the February 2016 meeting.

#### 14. 2016 Proposed Board meeting dates

The 2016 Board meeting dates were confirmed as follows:

Monday 15 February 2016

Monday 18 April 2016

Monday 20 June 2016

Monday 15 August 2015

Monday 17 October 2106

Monday 12 December 2016

#### 15. Next Meeting

The next Board meeting will be held on Monday 15 February 2015. It was noted the Board Schedule would be attached to all future agendas as a reminder of key due dates.

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