

.au Domain Administration Limited

ABN 38 079 009 340

Board Meeting

13th February 2017 at 9:30AM

auDA, 114 Cardigan Street, Carlton VIC

1. Welcome and Apologies

Present: Stuart Benjamin (Chair), Cameron Boardman (CEO), Erhan Karabardak, George Pongas, Grant Wiltshire, Joe Manariti, Simon Johnson, Leonie Walsh, Michaela Richards, Tim Connell, Di Parker (Company Secretary), Peter Morris (Partner PPB Advisory- only present for item 4a), Lawyer Ashurst (only present for item 4a)

Observers: Richard Windeyer and Annaliese Williams (Department of Communications)

Commenced 9:30am

Stuart welcomed everyone to the meeting.

2. Continuous Disclosure

Directors advised that they had no new matters to disclose.

3. Confirmation of 12 December 2016 Minutes

The Board adopted the minutes of the 12 December 2016 Board meeting.

4. Matters for Decision

a. PPB Final Report

Peter Morris, Partner at PPB Advisory provided an overview of Phase 1 and Phase 2 of the investigation to Directors.

Lawyer at Ashurst provided advice to the Board.

The Board agreed that the under-reporting of FBT to the ATO needs to be investigated further.

The Board note the findings and recommendations of the report. The Board note initial recommendations have been implemented. The Board instruct the CEO to continue to implement governance improvements.

b. Direct Registration Project Timeline

The Board agreed for this item to be moved to be discussed immediately prior to the Registry Contract agenda item.

c. Reform of the December 2012 Westlake Accountability and Transparency Framework

The Board discussed and agreed that the Cameron Ralph report supersedes the Westlake Accountability and Transparency Framework and is now the best practice document for corporate governance.

The CEO advised that a statement to Member's about the change to the transparency framework would be included in the first newsletter. DoCa requested to review the statement before it is released.

The Board resolve to reform the Westlake Accountability and Transparency Framework to a more effective model and to cease publishing Board Meeting Agendas and Minutes and remove historical Board Meeting documents from the public website in order to comply with good governance practices.

d. Member Code of Conduct

The CEO advised the Board that it is industry standard and best practice for membership organisations to include a Member's Code of Conduct.

The Board resolve to implement a Member's Code of Conduct as drafted above (with the changes as agreed) and compliance with the code of conduct is to be a requirement of Membership.

e. Director Appointments

In accordance with the Constitution, only the elected (Demand Class and Supply Class) Directors voted on the appointment of a new Independent Director.

The Board discussed the skills and experience of the two Independent Director candidates.

The Board resolve that Sandra Hook be appointed as an Independent Director of the auDA Board for a term of 2 years.

The Board discussed the skills and experience of the three Supply Class Director candidates. The Board noted that among other skills, Gavin Gibson, would provide geographical diversity to the Board.

The Board resolved to appoint Gavin Gibson to the auDA Board to fill the casual vacancy left with the departure of Kartic Srinivasan. The instrument (as per the Constitution) appointing Gavin Gibson to the Board was executed. As per the Constitution, Gavin Gibson will fill the remaining term of Kartic Srinivasan.

The Board resolve that Gavin Gibson be appointed as a Director of the auDA Board.

f. Board Committees

The Board discussed the appropriateness of Executive Directors as Members of Board Committees and agreed that the CEO should be a staff invitee rather than a permanent member of the Board Committees.

The Board requested the Delegations Manual and any other policies be updated to reflect the discontinuation of the Finance and Audit Committee.

The Board discussed the need for a Board Committee for the auDA Foundation. The Board agreed to discuss this further in April when presented with options for restructuring the Foundation.

The composition of the Governance Board Committee is recommended as:

Independent Director (Chair- TBC)

Leonie Walsh

Erhan Karabardak

Tim Connell

Supply Class Director (TBC)

Stuart Benjamin

The composition of the Security and Risk Board Committee is recommended as:

Simon Johnson (Chair)

George Pongas

Grant Wiltshire

Michaela Richards

Joe Manariti

Stuart Benjamin

The Board resolve to appoint a Governance Board Committee and a Security and Risk Board Committee with the composition as above and dissolves the Finance and Audit Committee.

g. Membership Applications

The CEO advised the Board that subsequent to passing the agreed validation process implemented in December’s Board Meeting, the following people/organisations have been admitted as Members:

Supply Class	Digital Streets Pty Ltd
Supply Class	Bam Creative Pty Ltd
Supply Class	Mother.Domains Pty Ltd
Demand Class	Philip Parker
Demand Class	Suelette Dreyfus
Demand Class	Craig Marchant
Demand Class	Clive Bartlett
Demand Class	Eric S Johnson
Demand Class	Anthony James McCreath
Demand Class	Myles Harris
Demand Class	Krystyna Stedman

Demand Class	Sheldon Campbell
Demand Class	Caniluna Pty Ltd
Demand Class	Roger Ward
Demand Class	Johnny Ho

The CEO advised the Board the following Members were not able to be contacted so have not been admitted as Members:

Supply Class	Dare Telecom
Supply Class	Suzanne Stevenson trading as Suzanne Stevenson Consulting
Demand Class	Liz Lumsdon
Demand Class	Peter Moran
Demand Class	Naomi Benjamin
Demand Class	Alex Stratoudakis
Demand Class	Ian Cowling
Demand Class	Santoso Poernomo

The CEO advised the Board that membership applications received since the December Board Meeting have not been validated yet and as such there are no membership applications to be approved at this meeting.

The Board agreed to bring forward the matters for noting.

6. Matters for Noting

a. Actions Arising

The Board noted the actions arising.

b. CEO Report

The CEO informed the Board that two recent staff appointments have been made. Richard McKenzie has started as Marketing and Research Coordinator and Mark Bouck commences as Manager of Compliance in March.

The Board noted the CEO Report.

c. Finance Report

The CFO provided the board with a summary for the financial result for December 2016 and January 2017.

The Board noted the Finance Report.

5. Matters for Discussion

a. Registry Contract Process

George Pongas left the meeting due to a declared conflict of interest.

4. Matters for Decision (cont.)

b. Direct Registration Project Timeline

Erhan Karabardak left the meeting due to a declared conflict of interest.

It is recommended that an Advisory Panel and a Board Policy Adviser Committee be established for the Direct Registration project. It is recommended the composition be:

Advisory Panel

Michelle Price- Cyber Growth Centre

Kee Wong- National Chair AIIA

Renee Bowker- Telco Together Foundation

Liam Nevill- ASPI

Patrick Fair- Baker &McKenzie

Board Policy Adviser Committee

Erhan Karabardak- Deputy Chair/Supply Class Director

Simon Johnson- Demand Class Director

The Board resolve the appointment of an Advisory Panel and a Board Policy Advisor Committee with the composition as above subject to seeking legal advice on Erhan Karabardak's conflict of interest.

7. General Business

There was no general business.

8. Next Meeting: 9:30AM 24 April 2017 at auDA Boardroom, 114 Cardigan Street, Carlton, Victoria

Meeting closed 2:10PM.