

.au Domain Administration Limited

ABN 38 079 009 340

Board Meeting

24th April 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, Gavin Gibson (via teleconference), Simon Johnson, Sandra Hook, Leonie Walsh, Michaela Richards, Tim Connell, Di Parker (Company Secretary)

Observers: Annaliese Williams (Department of Communications)

Commenced 9:30am

Stuart welcomed everyone to the meeting and welcomed Gavin Gibson and Sandra Hook to their first auDA Board meeting.

2. Continuous Disclosure

Gavin Gibson disclosed that he is an employee of an auDA accredited Registrar, Web Address Registration.

Sandra Hook advised she had no relevant disclosures.

The CEO advised that he had received advice from Ashurst in relation to Director conflict of interest as it relates to Direct Registrations. The CEO provided an overview of the advice. The Board requested that the advice be circulated to Directors. Erhan Karabardak, Gavin Gibson and George Pongas based on the advice received currently felt that they should contribute to policy discussion but would exclude themselves from any policy decisions.

Erhan Karabardak informed the Board that he has been appointed to the Board of APTLD.

3. Confirmation of 13 February 2017 Minutes

The Board confirmed the minutes of the 13 February 2017 Board meeting.

4. Actions for Noting

a. Actions Arising

The CEO provided an update on the actions arising, noting that most items had been completed or were covered under separate agenda items.

The Board noted the actions arising.

b. CEO Report

Engagement

The CEO informed the Board that auDA had submitted a formal capacity building submission to APTLD to assist Timor Leste to develop a fully operational, self-reliant ccTLD registry. The CEO informed the Board that an advisory panel would be formed (Chair by himself) and we are funding a consultant to implement the project (Samantha Dickinson, who has worked for APNIC and is well respected within Government). The CEO also advised that we are seeking consular support for the project. The CEO advised the Board that the proposal was extraordinarily well received and is the first time a ccTLD has assisted and funded capacity building for a developing ccTLD.

The Board resolve to endorse the APTLD capacity building project.

The CEO provided an update on ICANN58 to the Board.

The CEO informed the Board that the root server operators have commenced a plan to roll the root Key Signing Key (KSK).

The CEO informed the Board that auDA is considering sponsoring an iAward in the upcoming awards hosted by the Australian Information Industry Association as a substitute for hosting the ANZIA awards.

The CEO advised the Board that we have engaged FutureBrand to assist with a rebranding exercise post-strategic retreat in February. Rebranding options will be presented to the May Board meeting for the Board's consideration.

Governance

The CEO advised the Board that he is currently seeking proposals for a holistic "blue sky" strategic project to build off the work developed at the Strategic Review in February. The proposals will be discussed with the Board.

Operations

The CEO advised the Board that Caroline Fritsch commenced on 27th March in the role of Manager Policy and Strategy.

The CEO advised the Board that significant work has been undertaken recently to improve the processes and accountability of the Complaints Team. The CEO discussed further process improvements that are planned for the near future.

The Board noted the CEO report.

c. Finance Report

The CFO presented the February and March 2017 financial report to the Board.

The CFO advised the Board that our external auditor, Ken Wright, has resigned and expressions of interest for auditing services is being sought from top tier accountancy firms.

The CFO informed the Board that our payroll tax exemption has been approved in QLD and they are currently assessing our entitlement to a refund. We are still waiting to hear the outcome of our application in Victoria and ACT.

The CFO advised the Board that PwC have been engaged to assist with the voluntary disclosure of under-reporting of FBT identified during the PPB investigation.

The Board noted the Finance report.

d. Security and Risk Committee

Simon Johnson advised the Board that the Security and Risk Committee had met in February and April and provided an update to the Board.

The Board noted the Security and Risk Committee report.

5. Matters for Discussion

a. Issues Paper: Direct Registration

The CEO informed the Board that he felt it important that we complete the reform of our current policies prior to implementing direct registrations. He recommended delaying the implementation by 12 months to allow for the policy reform to be completed. The CEO advised the Board that we are currently developing a hierarchy of policy reform. The policy development and consultation will continue whilst the policy reform was being undertaken.

The CEO recommended that the Board take further time to consider the issues paper and the matter be considered again at the 22 May Board Meeting.

6. Matters for Decision

a. Membership Applications

The Board resolved to approve the following Membership applications:

- RESQ Pty Ltd (Supply Class)
- Insolvency Notices Pty Limited (Jamieson Louttit) (Demand Class)
- Mauro Santos Otero (Demand Class)
- Bradley Smith (Demand Class)
- Christine Mackenzie (Demand Class)
- Information Pty Ltd (James Littern) (Demand Class)
- Suzanne Stevenson t/a Suzanne Stevenson Consulting (Supply Class)

b. auDA Foundation- New Director Appointments

The Board acknowledged the resignations of Craig Ng (resigned 18 October 2016), John Higgins (resigned 30 November 2016) and Derek Whitehead (2 March 2017).

The Board resolved to appoint Cameron Boardman, Di Parker and Joe Manariti as Directors of the auDA Foundation Pty Ltd and that any Director or Secretary of .au Domain Administration Limited be authorised to execute a resolution by the Company, as sole member of auDA Foundation to give effect to their appointment as Directors of auDA Foundation.

c. Deloitte Access Economics Report: Economic Analysis of the .au Domain Range

The Board agreed to hold this item over to the May Board meeting.

d. Registry Operations Evaluation Report

George Pongas and Gavin Gibson left the meeting due to a disclosed conflict of interest. Rachael Falk, Director Technology, Security and Strategy joined the meeting.

The Board resolve to formally end exclusive negotiations with AusRegistry and notify them of our decision and conduct a restricted tender to build a dedicated au registry, of which Neustar will be invited to participate. The Board notes that a comprehensive risk assessment and mitigation plan will be developed as part of the exercise.

7. General Business

There was no general business.

8. Next Meeting

9:30AM 22 May 2017.

The Board agreed to tentatively schedule monthly Board Meetings for the remainder of the year.

Meeting closed 2:30PM.