

.au Domain Administration Limited
ACN 079 009 340 (auDA)

Minutes of a Meeting of the Board of Directors

Date/Time: Thursday, 24 January 2019
8.35 pm – 10.01 am (Melbourne Time)

Venue: Aitken Hill, Yuroke

Directors:	Chris Leptos AM (CL)	Independent Director and Chairman
	Erhan Karabardak (EK)	Director
	James Deck (JD)	Director
	Sandra Hook (SH)	Independent Director
	Joe Manariti (JM)	Director
	Damian Smith (DS)	Director
	Holly Raiche (HR)	Director
	Suzanne Ewart (SE)	Independent Director
	Grant Wiltshire (GW)	Director

Attendees:	Richard Bullock (RB)	Board observer – Department of Communications and the Arts (DoCA) (joined by teleconference at 8.39am)
	Cameron Boardman (CB)	auDA CEO

Chairman: Chris Leptos AM (CL)

Apologies:	Nigel Phair (NP)	Director
	Hasaka Martin (HM)	Company Secretary

1. OPENING REMARKS

CL **NOTED** that a quorum, being a majority of directors, was present and declared the meeting open at 8.35 am (Melbourne time).

2. DECLARATION OF INTEREST

CL enquired whether any directors had interests to declare:

GW declared that in his personal capacity he had written to the Minister for Communications and the Arts on a matter relating to a construction issue.

JD declared that the former Treasurer of the Australian Web Industry Association, of which JD and JM are directors, had been charged with 31 counts of theft by the Western Australian Police.

3. MINUTES FOR APPROVAL

Minutes of the Board meeting held on 23 November 2018 were held over for approval at the Board Meeting scheduled for 18 February 2019.

4. MATTER ARISING / ACTION ITEM LIST

Matters arising and Action Item list from the Board meeting held on 23 November 2018 were held over for review at the Board Meeting scheduled for 18 February 2019.

5. ADOPTION OF CORPORATE DOCUMENTS

5.1. Strategic plan 2019 to 2023 (Plan)

CB provided an update on the corporate documents following DoCA feedback and relevant amendments and inclusions.

CL remarked that the Plan as previously submitted needed to be subject to further and ongoing review.

Directors discussed the Plan and its alignment to other corporate documents including the Stakeholder Engagement Strategy.

Directors discussed the inclusion of a diversification strategy as part of Plan, consistent with other ccTLDs. CB informed the Board that Section 5.4 of the Plan contained a number of options for diversification and growth, however the focus was on the immediate strategic business needs of the organisation.

RB inquired if the Plan as released was final or subject to further revision.

CL observed that the Board had scheduled a strategy session for the retreat to be held following the Board meeting and that further amendments were possible.

Action item – a cover section to be drafted and included in the Plan explaining the circumstances of the Plan's ongoing review and development.

5.2. Stakeholder engagement strategy (SES)

Directors provided feedback on the SES

HR recommending amendment to stakeholder classifications and descriptions.

The Board **AGREED** the release of the SES for public comment with the amendments as discussed in the meeting.

Action item – SES to published on auDA website for public comment.

5.3. Transparency and Accountability Framework (TAF)

Directors discussed the TAF and **AGREED** to its release for public comment.

Action item – TAF to published on auDA website for public comment.

5.4. auDA explanatory memorandum

Directors discussed the Explanatory Memorandum

EK suggested hyperlinks be included for the referenced documents.

CL recommended that a narrative be created along the lines of the Memorandum on the auDA website informing stakeholders of the documents and their purpose

The Directors **AGREED** to the public release of the Memorandum.

Action Item – hyperlinks to be included in the Memorandum referencing relevant documents.

5.5. auDA Board Charter

The directors discussed changes made to the Board Charter based on DoCA feedback.

CL recommended that a Board Charter be developed for the auDA Foundation Board.

The Board **RESOLVED** to Directors adopt the Board Charter

5.6. KPI Framework

This matter was held over to the February Board Meeting

6. ANL / Searoad: Correspondence to DoCA date 18 January 2019

- CB provided an updated on the ANL/Searoad Matter outlining the advice provided to DoCA in email and formal correspondence, as per the following correspondence provided to the Board: Letter received from The Hon. Michael McCormack, Deputy Prime Minister and Minister for Transport, Infrastructure and Regional Development dated 27 November;

- Letter from auDA to DoCA outlining the circumstances dated 18 January 2019, and forwarded to the Board on the same day;
- Reply from Vicki Middleton, First Assistant Secretary, DoCA on 21 January 2019, and;
- Further reply to Vicki Middleton on 22 January 2019, forwarded to the Board on 22 January 2019.

CB informed the Board the that:

- auDA's Reserved List Policy states at Paragraph 2.1 that "... *The Reserved List contains...words and phrases that are restricted under Commonwealth legislation...*"
- the words "*an/*" and "*searoad*" were prohibited in relation to a business, trade, profession or occupation under the *ANL Act 1956 Cth* (ANL Act), and although the Commonwealth had suggested that the ANL Act was scheduled for repeal, no timeline had been provided
- the ANL Act is Commonwealth Legislation
- under auDA's Complaints Policy and Registrant Review Panel Rules, the mechanism for auDA management to conduct an internal review and potentially overturn a complaint only applied in circumstances when a complaint has been made, and that these policies cannot be applied to words or phrases subject to Commonwealth Legislation as described in the Reserved List Policy.

The directors discussed the issue in detail after receiving the Chief Executive's advice including the Board's options and the application of auDA policy.

JD/CL referred to advice auDA had obtained from Senior Counsel regarding the reserved names issue.

The Board noted that The Hon Michael McCormack MP, Deputy Prime Minister and Minister for Infrastructure, Transport and Regional Development requested auDA to approve the re-registration of Searoad Ferries' domain name prior to its expiry on 24 February 2019.

The Board further noted the advice from Government in the letter of 27 November 2018 from The Hon Michael McCormack MP, Deputy Prime Minister and Minister for Infrastructure, Transport and Regional Development, that he is working to repeal the ANL Act as soon as practicable.

After careful consideration of the advice and application of the applicable legislation and current auDA policy, the Board **RESOLVED** to extend the licence period of searoad.com.au.

The Board **AGREED** that EK would draft the wording of the resolution and forward it for consideration, including an appropriate time for the licence period to be extended.

7. DIRECTOR UPDATE

7.1. Appointment of company secretary

CB advised the Board that a position description had been circulated and approved by the Chairman's Finance and Audit Committee (FAC) and that advertisements had been placed on Seek, Indeed, and The Governance Institute's website.

CB further advised that a number of applications had been received and short-listing and preliminary interviewing will begin in early February with a view to having a preferred candidate available for consideration at the February Board meeting.

7.2. Nomination Committee (NomCom)

SH provided an update on the NomCom process including that a short-list following the initial Expression of Interest (EOI) and search exercise had been submitted to DoCA in late December.

DoCA had provided early feedback and indicated that they would like to finalise the process 'quickly'.

SH advised the Board that the intention was to begin formal interviews in February and complete the process by end-March.

RB advised the Board that DoCA feedback to auDA was based on a bipartisan position.

7.3. Board Observer protocols

CL advised that following discussions with DoCA it was considered appropriate to include a protocol on the role and responsibilities of DoCA's Board Observer in auDA's Board Charter. The protocols would outline how the DoCA's Board Observer would attend and observe / participate in auDA Board Meetings.

CL further advised that the Board Observer role is subject to further review.

CB advised that the role of the Board Observer is explicit in the DoCA Review recommendations and auDA's new Terms of Endorsement.

Action Item – a new section be drafted for inclusion in the Board Charter describing the role and responsibilities of DoCA's Board Observer.

7.4. auDA Foundation (Foundation)

DS provided context of the resolution passed at the meeting of the Board of the auDA Foundation in relation to resources and the future process for the Foundation.

The Board **NOTED** that the Board of the auDA Foundation had resolved to commence a workplan to reinvigorate the Foundation, noting the likely delay in finalising a new auDA Board until mid-year.

The Board **NOTED** that the Foundation Board proposes to appoint a person for a period of between 6 and 12 months to implement this workplan. This role will be housed in the auDA office, reporting to CB on a day-to-day basis, but with accountability to the Foundation's Board via the Chair. The Foundation Board will provide progress reports to each auDA Board meeting on the workplan.

The Board **AGREED** that auDA will provide administrative support and payroll for the role, but this will be repaid by inter-company charge from the Foundation in due course, and an exchange of letters between the Chairs of the auDA and Foundation boards will document this.

The Board **APPROVED** to the provision of financial and operational assistance from auDA to achieve this.

8. OTHER BUSINESS

The Board **REQUESTED** the *Board Master Scheduled for 2019* be updated and redistributed to the Board, inclusive of meetings of the auDA Foundation board.

Action item: *Board Master Schedule for 2019 be updated and redistributed, inclusive of auDA Foundation Board Meetings*

9. BOARD CALENDAR AND NEXT MEETING

Item 9.1 Next Board meeting

The next Board Meeting is presently scheduled for Monday, 18 February 2019.

The Board **AGREED** that the next Board meeting would be Monday, 18 February 2019.

Action item – *Placeholders to be sent to directors in respect of 2019 meeting schedule – JRS/SB*

10. CLOSE OF BUSINESS

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There being no further business the chair closed the meeting at 10.01 am (Melbourne time).

Confirmed and signed as a true and correct record:

Chair

Date