

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

**Minutes of a Meeting of the Board of Directors**

<b>Date/Time:</b>	Monday, 18 February 2019 9.55am – 3.21 pm (Melbourne Time)
<b>Venue:</b>	Level 17, 1 Collins Street, Melbourne VIC
<b>Directors:</b>	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 Nigel Phair (NP) Director
<b>Attendees:</b>	Richard Bullock (RB) Board observer – Department of Communications and the Arts (DoCA) (joined by teleconference at 10.02am) Cameron Boardman (CB) auDA CEO James Shady auDA CFO and minutes
<b>Chairman:</b>	Chris Leptos AM (CL)
<b>Apologies:</b>	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 9.55am am (Melbourne time).

**2. DECLARATION OF INTEREST**

CL enquired whether any directors had interests to declare:

No declarations were made.

**3. MINUTES FOR APPROVAL**

Minutes of the Board meeting held on 23 November 2018 were tabled for approval. Subject to a single amendment in respect of JM's role at the Kensington Precinct Business Association the minutes were **APPROVED**.

Minutes of the Board meeting held on 24 January 2019 were tabled for approval. The minutes were **APPROVED** without amendment.

**4. MATTER ARISING / ACTION ITEM LIST**

Matters arising and Action Item list from the Board meeting held on 24 January 2019 were tabled for consideration. No questions arose.

4.1. Ratification of searoad.com.au resolution

EK tabled Item 4.1 for consideration.

CB read the proposed resolution to the Board.

CB reiterated previous advice provided to the Board that Counsel had confirmed that legislatively "*restricted names*" are not able to be registered as a domain within the .au space.

CL advised the meeting that the resolution should be supported as there was an underlying commercial arrangement and the management team did not have discretion to allow the renewal.

NP indicated that as he had not been present at the January Board meeting he required further explanation of the rationale for allowing the approval. NP requested the discussion be held over until after a break in proceedings in order that he could explore the matter further with the Chair during the break. This was agreed.

SE sought clarification regarding the need for a six-month review. CB advised this was to establish whether the legislation had been repealed.

Following a later break in proceedings the Board **RESOLVED** to note the advice from The Hon Michael McCormack MP, Deputy Prime Minister and Minister for Infrastructure, Transport and Regional Development that the Commonwealth is working to repeal the ANL Act 1956 (Cth) as soon as practicable. In light of this advice the Board resolved to:

- (a) permit the renewal of searoad.com.au (“the Domain”) for one year;
- (b) otherwise maintain the status quo with respect to the Domain; and
- (c) review the status of the Domain at the expiration of six months.

**Action item** – Review searoad.com.au status by 18 August 2019.

## 5. DIRECTOR UPDATES

### 5.1. Nomination Committee (NomCom)

SH provided an update on the NomCom process noting that candidate interviews were largely scheduled and that Vicki Middleton and Richard Bullock from DoCA were participating in the interview process.

CL sought clarification from RB of the mechanics for the appointment process.

RB advised that auDA should write to DoCA, in accordance with its constitution, and DoCA then had 30 days in which respond. If DoCA did not respond within 30 days, the NomCom appointments proposed by auDA could be taken as approved.

CL noted that DoCA had advised that appointments to the NomCom, and to the auDA Board, could take place during the official caretaker period preceding the Federal election.

CL thanked SH and DoCA for their efforts to finalise the NomCom arrangements.

### 5.2. Policy updates

Item 5.2 Political Donations was tabled for approval.

The Board **RESOLVED** to approve the Political Donations Policy.

### 5.3. International fora

Items 5.3 International for a was tabled for noting. Feedback was provided variously by directors.

**Action item** – Suggested further inclusions re ICANN

**Action item** – Glossary of terms to be incorporated

**Action item** – Paper to be added as a board resource to OwnCloud.

5.4. ICANN participation

Item 5.4 ICANN participation was tabled for noting.

CB advised that auDA would sponsor the DNSSEC workshop at the next ICANN meeting and that auDA would present a paper on DNSEC.

CL requested the DNSEC paper be circulated to the Board prior to the meeting.

**Action item** – *Verbal briefing on ICANN64 at the May meeting (NP)*

**Action item** – *Circulate DNSEC paper (CB)*

**Action item** – *apTLD participation paper to be submitted to the Board by EK. To be included in CEO report*

5.5. auDA Foundation (Foundation)

Item 5.5 auDA Foundation updated was tabled and taken as read. DS provided context for 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 **RESOLVED** to note the update from the auDA Foundation Board, and approve the plan to share services between the auDA Foundation and auDA on an interim basis.

5.6. COYSEC update

CL provided an update on the process and that he interviewed 2 candidates shortlisted by management and had recommended a candidate.

**6. DOCA CHECKPOINT – 9 MONTHS**

Item 6 was tabled for noting.

CB provided an update on auDA's 10 January 2019 meeting with DoCA and actions which auDA had completed. CB referred the Board to several new pages on the auDA website.

RB requested that DoCA's comments on auDA's corporate documents be included in the published materials.

**Action item** – *Publish DoCA comments on corporate documents to auDA website*

**7. PRP UPDATE**

7.1. Public Consultation Paper: Reform of Existing Policies & Implementation of Direct Registration

7.2. Policy Review Process Focus Group Information Paper

7.3. ACIL Allen (economic consultant) and OmniPoll (market survey) proposals, terms of reference and engagement

Items 7.1, 7.2 and 7.3 were tabled.

CB advised that management was seeking Board approval to release Items 7.1 and 7.2 to allow the focus group process to continue. A draft timeline of the focus group and subsequent consultations and potential decision and implementation dates was presented.

Questions were variously raised by Board members regarding whether the economic modelling would be available to the focus groups and during the further round of public consultation.

CB advised that the economic consultant would be available to brief the focus group meetings.

CL reminded directors that if they had any comments on the terms of engagement for the economic consulting and market survey firms they should provide these at this meeting.

The Board **RESOLVED** to authorise the release to the focus group of Items 7.1 and 7.2 and for the release of these paper on auDA's website inviting feedback.

**Action item** – *Economic consultants to be available to brief focus group meetings*

**Action item** – *Economic consultants to consider impact of the introduction of registration at the second level on existing domain name portfolios and small businesses*

**Action item** – *Management to draft public announcement on timing of focus group and public consultation processes*

## 8. ADOPTION OF CORPORATE DOCUMENTS

### 8.1. KPI framework

The proposed KPI framework was tabled for decision.

The Board **RESOLVED** to adopt the KPI framework and requested the KPI framework be published on auDA's website.

**Action item** – *Publish KPI framework*

## 9. CEO Report

### 9.1. COMMERCIAL IN CONFIDENCE

### 9.2. Stakeholder engagement recruitment

Item 9.2 a draft position description for the Senior Stakeholder Engagement Manager was tabled for noting.

### COMMERCIAL IN CONFIDENCE

### 9.3. Management report

CB presented the CEO report.

**Action item:** *Review media analysis and incorporate a time based sentiment measure (+ve, neutral, - ve)*

**Action item:** *Co-marketing funds - continue to refine metrics for large/small registrars*

**Action item:** **COMMERCIAL IN CONFIDENCE**

**Action item:** *Report on compliance team structure and performance at May Board meeting*

## 10. MEMBERSHIP ATTRACTION

Item 10 was tabled for noting.

**Action item:** *Campaign for memberships to be presented at March 2019*

**Action item:** *Proposed terms for registrar agreement in respect associate memberships rebates to be drafted*

## 11. FINANCE UPDATE

Items 11.1, 11.2, 11.3, 11.4 (FAC minutes and Finance reports) were tabled.

Items 11.5 and 11.6 auDA and auDA Foundation investment reports were tabled for noting.

Items 11.7 Budget update was tabled for decision.

JS provided an overview of the proposed budget amendments which related to changed human resource requirements (Company Secretarial and Stakeholder Engagement appointments), ISO100027 Phase 2 and a security project.

The Board **RESOLVED** to note the FAC minutes and adopt the Finance reports.

The Board **RESOLVED** to approve the proposed budget amendments.

**Action item:** *Develop like for like sales analysis, review usefulness of system app “Fathom” (JS)*

**Action item:** *Move finance up the agenda (CL)*

**12. SECURITY AND RISK COMMITTEE (SRC) UPDATE**

SE provided a verbal briefing on the SRC’s support for current initiatives including the ISO project, security project and ACSC deed poll.

**13. GENERAL AND TECHNICAL STANDING COMMITTEE APPOINTMENTS**

Item 13 was tabled for decision.

The Board **RESOLVED** to approve the following appointments to the General Advisory Standing Committee (Leslie Callaway, Alison Howe, Nikki Scholes, Paul Marshal, Steve De Mamiel, Charles Reiss, Darryl Carlton, Jon Lawrence, Ian Halson, Madeleine Roberts, Trent Wabbis, Michael Dodge, Peter Tonoli)

The Board **RESOLVED** to approve the following appointments to the Technical Advisory Standing Committee (David Keegel, Alexy Cherneyak, Scott Wilkie, Geoff Huston, Craig Marchant, Jonathan Gleeson, John Graham, Zach de Koning)

The Board **RESOLVED** to offer Peter Tonoli the position of interim Chair of the General Advisory Standing Committee

The Board **RESOLVED** to offer Scott Wilkie the position of interim Chair of the Technical Advisory Standing Committee

The Board **RESOLVED** that any member of either the General Advisory Standing Committee or the Technical Advisory Standing Committee who becomes either a significant supplier to auDA, or is appointed to the Nomination Committee, must stand down from their Committee.

*NP left the meeting at 2.40 pm.*

**14. MARKETING FUND APPLICATION**

Item 14 a Co-Marketing Fund Application was tabled for decision.

The Board discussed various issues in relation to measurement of returns from co-marketing fund investments.

The Board **RESOLVED** to approve the co-marketing application noting that the application meets the approval criteria set by the Board at the May 2018 meeting. The Board **REQUESTED** no further applications be submitted to it pending review of the outcomes from the initial applications.

**Action item:** *Present outcomes of co-marketing fund investments to Board at May 2019 meeting with any recommendations for changing applicant criteria.*

**15. 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*

**16. REVIEW MEETING – FEEDBACK TO THE CHAIR**

The board discussed the timeliness and appropriateness of the board papers, and overall effectiveness of the meeting.

**17. BOARD CALENDAR AND NEXT MEETING**

**Item 17.1 Next Board meeting**

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

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

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

**18. in camera SESSION FOR DIRECTORS**

The *in camera* sessions considered the CEO's performance KPIs for FY19.

CB and JS left the room at 10.20 am for the *in camera* session. CB and JS returned to the meeting at 10.40 am.

**19. CLOSE OF BUSINESS**

There being no further business the chair adjourned the meeting at 3.21 pm (Melbourne time). The meeting to be reconvened at 5pm on Thursday, 21 February 2019.

**Action item** – *Reconvene meeting at 5pm Thursday, 21 February 2019*

**Confirmed and signed as a true and correct record:**

---

**Chair**

---

**Date**