

**.au Domain Administration Limited (“the Company”)  
(ABN 38 079 003 340)**

**MINUTES OF THE MEETING OF DIRECTORS:**

**DATE:** Tuesday, 13 February 2018

**LOCATION:** Level 17, 1 Collins Street, Melbourne, VIC

**TIME:** 2.00pm (Melbourne time)

**PRESENT:** Chris Leptos AM, Chairman and Independent Director  
Tim Connell, Demand Director  
James Deck, Supply Director  
Suzanne Ewart, Independent Director  
Sandra Hook, Independent Director  
Erhan Karabardak, Supply Director  
Joe Manariti, Supply Director  
Nicole Murdoch, Demand Director by telephone  
Ned O’Meara, Demand Director (left the meeting after  
Grant Wiltshire, Supply Director  
Cameron Boardman, Non-Voting Director and Chief Executive Officer

**ATTENDEES:** Hasaka Martin, Company Secretary

**PRESENTERS:** Phil Khoury, Governance Adviser

**APOLOGIES**

**CHAIR OF THE MEETING:** Chris Leptos

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**1. Welcome/Quorum**

The Chairman **NOTED** that a quorum was present, declared the meeting open at 2.00 pm (Melbourne time), and welcomed all those in attendance. The Chairman **NOTED** the exit procedures in case of emergency. There were no apologies.

**2. Declaration of Interest**

the Chairman declared to Directors that he had acquired a .au domain (leptos.com.au) and he was a guest of KPMG (auDA’s auditor) at the annual KPMG Couta Boat Regatta .

Nicole Murdoch declared to Directors that she had accepted an appointment as a Director of the Australian Information Security Association.

The Chairman provided an overview of the disclosure obligations on public company Directors under the Corporations Act. The Chairman **NOTED** that there would be an upcoming paper to

aid Directors on the identification of a material personal interest before the Board vote on direct registrations.

The declarations by Mr. Leptos and Ms. Murdoch were **NOTED**.

**ACTION ITEM 1:** Board paper on Directors Interests, disclosures and material personal interest.

### **3. Minutes for Approval**

The Board **RESOLVED** to approve the minutes of the board meetings held on 12 December 2017 and 18 December 2017, subject to review and redaction by the RTP probity advisor and legal advisor.

### **4. Matters Arising/Action Item List**

Directors discussed the action items and agreed the Action Item list should start afresh.

### **5. Director Update**

#### **5.1. Chairman's report**

The Board discussed Mr O'Meara's ongoing health concerns and his background. Mr O'Meara left the meeting due to health issues.

#### **5.2. Director Vacancy**

Ms. Hook outlined the alternative approaches and the recommended approach to fill the Director Vacancy.

Directors discussed the alternative approaches and the expected timing of the government review.

The board **RESOLVED** to adopt "Approach C" but that any appointment would not be made until after the outcome of government review was known, which was expected to be within weeks. The approach was labelled the "C plus" approach.

The board **RESOLVED** to extend the period for appointment for a further three months from 13 February 2018, to comply with the auDA constitution.

#### **5.3. Request for Documents**

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#### **5.4. Director disclosures required for Direct Registration vote**

Mr. Leptos updated the board on the expected time-line for the board decision on the PRP recommendation, noting that Directors will need to consider if they have a 'material personal interest' pursuant to the Corporations Act.

#### **5.5. Director Fees**

Mr. Leptos updated the board on the inconsistency regarding Directors' fees and sought their views. The issue of committee fees was raised, noting that member elected Directors are not currently remunerated for attendance at committee meetings of the Board.

The board expressed the view that a paper on Directors' fees be prepared for consideration.

The Board resolved to NOTE the Directors' fees update.

Mr Martin entered the meeting.

**ACTION 2:** Directors' Fees paper to be presented to the Board

#### **5.6. AICD courses - attendance by Directors**

Ms. Murdoch, Mr. Connell, Mr Deck and Mr. Karabardak left the meeting due to a potential conflict of interest.

The Directors discussed auDA's approach to the payment of Director's education fees noting the inconsistencies between the previous approach and the proposed Professional Development Policy circulated to Directors in December 2017.

The Board **RESOLVED** to approve the payment of the ACID Company Directors Course fees (to the amount equivalent to that paid by an AICD member, noting that auDA does not pay for AICD membership costs) for current Directors provided the directors enrol and have the fee paid by 31 July 2018.

Ms. Murdoch, Mr. Connell, Mr Deck and Mr. Karabardak entered the meeting .

The Chairman **NOTED** that the CEO Update (item 6) would be considered later in the meeting.

### **7. FINANCIAL UPDATE**

#### **7.1. Financial Reporting Process**

Mr. Leptos informed Directors on the proposed financial reporting process noting that the monthly finance report would normally be examined by the proposed Finance, Audit and Chairman's Committee ('FAC') before being presented to the board with any recommendations.

The Board **NOTED** the update on the financial reporting process.

#### **7.2. Credit Facility Increase**

Directors discussed the request increase the credit facility.

The Board **NOTED** the discussion on paper 'Credit Facility Increase', and **APPROVE** an increase of the credit facility from \$40,000 to \$50,000.

### **8. COMMITTEE FORMATION**

The Terms of reference and Membership details of the following Committees was circulated before the meeting and taken as **READ**.

**8.1. and 8.2 Governance Committee**

The Board **RESOLVED** to approve the establishment, Terms of reference and composition of the Governance Committee.

**8.3. and 8.4 Security and Risk Committee ('SRC')**

The Board **RESOLVED** to approve the establishment, Terms of reference and composition of the Security and Risk Committee.

**8.5. and 8.6 Finance, Audit and Chairman's Committee ('FAC')**

The Board **RESOLVED** to approve the establishment, Terms of reference and composition of the Finance, Audit and Chairman's Committee.

**8.7. Member's Communication Advisory Group ('MCAG')**

The Board **RESOLVED** to approve the establishment and composition of the Member's Communication Advisory Group.

**9. GOVERNANCE INTERNAL POLICIES**

Mr. Boardman spoke to the following items as circulated as part of the Board papers:

**9.1. Travel Policy**

Directors discussed the use of business class and travel insurance.

The Board requested Travel Policy be reviewed by the FAC.

**9.2. Professional Development Policy**

The Board **RESOLVED** to approve the Professional Development Policy, noting that item 5.6 (above) is a temporary variation to the Policy.

**9.3. Delegations Manual**

Directors discussed the financial controls in the delegation manual and asked for the delegation manual to be amended and examined by the FAC Committee before returning to the board for approval.

**ACTION:** Delegation manual to be amended and examined by the FAC Committee.

**9.4. Business continuity and Disaster Recovery Policy**

The Board **NOTED** the Business continuity and Disaster Recovery Policy.

**9.5. Information Security Standard**

The **NOTED** the Information Security Standard.

**10. STAKEHOLDER MANAGEMENT**

**10.1. Membership Applications**

The Board **NOTED** the Membership Applications and **APPROVED** the applications for demand class membership from Tracey Onus, Tim Suter, Paul Szyndler, Nigel Phair, Tim Norris and Cyrille Lefevre.

The board **NOTED** that the uncontactable membership applications would not be approved for membership until the applicant's details could be confirmed.

**10.2. Membership Application Processing Policy**

The Policy was taken as **READ** and the Board **NOTED** the update and requested an amendment to Membership Application Policy.

**10.3. International Engagement Strategy -**

The Board discussed the International Engagement Strategy.

**6. CEO UPDATE**

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**11. OTHER BUSINESS**

No other business was raised.

**12. CLOSE OF BUSINESS**

Meeting Closure

There being no further business the chair closed the meeting approximately 6.35 pm (Melbourne time).

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

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**Chair**

**Date**