

Minutes of Directors' Meeting - 11 August 2014

By Teleconference in accordance with Article 80

The meeting commenced at 12:45

**NOTE: The Board meeting used a 'consent agenda' approach:
Starred items were for discussion. Non-starred items were approved/noted without discussion**

1. ATTENDANCE

1.1 Roll-Call and Apologies

Present: **Andrew** McRae, **Gunela** Astbrink, **Paul** Brooks (Treasurer), **Narelle** Clark (President), **Roger** Clarke (Secretary), **Chris** Disspain, **George** Fong (Vice-President), **Rob** Gregory, **Cheryl** Langdon-Orr, **Jon** Lawrence, **Craig** O'Toole, **Holly** Raiche

1.2 ** Agenda

No additional items were starred.
The Board adopted or noted all non-starred items, as appropriate.

1.3 Call for Declarations of Interest

Nil

1.4 Call for Declarations of Absence

Roger will be on the road and often out-of-range 26 Sep - 12 Oct (in Australia) and 24 Oct - 6 Nov (Europe)

2. MINUTES OF PREVIOUS MEETING

The Board adopted the Minutes of the Meeting of 10 June 2014.

3. ** ELECTION OF OFFICE-BEARER(S)

The Board approved a motion congratulating the President on her appointment to the NTIA/IANA transition group.

The Board noted that, in consequence of the high degree of commitment demanded by that appointment, the President had tendered her resignation with effect from early in this meeting.

The Board resolved to reluctantly accept the President's resignation.

Rob Gregory assumed the Chair.

The Board noted that:

- (a) a Call for Nominations for the position of President was distributed to the Directors
- (b) the electee will serve until the next AGM
- (c) any existing Board member may nominate
- (d) the election process is subject to Rules 51 and 52 of the Articles, and more generally the law of meetings

A single nomination was received, for George Fong (Narelle, Roger).

George Fong was declared elected as President.

George Fong assumed the Chair, and made brief comments on ISOC-AU's activities and standing, and his plans to sustain and build on the work of the outgoing President.

The Board resolved by acclamation to thank the outgoing President.

In consequence of George's election, as presaged in the Agenda, the Vice-Presidency fell vacant.

A Call for Nominations was declared.

A single nomination was received, for Paul Brooks (Rob, Narelle).

Paul undertook that, if elected, he would complete his responsibilities as Treasurer in relation to the financial statements for the 2013-14 financial year, and the membership renewal season, and would ensure a smooth handover to the incoming Treasurer, including the provision of a Handbook.

Discussion ensued regarding the importance of the Treasurer's role during the coming months.

It was also noted that the processes are expected to change once the CEO is in place.

The Board noted that the Treasurer's role was critical during the coming months.

The Board resolved that the position of Vice-President remain vacant for 3 months, until the meeting after the AGM in November.

Paul withdrew his nomination, and presaged that, after 5 years in the position, he would not be nominating for the role of Treasurer in November.

The Board noted Paul's statements, with thanks.

4. REPORTS

4.1 ** Executive Committee – outgoing Narelle Clark, incoming George Fong

ToR: <http://www.isoc-au.org.au/Policy/ToR-ExecCtee-120214.doc>

The Board noted its approval-in-Principle for the Job Description for the role of CEO, and the need for the final version to be distributed.

The Board resolved to create a Search and Selection Committee of three, and to delegate to that Committee the authority to finalise the Job Description, advertise, and prepare a shortlist of candidates for consideration by the Board.

The Board resolved to appoint George, Chris and Jon as that Committee.

The Board approved the 'Policy re Dealing with Social Media' (Paul, Gunela).

Action Items Outstanding:

- Switchover of the web-site
- Updates to Directors' areas of interest
- Formation of an interview panel for the CEO's role
- Advertisement for a CEO

Secretary's Action Items Outstanding:

- Secretary's Handbook (Preliminary draft previously distributed)
- Directors' Handbook (Terms of Reference agreed)
- Policy document relating to SIGs (Draft distributed, but held over)

4.2 ** Treasurer – Paul Brooks

The Board noted the Treasurer's written and verbal reports re:

- the current financial position
- the Financial Statements for 2013-14

The Board noted that consideration should be given to using an auditor distinct from the accountancy firm that prepares the final accounts.

The Board noted that the increase in revenue that the CEO needs to generate is well in excess of 30%, and preferably would be sufficient to pay for all CEO-related costs.

The Board approved the Budget for 2014-15 (Paul, Roger).

Action Items Outstanding:

- List of missing members to be followed up
- Advertisement for a book-keeper /admin person

4.3 ** Events Committee – Craig O'Toole

ToR: <http://www.isoc-au.org.au/Policy/ToR-EventsCtee-120214.doc>

The Board considered measures needed in order to exploit the opportunity for a coordinated set of conferences in late July or early August 2015, centred around auIGF, and including a Pacific INET and a Regional INET.

The Board resolved to form a 2015 Event SubCommittee, and to delegate to that Committee the authority to negotiate with the various parties on ISOC-AU's behalf, and to bring a proposal forward to the Board for approval.

The Board resolved to appoint Narelle, Cheryl and Craig as that SubCommittee.

The Board noted that EFA's 'Citizens, not Suspects' events would involve a number of ISOC-AU Board members.

The Board noted that Gunela has organised a meeting during APNIC 38 in Brisbane on 16 Sep.

Action Items Outstanding:

- Program for podcasts (Craig)
- Possible event in conjunction with auIGF in August 2014
- A meeting of the Events Committee, including clarification of the function and Terms of Reference, including funding delegations, and acquisition of further support from members (Narelle)

4.4 Policy Committee – Rob Gregory

ToR: <http://www.isoc-au.org.au/Policy/ToR-PolicyCtee-120214.doc>

The Board noted its approval of the ISOC-AU position on the latest round of data retention proposals.

Action Item Outstanding:

- Holly to send the Board a copy of the draft Cloud Computing Regulatory Stocktake.

4.5 FUMP Committee (Fund-raising, Marketing and Promotion) – Holly Raiche

ToR: <http://www.isoc-au.org.au/Policy/ToR-FUMPCtee-120214.doc>

Nil Report.

4.6 Governance Task Force – Roger Clarke
ToR: <http://www.isoc-au.org.au/Policy/ToR-GovTF-120214.doc>
Nil Report.

4.7 IPv6 SIG – Mike Biber, Craig O'Toole
Nil Report.

4.8 S&E (Skills & Expertise) SIG – Kevin Karp
Nil Report.

4.9 Accessibility & Usability SIG – Gunela Astbrink
The Board noted with thanks the Convenor's written and verbal reports.

5. DIRECTORS' REPRESENTATIONS

George and Narelle met with the Hon Jason Clare, Shadow Minister for Communications, on 3 July.

Narelle has been appointed to the NTIA/IANA transition group.

George has continued his Techtalk interviews on ABC Ballarat.

Gunela organised a Disabilities workshop at Asia Pacific regional IGF (Delhi August 2014).
Gunela has been invited to speak to an ASEAN/ITU Seminar on ICT Accessibility and Assistive Technologies for Equity in Society, in Bangkok on 25-26 August, re Australian ICT accessibility activities and proposals for improving accessibility in the Pacific.

6. DISCUSSIONS WITH NOTICE

6.1 ** AGM Preparations for 2014

The Board noted that:

- (a) there is no convenient event with which the the AGM can be co-located, cf. auIGF in 2012 and 2013
- (b) the AGM has been scheduled for **18:00 on Thu 23 Oct, intended to be at ACCAN's office in Ultimo, Sydney**
- (c) the timetable was distributed by the Secretary
- (d) that draft AGM documents were distributed by the Secretary

The Board approved-in-principle the timetable.

The Board approved-in-principle the draft attachments to the Notice of Meeting.

The Board instructed the Executive Committee to contact the unsuccessful candidates at the 2013 election (Kevin Dillon and Gregory Toomey), to draw attention to the existence of a vacancy this year.

6.2 Non-Functioning Committees and SIGs

Carried over from previous meetings.

Outstanding Action Items:

- Review and approval of the Draft Policy on SIGs
- Rob to propose through IAMEMS an Internet Governance SIG, intended for launch at auIGF.

7. OTHER BUSINESS

Nil

8. NEXT MEETINGS

The Board has previously determined that each Board member is to **NOTE IN THEIR DIARY** that **12:30-13:45 on the 2nd MONDAY of every month** except January is a potential meeting date, but on the understanding that a minimum of 4 meetings and a maximum of 6 will be called:

Mon 8 Sep [if necessary, e.g. to approve documents for the AGM – which is necessary by 20 Sep]

Mon 13 Oct [if necessary]

Thu 23 Oct, Ultimo, Sydney [AGM]

Mon 10 Nov [Election of Officers]

Mon 8 Dec 2014

Mon 9 Feb 2015

Mon 9 Mar 2015

Mon 13 Apr 2015

Mon 11 May 2015

The meeting concluded at 14:15

Signed as a correct and complete record of the above meeting. George Fong, President, ISOC-AU