

Minutes of Directors' Meeting - 13 July 2015

By Teleconference in accordance with Article 80

The meeting commenced at 12:35

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

Items starred for discussion were 1, 2 and 5 (formal); 3 and 4 (substantive) of Part 1

1. ATTENDANCE

1.1 ** Roll-Call and Apologies

Present: **Narelle** Clark, **Roger** Clarke (Secretary), **Chris** Disspain, **George** Fong (President), **Rob** Gregory, **Cheryl** Langdon-Orr, **Jon** Lawrence, **Craig** O'Toole

In Attendance: **Laurie** Patton (CEO)

Apologies: **Gunela** Astbrink, **Paul** Brooks (Vice-President), **Craig** Ng (Treasurer), **Holly** Raiche

1.2 ** Agenda

No additional items were starred.

The Board adopted or noted all non-starred items, as appropriate.

The Board resolved to accept the President's proposal that, for this meeting only, substantive issues were to be addressed first, and formal matters afterwards.

1.3 ** Call for Declarations of Interest

Nil

1.4 Call for Declarations of Absence

Nil

1.5 Call for Directors' Representations

George - ACCAN Members Advisory Forum in June, AGD discussion group, Interview <http://phildobbie.com/main/podcasts/crosstalk/item/1410-new-law-will-see-government-get-to-grips-with-network-design>

Paul - AGD discussion group

Gunela - AP Chapters Leaders workshop in Colombo, Acknowledgement section of the newly-launched Global Internet Report

Narelle - ISOC Board of Trustees meeting and AGM 7-8 July, NetHui New Zealand 9-10 July

Craig O - Radio interview for 2HD with Brett Papworth, on getting the most from Netflix, followed by an interview with Jackson Stiles in [The New Daily](#)

2. ** MINUTES OF PREVIOUS MEETING

The Board adopted the Minutes of the Meeting of 11 May 2015.

3. ** TERM OF THE C.E.O.

The CEO was asked to absent himself from the meeting for the duration of this item, and did so.

The Board noted that the CEO's term of appointment has expired, and that he is continuing on the basis of a handshake agreement with the President on behalf of the Company.

The Board considered documents relevant to the term and conditions of appointment of the CEO.

The Board noted that the revenue-target to 30 June 2015 had been achieved, but also that no updated financial position was yet available as at that date, and that renewal and joining invoices needed to be despatched urgently.

The Board resolved:

- that a CEO Reappointment Committee be formed, and empowered to develop a proposal for the ongoing appointment of the CEO, consistent with the financial position of the Company
- that the Reappointment Committee comprise George, Chris and Jon (being the members of the Selection

Committee in 2014)

- that the President be provided with the delegation to implement the proposal developed by the Reappointment Committee, and finalise negotiations with the CEO, but subject to:
 - prior review by the Executive Committee, and
 - subsequent reporting back to the Board, including the contract terms and KPI details

4. ** RELEASE OF THE REPLACEMENT CONSTITUTION

The Board discussed its approach to updating the old form of Memoranda and Articles with a contemporary Constitution.

The Board resolved that the Exposure Draft of the Replacement Constitution be released promptly, after reviewing the covering email to members.

5. ** EXECUTIVE COMMITTEE REPORTS

5.1 ** CEO - Laurie Patton

The Board noted the CEO's verbal report, reviewing the many current activities in relation to membership and policy initiatives. These included:

1. The successful securing of a significant number of Organisational and Individual members
2. A request for directors to assist in the recruitment of new members - both Organisational and Individual
3. The need to ramp up the operations of the various SIG's, especially the new IoT SIG
4. The suggestion of a board skills audit and the development of director KPI's
5. The launch of a campaign for a Digital Future Forum designed to secure bipartisan support for a national strategy to foster a digitally enabled economy

The Board noted that the Executive Committee and the Directors as appropriate are being kept advised of ongoing operational matters by way of regular emails from the CEO.

Action Items Outstanding:

** Commitments by Board members arising from the Strategy Day on 20 November 2014

6. MATTERS DEFERRED

The remaining starred Agenda Items were deferred to the next meeting:

- 3.2 (President's Report)
- 3.3 (Treasurer)
- 3.4 (Secretary)
- 4.9 (ISP SIG)
- 4.10 (ISP IoT)
- 7 (Directors' Notice of Unavailability)

7. NEXT MEETINGS

The Board resolved to utilise the zoom conferencing facility, and the associated toll-free phone-number, for future meetings:

The Board noted that the following dates are not the 2nd Monday, due to State Holidays:

- Mar 2016 is set for Mon 21 Mar not 14 Mar
- Jun 2016 is set for Mon 20 Jun not 13 Jun

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) a minimum of 4 meetings and a maximum of 6 will be called and (b) clashes with public holidays are to be checked well in advance and an alternative date declared:

Mon 10 Aug

Mon 14 Sep [AGM prep]

Mon 12 Oct

Mon 9 Nov [Post-AGM, Elections]

Mon 14 Dec 2015

Mon 8 Feb 2016 (Chinese New Year)

Mon 21 Mar (Mon 14 Mar is a holiday)

Mon 11 Apr

Mon 9 May

Mon 20 Jun (Mon 13 Jun is a holiday)

Mon 11 Jul

Mon 8 Aug

Mon 12 Sep [AGM Prep]

Mon 10 Oct

Mon 14 Nov [Post-AGM, Elections]

Mon 12 Dec 2016

The meeting concluded at 13:50

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