

**Internet Society of Australia
ABN 36 076 406 801**

Minutes of Directors' Meeting – 25 October 2017

Held by electronic means in accordance with cl.15.2

The meeting commenced at 13:00

1. ATTENDANCE

1.1 Roll-Call and Apologies

Present: **Keith** Besgrove, **Roger** Clarke, **Sae Ra** Germaine, **Cheryl** Langdon-Orr, **Craig** O'Toole, **Holly** Raiche, **Peter** Tonoli

Apologies: **Greg** Adamson, **Shantnu** Kumar

No response to the very short-notice Call: **Paul** Brooks (Acting Chair), **James** Horton, **Fiona** Tweedie

2. PREPARATORY MOTIONS

The Board appointed Cheryl as meeting chair and Roger as minutes secretary.

The Board determined that three Vice-Chair positions were to be available.

The Board noted that the position of Vice-Chair – International is to carry the responsibilities to facilitate connections between Internet Australia and relevant international bodies, and to arrange the availability of suitable representatives of relevant international bodies as contributors to Internet Australia events.

3. ELECTION OF OFFICE-BEARERS

The Board appointed Holly as acting chair for this item of business.

The acting chair called for nominations. One nomination was received for each of the positions. The acting chair declared the following results:

- Chair: Paul Brooks
- Vice-Chair: Keith Besgrove
- Vice-Chair: Sae Ra Germaine
- Vice-Chair International: Cheryl Langdon-Orr
- Secretary: Roger Clarke
- Treasurer: Craig O'Toole

Cheryl resumed the role of meeting chair.

4. POLICY COMMITTEE

The Board appointed Holly as Chair, Policy Committee.

The Board noted that Holly would approach previous and other appropriate Committee members, and would advertise on iamems for contributors, requesting from them indications of priority topics and their areas of expertise.

The Board noted that several policy-related actions had already been taken since the AGM on 12 October, and that Holly, with Sae Ra's help, and with advice from Cheryl, Keith and IA member Derek Whitehead, has developed a member survey on auDA's 'direct registration of 2LDs' discussion paper.

5. DISCUSSIONS WITH NOTICE

The Board noted a number of urgent actions by new Directors and the Secretary, in order to comply with ASIC requirements and to avoid Late Fees. These include handover/takeover from the previous Secretary, liaison with Rob Gregory at Maddocks, Consents to Act from all new Directors, the formal Directors' Report for 2016-17, and filing with ASIC of the Directors' Report and changes in Directors and Officers

The Board noted a number of urgent actions by the Treasurer, in order to comply with ASIC requirements and to avoid Late Fees. These include audit, finalisation and submission of the financial statements, plus a response to the requests for information posted by Narelle prior to the AGM, bank signatory changes, card closures, and a (brief) budget and cash flow budget for FY 2017-18

The Board noted the current bank balances.

The Board tasked Sae Ra with the responsibility to report to the Board in relation to the appropriate approach to ensure constructive use of, and atmosphere in, IA fora, including consideration of moderation of postings and the establishment of a formal Code of Conduct. The mood of the meeting was that a Code should be drafted, considered by the Board, and then posted for discussion with members prior to promulgation.

The Board determined that, in addition to the Minutes, the Secretary was to prepare a draft email to members, reporting on progress prior to and at this meeting.

7. NEXT MEETINGS

The Board determined that a 90-minute strategy meeting was to be scheduled, using electronic means, during the week commencing Monday 6 November.

The meeting concluded at 13:45

Signed as a correct and complete record of the above meeting. Cheryl Langdon-Orr, Vice-Chair