

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

Minutes of Directors' Meeting – Monday, 3 Sep 2018

Held by electronic means in accordance with cl.15.2

The meeting commenced at 12:35

1. ATTENDANCE

1.1 Roll-Call and Apologies

Present: **Greg** Adamson, **Keith** Besgrove (VC), **Paul** Brooks (Chair), **Roger** Clarke (Sec), **Sae Ra** Germaine (VC), **Cheryl** Langdon-Orr (VC), **Craig** O'Toole (Treas), **Holly** Raiche, **Peter** Tonoli, **Fiona** Tweedie

Apologies: **James** Horton, **Shantnu** Kumar

2. FORMAL MATTERS

The Board approved the Minutes of 9 July 2018.

The Board ratified the following decisions made between meetings:

1. Switch to Online Voting for AGM 2018
2. Reminder letter to members who are no longer financial

3. CHAIR'S REPORT

The Board noted the Chair's verbal report on the NBN Connection Trouble-Shooting Project, approaches to lapsed organisational members including ISP members at AusNOG, website-updates, possibility of joint events and policy work with WAIA, the ISOC Charter letter matter, and the interim report to members.

The Board noted Keith and Peter's written and verbal reports on the Crypto event at Parliament House and its aftermath, including implications for IA's submission in relation to the Bill.

The Board agreed that the Chair is to send a letter of thanks to ISOC for their assistance in relation to the Crypto event.

4. OTHER EXECUTIVE COMMITTEE MATTERS

Treasurer

The Board noted:

1. The posting to the web-site of the audited financial statements for 2015-16 and 2016-17
2. The financial statements for 2017-18
3. That the appropriately formatted Financial Statements were provided to the Auditor on 22 August, and that the Auditor's Report is expected within a week
4. The Treasurer's verbal report on the current level of funds
5. That the CommsDay sponsorship for the Knowledge Bank SIG event has not yet been received
6. That consideration is being given to a change in the accounting system from MYOB's cloud-service to Xero, to a change of auditor, and to changes to the accounting system to identify project activities

Secretary

The Board discussed the possibility of an online-only AGM, but decided against it for the 2018 event, as we are already trialling the online voting system as requested by members, and want to ensure we have a backup voting system

(the traditional method) if necessary. An online-only AGM can still be considered for the following AGM.

The Board agreed:

1. The date, time and location of the AGM, subject to the venue-booking being confirmed, as follows:
Wed 7 November 2018, 18:00, Melbourne, Zoom-supported
This implies a latest date of 16 October for despatch of the Notice of Meeting
Fiona is to negotiate access to the venue at that date and time, and confirm
2. The proposal for a constitutional change re the Directors' Report
3. The revised format for the Directors' Report
4. The documentation for the AGM, subject to finalisation of the remaining details
5. That voting is to be conducted using an online system, with the vote open for at least 2 weeks, and closing at 5pm on the day before the AGM, subject to a fallback arrangement being available to new and renewing members during the voting period

The Board deferred consideration of:

6. The proposal for a constitutional change re the Auditor's Report, pending a change to be specified by the Chair
7. The possibility of a constitutional change to reintroduce the requirement for the Board to approve membership applications

The Board noted that a decision was needed as to the allocation of a budget for remote Directors' travel to Melbourne.

Other Admin Matters

The Board agreed the proposal from the executive team re management of a moderated member's emails to the members list:

1. That the held message of 7 August would not be released to the members list
2. That the member's remaining emails that did not violate the Code of Conduct would be released
3. That the member's messages are to remain in moderation for a period of time, during which it will be assessed whether those emails are consistent with the Constitution and the Code of Conduct. If so, then at the conclusion of that period, the member will be taken out of moderation

The Board agreed that the Chair would pursue with ISOC their comments in relation to this matter.

The Board agreed that, as an operational matter, past members could remain on the members list longer than the constitutional 2 months after they cease to be financial. As with all Members, any posting rights are subject to conformance with the expected standards of behaviour, the Constitution, and the Code of Conduct. The Board reiterated that the mailing list administrators have the Board's delegation to manage the various mailing lists, including to moderate participants as required.

Technical Infrastructure

The Board noted the verbal report on the maintainability of the web-site and membership system using current technology. As previously, discussed and agreed by the Board, we will also explore the available templates etc., offered for Chapter use by ISOC.

5. POLICY MATTERS

The Board noted the Policy Committee Chair's verbal report.

6. EVENTS

The Board noted the brief verbal reports on the Knowledge Banking and ISP SIGs.

7. NEXT MEETINGS

The Board noted as potential meeting-dates the 1st MONDAY OF EVERY MONTH, 12:30-13:45, except January, and that a minimum of 4 and a maximum of 6 meetings will be called.

The Board agreed that a meeting would be scheduled on an alternative date in early-to-mid-October.

Mon 1 Oct **2018 (Holiday in NSW, ACT, SA, Qld; and Secretary over the Tasman)**

Mon 5 Nov 2018 (Tas Rec Day)

Mon 3 Dec 2018

Mon 4 Feb **2019**

Mon 4 Mar (WA Labour Day)

Mon 1 Apr

Mon 6 May (Qld, NT Hol)

Mon 3 Jun (WA Day)

Mon 1 Jul

Mon 5 Aug (NT Picnic Day)

Mon 2 Sep

Mon 7 Oct

Mon 4 Nov (Tas Rec Day)

Mon 2 Dec

The meeting concluded at 14:15

Signed as a correct and complete record of the above meeting. Paul Brooks, Chair