

.au Domain Administration Limited

ACN 079 009 340 (Company)

Minutes of the Board of Directors held on Tuesday 7 April 2020
held by video conference, scheduled at 9.15am

<u>Directors Participating:</u>	Alan Cameron AO	Chairman
	James Atkins	Director
	Kate Cornick	Director
	Peter Elford	Director
	Matthew Healy	Director
	Alice McCleary	Director
	Sandra Davey	Elected Director
	Tania Fryer	Elected Director
	Angelo Giuffrida	Elected Director
<u>Company Secretary</u>	Sonia Joksimovic	
<u>Invitee:</u>	Rosemary Sinclair AM	Chief Executive Officer
	Bruce Tonkin	Chief Operating Officer
	James Shady	Chief Finance Officer
	Clayton Ford	Head of Corporate Affairs
	Caroline Fritsch	Manager Policy & Strategy
	Kylie Lane	Ashurst Lawyers Partner (<i>part attendance for agenda 6</i>)
	Vicki Middleton	DITRDC (<i>part attendance for agenda 7</i>)
	Belinda Murray	BWM Dentsu, Marketing Agency*
	Peter Murphy	BWM Dentsu, Marketing Agency Group Account Director*
	Alex Wood	BWM Dentsu, Brand Experience Director *
		* <i>part attendance for agenda 10.1</i>
<u>Apologies:</u>	Nil	

Item 1 Acknowledgement of Country and Item 2 Meeting Open
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The Chairman acknowledged traditional owners and ongoing custodians of the land of the Wurundjeri people where the Board meeting would have been legally held and provided his respect to their elders past, present and emerging.

The Chairman welcomed all present; noted a quorum; and declared the meeting duly convened and constituted.

The Chairman noted the sad and sudden passing of auDA's General Advisory Standing Committee Chairman, Peter Tonoli.

The Directors discussed and acknowledged the contribution of the late General Advisory Standing Committee Chairman and **RESOLVED** to approve a posthumous recognition, which the HoCA will consider, in concert with the Tonoli family.

Item 3 – Declaration of Interests
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Item 3.1- Directors' Disclosure of Interests

The Directors noted the standing Disclosure of Interest Register, which includes declarations from the CEO and Company Secretary.

It was noted by the CEO, that the standing Disclosure of Interest Register will also include disclosures from all senior Management attending board meetings.

The Directors confirmed, that subject to minor amendments to ensure consistency and accuracy on the standing register for its improvement, there was no conflict of interest to declare for the purpose of the meeting.

Item 4 – Previous Board Meeting Minutes

The Minutes from the previous Board meeting were tabled and taken as read.

RESOLUTION The Board **RESOLVED** to confirm the minutes of the Board meeting held 26 February 2020, as a true and correct record.

Item 4.2 – Action Items/Matters arising from the previous meeting

The actions arising from the previous Board meetings were noted by Directors

The COO, CFO, Head of Corporate Affairs, Company Secretary and Manager Policy & Strategy left the meeting.

Item 5 – In-Camera Session

An in-camera session with the Board and CEO only was held.

The COO, CFO, Head of Corporate Affairs, Company Secretary and Manager Policy & Strategy re-joined the meeting.

Kylie Lane joined the meeting.

Item 6 – Board Matters (Part 1)

6.1 a) Nomination Committee Matters

[REDACTED]

RESOLUTION:

[REDACTED]

6.1 b) Elected Director Vacancy

[REDACTED]

RESOLUTION:

[REDACTED]

Other Business

[REDACTED]

RESOLUTION:

[REDACTED]

Kylie Lane left the meeting and Vicki Middleton joined the meeting.

Item 7 – Government Update

The Chairman welcomed Vicki Middleton to the meeting and invited her to update Directors.

Ms Middleton noted:

- Minister Fletcher has made an announcement on 3 April 2020 regarding Essential Services, following recent Covid-19 pandemic developments and respective Stage 3 restrictions.
- The *Department of Infrastructure, Transport, Regional Development and Communications (DITRD)* is focusing considerable effort on COVID-19 related tasks.
- The DITRD will continue fortnightly communication with auDA to provide assistance.
- Online Safety & Media Reforms are still being progressed by Government.

It was **noted** HOCA will contact state authorities regarding auDA and its Essential Service support offering.

The CEO invited Vicki Middleton to provide Directors an update on the *Digital Transformation Agency*.

It was **noted** auDA would provide information on the .gov.au Agreement.

Vicki Middleton left the meeting.

Item 8 – Operations Update

The Operations Report was tabled and taken as read.

The COO was invited to provide an update to Directors, noting Stage 1 of the external ISO27001 audit is now complete with Stage 2 scheduled late May 2020, and certification on-track.

The CEO provided Directors an update on the emerging issues during Covid-19 emergency, noting Management are considering a policy response. The Board will be kept updated.

Item 9– Policy Development Update**Item 9.1 Risk Analysis of .au second level registration implementation Update**

The Risk Analysis of .au second level registration implementation Update, which was tabled and taken as read and the COO was invited to update Directors on planning for risk treatments prior to launch.

The Directors noted the confirmed launch date of the new policy framework will be announced once the Board is satisfied that all project implementation plan and risk treatments are within tolerance.

It was noted a further update will provided to the May 2020 Board meeting [**ACTION**].

9.2 Edu.au Advisory Committee – Terms of Reference

The edu.au Advisory Committee Report was tabled and taken as read and, Manager Policy and Strategy was invited to update Directors.

RESOLUTION/S: The Board **RESOLVED** to approve:

- a) The draft edu.au Advisory Committee Terms of Reference
- b) eDAC members being appointed to the edu.au Advisory Committee as an interim measure, subject to each member accepting the position.
- c) Appointment of the eDAC Chair, Michael Haigh as Chair of the Advisory Committee until December 2020.
- d) A call for nominations from peak bodies and sectors for members to be appointed to the.edu.au Advisory Committee; and
- e) Rescinding the Governance Arrangements for the edau.au 2LD Policy (2015-02) as tabled.

9.3. auDA Registrar Agreement

The auDA Registrar Agreement Update Report and associated appendix of the auDA Registrar Agreement from K&L Gates (Draft No: 7 (KLG) dated 31 March 2020) was tabled and taken as read.

The Directors noted the draft Registrar Agreement and Registrar Rules will be brought forward to the scheduled May 2020 Board meeting for approval.

The COO left the meeting

The CEO provided an update to the Directors on travel associated with a recent Colombia trip and sought approval for reimbursement, which was endorsed by the Finance & Audit Committee Chair and **RESOLVED** by the Board for payment.

The COO re-joined the meeting and the Chairman moved to agenda 11

Item 11 – Finance Update

Item 11.1 Finance Report – February 2020 YTD

The Finance Report for February 2020 YTD was tabled and taken as read and the CFO was invited to update Directors.

The CEO noted she had met with the Company's audit firm, KPMG and updated the Directors on her discussions in preparation for the FY20 audit.

Item 11.2 Credit Suisse Bank Account Signatory Change Update

CFO noted all paperwork and respective identification completed, noting return confirmation from Credit Suisse is yet to be received and will be followed up [**ACTION**].

The CFO further noted that \$5million previously approved for transfer to reserve funds for investment by Credit Suisse was still being held by auDA and that it would be prudent to continue to hold the funds in light of recent Covid-19 developments, which the Board supported.

Directors discussed insurances and the potential impact of COVID-19 on policy wording for the FY21 insurance program. Directors asked that the CFO seek advice on whether force majeure clauses would be changed by insurers in response to COVID-19. [**ACTION**].

Item 12 –Board Matters (Part 2)

12.1 Revised Board Committee Charters

The revised Board Committee Charters were tabled and taken as read.

RESOLUTION: The Board **RESOLVED** to adopt, the revised Board Committee Charters, subject to some further non-material amendments to ensure consistency, for the:

- People & Culture Committee.
- Finance & Audit Committee; and
- Security & Risk Committee.

The Directors **further RESOLVED** to review the approved Board Committee Charters in twelve (12) months, to ensure fit for purpose and timely support to the Board as the Company matures.

The Directors **further RESOLVED** to approve the amendment to the Board Charter, as tabled, and noted the need for a comprehensive review to ensure consistency with the newly adopted Committee Charters and removal of reference to the old Constitution. [**ACTION**].

The Chairman adjourned the meeting for a short lunch break and the meeting then resumed.

Item 10 – Stakeholder Engagement

The Stakeholder Engagement Report Feb- March 2020 was tabled and taken as read and the HoCA was invited to update Directors.

The HoCA provided an update, noting:

- The next Quarterly Government review, is scheduled 1 May 2020 which will mark the end of the review recommendations and the two-year implementation period, following significant milestones that have been reached.

- Succession of former GASC Chairman, Peter Tonoli, will be considered in May 2020, once a new Committee meeting date has been scheduled.
- Co-Marketing Fund Applications will be brought forward to the scheduled May 2020 Board meeting for Board approval.

It was **agreed** that a “learnings outcome” summary from recent Stakeholder meetings is to be circulated offline by the HoCA for Directors review and information [**ACTION**].

BWM Dentsu Marketing Agency Representatives joined the meeting

10.1 Promoting .com.au Campaign

The *Promoting .com.au* Campaign PowerPoint Presentation was tabled for presentation and BWM Dentsu Marketing Agency Representatives were invited to present to Directors, which was noted.

The CEO spoke to Part 2 of the tabled *Promoting .com.au* PowerPoint Presentation, noting Management are exploring initiatives to support Australian businesses impacted by Covid-19.

The Chairman moved to agenda 14

Item 14 –Information Papers for Board Information

14.1 Learning from .UK and .NZ

The Directors noted the Information Paper prepared by the COO, outlining the Learnings from .UK and .NZ.

14.2 Letter from Minister

The Directors noted the Letter from Minister Paul Fletcher, dated 4 March 2020.

14.3 License Review Panel

The Directors noted the Information Paper, outlining the new Licence Review Panel, existing Registrant Review Panel and EOI campaign.

Other Business

The Directors were reminded, in line with ISO27001 audit requirements, to undertake Security Awareness Courses online.

The Company Secretary provided an update on the implementation of Diligent Board portal software and proposed training for Directors.

No other business was noted.

The Chairman returned to the agenda, as scheduled.

Item 13 - Meeting Close

It was noted a **Nomination Committee meeting** to discuss agenda 6.1 tabled at the meeting, is scheduled at the conclusion of the Board meeting, from **3.00pm – 4.30pm**.

The Directors noted the first **People & Culture Committee meeting** is scheduled **Tuesday 14 April 2020 at 3.30pm – 5.30pm**.

It was further noted the **next Board meeting is scheduled Tuesday 19 May 2020 at 9.15am – 5.00pm**.

The meeting was closed at 2.40pm.

Signed as a true and correct record

Dated this day of

Alan Cameron
Chairman