

**.au Domain Administration Limited**  
ACN 079 009 340 (Company)

Minutes of the Board of Directors held on Tuesday 19 May 2020  
held by video conference, scheduled at 10.30am

<b><u>Directors Participating:</u></b>	Alan Cameron AO James Atkins Kate Cornick Peter Elford Matthew Healy Alice McCleary Sandra Davey Tania Fryer Angelo Giuffrida	Chairman Director Director (left after Item 12.1) Director Director Director Director Director Director
<b><u>Company Secretary</u></b>	Sonia Joksimovic	
<b><u>Invitee:</u></b>	Rosemary Sinclair AM Bruce Tonkin James Shady Clayton Ford Caroline Fritsch Leonie Holloway	Chief Executive Officer Chief Operating Officer Chief Finance Officer Head of Corporate Affairs Manager Policy & Strategy DITRDC ( <i>part attendance for Item 8</i> )
<b><u>Apologies:</u></b>	Vicki Middleton	DITRC (replaced by Leonie Holloway)

**Item 1 Acknowledgement of Country**

The Chair acknowledged the Traditional Owners and paid respect to their Elders, past, present and emerging.

**Item 2 – Meeting Open**

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

**Item 3 – Updated Declaration of Interests**

**Item 3.1- Confirmation of Directors' Disclosure of Interests**

The Directors noted the updated Disclosure of Interest Register and discussed the disclosure interest changes to ensure consistency in future.

The Directors agreed to remove disclosure of family investments and inclusion of 5% materiality threshold basis for respective shareholdings and agreed to recomplete their respective Disclosure of Interests and send to the Company Secretary for Register improvement.

The Chairman noted a conflict of interest for the purpose of the meeting, for fellow Angelo Giuffrida to be excluded from the discussion of agenda items 11.3 and 12, further noting Angelo was excluded from receiving the agenda 12.1 report, as confirmed by the Company Secretary.

The Directors and Management confirmed there was no conflict of interest to declare for the purpose of the meeting.

#### **Item 4 – Proposed Annual Board Calendar**

The Chairman noted the Proposed Annual Board Calendar has been moved to agenda 18 and will be discussed at the latter part of the meeting.

#### **Item 5 – 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 7 April 2020, as a true and correct record, subject to amendments discussed and agreed and as circulated online separately by the Chairman.

The Directors separately provided feedback on the Diligent Board Software Portal training and implementation.

It was agreed the Chairman and Company Secretary are to review the security settings to ensure robust protection to protect future Board reporting.

It was noted the Company Secretary will in time build the *Resource Library* available in the Diligent Board Software Portal for Directors future reference.

#### **Item 5.1 – Action Items/Matters arising from the previous meeting**

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

#### **Item 6 – Health, Safety & Wellbeing**

The *Health, Safety & Wellbeing Report* was tabled and taken as read.

The Directors noted the introduction of this report as a standing agenda item at auDA's Board meeting, following People & Culture Committee recommendation at its 14 April 2020 meeting.

The CEO provided an update on employees working from home as a result of the the Covid-19 pandemic, confirming use of government subsidy to assist employees and contribute to compliance of home office set-ups.

#### **Item 7 – Board Matters (Part 1)**

##### **7.1 Updated Board Charter**

Further to the 7 April 2020 Board meeting, the Directors noted a comprehensive review of the Board Charter to ensure consistency with the newly adopted Committee Charters and removal of reference to the old Constitution was undertaken.

**RESOLUTION:** The Directors **RESOLVED** to approve the adoption of the updated Board Charter, as tabled.

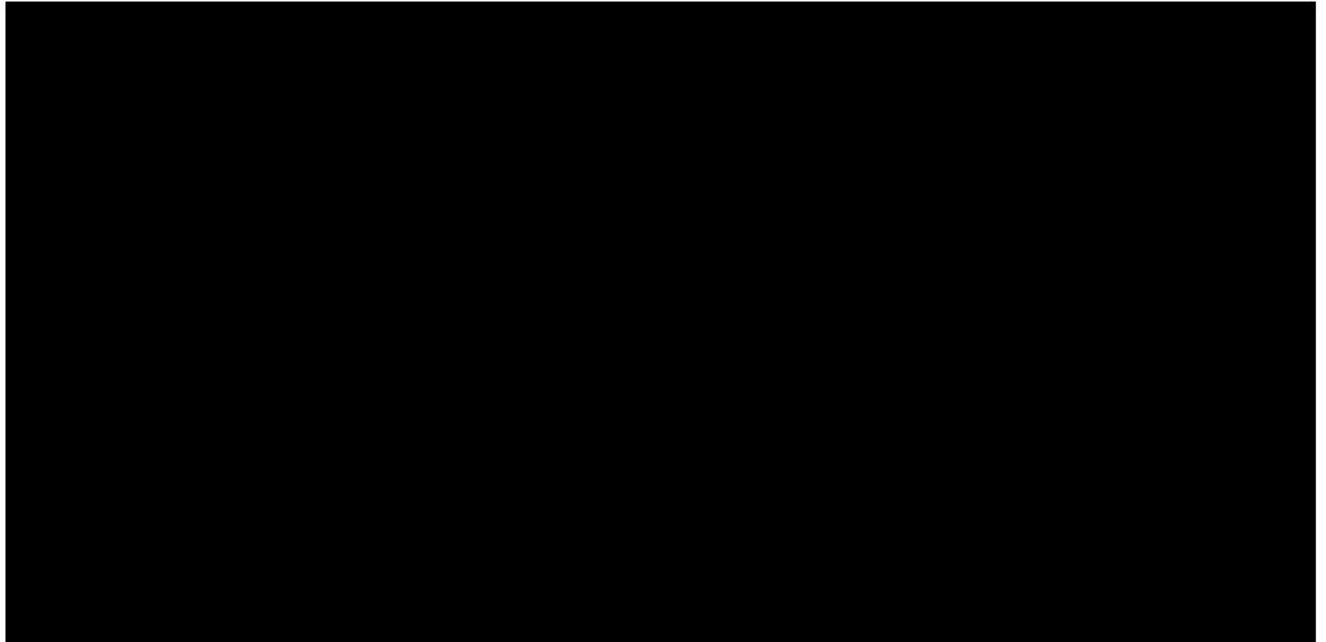
It was noted an annual review, in alignment with other Board Committee Charters as approved at the 7 April 2020 Board meeting, would be undertaken to ensure currency and alignment.

##### **7.2a Nomination Committee Meeting Report: 7 April 2020**

The *Nomination Committee Update Report*, which included the draft 7 April 2020 Nomination Committee meeting minutes, was tabled and taken as read.

## **7.2b Nomination Committee Matters**

The *Nomination Committee Matters Report* was tabled and taken as read, which the Chairman spoke to.



*Leonie Holloway joined the meeting.*

### **Item 8 – Government Update**

The Chairman welcomed Leonie Holloway (in place of Vicki Middleton) to the meeting and invited her to update Directors.

Ms Holloway noted:

- Positive Government Review was undertaken on 1 May 2020 confirming auDA have successfully completed all 38 recommendations and marking the close of a two (2) year review cycle, which is scheduled to be confirmed in writing by the Minister with an updated tracker document for file completeness.
- The *Department of Infrastructure, Transport, Regional Development and Communications (DITRD)* remains focused on COVID-19 related tasks to assist employees returning to the workforce, including assisting vulnerable consumers with hardship initiatives being prioritized.
- International Update noting the upcoming 22-25 June 2020 ICANN68 Conference

It was noted the COO will provide a Bush Fire Update for the Country Code Community (scheduled 1 June 2020) and update for Directors information will be provided at the next meeting.

*Leonie Holloway left the meeting.*

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

### **Item 9 – In-Camera Session**

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

*The Chairman adjourned the meeting for a short lunch break.*

*The meeting then resumed with the COO, CFO, Head of Corporate Affairs, Company Secretary and Manager Policy & Strategy re-joining the meeting with Directors.*

### **Item 10 – Operations Update**

The Operations Report was tabled and taken as read.

The COO was invited to provide an update to Directors, noting auDA has successfully received accreditation following the external ISO27001 audit, which the Board formally congratulated Management on achieving.

The COO spoke to:

- The registry outage in April 2020, as tabled, which was discussed, including an incidence review to ensure appropriate monitoring to avoid a reoccurrence in future.
- Banking related phishing scams, as tabled, noting Management are prioritising new processes to handle future complaints in alignment with the Company's policy framework.
- DNS Abuse, as tabled and the five main types to then handle complaints in alignment with compliance with .au ccTLD policies, which the Directors discussed.

The Directors noted the update on names in bushfire affected regions, as tabled, which was taken as read.

The Directors further noted the Technology and Security Report, as tabled, which was taken as read.

#### **Item 10.1 – Business Continuity**

The Business Continuity Project Report was tabled and taken as read.

The COO noted the precursor to undertaking this project is to upgrade all audit IT systems to meet best practice, which was discussed.

The Directors noted that in alignment with Covid-19 and impact on the economy, auDA has recently added two (2) additional sub-projects to the scope of the project, in alignment with ISO27001 accreditation, which includes:

- Documenting a plan for auDA to temporarily provide services to domain name license holders (registrants) in the event of a failure of a large registrar; and
- Documenting a plan for auDA to manage an orderly transition of services should auDA lose its endorsement from the Australian Government.

No further questions or comments were noted.

#### **Item 11 – Policy Development Update**

##### **Item 11.1 Project Update - .au Implementation Plan**

The Directors noted the *.au Policy Framework Implementation Project Update Report*, as tabled, noting the update on activities across the functional areas of compliance, policy stakeholder engagement and IT with respect to the implementation of the new policy framework, from the last scheduled meeting, which was discussed.

##### **Item 11.2 auDA Registrar Agreement**

The Registrar Agreement Report was tabled and taken as read, which the Manager of Policy & Strategy was invited to speak to.

The Directors noted that in alignment with the previous Board meeting, auDA has undertaken consultation with Registrars on the draft new Registrar Agreement and no concerns have been raised.

The Directors further noted the new Registrar Agreement is essential for auDA to introduce new Licensing Rules and the .au namespace.

**RESOLUTION/S:** The Board **RESOLVED** to approve the new Registrar Agreement, as tabled.

The Board **further RESOLVED** to approve delegation of all matters under the new Registrar Agreement to the Chief Executive Officer and anyone *Acting* Chief Executive Officer from time to time [noting the new Registrar Agreement provides auDA to exercise certain rights where the exercise of those rights may materially and adversely affect the business of a Registrar].

The Directors noted the auDA Registrar Agreement prepared by K&L Gates Lawyers (Draft No: 8 (KLG) dated 20 April 2020) , which was taken as read.

It was noted K&L Gates Lawyers are preparing guidelines to assist the CEO with decision making reviews.

*Angelo Giuffrida left the meeting.*

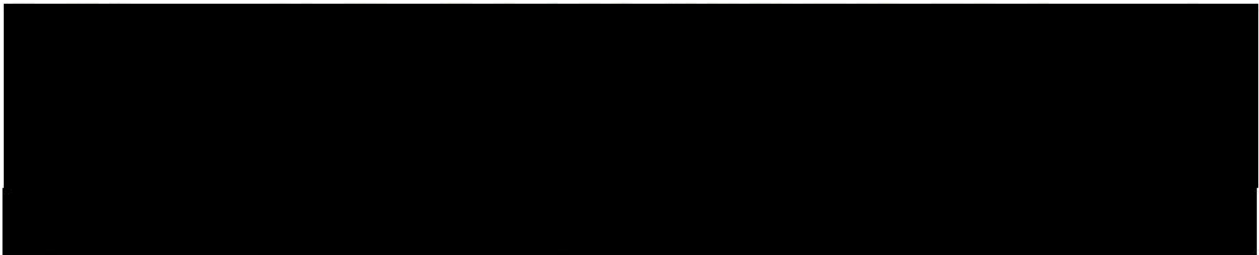
**Item 11.3 auDA Registrar Agreement includes: Consideration of Implementation Approach**

The Directors noted the "Options for roll-out of the Licensing Rules/au namespace and Registrar Agreement Report, which was taken as read.

The Directors noted and discussed the report, which provided:

- A further consideration of the options for the commencement dates of the new Licensing Rules, .au namespace, and Internationalized Domain Names (IDNs) [i.e. Launch Options]; and
- A consideration of the options to secure early uptake of the Registrar Agreement [i.e. Uptake Options].

The Directors provided guidance on the proposed Launch Date Options, as tabled.



*The Chairman moved to agenda 12.1*

**12.1 Co-Marketing Funding Application**

The *Co-Marketing Funding Application Report* was tabled and taken as read.

The Directors noted the Report sought Board approval of [REDACTED] from auDA's Co-marketing and Innovation Fund, which was discussed.

**RESOLUTION:** The Board **RESOLVED** to approve [REDACTED] of funding from the Co-Marketing and Innovation Fund for [REDACTED] subject to [REDACTED] the contract terms and conditions, as recommended by Management.

The Board provided feedback, recommending:

- Management develop a benchmark (with metrics) to assist future applications to be considered and approved by the Board; and
- Future grants should be publicized, with Management to consider further co-marketing activities to support growth of activities of Domain Space Names.

No further comments or questions were noted.

*Angelo Giuffrida re-joined the meeting and the Chairman reverted to agenda 12.*

**Item 12 – Stakeholder Engagement**

The Stakeholder Engagement Report dated 19 May 2020 was tabled and taken as read and the HoCA was invited to update Directors on stakeholder engagement activities throughout the month of April 2020.

*The Chairman moved to agenda 13.*

**Item 13 – Finance Update**

**Item 13.1 Finance Report – April 2020 YTD**

The Finance Report for April 2020 YTD was tabled and taken as read and the CFO was invited to update Directors on the financial performance for the reporting period, which was noted.

**Item 14 –auDA' Company Strategy/Evolution**

The CEO was invited to provide a verbal update on the evolution of the Company's Strategy, including accountability elements of auDA's 2020 Annual Report.

It was noted the CEO will discuss offline tools to support the evolution of the Strategy with Directors, Sandra Davey and James Atkins.

## **Item 15 –Board Matters (Part 2)**

### **15.1 Governance Committee Terminology Update**

The Board Matters (Part 2) Report was tabled and taken as read.

The Directors noted that a review of auDA's existing policies are currently under review with KPMG.

The Directors further noted that where an existing auDA Policy or auDA Governance Document references the *Governance Committee*, this is to be read as direct reference to the Board.

**RESOLUTION:** The Board **RESOLVED** that a reference to the Governance Committee will be read as a reference to the Board.

### **15.2 Board Committee Update**

The Directors noted the People & Culture Committee draft minutes from its scheduled 14 April 2020 meeting, which was taken as read.

The Directors noted the Finance & Audit Committee draft minutes from its scheduled 29 April 2020 meeting, which was taken as read.

*The Chairman moved to agenda 17.*

## **Item 17 –Information Papers for Board Information**

### **17.1 Updated Explanatory Guidelines**

The Directors noted there was no information Paper included for this agenda item and the *updated Explanatory Guidelines Information Paper* had been deferred.

### **17.2 Stakeholder Meetings**

The Directors noted the Stakeholder Meetings Information Paper, titled 'Outcomes /learning from Stakeholder meetings – Feb/Mar 2020'

### **17.3 ICANN Operating Plan and Budget**

The Directors noted the ICANN Operation Plan and Budget Information Paper, titled 'Highlights of the Adopted FY21-25 Operating and Financial Plan and FY21 Operating Plan and Budget' (dated 7 May 2020, prepared by ICANN).

### **Other Business**

No other business was noted.

*The Chairman returned to original agenda 4, re-arranged and included as Item 18 in the Board papers.*

## **Item 18 –Proposed Annual Board Calendar**

The Directors noted the proposed Annual Board Calendar, which was taken as read.

The Directors further noted the evolution of the Board Committee Calendar and Workplans remained *in progress* and would feed into the broader Annual Board/Governance Calendar for completeness.

The following strategic items for Board approval were **agreed** to be scheduled, as follows:

- **Company Strategy** to be moved to August 2020; and

- .au & IDN to be moved to September 2020.

*The Chairman reverted the agenda as scheduled.*

**Item 16 - Meeting Close**

The Chairman noted a **short order meeting** (i.e. ~45 mins/ 1 hour) for **Directors to discuss the current Board Skills Matrix** [in alignment with agenda 7.2b tabled at the meeting] would be canvassed offline via doodle poll for **Wednesday 27 May or Thursday 28 May 2020**, subject to Director availability.

It was noted a **People & Culture Committee meeting** is scheduled **Tuesday 2 June 2020 @ 9.30am – 11.30am**.

It was noted a **Nomination Committee meeting** [to discuss agenda 7.2b tabled at the meeting], is scheduled **Tuesday 2 June 2020 @ 2.30pm – 4.30pm**.

It was noted a **proposed Board meeting after the scheduled 2 June 2020 Nomination Committee meeting would be canvassed via doodle poll**, to update Directors on the meeting outcome and discuss the Kuala Lumpur ICANN68 22-25 June 2020 agenda to assist Directors to understand priorities for respective attendance [**ACTION**].

It was noted a **Security & Risk Committee Meeting** is scheduled **Wednesday 3 June 2020 @ 9.30am – 11.30am**.

It was noted an **auDA Foundation Board Meeting** is to be scheduled via doodle poll in **June 2020**.

It was further noted the **next Board meeting** is scheduled **Wednesday 1 July 2020 at 9.15am – 12.30pm**.

The meeting was closed at 3.41pm.

Signed as a true and correct record

Dated this      day of

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**Alan Cameron**  
Chairman