ACN 079 009 340

Draft Minutes of the Board of Directors

DATE AND TIME:	**1 July 2020** **9:15am to 12:30pm Melbourne time**
LOCATION:	**By video conference**

PRESENT:
- Alan Cameron AO, Chairperson
- Alice McCleary, Director
- Angelo Giuffrida, Director (until end Item 13)
- James Atkins, Director (until end Item 13)
- Kate Cornick, Director
- Matthew Healy, Director
- Peter Elford, Director
- Sandra Davey, Director
- Tania Fryer, Director
- Vicki Middleton, DITRDC Representative (Item7)

ALSO IN ATTENDANCE:
- Rosemary Sinclair AM, Chief Executive Officer
- Linda Brown, Company Secretary
- Bruce Tonkin, Chief Operating Officer
- James Shady, Chief Financial Officer
- Clayton Ford, Chief Communications Officer
- Caroline Fritsch, Manager Policy & Strategy
- Steph Viljoen, Manager Compliance & Analytics (Item 11.1)
- John Tomic, Compliance Officer & Data Analyst (Item 11.1)
- Sue Brennan, HR Support (Item 6)

APOLOGIES:
None

1. Acknowledgement of Country

The Chair opened the meeting by paying respects to the Gadigal people of the Eora nation where he was located and the *Wurundjeri* people, the nominal location of the meeting.

2. Welcome, Quorum and Introductions

The Chair welcomed all present, noting that there were no apologies and that there was a quorum for the meeting.
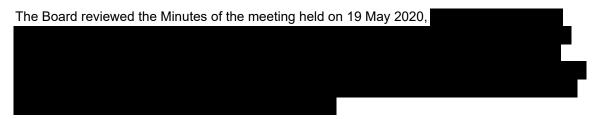
3. Declarations of Interests

The Board noted the Declarations of Interests.

4. Annual Board Calendar

The Board noted the Annual Board Calendar and the Company Secretary's advice that it was still being developed and that a proposed calendar with meetings dates through to the end of 2021 would be brought to the August meeting and that the Committee Calendars would be aligned to the Board dates.

5. Previous Board Meeting Matters
5.1. Approval of Previous Board Meeting Minutes

The Board reviewed the Minutes of the meeting held on 19 May 2020, ███████████████

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The Board reviewed the Special Purpose Meeting Minutes of 2 June 2020.

The Board reviewed the 29 April 2020 Circular Resolution to approve KPMG conducting a review of auDA's internal corporate policies and noted that this was not part of and did not impact KPMG's External Audit function.

The Board **resolved** that the Minutes of the previous meetings held on 2 June 2020 and 19 May 2020 were a true and accurate record of the meetings, subject to amending the 19 May 2020 Minutes to reflect the Board comments. The Board noted the Circular Resolution of 29 April 2020.

5.2. Notice of Meeting of Governing Members

The Board reviewed the Notice of Meeting of Governing Members to consider amending the Transition Date, noting the CCO's advice that the notice had been drawn up with assistance from Ashurst and that non-members could attend the meeting and submit questions 48 hours prior but not vote.

The Board **resolved** to approve the Notice of Meeting of Governing Members subject to amending to reflect that the meeting was called by order of the Board not the Chairman and to correct the reference to the target number of Associate Members from 125,000 to 12,500.

5.3. Action Items Review

The Board reviewed the actions and noted that all previous actions had either been completed or were on the agenda.

6. Health Safety & Wellbeing Update
The HR Support Officer joined the meeting to report on HR matters.
6.1. HS & W Moment

The Board noted the HR Officer's advice that no Work Health Safety issues had been reported this period and that work was underway on a strategy to navigate back into the office. This will include consulting staff to ensure everyone has input and feels comfortable. The Board noted that the Covid 19 environment was changing all the time.

6.2. Return to Office Approach

The Board discussed the staff update on the approach to returning to work in the office and the current and proposed floor plan, noting that as all staff were continuing to work remotely throughout the Covid 19 pandemic and state of emergency, the plan should refer to Return to Office rather than Return to Work. The Board noted that it was important to know if staff live in 'hot spot' postcodes and HR's advice that this analysis was being done.

The Board emphasised that the current government order was still that 'if you can work from home then you must work from home' and the CEO confirmed that this was the current practice and that staff were very mindful of following safe practices.

The Board discussed the current move to organisations developing Pandemic and State of Emergency policies to provide guidance in the current and future situations.

Action: Develop a Pandemic and State of Emergency policy with timing set out in the Policy Review Workplan.

7. Government Update

The Chair welcomed Vicki Middleton, DITRDC to the meeting at 10am to provide a government update. Ms Middleton noted:

- The current work on Covid 19 related matters and available government services and relief
- The Prime Minister's focus on cyber security matters and the work of the Australian Cyber Security Centre
- Participation in the recent ICANN68 Policy Forum.

8. Governance Policies Update
8.1. KPMG Internal Policy Review

The Board noted the CEO's advice that there had been minor updates to the KPMG Policy Review Report following the Finance & Audit Committee (FAC) meeting, and that the next step was to develop a policy review workplan that would include a priority list e.g. fraud, pandemics and flexible working arrangements. The Chair of the FAC noted that there was nothing surprising in the report and that the Recommendations Summary could very usefully guide the workplan.

The Board discussed the Maturity rating explanatory guide noting that they were comfortable to aim for an 8 as an appropriate level for an organisation of auDA's size and purpose.

Action: Develop a policy review workplan for the August 2020 Board meeting.

8.2. Performance Management Policy

The CEO outlined the approach to the 2019/20 Performance Management Process that includes performance conversations between each staff member and their manager covering achievements and challenges during 2019/2020, KPIs for 2019/2020 and outcomes, and a review of their position description, followed by a meeting with the CEO.

Action: Provide an update on the progress of the Performance Management process to August 2020 Board meeting.

9. In Camera Session with the Board & CEO

Staff left the meeting for this item while the Board held an *in camera* session with the CEO and Company Secretary.

10. Strategy Evolution
10.1. .auDA Company Strategy Update

The Board noted the CEO's update on the approach to developing the 2021/2025 auDA Strategy including a series of staff and Board workshops and stakeholder consultation with the final strategy ready for Board approval in December 2020.

Action: Provide an update on progress on the 2021/2025 Strategy work for the August 2020 Board Meeting.

10.2. Regulatory Framework Resource Project

The Board discussed the Regulatory Framework Resource Project proposal noting the value of seeking an external perspective.

The Board **resolved** to approve the Regulatory Framework Resource Project Scope including the appointment of Professor Arie Freiberg and Simon Corden to undertake the project and the project budget.

11. Operations Report

The Board noted the COO's Operations Report particularly the work to manage domain name renewals in bushfire affected areas.

11.1. Compliance Team Case study

The Manager Compliance and Compliance Officer presented a recent case study.

12. .au Policies Update

12.1. Registrar Rules

The Board discussed the *.au Domain Administration Rules – Registrar* which sets out the minimum requirements of registrars necessary to give effect to the auDA Registrar Agreement and *.au Domain Administration Rules – Licensing*.

Director Angelo Giuffrida abstained from considering or voting on the rules due to a declared conflict.

The Board **resolved** to approve the *.au Domain Administration Rules – Registrar*.

12.2. Amendments to the Licensing Rules

The Board discussed the Licensing Rules noting that minor amendments are required to resolve inconsistencies with definitions in the auDA Registrar Agreement, and to tighten the rules for foreign persons relying on an Australian Trade Mark to establish an Australian presence and to ameliorate the impact on a small class of id.au registrants.

The Board **resolved** to approve the amendments to the *.au Domain Administration Rules – Licensing.*

12.3. Licensing Rules and Registrar Rules Commencement Date

The Board discussed a commencement date for the first phase of the .au Licensing Rules and the Registrar Rules.

The Board **resolved** to approve the commencement date for phase one of the *.au Domain Administration Rules: Licensing* under paragraph 1.2.1 and the commencement date of the .au *Domain Administration Rules: Registrar* under paragraph 1.2.1.

13. Communications & Stakeholder Engagement

The Board noted the Communications and Stakeholder Engagement report and the CCO's update on the Elected Director Vacancy. The CCO advised that interest in the position has been strong and that reviewing and shortlisting will commence after applications close on 3 July 2020. The Chair noted that the Chair of the People & Culture Committee would be asked to assist with the process.

13.1. Brand Identity

The Board discussed the proposal to develop a refreshed brand identity for auDA in line with the work done across the namespaces in the .au ccTLD and developing the new website, and noted that the identity and any website work should comply with accessibility standards.

The Board **resolved** to approve the development and implementation of a refreshed brand identity for auDA.

13.2. Stakeholder Map

The Board noted the updated Stakeholder Map.

14. Finance Update

14.1. Finance Report May 2020 and YTD

The Board noted the Finance Report.

14.2. Draft FY21 Budget

The Board discussed the Draft FY21 Budget endorsed by the Finance & Audit Committee (FAC) and noted the advice from the Chair of the FAC that the Committee had reviewed the draft budget in detail at its meeting on 26 June 2020. The Board also noted the CEO's advice that some adjustments may need to be made following the finalisation of the strategy in December 2020.

The Board **resolved** to approve the FY21 Budget.

14.3. Proposed FY21 Insurance Program

The Board discussed the FY21 Insurance Program and noted the advice from the Chair of the FAC that the Committee had discussed the proposal in detail at its meeting on 26 June 2020.

The Board noted the FY21 insurance program and **ratified** the CEO's instruction that cover be implemented effective 1 July 2020.

15. Board Matters & Committee Update
15.1. People & Culture Committee Meeting Minutes 2 June 2020

The Board noted the Minutes of the 2 June 2020.

15.2. Nominations Committee Meeting Minutes 2 June 2020

The Board noted the Minutes of the 2 June 2020.

15.3. Security & Risk Committee Meeting Minutes 3 June 2020

The Board noted the Minutes of the 3 June 2020.

15.4. auDA Foundation Pty Ltd Meeting Minutes 18 June 2020

The Board noted the meeting of 18 June 2020.

15.5. auDA Finance & Audit Committee Meeting Minutes 26 June 2020

The Board noted the meeting of 26 June 2020.

16. Meeting Close and Next Meeting Dates/Events

The next Board and Committee Meeting Dates:

- Governing Members Meeting, 29 July 2020 9:30 to 11:30am
- People & Culture Committee Tuesday 11 August 2020, 2 to 5pm
- auDA Board Meeting Tuesday 18 August 2020, 9:15am to 12:30pm
  (Minister Fletcher attending for 30 Minutes)
- Board Meeting Wed 23 September 2020, 9:15 to 12:30pm
- auDA Board Meeting Tues 10 November 2020, 12 to 5pm
- auDA AGM Tues 10 November 2020, 5 to 7pm

Directors agreed to extend the 18 August and 23 September Board Meetings by 1.5 hours (until 2pm) to ensure there was sufficient time to get through all business.

Meeting closed at 1.12pm.

17. Information papers
17.1. ICANN68 22-25 July 2020 Summary

The Board noted the ICANN68 summary.

17.2. Co-Marketing & Innovation Fund Background (Not provided to Angelo Giuffrida)

The Board noted the Co-Marketing & Innovation Fund paper.

17.3. Resilient Leadership, Deloitte Insights

The Board noted the Resilient Leadership article.

Signed as a true and correct record

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Alan Cameron AO

Independent Chairperson

Date: