
Draft Minutes of the Board of Directors

DATE AND TIME: 18 August 2020
9:15am to 2:00pm Melbourne time

LOCATION: By video conference

PRESENT:

- Alan Cameron AO, Chairperson
- Alice McCleary, Director
- Angelo Giuffrida, Director
- James Atkins, Director
- Kate Cornick, Director
- Matthew Healy, Director
- Peter Elford, Director
- Sandra Davey, Director
- Tania Fryer, Director

ALSO IN ATTENDANCE:

- The Hon Paul Fletcher, MP Minister for Communications, Cyber Safety and the Arts (8)
- Rosemary Sinclair AM, CEO
- Linda Brown, Company Secretary
- James Shady, CFO
- Bruce Tonkin, COO
- Clayton Ford, CCO
- Caroline Fritsch, Policy & Strategy
- Sue Brennan, HSRO (Item 6)
- Steph Viljoen, Manager Compliance (12.1)
- Mark Bouck, A/ Senior Compliance Officer (12.1)

APOLOGIES:

- Vicki Middleton, DITRDC Representative
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1. Acknowledgement of Country

The Chair acknowledged the Gadigal people of the Eora nation where he was located, and elders past and present as well as any indigenous people on the call.

2. Welcome, Quorum and Introductions

The Chair welcomed all present, noting that there was a quorum for the meeting. The Company Secretary advised that there was one apology, from Vicki Middleton, DITRDC Representative.

3. Declarations of Interests

The Board noted the Declarations of Interests.

4. Previous Board Meeting Matters

4.1. Approval of Previous Minutes

The Board reviewed the Minutes of the meeting held on 1 July 2020.

The Board **resolved** to approve the Minutes of 1 July 2020 as a true and correct record of the meeting.

The Board reviewed the General Meeting Minutes of 29 July 2020.

The Board **resolved** to approve the General Meeting Minutes of 29 July 2020 as a true and correct record of the meeting.

4.2. Actions Arising

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

4.3. Elected Director Vacancy

The Board discussed the process for filling the elected director vacancy, noting that a meeting of the Nominations Committee was scheduled for 20 August 2020.

5. Annual Board Calendar

The Board reviewed the Annual Board Calendar for 2021 and agreed to provide confirmation of their availability for the proposed dates to the Company Secretary by email. The Board noted that stakeholder functions should be aligned to away meetings once the dates were confirmed and these types of activities were able to resume (when COVID-safe) and that the auDA Foundation dates should be included for completeness.

Action: Finalise the Board Calendar including the addition of Stakeholder functions and Foundation meeting dates.

6. Health Safety & Wellbeing Update

6.1. HR Report

The CEO spoke to the HR report noting in particular the status of recent recruitment activities, staff leave balances and staff wellbeing in the Stage 4 lock down period. The Chair raised the possibility of providing Pandemic Leave if staff had insufficient personal leave to manage a COVID19 related absence.

Action: Consider options for updating the Leave Policy to include Pandemic Leave.

6.2. COVID 19 Arrangements

The Human Resources Support Officer provided an update on the current COVID19 working arrangements and staff wellbeing activities including an upcoming staff survey. The Board emphasised the benefit of using annual leave to take short breaks during this period to rest and refresh. The Board noted the HRSO's advice that action to look for alternative premises was on hold but requested Management contact the landlord to check the status of vacancies in the current office building.

Action: Board to provide HRSO with any feedback on draft survey.

Action: Continue to explore options to secure alternative office space on other floors in the building.

7. Governance Policies

7.1. KPMG Internal Policy Review Plan

The Board reviewed the Internal Policy Review Plan, noting Management's advice that it would be updated further following consultation with each of the Committees. The Board provided guidance on the Framework Policy and grouping of People Policies.

Action: Convene a meeting of the Committee Chairs to agree the allocation of responsibility for each policy.

7.2. Delegations Manual Update

The Board reviewed the proposed amendment to the Delegations Manual to give effect to the May 2020 Board resolution to approve the delegation of all matters under the new Registrar Agreement to the CEO.

The Board **resolved** to approve the updated Delegations Manual delegating all matters under the new Registrar Agreement to the Chief Executive Officer and anyone who is *Acting* Chief Executive Officer from time to time.

8. The Hon Paul Fletcher MP, Minister for Communications, Cyber Safety and the Arts

The Minister joined the meeting to hear from the Board and Management on current auDA activities and priorities and share insights on Government's focus in the internet and domain space.

9. Communication & Stakeholder Engagement Report

The Board noted the Communication & Stakeholder Engagement report and the CCO's advice that the com.au campaign was now live and that Directors and staff could share the promotion if they saw it in their social media feeds. The Board provided guidance on the graphics shared as part of auDA's future communications projects.

9.1. GASC & TASC Review

The Board noted management's proposal to engage a governance specialist to review the General Advisory Standing Committee and the Technical Advisory Standing Committee and recommend an improved framework to support the Committees' important work. The Board supported the proposal but requested management review the proposed fee. [The Chair noted that he had been unaware of the proposal, and had no continuing connection with the consulting firm.]

The Board **resolved** to support management's approach to the proposed project to establish the roles, governing protocols and improve operational effectiveness of the GASC and TASC.

9.2. Annual Report Proposed Structure

The Board reviewed the overview of the proposed structure and key content headings for the FY20 Annual Report and provided guidance on presentation of information.

The Board **resolved** to endorse the proposed structure and process for the FY2020 Annual Report.

Action: Schedule a short Board meeting on 12 October 2020 to approve the Final FY2020 Annual Report.

10. Co-Marketing Applications

The Board reviewed the Co-Marketing Committee's assessment of two applications for grant-level funding.

The Board **resolved** to approve the two applications for funding for \$125,000 (inc GST) and \$100,000 (inc GST) respectively.

Note: Director Angelo Giuffrida was not provided with the applications and was absent for the decision as per his declared conflict of interest.

11. Finance Report

11.1. June 2020 & EoFY 2020 Report

The Board reviewed the June 2020 & EoFY 2020 Finance Report and noted the Chair of the Finance & Audit Committee's comment that the net cashflow figure hadn't been updated since May 2020.

Action: CFO will provide an updated June 2020 Cash Flow report.

11.2. July 2020 & YTD Report

The Board noted the report and the plan to achieve an appropriate balance between cash-on-hand and invested cash, as discussed at the Finance & Audit Committee.

12. Operations Report

The Board noted the COO's Operations Report particularly the work on staff resourcing and capacity across all the operational areas.

12.1. Compliance Team Case Study

The Manager Compliance and Senior Compliance Officer presented a recent case study on the handling of a complaint.

12.2. Policy Framework Implementation Update

The Board noted the detailed planning and resourcing work underway to map the three phases and support the implementation of the Policy Framework:

- New Registrar Agreement
- New Registrar Rules
- New Licensing Rules.

13. Board Committee Update

13.1. People & Culture Committee

The Board noted the People & Culture Committee update.

14. In-Camera Session

The Board held an in-camera session with the CEO and Company Secretary present only.

The Chair noted that he had conducted an informal Board evaluation exercise and circulated a summary report of his consultation with Directors.

15. Meeting Close and Next Meeting Dates/Events

The Board noted the next meeting dates:

- Strategy Workshop 21 August 2020
- Board Meeting 23 September 2020

Meeting closed at 2pm.

16. Information papers

16.1. Australia's 2020 Cyber Security Strategy

The Board noted the strategy.

16.2. Protecting Critical Infrastructure Systems

The Board noted the report.

16.3. TASC Minutes July 2020

The Board noted the Minutes.

16.4. .au Domain Administration Explanatory Guide

The Board noted the guide.

16.5. APTLD Working paper #3 – Lessons from the Lockdown

The Board noted the paper.

16.6. ICANN Report

The Board noted the report.

Signed as a true and correct record

Alan Cameron AO

Independent Chairperson

Date: