
Minutes of the Board of Directors

DATE AND TIME: 23 September 2020
9:15am to 3:45pm 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
- Vicki Middleton, DITRDC

ALSO IN ATTENDANCE:

- Rosemary Sinclair, CEO
 - Linda Brown, Co Sec
 - James Shady, CFO
 - Bruce Tonkin, COO
 - Clayton Ford, CCO
 - Caroline Fritsch, Policy & Strategy
 - Sue Brennan, HSRO (7)
 - Barbara Schade, CC
 - Steph Viljoen, Manager Compliance (10.2)
 - Daniel Young, Compliance Officer (10.2)
 - Katherine Sainty, Sainty Law (13)
 - Andrew McLeish, Stoplevel (14)
 - Claire Noone, NOUS Group (15)
-

1. Acknowledgement of Country

The Chair acknowledged the Gadigal people of the Eora nation where he was located, and elders past and present.

2. Welcome, Quorum and Introductions

The Chair welcomed all present, noting that there was a quorum for the meeting.

3. Declarations of Interests

The Board noted the Declarations of Interests and discussed whether spouse interests should be included.

Action: Seek advice on whether spouse interests should be included on the auDA Register of Interests if there is a known conflict.

4. Previous Board Meeting Matters

4.1. Approval of Previous Minutes

The Board reviewed the Minutes of the meeting held on 18 August 2020.

The Board **resolved** to approve the Minutes of 18 August 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 proposed process for conducting the Elected Director Ballot, noting that Ms Jacqueline Korhonen, Ms Clare Petre and Ms Jennifer Wilson have been approved by the Nomination Committee for the purposes of rule 5.2(a)(ii) of the Constitution and the conditions for appointing the successful candidate as a Director i.e. receiving a majority favourable vote and subject to signing a letter of consent to act.

The Board **resolved to approve** the process and procedure for the ballot of Associate Members referred to at *Appendix A* (Ballot), and include Jacqueline Korhonen, Clare Petre and Jennifer Wilson in that Ballot.

The Board **resolved** that the candidate who receives the most votes cast in favour in the Ballot, provided that a majority of votes cast in the ballot are in favour of the candidate and subject to that candidate providing their written consent to act as a Director of the Company, be appointed director of the Company with effect from 11 November 2020.

The Board **resolved** that the Australian Securities and Investments Commission be notified of the appointment within 28 days of the appointment.

4.4. AGM Process

The Board discussed the Annual General Meeting scheduled for Tuesday 10 November 2020, noting that it would be conducted online and likely by Link Market Services who assisted with the 2019 AGM. The CCO confirmed that he and the Company Secretary were currently working on the arrangements including preparation of the Notice of AGM for approval and distribution in October.

5. Government Update

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

- The Government focus on cyber security and the current consultation on Protecting Critical Infrastructure of National Significance and proposed legislation and regulations
- The Department of Education focus on the use of the word “university” and other variations in domain names
- International engagement through ICANN and ITU.

6. Finance

6.1. 2020 Audit Findings

The Chair of the Finance & Audit Committee noted that the audit had been completed and presented by KPMG as an unqualified report and that KPMG had confirmed that auDA was comfortably in the centre of KPMG’s risk profile.

The Board **accepted** the Audit Report.

6.2. 2020 Annual Financial Statement

The Chair of the Risk & Audit Committee noted that the FAC had conducted a detailed page turn of the Annual Financial Statement and had made minor suggestions, none of which related to the numbers. The Board requested the addition of a sentence to explain the change in revenue (note 5).

The Board, on the recommendation of the Finance & Audit Committee, **resolved** to approve the Financial Report for the year ended 30 June 2020 and authorise the Chair to sign the report, subject to agreed minor amendments.

6.3. August 2020 & YTD Finance Report

The Board discussed the August 2020 & YTD Finance Report.

Action: Finance & Audit Committee to review auDA's Investment Strategy including asset allocation to ensure that it is in line with auDA's risk appetite.

Action: Include a graph of revenue recognition across multiple years in future finance reports.

7. Health Safety & Wellbeing Update

7.1. HR Report

The Board noted the HR Report including the support being provided to staff during the lockdown, proposed changes to leave entitlements and recent appointments to the administration, communications and compliance areas.

Action: Refer draft Pandemic and Mental Health Leave Clauses to the People & Culture Committee.

7.2. COVID 19 Arrangements

The Board noted the report on COVID 19 Arrangements including the recent staff check-in survey, upcoming remote ergonomic assessments for all staff (also available to Directors) and options for alternative office space in the current building to better facilitate a return to the office.

8. Licence Review Panel Update

The Board noted the update on the selection process for the Licence Review Panel and the Selection Panel's advice regarding appointment arrangements.

The Board **resolved to** delegate the decision to appoint the Licence Review Panel members to the Selection Panel (Tania Fryer and Matt Healy) following interviews and reference checks.

The Board **resolved to** approve the following Licence Review Panel appointment and process arrangements:

1. An initial term of up to 3 years with an option to extend by agreement
2. A 12 month formal review of arrangements
3. Fees based on a \$10K per annum retainer and \$2K per review
4. Engaging Phil Khoury to draft a governance document for Licence Panel Review matters.

Action: Amend the Licence Review Rules to specify appointment terms 'up to three years with the option to extend by agreement'.

9. Communications & Stakeholder Engagement Report

The Board noted the Communication & Stakeholder Engagement report including recent engagement with government, sponsorship and participation in NetThing, increased membership and GASC and TASC activities.

9.1. Draft 2020 Annual Report

The Board reviewed the draft 2020 Annual Report and provided positive feedback on the structure, content and look and feel of the report. The CCO requested feedback from the Board offline to enable the report to be finalised in preparation for approval at the October 2020 Board meeting.

Action: Directors to provide any specific comments on the draft 2020 Annual Report to the CCO via email.

10. Operations Report

The Board noted the Operations Report including work to respond to the *Protecting Critical Infrastructure of National Significance* consultation, .au security strategies, movement in creation of new domain names, engagement with Registrars and the recent review of auDA compliance processes.

10.1. Policy Framework Implementation Update

The Board noted the Policy Framework Implementation Update.

10.2. Compliance Case Study

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

11. Governance Policy

11.1. Corporate Policy Review Implementation Plan

The Board discussed the changes to the Corporate Policy Review Implementation Plan arising from the recent meeting of the Board Committee Chairs to agree the allocation of responsibility for each policy.

The Board **endorsed** the plan subject to amending the second Committee reviewer for Anti-Bribery, Corruption & Fraud and Gifts, Benefits & Hospitality policies and updating the Related Party Transaction policy cross references.

12. Board Committee Update

12.1. People & Culture Committee

The Board noted the draft People & Committee Minutes

12.2. Security & Risk Committee

The Board noted the draft Security & Risk Committee Minutes

12.3. Finance & Audit Committee

The Board noted the Finance & Audit Committee update

12.4. Nominations Committee

The Board noted the draft Nominations Committee Minutes

13. In Camera Session

The Board held an in-camera session.

14. Whistleblower Obligations

The Board had a presentation from Stopline, auDA's Whistleblower provider, on the obligations of Directors and Senior Management.

15. NOUS Review of Complaint Handling

The NOUS Group presented the findings and recommendations of their recent review of auDA's compliance and complaint handling processes.

The Board noted the CEO's advice that an approach to the Review of auDA Complaint Processes report and its recommendations was being prepared and would come to the December 2020 Board meeting.

16. Other Business

The Board discussed authority for account holders to sign documents on behalf of auDA Ltd.

The Board **ratified** the signing of the documents, **confirmed** that the signatories on the Credit Suisse account are able to sign on behalf of auDA Ltd and **confirmed** that the signatories on any auDA account are authorised to sign on behalf of auDA Ltd.

17. Meeting Close and Next Meeting Dates/Events

The Board noted the next meeting dates:

- 7 October 2020 – PCC

- 12 October 2020 – Board Meeting

Board Meeting closed at 4:06pm.

18. Information papers

18.1. Annual Board Calendar

The Board noted the Annual Board Calendar

18.2. GASC Minutes August 2020

The Board noted the GASC Minutes

18.3. SRC Paper: Protecting Critical Infrastructure Systems

The Board noted the paper

18.4. Protecting Critical Infrastructure Systems of National Significance Final Submission

The Board noted the submission

18.5. NOUS Review of auDA Complaint Processes

The Board noted the report.

18.6. EU Digital Services Update

The Board noted the update.

18.7. Home Affairs Briefing

The Board noted the briefing paper.

Signed as a true and correct record

Alan Cameron AO

Independent Chairperson

Date: