

# Meeting Minutes

Meeting	Annual General Meeting	
Date / Time	15 November 2023 / 5pm AEDT	
Location	In person at RACV Club, 501 Bourke St, Melbourne Victoria and via <a href="#">Live Stream</a> .	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Angelo Giuffrida, Director Jackie Korhonen, Director Peter Elford, Director	Sandra Davey, Director Sandra Hook, Director Mike Trovato, Director Wendy Thorpe, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sophie Mitchell, CCO Bruce Tonkin, COO James Shady, CFO	Rebecca Papillo, CM Hayley Wigg, CA Andrew McCallum, MCEM Kylie Gow, MEO Adrian Nathanielsz, Auditor
Other attendees	60 Members and Visitors	
Apologies	None	

## 1. Welcome

The Chairperson, Alan Cameron AO, welcomed everyone to the auDA 2023 Annual General Meeting on behalf of the Board, noting that a quorum of ten members was present and declared the meeting open at 5:03pm AEDT.

The Chair acknowledged the original custodians of the land on which the AGM met and paid respects to their Elders past and present and any indigenous persons in attendance.

The Chair introduced the auDA Directors present in the room and those attending online. The Chair advised that the Notice of Meeting had been issued on 19 October 2023 in accordance with the Corporations Act and the auDA Constitution and confirmed the agenda and arrangements for voting in the meeting and asking questions. The Chair declared the poll on item 5 open.

## 2. Reports from the Chair and CEO

### Chair's Report

The Chair reported on auDA's governance activities to 30 June 2023, noting that the auDA's Board oversees the organisation's governance processes and ensures that



auDA delivers on its purpose, to administer and deliver a trusted and transparent .au for all Australians. The Chair highlighted these activities, noting that they were set out in detail in the Annual Report including the reporting framework, risk management, policies, critical projects related to auDA's membership model, diversity, public benefit program and registry services, participation in multistakeholder internet governance and Board governance.

The Chair thanked his fellow directors for their collaborative approach and work over the year and particularly the significant contribution of outgoing directors Matthew Healy and Jackie Korhonen and welcomed incoming Appointed Directors Tara Commerford and Thu-Trang Tran.

The Chair also thanked auDA's General and Technical Advisory Committees and the .edu, .au Advisory Committee for their contribution and strategic advice to the auDA Board on matters of significance and acknowledged the work of the Company Secretaries.

### **CEO Report**

The CEO, Rosemary Sinclair AM, reported on auDA's operational achievements to meet its core functions to operate a safe, secure and reliable and deliver on strategic objectives to administer the .au domain and deliver value for the benefit of all Australians.

2022-23 activities included implementing best practice security standards and mitigating DNS abuse, maintaining 100% reliability, operating compliance activities and posture within the .au Licensing Framework, increasing .au registrations by 18% making auDA the 7th largest country code top-level domain in the world and the 10th largest top-level domain overall, engaging with Aboriginal and Torres Strait Islander communities on whether and how the innovation of a new Indigenous namespace might support Aboriginal and Torres Strait Islander communities, concluding a successful .au registry services tender, the release of the second Digital Lives of Australians research report and distribution of 15 grants to promote digital inclusion and innovation.

The CEO noted the investment in multistakeholder engagement including through growing and diversifying auDA's membership, supporting registrars with regular briefings, hosting a registrar summit and funding the co-marketing program, participating in local and global internet governance policy activities including NetThing, the Asia Pacific Regional Internet Governance Forum, the Asia Pacific Top Level Domain forum, EuroDIG, and ICANN meetings, contributing to government policy consultations and preparing a draft Reconciliation Action Plan.

The CEO noted the investment in people and creating a positive culture and a stable financial performance to help deliver value and administer a trusted and secure .au domain. The CEO concluded by thanking the auDA Board, the Executive, the leadership team, and all auDA staff.



### 3. Reports

The Chair noted the 2022–23 financial report and the reports of the Directors and the auditor, KPMG, and invited questions arising from the Chair, CEO and Financial reports. Questions were received and responded to on:

- Crossover of ownership between different .au domain categories
- Director remuneration, recruitment and performance review
- Registrars compliance with ISO 27001
- Regional Membership events
- .au direct token renewals for contested domains.

### 4. Declaration of Newly Elected Director

The Chair confirmed that in accordance with Rule 5.6, Peter Elford was declared elected to the auDA Board. The Chair congratulated Peter noting that he was currently an Appointed Director.

The Chair thanked the other two candidates in the election and the other applicants who took part in the selection process.

### 5. Increase to Aggregate Limit of Directors' Remuneration

The Chair put forward for consideration the following resolution:

*"That the annual aggregate limit on the amount of remuneration that the directors are entitled to be paid out of the funds of auDA, under rule 10.1 of the auDA constitution is fixed at \$690,000, inclusive of Superannuation Guarantee, effective 1 July 2024."*

There were no further questions or comments on the Resolution, and the Chair noted that voting would remain open until 5 minutes after the close of the meeting.

[The Returning Officer reported after the close of the meeting, that the Resolution was carried.]

### 6. General Business

A member asked the Board to provide further details around the consultation process with Aboriginal and Torres Strait Islander communities. The CEO confirmed the process and the Chair noted that Board is very concerned to make sure that auDA doesn't presume what Aboriginal and Torres Strait Islander people might or might not want with respect to domain names.



## **7. Meeting Close**

The Chair declared the meeting closed at 5:58pm.

Signed as a true and correct record.

**Alan Cameron AO**  
Independent Chairperson

Date: