Meeting Minutes

Meeting	Board Meeting	
Date / Time	4 December 2025, 9:15 to 3pm AEDT	
Location	Level 19, 8 Exhibition St, Melbourne and Teams Meeting	
Present	Marina Go AM, Independent Chairperson Sandy Davey, Director Peter Elford, Director Brett Fenton, Director Sarv Girn, Director (vc, 1:07)	Sandra Hook, Director Claire Rogers, Director (11:58) Thu-Trang Tran, Director Mike Trovato, Director Tina Wyer, Director
Also in attendance	Sam Grunhard, Gov Observer (vc) Sarah Vandenbroek, Gov Observer (vc) Bruce Tonkin, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec Sharon Copeland-Smith, COO Sophie Mitchell, CCO	James Shady, CFO Jane Smith, CPCO Tarnia Drakes, PCBP (9.1) Shelley Golden, GC Matt Healy, LRRP Chair (vc) (8)
Apologies		

1. Acknowledgement of Country

The Chair acknowledged the traditional custodians of the land, the Wurundjeri people of the Kulin Nation, and traditional custodians of other lands people were meeting on, and paid respects to elders past and present.

2. Welcome, attendance and introductions

The Chair welcomed everyone to the meeting and noted that it was Sarv Girn's first Board Meeting as a Director.

3. Declaration of Interests

The Board noted the Register of Interests were complete with the updates on new interests from Tina Wyer and Claire Rogers.

4. Chair's update

The Chair raised topics for discussion at the Board Retreat in February 2026 including risks and opportunities. The Chair provided guidance on updating the standing items on the Board Agenda to include an opportunity for Board Committee Chairs to report on the activities of their Committee and including a compliance checklist at the end of the Board Pack.

Action: Arrange one on one meetings with all directors before the next Board Meeting. [Chair, 25 Jan 26]

5. Government update

Sam Grunhard introduced Sarah Vandenbroek, First Assistant Secretary Online Safety and Classification Division to the Board and confirmed that due to a restructure at the *Department of Infrastructure, Transport, Regional Development, Communications, Sport and the Arts* (DITRDCSA) and changed reporting arrangements for the Internet Governance team, Sarah would be taking over the role of non-voting Government Observer for auDA.

Sam provided an update on matters of interest including the preparation for the World Summit on the Information Society: 20 year review (WSIS+20), participation at ICANN84 and the World Telecommunication Development Conference 2025 (WTDC-25). He noted that the Department was interested in the work of the Licensing Rules Review Panel. Sarah noted the implementation of the social media ban on under 16 year olds.

The Board welcomed Sarah and thanked Sam for his positive engagement during his time as Government Observer.

6. CEO Report

The Board noted the report from the CEO including performance against core functions and strategic objectives and key results, preparation for the recent Annual General Meeting, attendance at ICANN84, work to reduce DNS Abuse and supporting the multi-stakeholder model of Internet Governance in the lead up to the World Summit on the Information Society: 20-year review (WSIS+20). The CEO provided an update on recent changes at Identity Digital, and Identity Digital have confirmed that these do not affect the services provided under the registry services agreement. The Board discussed auDA's organisational structure changes and checked on supports in place.

6.1 FY26 OKR's

The Board reviewed the FY26 OKRs, noting the CEO's advice that they had been reviewed by the relevant Board Committees. The Board provided guidance on amending the OKRs related to innovation and use of AI.

The Board **resolved** to approve the measures and targets for the Objectives and Key Results (OKRs) in auDA's 2026-30 Strategy, and the measures and targets for auDA's Core Functions for FY26, subject to agreed amendments.

Action: Prepare FY27 OKR targets for sign off before the start of the reporting period. [CEO, Jun 2026]

7. In camera

The Board held an in-camera session.

8. Licensing Rules Review Panel Report

Matt Healy, Licensing Rules Review Panel (The Panel) Chair, joined the meeting to provide an update on the work of the Panel. He advised that the Panel was making good progress consulting with stakeholders however the schedule had been adjusted since the last Board meeting to focus more on online engagement until the end of the year and then more face to face consultation in 2026. He noted the Panel was beginning to receive submissions, often from stakeholders who had attended an online consultation. Issues raised to date included the operation and impact of the allocation rule, domain name monetisation and alignment of rules with other jurisdictions. He confirmed that they were currently on track to report in June, however he would advise the Board of any updates to timing as the review progresses.

9. Health, Safety and Wellbeing

9.1 People and Culture Report

The Board noted the People and Culture Report including the Leadership Development Program, 360 degree review process, succession planning, amendments to the (*Occupational Health and Safety (Psychological Health) Regulations* under the *Occupational Health and Safety Act 2004 (Vic)*) that came into effect on 1 December 2025. which requires organisations to consult with staff and report on psychosocial risks, and the positive results of auDA's independent audit of psychosocial risk mitigation strategies and controls.

The Board noted that this was Jane Smith's last Board meeting and thanked her for her contribution to auDA.

Director Claire Rogers left 11:58.

10. Operations

10.1 Operations Report

The Board noted the Operations Report including performance against OKRs and operation metrics, hosting the recent Registrar Summit with a security focus, supporting the Licensing Rules Review Panel, engaging with stakeholders on security matters and preparing for the ISO 27001:2022 security re-certification audit. The Board asked about the prioritisation and resources available for strategic versus core business activities, and aligning privacy standards with security compliance (ISO 27701:2025 standard).

11. Communication, Stakeholder Engagement and Policy (CSEP)

11.1 CSEP Report

The Board noted the CSEP Report including performance against OKRs, secretariat support and participation in the Australian Internet Governance Forum (auIGF), supporting the delivery of the 2025 AGM, winning the bid to host the Asia Pacific Top Level Domain (APTLD) Forum in February 2027, participating in ICANN84, the recent Co-marketing funding round and reaching 6000 members with increased diversity. The Board discussed the Co-marketing program and measures of trust.

Director Sarv Girn left the meeting (1:07)

12. Finance and Sustainability

12.1 October 2025 and YTD Financial Reports

The Board noted the October 2025 and Year-to-Date (YTD) Financial Report.

12.2 Investment

The Board considered Management's request to increase funds in the Sustainable growth fund, noting that this was consistent with the Investment Policy.

The Board **resolved** to approve the addition of a further AUD $3 million to the UBS *Sustainable Investing Growth Strategy* portfolio in three tranches of AUD $1 million in each of December 2025, February 2026, and April 2026.

12.3 Premises – Lease Renewal

The Board noted the advice from the CFO on the terms available to renew the lease at the current office premises.

The Board **resolved** to **approve** auDA entering a three-year lease extension for the existing office premises on commercial terms no worse than those contained in the current landlord offer and that Management is authorised to negotiate, finalise, and settle the detailed lease documentation, provided the final agreed terms remain within the parameters approved by the Board; and

The Board **resolved** to authorise the Board Chair and the Chair of the Board's Finance and Audit Committee to jointly sign the lease renewal documentation on behalf of auDA.

13. Governance

13.1 Advisory Committees

The Board discussed the recommendation from the Governance and Culture Committee (GCC) to replace the current Advisory Standing Committees with topic specific Committees for fixed term periods as needed. The Board noted the advice provided by the Committees to date and the increased capacity of auDA staff over the last five years. The Board noted that future topics could include quantum computing and duty of care.

The Board **resolved to endorse** the recommendation from the Governance and Culture Committee (GCC) to discontinue the General Advisory Standing Committee (**GASC**) and the Technical Advisory Standing Committee (**TASC).**

The Board **resolved to endorse** the recommendation from the GCC to retain the Edu.au Advisory Committee (**EAC**) in its present form**.**

The Board **resolved to endorse** the recommendation from the GCC to create new Advisory Committees for specific topics on an as needed basis, with a defined scope and limited duration.

The Board thanked the Chairs and members of the GASC and TASC for their support of auDA and their work on providing advice to the auDA Board.

Action: Speak to the GASC and TASC Chairs about the reasons for the decision on Advisory Committees and invite them to provide their final reports at the February 2026 Board meeting. [Board Chair, Dec 2025]

13.2 License Review Panel

The Board considered the proposal to extend the terms of the current License Review Panel Members for a further term with an adjustment to the fee structure.

The Board **resolved** to approve, the following Licence Review Panel member reappointments for a further one-year term effective 1 March 2026 with a change to the existing retainer arrangements:

- Phillip Davies (Chair)
- Andrew Sykes (Panel member)
- Melissa Marcus (Panel member)
- Angela Flannery (Panel member)
- Bernadette Day (Panel member).

14. Consent Agenda

14.1 Risk Report

The Board noted the Risk Report.

14.2 Public Benefit

14.2.1 2025 Community Grant Recipients

The Board **resolved** to endorse the recommendation of the Public Benefit Program Committee (PBPC) to approve the 2025 Community Grant Recipients.

14.2.2 FY26 R&D grants

The Board **resolved** to approve the proposed FY26 Research and Development Grant Program implementation

14.3 Corporate Governance Policies

14.3.1 Delegations Policy

The Board **resolved** to approve the updated Delegations Policy.

14.3.2 Remuneration Policy

The Board **resolved** to endorse the recommendation of the Governance and Culture Committee to approve the changes to the Remuneration Policy.

14.3.3 Drug and Alcohol Policy

The Board **resolve**d to endorse the recommendation of the Governance and Culture Committee to approve the changes to the Remuneration Policy.

14.3.4 Privacy Policy

The Board **resolved** to endorse the recommendation of the Security and Risk Committee (SRC) to approve the Privacy Policy.

14.3.5 ICT Acceptable Use Policy (board directors)

The Board **resolved** to endorse the recommendation of the Security and Risk Committee (SRC) to approve the updated version of the ICT Acceptable Usage (Board Directors) policy.

14.3.6 WHOIS Policy

The Board **resolved** to endorse the recommendation of the Security and Risk Committee (SRC) to publish the draft WHOIS Policy and the Explanatory guide on the auDA website for a public consultation period of at least 21 calendar days.

14.4 Previous Board Meeting Matters

14.4.1 Approval of Previous Minutes

The Board **resolved** to approve the 16 October 2025 Board Minutes as a true and correct record of the meeting.

14.4.2 Actions

The Board noted the Actions were either on the agenda, complete or not due.

14.4.3 Approval of the AGM Minutes

The Board resolved to approve the 20 November 2025 AGM Minutes as a true and correct record of the meeting.

14.5 Board Committee, Foundation and Advisory Matters

14.5.1 Draft PBPC Minutes

The Board noted the draft 11 November 2025 Public Benefit Program Committee minutes.

14.5.2 Draft GCC Minutes

The Board noted the draft 12 November 2025 Governance and Culture Committee minutes.

14.5.3 Draft SRC Minutes

The Board noted the draft 25 November 2025 Security and Risk Committee Minutes

14.5.4 Draft Foundation Board Minutes

The Board noted the draft 16 October and 11 November 2025 Foundation Board Minutes.

14.5.5 Draft EDU Record of Meeting

The Board noted the draft 20 October 2025 EDU Record of Meeting.

14.5.6 Draft TASC Record of Meeting

The Board noted the draft 18 November 2025 TASC Record of meeting.

15. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 2:20pm

Signed as a true and correct record.

Marina Go AM
Independent Chairperson

Date: