

Meeting Minutes

Meeting	Board Meeting	
Date / Time	11 October 2021 / 1:30pm to 2:30 AEDT	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director	Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director Tania Fryer, Director Matthew Healy, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sophie Mitchell, CCO Sonia Joksimovic, Co Sec	Rebecca Papillo, MComms James Shady, CFO Bruce Tonkin, COO Andrew McCallum, MCEM
Apologies	Lachlann Paterson, Dept Observer Colin Brown, CPCO	

1. Acknowledgement of Country

The Chair acknowledged the traditional owners of the lands on which all meeting participants gathered and paid respects to Elders past and present.

2. Welcome, quorum and introductions

The Chair welcomed all present and confirmed a quorum for the meeting at 1:30pm. The CCO introduced Andrew McCallum, Member and Community Engagement Manager.

3. Declarations of interests

The Board noted the Register of Interests and all present confirmed that their entries in the Register were complete. Jackie Korhonen advised that she had joined the Board of Nuix (NXL) effective 6 October 2021.

4. Chair's Update

The Chair advised that there was no update as all matters were on the agenda.



5. Annual General Meeting

5.1 Approval of Constitutional Amendments

The Board reviewed the Constitutional amendments prepared by Ashurst Lawyers for presentation at the Annual General Meeting.

The Board **resolved** to recommend the amended Constitution of .au Domain Administration Limited to the Governing Members for approval.

5.2 Notice of Meeting

The Board reviewed the Notice of Meeting for the Annual General Meeting scheduled for 16 November 2021 and agreed on some changes to wording and the order of text.

The Board **resolved** to approve the Notice of Meeting for auDA's Annual General Meeting to be held on 16 November 2021, subject to minor changes, and for it to be circulated to Governing Members, Directors, Auditors and Associate Members on 21 October 2021.

6. Nomination Committee Charter

The Board reviewed the Nomination Committee Charter noting that it has been redrafted to reflect the amended Constitution and updated Terms of Endorsement. The Committee also noted that the Committee had considered the changes at its last meeting however they may still suggest further changes.

The Board **resolved** to approve the Nomination Committee Charter.

Action: Engage Ashurst to finalise after the AGM.

7. Annual Report

The Board reviewed the Annual Report noting the advice from the CCO that there were some corrections to be made following the Board meeting.

The Board expressed their delight with the 2021 Annual Report and **resolved** to approve it for publication.

7.1 Annual Report Media Release

The Board noted the Annual Report Media Release.



8. Previous Board Meeting Matters

8.1 Approval of Previous Minutes

The Board reviewed the Minutes from the 21 September 2021 Board Meeting.

The Board **resolved** to approve the 21 September 2021 Board Meeting Minutes.

8.2 Actions Arising

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

9. In Camera

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

The Board discussed Director training and separately noted that that a review of Board reporting will be actioned now that the 2021-25 Strategy has been finalised.

10. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- PCC 20 Oct
- FAC 26 Oct
- SRC 3 Nov
- Board and AGM 16 Nov

The Meeting closed at 2:30pm.

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: