

Meeting Minutes

Meeting	Board Meeting	
Date / Time	16 February 2022 / 9:15am to 4pm AEDT	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director	Tania Fryer, Director Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director Matthew Healy, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec James Shady, CFO Bruce Tonkin, COO Sophie Mitchell, CCO Colin Brown, CPCO Lachlann Paterson, Gov Observer (5, 6) Kathleen Silleri, Gov Observer (5, 6)	Sonia Joksimovic, Co Sec Annaliese Williams, SPA (9) Andrew McCallum, MCEM (9) Rebecca Papillo, MC (9) Michael Lewis, MIR (9) Will Bond, MM (9) Sabina Fernando, PA (9) Jason Sadler, PM (15.1) Keith McGowan, SEC Newgate (6)
Apologies	None	

1. Acknowledgement of Country

The Chair acknowledged the traditional custodians of the lands where participants were gathered, for him the Gadigal People of the Eora Nation and paid respects to elders past and present.

2. Welcome, quorum and introductions

The Chair welcomed all present and confirm a quorum for the meeting at 9.15am, noting that Matt Healy would join at 9:30.

3. Declarations of interests

The Board noted the Register of Interests and all present confirmed that their entries in the Register were complete.



4. Chair's Update

The Chair noted that he would leave the meeting while Item 10.1 Chair Appointment was being dealt with and had asked Jackie Korhonen to Chair in his absence.

The Chair noted the recent Board reporting workshop and next steps.

5. Government update

Lachlann Paterson and Kathleen Sillari provided an update on matters of interest including:

- The recent appointment of Ian Sheldon from the Department as Co-Chair of ICANN's Government Advisory Committee (GAC) Operating Principles Evolution Working Group (GOPEWG)
- The Cocos (Keeling) Islands country code Top Level Domain (.cc ccTLD)
- Preparation for the next Federal Election, noting auDA's communication to Members of Parliament and Senators regarding maintenance of their domain name licences in the lead up to the election
- Reference to .au Direct at Senate Estimates.

6. Digital Lives

Keith McGowan, Director of Research at SEC Newgate, joined the meeting to present on the results and implications of auDA's Digital Lives of Australians 2021 survey. The Board noted the report and the CEO's advice that it was intended to be repeated and that insights would help support auDA to administer .au for the benefit of all Australians. The Board discussed the demographics of participants and opportunities to leverage related survey work.

7. Health, Safety & Wellbeing

7.1 People and Culture Report

The Board noted the People and Culture Report.

8. Operations

8.1 .au Direct Update

The Board noted the update on preparations for the introduction of .au direct on 24 March 2022 including Registrar meetings to ensure readiness for implementation and the .au direct awareness campaign. The Board noted auDA's eligibility to acquire domain names for use in the awareness campaign and recommended that they should not be retained when no longer needed.



8.2 Approval of Reserved names for .au

The Board noted the completion of the public consultation on Reserved Names for .au direct on 31 January 2022 and Management's advice that this had led to the inclusion of educationtasedu.au and schoolsnswedu.au on the list. The Board also noted the current consideration of potential reserved Indigenous names and the proposed roundtable with Indigenous community members to inform any future decision on reserved Indigenous names.

The Board **resolved** to approve the list of Reserved Names for .au direct.

9. Communications, Stakeholder Engagement and Policy

The Board noted the advice from the CEO that the strategies were provided for Board information on the activities to support the 2021-25 Strategy.

9.1 Updated Communications and Stakeholder Engagement Strategy

The Board noted the updated Communications and Stakeholder Engagement strategy and the CCO's advice that the strategy was intended to be read in conjunction with the Policy and Advocacy Strategy and the Membership Strategy. The Board discussed auDA's stakeholder map.

9.2 Updated Policy and Advocacy Strategy

The Board noted the updated Policy and Advocacy Strategy and the CCO's advice that it supports auDA's objectives of an open, free, secure and global Internet. The Board discussed opportunities to prioritise activities and external capacity building.

9.3 Membership Update

The Board noted the update on the auDA Member Strategy to support membership growth and diversity and member transition by 27 September 2022. The Board discussed the membership value provision and provided guidance on the option to rebrand from auDA membership to .au membership.

10. Governance

10.1 Chair Term

The Chair left the meeting for the consideration of this item and director Jackie Korhonen acted as chair.

The Board discussed the Nomination Committee's recommendation to reappoint Alan Cameron AO as an Appointed Director and Independent Chair of the auDA Board for a three year term. The Board noted that the early reappointment will



facilitate the process to be undertaken by the Nomination Committee during 2022 to identify, assess and recommend candidates for appointment or election as a Director of the Company.

The Board **resolved** to appoint Alan Cameron as an Appointed Director of .au Domain Administration Limited for a three (3) year term, effective 16 February 2022.

The Board **resolved** to appoint Alan Cameron as Independent Chairperson of .au Domain Administration Limited for a three (3) year term, effective 16 February 2022.

The Chair re-joined the meeting at the conclusion of this item and resumed chairing the meeting.

10.2 2022 Director Appointment and Election Process

The Board noted the requirements for Appointed Director and Elected Director retirements in November 2022 and that the process for reappointments in 2022 will be developed by the Nomination Committee.

The Board **resolved** to approve the appointment of a recruitment firm to assist the Nomination Committee, if required.

10.3 Board Skills Matrix

The Board reviewed the draft Board Skills Matrix which was refreshed in December 2021 to align with the 2021-25 Strategy Plan and Terms of Endorsement and noted that the Nomination Committee would use it to support the 2022 Appointed Director and the Elected Director process.

The Board **resolved** to approve the 2022 Board Skills Matrix.

Action: Publish the updated Board Skills Matrix on the website following the Nomination Committee Meeting.

10.4 Nomination Committee Appointments

The Board noted that the terms for all Nomination Committee Members are due to expire at the end of April 2022 and that two members, Karen Hayes and David Epstein, had signalled their intention to retire at the end of their term.

The Board **resolved** to accept the intended retirements of Nomination Committee members, Karen Hayes and David Epstein, determined not to seek to fill their positions at this stage and **resolved** to reappoint from 1 May 2022 the following members for a second three year term:

- Keith Besgrove (Company member)
- Richard Bean (Business)



- Neville Stevens (Consumer)
- Jacqui Lefevre (Industry)
- Nikki Scholes (Industry)
- Anne Hurley (Company member).

10.5 Licence Review Panel Appointments

The Board noted that the initial term for all Licence Review Panel Members commenced on 1 March 2021 for a period of one year and is due to expire on 28 February 2022.

The Board **resolved** to reappoint the Licence Review Panel members for a further one year term effective 1 March 2022, with no change to the existing retainer arrangements.

11. Risk Review

The Board reviewed the Board Risk Appetite Statement and Enterprise Risk Register, noting that they had been developed to align with the 2021-25 Strategy, had been subject to an extensive internal development process between the consultant, Board and Management and were now recommended for approval by the Security and Risk Committee.

The Board **resolved** to approve the Board Risk Appetite Statement and Enterprise Risk Register.

12. Finance

12.1 January 2022 & YTD Report

The Board reviewed the January 2022 & YTD Financial Report and noted the continued positive performance and the CFO's update to the Latest Best Estimate (LBE) as at 31 January 2022.

12.2 Budget

The Board considered a request from Management, supported by the Finance and Audit Committee, for a further \$248,000 in capital expenditure (ex GST) for FY22 to provide for contingency and for expenditure on .au direct launch campaign activities. The Board discussed the amortisation schedule related to the acquisition of domain names for the .au campaign and requested management consider a shorter time frame.



The Board **resolved** to approve additional capital expenditure of \$248,000 (ex GST) for FY22.

12.3 Premises

The Board noted the update from the CFO on the fitout out and preparations to move to new premises, with handover now expected in late March 2022, and sub-letting options for the existing premises.

13. Corporate Policies

13.1 Related Party Transactions Policy

The Board reviewed the Related Party Transactions Policy, noting that it was recommended for approval by the Finance and Audit Committee. The Board agreed that it would be useful to have General Counsel review the definitions in the policy.

The Board **resolved** to approve the Related Party Transactions Policy.

Action: Refer the Related Party Transactions Policy to General Counsel to review the definitions for accuracy. [Co Sec, April 2022]

13.2 Policy Status Update

The Board noted the Policy Status Update.

14. Previous Board Meeting Matters

14.1 Approval 8 December 2021 Minutes

The Board reviewed the 8 December 2021 Board Minutes.

The Board **resolved** to approve the Board Minutes of 8 December 2021 as a true and correct record of the meeting.

14.2 Actions

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

15. CEO Report

The Board noted the CEO report including the 2022 strategic focus areas within governance, innovation and capability.

15.1 Strategy Plan Report



The Board noted the first iteration of the Strategy Plan report and the CEO's advice that it was intended to be part of her CEO report. The Board provided guidance on the format, metrics and measures and offered to provide further support in a small group setting.

Action: Arrange a meeting of interested Directors to provide further input to the Strategy Plan Report. [Co Sec, March 2022]

15.2 auDA Grants Strategy

The Board noted the auDA Grants Strategy paper setting out activities to date and the opportunity for further development.

The Board **resolved** to ask the auDA Foundation Board for its advice on further consideration of an auDA Grants Strategy, the formation of a Board Grants Committee and the development of an auDA Grants Policy.

16. In Camera

The Board held an *in camera* session with the CEO and Co Sec present and then without the CEO.

17. Board Committee and Foundation Matters

17.1 Draft Security and Risk Committee Minutes

The Board noted the draft 1 February 2022 Security and Risk Committee Minutes.

17.2 Draft Finance and Audit Committee Meeting Minutes

The Board noted the draft 2 February 2022 Finance and Audit Committee Meeting Minutes.

17.3 Foundation Meeting Minutes

The Board noted the 29 November 2021 Foundation Meeting Minutes.

17.4 GASC Record of Meeting

The Board noted the 30 November 2021 GASC Record of Meeting.

17.5 TASC Record of Meeting

The Board noted the 14 December 2021 TASC Record of Meeting.

17.6 EAC Terms of Reference



The auDA Board reviewed the revised .edu Advisory Committee Terms of Reference that were agreed by the Committee at its 29 November 2021 meeting and noted the draft EAC Record of Meeting.

The Board **resolved** to approve the Terms of Reference for the .edu Advisory Committee.

18. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- Foundation 23 Feb 2022
- Nom Com 1 Mar 2022
- TASC 8 Mar 2022
- PCC 16 Mar 2022
- GASC 16 Mar 2022
- FAC 17 Mar 2022
- Board 12 April 2022

The Meeting closed at 3:55pm

19. For Information

19.1 2022 Board, Committee and Advisory Calendar

The Board noted the 2022 Board, Committee and Advisory Calendar.

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: