

Meeting Minutes

Meeting	Board Meeting	
Date / Time	16 November 2021 / 9:15am to 1:15pm AEDT	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director Matthew Healy, Director	Tania Fryer, Director Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director Kathleen Silleri, Gov Observer (5)
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec James Shady, CFO Bruce Tonkin, COO	Sophie Mitchell, CCO Colin Brown, CPCO Sonia Joksimovic, Co Sec Will Bond, MM (8)
Apologies	None	

1. Acknowledgement of Country

The Chair acknowledged the traditional owners of the lands on which all meeting participants gathered and the Gadigal People of the Eora Nation where he was situated.

2. Welcome, quorum and introductions

The Chair welcomed all present and confirmed a quorum for the meeting at 9.15am.

3. Declarations of interests

The Board noted the Register of Interests and all present confirmed that their entries in the Register were complete. Matt Healy and Sandra Davey advised new clients who may also engage with auDA and will provide further details.

4. Chair's Update

The Chair confirmed the process for reviewing and deciding the policies at item 10, noted Director attendance at the AGM and advised that the December 2021 Board meeting would be face to face in Melbourne for those able to attend in person, otherwise video conference facilities would be available.



5. Government update

Kathleen Sillari provided an update on matters of interest including:

- progress on auDA's Terms of Endorsement with the next step being communication to the auDA Chair by Minister Fletcher requesting auDA's acceptance, then publication.
- consultation on the Security Legislation Amendment (Critical Infrastructure) Bill 2021, which has now been split into two
- recent participation in ICANN
- .edu Committee participation.

6. Health, Safety & Wellbeing

6.1 People and Culture Report

The Board noted the People and Culture Report including the final report from auDA's previous Employee Assistance Provider, TASC and GASC recruitment and recent staff appointments.

7. Operations

7.1 Principles for Registration of names for use by auDA in .au

The Board reviewed the principles auDA will apply to the registration of domain names in the .au registry for operational use:

- complying with the policies set out in the .au Licensing Rules
- using the same interface to the .au registry that is available to all registrars, on a first-come first-served basis
- negotiating to transfer the licences on the same commercial terms as any other eligible registrant
- participate in the same .au priority registration process, on the same terms as other eligible registrants

The Board **resolved** to approve the Principles for Registration of names for use by auDA in .au.

7.2 Community consultation on effective engagement approach

The Board reviewed the draft Community Expected Standards of Behaviour for public consultation, noting the COO's advice that it was based on a similar ICANN document. The Board noted that it was an opportunity to promote a welcoming and inclusive environment and provided guidance on other matters to consider including the importance of diverse consultation.



The Board **resolved** to approve posting the DRAFT Community Expected Standards of Behaviour for public consultation subject to taking up suggested amendments.

7.3 .auCheck Demonstration

The COO demonstrated the .auCheck tool, developed by the Australian Strategic Policy Institute (ASPI) with the support of auDA, to help small and medium businesses check their website and email security. The Board provided feedback to improve the user experience.

Action: Ask ASPI to make minor modifications to the .auCheck dashboard display.
[COO, December]

8. Co-Marketing and Innovation Program Review

The Board noted the review of the Co-Marketing and Innovation Program and the updated guidelines. The Board noted the CCO's advice that the proposed changes will ensure the Program achieves its aims, while also supporting auDA's 2021-2025 strategic direction to promote greater innovation across the internet ecosystem. The Board provided guidance on opportunities to enhance the operation of the program. The Board confirmed that decisions on applications under the new CEO Delegation would be reported to the Board.

The Board **resolved** to approve the updated Guidelines for the Co-Marketing and Innovation Program and amend the Delegations Policy to allow the CEO to approve funding applications made to the Co-Marketing and Innovation Program.

Action: Amend the Delegations Policy to include a delegation for the CEO to approve Co-Marketing and Innovation Fund applications.

Action: Develop a Grants Policy [CCO, February 2022]

[Angelo Giuffrida, Director, was absent for the discussion and the decision due to his previously declared conflict of interest]

9. Finance

9.1 October 2021 & YTD Report

The Board noted the October 2021 & YTD Financial Report and continued positive performance.

9.2 Premises

The Board noted the paper on the move to the new premises setting out the capital expenditure for the fitout, AV equipment and installation and purchase of IT equipment, off set to a large degree by the landlord's incentive. The Board noted the



advice of the CFO that there was an additional cost for interactive screens to enable effective remote working and engagement which was not included in the paper. The Board discussed health and wellbeing measures including cooling and air filtration and noted the advice of the CPCO that the staff committee had input on the design of the space.

The Board **resolved** to approve the capital expenditure for the new premises fitout, AV equipment and installation and purchase of IT equipment detailed in the paper along with the additional cost for the interactive screens and noted that a landlord incentive will be provided.

Action: Consider air flow issues and report back to the Board. [CPCO, December]

10. Corporate Policies

The Board noted the Chair's advice that the policies presented for Board review and decision have been through the Committee review process and in some instances two Committees. The Board provided guidance on the opportunity for more consistency between each policy, particularly the scope and consequences.

Action: Review policies and amend for consistency where necessary. [Co Sec, 2022]

Action: Provide any comments on policies 10.5 to 10.12 to the Company Secretary via email [Directors, November]

10.1 Delegations Policy

The Board reviewed the Delegations Policy.

The Board **resolved** to approve the Delegations Policy subject to amending to include the CEO delegation for Co-Marketing and Innovation Program grants and other minor changes including references to manual.

10.2 Investment Policy

The Board reviewed the Investment Policy and discussed the need for further work on an explicit and expanded statement in regard to consideration of environmental, social and governance factors in investment decisions to be included in the next update of the Policy.

The Board **resolved** to approve the Investment Policy.

10.3 Expense Reimbursement and Travel Policy

The Board reviewed the Expense Reimbursement and Travel Policy, noting that section 8 Travel and Accommodation requires further work.



The Board resolved to approve the Expense Reimbursement and Travel Policy, noting that further work is required on the Travel and Accommodation section.

Action: Review and update section 8 Travel and Accommodation of the Expense Reimbursement and Travel Procedure. [FAC Chair/CFO, December 2021]

10.4 Reward and Recognition Framework

The Board reviewed the Reward and Recognition Framework.

The Board **resolved** to approve the Reward and Recognition Framework subject to including an explicit reference to recognition in the professional development section.

10.5 Remuneration Policy

Not considered due to time constraints.

10.6 Health, Safety & Wellbeing Policy

Not considered due to time constraints.

10.7 Managing Unsatisfactory Performance & Conduct Policy

Not considered due to time constraints.

10.8 Conflict of Interest Policy

Not considered due to time constraints.

10.9 Social Media Policy

Not considered due to time constraints.

10.10 Drugs and Alcohol Policy

Not considered due to time constraints.

10.11 Information Security Framework Policy

Not considered due to time constraints.

10.12 Privacy Policy

Not considered due to time constraints.



10.13 Related Party Transaction Policy

The Board noted the Related Party Transaction Policy and that the draft changes would be considered by the FAC.

11. Previous Board Meeting Matters

11.1 Approval of Minutes

The Board reviewed the 11 October 2021 Board Minutes.

The Board **resolved** to approve the Board minutes of 11 October 2021 as a true and correct record of the meeting.

11.2 Actions

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

11.3 AGM Update

The Board noted the AGM update.

Action: Circulate the AGM documents to the Board. [CCO, November]

12. Board Committee and Foundation Matters

12.1 Draft Finance and Audit Committee Minutes

The Board noted the draft 26 October 2021 Finance and Audit Committee Minutes.

12.2 Draft People and Culture Committee Minutes

The Board noted the draft 20 October 2021 People and Culture Committee Minutes.

12.3 Draft Security and Risk Committee Minutes

The Board noted the draft 3 November 2021 Security and Risk Committee Minutes.

12.4 Draft Foundation Board Meeting Minutes

The Board noted the draft 21 September 2021 Foundation Board Meeting minutes.

12.5 GASC Record of Meeting

The Board noted the draft 15 September 2021 GASC Record of Meeting.



13. In Camera

The Board held an *in camera* session.

14. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- PCC 26 Nov
- Foundation 29 Nov
- EAC 29 Nov
- GASC 30 Nov
- Board 8 Dec

The Meeting closed at 1:24pm.

15. For Information

15.1 Legal Services Update

The Board noted the Legal Services Update

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: