

# Meeting Minutes

Meeting	Board Meeting	
Date / Time	21 September 2021 / 9:15am to 2pm AEST	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director Tania Fryer, Director Matthew Healy, Director	Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director Lachlann Paterson, Gov Observer (5) 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 Sue Brennan, MA (6.1) Rebecca Papillo, MC (7.2) Kylie Lane, Ashurst (10)
Apologies	None	

## 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. The Chair also noted that it was the International Day of Peace.

## 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. James Atkins advised that he had joined the Melbourne Water Board effective 1 October 2021.

## 4. Chair's Update

The Chair thanked Directors for their comments on Board papers and noted that Directors had also received a copy of the draft Corporate Governance Statement for comment.



## 5. Government update

Lachlann Paterson provided an update on matters of interest including:

- progress on auDA's Terms of Endorsement and the conclusion of the consultation process
- Department participation in auDA's draft Strategy Consultation
- cyber security developments.

Lachlann introduced Kathleen Silleri, Assistant Secretary Consumer Safeguards, who will stand in if Lachlann is unavailable. Kathleen advised that she has responsibility for Internet Governance.

## 6. Health, Safety & Wellbeing

### 6.1 People and Culture Report

The Board noted the People and Culture Report including staff data, current COVID safe workplace arrangements, the conclusion of the Performance Development process, GASC and TASC recruitment, preparations for the new premises and the launch of the Foundation grants program online. The Board provided feedback on the grants program online tool and guidance material.

### 6.2 auDA Values

The Board noted the CEO and CPCO's summary of the process for developing draft auDA corporate values. The Board congratulated the staff on their work to create a set of very succinct and executable values. The Board provided guidance on opportunities for further wording clarity to support the intention of the values and alignment with the Strategic Plan.

The Board **resolved** to approve the draft auDA Values for inclusion in the 2021–2025 Strategic Plan subject to minor adjustments.

## 7. Communications and Stakeholder Engagement

### 7.1 Strategy

The CEO introduced the draft Strategy 2021–25, advising that she was seeking approval subject to any final feedback. The CCO provided details on the outcome of the consultation process and the adjustments that had been made as a result. The Board discussed appropriate metrics and reporting mechanisms, noting the CEO's advice that there was an opportunity for public reporting in the future through integrated reporting and work was starting to develop this capability.

The Board **resolved** to approve the auDA 2021–25 Strategy



**Action:** Develop draft measures and metrics and bring back to the December 2021 Board meeting.

## 7.2 Draft Annual Report Content

The Board noted the CCO's update on the preparation of auDA's 2020-21 Annual Report and the work-in-progress draft and provided guidance on content to consider.

## 8. Finance

### 8.1 2021 Audit

The Board considered the 2021 Audit Report prepared by KPMG, noting the CFO's advice that no areas of concern had been reported. The Finance and Audit Committee Chair advised that the Auditor confirmed this *in camera* and were also positive about how cooperative and responsive auDA staff were during the audit.

The Board agreed to accept the 2021 Audit report.

### 8.2 2021 Annual Financial Statements

The Board reviewed the 2021 .au Domain Administration Limited Annual Financial Statements, noting the CFO's advice that the Auditor intended to sign unqualified opinion letters for both auDA Ltd and the auDA Foundation and that the Statements were being updated to reflect amendments to the notes requested by Board members. The FAC Chair confirmed that the Committee had conducted a page turn of the Annual Financial Statements and recommended them to the Board for approval.

The Board noted that the auDA Foundation Annual Financial Statements would be considered for approval at the auDA Foundation Board Meeting and that a separate audit report would be prepared for the Foundation in 2022.

The Board **resolved** to approve the Financial Statements of .au Domain Administration Limited for the year ended 30 June 2021 and in doing so relied on the assertions of the CEO and CFO that, in their opinion, the financial records of the entity had been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of auDA, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.



### 8.3 August 2021 and YTD Financial Report

The Board reviewed the August 2021 and YTD Financial Report and noted the continued strong performance.

### 8.4 Integrated Reporting

The Board noted the KPMG Integrated Reporting Gap Analysis and the advice from the CFO that KPMG had presented to the FAC on the results and that workshops were being planned for Directors and relevant staff. The CEO confirmed that the workshops were to develop capability to begin moving to integrated reporting in a staged way over the next two years.

### 8.5 Enterprise Risk Review

The Board noted the update from the CFO on the RSM Enterprise Risk Review including next steps – a workshop with Directors and the Executive in September 2021 followed by presentation to the Security and Risk Committee (SRC) on the updated ERR and reporting prior to final presentation to the Board in November 2021.

**Action:** Schedule a discussion with the SRC Chair and RSM on sequencing of next steps.

## 9. .au Developments

### 9.1 Registry – Registrar Agreement

The Board reviewed the updated Registry-Registrar Agreement (RRA), noting the COO's advice that auDA and Afilias had consulted with Registrars on the new form of agreement and that one request for change had been received which had been accepted.

The Board **resolved** to approve the form of the revised Registry-Registrar Agreement (RRA) and authorised the Board Chair and SRC Chair to sign the Deed of Variation to the Registry Licence Agreement on behalf of the Board.

### 9.2 Reserved Names in .au

The Board noted the proposed categories of names to be reserved at the second level of .au prior to the launch of .au direct and the COO's recommendation that a draft list of reserved names be published for public review.

The Board **resolved** to delegate the task to the CEO to publish a draft list of reserved names for public review prior to final Board approval.



### 9.3 Registration of names for use by auDA in .au

The Board discussed the requirement for auDA to register names in .au for operational reasons prior to the launch of .au in March 2022.

The Board **resolved** to delegate to the CEO the authority to approve the creation of domain names at the second level of .au for operational use, prior to the launch of the .au namespace in March 2022, provided there are no clashes with names in the existing second level namespaces.

**Action:** Develop principles for how names are registered by auDA for its own use in the .au ccTLD.

## 10. Governance Matters

### 10.1 Constitutional Amendments

The Board considered the Constitutional Amendments drafted by Ashurst to address Board succession, post transition arrangements and other matters. The Board provided further drafting instructions in preparation for finalising the amendments for consideration at the October 2021 Board Meeting to then be voted on by Governing Members at the Annual General Meeting.

The Board noted that a list of the material changes will be included in the Explanatory Memorandum in the AGM Notice of Meeting, and that a marked up Constitution will be available on the auDA website.

### 10.2 Nomination Committee Charter

The Board noted that Ashurst had been instructed to redraft the Nomination Committee Charter as part of its annual review. The changes reflect the amended Constitution and updated Terms of Endorsement. The Board requested that the definition of Independent Director set out in the proposed Terms of Endorsement be inserted into the Charter.

The Board **resolved** to approve the amended Nomination Committee Charter being provided to the Nomination Committee for endorsement before final Board approval.

### 10.3 Annual General Meeting Approach

The Board noted the update from the Company Secretary on the approach to the 2021 AGM given the continuing COVID 19 restrictions and that it was in line with the *Treasury Laws Amendment (2021 No. 1) Bill*, which extends the ability to hold virtual meetings until March 2022.



## 10.4 Annual Governance Calendar

The Board noted the Annual Governance Calendar.

## 11. Corporate Policies

### 11.1 Equal Employment Opportunity Policy

The Board reviewed the Equal Employment Opportunity Policy noting that it was recommended for approval by the People and Culture Committee.

The Board **resolved** to approve the Equal Employment Opportunity Policy, subject to amending the wording of the reporting section to align with the Anti-Bribery, Corruption and Fraud Policy.

### 11.2 Anti-Bribery, Corruption and Fraud Policy

The Board reviewed the Anti-Bribery, Corruption and Fraud Policy noting that it was recommended for approval by the People and Culture Committee and Finance and Audit Committee.

The Board resolved to approve the Anti-Bribery, Corruption and Fraud Policy.

## 12. In Camera

The Board held an *in camera* session.

### 12.1 CEO Report

The Board noted the CEO report.

## 13. Previous Board Meeting Matters

### 13.1 Approval of Previous Minutes

The Board reviewed the Minutes from the 17 August 2021 Board Meeting.

The Board **resolved** to approve the 17 August 2021 Board Meeting Minutes.

### 13.2 Actions Arising

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



## **14. Board Committee and Foundation Matters**

### **14.1 Draft Finance and Audit Committee Minutes**

The Board noted the draft 7 September 2021 Finance and Audit Committee Minutes.

### **14.2 Draft Nomination Committee Minutes**

The Board noted the draft 6 September 2021 Nomination Committee Minutes.

### **14.3 TASC Record of Meeting**

The Board noted the draft 7 September TASC Record of Meeting.

### **14.4 EDU Record of Meeting**

The Board noted the draft 31 August EDU Record of Meeting.

## **15. Meeting Close & Next Meeting Dates**

The Board noted the next meeting dates:

- Foundation 21 Sept
- Board 11 Oct

The Meeting closed at 2:07pm.

Signed as a true and correct record.

**Alan Cameron**  
Independent Chairperson

Date: