

Meeting Minutes

Meeting	Board Meeting	
Date / Time	23 June 2021 / 9:15am to 5pm AEST	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Tania Fryer, Director Angelo Giuffrida, Director (except for item 8.1)	Matthew Healy, Director Peter Elford, Director Kate Cornick, Director Sandra Davey, Director Vicki Middleton, DITRDC Sarah Leeming, DITRDC
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec James Shady, CFO Bruce Tonkin, COO Sophie Mitchell, CCO	Colin Brown, CCPO Annaliese Williams, SAP Angela Grogan, BBR Katherine Sainty, GC Jane Neale, Hattonneale David Shortland, Hattonneale Kylie Lane, Ashurst
Apologies	None	

1. Acknowledgement of Country

The Chair acknowledged the traditional owners of the lands meeting participants were on, in his case 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 confirmed there was a quorum and opened the meeting at 9.15am. The Chair noted that it was auDA's 24th anniversary.

3. Declarations of interests

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

4. Chair's Update

The Chair advised that he had nothing to report in this item.



5. Health, Safety & Wellbeing

5.1 People and Culture Report

The Board noted the People and Culture Report.

6. Government Update

Vicki Middleton and Sara Leeming, DITRDC provided a government update. The key points included:

- Noting the change of Deputy Prime Minister had resulted in a new Minister for Infrastructure, Transport and Regional Development
- Work on the review of auDA's Terms of Endorsement and planning for consultation
- Progress of the Security of Critical Infrastructure (SOCl) Legislation
- Participation in the June 2021 ICANN Virtual Policy Forum and global internet governance developments.

7. Strategy

The Board discussed the draft Strategic Plan 2021-25 and provided guidance on the purpose, areas of strategic focus, strategic projects and link to the 2022 budget.

The Board **resolved** to approve the preparation of a Public Consultation document based on an updated draft auDA 5-year Strategic Plan 2021-25.

Action: Update the draft Strategic Plan 2021-25 and prepare a Public Consultation document for approval at a short additional Board Meeting.

8. Communications and Stakeholder Engagement Report

The Board noted the Communications and Stakeholder Engagement Report and provided positive feedback on the new Dashboards and opportunities to enhance them with trend over time data when the 2021-25 Strategic Plan is in place.

8.1 Co-Marketing and Innovation Fund application

The Board reviewed the Co-Marketing Committee's assessment and recommendation for grant-level funding. Directors discussed the operation of the Co-Marketing and Innovation Fund and noted that the approval process and delegations would be considered in the current review of the fund.

The Board **resolved** to approve the application for funding for \$250,000 (inc. GST).



[Director Angelo Giuffrida was not provided with the application and was absent for the decision as per his declared conflict of interest.]

9. Operations Report

The Board noted the Operations Report including the continued increase of domain names under management, successful completion of the annual ISO 27001 Surveillance Audit, development of DNS Metrics, registrar and reseller trends and compliance and policy activities.

9.1 Policy Framework Implementation Update

The Board noted the Policy Framework Implementation update including the recent post phase 1 implementation review and preparations for the phase 2 implementation.

Action: Provide a workshop for Directors on Direct Registration at the .au. level.

10. Finance

10.1 May 2021 and YTD Report

The Board noted the May 2021 YTD Financial report and the satisfactory financial performance.

10.2 Draft Budget

The Board reviewed the draft 2022 Budget, noting that it had been reviewed by the Finance and Audit Committee and was based on assumptions arising from the Draft 2021-25 Strategic Plan and the proposed relocation of premises. The Board discussed the revenue forecast and link with the strategy. The Board noted that the CEO will bring senior appointments and further information on the research function to the Board for discussion.

The Board **resolved** to approve the 2022 Budget.

Action: Develop a plan on a page summary of the proposed Strategic projects identifying people and other identifiable costs.

10.3 Premises

The Board reviewed Management's recommendation to relocate to premises more suited to operating in a COVID 19 environment and to meet the needs of the Draft 2021-25 Strategic Plan. The Board noted the search and shortlisting process to identify the preferred location and that all staff would shortly have the opportunity to see the office space.



The Board **resolved** to approve relocation to 8 Exhibition Street, Melbourne and for the CEO to execute the Heads of Agreement.

11. Corporate Policies

The Board reviewed the corporate policies presented by Management and provided guidance on amendments prior to finalising for decision.

Action: Circulate the Performance Development, Employee Assistance and Recruitment Policies for decision out of session.

11.1 Public Consultation Guidance

The Board noted the draft Public Consultation Guidance to support stakeholder consultation and provided comments on including reference to publicising consultations through the relevant channels.

11.2 Performance Development Policy

The Board noted the draft Performance and Development Policy.

11.3 Employee Assistance Program

The Board noted the draft Employee Policy.

11.4 Recruitment Policy

The Board noted the draft Recruitment Policy.

12. Legal Services Update

The Board noted the Legal Services Update

12.1 Modern Slavery Act

The Board noted the advice from General Counsel that auDA was not required to comply with the Modern Slavery Act given that auDA's turnover was less than \$100M per annum. The Board discussed opportunities to ensure ethical, sustainable and socially responsible procurement and noted that this principle was included in the Purchasing Policy.

13. Previous Board Meeting Matters

13.1 Approval of 12 May 2021 Minutes

The Board reviewed the Minutes of the meeting held on 12 May 2021.



The Board **resolved** to approve the Minutes of 12 May 2021 as a true and correct record of the meeting.

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.

13.3 Draft 2022 Meeting Schedule

The Board noted the draft 2022 Meeting Schedule.

14. Board Committee and Foundation Matters

14.1 Draft Finance & Audit Committee Minutes

The Board noted the draft Finance and Audit Committee Minutes.

14.2 Draft People & Culture Committee Minutes

The Board noted the draft People and Culture Committee Minutes.

14.3 auDA Foundation Board Meeting

The Board noted the recent auDA Foundation Board Meeting.

14.4 Advisory Committee Chairs

The Board considered the People and Culture Committee's recommendations for appointment of interim Chair of the Technical Advisory Standing Committee (TASC) and Chair of the .edu.au Advisory Committee (EAC).

The Board **resolved** to approve the appointment of Mr Nigel Phair as the interim Chair of TASC.

The Board **resolved** to approve the appointment of Dr Andrew J Smith as Chair of the EAC.

14.5 GASC Charter

The Board considered the People and Culture Committee's recommendation to approve the GASC Charter.

The Board **resolved** to approve the GASC Charter.



14.6 TASC Charter

The Board considered the People and Culture Committee's recommendation to approve the TASC Charter.

The Board **resolved** to approve the TASC Charter.

14.7 Committee Membership

The Chair advised that he had concluded his consultation with Directors on Committee Membership and that Alice McCleary would step down from the Security and Risk Committee to join the auDA Foundation Board, Tania Fryer would step down from the Foundation Board to focus on the People and Culture Committee and Jackie Korhonen will become the Board liaison on the .edu Advisory Committee. These changes are effective 1 July 2021.

15. In-Camera

The Board held an In-Camera session.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- Nom Com 28 June
- SRC 27 July
- PCC 3 August
- Board 17 August

The Meeting closed at 5:10pm.

17. Information Papers

17.1 Australian External Territory ccTLDs

The Board noted the Australian External Territory ccTLDs information paper.

17.2 Internet Society Impact Report

The Board noted the Internet Society Impact Report



Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: