
Minutes of the Board of Directors

DATE AND TIME: 12 October 2020
11am to 12 Midday Melbourne time

LOCATION: By video conference

PRESENT:

- Alan Cameron AO, Chairperson
- Alice McCleary, Director
- Angelo Giuffrida, Director
- James Atkins, Director
- Kate Cornick, Director
- Matthew Healy, Director
- Peter Elford, Director
- Sandra Davey, Director
- Tania Fryer, Director
- Vicki Middleton, DITRDC (1-7)

ALSO IN ATTENDANCE:

- Rosemary Sinclair, CEO
- Linda Brown, Co Sec
- James Shady, CFO (1-7)
- Bruce Tonkin, COO (1-7)
- Clayton Ford, CCO (1-7)
- Caroline Fritsch, Policy & Strategy (1-7)
- Barbara Schade, CC, (6)

1. Acknowledgement of Country

The Chair acknowledged the Traditional Owners of the land he was on and the Traditional Owners of the lands of the other meeting participants and acknowledged elders past and present.

2. Welcome, Quorum and Introductions

The Chair welcomed all present, noting that there was a quorum for the meeting.

3. Declarations of Interests

The Board noted the Declarations of Interests.

4. Previous Board Meeting Matters

4.1. Approval of Previous Minutes

The Board reviewed the Minutes of the meeting held on 23 September 2020.

The Board **resolved** to approve the Minutes of 23 September 2020 as a true and correct record of the meeting.

4.2. Actions Arising

The Board reviewed the actions and noted that all previous actions had either been completed, were on the agenda or not due.

5. Annual General Meeting

5.1. Approval of 2020 AGM Notice

The Board reviewed the 2020 AGM Notice of Meeting.

The Board **resolved** to **approve** the Notice of Meeting calling auDA's Annual General Meeting for the 10 November 2020, to be circulated to Governing Members, Directors, Auditors and Associate Members on 19 October providing 21 days' notice of the meeting.

5.2. Approval of 2019 AGM Minutes

The Board reviewed the 2019 auDA AGM Minutes.

The Board **resolved** to approve the 2019 auDA AGM Minutes as a true and correct record of the meeting, subject to amending to include the Governing Members alongside the Board under Present.

6. Approval of 2020 Annual Report

The Board reviewed the Annual Report congratulating staff on its presentation and content.

The Board **resolved** to adopt and publish the 2019/2020 Annual Report, subject to a minor amendment to the wording in the security section on page 25.

The Board noted the associated media release.

7. Licence Review Panel Rules

The Board noted the CEO's advice that the proposed Licence Review Panel rule change was necessary to provide the flexibility to manage the Licence Review Panel appointments.

Proposed changes to Paragraph 3.8.15 of the *.au Domain Administration Rules: Licensing*:

"A Person is appointed to the Licence Review Panel for a period of *up to* three years, which may be extended by .au Domain Administration for ~~another three year period~~ *an additional term* with the agreement of the Panel member."

The Board **approved** the proposed change to the Licensing Rules to appoint members of the Licence Review Panel *for up to* three years, instead of a *fixed* three years and an additional term by agreement, subject to amending the Explanatory Statement.

The draft change will be published to the auDA website for a public consultation period of 21 calendar days.

The Board noted the update from the PCC Chair on the Licence Review Panel Member appointments process.

8. PCC HR Recommendations

The Board considered the three recommendations arising from the People & Culture Committee meeting:

- **PCC Senior Executive Performance Bonus Payments**

The Board **resolved**, on the recommendation of the People & Culture Committee, to accept the CEO's proposal for Senior Executive Bonus Payments.

- **HR Services**

The Board **resolved**, on the recommendation of the People & Culture Committee, to approve the CEO engaging an external HR Service (noting the financial delegation).

A fully developed proposal will come to the November 2020 PCC and December 2020 Board.

- **Leave Policy Update**

The Board discussed the proposed updates to the Leave Policy – referencing mental health under personal leave, providing the CEO with a discretion to award additional leave days and changing the pronouns used through the policy.

The Board **resolved**, on the recommendation of the People & Culture Committee, to approve the Leave policy update to personal leave at 4.3 subject to review by the HR Service of the wording

particularly in regard to leave for mental health reasons and the evidence required to support that leave.

The Board **resolved** to approve in principle a discretion for the CEO to award up to five additional leave days per year, subject to operational requirements, to be dealt with in the Delegations Manual not in the Leave Policy.

Action: Consider how to provide the CEO with a discretion to award up to five additional leave days per year, subject to operational requirements, through the Delegations Manual.

9. In-Camera

Item 8.

10. Meeting Close

The Board noted the next meeting dates. Meeting closed at 12 Midday.

Signed as a true and correct record

Alan Cameron AO

Independent Chairperson

Date: