

Meeting Minutes

Meeting	Board Meeting	
Date / Time	17 August 2021 / 9:15am to 2pm AEST	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Tania Fryer, Director Matthew Healy, Director	Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director (except for item 8.1 and 10.1) Lachlann Paterson, Gov Observer Kathleen Silleri, Gov Observer
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec James Shady, CFO Bruce Tonkin, COO Sophie Mitchell, CCO Colin Brown, CCPO	Annaliese Williams, SAP, (8) Steph Viljoen, MC (7-7.4) Barbara Schade, SCO (7-7.4) Will Bond, WM (8.1) Rebecca Papillo, SCO (12.2) Katherine Sainty, GC, (10)
Apologies	Kate Cornick, Director Sonia Joksimovic, Co Sec	

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.

2. Welcome, quorum and introductions

The Chair welcomed all present, noting apologies from Kate Cornick and Sonia Joksimovic and confirming 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.

4. Chair's Update

The Chair noted his recent communication with Joy Liddicoat to congratulate her on her appointment as President of the InternetNZ Council and their commitment to continuing engagement between the auDA Board and InternetNZ Council.



5. Health, Safety & Wellbeing

5.1 People and Culture Report

The Board noted the People and Culture Report.

6. Government Update

The Chair advised that due to changes in responsibilities related to the earlier merger between the Infrastructure and Communication Departments, the Government Observer on the auDA Board was changing. Lachlann Paterson, assisted by Kathleen Silleri, would be taking over from Vicki Middleton, who was assisted by Sarah Leeming. The Chair introduced Mr Paterson and Ms Silleri and asked that auDA's appreciation for the positive contribution of Vicki and Sarah be passed on to them. The Chair noted that Lachlan would also be the nominated Government Representative on the Nomination Committee.

The Board noted the introductory comments from Lachlann and Kathleen and summary of the current work on updated auDA Terms of Endorsement and the Security of Critical Infrastructure Act.

7. Operations Report

The Board noted the Operations Report including trialling a Learning Management System (LMS) to improve the delivery of .au training to registrars, participation in a cyber security exercise organised by the Australian Cyber Security Centre (ACSC) in Canberra, the recent signing of the Deed of Variation for the registry agreement and subsequent Registrar briefings and the work now underway on the Registry/Registrar Agreement (RAA) which will come to the Board for approval.

The Board also noted the quarterly Registrar meeting which included discussion of the plans for the launch of .au in 2022, the new *auDIT* tool to assist registrars with the validation of registry information for their existing customers, the results of the baseline security audits, current status of the Security of Critical Infrastructure (SOCI) Act, proposed changes to the Budapest Convention on Cybercrime, Government legislation to protect the word University and related words and plans to release ASPI's *auCheck* tool to check the security of websites.

The Board discussed the continued increase in new registration volumes, the renewal and churn rates and risk mitigation strategies.

7.1 Policy Framework Implementation Update

The Board noted the Policy Framework Implementation update including the recent registrar meetings to discuss planning for the launch of the au namespace.



7.2 Compliance Posture Statement

The Board noted the final draft of the auDA compliance posture statement and report on the positive and constructive impact arising from its internal use over the last few months. The Board provided guidance on aligning language with the draft Strategy 2021-25 and external engagement.

The Board **resolved** to approve publication of the compliance posture statement on the auDA website, subject to minor variations.

Action: Present on the Compliance Posture Statement at the next GASC meeting.

7.3 Compliance Project Update

The Board noted the update on implementation of the recommendations arising from the Nous Group's internal *Review of auDA complaints processes* (Sept 2020) and the positive results being achieved through the implementation of the compliance posture, new templates and peer review.

7.4 Compliance Priorities

The Board reviewed the Annual Compliance Plan 2021-22 setting out the priorities for the year noting that publishing a plan was a recommendation of the *Review of auDA complaints processes* (Sept 2020) and consistent with the approach of other organisations with similar functions. The Board discussed measurements of success and its relationship to reporting against the Strategy.

The Board **resolved** to approve the Annual Compliance Plan 2021-22 subject to aligning wording with the draft Strategy 2021-25.

8. Communications and Stakeholder Engagement Report

The Board noted the Communications and Stakeholder Engagement Report including the work to publish auDA's 2021-25 Proposed Strategy Consultation Paper, hosting Member Events to consult on auDA's Proposed Strategy, publishing auDA's Q2 Report and drafting the Annual Report, preparing .au direct registration communications and stakeholder engagement, supporting the CEO to appear before the Parliamentary Joint Committee on Intelligence and Security (PJCIS) on the Security Legislation Amendment (Critical Infrastructure) Bill 2020 (the SOCI Bill) and meetings with Registrars to discuss innovation opportunities that arise from ASPI's launch of auCheck.

The Board discussed the value of the auCheck tool, particularly for small business and the translation of auDA resources into community languages.

Action: Provide the Board with a demonstration of the updated .auCheck tool and the auDIT tool.



8.1 Co-Marketing and Innovation Fund Review

The Board considered the proposed approach to reviewing the Co-Marketing and Innovation Fund to better enable it to drive innovation in the industry and unlock positive social and economic value for Australians. The Board noted the history of the fund and provided guidance on issues to consider in the review.

The Board **resolved** to approve the recommended approach to the review of the Co-Marketing and Innovation Fund.

Action: Bring updated CMIF Guidelines to the Board for decision in November 2021.

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

8.2 Crisis Communication Plan

The Board noted the Crisis Communication Plan.

9. Finance

9.1 July 2021 and Year End Report

The Board noted the positive 2021 year end result and July 2021 YTD Financial report and discussed the budget forecast process.

9.2 Strategy on a Page

The Board noted the Strategy on a Page developed by the CFO to provide line of sight for the people and resources required to deliver auDA's Strategic Plan. The Board noted the advice of the CEO that Management would continue working on the plan including options for reporting of progress.

9.3 Premises

The Board noted that negotiation of the Commercial Lease and a Works and Incentive deed, consistent with the Heads of Agreement was completed in July 2021 and that the documentation was now ready for execution.

The Board **resolved** to approve execution of the Commercial Lease and Works and Incentive deed for Tenancy at 8 Exhibition Street, Melbourne by the Chair and Matthew Healy via DocuSign.



9.4 Risk Review update

The Board **noted** the updated project plan, timeline and actions for RSM to complete the review of the Risk Register and Risk Appetite Statement for each risk in preparation for presentation at the November 2021 Board meeting.

9.5 Release of Holding Account Funds

The Board discussed the request by the CFO to approve the release of funds to Afiliis from the Holding Account now that the extension of the initial agreement had been approved. The amount provided reflects revenue for registration periods beyond the life of the initial registry contract and as recorded as a current liability in auDA's Statement of Financial Position as at 30 June 2021.

The Board **resolved** to approve the release of \$2,351,692 from the Holding Account to Afiliis under the terms of the Registry Licence Agreement (RLA) and authorised management to approve the payment.

10. .au Commencement Date

The Board discussed the Commencement Date for Phase 2 of the .au Licencing Rules, which includes the .au namespace and changes to the rules relating to id.au and finalising the cut-off date for Category 1 names.

The Board **resolved** to approve the Commencement date for the rules relating to the id.au namespace and the .au namespace to be 24 March 2022 at 00:00 Universal Time Coordinated (UTC) and **resolved** to approve the Cut-off date for Category 1 names as 4 February 2018 23:59:59 UTC.

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

11. Legal Services update

The Board noted the Legal Services update

12. Governance Matters

12.1 Member Transition Plan

The Board considered the recommendations and suggested next steps to transition Associate Members to Governing Members.

The Board **resolved** to approve the recommendations and next steps set out for the transition of Associate Members to Governing members.



12.2 Annual Report Approach

The Board noted the approach to auDA's 2020–21 Annual Report, including the proposed timeline, theme and structure and provided comments to the Chief Communications Officer on other issues to consider.

13. Previous Board Meeting Matters

13.1 Approval of Previous Minutes

The Board reviewed the Minutes from the 23 June 2021 and 8 July 2021 Board meeting and noted the Circular Resolution to approve the Performance Development, Recruitment and Employee Assistance policies.

The Board **resolved** to approve the Minutes of 23 June 2021 as a true and correct record of the meeting.

The Board **resolved** to approve the Minutes of 8 July 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.

14. Board Committee and Foundation Matters

14.1 Draft Security & Risk Committee Minutes

The Board noted the draft Security and Risk Committee Minutes.

14.2 Draft People & Culture Committee Minutes

The Board noted the draft People and Culture Committee Minutes.

14.3 Draft Nomination Committee Minutes

The Board noted the draft Nomination Committee Minutes.

14.4 Draft auDA Foundation Board Minutes

The Board noted the draft auDA Foundation Board Minutes.

14.5 TASC Record of Meeting

The Board noted the TASC Record of Meeting.



14.6 GASC Record of Meeting

The Board noted the GASC Record of Meeting.

15. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- EDU 31 August
- Nom Com 6 September
- FAC 7 September
- TASC 7 September
- GASC 15 September
- Board 21 September

The Meeting closed at 2:20pm.

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: