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## Draft Minutes of the Board of Directors

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**DATE AND TIME:** 2 December 2020  
12 Midday to 5pm 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
- Jackie Korhonen, Director
- Sarah Leeming, DITRDC

**ALSO IN ATTENDANCE:**

- Rosemary Sinclair, CEO
- Linda Brown, Co Sec
- Sonia Joksimovic, Co Sec
- James Shady, CFO
- Bruce Tonkin, COO
- Caroline Fritsch, MSP
- Steph Viljoen, MC
- Katherine Sainty, GC (6, 7, 8)
- Colin Brown, HRC (9, 13)
- Will Bond, MM (12)
- Rebecca Papillo, CM (12)
- Kat Vrkic, MMCR (12)
- Michael Lewis, MIR (12)
- Bart Hogeveen, ASPI (12.4)

**APOLOGIES**

- Vicki Middleton, DITRDC
- Sue Brennan, HSRO

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### 1. Acknowledgement of Country

The Chair acknowledged the Gadigal people of the Eora nation where he was located and paid respects to elders past and present on the lands on which others were participating.

### 2. Welcome, Quorum and Introductions

The Chair welcomed all present, particularly Jackie Korhonen to her first Board meeting as Director and Sonia Joksimovic, Company Secretary, returning from leave. The Chair confirmed a quorum for the meeting.

### 3. Declarations of Interests

The Board noted the Declarations of Interests and Jackie Korhonen confirmed that she had provided her interests to the Company Secretary.

### 4. Previous Board Meeting Matters

#### 4.1. Approval of Previous Minutes

The Board reviewed the Minutes of the meeting held on 10 November 2020.

The Board **resolved** to approve the Minutes of 10 November 2020 as a true and correct record of the meeting.

#### 4.2. Approval of 2020 Annual General Meeting Minutes

The Board reviewed the 2020 Annual General Meeting Minutes.

The Board **resolved** to approve the Annual General Meeting Minutes of 10 November 2020.

### **4.3. Actions Arising**

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

Action: Send a diary appointment for 3 March 2020 Strategy Day

Action: Organise a meeting with the auDA Chair, auDA Foundation Chair and CEO to discuss recent legal advice.

### **5. Government Update**

The Chair welcomed Sarah Leeming, DITRDC to the meeting to provide a government update. Ms Leeming particularly noted the:

- Acquisition application from Donuts Inc. for approval to purchase Afilias Inc.
- Progress on the Security Legislation Amendment (Critical Infrastructure) Bill 2020
- International Engagement.

### **6. Donuts / Afilias Change of Control**

The Board discussed the Donuts Inc agreement to purchase the ultimate holding company (Afilias Inc) of Afilias Australia Pty Ltd, noting that under its Registry Licence Agreement, any Change of Control requires the written consent of auDA. The Board reviewed the due diligence process that Management had commenced to assess the arrangement.

Action: Convene a meeting of the Board on 16 December 2020 to further consider the proposed Donuts purchase of Afilias Inc.

[Angelo Giuffrida absented himself from the discussion to avoid any perception of a conflict of interest]

### **7. Licence Review Panel**

The Board noted the update from the CEO on the work underway to support the Licence Review Panel (LRP) including establishing governance arrangements, creating decision flow diagrams for the original handling of the complaint, internal review by auDA and external review by the LRP and preparing induction materials. The next step is a workshop followed by induction. Appointments will be announced when Panel Member Agreements are finalised and signed.

The Chair thanked Directors Tania Fryer and Matt Healy for their work on appointing the panel members and providing guidance on the operation and arrangements of the panel.

### **8. Legal Services**

The Board noted the report from General Counsel on the range of legal project work and advice that had been provided in the past month including advising on the impact of Donuts Inc acquiring Afilias, Inc.

General Counsel confirmed that there was no particular requirement to automatically disclose spouse or other close personal contact interests on the Declaration of Interest Register. Directors should be aware of the usual duty to be aware of and disclose any 'material personal interest' under the Corporations Act, or any Conflict of Interest under auDA's guidelines.

### **9. Health, Safety & Wellbeing**

#### **9.1. HR Report**

The Board noted the HR report including the work to incorporate mental health into the leave policy and planned refresher bullying and harassment training for staff.. The Board discussed the requirement following the Fair Work Commission review of Modern Awards for all employers to conduct an annual reconciliation of the hours staff have worked against how much they have been paid and noted Management's plan to assess options to comply by 1 July 2021. The Board discussed

the leave policies and requested that parental leave include provision for still birth or death of an infant.

## **9.2. COVID 19 Arrangements**

The Board noted the HRC's advice that the COVID safe procedures that had been developed for the office were very good and that he inspected preparations in the office and all was in order.

## **10. Finance Report**

### **10.1. September 2020 & YTD Report**

The Board reviewed the October 2020 Financial Report and noted the continued strong operating performance and usefulness of the new revenue graph. The CFO confirmed that three add-ins for revenue recognition and prepaid expense scheduling were being assessed in response to audit recommendations.

### **10.2. Premises Business Case**

The Board reviewed the options presented by management to secure office space that is fit for purpose for staff and IT systems and enables a COVID Safe work environment. The Board provided guidance on location and leasing terms and the decision-making criteria including accessibility and convenience to public transport.

The Board **resolved** to approve management to continue exploring relocation options – keeping the Chair and Chairs of FAC and PCC informed, noting a requirement for financial prudence and with the goal of minimising the net amount of:

- break costs and asset write downs
- annual occupancy costs
- once-off costs associated with legal fees, fit out modifications and relocation
- working capital allocated to bank guarantees

and

engaging an agent or joint agents to provide options and to explore the sub-let of existing premises to mitigate leasing costs.

Action: Prepare a final premises options paper for decision at the March 2021 Board meeting.

## **11. Operations Report**

The Board noted the Operations Report including the due diligence exercise to consider the change of control as a result of Donuts Inc agreement to acquire Afilias, Inc, training webinars for registrars on the roll-out of the new licencing rules, compliance activities and analysing and responding to the exposure draft and explanatory guide for the proposed changes to the Security of Critical Infrastructure (SOCl) Act

### **11.1. Policy Framework Implementation Update**

The Board noted progress on the implementation of the Policy Framework against the workplan.

Action: Conduct an information session for the Board on the new Licensing Framework in early 2021.

### **11.2. Registrar Rules Commencement Date**

The Board considered the Registrar Rules Commencement Date.

The Board **resolved** to set the Commencement date of the *.au Domain Administration Rules: Registrar* in paragraph 1.2.1 to be Monday 12 April 2021 at 00:00 (UTC time).

Action: Update the Registrar Rules with the new commencement date and publish on the auDA website.

### **11.3. NOUS Group Complaint Process Recommendations – Implementation**

The Board reviewed management's response to the NOUS Group complaint process recommendations and suggested that the work to implement the recommendations be prioritised in the work plan with a 12-month review date.

Action: Bring the updated Complaint Process implementation progress report back to the Board in March 2021.

### **11.4. Compliance Posture Statement**

The Board reviewed the Compliance Posture Statement and endorsed the approach and provided guidance on terminology.

Action: Bring an updated Compliance Posture Statement to the Board in February 2021.

### **11.5. Security Legislation Amendment (Critical Infrastructure) Bill 2020 Update**

The Board discussed the progress and implications of the Security Legislation Amendment (Critical Infrastructure) Bill and its interaction with the Foreign Investment Bill currently before the House, particularly that auDA is captured by the legislation which includes a number of security, secrecy and reporting obligations and criminal penalties for non-compliance.

The Board noted that the Bill is expected to be introduced into Parliament in December 2020 then be referred to the Parliamentary Joint Committee for Intelligence and Security (PJCIS) for review. auDA will be engaging with the Department in a sector mapping exercise to identify critical infrastructure assets, and co-design the detail of the critical infrastructure risk management plan rules.

## **12. Communications & Stakeholder Engagement**

### **12.1. Website Demonstration**

The Marketing & Communications Managers demonstrated the redeveloped auDA website which launched on 16 November 2020. The Board noted the positive feedback that the website had received externally and internally, its adherence to Website Content Accessibility Guidelines with a current Google Lighthouse Accessibility score of 85% and next steps to continue adding more historical content and enhancing the help section, registrar and membership content.

### **12.2. Communications – Brand, Style Guide & Tone of Voice**

The Board noted the presentation from the Marketing and Communications Managers on the new auDA brand, style guide and tone of voice that features on the redeveloped auDA website and will be progressively rolled out across the organisation in coming months. The brand style is designed to be simple, personable and support connecting with people. The Board clarified that the dot at the beginning of auDA formed part of the brand.

### **12.3. Membership Survey**

The Manager Member & Community Relations presented on the results of the recent member survey. The Board noted the increase in the response rate compared to the August 2019 survey, up from 7% to around 10%, the overall satisfaction with auDA Member services, and the opportunities to increase member services and engagement.

### **12.4. auCheck Demonstration**

A representative from the Australian Strategic Policy Institute (ASPI) demonstrated the auCheck tool that they have developed with the sponsorship of auDA to enable business and individuals to check the standard of security on their own websites against global leading practice. The Board noted that auCheck will launch in 2021 and is designed to build trust in .au websites.

Action: Ask General Counsel to review the product disclaimers and liability notice.

Action: Arrange a follow up auCheck demonstration for interested Directors.

### **13. Corporate Policy**

#### **13.1. Framework Policy**

The Board reviewed the amended draft Framework Policy.

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

#### **13.2. Leave**

The Board reviewed the leave policy and supporting procedure. The Board discussed the record keeping and notification requirements in the procedure and requested that reference to 'preferably by telephone' be deleted.

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

#### **13.3. Pandemic Leave**

The Board reviewed the Pandemic Leave Policy.

The Board **resolved** to approve the Pandemic Leave Policy.

#### **13.4. Parental Leave Policy**

The Board reviewed the Parental Leave Policy and discussed the recent government requirements for still birth and infant death.

The Board **resolved** to approve the Parental Leave Policy subject to an amendment to include leave in the case of still birth or infant death.

#### **13.5. Flexible Working Arrangements Policy**

The Board reviewed the Flexible Working Arrangements Policy.

The Board **resolved** to approve the Flexible Working Arrangements Policy.

### **14. Board Committee Update**

#### **14.1. Security & Risk Committee**

The Board noted the draft Security & Risk Committee Minutes.

#### **14.2. People & Culture Committee**

The Board noted the draft People & Culture Committee Minutes.

### **15. In Camera Session**

The Board held an in-camera session with the CEO and Co Sec present and then CEO only.

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

The Board noted the next meeting dates:

- 16 December 2020 - Board
- 2 February 2021 – SRC
- 16 February 2021 - Board

Meeting closed at 5:10pm.

Signed as a true and correct record

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**Alan Cameron AO**

**Independent Chairperson**

Date:

