

Meeting Minutes

Meeting	Board Meeting	
Date / Time	30 March 2021 / 9:15am to 2pm AEDT	
Location	Team Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Tania Fryer, Director Angelo Giuffrida, Director	Matthew Healy, Director Peter Elford, Director Kate Cornick, Director Sandra Davey, Director Vicki Middleton, DITRDC (4-7) Sarah Leeming, DITRDC (4-7)
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec (5-11, 13, 14) James Shady, CFO (5-11, 13,14) Bruce Tonkin, COO (5-11, 13, 14) Sophie Mitchell, CCO (5-11, 13, 14)	Colin Brown, CCPO (5) Annaliese Williams, SAP (5-11, 13, 14) Sue Brennan, HRS (5) Steph Viljoen, MC (8) Barbara Schade, SCO (8) Will Bond, MM (9)
Apologies	None	

1. Acknowledgement of Country

The Chair acknowledged the traditional owners across the nation and the Gadigal people of the Eora nation where he was located and paid respects to elders past and present.

2. Welcome, quorum and introductions

The Chair welcomed all present, noting that Angelo Giuffrida was delayed for a few minutes, James Atkins was joining the meeting at 9.30, Sandra Davey at 10 and that Kate Cornick had to leave the meeting for a period at 11:30 (returned 12.50).

The Chair confirmed there was a quorum and opened the meeting at 9.15am and brought forward Item 10 Donuts Change of Control for immediate consideration.

10. Change of Control Consent

The Board **resolved** to ratify the decision of the Circular Resolution of 22 March 2021 to approve the 20 January 2021 request for a change of control of the Registry Operator (Afilias Australia Pty Ltd), under the Registry Licence Agreement (RLA), subject to the



parties entering into a Deed of Consent, and DTLD Holdings LLC entering into a Parent Company Deed of Guarantee and Indemnity for the performance of the Registry Operator's obligations under the RLA.

Note: Director Angelo Giuffrida was not provided with the papers and was absent for the discussion and decision as per his declared conflict of interest.

3. Declaration of Interests

The Board noted the Register of Interests and requested that the practice of marking new interests on the register for easy reference continue. All present confirmed that their entries in the Register of Interests were complete and correct.

4. Chair's Update

The Chair provided an update on the Board Performance Review and proposed meetings of the Nominations Committee.

The Board received and noted an update from COO on Nominet UK.

5. Health, Safety & Wellbeing

5.1 HR Report

The Board noted the HR report.

6. Government Update

The Chair invited Vicki Middleton and Sarah Leeming, DITRDC to provide a government update. The key points included:

- Confirmation of the recent announcement by the Prime Minister of Ministerial changes to portfolios
- Focus on and opportunity for international engagement, particularly around DNS abuse and intellectual property
- Preparatory work on the scheduled review of auDA's Terms of Endorsement
- Benefit of recent meetings with auDA staff in Canberra.

7. Strategy

The CEO provided an overview of the recent strategic planning activities and sought comments from the Board on progress so far. The Board provided guidance on Purpose, Key Result Process, Culture and Communicating the strategy



The CEO confirmed that the next iteration of the strategy would come back to the Board in May for review before coming back to the Board at the June 2021 Meeting prior to public consultation.

Action: Bring the draft auDA Strategy 2021-25 back to the Board for discussion in May 2021.

8. Operations Report

The Board noted the Operations Report including continued growth in domain name registrations, recent work to enhance auDA's security environment, the Registrar baseline security assessments, updates to the Registry Agreement and policy and compliance activities.

Action: Begin discussion on development of a policy to support effective multi-stakeholder engagement using member experience and experience from ICANN and InternetNZ, comments from GASC and TASC and a process of community consultation. People and Culture Committee to oversee the work.

8.1 Compliance Posture Statement

The Board discussed the Compliance Posture Statement and provided guidance on its language.

The Board **resolved** to adopt the Compliance Posture Statement for internal use and asked for feedback in 3 months time.

Action: Report to the Board in 3 months on the experience of using the Compliance Posture Statement in practice.

8.2 Complaint Process Review Progress Report

The Board noted the Complaint Process Review progress report including areas for improvement identified by NOUS and proposed a quarterly Board reporting schedule.

Action: Provide a quarterly Complaint Process Review Progress Report to the Board.

8.3 Policy Framework Implementation Update

The Board noted the progress on the Policy Framework Implementation in preparation for the launch of the new Licencing Rules on 12 April 2021 and noted that further review and discussion could be handled at the Security and Risk Committee.



9. Communications & Stakeholder Engagement Report

The Board noted the Communications & Stakeholder Engagement Report including the recent Registrar Breakfast, stakeholder meetings in Canberra and preparation for Member events in April 2021. The Board discussed the Transition Date and process for conversion from Associate to Governing Members.

Action: Develop an information and transition plan for conversion from Associate to Governing Members after the Transition Date.

9.1 Co-marketing Fund Application

The Board reviewed the Co-Marketing Committee's assessment and recommendation for grant-level funding. Directors discussed the operations and application guidelines for the Co-Marketing and Innovation Fund.

The Board **resolved** to approve the application for funding for \$125,000 (inc GST).

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

Action: Review the Co-Marketing and Innovation Fund guidelines to broaden the scope of the Fund

10. Change of Control Consent

See above

11. Finance

11.1 February 2021 and YTD Report

The Board noted the February 2021 YTD Financial report and the CFOs explanation as to where Afilias transactions sit in the accounts.

11.2 Premises

The Board noted the update from the CFO on the search for suitable premises given social distancing requirements and the range of properties that have been inspected to date with further inspections scheduled.



12. Corporate Policies

The Board considered a suite of policies noting that they had been subject to detailed review by the relevant Board Committee and further comments had been received following the release of Board papers.

Action: Draft guidance on public consultation with reference to the Transparency & Accountability Framework.

12.1 Purchasing Policy

The Board **resolved** to approve the Purchasing Policy subject to a number of amendments being made as discussed and the final version being circulated to the Board.

Action: Ask General Counsel to confirm if the Modern Slavery Act applies to auDA.

12.2 Delegations Manual

The Board reviewed and **resolved** to approve the updated Delegations Manual.

12.3 Code of Conduct Policy

The Board reviewed and **resolved** to approve the Code of Conduct Policy.

12.4 Workplace Grievance Resolution Procedure

The Board reviewed and **resolved** to approve the Workplace Grievance Resolution Procedure.

12.5 Gifts, Benefits, Hospitality & Political Donations and Engagement Policy

The Board **resolved** to approve the Gifts, Benefits, Hospitality & Political Donations and Engagement Policy subject to subject to a number of amendments being made as discussed and the final version being circulated to the Board.

12.6 Sexual Harassment Policy

The Board reviewed and **resolved** to approve the Sexual Harassment Policy.

12.7 Bullying and Harassment Policy

The Board reviewed and **resolved** to approve the Bullying and Harassment Policy.



12.8 Whistleblower Policy

The Board reviewed and **resolved** to approve the Whistleblower Policy

13. Previous Board Meeting Matters

13.1 Approval of 16 February 2021 Minutes

The Board reviewed the Minutes of the meeting held on 16 February 2021.

The Board **resolved** to approve the Minutes of 16 February 2021 as a true and correct record of the meeting subject to an amendment at Item 3 Delegations of Interests.

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 Matters

14.1 Finance and Audit Committee Charter

The Board **resolved** to approve the updated Finance and Audit Committee Charter subject to incorporating the final changes made at the FAC meeting and correction to Committee names and the final version being circulated to the Board.

14.2 People and Culture Committee Charter

The Board reviewed and **resolved** to approve the People and Culture Committee Charter.

14.3 Draft Finance and Audit Committee Minutes

The Board noted the draft Finance and Audit Committee Minutes.

14.4 Draft People and Culture Committee Minutes

The Board noted the draft People and Culture Committee Minutes.

14.5 Draft Foundation Minutes

The Board noted the Foundation Minutes.



15. In-Camera

The Board held an In-Camera session with the CEO and Company Secretary present.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- SRC 27 April 2021
- Board 12 May 2021

The Meeting closed at 2:41pm

17. Information Papers

17.1 Legal Services Update

The Board noted the Legal Services Update.

17.2 auDA submission: Security Legislation Amendment (Critical Infrastructure) Bill 2020

The Board noted auDA's submission.

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: