Meeting Minutes

Meeting	Board Meeting	
Date / Time	5 December 2024, 9:15 to 4pm AEDT	
Location	Level 19, 8 Exhibition St, Melbourne and Teams Meeting	
Present	Alan Cameron AO, Independent Chairperson Peter Elford, Director Brett Fenton, Director Sandy Davey, Director Sandra Hook, Director	Claire Rogers, Director Wendy Thorpe, Director Thu-Trang Tran, Director Mike Trovato, Director Tina Wyer, Director
Also in attendance	Rosemary Sinclair AM, CEO Bruce Tonkin, COO Linda Brown, Co Sec Sophie Mitchell, CCO James Shady, CFO Jane Smith AM, CPCO	Sam Grunhard, GO Sonia Joksimovic, Co Sec Barbara Schade, SCPO (9) Rikki Andrews, MPB (11) Margaret Petitt, Bendelta (12) Pip Anderson, Bendelta (12)
Apologies		

1. Acknowledgement of Country

The Chair acknowledged the traditional custodians of the land, the Wurundjeri people of the Kulin Nation and paid respects to elders past and present.

2. Welcome, attendance and introductions

The Chair welcomed everyone to the meeting, introduced new directors Brett Fenton, Claire Rogers and Tina Wyer, and noted that Sam Grunhard was joining the meeting in person.

3. Declaration of Interests

The Board noted the Register of Interests and all confirmed the register was complete.

4. Chair's update

The Chair recognised Rosemary's exemplary service as CEO, her success in creating an effective and committed workforce, and rebuilding the reputation of auDA in Australia, the region and internationally, and thanked her on behalf of the Board. The Chair noted his words were not merely formal but were genuine and heartfelt.

The Board endorsed by acclamation the Chair's recognition of the contribution of Rosemary Sinclair AM during her nearly five years as CEO.

5. Government update

Sam Grunhard, Government Observer, noted that it was good to attend the meeting in person. He provided an update on matters of interest including work on reviewing the auDA Terms of Endorsement, recent attendance at the Australian Internet Governance Forum (auIGF) and auDA's Asia Pacific Internet Governance Academy Australia (APIGA Australia), participation at ICANN81 and election of Ian Sheldon as Vice Chair of the Governmental Advisory Committee (GAC), and preparations for the upcoming World Summit on the Information Society (WISIS)+20 High-Level Event 2025, hosted by the International Telecommunication Union (ITU) in Geneva in July 2025. He concluded by thanking Rosemary Sinclair AM on behalf of government for her tremendous work at auDA and noted that he was looking forward to working with Bruce Tonkin when he begins as CEO in 2025.

6. CEO Report

The Board noted the report from the CEO including an overview of auDA governance, functional areas, operating performance and key highlights in 2024, as detailed in the Annual Report.

Rosemary concluded by thanking the Board for its unwavering support during her term as CEO, beginning in March 2020 just as the world was headed into COVID. She noted, together we launched new .au Licensing Rules in April 2021 followed by the launch of .au direct on March 2022, developed a Strategy and Values for auDA, refreshed Policies and identified Risks, set Delegations and Budgets, developed our Objectives and Key Result approach to give clear focus to priority projects, built up the structure and the skills of auDA people, and began to strengthen auDA's culture. Rosemary noted she enjoyed the features of this culture from the Board as CEO, which enabled very significant achievement by all at auDA, summarised by the timelines included in the Annual Reports to members from 2020 to 2024 and attached to this final CEO Report.

7. In camera

The Board held an in-camera session.

8. Health, Safety and Wellbeing

8.1 People and Culture Report

The Board noted the CPCO's People and Culture Report including performance against OKRs, HR metrics, focus on leadership development, recent recruitment activity and sourcing of a HR software package.

8.2   Pulse Survey

The Board discussed the results of the 2024 staff pulse survey noting the positive improvement across all areas compared to the 2023 results. The Board provided guidance on the opportunity for more granular questions in future surveys.

9. Operations

9.1   Operations Report

The Board noted the COO's Operations report including performance against OKRs and operations metrics, results of the recent cybersecurity exercises, consultation on the Registrar Agreement, work with Registrars on validation processes, Registrar audit activity, response to scam sites including those being reported by Government enforcement bodies, and the breakdown of languages in websites used in com.au.

9.2   Registrar Agreement

The Board reviewed the draft 2025 Registrar agreement, noting that no requests for changes had been raised during the registrar consultation process. The Board noted the COO's advice that a registrar had contacted auDA post the consultation period to discuss the domain tasting provision. The Board discussed the process and impact of domain tasting, and ICANN's response to the issue following an international multi-stakeholder policy development process.

The Board **resolved** to approve the 2025 Registrar agreement, and noted the specific matters raised regarding domain tasting.

9.3   Compliance Plan

The Board reviewed the 2024-2025 Compliance Plan, noting the SCPO's advice that it sets out the FY25 major compliance priorities and activities auDA undertakes to promote, ensure and maintain compliance with the.au Licensing Rules and is published every year and reported against in the Annual Report. The Board provided guidance on amending the wording of section 3.

The Board **resolved** to approve the compliance priorities for FY 2025 that will be published on the auDA website, subject to an agreed amendment in Section 3.

10. Communication, Stakeholder Engagement and Policy

10.1 CSEP Report

The Board noted the CCO's CSEP Report including performance against OKRs, launch of the new website, inaugural APIGA Australia, secretariat support for Australia's Internet

Governance Forum (IGF), communications related to the AGM, new CEO and directors and the Community Grants program, completion of round 1 of the new Co-Marketing Program and launch of round 2, participation in APTLD86, ICANN 81, and CENTR General Assembly, member activities and 2026-30 Strategy development.

The Board noted the GASC observations on the Board Workshop on Membership.

Action: Provide an overview of auDA's approach to membership, to provide context for the Board's consideration of GASC observations on the Board Workshop on Membership at its February 2025 meeting. [CEO/CCO, Feb 2025]

Action: Invite Hamish Hansford, Home Affairs to the April 2025 Board Meeting. [CCO, Mar 2025]

10.2 Terms of Endorsement

The Board noted the CCO's update on progress of the review of auDA's Terms of Endorsement with an updated draft expected shortly. Sam Grunhard confirmed that the next stage after that would be a public consultation.

Sam Grunhard recused himself from the meeting for the Board discussion.

The Board discussed the relationship between the Terms of Endorsement and the new Strategy.

10.3 Director 2025 Multistakeholder participation

The Board discussed Management's guidance and rationale for director participation in multistakeholder internet governance events in 2025.

The Board **resolved** to approve the travel proposed for the Chair in 2025.

The Board **resolved** to approve the events schedule proposed for Directors in 2025.

11. Grant Making

11.1 Community Grants

The Board considered the 15 Community Grants assessed by a panel made up of auDA staff and external members and recommended for approval by the Public Benefit Program Committee.

The Board **resolved** to approve the following 2024 Community Grants:
1. Advancing measurement of digital inclusion by social enterprises through Seedkit
2. Digital dilly bag - First Nations data sovereignty
3. Supporting cultural resurgence through online archives: the Westlake Collection
4. IndigiSTEMM Jila HUB

5. Erub Mer Living First Language Digital Hack-a-thon Camp

6. Securing Digital Inclusion for Australians living with Disability

7. Enhancing Navigation and Access to Cognitive-Friendly Technology (ENACT)

8. Digital forums for older Australians: Engaging virtual communities for social support and digital health literacy

9. The BRIGHTEST project (Blood Result Interpreter, Getting Hep-B Tests into Everyday Simple Terms)

10. Haptic Communication Platform for Remote Learning in Disadvantaged Communities

11. Climate Smart Farming Toolkit

12. Cool.org AI: Teacher Feature (Differentiation Tool)

13. Unmasking the dark side of harmful digital marketing

14. BEeT for Youth: A co-designed adaptation of a proven online CBT treatment for binge eating in young people

15. Raising the Game Portal.

11.2   Research and Development

The Board noted the update on the Research and Development Grant round that closed on 14 November 2024, with the next steps being the application review by an Expert Panel, recommendations for approval by the auDA Board's Public Benefit Program Committee in January 2025, and finally decision by the Board in February 2025.

12.   2026-30 Strategy

Sophie Mitchell, CCO, provided an overview of the 2026-30 strategic planning process, and Margaret Petitt and Pip Anderson (Bendelta) joined the meeting to provide an update on progress, particularly with the five staff explorer groups. The Board noted that Bendelta would present the explorer group results at the Board strategy workshop in February 2025, ahead of staff doing further work later in February and the first draft being developed in March. The Board discussed collaboration between the explorer groups, the evidence base for ideas, and the public consultation process.

13.   Finance and Sustainability

13.1   FY25 YTD (Oct) Finance Report

The Board reviewed the October 2024 month-end financial results and FY25 YTD Finance Report, and noted the CFRO's advice that performance was positive with revenue, gross profit and earnings above budget expectations and expenditure within budget. The Board noted the dip in renewals was seasonal and new creates were steady.

13.2 Investments

The Board noted the CFRO update on the performance of investments under management, and the Finance and Sustainability Committee (FSC) recommendation to increase investment in the Sustainable Growth Portfolio. The FSC considered investment in the UBS Private Equity Program at its November 2024 meeting and requested further information from UBS. The Board noted that UBS had confirmed that there have not been any investments made in the program under consideration which would be outside the guidance provided by auDA's Investment Policy or that would breach auDA's sustainability objectives.

The Board **resolved** to approve investment in UBS's Private Equity program (Seasons VIII) of USD $1.6 million.

The Board **resolved** the addition of a further AUD$3.6 million to the Sustainable Growth portfolio in three tranches of AUD$1.2 million in each of January, March and May 2025.

13.3 Budget Update

The Board noted the CFRO's mid-year Budget update and considered the request for changes in the allocation of operating expenditure, noting that this request is more than 100% offset by year-to-date savings, and recommended by the Finance and Sustainability Committee.

The Board **resolved** to approve the re-allocation of operating expenditure request for FY25 of $0.522 million.

13.4 Foundation Matters

The Board considered auDA Foundation governance matters and Management's recommendation to increase the auDA funds available to the Community Grants Program.

The Board **resolved** to approve an increase in the number of and size of the auDA Foundation's community grants for the 2025 grant round to 20 and $50k (i.e. $1,000k pa).

[*A subsequent resolution at the 5 February 2025 amended the above resolution. The Board **resolved** to amend the 5 December 2024 resolution related to approving funds from the auDA foundation for community grants to instead approve up to $1m from the auDA Foundation in FY2026 for public benefit program funding, with a minimum of 15 x $50,000 for community grants.*]

14. Governance

14.1 Governance Report

The Board noted the CFRO's Governance Report including progress on strategic projects and OKRs including the Annual General Meeting, Director Appointments and Elections, the Annual Report and developing the Sustainability Framework and Roadmap.

14.2 Risk Report

The Board noted the Risk Report.

14.3 Licence Review Panel Appointments

The Board considered the Governance and Culture Committee's recommendation to reappoint the Licence Review Panel Members for a further one-year term.

The Board **resolved** to reappoint the following Licence Review Panel members for a further one-year term effective 1 March 2025, with no change to the existing retainer arrangements:

- Phillip Davies (Chair)
- Andrew Sykes (Panel member)
- Melissa Marcus (Panel member)
- Angela Flannery (Panel member)
- Bernadette Day (Panel member).

14.4 Board Skills Matrix

The Board considered the Governance and Culture Committee's recommendation to approve the current (2024) Board Skills Matrix to the Board for use in the 2025 Appointed and Elected Director recruitment process.

The Board **resolved** to approve the current (2024) Board Skills Matrix to the Board for use in the 2025 Appointed and Elected Director recruitment process.

Action: Map current Director skills against the Board Skills Matrix. [Co Sec Feb 2025]

14.5 Board Committee Composition

The Board discussed the Board Committees required for 2025 and their membership. The Board agreed to merge the Finance and Sustainability Committee with Audit Committee making one committee titled Finance and Audit Committee and retaining responsibility for sustainability.

The Board **resolved** to approve the Chair and members of each Board Committee as follows:

- **Finance and Audit** - Chair – Wendy Thorpe; members: Sandra Hook, Mike Trovato, Sandy Davey, Tina Wyer

- **Public Benefit Program** – Chair – Sandy Davey; members: Thu-Trang Tran, Peter Elford, Claire Rogers, Tina Wyer

- **Security and Risk** – Chair – Peter Elford; members: Mike Trovato, Claire Rogers, Brett Fenton

- **Governance and Culture** – Chair – Sandra Hook; members: Thu-Trang Tran, Wendy Thorpe, Brett Fenton.

15.   Corporate Governance Policies

15.1   Delegation Policy

The Board reviewed the amendment to the Delegation Policy to include legal delegations.

The Board **resolved** to approve the amended Delegation Policy.

Action: Review the Delegation Policy again in 2025. [FAC, Mar 2025]

Action: Consider options for an internal audit function at the next FAC meeting. [CFRO, Mar 2025]

15.2   Complaints Policy and Engagement Charter Policy

The Board reviewed the new draft auDA Conduct Complaints Policy and auDA Engagement Charter and considered the Governance and Culture Committee's recommendation to approve public consultation on them, noting that the auDA Engagement Charter will also be used in the context of auDA's public consultation processes.

The Board **resolved** to approve public consultation on the auDA Conduct Complaints Policy and Engagement Charter.

16.   Previous Board Meeting Matters

16.1   Approval of Minutes

The Board reviewed the previous Board Minutes.

The Board **resolved** to approve the previous Board minutes as a true and correct record.

16.2   Approval of AGM Minutes

The Board reviewed the 19 November 2024 Annual General Meeting Minutes.

The Board **resolved** to approve the 19 November 2024 Annual General Meeting Minutes.

16.3 Actions

The Board noted that the Actions were either complete or not due.

17. Board and Advisory Committee and Foundation Matters

17.1 Draft Governance and Culture Committee Minutes

The Board noted the draft 6 November 2024 Governance and Culture Committee Minutes.

17.2 Draft Finance and Sustainability Committee Minutes

The Board noted the draft 26 November 2024 Finance and Sustainability Committee Meeting Minutes.

17.3 Draft Security and Risk Committee Minutes

The Board noted the draft 26 November 2024 Security and Risk Committee Meeting Minutes.

17.4 Draft Public Benefit Program Committee Minutes

The Board noted the draft 22 October 2024 Public Benefit Program Minutes.

17.5 Foundation Board Minutes

The Board noted the 14 October 2024 and draft 22 October 2024 Meeting Minutes.

18. Other Business

There was no other business.

19. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

Action: Include full 2025 Board Calendar for information at the end of each Board pack. [Co Sec, Feb 2025]

The meeting closed at 3:50pm

Signed as a true and correct record

Alan Cameron
Independent Chairperson
Date: