

Meeting Minutes

Meeting	Board Meeting	
Date / Time	5 February 2025, 9:15 to 2:30pm 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	Sam Grunhard, GO Bruce Tonkin, CEO Linda Brown, Co Sec Sophie Mitchell, CCO James Shady, CFO Jane Smith AM, CPCO Sonia Joksimovic, Co Sec	Keith Besgrove, GASC Chair (8.1) Nigel Phair, TASC Chair (8.2) Tarnia Drakes, PCBM (9.1) Jordan Carter, IGPD (10) Andrew McCallum, MCEM (10.1) Rikki Andrews, MPB (11) Shelly Golden, GC
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 and acknowledged Bruce Tonkin in his first meeting as CEO.

3. Declaration of Interests

The Board noted the Register of Interests and Sandra Davey's advice that she was no longer on the organising Committee for the Australian Internet Governance Forum (auIGF). All others confirmed the register was complete.

4. Chair's update

The Chair began by thanking staff for their Explorer Group presentations at the Board Retreat the previous day, noting that it was a very useful and constructive exercise. The Chair invited the CEO to provide an update on the recent appointment of a Chief



Operating Officer (COO) and Chief Information and Security Officer (CISO). The CEO asked the CPCO to respond to Board queries on the structure of the induction program. The Chair noted that the GASC and TASC Chair's would be attending the meeting to provide their annual report on Committee activities.

5. Government update

Sam Grunhard, Government Observer, provided an update on matters of interest including noting that he had been engaging with Bruce Tonkin since his appointment as CEO, confirming the closing date for consultation on auDA Terms of Endorsement (19 February), the tabling of the review of the *Online Safety Act 2021*, meetings with .cc ccTLD and preparatory work for internet governance meetings including ICANN, WSIS and ITU.

6. CEO Report

The Board noted the report from the CEO including an update on the review of auDA's Terms of Endorsement, transition to the new Registrar Agreement, compliance insights, focus of the recently appointed CISO and performance against strategic projects and OKRs. The Board sought further information on the timeline and focus of the AI project and noted the CEO's advice regarding resources, staff training and rollout of software.

7. In camera

The Board held an in-camera session.

8. Advisory Committees

8.1 GASC Report

Keith Besgrove Chair of the General Advisory Standing Committee (GASC) joined the meeting to provide an update on GASC activities during 2024 and seek guidance in regard to the focus for 2025. The GASC Chair noted the GASC advice to the Board on developing an Inclusion and Accessibility Framework, conducting a Membership Strategy Workshop with reflections following the workshop and Internet Governance matters.

The GASC Chair noted that the Committee was keen to support auDA in developing the 2026-30 Strategic Plan and noted the CEO's advice that auDA would consult with GASC on the draft strategy in May. He raised the future of GASC, noting that it made sense to consider if it should continue and if so in what form. The Chair responded that the 2026-2030 strategic plan will help clarify what sort of advice auDA will need in the future. The CEO noted that one option was to consider more time limited subject matter experts. The Board Chair thanked GASC for their advice during the year.

Action: Confirm date for GASC Strategy Workshop in May 2025. [Co Sec, February 2025]

Action: Schedule a discussion with GASC on its future role. [Co Sec, Post 2026-30 Strategy Development]



8.2 TASC Report

Nigel Phair, Chair of the Technical Advisory Standing Committee (GASC) joined the meeting to provide an update on TASC activities during 2024. The Board noted the report on Cybersecurity Concerns and Mitigation Strategies for Protecting the Domain Name System. The TASC outlined the TASC meeting structure which generally included a guest speaker on a topic of interest, most recently from Treasury on scams and then discuss its implications for auDA. The Board noted comments from Peter Elford who attends TASC meetings on behalf of the Board that it would be useful to extend this to specific advice and recommendations. The Board discussed the cross over of issues between GASC and TASC in terms of technical and policy and the TASC Chair suggested that TASC and GASC could have a joint meeting once a year. The Chair noted that the 2026-2030 strategic plan will help clarify what sort of advice auDA will need in the future. The Board Chair thanked TASC for their work during the year.

Action: Schedule a discussion with TASC on its future role. [Co Sec, Post 2026-30 Strategy Development]

9. Health, Safety and Wellbeing

9.1 People and Culture Report

The Board noted the CPCO's People and Culture Report including performance against OKRs, HR metrics, staff engagement with EAP, recent recruitment activity, the onboarding program and update on the Human Resource Information System implementation.

10. Communication, Stakeholder Engagement and Policy

The Board noted the CCO's update on CSEP activities including the Why.au Report and the Stakeholder Survey.

10.1 Membership

The Board noted the CCO's and Membership Manager's comments on membership against goals in the auDA strategy and the matters raised in the GASC advice regarding membership. The Board noted the advice that the focus is currently on diversifying and engaging the membership with benefits including the education portal, regular events and consultation. The Board discussed ideas for the future direction of the Membership Strategy.

Action: Include Membership in the development of the 2026-30 Strategy [CEO/CCO, April 2025]

Action: Draft a response to GASC on its Membership advice for Board consideration. [CEO, CCO and two Directors, Mar2025]



10.2 Internet Governance

The Board noted the CCO and IGPD's comments on Internet Governance goals against the auDA strategy and the matters raised in the GASC advice regarding Internet Governance. The Board noted advice that the team's forward workplan includes key points from GASC's December 2024 advice, including maintaining support for the multistakeholder model and building civil society engagement. The Board discussed the impact of the alternative to a multistakeholder model of internet governance.

Action: Draft a response to GASC on its Internet Governance advice for Board consideration. [CPCO, IGPD in consultation with one or two directors, April 2025]

10.3 .au Licensing Rules Review – Issues discovery consultation

The Board noted the overview of the 2025 review of the .au Domain Administration Rules: Licensing (.au Licensing Rules). The Board considered Management's request for approval to undertake public consultation and consultation with key stakeholders to identify issues, prior to drafting the terms of reference of the Policy Review Panel for the 2025 .au Licensing Rules review. The Board provided guidance on amending the 'Providing Your Feedback' section and the Panel Chair search.

The Board **resolved** to approve public consultation by auDA to identify issues for the terms of reference of the Policy Review Panel for the 2025 .au Licensing Rules review, and identify a possible Chair for the Review Panel.

11. Grants

11.1 Research and Development

The CEO noted that a family member was an employee at Monash University, but had no involvement in the R&D grant application process. The CEO also did not provide any evaluations of the R&D applications.

The Board reviewed the recommendations for the FY25 Research & Development Grant funding for discussion and approval. The Board discussed the governance arrangements for the Research and Development Program and noted that the Public Benefit Program Committee would discuss further at its next meeting including proposing amendments to the Public Benefit Strategy based on the learnings from this funding round.

The auDA Board **resolved** to approve funding two projects for the next three years: *Enhancing Digital Inclusion Through Strengthening Vulnerable Australians' Resilience to Cybercams*, submitted by Monash University, and *Safe Transition to a Quantum-Safe Domain Name System (DNS)*, submitted by Deakin University.



12. Foundation

12.1 Foundation Directors

The Board considered the appointment of new directors to the board of auDA Foundation Pty Ltd (the Trustee) and confirmed that the appointments maintain the Public Person requirements of the Trustee's constitution which was approved by the sole member on 3 August 2008 (the Constitution).

The Board **resolved** to appoint Thu-Trang Tran, Claire Rogers, and Tina Wyer as directors of the Trustee.

12.2 Foundation Grants

The Board considered Management's request to amend the resolution for Item 13.4 at the 5 December 2024 Board meeting on the allocation of funds available to the Community Grants Program from the auDA Foundation to give effect to broadening the possible uses for some of these funds.

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.

Action: Update the 5 December 2024 Board Minutes with a note confirming that a subsequent resolution at the 5 February 2025 amended the resolution in regard to Foundation funding. [Co Sec, Feb 2025]

13. Finance and Sustainability

13.1 FY25 YTD (Dec) Finance Report

The Board reviewed the December 2024 month-end financial results and FY25 YTD Finance Report, noting that they had been reviewed by the Finance and Audit Committee (FAC) at its January 2025 meeting and the CFO's advice that performance was on track and domains under management were consistent with the prior year with growth continuing to be flat in FY25 in line with the budget projection but with .com.au and .au direct spaces continuing to grow. The Board noted the advice from the FAC Chair that the recent Deloitte report could be used to provide further insights on operating performance.

Action: Discuss options for analysing operating performance, [CFO, FAC Chair, March 2025]

The Board noted the CFO's request to increase the overall credit card limit from \$100K to \$150K and have it approved by the Board Independent Chairperson and the FAC Chair.



14. Previous Board Meeting Matters

14.1 Approval of Minutes

The Board reviewed the 5 December 2025 Board Minutes.

The Board **resolved** to approve the 5 December 2024 Board minutes as a true and correct record.

14.2 Actions

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

15. Board and Advisory Committee and Foundation Matters

15.1 Draft Finance and Audit Committee Charter and Workplan

The Board considered the FAC Charter and 2025 Workplan, amended to combine the functions of the former Finance and Sustainability Committee and Audit Committee.

The Board **resolved** to approve the Finance and Audit Committee Charter and Workplan

15.2 Draft Finance and Audit Committee Minutes

The Board noted the draft 29 January 2025 Finance and Audit Committee Meeting Minutes.

15.3 Draft Public Benefit Program Committee Minutes

The Board noted the draft 15 January 2025 Public Benefit Program Minutes.

15.4 Draft GASC Record of Meeting

The Board noted the draft 3 December 2024 GASC Record of Meeting.

15.5 Draft TASC Record of Meeting

The Board noted the draft 10 December 2024 Record of Meeting.



16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 2:30pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: