

Meeting Minutes

Meeting	Board Meeting	
Date / Time	8 April 2025, 9:15 to 4pm AEST	
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 Thu-Trang Tran, Director Mike Trovato, Director Tina Wyer, Director
Also in attendance	Sam Grunhard, GO Bruce Tonkin, CEO Linda Brown, Co Sec Sharon Copeland-Smith, COO Sophie Mitchell, CCO James Shady, CFO	Jane Smith AM, CPCO Sonia Joksimovic, Co Sec Shelley Golden, GC Steph Viljoen, CM (10 and 14.1) Barb Schade, SCOP (10)
Apologies	Wendy Thorpe, Director	

1. Acknowledgement of Country

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

2. Welcome, attendance and introductions

The Chair welcomed everyone to the meeting and noted that Wendy Thorpe had given her apologies for the meeting due to a travel commitment.

3. Declaration of Interests

The Board noted the Register of Interests, with verbal updates on minor amendments to the Register for Claire Rogers and Mike Trovato. All others confirmed the register was complete.

4. Chair's update

The Chair noted there would be an opportunity to discuss the recent ICANN82 forum at item 11.1. The Chair confirmed the materials available in the Resources area of Diligent provided for a deeper dive on topics, but there was no expectation on Directors to read



all Resource materials. They were additional optional material, not part of the “board pack”.

Action: Check on ability to link to Resource material in Diligent from the Board papers. [Co Sec, April 2025]

5. Government update

Sam Grunhard, Government Observer, provided an update on matters of interest including noting the Government was in Caretaker mode following the call of the Federal Election, the updated Terms of Endorsement are now published, the intention to participate in the public consultation on auDA’s draft 2026–30 Strategy, and recent government participation at ICANN82 in Seattle and the Internet Engineering Task Force (IETF 122) in Bangkok.

6. In camera

The Board held an in-camera session.

7. CEO Report

The Board noted the report from the CEO including insights from his first 90 days, approach to Board materials, the 2026–30 Strategic Plan development process, and performance against strategic and operational OKRs.

Action: Circulate the AI Guidelines to the Board. [Co Sec, April 2025]

8. Health, Safety and Wellbeing

8.1 People and Culture Report

The Board noted the People and Culture Report including recent recruitment activity, the leadership development program, succession planning for critical roles, and progress on the Human Resource Information System (HRIS) implementation

9. Strategy Update

The CEO introduced Sharon Copeland-Smith auDA’s new Chief Operating Officer and noted her recent participation at ICANN82 which included strategy presentations from Nominet and CIRA.

The CEO and CCO provided an overview of the auDA 2026–30 Strategy Consultation Paper, process to date and its relationship to auDA’s Constitution and Terms of Endorsement. The Board reviewed the draft Strategy and provided guidance on amendments to the Purpose, Vision and Pillars and Projects. The Board confirmed it was comfortable with the general direction of the Strategy pending feedback from stakeholders, and noted that a Board workshop would be scheduled in May prior to approval at the June 2025 Board Meeting.



The Board **resolved** to approve the auDA 2026–30 Strategy Consultation Paper for publication, subject to incorporating Board guidance on amendments.

10. Operations

10.1 Operations Report

The Board noted the Operations Report including performance against operational and strategic metrics, transition to the new Registry Agreement, increase in gambling website related complaints, and upcoming Licencing Rules Review. The Board discussed auDA's approach to compliance issues.

Action: Prepare an information paper for SRC on how auDA proactively identifies instances of domain name licences that do not comply with the licensing rules. [COO, May 2025]

10.2 Policy Advisory Panel Terms of Reference

The Board noted that one submission was received as part of the public consultation on the issues discovery paper for the review of the .au Licensing Rules. The Board reviewed the terms of reference for the Policy Advisory Panel for the .au Licensing Rules review 2025 and provided guidance on amending the scope to make 'domain name monetisation' in com.au and net.au a specific area for review, noting that domain name monetisation is currently prohibited in org.au, asn.au, id.au and edu.au.

The Board noted the next step was to call for expressions of interest for a Panel Chair and Panel members. The Board discussed compensation for the Panel Chair and Panel members.

The Board **resolved** to approve the terms of reference of the Policy Review Panel for the 2025 .au Licensing Rules review, subject to incorporating agreed amendments.

Action: Consider the level of compensation for Panel Members. [CFO, May 2025]

11. Communication, Stakeholder Engagement and Policy

11.1 CSEP Report

The Board noted the CSEP report including work on the draft 2026–30 Strategy, attendance at APTLD and ICANN82, auDA sponsorship and participation at the annual 'Tech Futures' event at Parliament House, meetings with government on internet governance and cybersecurity, member engagement activities, finalising the last round of the registrar Co-Marketing Program (**CMP**) for FY25, release of auDA's FY25 Q2 Report and the 2025 *Why .au?* report and launch of a .au awareness campaign.

The Board discussed participation at the recent ICANN82. The Chair thanked Sophie Mitchell for her two-years of service on the ICANN Nominating Committee and



congratulated her on her election to the Council of European National Top-level-domain Registries (CENTR) Board.

12. Governance

12.1 Governance Report

The Board noted the Governance Report including better than forecast performance against budget largely related to timing differences and unavoidable delays in finalising recruitment.

12.2 Risk Report

The Board noted the Risk Report.

Action: Prepare scenario planning for Enterprise Risk 5 Geopolitical outcomes leading to a splintered internet. [CFO, Aug 2025]

12.3 Audit Plan and Fees

The Board reviewed the FY25 Audit Plan.

The Board **resolved** to endorse the recommendation of the Finance and Audit Committee to accept KPMG's proposed audit plan and FY25 audit and financial statement compilation fees of \$109,710 (excluding GST)

12.4 Nomination Committee Appointments

The Board considered the recommendations of the Nomination Committee Appointments Panel.

The Board **resolved** to approve the following Nomination Committee External Members and their respective terms commencing 1 May 2025:

- Alison Gaines – 3 years
- Megan Motto – 3 years
- Linda Bracken – 2 Years
- Richard Bean – current Nom Com member – 1 year
- Keith Besgrove – current Nom Com member – 1 year.

The Chair thanked the Appointment Panel members for their time and effort on the panel.

The Board **resolved** to appoint Wendy Thorpe as a retiring Director of the auDA Board to the Nomination Committee, effective 1 May 2025.

The Board **resolved** to amend the Nomination Committee Charter at 7.1a and 7.1b to add 'up to' two auDA Directors and 'up to' six external members and make clear that the



Nomination Committee composition must maintain its independence by appointing a majority of external members.

12.5 GCC Charter and Workplan

The Board reviewed the amended GCC Charter and 2025 Workplan.

The Board **resolved** to endorse the recommendation from the GCC to approve the Governance and Culture Committee Charter and 2025 Work Plan.

12.6 SRC Charter and Workplan

The Board reviewed the amended SRC Charter and 2025 Workplan.

The Board **resolved** to endorse the recommendation from the SRC to approve the Security and Risk Committee Charter and 2025 Work Plan.

13. Finance and sustainability

13.1 FY25 YTD (Feb) Finance Report

The Board reviewed the February 2025 month-end financial results and FY25 YTD Finance Report, noting that they had been reviewed by the Finance and Audit Committee (FAC) at its March 2025 meeting and the CFO's advice that financial performance was positive. The Board discussed investments given the current economic conditions and noted the CFO's advice that the operations budget does not rely on investment income.

Action: Review the Investment portfolio and invite UBS to attend the next FAC meeting to advise. [CFO, June 2025]

13.2 FY26 Budget Update

The Board noted the FY26 Budget Preparation update and the CFO's advice that the budget would come to the June 2025 Board Meeting for approval.

Action: Include a contingency for the Strategic Plan in the FY26 Budget. [CFO, May 2026]

14. Corporate Governance Policies

14.1 Complaints Policy and Engagement Charter

The Board reviewed the Complaints Policy and Engagement Charter, which had been posted for public consultation.

The Board **resolved** to approve for publication the auDA Conduct Complaints Policy and Engagement Charter.



14.2 Delegations Policy

The Board reviewed the amended Delegations Policy.

The Board **resolved** to endorse the recommendation of the Finance and Audit Committee to approve the changes to the Delegations Policy.

14.3 Purchasing Policy

The Board reviewed the amended Purchasing Policy.

The Board **resolved** to endorse the recommendation from the Finance and Audit Committee to approve the changes to the Purchasing Policy.

14.4 Code of Conduct Policy

The Board reviewed the amended Code of Conduct Policy.

The Board **resolved** to endorse the recommendation from the Governance and Culture Committee to approve the changes to the Code of Conduct Policy.

14.5 Gifts, Benefits & Hospitality and Political Donations Policy

The Board reviewed the Gifts, Benefits and Hospitality and Political Donations Policy.

The Board **resolved** to endorse the recommendation from the Governance and Culture Committee to approve the changes to the Gifts, Benefits and Hospitality and Political Donations Policy.

15. Previous Board Meeting Matters

15.1 Approval of Minutes

The Board reviewed the 5 February 2025 Board Minutes.

The Board **resolved** to approve the 5 February 2025 Board minutes as a true and correct record.

15.2 Actions

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

16. Board and Advisory Committee and Foundation Matters

16.1 Draft Finance and Audit Committee Minutes

The Board noted the draft 18 March 2025 Finance and Audit Committee Meeting Minutes.



16.2 Draft Governance and Culture Committee Minutes

The Board noted the draft 18 February 2025 Governance and Culture Committee Meeting Minutes.

16.3 Draft Security and Risk Committee Minutes

The Board noted the draft 12 February 2025 Security and Risk Committee Meeting Minutes.

16.4 Nom Com Appointments Panel Minutes

The Board noted the Nomination Committee Appointments Panel Minutes.

16.5 Draft EAC Record of Meeting

The Board noted the draft 3 March 2025 EAC Record of Meeting.

17. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 4pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: