

Meeting Minutes

Meeting	Board Meeting	
Date / Time	8 December 2021 / 9:15am to 2:15pm AEDT	
Location	Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director Matthew Healy, Director	Tania Fryer, Director Peter Elford, Director Sandra Davey, Director Angelo Giuffrida, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec James Shady, CFO Bruce Tonkin, COO Sophie Mitchell, CCO Colin Brown, CPCO	Sonia Joksimovic, Co Sec Annaliese Williams, SPA (6) Andrew McCallum, MCEM (9) Lachlann Patterson, Gov Observer (5 and 6) Kathleen Silleri, Gov Observer (6) Paul Twomey, (6)
Apologies	None	

1. Acknowledgement of Country

The Chair acknowledged the traditional custodians of the land where ever participants gathered and the Wurundjeri People of the Kulin nation where he was situated and paid respects to elders past and present.

2. Welcome, quorum and introductions

The Chair welcomed all present and confirmed a quorum for the meeting at 9.17am.

3. Declarations of interests

The Board noted the Register of Interests and all present confirmed that their entries in the Register were complete.

4. Chair's Update

The Chair noted auDA's successful year and referred to the achievements that were detailed at the AGM.



The Chair advised that the In Camera item at 14. would be moved up the agenda and follow Item 10.

5. Government update

Lachlann Paterson provided an update on matters of interest including the:

- finalisation and publication of auDA's Terms of Endorsement.
- passing of the first Security Legislation Amendment (Critical Infrastructure) Bill 2021, with the second bill now being worked through.
- impact of the European Commission NIS2 Directive on Cybersecurity.

6. International Multistakeholder Landscape

Dr Paul Twomey, former CEO of ICANN joined the meeting to present on the International Multistakeholder Landscape. The Board discussed the policy and technology environment and its impact on ccTLDs.

7. Health, Safety & Wellbeing

7.1 People and Culture Report

The Board noted the People and Culture Report.

8. Operations Report

The Board noted the Operations report including the registry data, work to reduce DNS abuse, compliance activity and the status of the Security Legislation Amendment (Critical Infrastructure) Bill 2021.

8.1 Compliance Transformation Project

The Board noted the update on implementation of the Compliance Transformation Project.

8.2 Authorisation for the CEO to sign Deeds

The Board considered the rationale to enable the CEO to sign deeds, noting that the threshold was technical, in line with and did not extend the CEO delegation to sign contracts.

The Board **resolved** to:

- Enter into the Deed of Authorisation to authorise the auDA Chief Executive Officer to execute deeds on auDA's behalf which impose a value in fees or a liability to auDA of no more than \$100,000 and that are within auDA's budget
- Accept the proposed amendments to the auDA Delegations Policy.



9. Communications, Stakeholder Engagement and Policy Report

The Board noted the Communications, Stakeholder Engagement and Policy Report including recent member and industry engagement, the .au direct marketing campaign, release of the Q4 2021 Report and the research report on the Digital Lives of Australians and participation in ICANN72 and NetThing.

Action: Bring an updated Communications and Stakeholder Engagement Strategy and Policy and Advocacy Strategy to the Board. [CCO, Feb 2022]

[Angelo Giuffrida, Director, received a redacted version of the Report, given his declared conflict as a registrar]

9.1 Member Strategy

The Board noted the draft Member Strategy including its focus on delivering member value and the results of the recent member survey. The Board provided guidance on areas to consider in line with supporting auDA's 2021-25 Strategy.

The Board **resolved** to endorse the Member Strategy.

10. Measures and Metrics

The Board noted the proposed measures and metrics for reporting against auDA Strategic Plan 2021-2025 projects and the CEO's advice that the measures and metrics will be used to simplify and streamline reporting to the Board in 2022, in conjunction with the updated Terms of Endorsement and the Board Risk Appetite Statement. The Board discussed frequency of reporting and the separation of Objective and Key Results (OKRs) to support strategic activities and Business as Usual (BAU) company health check measures.

The Board **resolved** to approve the identified Objectives and Key Results (OKRs) as the basis for reporting during 2022 noting further refinement would be required.

11. Risk Review Update

The Board noted the Risk Review Update and the CEO's advice that the final draft would be provided to the Security and Risk Committee in February 2022 ahead of sign off by Board. The Board provided guidance on the wording and risk appetite for risk 2.



12. Finance

12.1 November 2021 & YTD Report

The Board noted the November 2021 & YTD Financial Report and continued positive performance.

12.2 Foundation Funding

The Board considered the request from the auDA Foundation Board for the auDA Board to approve a transfer of \$400,000 to support an increase in the number of grants that can be funded in the 2021 round and bringing the total pool to \$600,000. The Board noted the advice from the CEO and the Chair of the Foundation Board on the number of quality applications received and that the grants process would be reviewed in early 2022.

The Board **resolved** to transfer \$400,000 to the auDA Foundation to increase the size of the 2021 Foundation Grants round.

12.3 Premises

The Board noted the update from the CFO on opportunities to surrender the lease of the current premises and the likely financial parameters.

The Board **resolved** to authorise management to negotiate terms to surrender the lease on the current premises.

13. Governance Matters

13.1 Board Meeting Arrangements 2022

The Board discussed and endorsed the Chair's proposal for Board meetings in 2022, supported by Board Committee meetings, GASC, TASC and .EDU committee meetings and workshops on specific issues where necessary.

Action: Check alternative date options in June 2022. [Co Sec, Dec 2022]

13.2 Nomination Committee Appointment Process

The Board discussed and confirmed the Nomination Committee Appointment process in preparation for the expiry of current terms in May 2022.



13.3 Nomination Committee

The Board reviewed the updated Nomination Committee Charter, intended to allow members of the Nomination Committee to serve on the Advisory Committees

The Board **resolved** to approve the Nomination Committee Charter.

13.4 GASC/TASC Appointments

The Board reviewed the People and Culture Committee recommendations on GASC and TASC appointments and sitting fees, noting that the Chairs are paid a stipend as set out in the respective Charters, not the sitting fee.

The Board **resolved** to approve the recommended candidates to the GASC & TASC, that Keith Besgrove and Nigel Phair be appointed Chair of each committee respectively and that incoming advisory committee members receive a sitting fee of \$1200 per meeting.

14. In Camera

The Board held an *in camera* session with the CEO and Co Sec present.

15. Corporate Policies

The Board reviewed the suite of policies for approval noting that they had been through the Committee review process and or circulated for comment.

15.1 Delegations Policy

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

15.2 Remuneration Policy

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

15.3 Health, Safety and Wellbeing Policy

The Board **resolved** to approve the Health, Safety and Wellbeing Policy.

15.4 Managing Unsatisfactory Performance or Conduct

The Board **resolved** to approve the Managing Unsatisfactory Performance or Conduct Policy.

15.5 Conflict of Interest Policy

The Board **resolved** to approve the Conflict of Interest Policy.



15.6 Social Media Policy

The Board **resolved** to approve the Social Media Policy.

15.7 Drug and Alcohol Policy

The Board **resolved** to approve the Drug and Alcohol Policy.

15.8 Information Security Framework Policy

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

15.9 Privacy Policy

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

15.10 ICT Acceptable Use (Board) Policy

The Board **resolved** to approve the ICT Acceptable Use (Board) Policy.

15.11 COVID 19 Policy

The Board **resolved** to approve the COVID 19 Policy

15.12 Reward and Recognition Framework

The Board noted the Reward and Recognition Framework.

15.13 Expense Reimbursement and Travel Procedure

The Board noted the Expense Reimbursement and Travel Procedure.

15.14 Policy Status

The Board noted the status of the Board Policy review schedule.

16. Previous Board Meeting Matters

16.1 Approval of Minutes

The Board reviewed the 16 November 2021 Board Minutes.

The Board **resolved** to approve the Board Minutes of 16 November 2021 as a true and correct record of the meeting.



16.2 Actions

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

16.3 AGM Minutes

The Board reviewed the 16 November AGM Minutes.

The Board **resolved** to approve the 16 November AGM Minutes.

17. Board Committee and Foundation Matters

17.1 Draft People and Culture Committee Minutes

The Board noted the draft 26 November 2021 People and Culture Committee Minutes.

17.2 Foundation Board Meeting

The Board noted the Foundation Board Meeting.

17.3 GASC Meeting

The Board noted the GASC Meeting.

17.4 EAC Meeting

The Board noted the EAC Meeting

18. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- TASC 13 Dec 2021
- SRC 1 Feb 2022
- FAC 2 Feb 2022
- EAC 14 Feb 2022
- Board 16 Feb 2022

The Meeting closed at 2:15pm.



19. For Information

19.1 Legal Services Update

The Board noted the Legal Services Update

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: