

Meeting Minutes

Meeting	Board Meeting	
Date / Time	10 October 2023, 9:30 to 2pm AEDT	
Location	Level 19, 8 Exhibition St. and Teams Meeting	
Present	Alan Cameron AO, Chair Alice McCleary, Director Angelo Giuffrida, Director Jackie Korhonen, Director Mike Trovato, Director	Peter Elford, Director Sandra Hook, Director Sandy Davey, Director Wendy Thorpe, Director Sam Grunhard, Gov Observer
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec James Shady, CFO	Sophie Mitchell, CCO Bruce Tonkin, COO Jane Smith AM, CPCOI
Apologies		

1. Acknowledgement of Country

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

2. Welcome, attendance and introductions

The Chair welcomed all present and noted that Matt Healy had resigned as a director on 30 September 2023 to take up another role, that it was Jackie Korhonen's last Board meeting and that Sam Grunhard, First Assistant Secretary, Communications Services and Consumer Division, Department of Infrastructure, Transport, Regional Development, Communications and the Arts (DITRDCA), was joining for the Government update.

3. Declaration of Interests

The Board noted the Register of Interests. All present confirmed that their entries in the Register were complete. Mike Trovato noted that one of his employees had joined the government's Digital Identity Committee, however there was no known conflict and he would share the submission made as part of the consultation process.

4. Chair's update

The Chair noted that Sandra Hook was attending the Internet Governance Forum (IGF) in Kyoto and invited Sandra to make some remarks on the Forum. The Chair noted that he



attended the AICD Essential Director Update, as did Alice McCleary and Jackie Korhonen, and that discussion included meeting protocols, the importance of Non-Executive Director (NED) in camera time, modern slavery, gender equity, stakeholder engagement plans, emerging focus on psychosocial matters and work from home matters.

Action: Provide the Stakeholder Engagement Plan to the Board. [Co Sec, Oct 2023]

5. Government update

The Chair noted that Sam Grunhard had recently been appointed as First Assistant Secretary of the Communications Services and Consumer Division of the Department and that they had met last week. Sam noted the government's shared interest with auDA in internet governance and policy matters and that the department also had staff attending the IGF and ICANN 78. Sam noted the importance of work to support internet governance and security in the pacific. The CEO noted that she was meeting with Sam fortnightly.

Action: Arrange a briefing on government internet governance policy focus and strategic context for the Board Retreat. [CCO, Feb 2024]

6. CEO Report

The Board noted the report from the CEO including progress on OKRs, recent recruitment, leadership group activities, future development of the compliance function, engagement on the DNSSEC outage and the public benefit pilot project to support multi-stakeholder collaboration in the Pacific. The CEO thanked staff for the breadth of activity and achievement set out in the Annual Report.

The Board discussed the engagement with Pacific Nations, InternetNZ, licensing rules, DNS abuse and operational metrics.

Action: Provide a presentation on DNS abuse to support discussion of regular metrics included in Board Reporting. [COO, Feb 2024]

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 People and Culture report including leave balances, professional development activity and work on the onboarding process, and a review to improve the employee assistance program.



9. Approval of Annual Report

The Board reviewed the 2023 Annual Report and noted that given that the Registry Operator appointment was included as a subsequent event in the Annual Financial Statement notes it should be referenced in square brackets in the Annual Report.

The Board noted the CCO's confirmation of the process to check the accuracy of the financial statements in the Annual Report.

The Board **resolved** to approve the auDA 2022–23 Annual Report Media Release, subject to the agreed amendment.

9.1 Annual Report Media Release

The Board noted the Annual Report Media Release.

10. Annual General Meeting

10.1 Approval of Notice of Meeting

The Board reviewed the draft AGM Notice of Meeting and agreed the form of the resolution on the increase to the aggregate limit of directors' remuneration.

The Board **resolved** to approve the 2023 Notice of Meeting with a distribution date of 19 October 2023.

11. Director Appointments and Elected Director Candidates

Peter Elford recused himself from item 11 due to a disclosed conflict of interest.

The Board noted the Director Appointments, and candidates for the Elected Director Ballot, approved at the 8 September Board meeting.

11.1 Elected Director Ballot Procedure

The Board reviewed the Elected Director Ballot Procedure.

The Board **resolved** to approve the Elected Director Ballot Procedure.

11.2 Member Communication

The Board noted the Member Communication.

12. Audit and Annual Financial Statements

12.1 2023 Audit Report

The Board noted the 2023 Audit Report and the Audit Committee Chair's advice that the Auditor had confirmed that there were no matters of concern



12.2 2023 auDA Annual Financial Statement

The Board reviewed the 2023 Annual Financial Statement noting the Audit Chair's assurance that it had been reviewed by the Finance and Sustainability Committee and the Audit Committee and that all requested amendments had been included. The Board considered that there were no further subsequent events to report.

The Board **resolved** to approve the Financial Statements of .au Domain Administration Limited for the year ended 30 June 2023 and in doing so relied on the assertions of the CEO and CFO set out in the Management Representation Letter that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of auDA, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

12.3 2023 Foundation Annual Financial Statement

The Board noted that the Foundation Board had approved the 2023 Foundation Annual Financial Statement.

13. Finance

13.1 August 2023 and YTD Financial Report

The Board noted the August 2023 and YTD Financial Report and the CFO's advice that the performance was within budget and that higher project costs were related to timing differences that would smooth out across the year.

14. Previous Board Meeting Matters

14.1 Approval of Minutes

The Board reviewed the 29–30 August and 8 September 2023 Board Minutes.

The Board **resolved** to approve the Board minutes of 29–30 August and 8 September 2023 as a true and correct record of the meeting.

14.2 Actions

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

15. Board and Advisory Committee and Foundation Matters

15.1 Draft PBPC Minutes

The Board noted the draft Public Benefit Program Committee Minutes.



15.2 Draft FSC Minutes

The Board noted the Finance and Sustainability Committee Minutes.

15.3 Draft AC Minutes

The Board noted draft Audit Committee Minutes.

15.4 Draft TASC Record of Meeting

The Board noted the draft Technical Advisory Standing Committee Record of Meeting.

15.5 Draft GASC Record of Meeting

The Board noted the draft General Advisory Standing Committee Record of Meeting.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

17. Information Papers

17.1 Management Representation Letters

The Board noted the Management Representation Letters.

The meeting closed at 2pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: