Meeting Minutes

Meeting	Board Meeting	
Date / Time	12 April 2022 / 9:15am to 2pm AEST	
Location	Level 22, 8 Exhibition St Melbourne, and Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director Kate Cornick, Director	Tania Fryer, Director Peter Elford, Director Sandra Davey, Director Matthew Healy, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Kathleen Silleri, Gov Observer (5) Bruce Tonkin, COO	James Shady, CFO Sonia Joksimovic, Co Sec Sophie Mitchell, CCO Colin Brown, CPCO
Apologies	Angelo Giuffrida, Director Lachlann Paterson, Gov Observer	

1.   Acknowledgement of Country

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

2.   Welcome, quorum and introductions

The Chair welcomed all present, noting that Angelo Giuffrida and Lachlann Paterson were apologies and confirmed a quorum for the meeting at 9.15am.

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 congratulated Kate Cornick on her Global Entrepreneurship Network Compass Award for Policy Champion, awarded at the Global Entrepreneurship Congress. The Chair also noted that it had been a busy period with the launch of .au, progress on member transition, member events and move to new office premises.

5. Government update

Kathleen Silleri provided an update on matters of interest including:

- The focus on the war in Ukraine
- Engagement with the Cocos (Keeling) Islands country code Top Level Domain (.cc ccTLD)
- Participation at ICANN73 including DNS Abuse sessions
- Passing of the *Security Legislation Amendment (Critical Infrastructure Protection) Bill 2022*
- Current Government Caretaker period

6. CEO Report

The Board noted the CEO report including progress on core functions and strategic projects. The Board provided guidance on opportunities to enhance the new reporting format.

7. In camera

The Board held an in camera session with the CEO and Company Secretary present.

8. Health, Safety & Wellbeing

8.1 People and Culture Report

The Board noted the People and Culture Report including that there were no workplace incidents this period.

8.2 People Strategic Projects

The Board noted progress on the People related strategic projects and discussed the positive results of the recent staff pulse survey and steps to develop a Reconciliation Action Plan.

Action: Provide the Board, through the People and Culture Committee, with information on the Barrett Rank. [CPCO, June 2022]

Action: Provide the Board, through the People and Culture Committee, with information on the process for developing the Reconciliation Action Plan. [CPCO, June 2022]

9. Operations

9.1 Operations Report

The Board noted the Operations Report and progress on core functions and strategic projects including the completion of the annual ISO 27001 security audit, the launch of .au direct, activities to drive down DNS abuse and drive up the integrity of the .au domain. The Board noted the COO's comments on providing further support to the Compliance team and discussed the recent DNSSEC incident.

The Board expressed their appreciation to the team for the successful delivery of .au direct.

Action: SRC to review lessons learned from DNSSEC Incident at its next meeting [COO, May 2022]

9.2 Approval of Reserved names for the Indigenous Community

The Board noted the update on discussions with members of the indigenous community regarding a potential second level namespace for the indigenous community and management's request to temporarily reserve possible names for an indigenous namespace or namespaces for further discussion and public comment. The Board provided guidance on issues to consider to assist the consultation process.

The Board **resolved** to temporarily reserve fn.au, fa.au. icn.au, and fnp.au as possible names for an indigenous namespace for further discussion, and subsequent to that posting these proposed names for 21 days of public comment.

10. Communications, Stakeholder Engagement and Policy

10.1 CSEP Report

The Board noted the Communications and Stakeholder Engagement Report and progress on core activities and strategic projects including the marketing campaign for .au, member and industry events, member transition and internet governance.

11. Finance and Governance

11.1 March 2022 and YTD Finance Report

The Board reviewed the March 2022 & YTD Financial Report and noted the continued positive performance, in part supported by the launch of .au direct, and the updated Latest Best Estimate of year end position.

The Board discussed auDA's attendance at the ICANN74 Policy Forum to be held in The Hague from 13-16 June 2022.

The Board **resolved** to approve the Chair's attendance at ICANN 74 to support auDA's delegation in advocacy for and participation in multi-stakeholder processes.

CEO and staff travel will be considered and dealt with under auDA's Travel Policy. auDA staff will attend ccNSO, policy and technical and security discussions.

11.2 Premises

The Board noted the update on the new premises including arrangements for the existing tenancy and fitout and relocation of staff. The Board congratulated the CFO on the transition to the new office.

11.3 Governance Strategic Projects

The Board noted progress on governance activities including the Enterprise Risk Framework and 2022 Director Appointment and Election process.

12. Board Matters

12.1 FAC Charter

The Board considered the recommendation from the Finance and Audit Committee to approve its amended Charter.

The Board **resolved** to approve the amended Finance and Audit Committee Charter subject to deleting reference to PCC in clause 4.5c

12.2 PCC Charter

The Board considered the recommendation from the People and Culture Committee to approve its amended Charter.

The Board **resolved** to approve the amended People and Culture Committee Charter.

13. Corporate Policies

13.1 Related Party Transactions Policy

The Board reviewed General Counsel's recommended amendments to the Related Party Transactions Policy.

The Board **resolved** to approve the Related Party Transactions Policy subject to adjusting the opening sentence in clause 4.

Action: Ask General Counsel to review the application of the Related Party Transactions Policy to Board Advisory Committee members. [CFO, July 2022]

14. Previous Board Meeting Matters

14.1 Approval 16 February 2022 Minutes

The Board reviewed the 16 February 2022 Board Minutes.

The Board **resolved** to approve the Board Minutes of 16 February 2022 as a true and correct record of the meeting.

14.2 Actions

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

15. Board Committee and Foundation Matters

15.1 People and Culture Committee Minutes

The Board noted the draft 16 March 2022 People and Culture Committee Minutes.

15.2 Finance and Audit Committee Meeting Minutes

The Board noted the draft 17 March 2022 Finance and Audit Committee Meeting Minutes.

15.3 Foundation Meeting Minutes

The Board noted the draft 23 February 2022 Foundation Meeting Minutes.

15.4 Draft Nom Com Minutes

The Board noted the draft 1 and 24 March 2022 Nomination Committee Minutes.

15.5 GASC Record of Meeting

The Board noted the draft 29 March 2022 GASC Record of Meeting.

15.6 TASC Record of Meeting

The Board noted the draft 8 March 2022 TASC Record of Meeting.

15.7 EAC Record of Meeting

The Board noted the draft 14 February 2022 .edu Advisory Committee Record of Meeting.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates:

- 2 May Nom Com
- 3 May SRC
- 16 May EAC
- 24 May FAC
- 25 May Foundation
- 1 June PCC
- 7 June Board.

The Meeting closed at 12:55pm

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: