

Meeting Minutes

Meeting	Board Meeting	
Date / Time	Wednesday 12 April 2023 / 8.30am to 3.00pm AEDT	
Location	Level 19, 8 Exhibition St, Melbourne, and Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Jackie Korhonen, Director Matthew Healy, Director Mike Trovato, Director	Peter Elford, Director Sandy Davey, Director Sandra Hook, Director Wendy Thorpe, Director
Also in attendance	Rosemary Sinclair AM, CEO Sonia Joksimovic, Co Sec Bruce Tonkin, COO James Shady, CFO Colin Brown, CPCO	Rebecca Papillo, CM Steph Viljoen, MLFC&P (7, 10.2) Jordan Carter, PD (11) Michael Lewis, MIR (11) Brenda Mainland, Survey Matters (11.2)
Invitees	Kathleen Sillari, DITRDC (6) Ian Sheldon, DITRDC (6)	
Apologies	Angelo Giuffrida, Director Linda Brown, Co Sec Sophie Mitchell, CCO	

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 and present.

2. Welcome, quorum and introductions

The Chair welcomed all present and noted that Kathleen Sillari, DITRDC would be attending the meeting. The Chair noted that due to overseas travel and a different time zone, Angelo Giuffrida is an apology.

A quorum was confirmed for the meeting at 8.30am.

3. Declarations of interests

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



4. Board Advisory Committee and Panel Matters

4.1 Approval of February 2023

The Board reviewed the 8 February 2023 Board Minutes.

The Board **resolved** to approve the Board minutes of 8 February 2023 as a true and correct record of the meeting.

4.2 Actions

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

4.3 2023 Board Schedule

The Board noted the 2023 Board Schedule and advice from the Chair that it will be updated to reflect the August meeting to be held in Brisbane, Queensland to coincide with Asia Pacific Regional Internet Governance Forum (AprIGF).

5. Board Committee and Advisory Matters

5.1 Draft Nomination Committee Minutes

The Board noted the draft Nomination Committee Minutes.

5.2 Draft Governance and Culture Committee Minutes

The Board noted the draft Governance & Culture Committee Minutes.

5.3 Draft Public Benefit Program Committee Minutes

The Board noted the draft Public Benefit Program Committee Minutes.

5.4 Draft Foundation Minutes

The Board noted the draft auDA Foundation Meeting Minutes.

5.5 Draft Finance & Sustainability Committee Minutes

The Board noted the draft Finance & Sustainability Committee Minutes.

5.6 Draft Audit & Finance Committee Minutes

The Board noted the draft Audit & Finance Committee Minutes.

5.7 Draft Education Advisory Committee Record of Meeting

The Board noted the draft EAC Record of Meeting.



5.8 Draft General Advisory Standing Committee Record of Meeting

The Board noted the draft GASC Record of Meeting.

5.9 Draft Technical Advisory Committee Record of Meeting

The Board noted the draft TASC Record of Meeting.

6. Government Update

Kathleen Silleri introduced her colleague, Ian Sheldon and provided an update on government matters of interest.

The Board noted recent government participation at ICANN76 and participation in closed gTLD dialogue to seek feedback from a range of internet community members.

auDA was congratulated for being selected to host the AprIGF in August 2023, with the Department planning a Parliamentary Track alongside the forum and providing support for NetThing scheduled for the day before

7. CEO Report

The Board noted the report from the CEO with particular focus on major projects coming up in 2023 and a progress update on Core Functions, Strategic Projects and Company OKR's to end March 2023, with individual Executives to provide an update at item 7.1.

Action: Management to ensure consistency of quarterly reporting. [Management, June 2023]

7.1 Draft FY24 OKR and Operational Health Metrics Measures

The Board noted and provided guidance on the proposed Objectives and Key Results (OKRs) to guide auDA's work in the 2023–24 financial year.

Action: Management to continue to work on Objectives 1–3 with a final version to be presented at the June Board meeting [Management, June 2023]

The Chair moved to agenda 8.

7.2 Response to GASC Advice

The Board considered advice from Management at agenda item 11.4 and Item 11.5 in the regard to GASC's earlier advice to the Board on Membership and Internet Governance.



Management advised that the Internet Governance advice had been considered and reflected in the updated Policy and Advocacy Strategy.

The advice to hold a workshop on member segmentation was **accepted**. The workshop would be best held in Q4 2023 to inform the update to the Member Strategy for 2024.

Action: The Board **agreed** that the CEO would draft a response to be sent from auDA Chair to GASC Chair [CEO, April 2023]

8. In-camera

The Board held an in-camera session.

9. Health Safety & Wellbeing

9.1 People & Culture Report

The Board noted the People and Culture Report, including an update on leave balances and recruitment update, noting the ongoing challenges for IT specialists.

Action: Include gender metrics for Executive positions and gender pay analysis in future reports [CPCO, June 2023].

Action: Draft RAP (Reconciliation Action Plan) Statement to be tabled with the Governance & Culture Committee for review and feedback [CPCO, May 2023]

10. Operations

10.1 Operations Report

The Board noted the COO's Operations report including an overview of the Operations area and performance on strategic projects, particularly the implementation of the .au direct name space and progress on core activities.

Action: Background screening for Critical Infrastructure employees of contractors be undertaken on a regular basis [Management, April 2023].

The Directors noted an update on Management's focus with auditing registrations and renewals for areas of non-compliance, including DNS Abuse.

The Board noted an external review undertaken by the Licencing Review panel confirmed auDA's review decision under the .au licensing rules. .

Action: Publish the outcome of the external review LRP of auDA decisions in an appropriate form [Management, April 2023]



10.2 Licensing Rules Review

The Board noted the update on the Licensing Rules Review project.

10.3 Foreign Embassies and Consulates in org.au

The Board noted the recommendation from Management to vary licensing rules for org.au to reinstate provision for foreign embassies and consulates based in Australia.

The Board **resolved** to approve publishing the proposed amendment to the Licensing Rules to accommodate foreign embassies and consulates based in Australia in the org.au namespace, and the associated explanatory statement, for 21 calendar days of public consultation.

11. Communications and Stakeholder Engagement Policy

11.1 CSEP Report

The Board noted the CSEP report, which included communications, stakeholder engagement and policy activities for the Q1 2023 period.

Rebecca Papillo provided an overview of the key activities and successful stakeholder engagement events reported.

11.2 Message Framework

The Board noted auDA's Key Message Framework.

11.3 Stakeholder Survey

The Board noted the results from auDA's stakeholder survey.

External Consultant, Brenda Mainland from Survey Matters provided an overview of the methodology and initial survey results outlining considerable positive progress and good input from stakeholders on further improvement opportunities.

11.4 Membership Update

The Directors noted an update from the Membership Manager on the implementation of the 2023 auDA membership strategic plan.

The Chair reverted to agenda 7.2 and then continued with the agenda, as tabled.



11.5 Policy Update

The Board noted the Policy Update which included an update from the Internet Governance and Policy Director on recent developments in Internet Governance and auDA's contribution to domestic policy.

The Board **resolved** to approve the attendance of the Chair and Director Davey at ICANN 77 in Washington 12-15 June 2023.

Action: Further consider upcoming events and make recommendations as to whether Board attendance may be useful. (CEO June 2023)

11.6 APriGF Update

The Board noted the update on auDA's bid to host the Asia Pacific Regional Internet Governance Forum (APriGF) in 2023, which included an update from the Internet Governance and Policy Director on key elements of the event.

12. Finance and Governance

12.1 Finance & Governance Report

The Board noted the Governance Report, which included further detail on the health of strategic projects in respect of Governance matters.

12.2 February 2023 and YTD Financial Report

The Board noted the February 2023 and YTD Financial performance in comparison to budget.

The CFO updated Directors on integrated reporting progress, noting Materiality Counts have been reengaged to undertake a second Material Issues survey.

12.3 ESG Investment

The Board noted the ESG Investment update, which included a recommendation from the Finance and Sustainability Committee on investment portfolio options and an investment mandate being changed from "growth" to "sustainable growth".

The Board **resolved** to approve the recommended transition of the investment portfolio from a "growth portfolio" to a "sustainable growth portfolio".

12.4 Board Skills Matrix

The Board reviewed the suggested amendments to the Board Skills Matrix and **resolved** to adopt the changes as presented.



12.5 Finance & Sustainability Committee Charter

The Board **resolved** to approve the Finance & Sustainability Committee Charter.

12.6 Audit & Finance Committee Charter

The Board **resolved** to approve the updated Audit & Finance Committee Charter.

13. Corporate Policies

The Board reviewed the following Company policies, which the Governance and Culture Committee have reviewed and recommended for Board approval.

13.1 Code of Conduct

The Board **resolved** to approve the updated Code of Conduct Policy.

13.2 Equal Employment Opportunity and Workplace Behaviours

The Board **resolved** to approve the updated Equal Employment Opportunity and Workplace Behaviours Policy.

13.3 Gifts, Benefits, Hospitality & Political Donations and Engagement

The Board **resolved** to approve the updated Gifts, Benefits, Hospitality and Political Donations and Engagement Policy.

13.4 Workplace Grievance Procedure

The Board **resolved** to approve that the Workplace Complaints Resolution Procedure be reclassified as Tier 2 procedure for CEO approval.

13.5 Flexible Working Arrangements

The Board **resolved** to approve that the Flexible Working Arrangements Policy be reclassified as Tier 2 procedure for CEO approval.

13.6 Purchasing Policy

The Board noted the Finance & Sustainability Committee had undertaken a biennial review of the Company's Purchasing Policy, with suggested amendments tabled.

The Board **resolved** to adopt the revised Purchasing Policy.



14. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates, which included the Company's Risk Workshop scheduled 27 April 2023.

The meeting was closed at 2.50pm.

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: