Meeting Minutes

Meeting	Board Meeting	
Date / Time	27 August 2024, 9:15 to 4pm AEST	
Location	Level 19, 8 Exhibition St, Melbourne and Teams Meeting	
Present	Alan Cameron AO, Chair Alice McCleary, Director Angelo Giuffrida, Director Peter Elford, Director Sandy Davey, Director	Sandra Hook, Director Wendy Thorpe, Director Thu-Trang Tran, Director Mike Trovato, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sophie Mitchell, CCO James Shady, CFO Jane Smith AM, CPCO Bruce Tonkin, COO	Sonia Joksimovic, Co Sec Rebecca Papillo, MMC Sam Grunhard, GO (5) Steph Viljoen, CM (9) Olivia Tyler, Good and Should (12.2)
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 everyone to the meeting, noted all directors were present in person.

3. Declaration of Interests

The Board noted the Register of Interests and all confirmed that the register was complete.

4. Chair's update

The Chair thanked directors for the time and attention they have given to the Nomination Committee process and CEO recruitment process. He also thanked Sam Grunhard for his participation in the Nomination Committee process.

5. Government update

Sam Grunhard, Government Observer, provided an update on government matters of interest including the review of auDA's Terms of Endorsement which will conclude by the end of the year, participation in the APNIC58 Forum in Wellington, preparation for the International Telecommunications Union (ITU) World Telecommunication Standardization Assembly (WTSA-24) in New Delhi, Oct 2024, and the announcement of a new head of the Australian Signals Directorate.

6. CEO Report

The Board noted the report from the CEO including a summary of key achievements across each business area in FY24, which will be expanded on in the Annual Report, and performance against OKRs and core functions. The major activities ahead for FY25 including planning for and settling the 2026-30 Strategy Plan, preparation for a multi-stakeholder consultation process to review the .au Licensing Rules and launching a new website. The Board provided guidance on managing the strategy planning process, the environmental OKR and AI projects.

6.1   2026-30 Strategy Plan

The Board reviewed the proposed 2026-30 Strategy Planning process and timeline and noted Management's advice that it could be adjusted if necessary. The Board provided guidance on including tech trend inputs, and insights from the recent Identity Digital presentation.

The Board **resolved** to endorse the Strategy 2030 planning process and timeline.

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 recent initiatives, HR metrics and performance against OKRs. The Board provided guidance on presenting the metrics on one page and including baseline staff engagement metric.

Action: Continue providing leave balances to the GCC with an annual report to the Board. [CPCO, November 2024]

9. Operations

9.1   Operations Report

The Board noted the Operations Report including performance against OKRs and operations metrics, domain name data trends, success in meeting DNS abuse targets, receipt of updated SO 27001 Information Security Management System (ISMS) certification and ISO 22301 Business Continuity Management Systems certification, and the initiation of a Data Project.

The Board discussed the promotion of .au as a trusted domain and queried the breakdown of .au non-English language websites, observing that websites and third party add-ons enabled website translation.

Action: Include .au promotion, trust and other research as part of the September Board briefing on market research. [CCO, Sept 2024]

Action: Analyse the 3% of .au non-English language websites to breakdown the languages. [COO, Dec 2024]

9.2   Registrar Agreement

The Board considered the draft changes designed to enhance the 2025 Registrar Agreement including by incorporating provisions required to support compliance with the SOCI Act with respect to supply chain management. The Board noted that there had been two board briefings on the draft changes and the next step was to consult with registrars.

The Board **resolved** to approve commencing consultation with registrars on the Draft 2025 Registrar Agreement.

Angelo Giuffrida abstained from the decision due to a disclosed conflict of interest.

9.3   Amendment and retirement of legacy Published Policies

The Board noted that the consultation period for the amendment of 12 legacy Published Policies and the retirement of three redundant Published Policies had concluded, with one response received which was in support of the changes.

The Board **resolved** to approve the publication of 12 legacy Published Policies, amended with the sunset clause, and the retirement of three redundant Published Policies on 2 September 2024.

Angelo Giuffrida abstained from the decision due to a disclosed conflict of interest.

10.   Communications, Stakeholder Engagement and Policy

10.1 CSEP Report

The Board noted the CSEP report including performance against OKRs, publication of auDA's *Digital Lives of Australians 2024* Report, *Future Scenarios Project* Report and Q4 2023-2024 Quarterly Report, launch of an Asia Pacific Internet Governance Academy (APIGA)Australia, participation in internet governance events including the CENTR Jamboree, ICANN 80, and EuroDIG 2024, launch of auDA's new Co-Marketing Program and member events held around the country. The Board discussed the Co-Marketing Program and multi-stakeholder engagement.

10.2 Annual Report

The Board noted the draft work in progress of auDA's 2023-24 Annual Report and the design concept and provided feedback for consideration in the next iteration.

Action: Provide any further feedback on the annual report content via email. [Directors, August 2024]

11. Governance

11.1   Governance Report

The Board noted the Governance report and performance against strategic projects and other governance activities.

11.2 Risk Report

The Board noted the Risk Report

11.3   Critical Infrastructure Risk Management Plan (CIRMP)

The Board reviewed the Critical Infrastructure Risk Management Plan (CIRMP) and the CIRMP Annual Report.

The Board **resolved** to approve the updated consolidated Critical Infrastructure Risk Management Program (CIRMP) and the text of the CIRMP Annual Report for submission to the Dept of Home Affairs.

11.4 Draft Notice of Annual General Meeting

The Board noted the draft 2024 Notice of Annual General Meeting, with the final to be approved at the October Board meeting.

12.   Finance and Sustainability

12.1   FY24, FY25 YTD (July) Finance Report

The Board noted the July 2024 and YTD Financial Report.

The CFO and COO briefed the Board on the operation of the new Registry Services contract. One issue has arisen in regard to domain name tasting, where thousands of names are registered and then deleted within days if they do not have Internet traffic, and the implications of this for the integrity of the .au domain. Reference was made to the existing practice of large gTLD registries in using contract provisions to apply reasonable limits to prevent excessive use of registry resources, which led to ICANN establishing an *AGP (Add Grace Period) Limits Policy.* auDA will seek legal advice on options to address this problem in .au.

12.2   Sustainability (ESG) Framework

The Chair welcomed Olivia Tyler from GOOD & SHOULD who has been assisting to develop auDA's Sustainability (Environmental, Social and Governance) Framework and Roadmap. The CFO advised that Olivia would present on the Road Map of Actions ahead of the Finance and Sustainability Committee reviewing it in detail at its next meeting. Olivia noted that she had conducted a series of interviews with a small group of internal and external stakeholders to identify themes, and from there map the possible action areas to support auDA's ESG Framework. The map identifies where auDA has the most influence and control and can make the most impact. The Board discussed the Roadmap, noting that it would come back to the Board for decision.

13.   Previous Board Meeting Matters

13.1   Approval of Minutes

The Board reviewed the 6 June 2024 Board Minutes.

The Board **resolved** to approve the Board minutes of 6 June 2024 as a true and correct record of the meeting.

13.2   Actions

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

14.   Board and Advisory Committee and Foundation Matters

14.1   Draft Security and Risk Committee Minutes

The Board noted the draft 1 August 2024 Security and Risk Committee Meeting Minutes.

14.2 Draft Governance and Culture Committee Minutes

The Board noted the draft 6 August 2024 Governance and Culture Committee Meeting Minutes and the GCC Chair's advice that some amendments were required before they are finalised.

14.3 Draft Public Benefit Program Committee Minutes

The Board noted the draft 13 August 2024 Public Benefit Program Committee Meeting Minutes.

14.4 Draft Foundation Board Minutes

The Board noted the draft 13 August 2024 Foundation Board Meeting Minutes.

15. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 3:30pm

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: