

Draft Meeting Minutes

Meeting	Board Meeting	
Date / Time	29 August 2023, 11am to 5pm AEST 30 August 2023, 8:30am to 11am AEST	
Location	6 Cordelia St, South Brisbane and Teams Meeting	
Present	Alan Cameron AO, Chair Alice McCleary, Director Angelo Giuffrida, Director Jackie Korhonen, Director Matthew Healy, Director Mike Trovato, Director	Peter Elford, Director Sandra Hook, Director Sandy Davey, Director Wendy Thorpe, Director Kathleen Sillari, Gov Observer
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec Sophie Mitchell, CCO Bruce Tonkin, COO Jane Smith AM, Interim CPCO Adam King, CTO (7) Rebecca Papillo, MCM (5.1)	Emily Hardy, SMSMB (5.2, 5.3) Will Bond, MW (5.2, 5.3) Steph Viljoen, CMF (14.2) Barbara Schade, SCPO (14.1.1, 14.2) Jason Sadler, PD (14.5) Jane Harvey, Ashurst (10) Matt Finch, (11)
Apologies	James Shady, CFO	

1. Acknowledgement of Country

The Chair acknowledged the Jagera and Turrbal people, the traditional owners of Meanjin (Brisbane) and paid respects to Elders past and present.

2. Welcome, attendance and introductions

The Chair welcomed all present and noted that the meeting was continuing across two days with a morning session on the second day.

3. Declaration of Interests

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

4. CEO Report

The Board noted the report from the CEO including progress on OKRs and people and culture initiatives and outcomes including a positive culture with teams collaborating on projects across the office, successful recruitment activity, progress on company retreat



outcomes and the wellbeing program. The Board provided guidance on the approach to the next pulse survey to ensure the capacity to benchmark internally against previous measures and externally.

5. Communications, Stakeholder Engagement and Policy Matters

5.1 Annual Report

The Board noted the draft 2023 Annual Report and design concept and advice from the MCM that the full report would be circulated to the Board at the end of September in preparation for final approval at the October 2023 Board Meeting.

Action: Provide any further comments on draft AR via email. [Directors, Sept 2023]

5.2 .au Product Brand and Marketing Strategy

The Board noted the presentation on the .au Product Brand and Marketing Strategy including its relationship to auDA's Strategy, OKRs and Terms of Endorsement, context and environment, target market, budget and supporting research. The Board discussed investment and promotion and made suggestions on brand positioning and benchmarking.

The Board **resolved** to approve the FY23-24 .au Product Brand and Marketing Strategy.

Angelo Giuffrida recused himself from consideration of the .au Product Brand and Marketing Strategy based on his declared conflict of interest.

5.3 Co-Marketing and Innovation Program

The Board noted the review of the Co-Marketing and Innovation Program (CMIP) and the proposed timeline for stakeholder consultation and implementation in FY25. The Board provided guidance on the program.

Angelo Giuffrida recused himself from consideration of the Co-Marketing and Innovation Program based on his declared conflict of interest.

6. Governance Matters

6.1 Draft Notice of Meeting

The Board reviewed the draft AGM Notice of Meeting, noting that a final version would be provided for Board approval in October.

6.2 Corporate Governance Statement

The Board reviewed the updated Corporate Governance Statement.



The Board **resolved** to approve the Corporate Governance Statement, subject to an agreed minor amendment.

7. Operations Policies

7.1 Data Breach Response Policy and Plan

The Board reviewed the Data Breach Response Policy and Plan and discussed its application. The Board provided guidance on only including roles not staff names to avoid the need to update if staff change.

The Board **resolved** to approve the Data Breach Response Policy and noted the Plan.

7.2 Data Retention Policy

The Board reviewed the Data Retention Policy, noting the advice from the CMF on the rationale for retention timeframes and the process for implementation. The Board asked for further detail on a risk-based approach and noted Management's response.

The Board **resolved** to approve the Data Retention Policy.

Action: Provide the Data Retention Project Plan for discussion at the next SRC meeting.
[COO, Nov 2023]

7.3 Critical Infrastructure Risk Management Program (CIRMP) Report

The Board reviewed the *Critical Infrastructure Risk Management Program (CIRMP)*, required by owners and operators of Critical Infrastructure under the SOCI Act, and the related Attestation Statement for 2023. The Board noted the COO's advice that submission of the Attestation Statement was voluntary in 2023 and compulsory from 2024.

The Board **resolved** to approve the up-to-date consolidated Critical Infrastructure Risk Management Program (CIRMP) and approve the voluntary submission of an Attestation Statement for FY23.

8. Corporate Governance Policies

Held over and dealt with on day 2.

8.1 Recruitment Policy

The Board reviewed the updated Recruitment Policy, noting that it was recommended for approval by the Governance and Culture Committee. The Board provided guidance on replacing 'the interview' with the 'interview process'.

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



8.2 Managing Unsatisfactory Performance Policy

The Board reviewed the updated Managing Unsatisfactory Performance Policy noting that it was recommended for approval by the Governance and Culture Committee and reclassifying as a tier 2 policy for CEO approval in the future.

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

8.3 Covid Policy

The Board reviewed the updated Covid 19 Policy, noting that it was recommended for approval by the Governance and Culture Committee. The Board discussed the value of merging the Covid 19 Policy into a general pandemic / infectious diseases type policy.

The Board **resolved** to approve the Covid 19 Policy.

Action: Consider options to incorporate the Covid 19 Policy into a general pandemic / infectious diseases policy. [ICPCO, Nov 2023]

8.4 Contribution and Growth Policy

The Board reviewed the updated Contribution and Growth Policy, noting that it was recommended for approval by the Governance and Culture Committee. The Board agreed that changing the name to Staff Contribution and Growth Policy would provide clarity on its purpose.

The Board **resolved** to approve the Staff Contribution and Growth Policy.

9. Previous Board Meeting Matters

9.1 Approval of Minutes

Board reviewed the 6 June 2023 and 31 July 2023 Board Minutes.

The Board **resolved** to approve the 6 June 2023 and 31 July 2023 Board Minutes.

9.2 Actions

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

10. In-Camera

The Board held an In-Camera session.

11. Scenario Planning

The Board noted the CCO's outline of the future scenarios project which will explore current assumptions, expectations, and understandings about the domain name ecosystem and its future evolution. This work will support auDA's future strategy



development and inform industry discussion about the sector's strategic future. The Board welcomed Dr Matt Finch who has been engaged to work with auDA on the project. Matt presented to the Board on the scenario planning process and directors participated in a scenario planning exercise.

The meeting adjourned at 5pm and resumed at 8:30am.

12. Chair's Update

No Update.

13. Government Update

Kath Silleri provided a government update on matters of interest including the appointment of Sam Grunhard as First Assistant Secretary, Communication Services and Consumer in the Department of Infrastructure, Transport, Regional Development, Communications and the Arts (DITRDCA), ICANN77 and side meetings, participation in upcoming Internet Governance Forum (IGF) in Kyoto and ICANN78 in Hamburg and the end of the grace period for CIRMP. Kath congratulated auDA on the Internet Governance Roadmap.

Action: Invite Sam Grunhard to the next Board meeting. [CEO, Sept 2023]

14. Executive Reports

14.1 People and Culture Report

The Board noted the ICPCO's People and Culture Report including implementing the FY2024 OKRs, recent appointments and current recruitment, HR metrics and progress on strategic projects including First Nations Engagement and draft Reconciliation Action Plan and community grants program guidelines and grant round.

14.1.1 First Nations Engagement

The Board noted the report from the SCPO on her participation and positive experience at the Garma Festival and the opportunity it provided to discuss Indigenous name spaces with many different people. The Board noted the other initiatives including the engagement of a First Nations consultant, Reconciliation Action Plan consultation and purchase of an Indigenous digital artwork.

14.2 Operations Report

The Board noted the COO's Operations Report including progress on strategic projects and core activities, particularly completing the Business Continuity Management Systems (BCMS) Audit, completing the 2023 Registry Tender Project and focus on auditing registrations and renewals for areas of non-compliance with the licensing rules, working with registrars to improve their validation processes and processing DNS Abuse reports. The Board discussed DNS abuse and strategies to reduce abuse.



14.2.1 Compliance Case Study

The Board noted the presentation from the CMF on a compliance case study which highlighted the elements of the complaint resolution process and outcome.

14.2.2 Licensing Rules Public Consultation

The Board reviewed the draft amendments to the .au Licensing Rules and explanatory statement, noting that the amendments were minor so fell within the auDA managed process for minor policy amendments, where the change is required for administrative, technical or legal reasons (section 44 of the corporate policy). The Board noted that a more substantive review would be carried out in FY2026.

The Board **resolved** to approve the publication of the draft amendments to the .au Licensing Rules, and the explanatory statement on the auDA website, for public consultation.

14.3 Communications, Stakeholder Engagement and Policy Report

The Board noted the CCO's CSEP report, particularly hosting the Asia Pacific regional Internet Governance Forum (APrIGF), finalising the Brand and Marketing Strategy, completing the CMIP review, redeveloping the auDA website, drafting the Annual Report, releasing the Internet Governance Roadmap and Q2 Report, industry webinars, membership and communications activities. The Board congratulated the CCO on her reappointment to the ICANN Nomination Committee.

14.4 Governance Report

The Board noted the Governance Report including financial performance, risk review, the appointed and elected director process and ESG project.

14.5 Risk Report

The Board noted the Risk Report.

Action: Change traffic light on AICD principle 5 from amber to green. [PD, Sept 2023].

15. Finance

15.1 June 2023, YTD Financial Report

The Board noted the June 2023 and YTD Financial report and the advice from the FSC Chair that financial performance is good, auDA is ahead of budget, with a profit on investment and costs contained.



16. Board Committee and Advisory Matters

The Board noted the CEO's update on three projects as part of the Public Benefit Program Research Development stream. 1. PNG pilot project to develop an approach to running a Registry that can then be used as a play book for others. 2. Asia Pacific Internet Governance Academy (APIGA) attended by two auDA staff. 3. Funders forum. The Board observed that the first two projects align with the Prime Minister's Statement after the Quad Meeting.

16.1 Draft SRC Minutes

The Board noted the draft Security and Risk Committee Minutes.

16.2 Draft GCC Minutes

The Board noted the draft Governance & Culture Committee Minutes.

16.3 Draft Foundation Board Minutes

The Board noted the draft Foundation Board Minutes.

16.4 Draft TASC Record of Meeting

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

16.5 Draft EDU Record of Meeting

The Board noted the draft EDU Record of Meeting.

17. In- Camera

The Board held an In-Camera Session.

18. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 11:40am on 30 August 2023.

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: