

# Meeting Minutes

Meeting	Board Meeting	
Date / Time	4 April 2024, 9:15 to 4pm AEDT	
Location	Level 19, 8 Exhibition St. 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 Sam Grunhard, GO (5)
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec James Shady, CFO Jane Smith AM, CPCOI Bruce Tonkin, COO Jordan Carter, A/CCO	Rebecca Papillo, MMC (10) Emily Hardy, SMSMB (10) Andrew McCallum, MCEM (10) Steph Viljoen, CM (14.1) Vivien Maidaborn, CEO InternetNZ Brenda Wallace, Deputy President InternetNZ Stephen Judd, Council Member InternetNZ
Apologies	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 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, particularly guests from InternetNZ, Vivien Maidaborn, Brenda Wallace and Stephen Judd. The Chair noted that Sophie Mitchell was an apology due to her commitments at the ICANN Nomination Committee meeting.

## 3. Declaration of Interests

The Board noted the Register of Interests and adjustments for Thu-Trang Trang who advised she is no longer a Commissioner at the Victorian Building Authority and Peter Elford who advised he is no longer a Director of Regional Development Australia ACT.



## 4. Chair's update

The Chair noted this was the first meeting since the departure of Director Tara Commerford.

The Board **resolved** to thank Tara Commerford for her service as an auDA Director and regretted her early departure due to perceived conflicts of interest unrelated to auDA.

The Chair noted his attendance and auDA's engagement at ICANN 79.

## 5. Government update

Sam Grunhard, Government Observer, provided an update on government matters of interest noting the Department's participation at the Internet Engineering Task Force (IETF), ICANN 79 and upcoming ICANN 80 Policy Forum, the proposal to establish a technical internet course for policy practitioners, the consultation on Universal Services and the completion of the review of the Optus Outage.

The Chair confirmed the process for reviewing the Nomination Committee Charter and emphasised the importance of an independent Nomination Committee process.

## 6. CEO Report

The Board noted the report from the CEO including information in the deep dive reports of each executive's business area, the budget process and performance against the Strategy Plan and OKRs. The Board noted the CEO's advice that the Future Scenario work was discussed at the staff retreat and will inform the strategic planning process.. The CEO also noted the work underway to draft the FY25 Company OKRs.

The Board discussed the presentation and reporting of the OKRs and relationship to the Budget. The CEO confirmed that the Budget on a Page will show the cross organisational engagement and priorities.

The Board also discussed the GASC advice on UN Sustainable Development Goals and noted Management's advice on the connections to the goals in the recently released UN Global Digital Compact Zero Draft. auDA will continue to reflect our contribution to the goals in our annual Integrated Report.

**Action:** Thank GASC for their advice on UN Sustainable Development Goals and advise next steps. [Chair, May 2024]

### 6.1 Board Participation in Internet Governance

The Board discussed Management's guidance on proposed Director travel to support auDA's work on strengthening support for multi-stakeholder processes.

The Board **resolved** to approve the travel proposed for Directors in 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 the HR metrics, Staff Retreat activities and outcomes, development activities for the Leadership Team and Employee Assistance Program (EAP) wellbeing sessions.

## 9. Operations

### 9.1 Operations Report

The Board noted the Operations Report including the positive performance against the operational metrics and service level agreements (SLAs), operation of the DNS compliance activity and priorities for the next three months.

The Board discussed how auDA might apply Artificial Intelligence (AI) to some processes.

## 10. Communication, Stakeholder Engagement and Policy

### 10.1 CSEP Report

The Board noted the CSEP report setting out performance against strategic projects and OKRs including the redevelopment of the website, finalising the Future Scenarios report, membership, materiality, brand awareness and Digital Lives of Australians surveys, member events and participation in internet governance activities.

The Board discussed the link between activities and outcomes in the dashboard report, membership and the value proposition and participation in NETmundial+10.

**Action:** Include the August 2024 Membership Workshop in the Dashboard report. [CCO, May 2024]

### 10.2 Future Scenarios

The Board noted the Future Scenarios report has been finalised following the engagement with Dr Matt Finch on a series of internal (Board and Staff) and external workshops. The next step is to publish the report and use the findings to inform auDA's 2026-30 Strategic Plan.

The Board commented on the value of the Future Scenarios report to auDA but also to a range of industries and sectors.



### **10.3 Internet Governance and Advocacy Strategy**

The Board noted the draft 2024–25 Internet Governance and Advocacy Strategy setting out auDA’s approach to sustaining the multistakeholder internet governance model, engagement with the Australian internet community, promoting Australia’s digital transformation and increasing auDA’s reach and influence.

The Board discussed the extent of auDA’s engagement with stakeholders on internet governance.

### **10.4 Brand and Marketing Strategy**

The Board noted the draft 2024–25 Brand and Marketing Strategy setting out auDA’s approach to supporting the growth and reach of the .au domain and .au name spaces and strategic marketing for the auDA membership program, internet governance and public policy and the public benefit program.

The Board noted the CFO’s advice on revenue, renewal rates and the relationship with new creates.

### **10.5 Membership Strategy**

The Board noted the draft 2024–25 Membership Strategy setting out auDA’s focus on growing a diverse, engaged membership representative of the Australian community supported by a membership program that provides opportunities to participate in events and activities including the .au domain, internet governance, website security and the role of auDA.

The Board discussed diversity and differing value propositions for different member groups. The Board discussed member numbers and program costs.

### **10.6 Communication Strategy**

The Board noted the Draft 2024–25 Communication Strategy setting out its objective to raise auDA’s profile and build its position as a trusted operator of Australian critical infrastructure and thought leader on the domain name system.,

## **11. Public Benefit**

### **11.1 Churchill Trust Funding**

The Board reviewed the budget proposal for a 3–year partnership with the Churchill Trust as part of the Public Benefit R&D stream and noted it would enable two Fellows per year in the Fellowship Program, as well as a contribution to the Impact Fund for previous Fellows to amplify the impact of their research project through use of the internet.



The Board **resolved** to approve the proposed budget of \$330,000 over three years for the Churchill Trust partnership FY24-27.

## **12. Governance**

### **12.1 Governance Report**

The Board noted the Governance Report including financial performance and reporting assurance exercise.

### **12.2 Board Risk Appetite Statement**

The Board reviewed the updated wording to Enterprise Risk 6 – Failure to optimise strategic and operational delivery to ensure the efficient achievement of auDA purpose and objectives.

The Board **resolved** to approve the updated Enterprise Risks and Risk Appetite Statement as presented which reflects changes to Enterprise Risks 2, 4, 6 and 7 and the Security and Risk Committee agreed update to the Risk Appetite Statement for ER6.

### **12.3 Risk Report**

The Board noted the Risk Report for the period October 2023 – January 2024

### **12.4 Director Search Firm**

The Board reviewed the Nomination Committee recommendation for the search firm (Future Leadership) to conduct the 2024 director search process.

The Board **resolved** to approve the appointment of Future Leadership to conduct the 2024 Appointed and Elected Director candidate search process.

### **12.5 Nomination Committee Charter**

The Board discussed the process to amend and approve the Nomination Committee Charter. The Board reviewed the proposed changes and Nomination Committee comments on the changes. The Board agreed, pending further changes after more consultation, to update the current Nomination Committee Charter to allow two directors to be appointed to the Nomination Committee.

The Board **resolves** to approve the necessary changes to the Charter of the Nomination Committee with immediate effect to allow two Directors of the auDA Board to be appointed to the Nomination Committee for calendar 2024, being Angelo Giuffrida and Alice McCleary, who are not intending or available to be re-appointed or re-elected for a further term in the future, and to appoint them accordingly.

**Action:** Provide comments on the amended Nomination Committee Charter to the CPCO, in preparation for circulating to Directors for approval. [Directors, April 2024]



## 12.6 Board Skills Matrix

The Board reviewed the proposed changes to the 2024 Board Skills Matrix, noting feedback from the Nomination Committee. The Board provided guidance on further amendments and agreed to approve the final by Circular Resolution.

**Action:** Finalise Nomination Committee Charter with the Chair and circulate to Directors for approval. [CPCO/Co Sec, April 2024]

## 12.7 Audit Plan

The Board reviewed KPMG's audit proposal and noted that the Audit Committee recommended it for approval subject to any change to the materiality threshold for Misstatements Reported to the Board. The CFO confirmed that KPMG has since advised that the materiality threshold of 5% is consistent with the threshold for other entities that KPMG audits.

The Board **resolved** to accept KPMG's FY24 audit and financial statement compilation fees of \$112,070 (excluding GST).

## 13. Finance

### 13.1 February 2024 and YTD and Financial Report

The Board noted the February 2024 and YTD Financial Report and the CFO's advice that the Month end and YTD performance exceeded budget expectations.

### 13.2 2024 Budget Preparation

The Board noted the FY25 Budget Preparation update and the CFO's advice on the process undertaken with the leadership group to identify resource requirements in each business area and the adjustment made to the Public Benefit allocation based on guidance from the Finance and Sustainability Committee. The Board noted the next step is for the CFO and CEO to refine proposed spending based on overall budget requirements. The CFO confirmed auDA's budget management principles.

## 14. Corporate Policies

### 14.1 Privacy Policy

The Board reviewed the update to the Privacy Policy to incorporate the use of CCTV Security Cameras in the auDA office, noting the Security and Risk Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval.

The Board noted that the Policy would be reviewed again when the Privacy Reform Legislation passes parliament.



The Board **resolved** to approve the updated Privacy Policy.

## **14.2 Remuneration Policy**

The Board reviewed the updated Remuneration Policy, noting that the Governance and Culture Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval.

The Board **resolved** to approve the updated Remuneration Policy

## **14.3 Anti-Bribery, Corruption and Fraud Policy**

The Board reviewed the updated Anti-Bribery, Corruption and Fraud Policy, noting that the Governance and Culture Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval.

The Board **resolved** to approve the updated Anti-Bribery, Corruption and Fraud Policy.

## **14.4 Leave Policy**

The Board reviewed the updated Leave Policy, noting that the Governance and Culture Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval.

The Board **resolved** to approve the updated Leave Policy.

## **14.5 Parental Leave Policy**

The Board reviewed the updated Leave Policy, noting that the Governance and Culture Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval. The Board provided guidance on confirming and standardising references to days and weeks, replacing reference to confinement and amending the requirement for a certificate to work in the 6-week period prior to the due date to stating that the employer *may* request a certificate.

The Board **resolved** to approve the updated Parental Leave Policy.

## **14.6 Pandemic and Emergency Leave Policy**

The Board reviewed the updated Pandemic and Emergency Leave Policy, noting that the Governance and Culture Committee reviewed the policy at its February 2024 meeting and recommended it for Board approval.

The Board **resolved** to approve the updated Pandemic and Emergency Leave Policy.



## **15. Previous Board Meeting Matters**

### **15.1 Approval of Minutes**

The Board reviewed the 6 February 2024 Board Minutes.

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

### **15.2 Actions**

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

### **15.3 2025 Board Meeting Schedule**

The Board noted the draft 2025 Board Meeting Schedule.

**Action:** Advise the Company Secretary of any diary clashes with the proposed draft 2025 meeting dates. [Directors, April 2024]

## **16. Board and Advisory Committee and Foundation Matters**

### **16.1 Draft Security and Risk Committee Minutes**

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

### **16.2 Draft Finance and Sustainability Committee Minutes**

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

### **16.3 Draft Governance and Culture Committee Minutes**

The Board noted the draft Governance and Culture Committee Minutes.

### **16.4 Draft Public Benefit Program Committee Minutes**

The Board noted the draft Public Benefit Program Committee Minutes.

### **16.5 Draft Foundation Board Minutes**

The Board noted the draft Foundation Board Meeting Minutes.

### **16.6 Draft Audit Committee Minutes**

The Board noted the draft Foundation Board Meeting Minutes.

### **16.7 Draft GASC Record of Meeting**





The Board noted the draft GASC Record of Meeting.

### **16.8 Draft TASC Record of Meeting**

The Board noted the draft TASC Record of Meeting.

### **16.9 Draft EDU Record of Meeting**

The Board noted the draft EDU Record of Meeting and discussed the frequency and format of the meeting.

## **17. Meeting Close & Next Meeting Dates**

The Board noted the next meeting dates.

The meeting closed at 4pm

Signed as a true and correct record.

**Alan Cameron**

Independent Chairperson

Date: