

Meeting Minutes

Meeting	Board Meeting	
Date / Time	Tuesday 6 June 2023 / 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 Jackie Korhonen, Director Matthew Healy, Director	Mike Trovato, Director Peter Elford, Director Sandra Hook, Director Sandy Davey, Director Wendy Thorpe, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Daniel Caruso, DITRD Sophie Mitchell, CCO Bruce Tonkin, COO James Shady, CFO Jane Smith AM, Interim CPCO	Sonia Joksimovic, Co Sec Steph Viljoen, MC Emily Hardy, SSMB (10) Duncan Rusby, Sagacity Research (10.2) Jo Cain, Materiality Matters (10.4)
Apologies	Kathleen Sillari, DITRD	

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, attendance and introductions

The Chair welcomed all present and noted attendees joining remotely. A quorum was confirmed for the meeting at 9:15am.

3. Declaration of Interests

The Board noted the Register of Interests. All present confirmed that their entries in the Register were complete. Angelo Giuffrida advised that his company had changed its name.

4. Chair's Update

The noted that he had no matters to raise in addition to those already on the agenda.



5. Government Update

Daniel Caruso provided an update on government matters of interest including participation in the upcoming ICANN77 meeting. The Board discussed opportunities for liaison with the department at the meeting, as well as at the APriGF and NetThing meeting in Brisbane in August 2023.

6. CEO Report

The Board noted the report from the CEO including progress on OKRs and strategic projects, long term scenario planning to underpin the development of auDA's next Strategic Plan, engagement with stakeholders on the materiality survey, market research and work on draft FY24 OKRs. The CEO noted the recent departure of the CPCO and introduced the Interim CPCO.

Action: Provide examples of long-term scenario planning output frameworks. [CCO, Jun 2023]

6.1 Draft FY2024 OKR and operational Health Metrics measures

The Board reviewed the draft FY24 Objectives and Key Results (OKRs) noting that they incorporated feedback provided by the Board at the April 2023 meeting. The Board provided guidance on amended wording for OKR 2.3. The Board discussed performance measurements and the format for reporting progress, and noted the CEO's advice that staff were currently working on options.

The Board **resolved** to approve the Objectives and Key Results for the 2024 Financial Year, subject to the agreed amendment, and asked the CEO to implement them through the workplan and Budget for the year.

6.2 Director Participation in Multistakeholder events

The Board reviewed the CEO's recommendation on proposed director travel to support auDA's strategic project to strengthen support for multi-stakeholder processes.

The Board **resolved** to approve the travel proposed for Directors in CY2023.

7. In Camera

The Board held an in-camera session.

8. Health, Safety and Wellbeing

8.1 People Health Metrics

The Board noted the report on People Health Metrics. The Board asked whether the Interim CPCO had any insights on whether changes were required to the measures being reported on. The Board discussed the challenges in recruiting IT staff in the current



environment and noted the Interim CPCO's advice that she was looking at strategies to assist with this including the information on the website about working at auDA.

Action: Review the measures reported in the People and Culture Report and report on any changes via the Governance and Culture Committee. [Interim CPCO, Jul 2023]

9. Operations

9.1 Foreign Embassies and Consulates in .org.au

The Board noted the public submissions made on the proposed change to the licensing rules for org.au to accommodate foreign embassies and consulates based in Australia.

The Board **resolved** to approve the amendments to the .au licensing rules, to accommodate foreign embassies and consulates based in Australia in the org.au namespace to take effect from 1 July 2023.

10. Communications, Stakeholder Engagement and Policy

10.1 Draft Annual Report

The Board noted the approach to auDA's 2022-23 Annual Report, including proposed timeline, theme, structure and Integrated Reporting elements.

10.2 .au Market Research

The Board noted the key findings of the market research study conducted in March 2023 and the opportunities it presented to inform auDA's Brand & Marketing strategy and approach, and education and outreach relating to the .au, including the recently published *Why .au?* research report. The Board advised that the results should be shared with Registrars and noted that plans were in place for this.

10.3 Materiality Results

The Board noted the positive results of the Material Issues Survey undertaken with a range of internal and external stakeholders to help inform and align auDA's strategic planning and reporting with stakeholder expectations. The Board noted the consultant's comment that auDA was seen to be performing well on material issues of importance.

11. Finance

11.1 April 2023 and YTD Financial Reports

Board noted the April 2023 and YTD Financial performance, with YTD revenue 10% above budget YTD and net profit above budget, including favourable movement in the fair value of investments.



11.2 FY2024 Budget

The Board reviewed the draft 2024 Budget, noting the CEO's advice that the budget was constructed to support auDA to deliver on its strategic plan and core operations, respond to increased regulatory, security and privacy requirements, participate in multistakeholder processes and fund the Public Benefit Program. The Board noted comments from the Finance and Sustainability Committee (FSC) Chair in support of the budget following the FSC's review.

The Board **resolved** to approve the FY24 Budget.

Action: Bring the Budget back to the Board for review at the end of CY23. [CFO, Dec 2023]

Angelo Giuffrida recused himself from consideration of the budget based on his declared conflict of interest.

12. Governance

12.1 Board Committee Composition

The Board reviewed the Chair's proposal to make two changes to the composition of Board Committees.

The Board **resolved** to approve:

- Angelo Giuffrida, Director to move from the Finance and Sustainability Committee to the Public Benefit Program Committee.
- Mike Trovato, Director to move from the Public Benefit Program Committee to the Finance and Sustainability Committee.

12.2 2023 AGM Plan

The Board noted the approach to the AGM, scheduled for 5pm on Wednesday 15 November 2023.

12.3 Referendum and Uluru Statement

The Board discussed whether to take a formal position on the *Uluru Statement from the Heart* and the Referendum on the Voice.

The Board **resolved** to release a statement in support of the Uluru Statement and provided guidance on wording to be finalised by Management with the Chair.

Action: Finalise the wording of the Board statement in support of the *Uluru Statement from the Heart*. [Interim CPCO/CCO, Jun 2023]

Action: Review Uluru Statement from the Heart and referendum at the next Board meeting. [Interim CPCO/CCO, Aug 2023]



12.4 Reconciliation Action Plan

The Board reviewed the draft auDA Reconciliation Action Plan (RAP) noting the Interim CPCO's advice that it is a Reflect RAP, used as a preparatory stage for reconciliation initiatives in future RAPs and had been developed by a staff working party under the guidance of a First Nations consultant.

The Board **resolved** to approve the Reflect RAP for submission to Reconciliation Australia.

12.5 Board Charter

The Board reviewed the proposed amendments to the Board Charter and provided guidance on including reference to the auDA Board Chair's role on the Nomination Committee and revising the wording to Director remuneration.

The Board **resolved** to approve the revised Board Charter, subject to agreed amendments.

12.6 GCC Charter

The Board reviewed the amended Governance and Culture Committee Charter.

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

12.7 SRC Charter

The Board reviewed the amended Security and Risk Committee Charter.

The Board **resolved** to approve the Security and Risk Committee Charter.

12.8 PBPC Charter

The Board reviewed the Public Benefit Program Committee Charter.

The Board **resolved** to approve the Public Benefit Program Committee Charter.

12.9 Public Benefit Program Strategy

The Board reviewed the PBP Strategy.

The Board **resolved** to approve the Public Benefit Program Strategy.

12.10 Public Benefit Program Theory of Change

The Board reviewed the PBP Theory of Change Framework and Outcomes Measurement for the Public Benefit Fund and existing Community Grants.

The Board **resolved** to approve the Public Benefit Program Theory of Change Framework and further development on the Outcomes Measurement.



12.11 Draft 2024 Board Schedule

The Board noted the Draft 2024 Board Schedule.

Action: Provide feedback to the Co Sec on availability for the proposed 2024 meeting dates. [Directors, June 2023]

13. Corporate Policies

13.1 Corporate Framework Policy

The Board reviewed the Corporate Framework Policy, noting Management's advice that no change was required.

The Board **resolved** to leave the Corporate Framework Policy unchanged and review again in 2025.

13.2 Health, Safety and Wellbeing Policy

The Board reviewed the revised Health, Safety and Wellbeing Policy recommended for approval by the Governance and Culture Committee.

The Board **resolved** to approve the revised Health, Safety and Wellbeing Policy.

14. Previous Board Meeting Matters

14.1 Approval of April 2023 Board Minutes

The Board reviewed the April 2023 Board Minutes.

The Board **resolved** to approve the April 2023 Board Minutes.

14.2 Actions

The Board noted the Actions.

15. Board Committee and Advisory Matters

15.1 Draft FSC Minutes

The Board noted the draft Finance and Sustainability Committee Minutes.

15.2 Draft GCC Minutes

The Board noted the draft Governance & Culture Committee Minutes.

15.3 Draft SRC Minutes

The Board noted the draft Security and Risk Committee Minutes.



15.4 Draft PBPC Minutes

The Board noted the draft Public Benefit Program Committee Minutes.

15.5 Draft Foundation Board Minutes

The Board noted the draft auDA Foundation Board Meeting Minutes.

15.6 Draft EDU Record of Meeting

The Board noted the draft EDU Record of Meeting.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting was closed at 4:28pm.

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: