Meeting Minutes

Meeting	Board Meeting	
Date / Time	7 December 2023, 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 Mike Trovato, Director Peter Elford, Director Sandy Davey, Director	Sandra Hook, Director Thu-Trang Tran, Director Tara Commerford, Director Wendy Thorpe, Director Sam Grunhard, Gov Observer
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Sonia Joksimovic, Co Sec Sophie Mitchell, CCO Bruce Tonkin, COO James Shady, CFO	Jane Smith AM, CPCOI Tarnia Drake, PCBP (8) Steph Viljoen (9.2) Barbara Schade, SPCO (9.2) Jordan Carter, PD (10.2) Rikki Andrews, PBM (11) Ann-Maree Moodie, GAA
Apologies	NA	

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 including new Appointed directors, Thu-Trang Tran and Tara Commerford and returning as Elected Director, Peter Elford.

3. Declaration of Interests

The Board noted the Register of Interests.

4. Chair's update

The Chair reported on the meeting with the Minister for Communications, also attended by the CEO and CCO, noting that it was a productive discussion focussed on the multistakeholder environment and contribution to the region. The Chair also noted the recent ICANN AGM meeting in Hamburg and equivalent AGM meeting in Istanbul in 2024.

5. Government update

Sam Grunhard, Government Observer, provided an update on government matters of interest noting the importance of the auDA Board, recent multistakeholder engagement activities, the recent Cyber Security Strategy launch, 2024 regional focus and the review of the Optus outage. The Board noted the Digital ID Bill that has been introduced to parliament and now being considered by a Senate Committee.

6. CEO Report

The Board noted the report from the CEO including an overview of key governance architecture and functions and performance against OKRs. The Board discussed business continuity planning, director obligations and organisational resilience.

Action: Review scope of current SOCI Act obligations at next SRC. [COO, Feb 2024]

6.1   2024-25 Director Travel Proposal

The Board reviewed Management's proposal for director travel to multistakeholder events in 2024/25, noting meetings are still being settled and that a further recommendation would be made in the first half of 2025 once dates and locations were confirmed.

The Board **resolved** to approve the travel proposed for Directors in 2024 including for the Chair to travel to all meetings included in the paper.

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 CPCOI's People and Culture report including leave balances, action on Q24 people and culture initiatives and performance against OKRs. The Board noted auDA's method for rolling out organisational policies so there was a record of staff having considered the policy.

8.2   Psychosocial Risks and Controls

The Board reviewed the outcomes and priority actions following the Psychosocial Risk and Controls Assessment completed by auDA's Leadership Team with the assistance of Ashurst. The Board discussed the priority areas, leave balances and the process for taking leave following high workload activities, workload across the office and resourcing.

The Board **resolved** to approve the Psychosocial Risks and Controls Assessment outcomes and priority actions.

8.3 Pulse Survey

The Board noted the results of the Pulse Survey.

Action: Circulate the verbatim Pulse Survey results to the Board. [CPCOI, Dec 2023]

9. Operations

9.1 Operations Report

The Board noted the COO's Operations Report including the overview of operations functions and performance against operational metrics and strategic project OKRs.

9.2 Licencing Rules Amendment

The Board reviewed the minor amendments to the .au Licensing Rules and noted the submissions to the public consultation. The Board discussed the submission publication rules and noted ICANN's approach. The Board agreed to publish submissions with redactions where necessary for legal reasons.

The Board **resolved** to approve the amended .au Licensing Rules with a publication date of 10 January 2024.

Angelo Giuffrida did not participate in the decision due to previously disclosed conflict.

Action: Review the ICANN public comment process and consider possible changes to auDA's *Process for the Development and Review of auDA Published Policies* for public consultation. [COO, June 2024]

9.3 Registry Contract Management

The Board noted the report from the COO on various aspects of the registry contract, the quarterly contract governance process and the approach to managing risks associated with changes in the global domain name industry.

Angelo Giuffrida recused himself from this item due to his disclosed conflict.

10. Communications, Stakeholder Engagement and Policy

10.1 CSEP Report

The Board noted the CCO's CSEP report including the overview of CSEP functional areas and performance against OKRs. The Board discussed the membership workshop and member portal.

10.2   GASC Workplan

The Board noted that the General Advisory Standing Committee (GASC) had sought advice from the Board as it developed its 2024 workplan and that the Governance and Culture Committee had considered the five proposed areas at its November 2023 meeting.

The Board **resolved** to approve and send the formal letter in reply to GASC's request for advice from the Board on workplan areas.

11. Public Benefit

11.1   Community Grants

The Board reviewed the 2023 Community Grants Applications noting that they had been reviewed by an advisory Review Panel and that the Public Benefit Program Committee considered the report of the final 15 and recommended them for approval.

The Board **noted** that the auDA Foundation approved the expenditure of $600,000 for the 2023 Community Grants at its 21 November 2023 Meeting. The 15 2023 Community Grant recipients, with a grant of $40,000 each, are set out in the Community Grants report and listed at Appendix 1.

11.2   Pilot Projects

The Board reviewed the proposed Research and Development Pilot Projects to be commenced in FY24, while the Public Benefit Program Guidelines are finalised and possible future partnerships are developed. Some of the projects will require funding from the FY25, FY26, and FY27 research and development allocations. The Board noted the comments of the PBPC Chair on the value of the four projects.

The Board **resolved** to approve the proposed Research and Development Pilot Projects for funding from the budget allocation for FY24 Public Benefit research and development grant funding (total of $297,000), a budget of $369,000 across the FY25 financial year, and a budget of $50,000 per year across the FY26 and FY27 financial years, for the following projects:

- APIGA hub
- Pacific Islands Knowledge sharing forum
- UNSW DNS abuse data analysis
- UNSW/UQ/RMIT DNS and DNS resilience
- PNG .pg phase 2.

12.   Governance

12.1   Governance Report

The Board noted the CFO's Governance Report including an overview of the governance functions including performance against OKRs. The Board noted that the CFO will engage a consultant to develop a sustainability framework for auDA.

Action: Confirm reserve funds allocation definition. [CFO, Dec 2023]

12.2   Risk Report

The Board noted the Risk Report.

12.3   Enterprise Risk Review

The Board reviewed the draft amendments to the Enterprise Risks and Board Appetite Statement. The Board provided guidance on the operational risk appetite statement, including supply chain failure and incorporating SOCI risk language where appropriate.

Action: Provide a revised Enterprise Risks and Board Appetite Statement to the next SRC meeting. [CFO, Feb 2024]

12.4   Board Committee Composition.

The Board considered the Board Committee Chairs and Members given new and departing directors.

The Board **resolved** the composition of the Board Committees as set out below:

- **Finance and Sustainability** - Chair – Alice McCleary; members: Sandra Hook, Mike Trovato, Sandy Davey, Tara Commerford
- **Public Benefit Program** – Chair – Sandy Davey; members: Alice McCleary, Peter Elford, Angelo Giuffrida, Thu-Trang Tran
- **Security and Risk** – Chair – Peter Elford; members: Mike Trovato, Wendy Thorpe, Tara Commerford
- **Governance and Culture** – Chair – Sandra Hook; members: Angelo Giuffrida, Thu-Trang Tran, Wendy Thorpe
- **Audit** – Chair Wendy Thorpe; the members are the other chairs of committees: Alice McCleary, Sandy Davey, Peter Elford, and Sandra Hook, plus Alan Cameron

The Chair is an ex officio member of each Committee.

The Board confirmed the following Directors to liaise with the Board Advisory Committees:

- **GASC** – Peter Elford, Sandy Davey

- **TASC** – Mike Trovato, Peter Elford
- **EDU** – Peter Elford, Sandra Hook.

12.5   Advisory Committee and Panel Appointment

12.5.1   General Advisory Standing Committee (GASC) Reappointments

The Board **resolved** to approve the reappointment of the following GASC members for a one year term from 1 January to 31 December 2024:

- Ajoy Ghosh
- Caroline Greenway
- Cleo Kerama.

12.5.2   Technical Advisory Standing Committee (TASC) Reappointments

The Board **resolved** to approve the reappointment of the following TASC members for a one year term from 1 January to 31 December 2024:

- Paul Day
- Patrick Fair
- Geoffrey Huston
- Jo O'Brien
- Kim Lowton.

12.5.3 Licence Review Panel (LRP) Reappointments

The Board **resolved** to approve the reappointment of the Licence Review Panel Members for a further one year term, effective 1 March 2024 with no change to existing retainer arrangements:

- Philip Davies (Chairperson)
- Andrew Sykes (Panel member)
- Melissa Marcus (Panel member)
- Angela Flannery (Panel member)
- Bernadette Day (Panel member).

13.   Finance

13.1   October 2023 and YTD and Financial Report

The Board noted the October 2023 and YTD Financial Report and the CFO's advice that the YTD performance exceeded budget expectations.

13.2 Investment

The Board reviewed the status of auDA's investment portfolio and noted the Finance and Sustainability Committee's recommendation to transfer $6.0 million from cash holdings to the investment portfolio managed by Credit Suisse.

The Board **resolved** to approve the transfer of $6.0 million from cash holdings to the investment portfolio managed by Credit Suisse.

13.3 Budget Review

The Board noted Management's six-month budget review.

The Board **resolved** to approve annual Public Benefit Program Funding as follows:

- 7.5% of average annual revenue recognised from the auDA Fee averaged over the preceding three years
- funding term 4 years
- annual funding limits of $1.2 million minimum to $1.8 million maximum.

14. Corporate Governance Policies

14.1 Delegations Policy

The Board reviewed the amendments to the Delegations Policy.

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

14.2 Related Party Transaction Policy

The Board reviewed the amendments to the Related Party Transaction Policy.

The Board **resolved** to approve the updated Related Party Transaction Policy.

14.3 Investment Policy

The Board reviewed the amendments to the Investment Policy.

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

14.4 Conflict of Interest Policy

The Board reviewed the updated Conflict of Interest Policy.

The Board **resolved** to approve the updated Conflict of Interest Policy.

14.5   Drug and Alcohol Policy

The Board reviewed the updated Drug and Alcohol Policy.

The Board **resolved** to approve the updated Drug and Alcohol Policy.

14.6   ICT Board Usage Policy

The Board reviewed the updated ICT Board Usage Policy.

The Board **resolved** to approve the updated ICT Board Usage Policy.

15.   Previous Board Meeting Matters

15.1   Approval of Minutes

The Board reviewed the 21 August and 10 October 2023 Board Minutes.

The Board **resolved** to approve the Board minutes of 21 August and 10 October 2023 as a true and correct record of the meeting.

15.2   AGM Minutes

The Board reviewed the 15 November 2023 Annual General Meeting Minutes.

The Board **resolved** to approve the 15 November Annual General Meeting Minutes.

15.3   Actions

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

15.4   2024 Board Meeting Schedule

The Board noted the 2024 Board Meeting Schedule.

Action: Advise the Company Secretary of any diary issues with the 2024 Board Schedule. [Directors, Dec 2024]

16.   Board and Advisory Committee and Foundation Matters

16.1 Draft SRC Minutes

The Board noted the draft Security and Risk Committee Minutes.

16.2 Draft FSC Minutes

The Board noted the draft Finance and Sustainability Committee Minutes.

16.3 Draft GCC Minutes

The Board noted the draft Governance and Culture Committee Minutes.

16.4 Draft PBPC Minutes

The Board noted the draft Public Benefit Program Committee Minutes.

16.5 Draft Foundation Board Minutes

The Board noted the draft Foundation Board Minutes.

17. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 3:53pm

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date:

Appendix 1. 11.1 Community Grant Recipients

Grant 1	
Applying Organisation	Australian Communications Consumer Action Network (ACCAN)
Project Title	Digital Skills Finder: A freely available, national, digital capacity and skills hub for people with disability

Grant 2	
Applying Organisation	Autism Spectrum Australia (Aspect)
Project Title	Maternal healthcare for women on the autism spectrum: digital platform with educational information and resources for autistic women as well as healthcare practitioners

Grant 3.	
Applying Organisation	Enterprise Learning Projects
Project Title	Empowering remote Aboriginal and Torres Strait Islander entrepreneurs to design and deliver business literacy training for their own communities

Grant 4	
Applying Organisation	First Nations Foundation
Project Title	Digital expansion of the Indigenous Women's Financial Wellness project

Grant 5	
Applying Organisation	Ishar Multicultural Women's Health Services
Project Title	CALD Youth Digital Inclusion and Education

Grant 6	
Applying Organisation	Monash University
Project Title	A novel clinical monitoring and education platform for Indigenous Australians with rare neurodegenerative ataxias

Grant 7	
Applying Organisation	NPY Women's Council
Project Title	Improving Anangu nutritional and digital literacy in the NPY region

Grant 8	
Applying Organisation	Red Nose
Project Title	Safe Sleep for Bubs E-Learning Project
Grant 9	
Applying Organisation	Skyline Education Foundation
Project Title	VCE Education Support Access for Students in Regional and Remote locations.
Grant 10	
Applying Organisation	Story Factory
Project Title	Digital creative writing resources: Increasing regional access to quality arts-based education
Grant 11	
Applying Organisation	Success Works Partners Inc Ltd
Project Title	EmpowerMe Hub – a transformative job-readiness platform for vulnerable women
Grant 12	
Applying Organisation	The Australian Council for Educational Research Limited
Project Title	Engaging young women in digital technologies: Webinar series
Grant 13	
Applying Organisation	The University of Melbourne
Project Title	Digital Resilience Ambassadors: building older CALD migrants' digital resilience and inclusive communities through intergenerational collaboration
Grant 14	
Applying Organisation	The University of Queensland
Project Title	Designing for digital inclusion: Cross-curricular learning environments on AustLit

Grant 15	
Applying Organisation	Youth Opportunities Australia Limited
Project Title	PROSPER: Supporting young people across SA to be personal leaders