

Meeting Minutes

Meeting	Board Meeting	
Date / Time	6 June 2024, 9:15 to 4pm AEST	
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
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec James Shady, CFO Jane Smith AM, CPCO Bruce Tonkin, COO	Sonia Joksimovic, Co Sec Rebecca Papillo, A/CCO Sam Grunhard, GO (5) Steph Viljoen, CM (9) Jo Cain, Materiality Counts (13.1) Dr Matt Finch, Oxford University (17)
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, noted all directors were present in person or online and Sophie Mitchell had given her apologies.

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 noted arrangements for marking the CEO's departure at the end of the year.



5. Government update

Sam Grunhard, Government Observer, provided an update on government matters of interest including a review of auDA's Terms of Endorsement in the second half of the year, support for auDA's Nomination Committee processes, the department's participation at ICANN 80 Policy Forum and the 4th Meeting of the APT Preparatory Group for WTSA-24 to be held in Adelaide,

6. CEO Report

The Board noted the report from the CEO including the completion of the registry upgrade to a new cloud-based platform on 1 June 2024, performance against OKRs and operational metrics, reaching a milestone of 5,000 members, FY25 Budget, development of the Public Benefit Applicant Grant guidelines and next steps to develop the supporting tools and resources, need to discuss review of the competition model and planning for a review of the Licensing Framework.

The Board thanked the auDA and Identity Digital project teams for successfully managing the upgrade of the registry and acknowledged the considerable work in planning and testing to complete the project. There was no downtime in DNS or WHOIS services during the maintenance period to implement the upgrade.

The Board discussed membership diversity and the process for review of the Licensing Framework, which will include a Review Panel.

Action: Include the staff engagement baseline metric on the performance dashboard. [CPCO, July 2024]

Action: Include diversity on the GASC Membership Workshop agenda. [CPCO, June 2024]

6.1 FY25 OKRs

The Board noted the CEO's advice on the process for developing the FY25 OKRs including at the staff retreat and review through auDA's Leadership Team and the Board Committees. The Board discussed the three proposed Objectives and Key Results (OKRs) – Strategy 30, ESG and Artificial Intelligence (AI) and provided guidance on the key results including KR1.3 rewording to clarify the 80% metric, KR2.3 include independent assurance and presentation at ICANN 83 and amend KR3.2 to reflect the delivery of learnings not the completion of projects.

The Board **resolved** to approve to adopt the Objectives and Key Results for the 2025 Financial Year and asked the Chief Executive to implement them through the workplan and Budget for the year, subject to amending the Key Results with agreed changes.

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 and people and culture metrics.

9. Operations

9.1 Retirement of unused policies

The Board considered Management's recommendation to include sunset clauses in 12 legacy Published Policies and retire three immediately as they are now superseded by the Licencing Framework. The Board queried any impact on registrants and provided guidance on including a short summary to clarify the purpose of retiring the policies. The Board amended 1.1 of the Sunset clause to include 'last' before 'registered'. The Board noted the accompanying Explanatory Statement.

The Board **resolved** to approve the publication for public comment of a list of legacy Published Policies amended with sunset clauses and a list of legacy Published Policies proposed for immediate retirement, subject to amending Sunset clause 1.1.

9.2 Extension of registrar agreements

The Board considered Management's recommendation to extend the term of the current Registrar Agreements from 30 June 2024 to 31 December 2024, to allow registrars time to review and provide feedback on the updated Registrar Agreement. The Board noted auDA is seeking to enhance the Registrar Agreement to incorporate provisions required to support compliance with the SOCI Act with respect to supply chain management and would be consulting with registrars to make changes to the Registrar Agreement in the best interests of the broader community.

The Board **resolved** to extend the term of the current Registrar Agreements to 31 December 2024.

Action: Arrange monthly Board briefings on progress on reviewing the Licencing Rules and developing the updated Registrar Agreement. [Co Sec, June 2024].

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

10. Public Benefit Program

10.1 Research and Development Guidelines

The Board considered the proposed applicant guidelines for the FY25 Research and Development Grant Round. The Board noted the feedback already received from the Public Benefit Program Committee and provided further guidance on streamlining,



amending the definition, adding a summary that includes how it fits into auDA's strategy, opportunities for leverage, highlighting the multistakeholder context and benefit of diverse partnership.

The Board **resolved** to approve the proposed applicant guidelines for the FY25 Research and Development Grant Round, subject to updating with board guidance, review by communications and legal then circulating final to the Board.

Action: Finalise the Research and Development Guidelines and circulate to the Board.
[CPCO/Co Sec, June 2024]

11. Finance

11.1 April 2024, YTD Financial Report

The Board noted the April 2024 and YTD Financial Report.

11.2 FY 2025 Budget

The Board reviewed the FY25 Budget noting that the FY25 budget had been recommended by the Finance and Sustainability Committee for approval by the Board.

The Board **resolved** to approve the FY25 budget.

12. Governance

12.1 Corporate Governance Statement

The Board reviewed the draft Corporate Governance Statement, noting that it had been updated to reflect changes in 2024 and circulated to the Governance and Culture Committee.

The Board **resolved** to approve the Corporate Governance Statement.

12.2 Nomination Committee Charter

The Board reviewed the amended Nomination Committee Charter, noting that it had been compiled following previous input from the Nomination Committee and the Board.

The Board **resolved** to approve the amended Nomination Committee Charter.

12.3 Director Remuneration – Nomination Committee

The Board considered the Governance and Culture Committee recommendation to remunerate the two directors appointed to the Nomination Committee on the same basis as the other Nomination Committee members (excluding the Chair and Government Representative).



The Board **resolved** to approve additional remuneration of \$1,500 plus SGC each per Nomination Committee meeting in 2024 for the two Directors appointed to the Nomination Committee.

12.4 Advisory Committees

The Board noted that after three years of operation it was useful and timely to discuss the role of the General Advisory Steering Committee (GASC) and Technical Advisory Steering Committee (TASC).

The Board **resolved** to approve an extension of the GASC and TASC member terms until December 2025 and that the Board Chair have a conversation with each Committee Chair.

12.5 General Counsel

The Board considered the recommendation to appoint an in-house General Counsel and provided guidance on the position description including auDA's role, legal aspects relevant to auDA and reference to Australian legal practitioner.

The Board **resolved** to approve the creation of an in-house General Counsel position, the position description subject to Board guidance and accept the SHK proposal for recruitment.

12.6 Annual General Meeting Plan

The Board noted the plan to hold a hybrid Annual General Meeting on 19 November 2024 with the support of Link Market Services (now owned by MUFG Pension & Market Services). The Board noted the hybrid format is consistent with 2023 and designed to enable members to join the AGM either virtually or in person at the RACV Club.

13. Communications, Stakeholder Engagement and Policy

13.1 Materiality Results

The Chair welcomed Jo Cain to the meeting to present on the results of the Materiality Pulse Survey for 2024 undertaken in February and March 2024. Materiality Counts undertook auDA's third materiality process. Ms Cain advised that this year's process was a more limited "pulse" process to identify any movement in stakeholder priorities or emerging areas. The results will help inform the information presented in auDA's 2023-24 Annual Report.

13.2 Annual Report

The Board noted the outline of auDA's 2023-24 Annual Report, including proposed timeline, theme and structure. The Board noted auDA was preparing for external assurance as part of the commitment to Integrated Reporting. The Board provided



guidance on general reporting metrics. The Board noted the A/CCO's advice that auDA received a bronze award for General Reporting for its 2022-23 Annual Report at the Australasian Reporting Awards.

14. Corporate Policies

14.1 Risk Management Policy

The Board reviewed the updated Risk Management Policy noting that it was recommended for approval by the Security and Risk Committee.

The Board **resolved** to approve the updated Risk Management Policy.

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

15. Previous Board Meeting Matters

15.1 Approval of Minutes

The Board reviewed the 4 April 2024 Board Minutes.

The Board **resolved** to approve the Board minutes of 4 April 2024 as a true and correct record of the meeting.

15.2 Actions

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

15.3 2025 Board Meeting Schedule

The Board noted the Board Meeting Schedule.

16. Board and Advisory Committee and Foundation Matters

16.1 Draft Security and Risk Committee Minutes

The Board noted the draft 7 May 2024 Security and Risk Committee Meeting Minutes.

16.2 Draft Governance and Culture Committee Minutes

The Board noted the draft 14 May 2024 Governance and Culture Committee Meeting Minutes.

16.3 Draft Finance and Sustainability Committee Minutes

The Board noted the draft 21 May 2024 Finance and Sustainability Committee Minutes.



16.4 Draft Public Benefit Program Committee

The Board noted the Public Benefit Program Committee meeting.

16.5 Draft Foundation Board

The Board noted the Foundation Board Meeting.

16.6 Draft Nomination Committee Minutes

The Board noted the draft Nomination Committee Minutes.

16.7 Draft EDU Record of Meeting

The Board noted the draft EDU Record of Meeting.

17. Future Scenarios

The Chair welcomed Dr Matt Finch to the meeting to present on the outcomes of the Future Scenarios project and discuss with the Board how they can be utilised in auDA's strategic planning process. Three future scenarios were developed through the project: State of Alert, Ecological Civilisation and The Price is Right. The Board discussed potential implications for auDA and considerations for the 2026–30 Strategy. The Board thanked Dr Finch for his presentation and noted next stakeholder engagement activities including a roundtable with government stakeholders in Canberra, a stakeholder event at Parliament House with ANU's Tech Policy Design Centre focussed on the future of technology policy in Australia, and a presentation before international bodies, including CENTR and ICANN.

18. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The meeting closed at 4:10pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: