

Meeting Minutes

Meeting	Board Meeting	
Date / Time	10 October 2022 / 9:15am to 12:15pm AEDT	
Location	Level 19, 8 Exhibition St Melbourne, and Teams Meeting	
Present	Alan Cameron AO, Chairperson Angelo Giuffrida, Director Alice McCleary, Director Jackie Korhonen, Director James Atkins, Director	Kate Cornick, Director Tania Fryer, Director Sandra Davey, Director Matthew Healy, Director
Also in attendance	Rosemary Sinclair AM, CEO Linda Brown, Co Sec Lachlann Paterson, DITRDC (5) Bruce Tonkin, COO James Shady, CFO	Sophie Mitchell, CCO Colin Brown, CPCO Sonia Joksimovic, Co Sec Rebecca Papillo, MC (12) Ram Mohan, Identity Digital (6)
Apologies	Peter Elford, Director	

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, present and emerging.

2. Welcome, quorum and introductions

The Chair welcomed all present to the Board meeting noting that Peter Elford was an apology, and Matt Healy would join at 9:30. A quorum was confirmed for the meeting at 9.15am.

3. Declarations of interests

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

4. Chair's Update

The Chair noted that at least three directors would be leaving the board at the AGM, James Atkins, Kate Cornick and Tania Fryer and thanked them for their extraordinary contribution to the company.

The Chair noted that he and Jackie Korhonen had attended ICANN 75 and found it useful.



Action: Discuss Director participation at ICANN 76 in March 2023. [Chair, Dec 2022]

Action: Make interim arrangements for composition of Committees. [Chair, Dec 2022]

5. Government update

Lachlann Paterson provided an update on matters of interest including recent government participation at ITU and ICANN 75. The Board discussed the Optus data breach and considered the impact of this on the industry

6. Identity Digital

The CEO introduced Ram Mohan, Identity Digital, noting that he would be participating in the upcoming Registrar Summit. Ram provided the Board with insights on current security developments and measures in place to manage the registry security. Ram also discussed topics of interest at ICANN 75. The Board also discussed the Optus data breach and considered the impact of this on the industry

16. Director Appointments and Elected Director Candidates

Item 16 moved up the agenda and those directors with a material interest, Angelo Giuffrida, Sandra Davey, Peter Elford, Matthew Healy, and Alice McCleary recused themselves from considering the issue and were absent from the meeting during the item. The remaining directors constituted a quorum in accordance with the decision taken on 16 August 2022

Those Directors without a material interest in the 2022 director appointments or elected director ballot considered the ten candidates approved as suitable for membership of the auDA Board at the 13 September 2022 meeting.

The Board **resolved** to approve the following five candidates for appointment to the auDA Board effective 16 November 2022.

- Sandra Davey
- Peter Elford
- Matthew Healy
- Sandra Hook
- Alice McCleary

The Board **resolved** to approve the following five candidates to participate in the 2022 auDA Elected Director Ballot, with the three candidates receiving the highest number of votes elected to the Board:

- Angelo Giuffrida
- Alex Scandurra
- Wendy Thorpe
- Mike Trovato



- Jennifer Wilson

16.1 Elected Director Ballot Procedure

The Board **resolved** to approve the Elected Director Ballot Procedure.

16.2 Member Communication

The Board noted the Member Communication and advised on making clear that members may vote for no more than three candidates.

The Chair provided an update on the appointments and elected director ballot when the remainder of the directors re-joined the meeting.

7. CEO Report

The Board noted the CEO report including strong performance on OKRs and core functions. The Board congratulated the CEO, executive and staff on the successful implementation of .au direct and member transition.

8. In camera

The Board did not hold an in-camera session.

9. Health, Safety & Wellbeing

9.1 People and Culture Report

The Board noted the People and Culture Report and that there were no workplace incidents this period.

10. Finance

10.1 2022 Audit Report

The Board reviewed and accepted KPMG's 2022 Audit report, noting that there were no errors or misrepresentations and that the auditors indicated that they would sign an unqualified audit opinion for the auDA Group pending finalisation of the subsequent events review, receipt of management's representation letter and receipt of signed Directors' Declaration and Directors' Report. The Board noted the CFO's advice that there were no subsequent events and that management representation letters were prepared for the auditors and the Board.

10.2 Annual Financial Statements

The Board reviewed the 2022 .au Domain Administration Limited Annual Financial Statements and requested updates to notes 12 and 23d for clarification. The FAC Chair confirmed that the Committee had reviewed the 2022 Annual Financial



Statements and now recommended them to the Board for approval subject to agreed minor amendments.

The Board **resolved** to approve the Financial Statements of .au Domain Administration Limited for the year ended 30 June 2022 and in doing so relied on the assertions of the CEO and CFO that, in their opinion, the financial records of the entity had been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of auDA, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

The Board noted that the auDA Foundation Board had approved the 2022 Annual Financial Statements for the Foundation.

10.3 August 2022 and YTD Financial Report

The Board noted the August 2022 and FY22 Financial performance with revenue up 5% and net profit increase after accounting for an unfavourable movement in the fair value of investments. The Board agreed that for future reports, it is useful to know if any changes are made to the report following review by the Finance and Audit Committee.

11. Annual General Meeting

11.1 Approval of Notice of Meeting

The Board reviewed the Notice of Meeting and noted the Company Secretary's advice that a virtual only Annual General Meeting had been planned based on the Covid 19 arrangements in place at the time of planning and the need for certainty.

The Board **resolved** to approve the 2022 Notice of Meeting with a distribution date of 20 October 2022.

12. Approval of Annual Report

The Board reviewed the 2022 Annual Report and congratulated the team on its presentation.

The Board **resolved** to approve the 2022 Annual Report.

12.1 AR Media Release

The Board noted the 2022 Annual Report Media Release.

13. auDRP Policy

The Board noted the rationale for updating the auDRP Policy.



The Board **resolved** to ratify the minor policy amendment to the *.au Dispute Resolution Policy* (auDRP) to replace the term *open TLD* with **Namespace** to align it with the *.au Domain Administration Rules: Licensing Policy*.

14. Previous Board Meeting Matters

14.1 Approval Minutes

The full Board reviewed the 16 August 2022 Board Minutes and the directors without a material interest reviewed the 13 September 2022 Board minutes.

The Board **resolved** to approve the Board minutes of 16 August 2022 as a true and correct record of the meeting.

The Board **resolved** to approve the Board minutes of the 13 September 2022 Board meeting.

14.2 Actions

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

15. Board Committee and Foundation Matters

15.1 Finance and Audit Committee Minutes

The Board noted the draft 13 September 2022 Finance and Audit Committee Meeting minutes.

15.2 TASC Record of Meeting

The Board noted the draft 6 September 2022 TASC Record of Meeting.

15.3 GASC Record of Meeting

The Board noted the draft 13 September 2022 GASC Record of Meeting.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The Chair noted that it was James Atkins, Kate Cornick and Tania Fryer's last auDA Board Meeting and thanked them for their contribution.

The Meeting closed at 12:04pm



Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: