

Meeting Minutes

Meeting	Board Meeting	
Date / Time	16 August 2022 / 9:15am to 4pm AEST	
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 Peter Elford, 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 Jordan Carter, IGPD (8, 11) Annaliese Williams, SPA (11) Andrew McCallum, MCEM (11) Rebecca Papillo, MC (11) Sabina Fernando, PA (11) Keith Besgrove, GASC Chair (8)
Apologies	None	

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 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 provided an update on his experience at ICANN 74 and the value of auDA's participation, and the director appointments and election process.



5. Government update

Lachlann Paterson provided an update on matters of interest including recent government participation at ICANN 74 and upcoming participation at ICANN 75, followed by a discussion on other matters of interest

6. CEO Report

The Board noted the CEO report including performance on core functions and strategic projects, FY 2022 financial results, work to support the auDA Foundation, the development of auDA's innovation impact investment strategy and proposed ICANN 75 delegation. The Board discussed the .au direct rollout and communications to small business

6.1 2023 Objectives and Key Results (OKRs)

The Board reviewed the proposed 2023 Company OKRs noting that they had been endorsed by the People and Culture Committee. The Board discussed the membership target and requested that 'impact' be included in the key results for innovation objective. The Board noted that OKRs would be refined over time and that key health metrics were reported separately.

The Board **resolved** to adopt the 2023 Company OKRs with agreed amendments.

7. In camera

The Board held an *in camera* session.

8. GASC Report

The Chair welcomed Keith Besgrove, Chair of the General Advisory Standing Committee (GASC) to the meeting. The Board noted the GASC report on activities to date including agreeing the first two elements of the workplan, growing auDA's involvement in internet governance, and growing auDA's membership and work on developing other topics for advice. The GASC Chair advised that the Committee would consider working principles for providing advice to the auDA Board at its next meeting. He thanked Sandra Davey for her assistance with the Committee.

9. Health, Safety & Wellbeing

9.1 People and Culture Report

The Board noted the People and Culture Report including health metrics, and that there were no workplace incidents this period, as well as the progress on strategic projects related to employer of choice.



10. Operations

The Board noted the Operations Report which indicated positive performance on all core functions including the registry meeting all SLAs for the period and that strategic projects related to reducing DNS abuse, increasing the integrity of the .au domain, best practice ccTLD security and greater choice of .au domain names through .au direct are on track. The Board noted the advice from the COO on focus areas for the next three months including completing the .au direct priority allocation process, business continuity activities in preparation for external audit, annual security audits for registrars and IT recruitment.

11. Communications, Stakeholder Engagement and Policy

11.1 CSEP Report

The Board noted the CSEP report which indicated positive performance on core communications, awareness and industry engagement activities and that strategic projects related to multi stakeholder internet governance, growing and diversifying auDA's membership, insights from data and research, and enabling innovation and research by others are on track. The Board noted the recent meeting with the Minister for Communications.

11.2 Membership update

The Board noted the update on membership with the focus on transitioning associate members to new membership terms and conditions and growing and diversifying the membership. The Board discussed the membership value proposition and opportunities to diversify and provided guidance on entering into partnerships. The Board noted the transition date on 27 September 2022 is an opportunity to reset the strategy and move from an absolute membership target number to an annual growth target. The Board endorsed a growth strategy of 20% year on year, from the number of members as at transition.

11.3 Draft Annual Report

The Board noted the draft 2022 Annual Report including content and the design concept and provided guidance on structure, OKRs, outcomes and case studies.

Action: Circulate the next draft of the Annual Report to the Board for comment. [CCO, late September 2022]



11.4 Internet Governance and Policy update

The Board noted the update on internet governance, including auDA's participation at ICANN 74 where the delegation participated in ccNSO technical, policy and governance discussions, as well as cross-community sessions in areas of strategic interest, including domain abuse mitigation and DNS security plus related bilateral side meetings. The Board noted the upcoming internet governance meetings including Asia Pacific regional IGF (APrIGF), ICANN 75, International Telecommunication Union (ITU), NetThing and Internet Governance Forum (IGF). The Internet Governance and Policy Director confirmed that an updated Internet Governance and Policy Strategy and workplan for 2023 would be presented to the Board in December.

12. Finance and Governance

12.1 June 2022 and FY22 Financial Reports

The Board noted the June 2022 and FY22 Financial performance with revenue up 2% and a modest net profit after accounting for an unfavourable movement in the fair value of investments.

12.2 Related Party Transactions Policy

The Board noted the advice on the application of the Related Party Transactions Policy which confirmed that it covered members of the Advisory Committees and discussed the process for approving related party transactions set out in the policy.

Action: Ensure the Related Party Transactions reporting requirements are adopted in the Annual Report. [CEO, September 2022]

12.3 Governance Strategic Projects

The Board noted the report on Governance Strategic projects which indicated that the projects related to accountability, transparency and reporting are on track.

12.4 AGM Arrangements

The Board noted the overview of the 2022 AGM arrangements which includes a virtual format as per the arrangements in 2020 and 2021.

12.5 Risk Report

The Board noted the Risk Report which has been developed to track the status of Risks that are set out in the Board's Risk Appetite Statements and any mitigating activities or treatments in the reporting period. The Board discussed the mechanism



for tracking and noted the CEO's advice that Management uses reporting and monitoring tools to assess outcomes at quarterly review meetings.

13. Corporate Policies – Risk

The Board noted the advice from the CFO that the suite of Risk documents at 13.1 to 13.4 setting out auDA's approach to management and identification of risk had been externally reviewed for currency and consistency and were recommended for approval or noting by the Security and Risk Committee.

13.1 Enterprise Risk Management Framework

The Board **resolved** to approve the Enterprise Risk Management Framework.

13.2 Enterprise Risk Management Policy

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

13.3 Board Risk Appetite Statement

The Board **noted** the Board Risk Appetite Statement

13.4 Enterprise Risk Register

The Board **noted** the Enterprise Risk Register

Kate Cornick left the meeting.

14. Previous Board Meeting Matters

14.1 Approval 7 June 2022 Minutes

The Board reviewed the 7 June 2022 Board Minutes.

The Board **resolved** to approve the Board Minutes of 7 June 2022 as a true and correct record of the 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 People and Culture Committee Minutes

The Board noted the draft 28 July 2022 People and Culture Committee Meeting minutes.



15.2 Security and Risk Committee Minutes

The Board noted the draft 26 July 2022 Security and Risk Committee Minutes.

15.3 Foundation Board Meeting Minutes

The Board noted the draft 25 May 2022 Foundation Board Meeting Minutes.

15.4 TASC Record of Meeting

The Board noted the draft 21 June 2022 TASC Record of Meeting.

15.5 GASC Record of Meeting

The Board noted the draft 14 June 2022 GASC Record of Meeting.

15.6 EAC Record of Meeting

The Board noted the draft 16 May 2022 .edu Advisory Committee Record of Meeting.

16. Other business

The Board returned to consideration of Board participation at ICANN.

The Board **resolved** to approve the Board Delegation to ICANN 75.

Action: Consider and provide guidance on the role and participation of Directors at ICANN. [Chair, Dec 2022]

17. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The Meeting closed at 2:53pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: