Meeting Minutes

Meeting	Board Meeting
Date / Time	7 December 2022 / 9:15am to 4pm 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 Matthew Healy, Director	Mike Trovato, Director Peter Elford, Director Sandy Davey, Director Sandra Hook, Director Wendy Thorpe, 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 Adam King, CTO (9.1) Stephanie Viljoen, MC (9.3-4) Barbara Schade, SCO (9.3) Andrew McCallum, MM (10.2) Jordan Carter, PD (10.3) Emily Hardy, SMMB (10.4)
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 and congratulated newly appointed and elected directors and returning directors. 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 the structure and composition of Board Committees would be discussed at the Board Retreat in February 2023 and invited input from directors ahead of the meeting.

5. Government update

Lachlann Paterson provided an update on government matters of interest including recent government participation at the 17th Internet Governance Forum (IGF), held in Addis Ababa, Ethiopia, and planned participation at the 2023 IGF meeting in Kyoto, Japan in Oct 2023, and noted that the next Senate Estimate hearings were scheduled for February 2023.

6. CEO Report

The Board noted the CEO report including information on governance architecture, performance on OKRs and core functions. The Board discussed the Registry Tender, performance measurements and Employer of Choice process.

Action: Prepare draft FY2024 OKR and operational Health Metrics measures for Board approval. [CEO, April 2023]

7. In camera

The Board held an in-camera session.

8. Health, Safety & Wellbeing

8.1 People and Culture Report

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

8.2 Culture Survey

The Board noted the results of the Staff Culture Survey, the improvement over the 2021 results and recommendations for further improvement.

Action: Provide the verbatim staff survey comments to the Board. [CPCO, Feb 2023]

9. Operations

9.1 Operations Report

The Board noted the COO's Operations report including an overview of the Operations area and performance on strategic projects, particularly the implementation of the .au direct name space and progress on core activities including preparation for the three-year ISO 27001 Information Security Management System Audit, ISO 22301 Business Continuity Management System certification, upgrades to the .au top level DNS Name Servers and increased cyber security exercises. The Board noted advice from the COO that Directors would be included in the cyber security exercises.

9.2 Registry Tender Roadmap

The Board noted the Registry Tender Roadmap and governance arrangements in place to manage the tender process including the appointment of an independent Tender Evaluation Committee and Probity advisor plus monthly Board briefings in preparation for a Board decision on the successful tender bid in July 2023 with a start date effective 1 July 2024.

Action: Arrange a short Board Meeting in July 2023 to review the Registry Tender bid recommendations and approve the Registry Operator beginning 1 July 2024 [Co Sec, Dec 2023].

9.3 Compliance Case Studies

The Board noted the case study presentation from the Compliance Manager that highlighted auDA's administration of the Licencing Regime and approach under the compliance posture.

9.4 Privacy Roadmap

The Board noted the update from the Privacy Officer on progress on implementing the Privacy Roadmap and auDA's response and priorities in the current cyber security and data breach environment.

10. Communications, Stakeholder Engagement and Policy

10.1 CSEP Report

The Board noted the CCO's CSEP report including an overview of the CSEP area and performance on strategic projects and core activities, particularly communications for the .au direct name space, membership transition and growth, release of the Annual Report, AGM preparations, Digital Lives report and participation at ICANN. The Board noted the CCO's appointment as a member of the ICANN Nomination Committee.

10.2 Membership Update

The Board noted the Membership update from the Membership Manager including the implementation of the membership strategy, completion of membership transition, results of the recent membership survey and development of the membership benefits program.

10.3 Internet Governance and Policy Update

The Board noted the Internet Governance and Policy update from the Policy Director including the refreshed Internet Governance, Policy and Advocacy Strategy and

auDA's multi stakeholder engagement at the Asia Pacific Regional Internet Governance Forum (APrIGF), Internet Corporation for Assigned Names and Numbers (ICANN) 75th Public Meeting, International Telecommunications Union Plenipotentiary Conference 2022 (ITU PP22), NetThing 2022 and Internet Governance Forum (IGF) 2022. The Board discussed auDA's role in the multistakeholder internet governance environment.

10.4 Marketing and Brand Update

The Board noted the marketing and brand update from the recently appointed Senior Manager, Strategic Marketing & Brand including undertaking market research to inform auDA's 2023 marketing and brand priorities and strategy, and undertaking key projects including the auDA website refresh, competitor environment analysis and a review of the Co-Marketing Innovation Program.

11. Finance and Governance

11.1   Finance and Governance Report

The Board noted the CFO's Finance and Governance Report including an overview of finance and governance area and the performance against strategic projects including the release of the Annual Report based on integrated reporting principles, publishing an updated Corporate Governance Statement, director appointments and elected director ballot.

11.2   October 2022 and YTD Financial Report

Board noted the October 2022 and YTD Financial performance with YTD revenue 11% above budget and net profit increase after accounting for an unfavourable movement in the fair value of investments.

The Board discussed the recommendation from the Finance and Audit Committee to vary the expenditure budget, based on a request from Management.

The Board **resolved** to approve variations to the expenditure budget of $1.250 million as per below:

- Software $200,000
- CMIP $900,000
- Travel $150,000.

The Board discussed the process for updating OKRs and agreed that if there was a change to an OKR as a result of a decision of a Board Committee the updated OKR would be highlighted in the next report.

Angelo Guiffrida recused himself from any paper or discussion regarding the Co-Marketing Innovation Fund due to a pre disclosed conflict.

11.3 Budget and Finance Calendar

The Board noted the Budget and Finance Calendar.

11.4 Investment

The Board noted the CFO's overview of the Investment Policy and investment performance and comments from the Chair of the Finance and Audit Committee on movements in the market. The Board discussed the investment strategy and approach to Environmental, Social and Governance (ESG) principles.

Action: Ask Credit Suisse to explore and explain the implications of moving to a clearer position on investment under ESG guidelines. [CFO, Feb 2023]

11.5 Risk Report

The Board noted the Risk Report.

12. Foundation

12.1 Foundation Grants

The Board noted that auDA has provided $600,000 for research and community led grant applications to support the auDA Foundation Grants Program. The Board reviewed Management's recommendation to approve 15 grant applications of $40,00 each for the 2022 auDA Foundation Grants Program.

The Board **resolved** to approve grants of $40,000 each to the following 15 grant recipients under the auDA Foundation Grants Program:

Aboriginal Health and Medical Research Council of New South Wales	Aboriginal Community Controlled Health Dashboard - Research Project
Accessible Beaches Australia	Making access to beaches and information possible
Cool Australia	Bridging the digital divide for primary school students
Good Things Foundation	Measuring the economic impact of digital exclusion for vulnerable communities
Justice Connect	Connecting older Australians with legal help online

Life Without Barriers	Using digital innovation to enhance sexual safety for marginalised children and young people in rural and remote Australia
Missing School Inc	Connecting Sick Kids to Their School Communities
Monash University	Creating a world first measure of cyber scam risk for people with brain injury
National Justice Project	Tech4Justice
Peter MacCallum Cancer Centre	Digital Transformation of Fit4Surgery Prehabilitation Program
Royal Victorian Eye and Ear Hospital	Monitoring Glaucoma at Home to Preserve Sight
South Australian Council of Social Service	Libraries and Community Centres: The online lifeline for regional South Australia
The Northcott Society	Safety Net
University of Queensland	First Nations Youth Digital Story
Victoria University	How are Australian SME's achieving the UN's SDG Goals through internet technologies and ICT

The Chair noted that the Foundation Board had not met since the Annual General Meeting and the retirement of the Foundation Chair.

[The remaining Foundation Board members, all of whom were present, Alan Cameron, Alice McCleary, Peter Elford and Sandra Davey, **agreed** to accept funding for and approve the 15 projects listed above under the Foundation Grants Program.]

12.2 Foundation Minutes

[The members of the auDA Foundation Board **agreed** to approve the Foundation Minutes.]

13. Corporate Policies

13.1 Delegations Policy

The Board reviewed the Finance and Audit Committee's recommendation to approve an update to the Delegations Policy to include the Board Risk Appetite Statement.

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

13.2 Parental Leave Policy

The Board reviewed the People and Culture Committee's recommendation to approve updates to the Parental Leave Policy covering miscarriage, still birth entitlements and child hospitalisation from birth, paid parental leave and gender neutral language.

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

14. Previous Board Meeting Matters

14.1 Approval Minutes

The Board reviewed the 10 October 2022 Board Minutes.

The Board **resolved** to approve the Board minutes of 10 October 2022 as a true and correct record of the meeting.

14.2 Actions

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

14.3 Annual General Meeting Minutes

The Board reviewed the 16 November 2022 Annual General Meeting Minutes.

The Board **resolved** to approve the 16 November 2022 Annual General Meeting Minutes.

15. Board Committee, Foundation and Advisory Matters

15.1 People and Culture Meeting Minutes

The Board noted the 19 October 2022 People and Culture Committee Minutes.

15.2 Finance and Audit Committee Minutes

The Board noted the draft 19 October 2022 Finance and Audit Committee Meeting Minutes.

15.3 Security and Risk Committee Meeting Minutes

The Board noted the draft 3 November 2022 Security and Risk Committee Meeting Minutes.

15.4 EAC Record of Meeting

The Board noted the draft 14 November 2022 EAC Record of Meeting.

16. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The Meeting closed at 4pm

Signed as a true and correct record.

Alan Cameron
Independent Chairperson

Date: