

Meeting Minutes

Meeting	Board Meeting	
Date / Time	7 June 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 Rebecca Papillo, MC (10.1) Annaliese Williams, SPO (10.2) Steph Viljoen, MC (9.1) Barbara Schade, SCO (9.1) Jo Cain, Materiality Counts (16)
Apologies		

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. The Chair noted the recent progress on the Uluru Statement from the Heart.

2. Welcome, quorum and introductions

The Chair welcomed all present to the first Board meeting in the new premises, noting that Angelo Giuffrida would join at 9:25 and that Kate Cornick would need to step out at 12:30 and return following the lunch break. 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 congratulated Rosemary Sinclair on her recent induction into the Hall of Fame at the 2022 Communications Day Edison Awards. The Chair also noted the recent AICD Fellows dinner and that applications for the auDA Appointed and Elected Non-Executive Directors had closed.

5. Government update

Lachlann Paterson provided a government update on matters of interest including:

- The change of government
- Departmental changes and Ministerial appointments
- Participation in the ITU World Telecommunication Development Conference (WTDC) in Rwanda
- Upcoming attendance at ICANN74.

6. CEO Report

The Board noted the CEO report including progress on core functions and strategic projects, particularly development of the 2023 Budget, membership, internet governance, the innovation strategy and preparations for the 2022 Annual Report. The Board discussed presentation of the Strategic Projects Report and requested that any movement in project dates be highlighted in the report.

Action: Provide a Membership update including composition of members, breakdown by segments and value proposition. [CCO, August 2022]

Action: Provide further information on the Registry Tender process for Board guidance. [COO, August 2022]

Action: Invite the Chair of GASC to the next Board meeting. [CPCO, August 2022]

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 including that there were no workplace incidents this period.

Action: Provide average auDA staff salary by gender data in the next People and Culture Report. [CPCO, August 2022]



8.2 New Victorian psychological health regulations

The Board noted the new regulations forecast to be made in June and commence in July 2022.

9. Operations

9.1 Report on the Compliance Transformation Project

The Board noted the update on the implementation of the recommendations arising from the Nous Group's *Review of auDA complaint processes* of September 2020 (the Nous Report 2020) as part of the Compliance Transformation Project and the benefits arising from clear communications, consistent decision making and building registrar capability through the Registrar Hub.

Action: Provide the Board with case studies that highlight the compliance process. [COO, August 2022]

10. Communications, Stakeholder Engagement and Policy

10.1 Draft 2022 Annual Report

The Board noted the approach to auDA's 2021-22 Annual Report, including proposed timeline, theme, structure and Integrated Reporting elements.

10.2 ICANN 74

The Board noted auDA's planned participation and related stakeholder activity at ICANN 74, the first face to face ICANN meeting in two years. The Board discussed Annaliese Williams' nomination as Chair of the ccNSO's Internet Governance Liaison Committee (IGLC), Sophie Mitchell's application to be the ccNSO nominee to the ICANN Nominating Committee for 2023 and noted that Bruce Tonkin is a member of the DNS Abuse Standing Committee.

Action: Provide a report back on the ICANN 74 meeting. [CCO, August 2022]

11. Finance and Governance

11.1 April 2022 and YTD Finance Report

The Board noted the April 2022 & YTD Financial Report including the FAC Chair's opening remarks on the new format. The Board discussed auDA's continued positive performance, with revenue up and net profit YTD 172% above budget.



11.2 2023 Budget

The Board reviewed the draft 2023 Budget noting that it had been considered and recommended for approval by the Finance and Audit Committee. The Board noted advice from the CFO that the budget was developed to support the achievement of auDA's strategic objectives and core functions.

The Board **resolved** to adopt the FY23 Budget.

12. Corporate Policies

12.1 Whistleblower Policy

The Board reviewed the Whistleblower policy which had been updated to ensure compliance with ASIC's Regulatory Guide 270, noting that it had been reviewed and recommended by the People and Culture Committee. The Board provided guidance on further amendments to clarify section 6.1 on reporting.

The Board **resolved** to approve the amended Whistleblower Policy, subject to updating section 6.1.

12.2 Anti-Bribery, Corruption and Fraud Policy

The Board reviewed the Anti-Bribery, Corruption and Fraud Policy, noting the minor amendments to section 10 Reporting Actual or Suspected Breaches and the recommendation to approve by the People and Culture and Finance and Audit Committees.

The Board **resolved** to approve the amended Anti-Bribery, Corruption and Fraud Policy.

12.3 Bullying and Harassment Policy

The Board reviewed the Bullying and Harassment Policy noting minor amendments and its recent review and recommendation by the People and Culture Committee.

The Board **resolved** to approve the amended Bullying and Harassment Policy.

12.4 Delegation Policy

The Board reviewed the proposed amendments to the Delegation Policy and requested a further update to ensure consistent wording between sections 3.2 and 3.5 and specify the Board delegation on Operational Expenditure at 3.3.

The Board **resolved** to approve the Delegations Policy, subject to amending 3.2 and 3.5 for consistency and updating the Board delegation on expenditure at 3.3.



13. Board Matters

13.1 2023 Board Calendar

The Board noted the proposed 2023 Board Calendar dates and agreed to provide any comments to the Company Secretary by email.

13.2 2022 Board Calendar

The Board noted the 2022 Board Calendar.

14. Previous Board Meeting Matters

14.1 Approval 12 April 2022 Minutes

The Board reviewed the 12 April 2022 Board Minutes.

The Board **resolved** to approve the Board Minutes of 12 April 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 Security and Risk Committee Minutes

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

15.2 Finance and Audit Committee Meeting Minutes

The Board noted the draft 24 May 2022 Finance and Audit Committee Meeting Minutes.

15.3 Foundation Meeting Minutes

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

15.4 EAC Record of Meeting

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



16. Materiality Presentation

The Chair welcomed Jo Cain from Materiality Counts to the meeting to present on the recent auDA Materiality Survey. The Board discussed the results of the survey and requested more detail on some elements.

17. 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: