

Meeting Minutes

Meeting	Board Meeting	
Date / Time	8 February 2023 / 9:00am to 3pm AEDT	
Location	Level 19, 8 Exhibition St, Melbourne, and Teams Meeting	
Present	Alan Cameron AO, Chairperson Alice McCleary, Director Angelo Giuffrida, 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 Bruce Tonkin, COO James Shady, CFO Sophie Mitchell, CCO	Colin Brown, CPCO Sonia Joksimovic, Co Sec Jordan Carter, PD (4) Keith Besgrove, GASC Chair (4) Nigel Phair, TASC Chair (4)
Apologies	Lachlann Paterson	

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 and noted that Lachlann Paterson, DITRDC would not be attending the meeting but would be back in attendance in April. The Chair advised that the usual order of the meeting had been changed to accommodate the GASC Chair joining from a different time zone. A quorum was confirmed for the meeting at 9.00am.

3. Declarations of interests

The Board noted the Register of Interests and Jackie Korhonen advised that she had a new director appointment to add to the register that did not present a conflict. All present confirmed that their entries in the Register were complete.



4. Board Advisory Committee and Panel Matters

4.1 GASC Report

The General Advisory Standing Committee (GASC) Chair provided a report on the activities of the GASC Committee including advice to the Board on the two completed items from the GASC workplan; Internet Governance and Membership. The Board discussed the advice and thanked the GASC for their considered work. The GASC Chair also provided options for potential projects for 2023, noting that it is important that any work conducted by the GASC should be timely, relevant, and useful for the auDA board and management.

Action: Management to review GASC advice and potential 2023 GASC projects and provide a response to the Board. [CEO, April 2023]

Action: Present on the Policy Strategy and Messages at the next Board Meeting. [CCO, April 2023].

4.2 TASC Report

The Technical Advisory Standing Committee (TASC) Chair presented the three-year TASC workplan. The Board thanked the TASC Chair for the work of the Committee and noted the CEO's advice that there was an opportunity for the Board to have a strategic discussion at the next meeting on the most useful issues for the Committee to focus on.

4.3 Advisory Committee Charters

The Board reviewed the proposed updates to the GASC and TASC Charters, noting the amendment to the limit on director participation at committee meetings and clarifying Committee reporting to the Board.

The Board **resolved** to approve the amended Advisory Committee Charters for GASC and TASC.

4.4 Appointments

The Board reviewed the recommendations from the GASC and TASC Chairs on member reappointments to the respective Committees.

The Board **resolved** to reappoint the following GASC members:

1. Andrew Williams, for 3 years (1 January 2023 to 31 December 2025)
2. Dr Peter Langkamp, for 3 years (1 January 2023 to 31 December 2025)
3. Sae Ra Germaine for 2 years (1 January 2023 to 31 December 2024).

The Board **resolved** to reappoint the following TASC members:

1. Martin Schlatter for two years (1 January 2023 to 31 December 2024)
2. Jonathan Gleeson for 1 year (1 January 2023 to 31 December 2023).



The Board reviewed the recommendation to reappoint the Licence Review Panel Members for a further one-year term.

The Board **resolved** to re-appoint the following Licence Review Panel members for a further one-year term effective 1 March 2023, with no change to the existing retainer arrangements:

- Philip Davies (Chairperson)
- Andrew Sykes (Panel member)
- Melissa Marcus (Panel member)
- Angela Flannery (Panel member)
- Bernadette Day (Panel member).

4.5 GASC Record of Meeting

The Board noted the GASC Record of Meeting.

4.6 TASC Record of Meeting

The Board noted the TASC Record of Meeting.

5. Chair's Update

No additional update from the Chair.

6. In-camera

The Board held an in-camera session.

7. CEO Report

The Board noted the report from the CEO with particular focus on work planned for 2023 including the Registry Tender, Licensing Rules post implementation review, Public Benefit Program, Enterprise Risk Register review, website redesign, ESG impacts and people projects.

Action: Provide the Report on the recent Internet Governance Roundtable hosted by auDA in Canberra. [Co Sec, Feb 2023]

7.1 OKR and Strategic Projects Update

The Board noted performance against OKRs and progress on strategic projects.

7.2 Related Party Transaction

The Board reviewed the request from the CEO to approve the engagement of Sarah Kirkby to provide facilitation services, noting that auDA director Sandra Davey is a member and director of the same company.



The Board **resolved** to **ratify** and **approve** the related party transaction involving Organa Minds Pty Ltd (ACN 630 625 099) member and director, Sarah Kirkby.

Sandra Davey recused herself from the decision to avoid any conflict of interest.

8. Health, Safety & Wellbeing

8.1 People Health Metrics

The Board noted the People Health Metrics Report including that there were no workplace incidents this period, and the report provided an update on leave balances and intern recruitment.

8.2 People Policies

The Board noted the outcome of the recent review of the People policies and plans to implement recommendations for minor updates and merging some policies in line with the regular review schedule.

The Board **resolved** to approve the People Policies review schedule.

8.3 Culture Survey

The Board reviewed the results of the Staff Culture Survey including comments from staff and noted insights from the CPCO on the 2022 environment and strategy in place to increase cross-team work.

Action: Include staff benefits in the remuneration letter. [CPCO, April 2023]

9. Registry Tender

The Board noted the Registry Tender update from the COO including the recommendations from the 2017 tender review setting out opportunities for process improvement, progress on appointing a probity advisor and tender evaluation committee members and the next step to update the tender requirements and post registry technical specification for public comment.

Angelo Giuffrida recused himself from any paper or discussion regarding the Registry Tender due to a pre disclosed conflict.

10. Finance and Governance

10.1 December 2022 and YTD Financial Report

Board noted the December 2022 and YTD Financial performance with YTD revenue 12% above budget YTD and net profit above budget including favourable movement in the fair value of investments.



Action: Include Latest Best Estimate on the Cashflow chart.

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

11. Previous Board Meeting Matters

11.1 Approval Minutes

The Board reviewed the 7 December 2022 Board Minutes.

The Board **resolved** to approve the Board minutes of 7 December 2022 as a true and correct record of the meeting.

11.2 Actions

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

11.3 2023 Board Schedule

The Board noted the 2023 Board Schedule and advice from the Co Sec that it will be updated to reflect changes to the Board Committees.

12. Meeting Close & Next Meeting Dates

The Board noted the next meeting dates.

The Meeting closed at 3pm

Signed as a true and correct record.

Alan Cameron

Independent Chairperson

Date: