

**.au Domain Administration Limited**  
ACN 079 009 340 (Company)

Minutes of the Board of Directors held on Wednesday 26 February 2020  
at Level 17, 1 Collins Street, Melbourne, Victoria 3000, scheduled at 9.15am

<b><u>Directors Participating:</u></b>	Alan Cameron AO	Chairman
	James Atkins	Director ( <i>part attendance until 12.30pm</i> )
	Kate Cornick	Director
	Peter Elford	Director
	Matthew Healy	Director
	Alice McCleary	Director
	Sandra Davey	Elected Director
	Tania Fryer	Elected Director
	Angelo Giuffrida	Elected Director
<b><u>Company Secretary</u></b>	Sonia Joksimovic	
<b><u>Invitee:</u></b>	Rosemary Sinclair AM	CEO incoming
	Bruce Tonkin	Chief Operating Officer
	James Shady	Chief Finance Officer ( <i>part attendance for agenda/s 7 and 9</i> )
	Clayton Ford	Head of Corporate Affairs
	Vicki Middleton	DITRDC ( <i>part attendance by phone for agenda 4</i> )
	Caroline Fritsch	Manager, Policy & Strategy ( <i>part attendance for agenda/s 5.2-5.3</i> )
<b><u>Apologies:</u></b>	Nil	

<b>Item 1 – Meeting Open</b>
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The Chairman welcomed all present; noted a quorum and declared the meeting duly convened and constituted.

The Chairman noted that Director, James Atkins, was available to attend the meeting to 12.30pm as originally scheduled. A reordered agenda was agreed.

*The Chairman moved to agenda item 8.*

<b>Item 8 – Board Matters</b>
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**8.1 Review of Canberra August 2020 and Sydney December 2020 Meeting Times**

The Chairman noted changed timing for the interstate Board meetings planned for Canberra and Sydney. auDA stakeholder engagement functions will be held in these locations in connection with the Board meetings. .

**8.2 Proposed Induction Workshop on Registrar and Registry Agreements**

It was **agreed** that an Induction Workshop to discuss Registrar and Registry Agreements would be held prior to the next Board meeting.

**8.3 Board Committee Composition/Charters**

A meeting of proposed committee chairs was held on Tuesday 25 February 2020 to discuss the Board Committee Structure and Composition.

The following Board Committees and respective membership were noted and **APPROVED**:

- People & Culture Committee -Tania Fryer elected Committee Chair; members are Angelo Giuffrida, Matthew Healy, Sandra Davey and Alan Cameron
- Finance & Audit Committee - Alice McCleary appointed Committee Chair at the 19 November 2019 Board meeting; members are James Atkins, Angelo Giuffrida and Kate Cornick; and
- Security & Risk Committee - Peter Elford elected Committee Chair; members are Kate Cornick, Matthew Healy and Alice McCleary.

A meeting of the People & Culture Committee has been scheduled for Tuesday 31 March 2020 at 1.30 – 3.30pm.

Kate Cornick will prepare a draft Charter for each approved Board Committee for Director review and approval [ACTION].

Further to the 18 December 2019 Board meeting, at which the Board appointed directors to the auDA Foundation Ltd Board (auDA Foundation), the Board **accepted** Angelo Giuffrida' resignation from and **approved** the appointment of Peter Elford to the auDA Foundation Board, effective at the conclusion of the Board meeting.

The Company Secretary is to coordinate notification with respective regulatory bodies [ACTION]

It was noted, auDA Foundation's Board members are now:

- James Atkins (chair)
- Tania Fryer;
- Sandra Davey; and
- Peter Elford.

The Chairman advised that a meeting with the Nomination Committee has been scheduled for Tuesday 7 April 2020 at 3.00pm.

*The Chairman reverted to agenda 2.*

## **Item 2 – Declaration of Interests**

### **Item 2.1- Directors' Disclosure of Interests**

The Directors advised they had no disclosures to declare for the purpose of the meeting

## **Item 3 – Previous Board Meeting Minutes**

The Minutes from the previous Board meeting were tabled and taken as read.

**RESOLUTION** The Board **RESOLVED** to confirm the minutes of the Board meeting held 30 January 2020, as a true and correct record.

## **Item 3.2 – Action Items/Matters arising from the previous meeting**

The actions arising from the previous Board meetings, were noted by Directors.

It was **agreed** that 'open' agenda items carried forward in future would be separated from the actions arising register from those 'ongoing' or 'completed' for Directors review and information and ease of reference. [ACTION]

It was noted that status of action **9.12.2019.03** is to amended from 'closed' to 'open' and **agreed** the CEO would speak to the COO in relation to the travel reimbursements associated with the trip in September 2019 to advise the Columbian Government on .co and provide an update to the Board, in due course.

The Company Secretary provided the Board an update on three (3) Board portals investigated, along with associated costs, for auDA's requirements.

The Directors **RESOLVED** to approve *Diligent Software* as the preferred portal for Board meeting papers and **further RESOLVED** authority be delegated to the CEO to approve associated user and implementation costs.

#### Item 4 – DoCA Update

*Vicki Middleton joined the meeting (by phone).*

The Chairman welcomed Vicki Middleton to the meeting and invited her to update Directors. Ms Middleton noted:

- Minister Fletcher’s letter of 4 March (posted on auDA website) acknowledging summarising significant milestones achieved and reported on in the January 2020 Quarterly Review. The next quarterly review will be April 2020, marking the end of the Review’s 29 recommendations two-year implementation period.
- DoCA is now part of the *Department of Infrastructure, Transport, Regional Development and Communications*
- The call for submissions relating to Online Safety Reform has closed with draft legislation planned for introduction in the second half of 2020.
- Through Council of Australian Governments (COAG), Queensland has proposed a ‘*Right to be Forgotten*’ scheme, picking up GDPR-type language. COAG is considering this in the context of the Privacy Act, with the Attorney-General to carry forward consultation.
- Media Reform to support Australian television and radio content, including advertising rules and restrictions is being reviewed with a paper to be released in the coming months for consultation.
- The Government’s three priorities are the Australian Bushfire Response & Recovery, Coronavirus Preparedness, and Budget Preparation.
- A Cyber Security Strategy is being finalised by the government. Receipt of auDA’s submission was acknowledged; and
- Consultation being undertaken regarding a *Voluntary Code of Conduct* for the Internet of Things (IoT) noting submissions are due by 1 March 2020

Vicki Middleton acknowledged that auDA had implemented a *Major Disaster Policy (Temporary)*, recognizing registrants in affected Local Government Areas may not be able to renew their domain name license or respond to complaints within normal policy timeframes as a result of the bushfires.

It was noted, the *Major Disaster Policy (Temporary)* allows registrants additional time to complete renewals and respond to complaints.

It was **agreed** the Head of Corporate Affairs would prepare a short brief on auDA’s *Major Disaster Policy (Temporary)* to provide further background [**ACTION**].

*Vicki Middleton left the meeting with the Chairman adjourning the meeting for a short break.  
The Board meeting resumed shortly thereafter, and the Chairman moved to agenda 5.*

#### Item 5 – Policy Development

##### **Item 5.1 Risk Analysis of .au second level registration implementation**

The COO was invited to update Directors on the Risk Analysis Report, noting two (2) internal workshops were held with auDA employees to discuss and identify the risks..

A detailed Risk Analysis of risks identified in the internal workshops on the implementation of .au second level registration was discussed.

Directors focused on risk categorization, existing controls and available treatments to mitigate risks. Directors asked to be further advised on the analysis of material residual risks and resource implications [**ACTION**].

The Board noted the possibility of increased complaints during implementation and asked that Contentious Issues and Complaints be separated in future reports [**ACTION**].

The Board noted the importance of communications both internal and external in a multi-Stakeholder environment and asked that attention be given to communications to support internal project management and increase awareness for external stakeholders.

It was **agreed** that Communications is to be drafted both internally and externally to:

1. Assist auDA employees to be well informed in order to mitigate successful project implementation; and
2. Assist educating external stakeholders accordingly [**ACTION/s**].

It was noted that the COO would circulate for Directors' information summary learnings from Direct Registration projects (as referenced in the *Risk Identification Analysis Report*) undertaken by InternetNZ and Nominet when second level domains were introduced in the .nz and .uk namespaces. [**ACTION**]

*James Atkins left the meeting.*

*The Chairman adjourned the meeting for a short lunch break and the meeting then resumed shortly thereafter with Caroline Fritsch joining the meeting.*

### **5.2 Harmonisation of Policies – Approval of Changes**

The *Amendments to Licensing Rules post June 2019* Report was tabled and taken as read and the COO and Caroline Fritsch, Manager Policy and Strategy were invited to update Directors on the Background, Issues Identified, Public Interest Test and Government Consultation.

The Directors noted that the amendments to the .au Licensing Rules, had been consulted on with respective stakeholders since they were published in October 2019, and the consultation was described in the Board report in December 2019.

The Manager Policy and Strategy noted that the proposed amendments to the .au Licensing Rules would assist efficiency.

The Board noted the resolution passed in the meeting to approve the amendments to the .au Licensing Rules would enable the following **ACTIONS**, pending a decision on the implementation date:

1. Communication Protocols to be established;
2. Education to commence with multi-stakeholders; and
3. Explanatory Guidelines to be updated.
4. Licensing rules to be published to website

It was agreed "*consolidation*", rather than "*harmonisation*" of policies was the correct description for future reference.

The Board discussed the need for auDA to clearly communicate that although the changes to the licensing rules have been approved, no implementation dates have been set. The Board will further consider the plans for staff resourcing and implementing the risk treatments before setting an implementation date.

The Board **RESOLVED** to approve the amendments to the .au Licensing Rules, as tabled, however noting that the implementation date would be discussed at the scheduled April 2020 Board meeting for further consideration/decision.

### **5.3. Appointments to the new Licence Review Panel**

The Licensing Review Panel and Registrant Review Panel Expressions of Interest Reports including respective appendices outlining the names of candidates that met the requirements of the EOIs were tabled and taken as read and discussed.

**RESOLUTION:** The Board **RESOLVED** to appoint Matt Healy and Tania Fryer to review all candidate CV's and to convene a selection panel to interview shortlisted candidates

It was **agreed** that briefing materials which outline the License Review Panel responsibilities will be provided to assist the Board Committee to select candidates for appointment to the Licence Review Panel [**ACTION**].

*Caroline Fritsch left the meeting*

#### **5.4 Stakeholder Engagement**

The Corporate Affairs Report Jan-Feb 2020 was tabled and taken as read and the HoCA was invited to update Directors.

The HoCA provided an update on the General Advisory Standing Committee (GASC) and Technical Advisory Standing Committee (TASC) meetings which had been held on Monday 24 February 2020 and Tuesday 25 February 2020 respectively.

The HoCA noted the GASC's request for agreed Terms of Reference to help focus its efforts.

The Company Secretary will circulate to HoCA the previous work done on draft ToRs for GASC [**ACTION**]

The CEO incoming noted that it would be desirable for auDA to develop a *Stakeholder Map*, prior to the Board approving a Charter or ToR for advisory committees.

#### **5.5 Proposed .com.au Marketing Campaign**

The Proposed .com.au Marketing Campaign Report was tabled and taken as read and the HoCA and COO were invited to update Directors.

The Directors noted the importance of the campaign's aims of supporting trust and confidence in .au, promoting the .au ccTLD and enhancing the benefits of the internet to the wider community.

**RESOLUTION:** The Board **RESOLVED** to approve up to \$920,000 (noting \$420,000 is allocated to Production and \$500,000 to Media costs) from the Co-Marketing and Innovation Fund, to produce and implement the .com.au promotional campaign.

The CEO incoming and HoCA will facilitate the agency presenting the .com.au campaign materials to the Board at its April Board meeting. [**ACTION**]

It was noted that metrics on conversion from advertising to sales in various media channels (e.g. social media) from the advertising agency, would be useful for Director review and information. [**ACTION**]

With respect to co-marketing proposals from registrars, it was noted that Angelo Giuffrida will not receive Board papers related to requests for Board approval for co-marketing funds associated with individual registrar proposals, due to his affiliation with Ventra IP.

#### **Item 6 Operations Update**

The Operations Report was tabled and taken as read.

The Directors noted the *External Network and Web Application Penetration Testing Report* prepared by Shearwater dated 24 January 2020. The management response to the report will be provided to the Security and Risk Committee at its next meeting.

*The CFO joined the meeting.*

#### **Item 7 – Finance Update**

##### **Item 7.1 Finance Report – January 2020 YTD**

The Finance Report for January 2020 YTD was tabled and taken as read and the CFO was invited to update Directors.

The Finance and Audit Committee Chair, Alice McCleary, noted she had met with KPMG (auDA's audit firm) in February 2020 and updated the meeting on her discussions with KPMG.

##### **Item 7.2 Credit Suisse Bank Account Signatory Change**

In relation to updating the signatories on the accounts held with Credit Suisse, the Board **RESOLVED** to ratify, the following:

To approve the appointment of the following persons, as authorised [and joint] signatories for the Account to sign and execute any form of instruction, according to the operating authority:

- Tania Michelle Fryer
- Kate Elizabeth Cornick; and
- Matthew John Healy

The auDA Foundation Board, while present at the .au Domain Administration Board meeting, **RESOLVED** to ratify the following:

*To approve the appointment of the following persons, as authorised [and joint] signatories for the Account to sign and execute any form of instruction, according to the operating authority:*

- Tania Michelle Fryer
- James Stephen Atkins
- Sandra Davey; and
- Angelo Giuffrida

[Subsequent to the meeting, the auDA Foundation Directors composition was approved to be changed with Peter Elford replacing Angelo Giuffrida, noting the CFO will update signatories [**ACTION**]].

#### **Other Business**

The Chairman noted a letter addressed to the Chairman and COO from APTLD Board Chair, dated 24 February 2020 had been received, acknowledging and expressing sincere appreciation for auDA's involvement in coordinating the Melbourne Conference [and AGM] held 18- 21 February 2020 and specifically thanking Alister Paterson and auDA's Office Manager Sue Brennan for their contributions to the successful event. The Board endorsed those comments and thanked and congratulated them both and all other staff for their contributions.

No other Business was noted.

#### **9 - Meeting Close**

It was noted the next Board meeting is scheduled **Tuesday 7 April 2020 at 9.15am – 2.30pm.**

The meeting was closed at 2.32pm.

Signed as a true and correct record.

Dated this     day of

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**Alan Cameron**  
**Chairman**