

June 2021

# Technical Advisory Standing Committee Charter



## 1. Introduction

- 1.1. This Charter has been approved by the auDA Board (the Board) and outlines the role, responsibilities, membership, remuneration and expense arrangements and meeting procedures of the auDA Technical Advisory Standing Committee (TASC).
- 1.2. The TASC is an advisory committee governed by rule 4.3 of the auDA Constitution. The TASC is not a governance or supervisory committee. The TASC acts in an advisory capacity only and does not have or exercise any powers or authorities of the Board.
- 1.3. The TASC will exercise its functions as an Advisory Committee in accordance with this Charter and such powers as may be approved by the Board from time to time.

## 2. Purpose & Role

- 2.1. The role of the TASC is to receive and consider submissions from members of the general public who are:
  - interested in the management, operations, decisions or actions of auDA, and
  - have particular knowledge or expertise that relates to technical aspects of the operations, decisions or actions of the company.
- 2.2. The TASC will seek to reasonably balance competing interests and ensure that stakeholder engagement and input play an important role in auDA's technical operations.
- 2.3. The role of the TASC is not to make decisions, but to provide advice to the auDA Board based on expert knowledge, critical thinking, strategic analysis and stakeholder feedback.
- 2.4. The TASC may:
  - (a) Provide advice to auDA on strategic enterprise security, DNS related issues and technical matters arising in the auDA Annual Report.



(b) Assist auDA in identifying auDA initiatives and developing partnerships to help champion a secure Internet to foster an environment of trust so that:

- Australian individuals, businesses and governments can engage online with confidence; and
- Realise the opportunity and minimise the risks of the digital age.

### 3. Consistency with the auDA Constitution

3.1 This Charter may be amended by the Board from time to time subject to the requirements of the Constitution. Whilst this Charter does not form part of the Constitution, this Charter is nevertheless binding on the Committee and each of the Committee members.

### 4. Membership

- 4.1 Roles and selection criteria will be advertised in the national media and via auDA channels.
- 4.2 After conducting an independent selection process, the auDA Board will appoint the members of the TASC (including the Chair) for a set term (see Section 6 'Tenure' below).
- 4.3 New members will be provided with an induction to auDA and the role and responsibilities of the Committee.
- 4.4 In accepting membership of TASC, its members acknowledge that the skills and experience required in the Committee may change over time in response to the changing needs of the organisation. Therefore, reappointment cannot automatically be assumed and will be at the discretion of the Board.



- 4.5. The TASC will consist of no more than 9 external members, plus a Chair who will be chosen on their capacity to contribute to the Purpose and Role as outlined in this Charter.
- 4.6. TASC members are expected to act in the best interests of auDA, respect the position they hold with regard to access to information, and not use this position in any way for personal gain.
  - (a) TASC members must actively participate in TASC activities and attend a minimum of three meetings per year.
  - (b) auDA staff and Directors cannot be members of the TASC.

## 5. TASC Chair

- 5.1. The Board will appoint a suitably credentialled, independent, Chair.
- 5.2. The TASC Chair in recognition of the work and commitment required by the position will receive a stipend of \$10,000 per annum.

## 6. Tenure

- 6.1. The normal term of appointment to the TASC (including the Committee Chair) will be for two terms.
- 6.2. If appointed as TASC Chair during their tenure, a member will be able to serve a third term.
- 6.3. Terms may be varied to ensure continuity of membership but cannot exceed three years – no members can be appointed to the TASC indefinitely and end dates of appointments must be made explicit in the letter of appointment (or renewal/extension).
- 6.4. Initial appointments to TASC will be a mix of one, two and three years in order to enable a stable succession plan.



## 7. Nomination and appointment process

- 7.1. auDA will call for nominations from individuals interested in appointment to the TASC.
- 7.2. As a part of this process, current members eligible for a further term will be asked if they are interested in seeking reappointment and, if so, they must apply, and their application will be considered with all other applications during the appointment process.
- 7.3. The nomination and appointment process will generally commence in the third quarter of each year with appointments made in the fourth quarter.
- 7.4. In the event of a vacancy or resignation, the auDA Board may appoint a member in a casual capacity until the next appointment round.
- 7.5. The nomination and selection process are set out in Attachment 1.

## 8. Selection will be based on the following criteria:

- 8.1. Experience, expertise and interest in the technical operation of the Internet.
- 8.2. Capacity to advise the Board on issues related to auDA and of relevance to the broad Australian technical community and the utility of internet.
- 8.3. Membership will seek to achieve balance across experiences and backgrounds from internet users, hosting companies, DNS providers, registrars, regional communities, industry, government, and academia, reflecting auDA's multi-stakeholder landscape.
- 8.4. Membership will seek to achieve diversity in accordance with auDA's focus on diversity, inclusion and belonging, and auDA's strategic pillar of commitment to our people.



## 9. Resignation or termination of appointment

- 9.1 A member may resign from the TASC by advising the auDA Board Chair in writing.
- 9.2 auDA reserves the right to terminate a member's appointment at any time for misconduct, conflict of interest or the failure to participate in three consecutive meetings.
- 9.3 Members who are absent without reasonable cause from three successive meetings will be considered to have resigned their seat. The Board will move to fill the position.

## 10. Conflict of Interest

- 10.1 Members must advise auDA, if any of their external activities conflict with their position, with particular regard to auDA's role as a licencing and regulatory body.
- 10.2 If any TASC member has a material personal interest in or an interest by way of a personal or other relationship to any matter being considered by the TASC, then that member must give the TASC Chair and the CEO or their delegate (Chief People and Culture Officer) notice of that interest as soon as that member becomes aware of the interest.
- 10.3 A notice required under paragraph 10.2 above must:
  - (a) Give details of the nature and extent of the interest (also having regard to any obligations of confidentiality to another party or other parties if applicable); and
  - (b) The relevance of the interest to the affairs of auDA.



## 11. Meetings

- (a) The TASC should meet at least four times a year.
- (b) The agenda for the meeting will be set by the TASC Chair in consultation with the Committee and the CEO or their delegate. Agenda papers where relevant will be circulated in advance of meetings;
- (c) The meeting will be chaired by the TASC Chair. If the Chair is not able to attend the meeting, the meeting will be chaired by another external member of the TASC on agreement of the members;
- (d) Proxies or alternates for meetings will not be permitted;
- (e) Up to two auDA Directors may attend and contribute to meetings as observers;
- (f) The CEO and other senior executives may attend and contribute to TASC meetings. Other auDA staff may be invited to attend and contribute to meetings as observers;
- (g) With the prior approval of the TASC Chair, Committee members may invite others to attend meetings as observers;
- (h) Meetings may be conducted in person, by video conference or by telephone, as decided by the Chair in consultation with the CEO or their delegate;
- (i) TASC meeting discussions and decisions do not in any way bind individual members or represent an endorsement by individual members.

12.1 The following responsibilities also apply to the TASC Chair:

- (a) Remain informed on current auDA topics and industry technical issues;
- (b) Work with auDA to guide the forward program and agendas of the TASC;
- (c) Manage meetings in a cooperative way that respects the contribution of all TASC members.



## 12. Reporting

- 12.1 The Company Secretary must prepare a Record of the Meeting and forward to the TASC Chair for approval within 10 working days of the meeting.
- 12.2 The Record of the Meeting must be confirmed at the next meeting of the Committee and signed by the TASC Chair as soon as practicable following confirmation. The confirmed Record of the Meeting will be published on the auDA website.

## 13. Review of Charter

- 13.1 The Board will review this Charter at the end of the first year after consulting with TASC through the TASC Chair.

## 14. Expenses and fees

- 14.1 Members of the TASC attending any meeting of the Committee will be entitled to a sitting fee determined by the auDA Board.
- 14.2 Members will be able to claim such reasonable travel, accommodation and other expenses directly associated with attending the Committee meetings in accordance with auDA's policies approved by the Board. All air travel will be via economy class.
- 14.3 If any member of the TASC requires clarification as to whether or not their expenses will be reimbursed by the organisation, they should address their enquiry to auDA's Chief People & Culture Officer as delegate for the CEO prior to incurring the expense.
- 14.4 TASC members must seek reimbursement via the Chief People & Culture Officer as soon as practicable after incurring the expense.
- 14.5 All applications for reimbursement of expenses must be accompanied by detailed receipts outlining all elements of the expense in accordance with auDA policies.



## 15. Code of Conduct

- 15.1 Each TASC member has an obligation to comply with the auDA Constitution, auDA policies and to also abide by auDA's Code of Conduct annexed to this Charter as Attachment Two.

## 16. Reporting to the Board

- 16.1 In addition to attendance by Board Members as observers at meetings the TASC Chair, at the invitation of the Chair of the Board, will have the opportunity to present to the auDA Board annually on matters concerning:
- (a) The work undertaken by the TASC;
  - (b) Matters requiring consideration by the Board;
  - (c) Matters about which the TASC believes the Board ought to be informed; and
  - (d) Any other matter relevant to the TASC's role and responsibilities.

## 17. Administrative arrangements

- 17.1 Accountabilities of the CEO or their delegate will be as follows:
- (a) Lead the engagement with the TASC on behalf of auDA.
  - (b) Attend all meetings to receive advice and contribute to discussions.
  - (c) Ensure that the Executive Team and auDA's relevant committees receive input, as appropriate, from the TASC.
  - (d) Advise the TASC on the response by the auDA Board in respect to the advice received from TASC.
  - (e) Manage the administration of the TASC and arrange Secretariat support for the TASC.

## 18. Review of TASC Performance

- 18.1 The TASC will assess and review its performance and that of the Chair at least annually.



## Attachment 1

### TASC Application (Example)

The auDA (.au Domain Administration Ltd) Board is seeking applications for up to ten members of its Technical Advisory Standing Committee.

auDA is a not-for-profit for purpose organisation that works with a range of stakeholders including industry, government and the Australian and international community to develop and administer the rules for domains in the .au country code Top Level Domain (ccTLD).

The .au ccTLD is part of Australia's critical infrastructure, and auDA has been endorsed by the Commonwealth Government to ensure it is a safe, accessible and trusted Australian public asset for all internet users. We also represent Australia's interests internationally and have an agreement with the Internet Corporation for Assigned Names and Numbers (ICANN) – the international body covering ccTLDs.

The role of the Committee is to provide advice to the auDA Board on technical matters of importance related to the ccTLD, including community views and perspectives related to the .au domain.

The Committee is not a decision-making body and does not have powers to instruct the auDA Board on any issues however, its responsibilities include:

- Providing informed and effective advice to the auDA Board on technical aspects of the operations, decisions or actions of the company.
- Assisting in identifying auDA initiatives and developing partnerships to help champion a secure internet to foster an environment of trust so that Australian individuals, businesses and governments can engage online with confidence and realise the opportunity and minimize the risks of the digital age.

The auDA Technical Advisory Standing Committee Charter can be read here (insert link).

Committee members must be available to attend the Committee's quarterly meetings each year either in person or virtually. Meetings may be convened in any State or Territory. The role is remunerated with sitting fees, and travel, food and accommodation expenses directly associated with attending the Committee meetings and in accordance with auDA Policies will be reimbursed.

Membership will seek to achieve balance across experiences and backgrounds from internet users, consumer groups, small business groups, regional communities, industry, government, and academia, as appropriate and aligning to auDA's stakeholder landscape.



Membership will seek to achieve diversity in accordance with auDA's focus on diversity, inclusion and belonging, and auDA's strategic pillar of commitment to our people.

Members will be appointed during the fourth quarter of 2021 for a term of up to three years. Members may be appointed for shorter periods to provide advice on specific issues.

**The auDA Board welcomes applications from interested parties that include:**

- Cover letter of up to two pages, detailing your understanding of the current technical issues in .au domain, your expertise and knowledge of technical issues or expertise in an industry relevant to the work of auDA.
- Current resume.

Applications and enquiries to xxxxxxxxxxxx

**Closing date:** xxxxxxxxxxxx

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