

MINUTES

COUNCIL MEETING

Status:

Draft to be ratified

Date

9 October, 9:00am

Present:

Joy Liddicoat (Vice President), Hiria Te Rangi, Melissa Davies, Anthony Bow, Don Stokes, Sarah Lee, Richard Hulse, Kate Pearce and aimee whitcroft.

In attendance:

InternetNZ: Jordan Carter (Chief Executive), Catherine Fenwick, David Morrison, Dave Baker, Kim Connolly-Stone, Andrew Cushen, Dane Foster, Ellen Strickland and Diane Robinson (Council Secretary).

Member: Mark Thomas

Apologies :

Amber Craig, President Jamie Baddeley

Meeting opened:

The meeting started at 9:00am

Staff joined the meeting at 9:54

Section 1 - Meeting Preliminaries

1.1 Council only (in committee)

1.2 Council and CE alone time (in committee)

1.3 Karakia, apologies, interests register

Sarah Lee opened the meeting with Karakia.

*Whakataka te hau ki te uru
Whakataka te hau ki te tonga
Kia mākinakina ki tai
E hī ake ana te atākura
He tio, he huka, he hauhū
Te hei mauri ora!*

Apologies received from President Jamie Baddeley and Cr Amber Craig.

There were no updates to the Interest Register.

1.4 Agenda Review and environment scan

None.

Section 2 - Strategic Priorities

2.1 .nz Policy Review - Panel's Report

Kim Connolly-Stone, Policy Director provided an update to Council that the .nz Advisory Panel has completed its review of the .nz policy framework, and has sent its recommendations through for InternetNZ's consideration. The report will be made public on the website the week following the Council meeting.

This will provide time for Council and staff to consider the report. InternetNZ will consider the recommendations with a view to make in-principle decisions for the recommendations on what InternetNZ will take forward by the next Council meeting in December 2020.

At the next Council meeting decisions are likely on:

- Whether, how and when to implement each Panel recommendation
- Timeline for phase 2 on the .nz review (implementation)

The Chair of the .nz Policy Committee, Cr Pearce, also provided an update and noted that there were no surprises in the recommendations but that there were some challenging issues to work through.

Council members commented:

- How are we seeking the executive team's input into the policy framework and recommendations moving forward? Response: Staff will give advice and recommendations through to the .nz Policy Committee to consider and this will be fed through to Council.
- Are the timeframes realistic? Response: There has been an active discussion to pace this work. The Secretariat and policy team were commended for the work that has been carried out over this very difficult year.

RN60/2020 That Council **note** and formally receive the Recommendations Report of the .nz Advisory Panel.

RN61/2020 That Council **ask** the Chief Executive to write to the members of the Advisory Panel thanking them for their work.

RN62/2020 That Council **note** the next steps for the .nz Policy Review.

(Cr Pearce/ Cr Stokes)

CARRIED U

2.2 .aq Assumption of Stewardship

Jordan introduced the paper that set out the stewardship of .AQ, the top level domain for Antarctica. The Council discussed the paper and agreed on the recommendations.

RN63/2020 That Council **endorse** InternetNZ becoming the ccTLD manager for .AQ consistent with the future operating model set out in this paper.

RN64/2020 That Council **note** the next steps involved in the process.

RN65/2020 That Council **authorise** the purchase of shares in Antarctic Network Information Centre Ltd (NZ \$10k)

RN66/2020 That Council **appoint** Peter Mott, Jordan Carter and Catherine Fenwick as directors of the company once the transaction to purchase the shares in the company has been completed.

RN67/2020 That Council **authorise** the Officers of Council to take steps necessary to conclude this transaction and appointment of directors, including the affixing of the Common Seal of the Society if necessary.

(Cr Hulse / Cr Stokes)

CARRIED U

Mark Thomas joined the meeting at 10:15am

Section 3 – Matters for Decision

3.1 Council Training Plan

Catherine introduced the paper for Council to discuss, identify and agree on the training for Council to support individual development and as a collective governing body.

The Council discussed the paper and the following ideas in this area were canvassed:

- Youth on Council - Associate Councillor/Intern Director who could contribute to Council and think about how we bring youth perspective to Council.
- Disability / Accessibility training agreed and will start with some baseline training.
- Pacifica and other diverse communities - consumer focus groups or rolling invitation to leaders / communities on different topics related to the internet for NZ.
- Australian Institute of Company Directors for training, specifically the work on diversity inclusion.

- NZ Institute of Directors - join as an organisation. Some useful courses such as 'how to chair the board session' and these are discounted as a member. Also allows you to join the local meet and greets.
- Better Boards Australia for online content.
- A baseline and competency based set of training for Directors to opt in that might include:
 - InternetNZ Operational?
 - Governance
 - Disability / Accessibility - Access Advisors
 - Specific training selected by the Council Member

THAT Council **considers** the options detailed in this paper and provides feedback on other areas and options they would like to develop skills in.

AP26/2020 Council members to email training needs to Council Secretary Diane that they would like to attend. Staff to develop a menu for Council training for Council to consider and opt into.

AP27/2020 A full Council Training Plan to be developed by May 2021.

Council Break: 10:41am - 11:03am

Mark Thomas left the meeting at the break.

3.2 Council Retreat

The Council discussed the timing of the Council Retreat during Council and CE Alone Time. It decided that the Council Retreat should be deferred to early next year. It was agreed to arrange a workshop prior to the Council Meeting in Dec to cover 1-2 topics:

- .nz Policy Review - key strategic recommendations
- .nz long run strategy.

AP28/2020 Staff to arrange Council Workshop (in person) - Fri 4 December 9:00am-12:30pm. Council Meeting shifted to the afternoon.

3.3 Decisions without much discussion anticipated

3.3.1 Extension to Emergency Powers provisions on .nz policy

The Council discussed the genesis and the rationale for the extension of the temporary policy.

RN68/2020 THAT Council **note** the interim changes to .nz policy agreed on 18 April 2019 (and subsequently extended) and agree to extend by a further six months (until April 2021).

(Cr Stokes/ Cr Te Rangi)

CARRIED U

3.3.2 Council Committees

The Council confirmed the Council Committees and memberships of them:

Audit & Risk Committee

Amber Craig (Chair), Richard Hulse, Kate Pearce, aimee whitcroft and Anthony Bow.

CE Review Committee

Jamie Baddeley (Chair), Joy Liddicoat, Richard Hulse and Melissa Davies.

Māori Engagement Committee / Komiti Whakauru Māori

Sarah Lee (Chair), Amber Craig, Hiria Te Rangī.

Jamie Baddeley will remain as an ex officio member of this committee.

.nz Policy Committee

Kate Pearce (Chair), Joy Liddicoat and Don Stokes.

Hiria Te Rangī will join as an ex officio member of this committee.

The Governance Committee will not proceed at this time. The new Councillors have been inducted on the current status of the governance framework.

RN69/2020 THAT Council **confirms** that it will conduct some of its work through these four Committees: Audit and Risk, CE Review, Komiti Whakauru Māori, .nz Policy.

RN70/2020 THAT Council **confirms** the Council members of each Committee, as amended.

RN71/2020 THAT Council **endorse** the current Terms of Reference for the Committees.

(Cr Lee / Cr whitcroft)

CARRIED U

AP29/2020 The governance framework and work plan to be presented at the Council Meeting in February 2021.

Section 4 – Matters for Discussion

4.1 Registry Replacement Update

Jordan provided a status update that there were three high quality applications received for the request for tenders and these are currently being evaluated.

Once the applications have been evaluated by management this will drive the discussion on the development of a business case for the registry replacement project. The business case will be provided to Council for the project.

Dave Baker, Chief Technology Strategist and Project Owner, advised Council that he was very pleased with the progress of the project to date.

Council commented:

- Would there be any risks or constraints to the project if there was another pandemic lockdown? Response: Staff explained the mitigations in place and also advised that the timeline could be stretched out and that the current registry system is still operational.

RN72/2020 THAT Council **acknowledge** the registry replacement project update, including the current status and next steps.

4.2 (Vice) President's Report

No additional matters to report.

4.3 Domain Name Commission Chair Report (Verbal)

The Chair, Jordan Carter advised that the DNCL Board met on Friday 2 October 2020 and the following decisions were made:

- An Assistant Commissioner senior position will be established to support the Domain Name Commissioner and improve the company's resilience and capability. This restores a second senior role to the staff of the company. This will have an impact on the management fee in 2021.
- Risk Management Policy - The policy that went through Council in May 2020 was worded as if it was a group policy. The policy is however not a group policy because it did not follow the policy development process requirements, which include consulting with all governance boards to establish a group policy. This oversight came about during the immediate pressures of the response to the COVID-19 pandemic. The DNCL Board is very keen to have a harmonised approach to risk management between InternetNZ and DNCL for the operation of .nz. Noting that the DNCL Board can not contract out of their legal obligations in terms of the risk management for the company. The assignment of the risk management support for the InternetNZ Group is being reviewed and the Risk Management Policy will need to be revised to incorporate DNCL.
- .nz Operating Agreement (between InternetNZ and DNCL) - The agreement functions in a legal sense as the grant of authority and standing to DNCL to be the enforcer of the policy and contractual framework in .nz, and to provide and act on the decisions of the dispute resolution service. Current agreement is dated 2008 and is out of date. DNCL and InternetNZ are working through the new agreement and will be preparing a paper for Council for the Dec Meeting 2020 or early 2021.

4.4 Management Items for Discussion

Jordan provided an update on the Management Items and Council Members commented:

- 80 Boulcott Street - some of the anticipated temporary mitigations have been put in place for the building and the property manager has offered 18 Willis Street as an option to move to, in July 2021. The physical space required for the organisation will be less and staff have a primary place of residence at either the office or at their home. Staff working from home will work from a hotdesk when in the office.
- 25th Anniversary - a question from Council. The brand strategy for InternetNZ, how does telling the story about the 25th Anniversary support the brand perception and what we want people to understand about InternetNZ especially ahead of a change to .nz policy framework and how it all ties in together? Do we need to increase confidence? Response: There are still some challenges around the role that we have as the holder and the manager of .nz these are still tied either within that .nz conception or in the old NZRS conception that pre-dated that. Bringing that .nz mandate that we have in the context of the .nz brand isn't something that has been done and it's an important part of explaining to stakeholders what our role is. The Stakeholder Report recently confirms that our stakeholders in large have faith in us but can't point to exactly what we do, but they like us for it. An opportunity that InternetNZ has as the convenor of .nz is to bring that story to life around the critical infrastructure role that we play to provide the internet in everyone's home, to the communities and for businesses.

Council commented:

- InternetNZ - an ask that InternetNZ write up various business processes to be distributed in open source. To share with others who can learn from InternetNZ e.g. Nethui conference.

RN73/2020 THAT Council Management Items for discussion be **received**.

AP30/2020 Send Nethui registration details and free rego code to Council.

AP31/2020 Add the stakeholder engagement report to the resource library.

Section 5 - Consent Agenda

5.1 Committee Reports

Audit and Risk

Kate provided an update 'in committee' an update on the DDOS paper.

Chief Executive Review (no paper)

Completed in Committee and CE Alone Time.

Komiti Whakauru Māori

The Chair Sarah Lee advised that Raniera Albert has been appointed as the Chief Advisor Māori for the InternetNZ Group. A welcome Mihi Whakatau will take place for Raniera on 20 October 2020 at 12:45pm, Wellington offices of InternetNZ. An invitation will be extended to Council to attend the event and external community stakeholders have been invited.

AP32/2020 Add Risk Management Radar and DDOS paper to the resource centre.

5.2 Confirm Minutes of 14 August 2020

The minutes for the meeting held on 14 August 2020 were approved as amended.

5.3 Actions Register

AP18/20 Develop an action plan at a governance and operational level to support and address points raised by the disability community (training and initiatives). This was mis-understood by staff as relating to the Council training item, and will be further followed up.

5.4 E-votes Ratification

None conducted since the previous meeting.

5.5 Health and Safety and Wellbeing Update

Catherine provided a brief update to the paper that an emergency drill will be carried out on 15 October. A lot of Health and Safety work is being carried out at the moment. Work in progress to work out requirements for staff who have made their primary workplace at their home office.

5.6 Membership Report

The Council commended the progress on increasing the membership. This was a result of the Nethui/membership bundle package and 50 individual new memberships have been sold. For future discussion Council would like to hear more on the strategy underlying our approach to membership.

RN74/2020 THAT Council receives the Audit and Risk Committee Report.

RN75/2020 That Council approved the minutes of the 14 August 2020, as amended.

RN76/2020 THAT Council receives the Chief Executive Review Update.

RN77/2020 THAT Council receives Komiti Whakauru Māori Report and note the date of the mihi whakatau, 20 October 2020, 12:45pm.

RN78/2020 THAT the Health, Safety and Wellbeing Report be received.

RN79/2020 THAT the Membership Report be received.

Block Vote for Section 5 - Cr Lee / Cr Davies
CARRIED U

Section 6 - Other Matters

6.1 CONTINGENCY

6.2 Matters for communication – key messages

6.2.1 Communications in general

6.2.2 Upcoming events

6.3 General business

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 4 December 2020, in the afternoon.

The meeting closed at 12:33pm.