AGENDA – COUNCIL Meeting
Friday 25th May 2018

InternetNZ, Level 11, 80 Boulcott St, Wellington	
8.45 am	Refreshments (coffee, tea, & scones) on arrival
9.00 am	Meeting start
10:50 am	Break
12:50 pm	Lunch
3.30 pm	Meeting Close

		Section 1 – Meeting Preliminaries	
09:00	1.1	Council only (in committee)	-
09:10	1.2	Council and CE alone time (in committee)	-
09:25	1.3	Apologies, Interests Register and Agenda Review	3
		Section 2 – Strategic Priorities	
09:30	2.1	Brainstorm / Issues of concern (standing item, to give Crs/Staff chance to interact and note any trends or matters to draw to the organisation's attention).	-
09:40	2.2	Strategy Process 2018	7
10:05	2.3	Māori Engagement Committee Strategy paper	11
10:25	2.4	Paper on .nz Policy Function Development	15
10:45		Tea Break	
		Section 3 – Matters for Discussion / Decision	
11:00	3.1	Operational Update: each SLT member gives an introductory briefing to Council.	-
11:30	3.2	Updating our approach to privacy across the group (incl GDPR issues)	21
11:40	3.3	Election Process	23
11:45	3.4	Membership approvals process	25
11:50	3.5	Review of Councillor Honoraria	27
12:00	3.6	Council Performance and Development	31

12:20	-	LUNCH	

Section 4 – Subsidiaries			
12:50	4.1	Subsidiaries: • Joint .nz Quarterly Report Q4 • Quarterly Reports (DNCL, NZRS) – Q4 2017/18 • Tech Research – Q4 2017/18 • Product and Services Dev't – Q4 2017/18	35 45 / 47 61 69

Section 5 – Ordinary Business			
13:40	5.1	Consent Agenda: • Confirm Minutes – February and March 2018 meetings • Action Register • Membership Update • Evote Ratification	73 / 85 89 91 93
13:50	5.2	Health & Safety Update BCP Update	95 -
14:00	5.3	President's Report	-
14:10	5.4	Organisational Reports • Chief Executive's Report • Organisational Update • Grants Update	97 101 107
14:20	5.5	Council Committee Reports • Audit & Risk • Grants • Māori Engagement • CE Review	111

Section 6 - Other Matters			
14:30	-	CONTINGENCY *(for any overflow)*	-
	6.1	Matters for Communication – key messages • Organisational Review • Communications in general • Upcoming events	-
	6.2	General Business	-
	6.3	Meeting Review	-
15:30 (latest)	-	Meeting close	-

Council Register of Interest

Officers and Councillors are required to register any interests, commercial, political or organisational, which they believe may be relevant to the perception of their conduct as a Councillor or Officer. Officers and Councillors are, however, still required to declare a Conflict of Interest, or an Interest, and have that recorded in the Minutes.

Officers and Councillors receive the following annual honoraria:

President - $30,000
Vice President - $18,750
Councillor - $15,000*

Sub-Committee Chairs also receives additional 10% of their honoraria

Name: Jamie Baddeley
Position: President, InternetNZ
Term: AGM 2014 - AGM 2018
Declaration Date: 27 May 2017
Interests:
- Officer's Honorarium for InternetNZ

Name: Joy Liddicoat
Position: Vice President, InternetNZ
Term: AGM 2014 - AGM 2018
Declaration Date: 27 May 2017
Interests:
- Holder of .nz domain name registrations
- Holder of .com domain name registrations
- Member of the New Zealand Law Society
- Member, Non-Commercial Users Constituency of ICANN
- Founding Director and Shareholder of Oceania Women's Satellite Network (OWNSAT) PTE Limited. OWNSAT is a shareholder in Kacific Broadband Satellite
- Member of Pacific Chapter, Internet Society (PICISOC)
- Assistant Commissioner, Policy and Operations at the Office of the Privacy Commissioner
- Due to her role at work, Joy recuses herself from any policy decisions that may span the interests of the Office of the Privacy Commissioner
- Officer's honorarium for InternetNZ

Name: Brenda Wallace

Position: Councillor, InternetNZ

Term: AGM 2012 - AGM 2018

Declaration Date: 19 September 2017

Interests:

- Member of Green Party of Aotearoa New Zealand
- Many .nz domain names
- Shareholder of Rabid Tech
- Contractor to NZ Department of Internal Affairs
- Trustee of Whare Hauora project
- Trustee, Kahurangi School
- Councillor's Honorarium for InternetNZ

Name: Dave Moskovitz

Position: Councillor, InternetNZ

Term: AGM 2011 - AGM 2020

Declaration Date: 3 October 2017

Interests:

- Registrant of .nz, .com, .org, .pe domains
- Director, Domain Name Commission Limited
- Full list of register of interest (i.e. Board memberships, Shareholdings, and other memberships & non-profit activity) – see http://dave.mosk.nz/coi
- Councillor's Honorarium for InternetNZ

Name: Richard Wood

Position: Councillor, InternetNZ

Term: AGM 2013 - AGM 2019

Declaration Date: 13 February 2018

Interests:

- Member of ISOC, PICISOC
- Investor in Parts Trader Markets Ltd
- Receives additional honoraria for being Chair of the Grants Committee
- Councillor's Honorarium for InternetNZ

Name: Amber Craig

Position: Councillor, InternetNZ

Term: AGM 2013 - AGM 2019

Declaration Date: 7 February 2018

Interests:

- Consultant and organiser of some corporate unconferences
- Holds .nz domain name registrations
- Employee of ANZ
- Trust Chair of Whare Hauora Charity
- Co-Chair of WWGSD Charitable Trust
- Co-creator and owner of Metimeti
- Receives additional honoraria for being Chair of the Audit & Risk Committee
- Councillor's Honorarium for InternetNZ

Name: Sarah Lee

Position: Councillor, InternetNZ

Term: AGM 2014 - AGM 2020

Declaration Date: 26 November 2017

Interests:

- Contractor to 2020 Communications Trust
- Member of New Zealand Māori Internet Society
- Māori Advisory Group member for Injury Prevention Network
- Board member Injury Prevention Aotearoa
- Receives additional honoraria for being Chair of the Māori Engagement Committee
- Councillor's Honorarium for InternetNZ

Name: Richard Hulse

Position: Councillor, InternetNZ

Term: AGM 2015 – AGM 2018

Declaration Date: 2 December 2016

Interests:

- Director of Eduvac Limited
- Holder of .nz domain name registrations
- Councillor's honorarium for InternetNZ

Name: Kelly Buehler

Position: Councillor, InternetNZ

Term: AGM 2015 – AGM 2019

Declaration Date: 13 February 2018

Interests:

- Holder of .nz domain name registrations
- Councillor for Genomics for Aotearoa New Zealand
- Councillor for Science Fiction & Fantasy Conventions of New Zealand
- Board member of Tohatoha Aotearoa Commons Incorporated
- Councillor's Honorarium for Internet NZ

Name: Keith Davidson

Position: Councillor, InternetNZ

Term: AGM 2016 – AGM 2019

Declaration Date: 21 August 2017

Interests:

- Domain name registrations including .nz names
- Sole shareholder and Director of KD Services Limited
- Member of numerous clubs, societies and associations, many of which are .nz registrants
- Member of ISOC and PICISOC
- Chartered Member of NZ Institute of Directors

- Member of the ICANN ccNSO FOI Implementation Advisory Team
- Consultant to the Vanuatu Telecommunications & Radiocommunications Regulator (TRR) regarding the .vu Domain Name
- Councillor honorarium of InternetNZ

Name: Don Stokes

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2020

Declaration Date: 16 August 2017

Interests:

- Shareholder/Director, Knossos Networks Ltd, an authorised .nz registrar
- Shareholder/director of several inactive companies
- Registrant of .nz and .net domains
- Small holdings in publicly listed companies
- Councillor's Honorarium for InternetNZ

Name: Kate Pearce

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2020

Declaration Date: 18 August 2017

Interests:

- Organiser of the Bsides Wellington Security Conference
- Employee of Cisco
- Member of the New Zealand Labour Party
- Holder of .nz, .com, .org, .net domain registrations
- Member of NZ Internet Task Force
- Councillor's Honorarium for Internet NZ

The register was last updated in May 2018.

Strategy Process 2018

Introduction

This document sets out how InternetNZ will develop a new Strategic Plan, following the changes to the Group's structure arising from the Organisational Review. It briefly discusses the context and background to this task, proposes goals for the review of our strategy, and outlines the major steps and timeframes involved.

Council's agreement to this approach, as presented or as amended following discussion, is sought.

Context and Background

The new-InternetNZ, formed from the merger of InternetNZ and NZRS, inherits:
- Long-running debates about purpose
- Contested vision statements
- Distinct, though compatible missions
- Different values sets
- An incoherently large set of strategic goals that are often not set out in a way that leaves them measurable or necessarily achievable

The new-InternetNZ must be clear about its purpose. From that purpose flows the vision, the mission, our values and the strategic goals we pursue. In our day to day work we advance the mission, consistent with our values so we can realise our vision and achieve our purpose. Our brand is the outward manifestation of our purpose, vision, mission and values.

Getting these right is critical to delivering a high-performing organisation.

We have no shortage of ideas about any of these areas; the challenge for the organisation lies in having a clear approach to selecting the goals it will focus on, and in assessing how it performs against the selected goals. There is a related challenge that as a small organisation with limited resources, we have a history of trying to do too many things at once without the resources to do so.

Goals for the Strategy Process

The outcome sought from the strategy process is a clear direction for the organisation that aligns the efforts of the whole organisation in pursuit of relevant, shared goals.

To support this outcome, I propose that we set the following goals for this year's Strategic Planning Process (the timetable is at the end of the paper).

	Goal	Measures
1	A clear articulation of our purpose and nature, our vision and mission is agreed and shared.	● These are documented and adopted by Council. ● Member and stakeholder support is evidenced.
2	A Strategic Plan for the organisation for 2019-2021 is published with a limited set of properly specified, measurable goals. The plan will set out our Purpose, Vision, Mission, Values and Goals.	● Plan is signed off by Council. ● Goals are framed in a measurable, achievable way. ● The goals are consistent with the purpose, vision and mission.
3	The assumptions and analysis behind the Strategic Plan is evidenced and shared.	● Analysis is generated internally and stakeholder feedback endorses it. ● Relevant evidence is shared publicly.
4	The process for building the strategy is inclusive internally and externally, and forges a rough consensus around the direction it sets.	● Staff feedback indicates support for the process and the direction. ● Council can adopt the Plan by consensus. ● Stakeholder feedback is positive as to the goals and their relevance.

Scope of the Strategy Process

Our current strategic framework includes:
- Group Strategic Plan
- InternetNZ Strategic Plan
- NZRS Strategic Plan
- Product and Services Development Strategy
- .nz Strategy

Notable gaps in the current framework are mainly about financial goals.
I propose that all of the above areas are in scope except:

- Strategy for the Internet - a separate piece of work as noted below, due for completion in the Sep-Dec 2018 quarter.
- .nz Strategy - this should be subject to a different development process with a commercial focus, later in the year (once a Commercial Director is in place and the .nz Policy Committee is operating).

The strategy would apply to InternetNZ and to the Domain Name Commission Ltd, with clarity about which goals were relevant to DNCL and with the ability for DNCL to further refine a company strategic plan as / if required.

This would leave us with a Strategic Plan 2019-2021, a to-be-developed Strategy for the Internet, and the need to review and update the .nz Strategy (this is not urgent, as the current strategy is mostly workable and is for 2015-2020).

Should we have a strategy for the Internet itself?

Building on our understanding of the Internet and its development, and supported by our annual State of the Internet report, we should work to develop a "Strategy for the Internet" - a very short directions document that sets out what an open Internet is, and where New Zealand's Internet community needs to focus its attention to realise that goal. To make it useful, it would focus on the main challenges and ways to tackle them - not be a laundry list.

Such a document, based on solid understanding and evidence, could be updated from time to time. It would inspire the direction of our annual work plans (we should focus on the areas that need attention), and also inspire the work of others.

In the past we have tried to build our picture of the Internet and what it needs as part of our broader Strategic Plan. Separating the two makes sense to me. We would have a clear statement of direction for our outward-facing work relating to the Internet's development that we can draw attention to and seek support of, un-cluttered by our other organisational goals.

We will progress development of this later in the year.

Steps & Timing in the Strategy Process

At a high level, the process will involve the following stages:

Stage	Who	When
Environmental scan / SWOTs	Staff	June

Strawperson Purpose/Mission/Vision/Values developed	Staff	June / early July
Council review / assent for engagement based on strawperson [this phase	Council	mid-July
Engagement on Purpose/Mission/Vision/Values	Staff	July / August
Development of Goals strawperson	Staff	July / August
Input sought on Goals	Staff	August / early September
Refined package (purpose, mission, vision, values, goals) prepared for Council	Staff	Early September
Council retreat - deliberation on the package	Council	Late September

On the goals, the "Input" phase in August/early Sept will include Council (incl through an agenda item with time for discussion and debate at the August meeting).

Following the Council retreat, staff will finalise the document for formal adoption online and then sharing with members. Depending on how big the change in direction might be from the current strategic direction, we may need to work through a consultation process with members.

Recommendations

I recommend:

THAT Council receive the proposed approach to Strategy development for 2018, and approves the approach, including:
- The need for a comprehensive review of strategy
- The exclusion of the .nz Strategy from the review
- The later development of a new "Strategy for the Internet"
- The importance of involving stakeholders and members in the development process
- The timeframes for the work, with a draft strategy available for Council consideration in early September 2018.

Jordan Carter
Chief Executive

17 May 2018

Māori Engagement Strategy Implementation

Author: Andrew Cushen & Sarah Lee

Purpose of Paper: To propose a path forward following the Māori Engagement Committee Strategy session in April 2018

Background and purpose

Komiti Whakauru Māori (The Māori Engagement Committee) met for a whole-day strategy session in April 2018. The strategic aspirations identified by the komiti are outlined below in the draft strategy 2019-2022 section. Notes from the hui are available here..

The purpose of this paper is to share the draft strategy with Council for discussion and approval, and propose a pathway towards achieving our goals.

Draft Strategy

Te Tiriti o Waitangi is the founding document of Aotearoa. Ngā rangatira who signed Te Tiriti did so on the understanding that they would retain tinorangatiratanga (self-determination) over their land and people. Te Tiriti o Waitangi is often viewed in a partnership context but as we know, many partnerships are unequal. For too long the burden of action has been placed on Māori to hold the Crown accountable and make good on it's promise.

This strategy reflects the INZ Council desire to honor and apply Te Tiriti O Waitangi within an organisational context. This provides the opportunity to innovate and lead the way on how we, as a country, can re-frame our culture with Te Tiriti O Waitangi as a central part.

The following graphic outlines INZ's strategic aspirations for the period 2019-2022.

| | INZ incorporates a Māori perspective into all areas of work and at every level of the organisation. |

| | INZ Council & staff are culturally competent & confident in Te Ao Māori. |

| | INZ is held up as an organisation of cultural excellence, is known as being an exemplory, safe and inclusive employer. |

| | INZ brand reflects our bicultural country/organisation. |

| | INZ printed and virtual material is bi-lingual. |

| | Proceeds from .iwi and .maori are managed by Māori. 50% of our grants funding is invested in Māori. |

| | INZ supports Māori participation at international and indigenous internet forums. |

| | INZ supports Māori aspirations and self-determination in regards matters relating to the internet. |

Capability gaps

InternetNZ has a desire to incorporate Te Tiriti o Waitangi principles into what we do, explore ways of deepening our understanding of Te Ao Māori and build mutually beneficial relationships with Māori, relevant to our work.

Below is an analysis of the capabilities necessary to implement these aspirations. Our objective is to highlight the gaps; prioritise them, and move forward in resolving them to allow for achievement of the strategy..

Komiti Whakauru Māori recommend InternetNZ addresses capability gaps by:

1. Increasing our **understanding at a Council/Governance layer** to guide the development of InternetNZ's culturally beneficial relationships with Māori, consistent with Te Tiriti o Waitangi.
2. Increasing our u**nderstanding at a staff/operational layer** to implement and build culturally beneficial relationships with the Māori Internet Community.
3. Clarifying our **aspirations and goals** for InternetNZ's objectives in relation to Te Tiriti o Waitangi (Komiti Whakauru Māori has developed a plan for further discussion and incorporation as part of our wider strategy refresh).
4. Increasing competence and confidence in our **Tikanga** at InternetNZ, enabling respectful and meaningful relationships with members of the Māori Internet Community.
5. Increasing our understanding of the Māori internet landscape in order to build the **relationships** we need with Māori (clarity on the appropriate representative bodies and stakeholders we should be working with).

Resolving capability gaps

Komiti Whakauru Māori recommend the following actions to resolve the capability gaps that have been identified:

1. **Increasing Council/Governance layer understanding:**
   a. Develop a model for Council-facing advice and guidance for how InternetNZ operates in accordance with Te Tiriti o Waitangi.
   b. This could take a number of different forms e.g. an appointed advisor, appointed advisory group, elected person, appointed representative body.
   c. We can set this model ourselves. As we have learned through training with Takawai, how we build Te Ao Māori into our organisation is our choice.
   d. Appropriate cultural advice is particularly vital here.
2. **Increasing staff/operational layer understanding:**
   a. Clarity about the expectations of staff in their roles at InternetNZ
   b. A capability development and training plan to build toward these expectations.
3. **Clarifying our aspirations and goals:**
   a. Clarify our 'story' of why we are doing this and how it is relevant to our work.
   b. A common understanding at a Council level about what we are seeking to achieve by building partnerships with Māori.
   c. Appropriate reflection of these goals and aspirations in the wider InternetNZ strategy.
   d. This year provides a good opportunity to embed this.
4. **Competence and confidence in Tikanga**
   a. Survey Council/staff to gauge confidence levels and identify what would support their Tikanga development
   b. Guided by survey results, provide training opportunities e.g. Waiata and Te Reo classes, access to Te Reo expert when preparing for public speeches
   c. Ensuring that InternetNZ is confident in its behaviour and conduct when participating in Te Ao Māori and the Māori Internet Community, and with the wider New Zealand public.
5. **Knowledge of the Maori internet landscape and key stakeholders:**
   a. There are a number of organisations that assert pre-eminence as a representative body for the Māori Internet Community.
   b. Our relationships with most of these bodies are currently ad-hoc and centred around events.
   c. Building meaningful relationships may well be best left to a last step, once we are confident in our approach and model for developing closer relationships with Māori.

Suggested priorities and path forward

These are the suggested next steps in proceeding here:
1. Appoint an advisor to develop a Council/governance layer advisory body. Specifically, Busby Ramshaw Grice (BRG) has been involved in advising us previously. Other suggestions welcomed.
2. Work alongside the advisory person/body to consolidate our strategic aspirations and goals, building off the work of the Komiti Whakauru Māori and linking with the wider InternetNZ strategy making process.
3. Develop an implementation plan for both incorporating a staff/operational layer plan of training and capability development AND appropriate use of Tikanga at InternetNZ – and resource accordingly.
4. Work with our advisory body to increase our knowledge of the Māori internet landscape and identify key stakeholders to engage with.
5. Confidently move forward in developing relationships with the Māori Internet Community with an advisory person/body in place providing advice, governance and operational understanding, and appropriate tikanga.
6. Alongside this, we could prioritise Haerenga Whakamua (previously known

as the Māori Meet Up) as a curated space held open by InternetNZ for the Māori Internet community and build and deliver this in the same spirit as NetHui.

Implementation

The implementation plan is not anticipated to be included in this year's activity plan or budget. If the approach outlined above is accepted, then further detailed planning and costing may be done to allow for further decisions to be made as to which aspects of this approach may be implemented in this financial year.

Recommendation

THAT Council *approve* the direction of the draft strategy and priorities put forward by te Komiti Whakauru Māori.

.nz Policy Update and Committee Establishment

Author: Ellen Strickland, Policy Director

Purpose of Paper: To update on .nz policy function and establish .nz Policy Committee

Summary

This paper updates Council on management of the .nz policy function within InternetNZ's responsibility since 1 April this year and asks Council to formally establish the .nz Policy Committee of Council and appoint Committee members.

Update on .NZ Policy Function

Staff from InternetNZ and the Domain Name Commissioner are working together on the implementation of the transition of this policy function from DNCL to InternetNZ. We are committed to working together as appropriate to ensure policy, procedures and processes work well with:

- InternetNZ responsible for the .nz policy framework and its evolution and development.
- DNCL responsible for the regulatory and enforcement aspects of .nz policy, agreements, and terms and conditions.

The key policy item which needs to be addressed this year is a Dispute Resolution Service (DRS) policy review. Additionally, a goal for the year is increased stakeholder outreach and engagement, including plans for a Policy Forum event in late 2018 with a likely focus on domain name and content abuse. Analysis and assessment of .nz policy documents is being undertaken with a view to a policy refresh where appropriate.

Options for staffing and support within InternetNZ for the .nz policy function are being considered. Initially, staff have engaged a consultant with ccTLD experience to assist in the interim, as the function and committee is established.

Proposed Committee Approach

Staff recommend that Council establish the .nz Policy Committee at this meeting and appoint committee members, who will then meet and work with staff to finalise the ToR for the committee for Council approval.

Staff have prepared Draft Terms of Reference (attached) for the committee. The key responsibility for the committee is governance and oversight of the .nz policy framework, with the additional role of providing input and advice to staff on the .nz policy function.

Considering the importance of this committee but keeping in line with other committees, we recommend the appointment of a minimum of 3 and maximum of 5 committee members. Any

Council member may be a member of the Committee, unless ruled out by a conflict of interest.

Next Steps

Once the .nz Policy Committee has been established and appointed, staff will organise a first meeting in June 2018, where committee Terms of Reference can be finalised for Council consideration and where staff will make discuss forward work planning with the Committee.

Recommendation

1. That Council adopt the draft terms of reference for the .nz Policy Committee and establish it as of 25 May, with the following initial members:
2. That Council request the Committee review the draft ToR and present a revised version for Council to adopt at its August 2018 meeting.
3. That Council request the Committee adopt, based on staff recommendation, a forward work plan and bring this to Council for approval.

Ellen Strickland
Policy Director

16 May 2018

DRAFT Terms of Reference for the .nz Policy Committee

Policy	.nz Policy Committee Terms of Reference
Version	DRAFT Version 1
Date in force	25 May 2018 (as a draft)
Planned review	Finalised with Committee

Constitution

The .nz Policy Committee ("the Committee") is a committee of Council with the specific delegated powers as set out in this Terms of Reference.

Objectives

The purpose of the Committee is to lead work on InternetNZ's responsibility for the overall framework of operation for the .nz ccTLD.

Membership

The Committee shall consist of no less than three and no more than five Council members who have, between them, relevant skills and experience and general due diligence experience.

Council may decide to co-opt other Council members or appoint an external independent advisor to the Committee should it wish, to ensure the appropriate skills are represented.

Council shall appoint members of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society. The Committee shall appoint its own Chair from among its members, who shall have a deliberative and a casting vote.

Any member who ceases to be a Council member ceases to be a member of the Committee.

The policy of Council on conflicts of interest applies to the Committee. However at its discretion, the Committee may exclude a Council member who, in the Committee's view, has a conflict of interest or perceived conflict of interest related to .NZ policy.

Attendance

The Chief Executive, or their delegated nominee, will be the principal advisor to the Committee from among the staff.

The Chief Executive or their delegated nominee will, after consulting the Committee, nominate a member or members of staff to act as Committee Liaison and/or Secretary. These staff shall normally attend meetings of the Committee but shall not be members of the Committee.

The Chief Executive will participate in the Committee on an as-required basis. Other staff of InternetNZ or DNCL Ltd may be invited to attend meetings at the discretion of the Committee.

Council members who are not members of the Committee may attend the Committee (except in the case of a conflict of interest, as determined by the Committee).

Notification of committee meetings shall we made to Council and membership/community as agreed by the Committee.

Meetings

The Committee shall meet as frequently as required for the effective operation and discharge of the Committee's responsibilities.

Meetings of the Committee shall be scheduled by agreement with the Chair and with due regard to the requirements of .nz Policy function work, the need for reasonable notice, the availability of Committee members and staff and so as to avoid unnecessary re-scheduling of meetings.

A schedule of meetings will be published for transparency.

Any member of the Committee may request that a meeting of the Committee be convened.

A majority of Committee members, present in person or by using any technology, shall constitute a quorum.

Unless directed by the Chair, the Committee Liaison/Secretary shall distribute an agenda and any related papers in seven days prior to the meeting to:
- Members of the Committee; and
- The CE of InternetNZ and any staff members delegated by the CE
- Any DNCL staff members required

Minutes

The Committee Liaison/Secretary with support from InternetNZ staff shall ensure the preparation of notes of meetings and have them approved by the Committee by email in between meetings.

Minutes of meetings shall be confirmed at the next meeting of the Committee. Confirmed minutes of the Committee will be published for transparency.

Responsibilities

The Committee provides governance and oversight for the .nz policy framework and its evolution and development.

It is responsible for making recommendations to Council relating to the .nz policy framework that have been processed and come with advice from the staff.

The Committee is also responsible for supporting the function by contributing to and helping generate ideas for the ongoing development of the .NZ policy function.

In summary, the duties of the Committee are to:

- Provide **governance** and oversight: monitor and assure itself of the effectiveness of .nz policy function
- Make **recommendations** to the InternetNZ Council, in collaboration with staff, where necessary
- Maintain a general overview of .nz policy function, and **help generate ideas** for its ongoing development and improvement.

Council Policies

Review this Terms of Reference annually prior to the Annual General Meeting and recommend any updates as/if required for Council to consider at its subsequent meeting.

Other Matters

Consider any other matters referred by Council.

Authorities

The Committee's authority is limited to recommendations to Council on any matters related to the .nz policy framework and function.

In summary, specific authorities are as follows:

Matter	Approvals / Recommendations
.nz policy framework matters	Make recommendations to Council
.nz policy function matters	Make recommendations to Council
other .nz matters	Make recommendations to Council
TBC	TBC

In fulfilling its other responsibilities as set out above, it is an advisory body only.

The Committee can invite other parties to attend meetings from time to time as circumstances require. (For discussion)

Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council. Therefore, unless directed by the Chair, the notes of all Committee meetings shall be circulated to Council members, the Chief Executive, and to such other persons as the Committee directs.

Communication

The Committee shall maintain direct lines of communication with the Chief Executive, Committee Liaison, his/her delegated staff member, and with staff generally.

Review

This Terms of Reference document and the performance of the Committee shall be subject to biannual review by Council.

Privacy approach across the group

Author: Jordan Carter, Group Chief Executive

Purpose of Paper: To update Council on the approach to privacy across the group, and signal a work programme in this area.

Introduction

As part of building the new InternetNZ, and given legislative changes at home and abroad, it is timely for the group to take another look at how we deal with privacy. This paper very briefly summarises the situation, notes current activity, and advises Council to note that a broader work programme will be done in future.

Situation

InternetNZ and DNCL as New Zealand-based entities are subject to New Zealand law, including the Privacy Act 1993. New Zealand law has been found to be adequate with current EU law, but EU privacy law is changing on 25 May with the coming into force of the General Data Protection Regulation (the GDPR).

The GDPR catches the Group to this extent:

- We do not require a national presence or nationality nexus for the registration of .nz domain names: they are first come first serve and available to anyone, including EU citizens and residents. Therefore, in EU terms, we would be a data controller and processor, and in some sense subject to the GDPR.

- For subscription based services (emails) we would need more explicit consent from users to collect and use information that can be used to identify individuals. New Zealand based users would need the ability to easily withdraw their prior consent.

- Grants applicants may be resident in the European Union or New Zealand based with EU residency and therefore GDPR would offer them protections.

- InternetNZ operates the .nz domain name register and so our registry system is storing registrants' personal information. As they stand and for GDPR purposes, the terms and conditions need to spell out the role of the registry and its control of registrants' personal information.

Locally, a Privacy Bill was recently introduced to the Parliament based on a review by the Law Commission from early this decade. It is likely that the draft legislation will be amended as it goes through Parliament, at least partly to help ensure that NZ retains its adequacy status under EU law.

Current activity

In recent times there have been a number of pro-privacy changes across the group that are worth mentioning:

- The introduction of a Provisional Address Masking Option to suppress address details for individuals for certain purposes.

- The long-running review of WHOIS policy by DNCL led to the introduction of the Individual Registrant Privacy Option, required of all registrars by 28 March.

- Changes to the data returned by WHOIS queries on port 43 has removed registrant data available through that method.

- A CAPTCHA has been introduced on the DNCL website's domain name query function to reduce the likelihood of bulk harvesting of WHOIS data.

In the run-up to the commencement of GDPR, DNCL and InternetNZ are collaborating to make changes to the agreements framework applicable to registrars and registrants. These changes are to meet our compliance obligations with the GDPR. This is being done in consultation with the Registrar Advisory Group.

Next steps

We have the opportunity, given the building of the new-InternetNZ currently under way, to undertake a broader programme of work that takes a pro-privacy approach across our activities, be they related to the functioning of our organisations (e.g. membership information), or the products and services we provide (e.g. the information contained in the .nz domain name register).

I am confident the direction of travel for privacy law and policy in New Zealand and more broadly is in the direction the GDPR sets out. Good privacy practice will be ever more important to retaining the trust and confidence people can have in the use of the Internet, and we should be exemplars of good practice.

We will bring more information about this work to the Council at the next meeting.

Recommendation

That Council note the current situation and work under way regarding privacy matters, and welcome the Chief Executive bringing further work in this area to the next meeting.

Jordan Carter
Group Chief Executive

16 May 2018

2018 COUNCIL ELECTIONS PROCESS

Author:	Andrew Cushen & Maria Reyes
Purpose of Paper:	Appointing the Returning Officer and Scrutineer for the 2018 Council Elections

Background and purpose

Clause 7.7 of the InternetNZ Constitution states:

> *7.7 The Council shall from time to time appoint a Returning Officer, whose main role is to conduct Society elections and to perform the duties set out in this Constitution, as well as related duties established by the Council. The Returning Officer will ordinarily be a member of staff, but can be a member of the Society. The Council can replace the Returning Officer at any time at the Council's discretion.*

In addition, the Returning Officer has appointed a Justice of the Peace to act as a Scrutineer of the election results.

This paper asks Council to approve the appointment of a Returning Officer for the 2018 Election, and advises of the decision to appoint a Justice of the Peace to scrutinise the election results.

Returning Officer Appointment

Maria Reyes traditionally performs the role of Returning Officer as part of her responsibilities as Office Manager. She will be on Annual Leave during part of this year's Council Election process.

Accordingly, we ask that Council appoints the following individuals to the role of Returning Officer:

- Andrew Cushen, from 28 May 2018 to 2 July 2018
- Maria Reyes, from 2 July onward.

Maria has fully briefed Andrew on undertaking these responsibilities in her absence.

Election Scrutineer

The Returning Officer intends to again ask Maureen Milburn, Justice of the Peace, to scrutinise the results of the 2018 Council Election.

Resolutions

1. THAT Council appoints Andrew Cushen as Returning Officer for the period of 28 May 2018 – 2 July 2018

2. THAT Council appoints Maria Reyes as Returning Officer for the period of 2 July 2018 onwards.

3. THAT Council notes the appointment of Maureen Milburn to scrutinise the results of the 2018 Council Election.

APPROVAL PROCESS FOR NEW MEMBERS

Author: Andrew Cushen

Purpose of Paper: To deliver to AP06/19 to make a recommendation to Council regarding an approval process for new members.

Background and purpose

At the February 2018 Meeting of Council, Councillors asked for more information and process to guide whether applications for membership of InternetNZ should be approved.

Constitutional wording

The InternetNZ Constitution states:

> *3.2 Application for Individual or Organisational membership shall be made to the Council in writing or in such electronic form as the Council shall decide. Every application for membership shall be accompanied by payment of the appropriate subscription, and a membership becomes active upon receipt by the Society of the membership subscription.*

This means that as per the Constitution all people on the application process are already members by the time the list comes to Council for "approval". We have solicited advice from Minter Ellison and they agree with this interpretation. This advice is available to Councillors upon request.

On this basis, it is more appropriate that Council "notes" rather than "approves" applications for membership at its meetings.

Declining a member application

The advice we have received says that there may be a case for InternetNZ to decline an application for membership in circumstances where the applicant is truly objectionable; specifically:

> *…envisage circumstances where InternetNZ might take the risk of declining a person's application (even if there is no basis to do so) if there were genuine and well-founded concerns that the person's membership could adversely affect InternetNZ's reputation.*

This is a high bar, and the advice makes clear that even this circumstance is not necessarily consistent with the Constitution.

However, before providing the list of new members to Council for noting, staff will check whether any of these people ae likely to meet this threshold. It is highly likely that this will rarely be invoked.

Recommendation

1. THAT Council will *note* the list of new members, rather than *approve.*

REVIEW OF COUNCIL HONORARIA

Author: Jordan Carter

Purpose of Paper: To review the Honoraria paid to members of Council

Background and purpose

Council Honoraria are subject to the Group Policy: Remuneration for Council and Boards, as last reviewed in March 2018. The current honoraria levels were last set in 2013 and are:

- President: $30,000 per annum
- Vice-President: $18,750 per annum
- Councillors $15,000 per annum
- Council Committee Chairs: $16,500 per annum

The responsibilities of Councillors have increased significantly as a result of the Organisational Review. In addition to this, since 2013 the Consumer Price Index has increased by 5.6%. Neither factor has been reflected in the level of Honoraria paid to Council members.

This paper proposes that Council Honoraria are adjusted taking these factors into account.

Policy & framework considerations

Council Honoraria are subject to the Group Policy: Remuneration for Council and Boards, as last reviewed in March 2018. Point 12 on this policy states:

> InternetNZ should continue to use the fee framework and scales set for members of Crown entity boards, and if necessary, supplement this with advice from the Institute of Directors.

This fee framework is detailed on the State Services Commission website here: http://www.ssc.govt.nz/node/9288.

The more useful and prescriptive of the two options presented is the framework applicable to Crown agents and Autonomous Crown Entity (ACE), as detailed on the Department of Prime Minister and Cabinet website here: https://www.dpmc.govt.nz/publications/co-12-6-fees-framework-members-appointed-bodies-which-crown-has-interest

Application of the Crown Entity Fee Framework

The most relevant and useful subsection of this guidance is Group 3A: Governance Bodies (including TEIs and DHBs). This framework involves scoring an entity on various scales, according to the "prime function" of the entities. InternetNZ has been classified against a number of these prime functions, as many of these fit our role.

This framework is applied to InternetNZ in the following table:

Prime Functions	Classification	Points allocation
Budget/Turnover	between $10-50m	4
Devolved Purchaser	under $20m	1
Funding disbursement	under $20m	1
Provider of services and environment	The lead provider of services in a commercial trading environment, where market leadership is important	5
Social influence	Promote behaviour change and increase public awareness for all or most of the population, **and** have a measurable, beneficial, influence on a substantial segment of the population	5
TOTAL		16

The Annual Fees recommended by DPMC for this category of organisations is set as bands, as follows:

Total score	Level	Fees range - chair	Fees range - members
21-24	1	$34,000 - $75,480	$17,000 - $37,400
15-20	2	$29,000 - $61,600	$14,500 - $30,800
11-14	3	$26,000 - $45,000	$13,000 - $22,470
7-10	4	$24,000 - $33,600	$12,000 - $16,960
6 or less	5	$12,000 - $25,200	$6,000 - $13,080

Recommended Honoraria

While InternetNZ ranks as a Level 2 organisation in this framework, given that InternetNZ is a charitable incorporated society Level 3 would seem more appropriate.

Given that this framework presents the answer as fees range, the midpoint in the Level 3 band has been used.

As per the Group Policy: Remuneration for Council and Boards, the Honoraria for the President and Vice-President and Council Committee Chair are set in relation to the Council member rate.

Application of this Policy and the Crown Entity Fee Framework therefore results in the following recommended honoraria rates:

For Councillors:	$17,735 per annum
For the President:	$35,470 per annum
For the Vice-President:	$22,169 per annum
For Council Committee Chairs:	$19,509 per annum

Please note that this calculation has been done internally. We do not recommend review or recalculation by an external consultant as this will result in additional expense where a relatively simple framework makes such unnecessary.

Budget considerations

If this recommendation is accepted, then total Council Honoraria will increase by $37,060 per annum, from $203,250 to $240,310,

This increase is not included in the Annual Budget.

Resolutions

1. THAT Council accepts the Honoraria levels as recommended in this paper.
2. THAT Council adjusts the Honoraria in accordance with the rates recommended in this paper, with the new rates taking effect following the 2018 Annual General Meeting.

Jordan Carter
Chief Executive

18 May 2018

Council performance and development: a new approach

Author:	Jordan Carter, Group Chief Executive
Purpose of Paper:	To suggest an approach to how Council collectively, and individual Council members, can be best supported in their role by the organisation.

Introduction

Council's role as the governing body of InternetNZ has become more important as a result of the 2017 Organisational Review. The implementation of the review has seen the Council with a broader role and more influence over more aspects of the Group's work.

It is timely therefore to be clear about the support the organisation can offer to Council Members and to the Council to maximise its performance. The scope of this paper is to suggest a direction and suggest further work, and it does not cover one of the key ways the organisation supports Council, which is the support of your governance function through the flow of reports and papers that come to meetings.

Situation

At present, the ongoing training and development of Council members is largely self-managed, with a small allowance in the operating budget for training and event attendance. There is no framework that suggests what development could assist the organisation as a whole; no skills matrix or assessment to identify gaps in Council capability; no structured assessment or support for Council in how it is performing in its role (other than regular self-assessment surveys).

Decisions on training and event attendance are largely ad-hoc. The President approves requests for training or event attendance. Guidance for how Council members should behave or approach attendance at events is not clear.

Proposed approach

In place of the status quo, InternetNZ as a whole and Council members would benefit from a more planned and considered approach to support Council and Council members.

Specifically, we should:

- Conduct in the next few weeks the regular self-assessment of Council performance, and prepare the data for review (this had been annual but for workload reasons was not conducted in 2017).

- Commission an external assessment of the Council's performance, similar to one commissioned by NZRS in the past few years.

    o Such an assessment would provide the following outputs:

        ▪ Constructive input and feedback for the Council leadership, Chief Executive and Council members about areas to focus in improving Council performance.

        ▪ A skills audit of Council members

        ▪ A skills matrix of desired Council skills and experience

        ▪ A gap analysis comparing current with desired skills

    o Staff can then further develop the diversity and experience overlay to add to the matrix.

    o Staff can develop from the above a proposed Annual Development Plan for Council and for individual Council members, which would be iteratively completed through discussion with individuals and the group as a whole.

- Request that staff develop guidance for Council on how best to engage at events in ways that are appropriate and give certainty across the organisation, and propose an approach to how to choose which events will see Council member attendance.

- Agree that an appropriate Budget provision be made for Council development and training, and for attendance at agreed events.

By planning more carefully, we can assure that:

- Individual Council member needs and aspirations are known and catered for

- The collective needs of the Council in performing its role will be clearer, and gaps able to be addressed through Council member selection or training

- Transparent identification of needed skills will help members make electoral decisions, and Council to appoint appropriate Appointed Council members

- More structured external and self-assessment of the Council's work helps provide constructive feedback to improve performance

- Clearer guidance about event attendance should leave all more comfortable about Council member participation in events

Next steps

If Council agrees with the approach set out above, staff will secure options for an external assessor and will commence the self-assessment surveys in the next few weeks.

Budget implications

There will be costs of securing external assessor support. The likely cost will be reported to Council for agreement before proceeding. Costs should be charged against the Council development budget line.

There is also a time factor: it would be preferable to complete this work in time for the outgoing Council to have a chance to reflect on the findings, and for the incoming Council to benefit from the advice and reflections.

Recommendations

That Council agree the approach proposed in this paper to strengthen support for Council's performance and development.

That Council ask the Chief Executive to commence the steps outlined in the paper, including reporting back to Council on the costs and approach for the proposed external assessor.

Jordan Carter
Group Chief Executive

16 May 2018

.nz Quarterly Report
Fourth Quarter ended 31 March 2018

Introduction

This is the fourth joint .nz Quarterly Report for the 2017/18 financial year. There is nothing in this report that is confidential.

1.   Global Domain Name Environment

At the end of the quarter a total of 313.3m domain names had been registered among all TLDs. A further breakdown of this figure is provided in the table below:

Domain name registrations	31 Mar 2017	31 Mar 2018	Annual Growth %
ccTLDs*	123.9m	126.8	1.5
gTLDs*	186.2m	186.5	0.2
.kiwi	202,102	20,880	-89.7%
.nz	682,527	706,477	3.5%

* ccTLD and gTLD stats sourced from Centr stats. The European annual growth rate was 3.5%

Totals exclude TLDs with inconsistent or unreliable registration data.

2.   Activities
Supports transformations 1.2, 1.6, 1.7 and 1.8

a)   Research

Please refer to the Research paper presented to Council

b)   .nz Promotion and Marketing

DNCL communications had success with the announcement of the new Commissioner, Brent Carey, with high level media and social media mentions and 11 separate articles across both technology and general media. Brent was also recognised by five different industry and professional membership bodies in their own media/social or newsletters.

DNCL met with design agencies requesting a pitch on the refresh of DNCL's 10 year old brand. The pitch from Capiche Design Ltd was chosen, and two workshops were held to discuss where the development of the DNCL brand will go in the future. The rebrand process is expected to be completed by the end of April 2018.

The DNCL website's information available to existing and prospective Registrars has been expanded, to better support them in their .nz related activities. The website now also provides useful tips for resellers in the .nz market

c)   .nz Policy Consultation

DNCL is currently working on policy papers for the Port 43 consultation later in 2018. The Domain Name Commissioner, attended the New Zealand Network Operators' Group (NZNOG) conference on 25 – 26 January 2018 to present the Port 43 consultation.

The .nz Interim Policy consultation, with proposed changes to the .nz Policies, was published on 23 Feburary 2018 and closed on 26 March 2018. This approach of issuing interim policies with tracked changes was required due to Internet New Zealand Incorporated, and the staff and services of NZRS Ltd combining into one organisation on 31 March 2018. No submissions were received. The full detail of the consultation can be found at https://dnc.org.nz/node/1636.

d)   Registrations at the Second Level

A total of 44 conflict sets were resolved between January and the end of March 2018. The number of conflict sets cease to exist when all names in the conflict are released. The following table shows the progress in reducing conflict sets:

	Oct	Nov	Dec	Total for Q3	Jan	Feb	Mar	Total for Q4
Conflict Sets Resolved	3,158	25	10	3,193	11	18	15	44
Total Conflict Sets	2,531	2,506	2,496	-	2,485	2,467	2,452	-

The total number of domains in the conflict sets is 7,404 as at the end of the quarter.

3. **Policy Framework**
   Supports transformation 1.5

a) **.nz Policy**

All .nz Authorised Registrars were required to implement the Individual Registrant Privacy Option (IRPO) by 28 March 2018. At the end of March there are a number of registrars that are in the process, or have yet to start the process, of implementing IRPO. The Domain Name Commission is working with these registrars to assist them with their IRPO implementations.

The privacy landscape will be changing again on 25 May 2018 with the commencement of the European Union General Data Protection Regulation (GDPR).

The Registry and Domain Name Commission are currently working through GDPR complaice.

are currently being reviewed and updated to ensure they are compliant with GDPR.

4. **Registrar Market**
   Supports transformation 1.3

Registrars authorised   95
Registrars connected   91

Number connected during the quarter: 1
Number authorised during the quarter: 0
Number de-authorised during the quarter: 0

The following chart shows the spread of registrars across the level of domain name registrations:
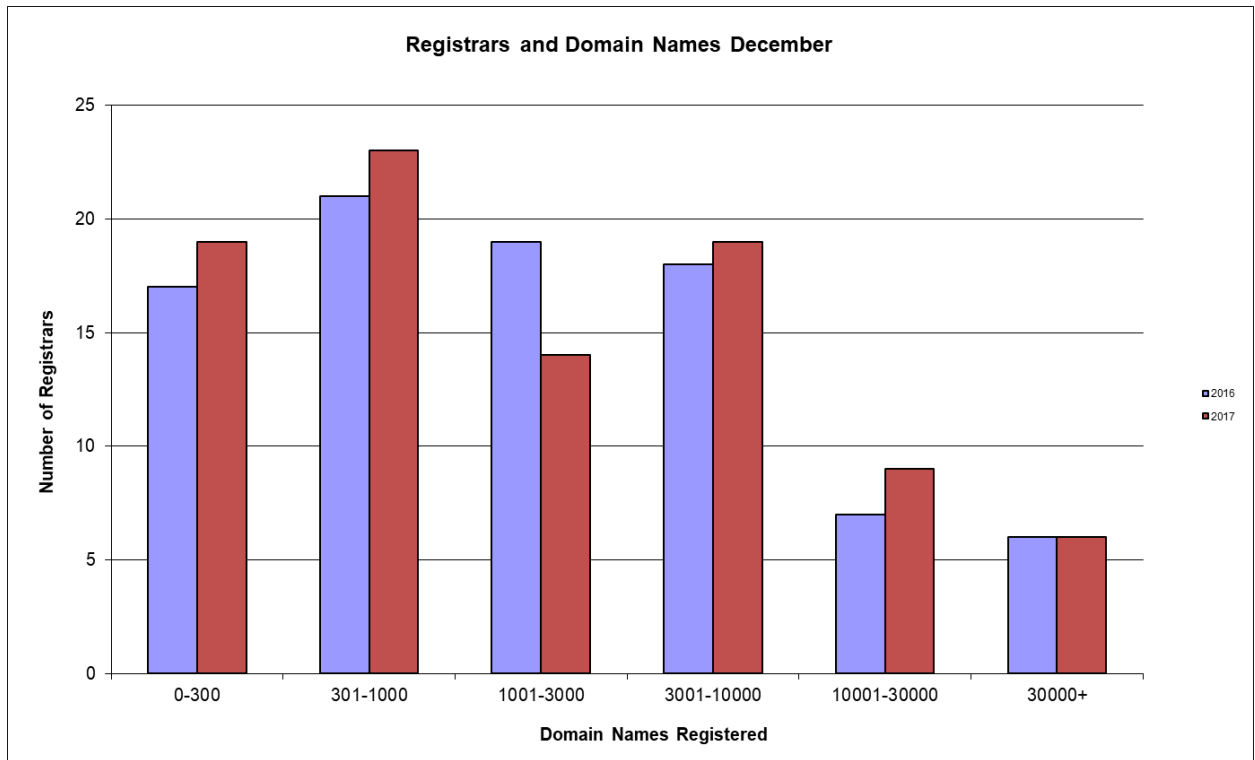
The following chart shows the number of registrars (excluding the DNC) connected to the SRS:

.nz Quarterly Report – Fourth Quarter ended 31 March 2018
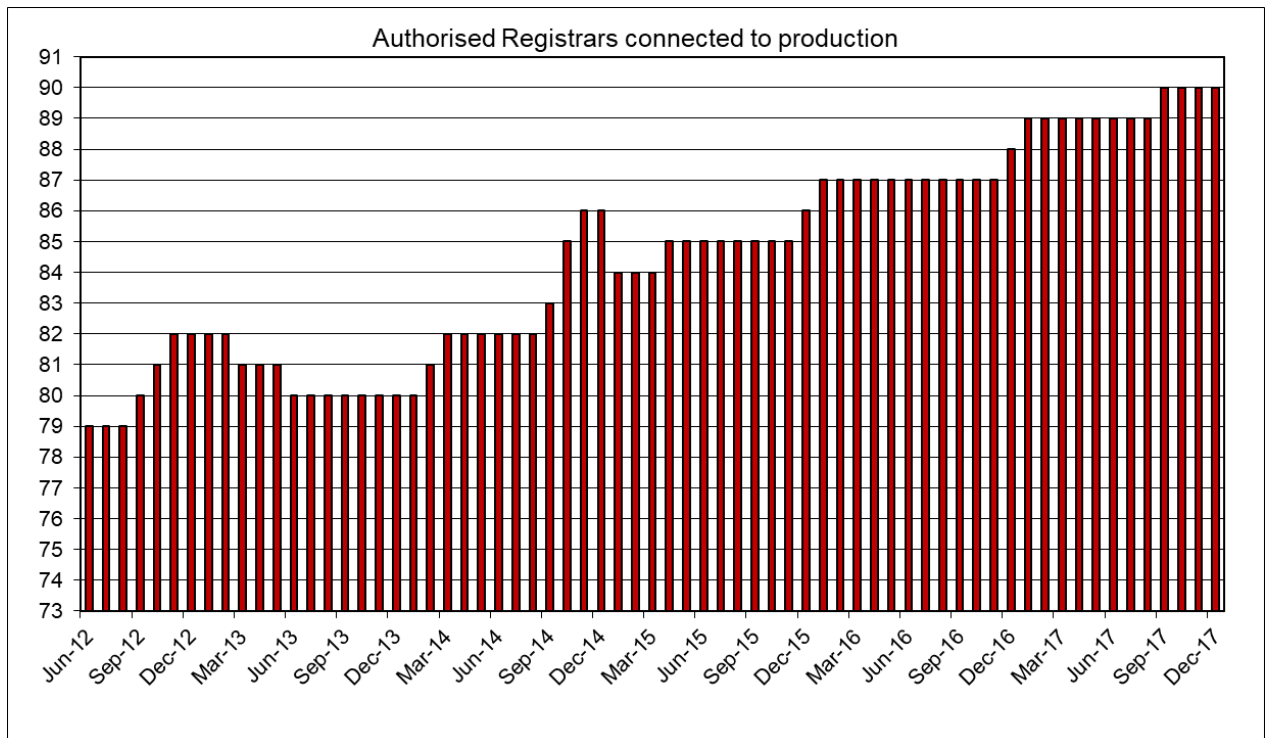
5. Performance and Best Practice
Supports the primary transformation, 1.1 and 1.4

a) International

The Domain Name Commissioner attended the following;
- The AUDA conference on 13 – 14 February 2018 in Melbourne, Australia.
- The Ottawa Internet and Jurisdiction – Cross Border Domain Takedowns conference on 26 February – 2 March 2018 in Ottawa, Canada.
- ICANN61 on 10 – 15 March 2018 in San Juan, Puerto Rico.

- The former Domain Name Commissioner attended the APTLD meeting on 22 – 23 February 2018 and ICANN 61.

b) Registry Performance

SLA targets for the DNS and WHOIS were met throughout this quarter. All SLA targets for the SRS were met with the exception of the SRS availability metric for February. A failure in a network switch resulted in a SRS availability of 99.8% for February, DNS and Whois availability is noted in the table below:
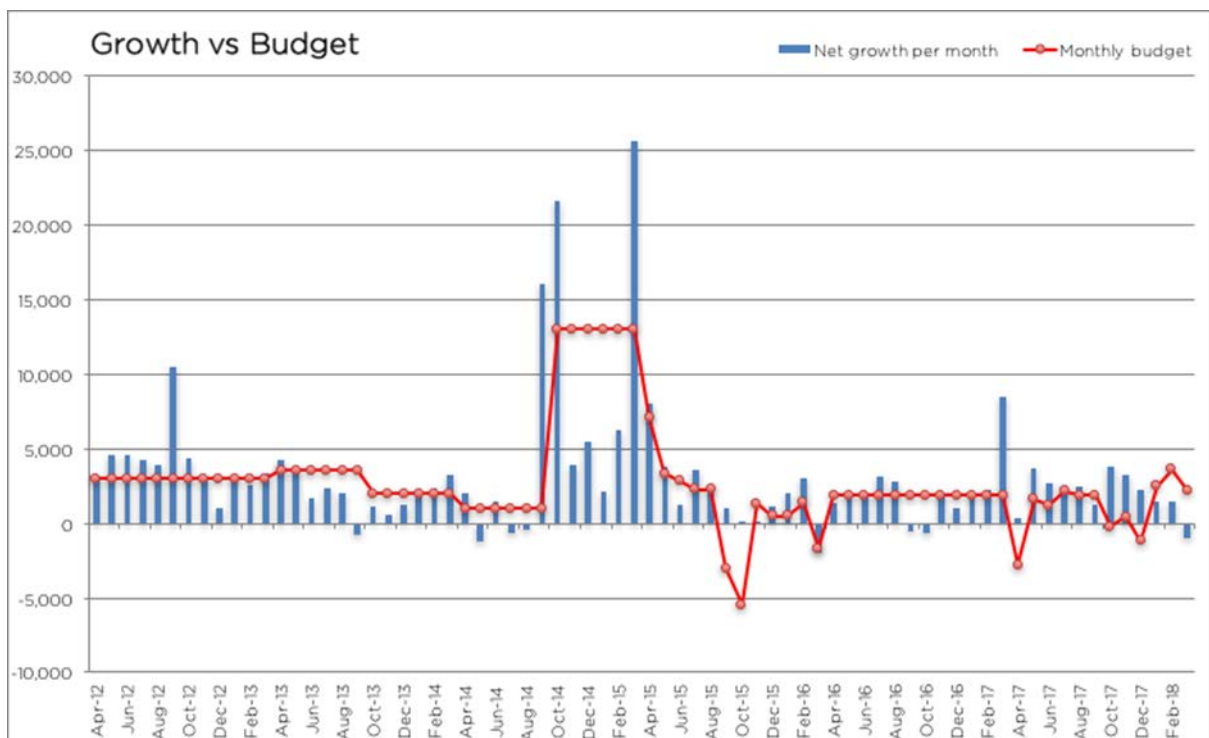
System	SLA %	Jan	Feb	Mar
SRS	99.9	100	99.8	100
DNS	99.9	100	100	100
WHOIS	99.9	100	100	100

c) Domain Names

The size of the register against NZRS budgeted growth is shown in the chart below:
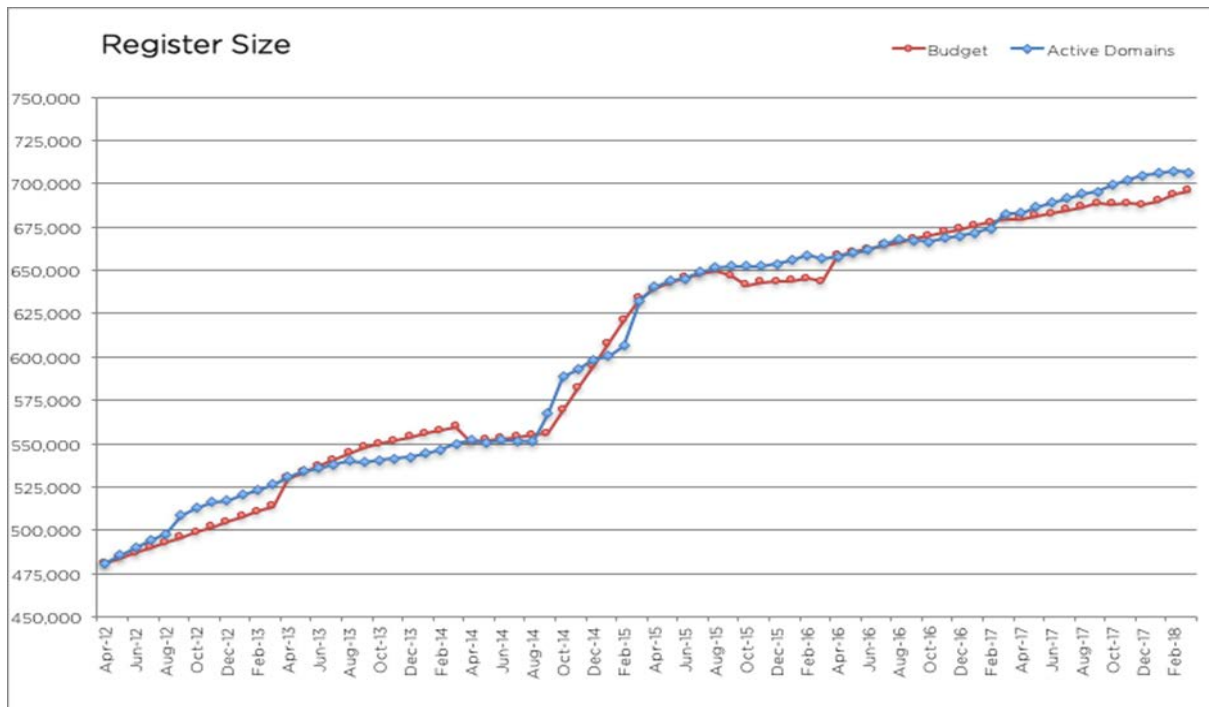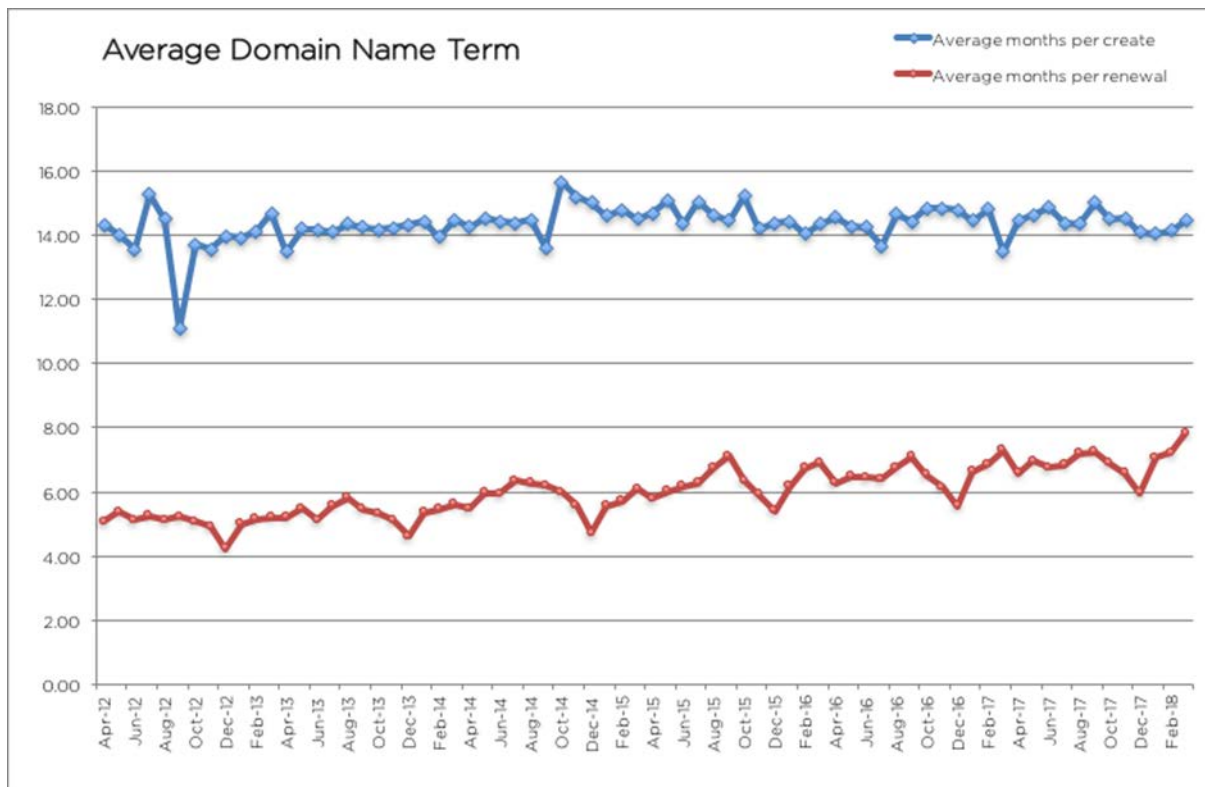

The actual growth against NZRS budgeted growth is shown in the chart below:

The average term (average number of months a domain is registered/ renewed for)

is shown in the chart below:

Average Domain Name Term

6. **.nz Data**

The breakdown of domain name growth by second level is noted in the table below:

	January 2018	February 2018	March 2018
.nz	135,400	136,229	134,154
.co.nz	504,587	505,239	506,565
.org.nz	27,561	27,564	27,533
.net.nz	23,669	23,591	23,458

Jordan Carter
Chief Executive, InternetNZ
Chair, DNCL

Joint .nz Strategy Transformations

Primary Transformation

Transformation	
From	**To**
.nz operates as a successful ccTLD held in high regard domestically and internationally.	InternetNZ is widely recognised as a successful ccTLD manager and .nz is held in high regard domestically and Internationally.

Underlying Transformations

	Transformations	
	From	**To**
1.1	Global benchmarks or best practice regarding what a world-class ccTLD is are varied and partly documented.	There are agreed global benchmarks and best practice for what a world-class ccTLD is, and .nz excels in assessments against these standards.
1.2	.nz is the default choice for New Zealanders.	.nz remains the preferred choice for New Zealanders in a highly competitive market.
1.3	The market for .nz registration services (among registrars and resellers) is competitive.	The market for .nz registration services (among registrars and resellers) is sophisticated and competitive.
1.4	Roles and responsibilities in managing .nz are being clarified.	Roles and responsibilities in managing .nz are clear, well documented and transparent.
1.5	The .nz policy framework has evolved from its origins in 2002.	The .nz policy framework has been reviewed and updated for current needs, and is validated as meeting the needs of the New Zealand Internet community.
1.6	Inconsistency in the articulation of the role, purpose and mandate for the operation of .nz across the Group – resulting in a lack of clarity among stakeholders.	The whole Group is confident in consistently articulating our role and purpose, and the mandate for our operation of .nz – resulting in the wider Internet community being clear about and supportive of our role.

Transformations		
	From	**To**
1.7	InternetNZ has limited knowledge of the purchasing behaviour of registrants.	InternetNZ has good knowledge of the full sales channel including resellers and influencers, and the purchasing behaviours of registrants.
1.8	.nz is not a widely known brand.	.nz is a well recognised brand.

April 2018

Jamie Baddeley
President, InternetNZ

Dear Jamie,

Fourth Quarter 2017/18 Report

This report includes DNCL's quarterly Profit and Loss Statement and cross references major DNCL activities in the joint .nz report.

The content and frequency of reporting to council about the operations of .nz from DNCL is currently being reviewed by the group CE and the DNCL board.

If Council requires any further information please let me know so I can include it in future reports.

Financial

	January – March 2018			Year-to-Date		
	Actual	Budget	Variance	Actual	Budget	Variance
INCOME						
Management Fees	467,460	467,460	0	1,869,840	1,869,840	0
Authorisation Fees	0	3,000	(3,000)	6,000	9,000	(3,000)
DRS Complaint Fees	6,000	8,000	(2,000)	26,000	34,000	8,000
Other Income	0	502	(502)	1,256	2,010	754
Interest Income	18,129	5,400	12,729	25,720	12,000	13,720
Total Income	491,589	484,362	7,227	1,928,816	1,926,850	1,966
EXPENSES						
Staff and Office Costs	403,344	303,440	(99,904)	1,336,135	1,270,101	(66,034)
Professional Services and Communications	57,139	36,311	(20,828)	110,778	118,840	8,063
Dispute Resolution Services	33,887	41,405	7,518	82,461	98,520	16,059
DNCL and DNC activities	37,374	58,090	20,716	156,258	210,170	53,912
International	135,248	35,000	(100,248)	242,931	192,100	(50,831)
Total Expenditure	666,993	474,246	(192,747)	1,928,562	1,889,731	(38,831)
Depreciation	8,835	1,000	(7,835)	43,274	29,700	(13,574)
Net Profit/Loss	(184,238)	9,116	(193,354)	(43,020)	7,419	(50,439)

Policy Consultation

Please refer to joint .nz Quarterly Report regarding both the Interim Policy and Port 43 consultation.

Conflicted Names Process

A total of 44 conflict sets were resolved between January and the end of March 2018. The number of conflict sets ceases to exist when all names in the conflict are released. The following table shows the progress in reducing conflict sets:

	Oct	Nov	Dec	Total for Q3	Jan	Feb	Mar	Total for Q4
Conflict Sets Resolved	3,158	25	10	3,193	11	18	15	44
Total Conflict Sets	2,531	2,506	2,496	-	2,485	2,467	2,452	-

Yours sincerely

Jordan Carter
Chair, DNCL

31 March 2018

Jamie Baddeley
President
InternetNZ
PO Box 11 881
Wellington

Dear Jamie

Re: 4ᵗʰ Quarter 2017 – 2018 Report

We enclose our fourth quarterly report of the 2017 - 2018 year; the quarter ended 31 March 2018. The report, which I submit on behalf of the Board, consists of the summarised management accounts and a commentary on financial, operational, and strategic issues in relation to the company's performance. There is nothing in the report that we regard as confidential.

This report meets the requirement of the Reporting Policy incorporated in the July 2008 INZ - NZRS Operating Agreement.

All reporting on .nz is found in our joint report with DNCL.

1. Financial

Enclosed are Statements of:

- Financial performance; and
- Financial position

These statements are based on our management accounts for the quarter.

These statements do not yet include a split categorisation of assets (software vs hardware and others) as requested at a previous Council meeting.

The net profit before tax of $1,065,966 for the quarter was 3% above the budgeted $1,035,337.

Domain name growth was below budget for the quarter. Growth was 1,908 versus a budgeted growth of 8,274. January's net growth was 1,422, February's net growth was 1,429 and March's net growth was -943.

Actual domain name fee income for the quarter was above budget by $120,554 (actual $2,671,908 versus budgeted $2,551,354).

Broadband Map income of $1,260 was also recorded in this quarter.

Expenses for the quarter were $73,734 above budget (actual $1,688,451 versus budgeted $1,614,717).

The company's liquidity ratio was met.

Dividends paid during this quarter totalled $1,375,000.

2. Other Key Strategic and Operational Activities

Product Development remained on hold during this quarter, and will recommence once the new InternetNZ has appropriate staffing in place.

This is the final report to the shareholder from NZRS.

On 31 March 2018, pursuant to the merger of InternetNZ and NZRS, the Board of Directors resigned and the NZRS staff merged with InternetNZ. The change in this structure is designed to slim-line governance and to allow the organisation to be able to deliver more for the Internet and for New Zealanders.

I remain in place as the sole director of the company which will be wound up as soon as possible.

I would like to take this opportunity to celebrate the Company's successes over sixteen years in maintaining and developing the registry and DNS functions for .NZ with a superb level of commitment and quality; in pioneering a world-leading ccTLD technical research function; in starting down the path of developing and delivering new and innovative products for the market and the Internet community.

It is with pride in our past success, and with confidence that we have more we can deliver, that we move into the new merged entity.

Please do not hesitate to contact me if you have any queries.
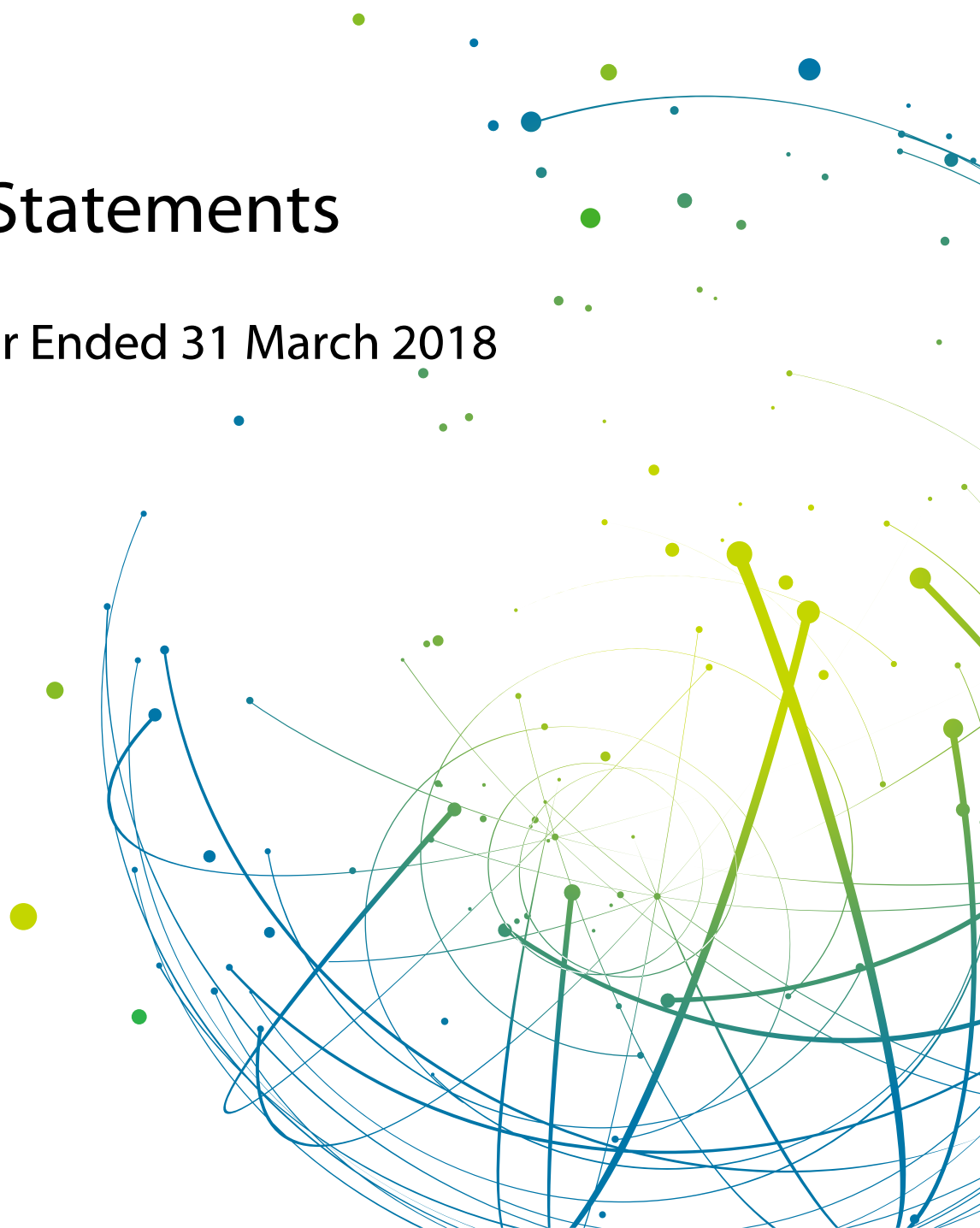
Yours sincerely

Jordan Carter
NZRS Director/InternetNZ Group Chief Executive

Financial Statements

NZRS Ltd
For the Quarter Ended 31 March 2018

Deloitte.

NZRS Ltd
Financial Statements
For the Quarter Ended 31 March 2018

Statement of Financial Performance

Balance Sheet

Liquidity Report

Statement of Cash Flows

Capital Expenditure Report

Activity Based Expenditure Report

Broadband Map Profit & Loss Statement

Domain Analytics Profit & Loss Statement

Profit & Loss

NZRS Ltd
For the 3 months ended 31 March 2018

	Actual	Budget	Var NZD	Var %	YTD Actual	YTD Budget	Var NZD	Var %
Income								
Broadband Map Revenue (82701)	1,260	19,950	(18,690)▼	-93.7%▼	53,920	79,800	(25,880)▼	-32.4%▼
Domain Analytics Revenue (82702)	-	9,000	(9,000)▼	-100.0%▼	-	36,000	(36,000)▼	-100.0%▼
Registry Fees	2,671,908	2,551,354	120,554▲	4.7%▲	10,518,247	10,261,333	256,914▲	2.5%▲
Total Income	**2,673,168**	**2,580,304**	**92,864**	**3.6%**	**10,572,167**	**10,377,133**	**195,034**	**1.9%**
Less Cost of Sales								
Broadband Map	14,255	9,494	4,761▲	50.1%▲	45,616	37,977	7,639▲	20.1%▲
DNC Fee (348)	467,460	467,460		0.0%	1,869,840	1,869,840		0.0%
DNS Expenses	44,880	41,736	3,144▲	7.5%▲	145,822	166,942	(21,120)▼	-12.7%▼
Domain Analytics	-	3,242	(3,242)▼	-100.0%▼	-	12,968	(12,968)▼	-100.0%▼
ISP/Hosting/Networking	81,851	89,534	(7,683)▼	-8.6%▼	339,064	358,136	(19,072)▼	-5.3%▼
Other IT	128,358	75,298	53,060▲	70.5%▲	308,102	301,461	6,641▲	2.2%▲
Total Cost of Sales	**736,804**	**686,764**	**50,040**	**7.3%**	**2,708,444**	**2,747,324**	**(38,880)**	**-1.4%**
Gross Profit	**1,936,364**	**1,893,540**	**42,824**	**2.0%**	**7,863,723**	**7,629,809**	**233,914**	**3.0%**
Less Operating Expenses								
Depreciation & Amortisation	112,341	126,902	(14,561)▼	-11.5%▼	441,079	472,826	(31,747)▼	-6.7%▼
Overhead Expenses	839,307	801,051	38,256▲	4.8%▲	3,059,528	3,204,187	(144,659)▼	-4.5%▼
Total Operating Expenses	**951,647**	**927,953**	**23,694**	**2.6%**	**3,500,607**	**3,677,013**	**(176,406)**	**-4.8%**
Operating Profit	**984,717**	**965,587**	**19,130**	**2.0%**	**4,363,116**	**3,952,796**	**410,320**	**10.0%**

Profit & Loss

	Actual	Budget	Var NZD	Var %	YTD Actual	YTD Budget	Var NZD	Var %
Non-operating Income								
Interest Received (203)	81,250	69,750	11,500▲	16.5%▲	326,612	289,904	36,708▲	12.7%▲
Total Non-operating Income	**81,250**	**69,750**	**11,500**	**16.5%**	**326,612**	**289,904**	**36,708**	**12.7%**
Net Profit	**1,065,966**	**1,035,337**	**30,629**	**3.0%**	**4,689,728**	**4,242,700**	**447,028**	**11.0%**

Balance Sheet

NZRS Ltd
As at 31 March 2018

	31 Mar 2018	31 Dec 2017
Assets		
Bank		
Cash and Cash Equivalents	9,944,028	10,557,711
Total Bank	**9,944,028**	**10,557,711**
Current Assets		
Accounts Receivable	1,156,487	715,920
Interest Receivable (688)	26,994	38,140
Prepayments/Credits (687)	143,072	167,888
Total Current Assets	**1,326,553**	**921,948**
Fixed Assets		
Fixed Assets	590,796	623,548
Total Fixed Assets	**590,796**	**623,548**
Total Assets	**11,861,376**	**12,103,207**
Liabilities		
Current Liabilities		
Accounts Payable	184,993	233,614
Credit Cards	7,276	24,241
GST	107,105	101,755
Total Current Liabilities	**299,374**	**359,610**
Non-Current Liabilities		
Deferred Income - Registry Fees	8,467,684	8,340,245
Total Non-Current Liabilities	**8,467,684**	**8,340,245**
Total Liabilities	**8,767,057**	**8,699,854**
Net Assets	**3,094,319**	**3,403,353**
Equity		
30,000 Ordinary Shares (60100)	30,000	30,000
Current Year Earnings	4,689,728	3,623,762
Retained Earnings (638)	(1,625,409)	(250,409)
Total Equity	**3,094,319**	**3,403,353**

Liquidity Calculation

Deloitte.

NZRS Ltd
For the Quarter Ended 31 March 2018

	End of This Quarter	
	Actual	**Original Budget**
BNZ First Oncall Account	47	9,509,588
ASB Bank Cheque Account	240,989	
ASB Bank Call Account	303,347	
ANZ Online Account	263	
Term Deposits	9,399,381	
Adjusted Asset Total	**9,944,028**	**9,509,588**
Accounts Payable	84,563	308,109
Holiday Leave Accrued	100,430	119,512
Sick Leave Accrued	-	-
GST	107,105	151,240
ASB Credit Cards	7,276	-
Total Minor Liabilties	**299,374**	**578,861**
MinorLiab x 1.5	449,061	868,292
Deferred Income - Registry Fees	8,467,684	8,362,785
Business Development Provision	15,349	-
Total Adjusted Liabilties	**8,932,093**	**9,231,077**
Cash held over Liquidity Percentage (excl bus dev provision)	1,027,284	278,512
Liquidity (excl business dev provision)	112%	103%
Cash held over Liquidity Percentage (incl bus dev provision)	1,011,935	278,512
Liquidity (incl business dev provision)	111%	103%

NZRS Ltd
Statement of Cash Flows
For the Quarter Ended 31 March 2018

Deloitte.

	This Quarter			Year to Date				Full Year	
	Actual	Budget	Variance	Actual	Budget	Variance	Last Year (YTD)	Budget	LY Actual
Cash Flows From Operating Activities									
Cash Was Provided From:									
Registry Fees Received	2,625,189	3,010,656	(385,467)	11,769,120	12,212,861	(443,741)	11,207,137	12,212,861	11,207,137
Other Receipts	93,846	69,750	24,096	436,293	289,904	146,389	457,647	289,904	457,647
	2,719,035	3,080,406	(361,371)	12,205,413	12,502,765	(297,352)	11,664,784	12,502,765	11,664,784
Cash Was Distributed To:									
Payments to Suppliers and Employees	1,759,893	1,630,460	129,433	6,554,861	6,514,094	40,767	6,424,781	6,514,094	6,424,781
Net Taxation Paid (Refunded)	-	-	-	-	-	-	-	-	-
Net GST Paid	138,048	149,017	(10,969)	520,422	832,365	(311,943)	479,664	832,365	479,664
	1,897,941	1,779,477	118,464	7,075,283	7,346,459	(271,176)	6,904,445	7,346,459	6,904,445
Net Cashflows from Operating	821,094	1,300,929	(479,835)	5,130,130	5,156,306	(26,176)	4,760,339	5,156,306	4,760,339
Cash Flows from Financing Activities									
Cash was Provided From:									
Share Capital	-	-	-	-	-	-		-	-
	-	-	-	-	-	-		-	-
Cash was Distributed To:									
Net Dividends Paid	1,375,000	1,375,000	-	4,728,236	4,728,236	-	3,134,136	4,728,236	4,334,136
Net Cash flows from Financing	(1,375,000)	(1,375,000)	-	(4,728,236)	(4,728,236)	-	(3,134,136)	(4,728,236)	(4,334,136)
Cash Flows from Investing Activities									
Cash was Provided From:									
Fitout Contribution	-	-	-	-	-	-	-	-	-
Cash was Distributed To:									
Purchase of Fixed Assets & Formation Expenses	42,812	175,950	(133,138)	191,811	645,150	(453,339)	355,214	645,150	355,214
Net Cash flows from Investing Activities	(42,812)	(175,950)	133,138	(191,811)	(645,150)	453,339	(355,214)	(645,150)	(355,214)
Net Increase (Decrease) in Cash Held	(596,719)	(250,021)	(346,698)	210,083	(217,080)	427,163	1,270,989	(217,080)	70,989
Plus Opening Cash Balance	10,533,470	9,759,609	773,861	9,726,668	9,726,668	-	9,641,088	9,726,668	9,641,088
Closing Cash Carried Forward	9,936,752	9,509,588	427,164	9,936,752	9,509,588	427,163	10,912,078	9,509,588	9,712,078
Closing Cash Comprises									
BNZ First Oncall Account	47	-	-	47	-	-	47	-	47
ASB Bank Cheque Account	240,989	-	-	240,989	-	-	396,449	9,509,588	396,449
ASB Bank Call Account	303,347	-	-	303,347	-	-	300,935	-	300,935
ANZ Online Account	263	-	-	263	-	-	328	-	328
Term Deposits	9,399,381	-	-	9,399,381	-	-	9,028,910	-	9,028,910
ASB Credit Cards	(7,276)	-	-	(7,276)	-	-	(14,591)	-	(14,591)
Total Cash Held	9,936,752	9,509,588	427,164	9,936,752	9,509,588	427,164	9,712,078	9,509,588	9,712,078
								0	
Plus ASB Credit Cards	7,276	-	-	7,276	-	-	14,591		14,591
								0	
Total Cash & Cash Equivalents	9,944,028	9,509,588	427,164	9,944,028	9,509,588	427,164	9,726,668	9,509,588	9,726,668

NZRS Ltd
Activity Based Expenditure Report
For the Quarter Ended 31 March 2018

Deloitte.

		This Quarter			Year to Date	
	Specific to this Activity	Apportionment of Shared Costs	Total	Specific to this Activity	Apportionment of Shared Costs	Total
.NZ						
Actual	1,097,168	286,056	1,383,224	4,026,509	1,072,232	5,098,741
Budget	1,045,318	264,959	1,310,278	4,155,958	1,062,218	5,218,176
Variance	(51,849)	(21,097)	(72,946)	129,449	(10,014)	119,435
.NZ Marketing						
Actual	47,498	21,739	69,237	227,300	75,188	302,489
Budget	81,458	19,603	101,061	326,097	78,610	404,707
Variance	33,960	(2,136)	31,824	98,797	3,422	102,219
Technical Research						
Actual	94,984	35,246	130,230	374,789	131,208	505,998
Budget	92,179	36,596	128,775	368,713	146,781	515,494
Variance	(2,806)	1,350	(1,455)	(6,076)	15,573	9,497
Business Development						
Actual	55,468	50,293	105,760	198,010	103,813	301,824
Budget	53,673	20,931	74,603	202,237	83,723	285,960
Variance	(1,795)	(29,362)	(31,157)	4,227	(20,090)	(15,864)
Total						
Actual	1,295,117	393,334	1,688,451	4,826,608	1,382,442	6,209,051
Budget	1,272,628	342,089	1,614,717	5,053,005	1,371,332	6,424,337
Variance	(22,489)	(51,245)	(73,734)	226,397	(11,110)	215,286

Profit & Loss Statement
Broadband Map

Deloitte.

NZRS Ltd
For the Quarter Ended 31 March 2018

	31-Mar-18	YTD
Income		
Availability API Income	1,260	53,920
Total Income	**1,260**	**53,920**
Less Cost of Sales		
Cloud Services	14,255	45,616
Total Cost of Sales	**14,255**	**45,616**
Gross Profit	**(12,995)**	**8,304**
Operating Expenses		
Personnel Costs	20,488	60,033
Depreciation - Software & Intangibles	4,258	23,164
Total Operating Expenses	**24,745**	**83,198**
Net Profit	**(37,741)**	**(74,893)**

Profit & Loss Statement
Domain Analytics

Deloitte.

NZRS Ltd
For the Quarter Ended 31 March 2018

	31-Mar-18	YTD
Income	-	-
Total Income	**-**	**-**
Less Cost of Sales		
Cloud Services	-	-
Total Cost of Sales	**-**	**-**
Gross Profit	**-**	**-**
Operating Expenses		
Personnel Costs	10,841	21,446
Depreciation - Software & Intangibles	27,308	90,643
Total Operating Expenses	**38,149**	**112,089**
Net Profit	**(38,149)**	**(112,089)**

Technical Research Report

Author: Sebastian Castro, Chief Scientist

Purpose of paper: To inform Council about the work being undertaken by the Technical Research Team and update on progress

Summary/Introduction

The Technical Research Report has been updated to include the latest task and project progress within the Research Team. Each project includes a Time Estimate and a flag to indicate if progress is on track.

Apart from projects, the Research Team has been involved in the following activities:

- Meeting with DNCL to get to know each other jobs better, and seek ways to work together. DNCL is seeking ways to actively detect potential fraudulent registrations, and the Research Team explain some of the techniques available in house to tackle that problem
- The Chief Scientist, Internet Researcher and Data Scientist presented original work at the Registrar Conference 2018. The original work consisted in analysis using data obtained from previous efforts: HTTPS scan, Domain Popularity Ranking and Registrant Classification respectively.
- From the Registrar Conference, there were expressions of interest to make the Registrant Classification available to registrars. We are now working with the Technical Services Team to make that possible.
- The Chief Scientist has been meeting with the Communications Manager for knowledge transfer around all NZRS brands and audiences, and to understand the communication needs of the Research Team.
- The Chief Scientist met with the Policy Team to kickstart the State of the Internet project.
- The Chief Scientist was invited as guest lecturer at Victoria University of Wellington, for the 4th year Network Engineering students with the topic Network Measurements: principles and practices.
- The Chief Scientist started the planning for the Data Scientist's maternity leave.
- The Research Team performance review has been completed and the salary review is near completion.

Recommendation:

THAT Council **accepts** this report.

Sebastian Castro

Chief Scientist

11-May-2018

Technical Research Report

Introduction

This is the May 2018 issue of the Technical Research Report, setting out the research projects being undertaken by the Technical Research Team and their status. This document is updated quarterly.

Scope and output of technical research

Technical research aims to expand the frontiers of our knowledge about the Internet within NZ and make that new knowledge openly available to all. Projects are drawn from the wide range of topics within this broad ambit. Key considerations in this endeavour are:

- **Data availability –** research projects require data for analysis and therefore data availability is critical to progressing the project. There are cases were efforts can leverage of existing collection infrastructure and other cases when new infrastructure needs to be prepared. Data processing benefits from existing well established practices.

- **New knowledge, uses and outputs** – new projects need to consider why the research is being undertaken and how it might be used (including commercialisation) by InternetNZ or others.

- **No guarantees** – for all novel research there is risk of not achieving the outcome or that objectives adapt to ongoing research outcomes. This is inherent in research.

- **Openness** - wherever possible the outputs of technical research projects will be open knowledge all under a Creative Commons license (open code published on our GitHub repository and open data published on our Internet Data Portal (IDP)). The limitations on this are: a) to respect the privacy inherent in any data used; b) to preserve the security of the Internet; and c) to comply with .nz policies and procedures.

Starting on this edition, the report has been greatly simplified to contain high level of progress of each project, time estimate to completion, and any exceptional situation to be aware of.

The principles of Open Code, Open Data and Open Sharing still apply, where code will be made available if possible via GitHub, Open Data in aggregated form as part of Internet Data Portal, and methodology and lessons learned in the Research Blog.

Project status

The following sections give the status of research projects. Full details of each project are given in the Project Summaries section of this document.

In progress

Project	Progress this Quarter	Expected progress in next Quarter	Time Estimate	Exceptions
Domain Popularity Algorithm	Designed and executed an experiment to collect more ground truth to test a promising methodology.	Test methodology with collected data, prepare a machine learning model for address classification	6 weeks	The progress on this project has been promising, however this is bleeding edge and never attempted before, it's possible that in the end the methodology won't work.
.nz HTTPS scan	Collection running regularly every month, analysis migrated to Hadoop platform using new highly scalable tools.	Fully automated the start and post-processing of each collection	1 week	
Registrant Classification Improvements	A highly accurate model was produced, reaching 96.7% accuracy. Working on productionize this model to be used within the Registrar Portal. A blog post was published with the details of the methodology, another blog post is being written to analyse the register from the registrant point of view.	Finish analysis blog post. Prepare environment to integrate with Registrar Portal.	2 weeks	
Domain Retention Prediction	With a snapshot of the desired data now available, we can start exploring and understanding the	Explore existing snapshot, explore initial methodology,	8-10 weeks	If additional data is required involving work from the Ops Team, this will be delayed.

Project	Progress this Quarter	Expected progress in next Quarter	Time Estimate	Exceptions
	data to propose a methodology for prediction.	refine most promising model.		
Migrate data workflows into Airflow and Spark	Draft process to convert DNS data into aggregated counters for the Domain Popularity Ranking using Airflow.	Finishing writing the code, several cycles of testing and debugging.	2 weeks	The estimate is assuming nearly full-time dedication from the Chief Scientist.

On hold

Project	Next Steps
NZ Topology Map	The projects "NZ IP Topology Map" and "NZ BGP Topology Map" will be combined in one, showing a single view from different data sources.
Register Word Decomposition	Requires a valid Te Reo Māori corpus to increase accuracy.
Full Web Scan of .nz	Schedule regular collections using the existing code, in order to refresh the Industry Classification work, a pre-requisite for Domain Analytics.
Zone Scan v2	Requires testing environment to run new code, a sample scan using the same domains with the old and new code, and compare results for missing tests.
ANZSIC Classification of the register	Incorporate feedback from Domain Analytics project to refine and prioritize classifications. Needs a regular working web scan.

In early stages of planning

Project	Expected Outputs
Anomaly detection in registrations	Early detection and alert for DNC over registrations that are potentially for abuse, like phishing.
Data Collection for the State of the Internet	Collect new data for the 2018 version of the State of the Internet report. Analyse existing data if needed.

Glossary

DNS-OARC	The main membership organisation focused on DNS research.
GitHub	The main web site used in our industry for sharing code.
IDP	Our Internet Data Portal at https://idp.nz
NZIRF	New Zealand Internet Research Forum. Organised by InternetNZ.
NZNOG	New Zealand Network Operators Group, a NZ-based organization gathering network operators, government and academy that organizes an annual meeting.
Hadoop	Big Data Platform
Deep Learning	Branch of Machine Learning using a set of algorithms that attempt to discover high level abstractions of the data.

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Product and Service Development Report March 2018

1 Introduction

NZRS has a three-legged stool of product and service development that is based on our mission statement *"To provide world class critical Internet infrastructure and authoritative Internet data.",* where .nz sits in the nexus as both critical Internet infrastructure and authoritative Internet data.

The diagram below shows the opportunities that are sufficiently well defined to be tracked and their stage in the pipeline. Activity for these is detailed below unless they are in production with no further work under consideration.

The $400k product and service development fund is due to be depleted by the ongoing development of the two active products and a scheduled review of product and service development is due at the beginning of the 2018/19 financial year. In that context, there are no opportunities in the planning stage, only those that have already been delivered where the focus is increasing customers and revenue.
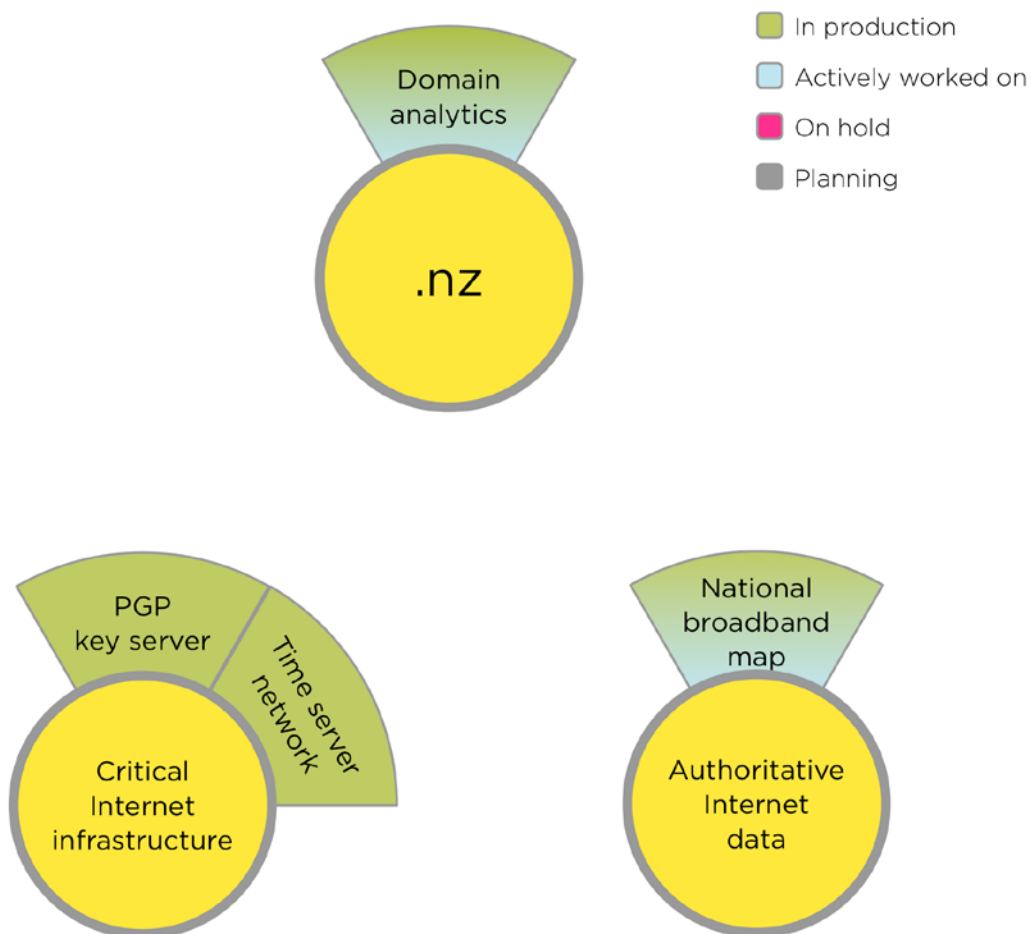
2 Progress

2.1 Domain Analytics

Current status:	ON HOLD
Possible risk	Low to Medium
Possible income:	High to Very High
BD expenditure:	None
Synopsis:	A product for registrants that they purchase through their registrars as an add-on to their domain name that provides usage data and popularity ranking based on traffic observed on ISP and NZRS nameservers. The ranking can then be compared against anonymised and aggregated data of other registrants based on several factors including ANZ Standard Industry Code. This is unique in that it allows a registrant to measure the impact of the promotional spend independent of factors that affect their market overall (e.g. seasonal changes).
Issues and Risks	• The expectations around privacy must be met. • The ranking algorithm has to be robust. • The right freemium model must be chosen.
Key actions since last report	• None - on hold
Next steps	• End user testing by a few selected registrars. • Market the product.

2.2 National Broadband Map

Current status:	IN PRODUCTION / ACTIVELY WORKED ON
Possible risk	Medium
Possible income	Low
Synopsis:	A site that enables anyone to find out what broadband technology is available at a particular location and what access speeds that supports, with a chargeable API for bulk access.
Issues and Risks	• Data providers are slow or very slow in providing updated data and reduce the accuracy of the site. • Increasing costs of backend suppliers.
Key actions since last report	• Planned wireless has been added to the map.
Next steps	• Add satellite. • Add mobile. • Identify new customers.

3 Financial summary

The total capital expenditure to the end of September of the $400,000 committed to product and service development is as follows:

Opportunity	Year	Item	Spent
National Broadband Map	2014-15	Development	$46,325
	2015-16	Development	$37,183
	2016-17	Development	$23,598
	2017-18	Development	$720
		SUB-TOTAL	**$107,826**
Domain Analytics	2013-14	Prototype	$4,500
	2016-17	UX Design	$34,762
		Development	$82,121
		Security Audit	$2,640
	2017-18	Development	$132,018
		Classification temps	$18,724
		UX Design	$2,060
		SUB-TOTAL	**$276,825**
TOTAL			**$384,651**
REMAINING FUND			**$15,349**

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To be ratified - MINUTES OF COUNCIL MEETING

Status:	To be ratified
Present:	Jamie Baddeley (President), Joy Liddicoat, Brenda Wallace, Sarah Lee, Kate Pearce, Dave Moskovitz, Amber Craig, Don Stokes, Richard Hulse, Kelly Buehler, Richard Wood *(video)*, Keith Davidson *(video)*.
In Attendance:	Jordan Carter (Chief Executive), Andrew Cushen (Deputy Chief Executive), Maria Reyes (minute taker), Maryann Robertson (InternetNZ), Ellen Strickland (InternetNZ), Richard Currey (Programme Manager, Organisational Review), Mary Tovey (*in part*, InternetNZ), Dave Baker (*in part*, NZRS), Sebastian Castro (*in part*, NZRS), David Farrar (*in part*, DNCL Chair), Brent Carey (*in part*, DNCL), Ed Strafford (*in part,* INZ member)
Meeting Opened:	9.00am

Section 1: Meeting Preliminaries

Council was in Committee from 09:00 to 09:42 am for Council only time and Council and CE alone time.

Council had a short mihi and waiata lead by Sarah Lee prior to opening of the public session.

1.3   Register of Interests

Council noted that the duration of terms for some of the Councillors are incorrect and requested that this be corrected both on the InternetNZ website as well as for the next set of Council papers.

AP01/17: InternetNZ staff to check and update duration of terms in the Council's register of interest.

Section 2: Ordinary Business

2.1   Big Picture/Big Ideas - Roundtable

Jordan initiated the discussion and raised a few topics that Council could consider regarding the future of InternetNZ which includes the distinction between where we want InternetNZ (as an organisation) to develop versus where we want the Internet (technology) could go; ideas of social enterprise – building an integrated understanding across the group on what this organisational approach means; how to articulate these ideas internally and publicly; how this can help draw new people to be members; and work on how to incorporate the Treaty into the organisation's work in a relevant way.

Council had a good discussion on these topics and others, and the President asked to add this in the agenda as a recurring item in future Council meetings. He commented that this would be a good space to experiment on ideas and explore other areas in the community (e.g. how InternetNZ can maximise its impact in the community and how we can influence the education sector).

2.2   The New InternetNZ

Jordan initiated the discussion by advising Council that in the new merged organisation built from NZRS and InternetNZ, they will be responsible for a wider set of activities than they have been in the past. This is also reflected in the new role of Group Chief Executive. Therefore, business as usual at the governance level is not an option anymore. The Council will need to move to a more strategic approach which focuses on providing direction that will guide the senior leadership team.

Richard Currey then provided some insight on what decisions and strategic discussions the NZRS Board had encountered in the past. Richard also advised that the Board were receiving a lot of standard operational papers to consider for their meetings. and the Directors felt that this was not a good use of the skills that the Board had consequently. the Board requested that the focus of papers and the meeting itself was changed so that staff provide papers that specifically ask the Board for decisions or advice.   He commented that for this change to work, there needs to be a high level of trust between the CE and Council as the governors must focus less on operational aspects of the business. Since then the BAU content, such as reports and financials were included as appendices to their Boardbook system so Board members can access this at any time. Papers requiring decisions or advice were prioritised and given more attention. He recommends that Council would benefit from taking a similar approach and from having an independent governance review in the future.

Councillors discussed this material. Topics raised included the need for an improved Financial Strategy which is more focused on understanding the organisation's capacity (rather than concentrate on how to spend the money that arrives) so that when we are thinking of new ideas, there's a clear understanding on what can be done. Jordan noted the issue with finance is a decision about the desired future balance sheet, and the organisation's tolerance for financial risk.

Ed Strafford left the meeting.

Mary Tovey and Dave Baker joined the meeting at 10.22am

2.3   Strategy & Goals for 2018/19

Paper was taken as read, seeking validation of the current framework of strategic documents as the basis for work in the coming business year, alongside some specific short-term goals related to implementing the decisions of the Organisational Review.

RN01/18:   THAT Council note and endorse the continued effect of the current Strategic Framework as the basis for planning the 2018/19 year, and agree with the specific goals for 2018/19 proposed in this paper.

(President/Cr Craig)
CARRIED U

2.4   2018/19 Activity Plan and Budget - Outline

Jordan gave an overview of the proposed approach to the 2018/19 Activity Plan and Budget and highlighted that the outline Budget includes the provision of the new senior leadership team. The forecast is for a modest surplus in the year ahead.

Andrew also added that this paper is a draft of the approach and is seeking feedback from Council to draw suggestions or any changes that can be made; to get their thoughts on what they think of the proposed activities noted in the plan; and whether the budget to support this plan is reasonable.

Discussions were held on the proposed budget regarding the increase in the staff cost after a question was raised whether some of this budget can be delegated elsewhere instead such for other projects or community funding. The comments raised were taken on board by Jordan, however he commented that this amount includes the ballpark cost for filling in the gaps for staff leaving and new roles to fill in the new organisation structure. It is only in the final proposed plan that the management will have a clear sense of what the right sized staffing structure is to deliver our plan.

Overall Council were pleased with the activity plan and budget outline.

RN02/18:   THAT Council notes the scope and timeframes for development of the Activity Plan and Budget for 2018/19.

(President/Cr Lee)
CARRIED U

2.5   Organisation Design: Update on Staff Leadership Structure

Jordan gave a brief update to Council regarding the consultation now under way with staff on the proposed senior leadership structure. The proposed structure has been presented to staff the day before this Council meeting and consultation is open for comments until Friday 2 March. The feedback received will determine the next steps.

Mary and Dave left the meeting at 10.54am

Council took a short break at 10.54 and reconvened at 11.13am

Section 3: Building the New InternetNZ

3.1   Implementing changes to our organisation

Advisors to Council & NZRS Term Sheet

Council went into committee briefly to discuss the confidential paper that Richard Currey submitted to Council on the NZRS Term Sheet (the approach to the transaction to merge InternetNZ and NZRS) as well as to discuss the recommendations for the Advisors to Council.

AP02/18:   President and Vice President to come back to Council with recommendations as to who could be considered as advisors to Council.

3

RN03/18: THAT Council approve the appointment of two Advisors to Council, from the current pool of Directors of the subsidiary Boards.

RN04/18: THAT Advisors have access to all Council documentation, but not email discussions, and are expected to attend all Council meetings in a non-voting capacity and the annual Strategy day.

RN05/18: THAT the term of the appointment will be negotiated with the advisors.

RN06/18: THAT the fee for an Advisor to Council is $800 per day.

(Vice President/Cr Hulse)
CARRIED U

RN07/18: THAT Council approve the use of the Term Sheet.

RN08/18: THAT Council establish an Implementation Committee and appoint Jamie Baddeley and Kelly Buehler as Council representatives to the Committee.

RN09/18: THAT Council request that the NZRS Board appoint two members to the Implementation Committee.

RN10/18: THAT Staff instruct MinterEllison to prepare the documentation to implement the transaction in a way that is consistent with the Term Sheet.

(President/Cr Moskovitz)
CARRIED U

AP03/18: Richard Currey to draft a letter addressed to the NZRS Board Chair regarding the Council's request to appointment two NZRS Board members to the Implementation Committee.

Constitution Review

Richard Currey sought from Council agreement on what recommendations can be taken to members regarding the proposed changes noted in the Constitution Review.

After a brief discussion on whether to bundle the recommendations as a whole, or if they should be presented individually, Council have agreed to have three key changes to be voted on – i.e. reduction of Council from 12 to 9 members; appointment of up to two Appointed Council members; and Officer term limit changes – with Council size and Appointed changes be presented together and separate from the Officer term limits changes. The rest of the changes will be bundled for a single decision.

It was noted that these changes will be voted on by members at a proposed Electronic General Meeting (EGM) on 20th of March. A quorum of 50 financial members are required for the meeting to make valid decisions, and two-thirds (⅔) of votes must be in favour of constitutional changes for them to be accepted.

RN11/18: THAT Council confirms that an EGM is called for on 20th March.

RN12/18: THAT the key changes to be voted on are:
    a. Elected Council membership will fall from 12 to 9 as set out in the draft constitution.
    b. Council may choose to have up to 2 Appointed Council Members as set out in the draft constitution.
    c. Officer term limit changes as set out in the draft constitution.

RN13/18: THAT the Council size/Appointed changes and the Officer term limits changes to the Constitution are voted on separately at the EGM.

RN14/18: THAT changes are made to the Objects preamble to incorporate reference to the Local Internet Community.

RN15/18: THAT clause 6.1 does not have the words "and the resolutions of Members of the Society in General Meeting" removed.

RN16/18: THAT staff develop a draft Appointed Councillor process to be circulated to Council for approval that will accompany the draft Constitution for the EGM.

<div align="right">

(Cr Craig/Cr Wallace)
CARRIED U

</div>

Discussions were held on the appointment process for the non-elected Council member(s) and some of the key questions raised were how to develop an appointment process that could also address filling the gap in Council around skill set/experience as well as diversity. Council agreed with the President's suggestion to ask Richard to come back with a proposed Appointment Process and send it to the Council list for review and discussion.

AP04/18: Richard Currey to draft a policy for the appointment process for the appointed Councillor and send it to Council for review and discussion by end of next week.

Richard also raised with Council that Jordan now needs to be formally appointed as Director to the DNCL and NZRS boards.

He also raised that Adam Hunt's (DNCL Board member) term is due to finish this year. Since there is not enough time to hold a formal appointment process to fill in the vacant role, the best option would be to re-appoint Adam as a Director to the DNCL Board.

RN17/18: THAT Council approves the appointment of Jordan Carter as a Director of the NZRS and DNCL Boards.

<div align="right">

(Vice President/Cr Moskovitz)
CARRIED U

</div>

RN18/18: THAT Council approves the re-appointment of Adam Hunt as member of the DNCL Board for a one-year term.

<div align="right">

(President/Cr Buehler)
CARRIED U

</div>

.nz Policy Function development

Ellen Strickland gave a verbal briefing on developing a .nz Policy Function, including the creation of a new Policy Committee. The purpose of the Committee is to lead InternetNZ's responsibility for the overall framework for .nz including commercial matters.

Initial discussions had been held on the expectations for the Committee and a draft Terms of Reference was also being done. There needs to be more work done about scoping appropriate staff support for this function, and that work is under way.

Jordan noted staff will provide more information on this by drafting a paper and send it to Council prior to the meeting in March.

AP05/18:   InternetNZ staff to draft a paper on the .nz Policy Function Development and send it to Council for review prior to the March Council meeting.

Council took a lunch break at 12.55pm

Richard Wood and Keith left the meeting at 12.57

Council reconvened at 1.27pm but was held in committee to go through the remaining confidential items in the agenda which includes paper on .nz Fee Setting, Conference Attendance Grant Round Recommendation, and approval for the new members list.

Richard Wood re-joined the meeting at 1.29pm

Section 4: Matters for Decision

4.2   .nz Fee Setting

Council noted Cr Don Stokes' abstention from any decisions regarding the .nz Fee Setting due to conflict of interest.

RN19/18:   THAT Council approve the .nz domain name fee remaining at $1.25 per month.

RN20/18:   THAT Council note the action for the Chief Executive to provide a new process for setting the .nz domain name fee to the November 2018 meeting of Council.

RN21/18:   THAT Council notes the decision on the wholesale Domain Name fee is confidential until such time as there is a public announcement and requests that staff prepare a media release and notification to Registrars in the usual manner.

(President/Cr Craig)
Carried
Abstain: Cr Stokes

Staff Note: as there is no change to the .nz domain name fee, consistent with past practice there will be no announcement made or notification sent.

4.3 Conference Attendance Grant Recommendations

RN22/18: THAT Council approve the Grants Committee recommendations for funding as detailed in the paper submitted to Council.

(President/Cr Buehler)
Carried
Abstain: Cr Davidson

6.1 Membership Update (Consent Agenda)

RN23/18: THAT the new members be approved.

(President/Vice President)
Carried
Abstain: Cr Pearce

AP06/18: InternetNZ staff to come back with recommendation to Council regarding the approval process for new members.

Keith joined the meeting at 1:34pm. Council noted his abstention to vote for the Grants Committee recommendation and approval of new members.

Dave Baker, Brent Carey, and David Farrar joined the meeting at 1:42pm

Council received a confidential briefing from Brent and David regarding the DNCL policy consultation and another matter.

Council came out of committee at 1:45pm.

The President acknowledged the attendance of Brent Carey, the new Domain Name Commissioner, David Farrar (DNCL Chair), Dave Baker (Chief Technology Officer), and Sebastian Castro (Chief Scientist).

Jordan extended his apologies for Linda Robertson's (NZRS Chair) apologies as she was unable to attend the meeting due to another appointment, and he did not organise her attendance. However, he commented that he and Dave Baker can provide update to Linda after the meeting.

Section 5: Subsidiaries

5.1 Subsidiaries Quarterly Reports

Reports were taken as read.

The President commended the work of the subsidiaries on the growth of the .nz domains against the backdrop of the global domain environment.

David Farrar gave a brief summary on the .nz Joint report and the DNCL quarterly report. He also noted the resignation of Kenneth Johnston from the DNCL Board due to his appointment as a Judge, Dave Moskovitz retirement (by resignation) as Council representative to the Board, as well as his retirement as Chair at the coming changeover date on 31 March.

RN24/18:   THAT the Joint .nz and DNCL Quarterly Report for Q3 2017/18 be received.

(Vice President/Cr Craig)
CARRIED U

RN25/18:   THAT the NZRS Quarterly Report for Q3 2017/18 be received.

(Cr Lee/Cr Hulse)
CARRIED U

A comment was raised whether the reporting format for the Technical Research and Products & Services Development reports can be amended so they focus on the high-level information and less on the operational details as well as includes details on what support or advice is needed from Council

In response, Sebastian Castro advised that the report has been tailored as it is today so that it can be presented to three different audiences (i.e. public, Council, and Board), however he will discuss it with Jordan after the meeting on how this can be presented differently in the new environment.

Jordan noted that all reporting to Council and public will need to be reviewed in the new operating model.

RN26/18:   THAT the Technical Research and Product & Services Quarterly Reports for Q3 2017/18 be received.

(Cr Wallace/Cr Stokes)
CARRIED U

Sebastian, Dave, David and Brent left the meeting at 1:58pm.

5.2   Group Consolidated Financials – Q3

Report was taken as read, and no questions asked.

RN27/18:   THAT Council approves the InternetNZ Consolidated Financial Report for the quarter ended 31 December 2017.

(Cr Craig/Cr Hulse)
CARRIED U

4.1   Policies – Consequential to Org Review

Andrew suggested that Council put forward the resolution to approve the list of revised policies via evote so that Council can have more time to review the changes made to each of these policies, and recommended that Council consider the other resolutions noted in the paper in this meeting.

RN28/18:   THAT Council refers the following policies to the Audit and Risk Committee for further consideration, and then presented for approval at the March meeting of Council:
- FIN-INV: Investment Management
- FIN-TSY: Treasury (Cr Craig/Cr Hulse)

RN29/18:   THAT Council notes the development of the .nz Framework and Subsidiaries policies are contingent on finalising the Services

Agreement with DNCL, and then presented for approval at the March meeting of Council.

(Cr Buehler/Cr Pearce)
CARRIED U

Richard Currey advised that with the InternetNZ and NZRS merger, there is an issue around the change of bank account name from NZRS to InternetNZ. Work to do this in a way that is suitable for the group and our customers is under way and he is hopeful there will be a simple outcome reached.

He also mentioned that the SLA between DNCL and NZRS will need to be replaced. In future there will be a public service commitment from InternetNZ to the Registrars and real-time information will be made available through a public dashboard on service quality via the website. A service commitments approach, with transparent reporting, will allow Registrars and the public to hold InternetNZ to account for delivering the service.

As a last note, he also commented that his contract with InternetNZ will be finishing at the end of March, hence this is his last attendance to the Council meeting before he leaves NZ and move overseas permanently by early April. The President thanked Richard's work for InternetNZ, NZRS and DNCL over the years and he, along with the rest of Council, offered their thanks and appreciation for his contribution to the group.

Section 6: Ordinary Business

6.1   Consent Agenda

Comment was made that the meeting held in December did not officially open until 3.25pm since the morning session was dedicated solely for the CE presentation and interviews. It was agreed that the time be changed to reflect correct record but to retain the note regarding the CE interviews held that morning.

RN30/18:   THAT the minutes of the meetings held on 24 November 2017 be received and adopted as a true and correct record.

RN31/18:   THAT the evotes be ratified.

(President/Cr Craig)
CARRIED U

Action Point Register

Andrew gave an update on their action point regarding the defamation on grant matters (i.e. AP14/17) and commented that the advice they received from the lawyers were that the clause we have in the contract given to grant recipients were sufficient to protect InternetNZ from any defamation claims. However, we were advised to make it more explicit and clear in the grant funding page on the website.

Ellen also provided an update on AP15/17 and commented that they have had an internal discussion with NetSafe regarding the strategic partnership and had a mutual agreement to not continue with regards to InternetNZ providing

generalised funding, but will continue to collaborate on work especially around Internet Research.

6.2 Health & Safety Update

InternetNZ and NZRS are proactively working on merging any Health & Safety process and plans as part of the restructure and will continue to coordinate with DNCL.

6.3 President's Report

The President advised that he was initially planning to be at the ICANN Puerto Rico meeting where governors from various ccTLD will discuss governance-level issues, however he received notification that this discussion have been deferred to the meeting in October. Hence, he had cancelled his trip and plans to attend the ICANN meeting in October 2018 instead.

6.4 Chief Executive Report

Report was taken as read.

Jordan also paid tribute to the interim leadership team and staff for they have done a fantastic job of keeping things rolling while going through the organisational review and with the current organisational changes and have expressed his appreciation and thanks.

RN31/18:   THAT the Chief Executive's report for the three months following the last council meeting be received.

(Cr Craig/Cr Stokes)
CARRIED U

6.5 Grants Update Report

Report was taken as read.

6.6 Council Committee Reports

Audit & Risk Committee
Amber gave a brief Committee update on the Committees priorities and noted that the NZRS Board were trained with regards to the BCP practices and the Committee are considering how this can be rolled over with the merge before the 31st of May so they can also advise Council. She also mentioned that the minutes to the Audit & Risk Committee meeting are now available via OwnCloud should Council wish to refer to these.

Grants Committee
Richard Wood commented that the Committee are kicking into the first stage for the Internet Research funding round and are also short of one member to the Committee after Sarah advised that she will be stepping down from the Committee.

Brenda advised that she would be keen to join the Committee and Kate had also expressed her interest, depending on the outcome of the next Council election, she is keen to join the Committee as well.

Māori Engagement Committee
Sarah advised that due to the timing of the implementation of the new organisation structure, that it's best to postpone the Māori course which was supposed to be held on 20-21 March. However, due to Takawai's (facilitator) availability, the new schedule for this will most likely be around September.

CE Review Committee
The President advised that the Committee will reconvene soon to review and discuss the KPIs for Jordan.

Section 7: Other Matters

A comment was raised that the photos used for the Council page on the website are looking a bit out of date hence it was agreed that at the August Council meeting, staff can organise a photographer to come in the office to have the Council and staff's photo taken.

Amber Craig lead a karakia and waiata towards the end of the meeting.

Meeting closed: 2.39pm

Next scheduled meeting: 28 March 2018 (time and venue to be confirmed)

Signed as a true and correct record:

………………………………………………………………………..

Jamie Baddeley, President, Chair

To be ratified - MINUTES OF COUNCIL MEETING

Status:	To be ratified
Present:	Jamie Baddeley (President), Joy Liddicoat, Brenda Wallace, Kelly Buehler, Kate Pearce, Dave Moskovitz, Sarah Lee, Don Stokes, Richard Hulse *(video)*, Richard Wood *(video)*, Keith Davidson *(video)*.
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Ellen Strickland (InternetNZ), Mary Tovey (InternetNZ), Dave Baker (InternetNZ), Steven Ellis (*in part,* INZ member)
Apologies:	Amber Craig (not attending), Richard Hulse (lateness)
Meeting Opened:	12.15pm

Council was in Committee for fifteen minutes to discuss Council-CE-only and staffing matters with Jordan.

Richard Hulse (via video) and Steven Ellis joined the meeting at 12.30pm

Before going through the agenda for this meeting, the President briefly noted the decision on the Constitutional changes which has now been approved by the membership. It's good to know that the plan which Council have developed and initiated in the last year or so was now starting to progress and move forward.

Section 1: Plan & Budget

1.1   Our Plan for 2018/19

Jordan spoke to the paper and commented that this is the first Plan for the new integrated group and that the categories noted in the plan matches the emerging Organisational Structure (i.e. Technical Research, Outreach & Engagement, Policy, Commercial, Organisational Services and Technology Services).

Discussions were held on the goals and key projects and one of the comments raised was that it was good to see the appropriate level of detail in the plan One question raised was the information systems that let management be sure any proposed "new" activities that come up during the year can be accommodated. The strategic question to answer over time is how much "spare" capacity, and ability to respond to emerging issues, the Council wishes the organisation to maintain.

A brief discussion was also held regarding membership and the lack of key projects in this area in the Activity Plan. In response, Jordan commented that there has been work and reviews that have been conducted (led by Andrew Cushen) and that these have come up with solutions to improve membership,

however due to lack of resources (staff roles not being filled due to the Organisational Review) this has not been done yet.

The President noted that following the discussion in the members list regarding diversity in Council, a great way of achieving this is increasing diversity in the membership itself.

A comment was also raised regarding how the organisation can move forward with incorporating the Treaty in our work, and Jordan answered that this can be achieved with the guidance of the Māori Engagement Committee and the commitment of the staff leadership team.

AP07/18: Māori Engagement Committee to come up with a few initiatives on promoting the Treaty of Waitangi to the new integrated InternetNZ.

1.2   2018/19 Budget

Jordan outlined the structure of the budget paper and commented how the budgeting was grouped together by focus areas/projects.

A question was raised regarding the increase in staff cost and in response, Mary advised that the cost includes FTEs, as well as cost for the recruiting new staff to fill in the vacant roles (as per the new Organisational Structure). She also addressed the question raised regarding what's included in the 'other direct costs' and advised that this is tied in to the management of the registry and details on this can be shared with Council if needed.

Discussion were also held on the budget for the international travel, and it was clarified that the increase in budget includes the budget for the Pacific IGF (i.e. fellowships) as well as the dotNZ policy function moving across and adding both Jordan and Ellen's cost when travelling to attend international forums, which was not done previously.

Council also discussed the Governance cost and whether there's a need to review the Council honoraria. The President noted that it will be worthwhile to consider this and add it in the agenda for discussion at the next Council meeting.

RN32/18: THAT Council approves the 2018/19 Plan.

RN33/18: THAT Council receive the Budget paper and agree the strategy and high-level composition of expenditure for the 2018/19 Budget.

RN34/18: THAT Council approves for 2018/19 an operational budget limit of $11.066 million and a capital budget limit of $734,500 for technical and $198,000 for non-technical.

(President/Cr Buehler)
CARRIED U

Jordan thanked Mary for her enormous help in working on the budget while going through other tasks brought by the organisational restructure, and also thanked the whole management team and everyone on staff who pulled

through and worked on the Plan. Council echoed this acknowledgement and thanked staff for their work on the Plan and Budget.

Council went into committee and Steven was asked to leave the meeting at 1.12pm, to discuss Grants Committee recommendations.

Section 2: For Decision

2.1 Internet Research Grant recommendations

RN35/18:   THAT Council approve the Grants Committee recommendations for funding as detailed in the paper, with conditional funding to be awarded to one applicant (the caveat being that they provide additional information as per the Grants Committee's request).

(Cr Wood/Cr Lee)
CARRIED U

Council was out of committee at 1.41pm.
Steven briefly joined the meeting at 1.41pm, then left the meeting at 1.42pm.

2.2 Governance Policies Review

Papers have been taken as read.

RN36/18:   THAT Council approves the following policies:
- GRP-PSD: Product and Services Development
- FIN-INV: Investment Management
- FIN-TSY: Treasury
- SUB-APT: Appointments

(Vice President/Cr Buehler)
CARRIED U

Section 3: Other Business

Council noted that Linda Robertson and David Wright have been invited by the Audit & Risk Committee to be part of this committee. Both were members of the NZRS Audit & Risk Committee and have expertise in this area and can provide additional support to this committee.

Meeting closed: 1.45pm

Next scheduled meeting: Friday 25 May 2018 at 9.00am in Wellington.

Signed as a true and correct record:

………………………………………………………………………..

Jamie Baddeley, President, Chair

Action Point Register

	Action	Who	Status	Due by	Comment
August 2017 Council Meeting
AP10/17	CE to provide a report and recommendation at the next Council meeting on InternetNZ's status as an ICANN At-Large Structure.	Jordan	In progress	May-18	Delayed - recommendation paper to be provided at the August 2018 meeting after the ICANN62
February 2018 Council Meeting
AP01/18	InternetNZ staff to check and update duration of terms in the Council's register of interest.	Maria	**Complete**	May-18	
AP02/18	President and Vice President to come back to Council with recommendations as to who could be considered as advisors to Council.	President / Vice Pres	In progress	May-18	
AP03/18	Richard Currey to draft a letter addressed to the NZRS Board Chair regarding the Council's request to appointment two NZRS Board members to the Implementation Committee.	Richard C	**Complete**	May-18	
AP04/18	Richard Currey to draft a policy for the appointment process for the appointed Councillor and send it to Council for review and discussion by end of next week.	Richard C	**Complete**	May-18	
AP05/18	InternetNZ staff to draft a paper on the .nz Policy Function Development and send it to Council for review prior to the March Council meeting.	Ellen	**Complete**	May-18	Paper for discussion at the May meeting
AP06/18	InternetNZ staff to come back with recommendation to Council regarding the approval process for new members.	Jordan/Andrew /Maria	**Complete**	May-18	Paper for discussion at the May meeting
March 2018 Council Meeting
AP07/18	Māori Engagement Committee to come up with a few initiatives on promoting the Treaty of Waitangi to the new integrated InternetNZ	MEC	**Complete**	May-18	Paper for discussion at the May meeting

InternetNZ Membership Report

Status: | Final
Author: | Maria Reyes, Office Manager

Current Membership *(as at 16 May 2018)*

Fellows	Individual	Individual Plus	Small Organisation	Large Organisation	TOTAL
23	254	52	24	3	356

Membership renewals are currently in progress. As at 16 May, around 55% of the expiring members have renewed (i.e. 98 out of 179 expiring members). A final reminder will be sent out to the remaining 'Grace' members by early June.

Members will be advised that those whose membership has expired on 31 March 2018 have until 30 June to renew their membership so they can maintain a continuous membership. If not, the membership terminates and a new membership application will have to be made if they wish to rejoin the Society.

2016-17 Membership Year

	30 Jun '17	30 Sep '17	31 Dec '17	31 Mar '18
Fellows:	22	23	23	23
Individual:	210	220	226	247
Individual Plus: *(previously Professional Individual)*	50	50	52	53
Small Organisation:	21	21	23	24
Large Organisation:	3	3	3	3
Total Membership:	306	317	327	350
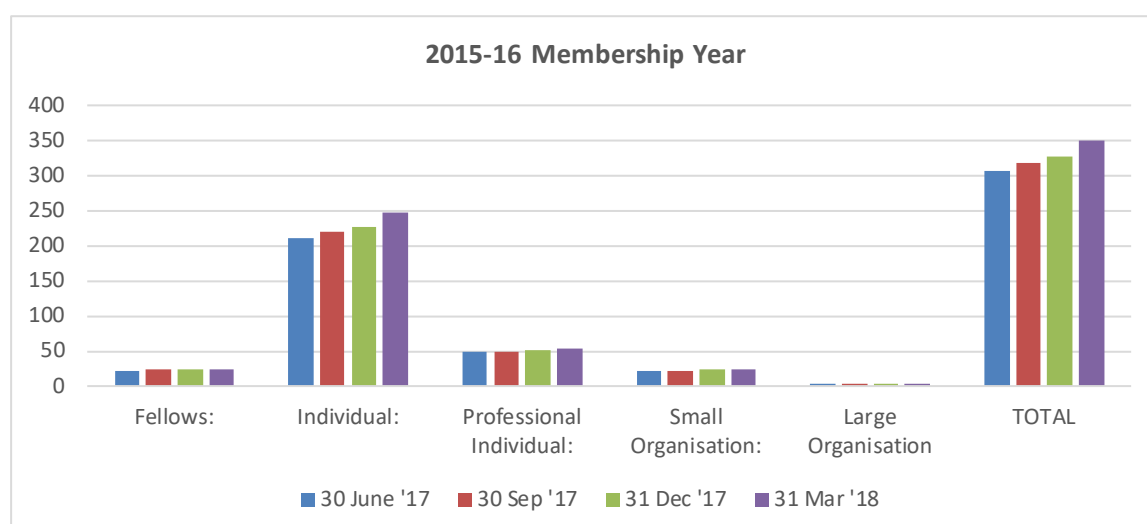
2015-16 Membership Year

	30 June '16	30 Sep '16	31 Dec '17	31 Mar '17
Fellows:	23	22	22	22
Individual:	216	225	240	257
Individual Plus: *(previously Professional Individual)*	56	59	63	62
Small Organisation:	19	21	22	23
Large Organisation:	3	3	3	3
Total Membership:	**317**	**330**	**350**	**367**
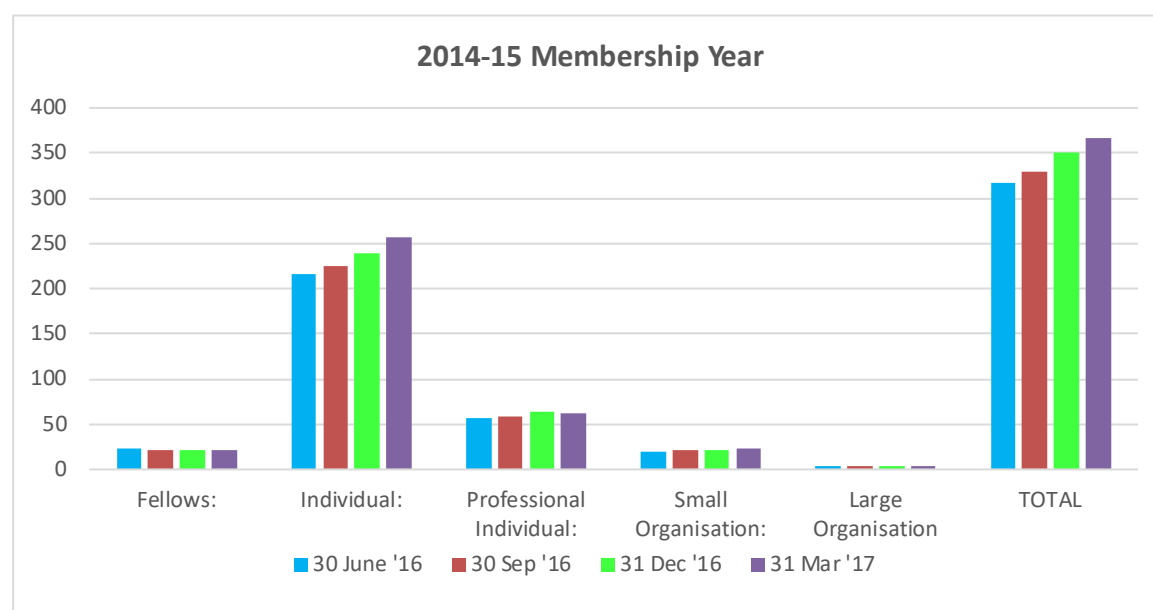
Membership by region* *(based on Current Membership as at 16 May 2018)*

Joined in	NORTH ISLANDS		SOUTH ISLANDS	
	Northern	Southern	Northern	Southern
2016-2018	34	53	8	3
2013-2015	23	51	5	2
2010-2012	22	44	13	3
2005-2009	25	41	3	3
Foundation-2004	4	6	0	0
TOTAL	*108*	*195*	*29*	*11*

*International members – 13

E-vote Ratification

Author: Maria Reyes, Office Manager

There have been two-votes conducted since the last Council Meeting:

Evote:	Motion:	For:	Against:	Abstain:
16032018	THAT Council approves the following amended policies: (Policies that aren't changing, but have still been reviewed) A. CNL-ETH - Code of Ethics B. FIN-MIS - Reporting Misappropriation C. GRP-AST - Audit Service Tender D. GRP-CTR - Contracting for Councillors and Directors E. OTH-DEL - Chief Executive Delegations (Policies that have minor changes) F. CNL-COI - Conflict of Interests G. CNL-CRD - Councillor Role Descriptions H. CNL-CRF - Council Role & Functions I. CNL-DID - Document Information Disclosure J. GRP-REM - Remuneration for Council and Boards K. SUB-INF - Internal Information Sharing (Policies that have major changes) L. GRP-PSD - Product and Services Development M. SUB-APT - Subsidiary Board Appointment Roles *(President/Cr Hulse)*	Dave Moskovitz Richard Hulse Richard Wood Jamie Baddeley Kelly Buehler Joy Liddicoat Keith Davidson Kate Pearce Sarah Lee		

05042018	THAT Council authorises the Officers signing and affixing the common seal to approve the ASB Bank's Incorporated Society's declaration and certificate form *(President/Vice President)*	Sarah Lee Dave Moskovitz Richard Wood Richard Hulse Don Stokes Kelly Buehler Kate Pearce Keith Davidson Amber Craig		Jamie Baddeley

Recommendation

THAT the e-votes be ratified.

Health and Safety Report as at May 2018

Month	Number of Near Misses reported/or identified	Number of Incidents reported/or identified	First Aid Incidents reported/or identified
January	0	0	0
February	0	0	0
March	0	0	0
April	0	0	0
May	0	1	1

Summary

- 1 incident has been reported since February 2018.

- The incident related to when a member of staff went to pick up a box which they did not know the contents of and the box was heavy. Upon lifting the box the staff member felt pain in their back.

- The staff member was directed to go to physio and InternetNZ has absorbed the cost for the staff member. The physio has advised that the staff members back should recover within the next month. Management will continue to support this staff member until this injury has healed.

- An email was sent out to all of staff to remind them to clearly label boxes as heavy if they are being left in common areas and to ensure they are stored appropriately and out of the way to ensure no injury.

- Monthly Hazard walks have taken place and no hazards or issues were identified

- Health and Safety is a standing agenda item at team meetings and staff are repeatedly encouraged to report any incidents or hazards.

CHIEF EXECUTIVE'S REPORT

Author: Jordan Carter, Chief Executive

Purpose of Paper: To update Council on progress in the three months since the last meeting in February 2018, convey key priorities for the coming quarter, and set out how reporting will change further from the next ordinary meeting of the Council (August 2018).

This report is to advise Council of key matters as follows:

1. Critical and potential risks
2. Recent Chief Executive priorities
3. Future Chief Executive priorities
4. Staffing matters
5. Other matters

This is the second CE report since I started in the role of Group Chief Executive Officer on 15 January. It is a development of the approach taken in the February report.

The next report, to the August meeting, will be the first to cover a full period with the operation of the new integrated structure, and so will change further from this report.

I welcome your feedback or questions on any matters raised in this report.

1. Critical & Potential Risks

There are no critical risks to advise the Council of as at 15 May 2018.

In respect of other risks, these are similar to those advised at the previous meeting:

- The merger continues to bed in, and with the work required to implement it there are some risks to BAU progress. We will be aiming to balance ongoing work with the work required to build the new InternetNZ, and adding short term staff or contract resources to help where required.

- Key staff in the Organisational Services area are shortly on leave or have left/will leave the Group since the last report (see the Staffing section below). There may be some disruption or slowing of the pace of work as temporary or new staff come on board.

2. Recent Chief Executive Priorities

My major priorities since the February meeting have been as follows:

- Successful implementation of the NZRS-InternetNZ merger, creating new-InternetNZ
- Development and implementation of the new operating structure for new-InternetNZ
- Appropriate communication of the Organisational Review-related changes
- Supporting people across the group working through the changes we are all facing
- Participating in relevant Internet Governance events.
- Gain approval of a business plan and budget for the 2018/19 year and commence implementing it.

The priorities above were all advanced during the reporting period.

One other priority signalled in my last report was not advanced, that being the development of the new reporting and information framework required for new-InternetNZ. The resources required to do this are only now joining the team, and so the outcomes of this work will be apparent in the next set of reports.

Aside from the above, I also commenced my role as the Chair of the Domain Name Commission Board. The Board had a meeting on 26 April, and has agreed a quarterly meeting cycle. Reporting from this role comes separately to Council.

3. Chief Executive priorities for the next three months:

For the three months 15 May – 15 August 2018, my planned priorities are:

- Successful induction of new Director-level staff (Commercial Director; Organisational Services Director) to complete my set of direct reports and the management structure of the organisation.
- Supporting our new and redeployed Directors as they assess and develop their functions, test existing work plans, refine priorities etc.
- Developing our new integrated Strategy for the group.
- Targeted stakeholder and customer engagement, in conjunction with new staff where appropriate.
- Development and implementation of the new reporting and information framework required for new-InternetNZ.
- Continued analysis and development of the operating structure and staffing required to do our work effectively.
- Stepping up communication of our vision and approach.
- Participating in the ICANN meeting in June.

I welcome Council's feedback on these priorities.

4. Staffing Matters

[Staffing matters deleted due to confidentiality]

5. Other Matters

Building the new InternetNZ – implementation programme

A project manager has joined the team to assist us with the business transformation programme. To date the project manager has identified and prioritised several key business services projects in consultation with the Leadership Team. This support allows permanent staff to keep focused on "doing the doing" of the business while ensuring that change is progressing on the new-InternetNZ matters.

I close this report with thanks to all of the staff and contractors across the InternetNZ group. We continue to be working in a time of change, building a new organisation and new ways of working. With that comes stress of change and of workload. Thanks heaps for all you are doing, and continue to do.

I have no other matters to report.

Jordan Carter
Group Chief Executive Officer

17 May 2018

ORGANISATIONAL UPDATE

Author: Jordan Carter, Senior Leadership Team

Purpose: To update Council on work across InternetNZ since mid-February, and highlight key operational priorities in the coming quarter.

This report functions as a summary and highlights report for Council in understanding InternetNZ's programmes and operations since the last meeting of Council in February, and since the start of the newly merged organisation in April.

For detailed information regarding progress against the annual Activity Plan, refer to the Progress Reports published on the website at https://internetnz.nz/reports

A new reporting framework for the newly merged organisation is under development and will feature in the August meeting papers.

1. Technology Services: Dave Baker

Points of Note:

- A significant amount of effort from the team was required over the March-April period to make all the required changes to software, billing, websites, email, services and resources for the rebranding of NZRS to InternetNZ. These changes were successfully completed with no issues.
- The changes required to reduce the information returned by WHOIS port 43 were successfully implemented.
- Two factor authentication added to the Registrar Portal.
- A new layer added to the Broadband Map for planned wireless.
- External security audit completed for InternetNZ, DNC and NZRS systems.

Highlights:

- The NZRS to InternetNZ rebranding changes on a wide range of systems and sites.

Lowlights:

- SRS outage on the 18th February.

Next Priorities:

- .nz and service commitment dashboard

- BCP updated
- Security awareness training for all staff
- SRS database software upgrade
- Registrar requested changes: Increased zone push frequency and registrant classification data.

2. Outreach and Engagement: Andrew Cushen

Points of Note:

- We have started well in bringing together a wholly new team, from across Community, Communications and Events; a process that started as of 16 April.
- Focus has been on designing the new team and scoping for the unfilled roles. These appointment processes will commence shortly.
- Tactical retirement of the NZRS brand done with minimal disruption. Longer-term branding work kicked off.
- Complete restaffing of the Communications Team, with Sarah George returning to the Communications Advisor role, and Celestina Sumby as Acting Communications Manager for the balance of Megan Baker's maternity leave.
- Ongoing work thanks to Vanisa and Gertrud on Grants Impact and Revitalisation and Sponsorship.

Highlights:

- NetHui Copyright delivered, with nearly 150 people attending and excellent feedback. This was our first "experiment" in topic specific NetHui.
- Internet Research and Conference Grants Round solicited 26 assessed applications. Separate reporting about the outcome of this round is available.
- A good run of high-profile media appearances around Facebook, Cambridge Analytica and the Digital Divide. Please see separate Communications and Media reporting for more information.
- Successful interim brand adjustments to account for the changes to our structure (particularly the NZRS-InternetNZ merger).

Lowlights:

- None to report.

Next Priorities:

- We are participating in four major events as part of TechWeek, including hosting our own Speaker Series event on Hate and the Internet, the launch of the World Internet Project (with Strategic Partner AUT) and our Digital Divides Position Paper from the Policy team.
- NetHui Roadtrip regional planning, in conjunction with our soon-to-be-decided three destinations.
- Scoping for approval of key systems projects, specifically:
    - o   Online discussion platform - discourse

o　　　Web property consolidation
- Delivery of the next steps on Māori Engagement.
- Complete hiring and team building processes.
- Annual Reports for 2017/18, in time for the AGM.

3. Policy: Ellen Strickland

Points of Note:

- A few bullet points of significant points for Council to note 15 Feb – 15 May, best a max of 5 points.
- Busy week of engagement for team around Tech Week planned
- Digital Divides Map next steps/improvement scoping work completed and plans being made with technical services for further development

Highlights:

- Parliamentary Internet Forum and officials meetings went well with Cory Doctorow around NetHui Copyright

Lowlights:

- Cybersecurity Strategy Refresh engagement was postponed and we have concerns that time is short for engagement with current deadline in June.
- Any lowlights that you need to disclose for no-surprises etc.

Next Priorities:

- Privacy Bill submission and process
- Creative Copyright Project kicked off
- Digital Divides position paper launch and Vodafone Foundation collaboration research project
- Cybersecurity Strategy Refresh engagement
- .nz Policy function and committee work

4. Technical Research: Sebastian Castro

Points of Note:

- Current state of Technical Research projects is outlined in the separate report for this meeting's Organisational Update.

Highlights:

- The Technical Research team has been interacting and getting to know other teams, and finding ways to cooperate and put our skills to the service of others objectives.

Lowlights:

- With a small team, tackling any request with a quick turnaround

means an important delay in the planned outcomes.

Next Priorities:

The main projects we will progress in the next quarter are:
- For the Chief Scientist to complete the Salary Review considering the state of the market for Data Scientist
- Promote effective cooperation between the Technical Research team and others
- For the Chief Scientist to recruit a temporary replacement for the Data Scientist during her maternity leave
- For the Chief Scientist to prepare a process to recruit part-time talent to tackle a number of small tasks floating around, but also to give university students valuable skills
- Ensure the committed outcomes track on time

5. Organisational Services: Jordan Carter (pro tem)

Points of Note:

- The 2017/18 Audit is under way and on track.
- Recruitment for an Organisational Services Director is in progress, and temporary staff have been hired for a range of Org Services functions.
- The team has taken time to identify and analyse its functions and this will be a key input for the new Org Services Director to follow up.
- Jordan Carter is providing support on critical matters that an in-place Organisational Services Director would otherwise provide. Mary Tovey is providing line management support to the team in the interim period.

Highlights:

- A new election system is being tested and will bring our online voting approach into a new level of quality and reliability, with first use at this year's AGM.
- The merger was completed on time and all critical business systems continued to function as required.
- A project manager was hired on a temporary basis to better plan and manage activity associated with building the new InternetNZ.

Lowlights:

- The compliance and time requirements across the organisation involved in banking changes associated with the merger.
- The workload on the team and a large number of staff changes during the reporting period, with more to come - the end result will be positive but the rate of change and need to capture knowledge is additional work at an already-busy time.

Next Priorities:

- Welcoming and inducting the new Organisational Services Director and other temporary staff.
- Defining the functions that Organisational Services offers across the organisation, and then building the team to deliver these.
- Ongoing implementation of new-InternetNZ projects and services.
- Integrated reporting in place for the August Council meeting - operational and financial.
- Supporting Org Services related aspects of the 2018 Elections and AGM.

6. Commercial: Jordan Carter (pro tem)

Points of Note:

- The main commercial activity has been the organisation and holding of the 2018 Registrar conference, and a subsequent team debrief on lessons learned. This was held in Wellington on 4 May, and a survey is currently out testing attendee interest.
- Channel Manager Tracy Johnson is attending the ICANN Global Domains Division conference in Vancouver in mid-May, meeting existing and potential registrars.
- Hiring is under way for the Commercial Director, with an appointee anticipated to be confirmed before the end of May.

Highlights:

- Registrar conference: good feedback at the event, and plans already under way for the 2019 event in Auckland.

Lowlights:

- None.

Next Priorities:

- Welcoming and inducting the new Commercial Director.
- Restarting product and services development.
- Building a shared platform for appropriate information sharing between DNCL and InternetNZ about our customers.

Jordan Carter

Chief Executive

16 May 2018

Grants Reporting Update: May 2018

Below is a brief update on the progress of our awarded grant projects and other work by the Community Team relating to grants.

Overall, contracts are progressing, acceptable reporting has been received on time. There is one overdue report from Chris Hails, due family and a role change. His research project is now back on track and, we should receive the final report in August.

In past 12 months, we have had to cancel the following grants:
- Te Mana O Kupe - Community Projects 2017/18 - Project grant was cancelled before signing the agreement due to substantial changes to their project plan.
- Aleksei Fedorov - Conference Attendance 2017/18 - Cancelled his grant as his paper was not accepted by IEEE International Conference on Computer Communications conference
- Mengmeng Ge - Conference Attendance 2017/18 - Cancelled her grant as her paper was not accepted by The 13th ACM ASIA Conference of Information, Computer and Communications Security

Work continues on Grants Revitalisation and Grants Impact projects. As part of the revitalisation project, we are considering ways to improve the flexibility of our grant rounds. In doing so, we hope to lower the risk of cancelled grants and missed opportunities.

The Grants Impact project is will begin the data analysis stage. Data has been gathered on all applicants from past 4 years to better understand our grantmaking patterns. As part of this project, we are spending more time face to face with our grantees to our relationships with them. Through building relationship and understanding their work, we hope to further support grantees in other ways - such as connections, promotion and knowledge.

From the recently received grantee reports, we are pursuing additional communications activities around following project:
- Community Project 2017/18: The Blind Foundation, a successful pilot study to test if the DAISY (Digital Audio Information System) format can be converted into a voice platform. We met and were us shown how this technology works. Through that meeting, we developed a deeper understanding of their strategy, and the potential Internet technologies hold for the blind and visually impaired.

Legend

⭐	*Great project, staff sees media and follow up potential.*
🟢	*Project has progressed well without any problems and changes.*
🟡	*There have been changes to the project plan and/or timeline.*
🔴	*Either there have been big changes to the project scope or timeline. Also indicates to missing reports.*

Community Projects 2017/18

Name	Amount awarded	Purpose	Report	Comments
Blind Foundation	$25,000	To make content accessible for the visually impaired by converting DAISY (Digital Audio Information System) format into a voice platform.	Final report Example of the technology	⭐ *The pilot was successful. The project has a great and very capable team behind it. They are frontrunners in developing the current voice platforms much further, and already have interest from market leaders such as Amazon.*

Internet Research 2016/17

Name	Amount awarded	Purpose	Report	Comments
Chris Hails	$9,715	To evaluate the programmatic identification of cyber security risk profiles that may in future facilitate the delivery of targeted or personalised risk mitigation interventions.	Final report now due in August	🟡 *The research is running couple months behind time due to family issues as well as changes to career. The applicant has kept us up to date and is confident in finishing the research in August.*

Internet Research 2015/16

Name	Amount awarded	Purpose	Report	Comments
Adon Moskal from Otago Polytechnic	$20,000	To create a proven, replicable system using Internet of Things tools to support citizen-driven science projects.	Final report	🟢 *The research took much longer than expected due to staffing changes and organisational restructure. The project is still continuing and has great potential.*

We are expecting the following reports prior to the next Grants Reporting Update in August 2018

Round	Date signed	Name	Amount awarded	Purpose	Report due
Community Projects	04/12/17	Skylight Trust	$20,000	To build Resilience Hub, Digital Resources and Community Training Modules.	Mid-year report June 2018
Community Projects	08/12/17	EOS Ecology	$20,000	To build STREAMED – a community-based online water clarity monitoring tool.	Mid-year report June 2018
Community Projects	15/12/17	Faucet Foundation	$12,000	To create the Faucet Foundation Incorporated.	Mid-year report June 2018
Community Projects	08/12/17	Ngā Taonga Sound & Vision	$12,500	To develop Data API and front-end application for Ngā Taonga AudioVisual Collection (Phase I).	Mid-year report June 2018
Internet Research	14/06/17	Dr William Liu	$15,000	To understand how rural communities in New Zealand are making use of improved Internet connections through government initiatives.	Final report June 2018

Internet Research	14/06/17	Dr Wendy Wrapson from AUT	$27,000	To research the Internet usage and social connectedness of residents of aged care facilities.	Final report June 2018
Internet Research	20/04/17	Prof Gillian Able from University of Otago, Christchurch	$27,000	To understand how the Internet is shaping the way commercial sex is practiced in New Zealand. There has been little research conducted worldwide, and none in New Zealand.	Final report June 2018
Conference Attendance	06/03/18	Jessica Manis	$3,500	To attend the AWE – Augmented World Expo in (30 May- 1 June 2018, Santa Clara, USA).	Final report July 2018
Conference Attendance	24/10/17	Lorraine Wiliamson & MOA Kluster	$2,800	To attend International Society for Technology in Education conference (24-27 June 2018, Chicago, USA).	Final report July 2018
Conference Attendance	06/03/18	Timothy Johnson	$4,000	To attend the ICANN GDD Industry Summit 2018 (14-17 May 2018, Vancouver, Canada).	Final report July 2018
Conference Attendance	06/03/18	Dr. Farkhondeh Hassandoust	$4,000	To attend the Pacific Asia Conference on Information Systems 2018 (28-30 June 2018, Yokohama, Japan).	Final report August 2018

SUMMARY OF COMMITTEE ACTIVITY

Author: Jordan Carter, Chief Executive

Purpose of Paper: To provide a staff summary of Committee activity in the three months 23 February – 25 May 2018.

Audit and Risk Committee

- The Committee has met three times since the last Council meeting.
- The Committee has been focused on potential risks associated with the merger, the review of policies and on the financial year-end audit, while ensuring the Committee is across its new responsibilities under the new-InternetNZ
- Both Linda Robinson and David Wright were formally invited to participate in the Audit & Risk Committee as it is important for the new organisation to have access to the skills, knowledge and well developed approach to risk management that NZRS embedded.
- The next meeting will take place on 15 June 2018.

Grants Committee

- The Committee has met once since the last Council meeting, for the purposes of considering the Internet Research Stage 2 applications and make funding recommendations to the Council.
- Further reporting on the Grants Process is included elsewhere in this agenda.

Māori Engagement Committee/Komiti Whakauru Māori

- The Committee has met once since the last Council meeting, for a Strategy Day session.
- The outputs and recommendations from this process are included elsewhere in this Council agenda.

Jordan Carter
Chief Executive

ANNOTATED AGENDA – COUNCIL Meeting
Friday 25th May 2018

InternetNZ, Level 11, 80 Boulcott St, Wellington	
8.45 am	Refreshments (coffee, tea, & scones) on arrival
9.00 am	Meeting start
10:50 am	Break
12:50 pm	Lunch
3.30 pm	Meeting Close

	Section 1 – Meeting Preliminaries		
09:00	1.1	Council only (in committee)	-
09:10	1.2	Council and CE alone time (in committee)	-
09:25	1.3	Apologies, Interests Register and Agenda Review	3

	Section 2 – Strategic Priorities		
09:30	2.1	Brainstorm / Issues of concern (standing item, to give Crs/Staff chance to interact and note any trends or matters to draw to the organisation's attention).	-
09:40	2.2	Strategy Process 2018 *THAT Council receive the proposed approach to Strategy development for 2018, and* *approves the approach, including:* *The need for a comprehensive review of strategy* *The exclusion of the .nz Strategy from the review* *The later development of a new "Strategy for the Internet"* *The importance of involving stakeholders and members in the development* *process* *The timeframes for the work, with a draft strategy available for Council* *consideration in early September 2018.*	7
10:05	2.3	Māori Engagement Committee Strategy paper *THAT Council approve the direction of the draft strategy and priorities put forward by te Komiti Whakauru Māori.*	11
10:25	2.4	Paper on .nz Policy Function Development *THAT Council adopt the draft terms of reference for the .nz Policy Committee and*	15

		establish it as of 25 May, with the following initial members:	
		THAT Council request the Committee review the draft ToR and present a revised version for Council to adopt at its August 2018 meeting.	
		THAT Council request the Committee adopt, based on staff recommendation, a forward work plan and bring this to Council for approval.	
10:45		Tea Break	
Section 3 – Matters for Discussion / Decision			
11:00	3.1	Operational Update: each SLT member gives an introductory briefing to Council.	-
11:30	3.2	**Updating our approach to privacy across the group (incl GDPR issues)** *THAT Council note the current situation and work under way regarding privacy matters, and welcome the Chief Executive bringing further work in this area to the next meeting.*	21
11:40	3.3	Election Process *THAT Council appoints Andrew Cushen as Returning Officer for the period of 28 May 2018 – 2 July 2018* *THAT Council appoints Maria Reyes as Returning Officer for the period of 2 July 2018 onwards.* *THAT Council notes the appointment of Maureen Milburn to scrutinise the results of the 2018 Council Election.*	23
11:45	3.4	Membership approvals process *THAT Council will note the list of new members, rather than approve.*	25
11:50	3.5	Review of Councillor Honoraria *THAT Council accepts the Honoraria levels as recommended in the paper.* *THAT Council adjusts the Honoraria in accordance with the rates recommended in this paper, with the new rates taking effect following the 2018 Annual General Meeting.*	27
12:00	3.6	Council Performance and Development	31

		That Council agree the approach proposed in this paper to strengthen support for Council's performance and development. *That Council ask the Chief Executive to commence the steps outlined in the paper, including reporting back to Council on the costs and approach for the proposed external assessor.*	
12:20		LUNCH	
	Section 4 – Subsidiaries		
12:50	4.1	Subsidiaries: • Joint .nz Quarterly Report Q4 • Quarterly Reports (DNCL, NZRS) – Q4 2017/18 • Tech Research – Q4 2017/18 • Product and Services Dev't – Q4 2017/18 *THAT the Joint .nz Quarterly Report for Q4 2017/18 be received.* *THAT the Quarterly Reports (NZRS and DNCL) for Q4 2017/18 be received.* *THAT the Tech Research Report for Q4 2017/18 be received.* *THAT the Product and Services Development Report for Q4 2017/18 be received.*	35 45 / 47 61 69
	Section 5 – Ordinary Business		
13:40	5.1	Consent Agenda: • Confirm Minutes – February and March 2018 meetings • Action Register • Membership Update • Evote Ratification *THAT the minutes of the meetings held on 24 February 2018 and 28 March 2018 be received and adopted as a true and correct record.* *THAT the new members be noted/approved.* *THAT the evotes be ratified.*	73 / 85 89 91 93
13:50	5.2	Health & Safety Update BCP Update	95 -
14:00	5.3	President's Report	-

14:10	5.4	Organisational Reports • Chief Executive's Report • Organisational Update • Grants Update *THAT the Chief Executive's report for the three months following the last council meeting be received.*	97 101 107
14:20	5.5	Council Committee Reports • Audit & Risk • Grants • Māori Engagement • CE Review	111
		Section 6 - Other Matters	
14:30	-	CONTINGENCY *(for any overflow)*	-
	6.1	Matters for Communication – key messages • Organisational Review • Communications in general • Upcoming events	-
	6.2	General Business	-
	6.3	Meeting Review	-
15:30 (latest)	-	Meeting close	-