DRAFT MINUTES OF COUNCIL MEETING

Status:	Final
Present:	Jamie Baddeley (President), Joy Liddicoat (Vice President), Neil James, Dave Moskovitz, Hayden Glass, Sarah Lee, Amber Craig, Rochelle Furneaux, Brenda Wallace, Kelly Buehler and Richard Hulse.
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Richard Currey (NZRS Chair, *in part*), Jay Daley (NZRS CE, *in part*), Adam Hunt (DNCL Board member), Barry Brailey (Acting Domain Name Commissioner, *in part*), Andrew Cushen (InternetNZ, *in part*), Ellen Strickland (InternetNZ, *in part*), Mary Tovey (InternetNZ, *in part*), Clare Denny (InternetNZ, *in part*).
Meeting Opened:	9.48am

1. **Welcome**

2. **Council only**

3. **Council and CE only**

4. **Apologies**

An apology was received from Richard Wood.

RN71/15: THAT the apologies be received.

(President/Vice President)
CARRIED U

5. **Declaration of Interest**

Hayden and Joy advised that they have a few recent changes in their register of interests and will email these changes to staff for updating.

AP28/15: Staff to update Hayden and Joy's register of interest once received.

RN72/15: THAT Council received the Councillors' Declarations as at 7 August 2015 as updated for this meeting.

(President/Vice President)
CARRIED U

6. Approval of minutes

RN73/15: THAT the minutes of the meeting held on 7 August 2015 be received and adopted as a true and correct record.

(President/Cr Wallace)
CARRIED U

7. Outstanding action points

Jordan went through the Action Point register and gave an update on the action points that have not been completed yet.

Noted actions still requiring attention were:
- 08/15: Health & Safety policies and Risk Register for Council and staff functions [Legislation has been finalised. Jordan will be working with Clare on the Health & Safety policies and will have it ready by the December meeting]
- 18/15: Report on .nz Joint strategy initiatives [Have had the discussion with David Farrar. It will be discussed at the DNCL Strategy day and will have a paper ready at the December meeting]
- 20/15: Draft .nz Framework Policy [In progress. Consultations with the subsidiaries still being conducted]
- 21/15: Paper on approach to dealing with Commercial In-confidence papers [Delayed. Jordan advised that he will have a paper at the December meeting with the recommendation on what approach to take]

RN74/15: THAT the action list as at 30 September 2015 be received.

(President/Vice President)
CARRIED U

8. New Members List

RN75/15: THAT the new members list be noted.

(President/Cr Craig)
CARRIED U

9. Evote ratification

RN76/15: THAT the evote ratification update be noted.

(President/Cr Craig)
CARRIED U

Barry Brailey, Adam Hunt, Andrew Cushen, Ellen Strickland, Mary Tovey, and Clare Denny joined the meeting at 9.58am.

10. Reflection on Strategy Day 2015

Jamie asked for Council and staff's comments regarding the discussions at the Strategy Day held the day before.

Some of the comments raised were as follows:
- there should be a balance in our outreach and engagement efforts across the stakeholder groups
- sharing our success stories better and making it more visible in the community
- enabling members to join our cause and enabling them to be involved
- it was helpful to discuss whether the strategy were valid and to get the correct priorities agreed
- the day was a good opportunity to explore the strategy and identify what success looks like
- good to see and confirm that Council and staff have the same vision
- enjoyed the discussion around community and acknowledge the complexities of this area
- it's good to identify where we are at the moment and look at how we can move forward

Richard Currey and Jay Daley joined the meeting at 10.14am

AP29/15:   Jordan to draft a brief paper for the December meeting regarding the outcome of the Strategy Day and implications for the Activity Plan in 2015/16 and beyond.

Jay Daley, Barry Brailey, Mary Tovey, Ellen Strickland, Andrew Cushen, and Clare Denny left the meeting at 10.15am

Council went into committee for the Chairs, CE and Council alone time.

Barry Brailey and Jay Daley joined the meeting at 10.25am

11.   NZRS 1ˢᵗ Quarter 2015/16 report

Richard asked for any questions regarding the report.

There was a question regarding the costs included as "overhead" in the financial part of the report. Jamie noted that Brenda, as Council's representative on the NZRS Board, has expressed her confidence in the group and because of that it's reasonable to park the discussion around the breakdown of their overhead costs/expenses.

AP30/15:   Jordan to look into the reporting requirements for NZRS regarding the segmentation of costs for delivering the core functions of the company, and discuss with Jay.

RN77/15:   THAT the NZRS report for the first quarter 2015/16 be received.

(President/Vice President)
CARRIED U

There was a discussion regarding NZRS's reply to InternetNZ's letter regarding investment returns on funds held. Council agreed not to progress this matter further unless it can devise a way to deal with the need to keep funds liquid for transfer to a different designated manager if required.

12.   Statement of Expectations 2016/17

Jordan noted that the purpose of the Statement of Expectations (SoE) was to give guidance to the subsidiaries in establishing their budget and strategy for the year. The point of the agenda item at this meeting was to give Council a chance to raise anything that needs to be considered for the 2016/17 Statements of Expectation.

A question was asked on how the SoE are assessed (i.e. whether expectations are met or not) and Jordan replied that it was left with the subsidiaries to report on their annual report in reference to the SoE.

Council agreed to investigate defining the "specific tasks" for the year in terms of the outcomes sought rather than by specifying tasks, and to apply this for 2016/17. Subsidiaries would then include in their SoDaG the methods they intended to use to achieve those outcomes.

Council discussed whether it will consider having the regular review of the SoE and progress against its requirements included in the quarterly reporting. Jordan advised that he can discuss it with the other CEs and provide feedback to Council.

AP31/15:   Jordan to discuss with the subsidiaries CE regarding adding SoE review in each company's quarterly report.

13.   1st Draft Business Development Strategy and Policy

Jordan advised that this paper was in follow-up from the discussion held at the August Council meeting.

There was a brief discussion on how to gather feedback on the draft Business Development Strategy – whether to have in-person meetings vs online catch-ups. It was suggested that this topic be added in the discussion points for the next set of members meet-ups, due in November.

The 'no surprise' section of the strategy was discussed and a comment was raised that the outcome of business development processes might be a surprise to some people (e.g. members) since some of the discussion and information on this were not available to the public. Therefore, it should clearly define that it is the Council and the InternetNZ CEO that should suffer no surprises.

The international aspect was also discussed and a question was asked whether conducting business activity in international markets would affect InternetNZ's charitable status. Jay responded that they have sought legal advice on this and that running a business overseas does not affect the charitable status.

Regarding the proposed legal structures, for implementing business development projects past start-up stage, Jamie suggested that the preference for Council is to have a flat structure where any prospective new subsidiary still reports to Council. After a brief discussion, it was noted that

this will depend on the outcome once the details around Business Development have been finalised. Council would decide the outcome.

Jordan was tasked with updating the draft strategy and policy and circulating it to Council to ensure the amendments are accurate.

Morning tea break at 11.28am – 11.47am

14.   DNCL Report (Verbal Update)

Adam gave a brief verbal update on behalf of the DNCL Board. This was a verbal update as the 1st Quarter report had been presented to the previous meeting.

One of the highlights was the approval by the Board of the refreshed .nz policy framework, following the Policy Review consultation.

Adam also briefed the Council on the forthcoming WHOIS policy review. A summary of submissions will be collated and reviewed by the Board .

Joy left the meeting for the above discussion on the WHOIS policy review due to conflict of interest.

Discussions were held regarding the leaked TPP clauses that might affect .nz. He advised that this information is not yet confirmed; and the Board will keep an eye on this issue.

15.   Business Development Update

Council received a commercial-in-confidence verbal report from NZRS on business development initiatives and discussed it in committee.

Jamie noted that in future, Council requires the report in writing and circulated to Council prior to the meeting, and this will also be added as a standard item in the meeting agenda. Jordan asked that a for-publication version of the report also be prepared (both on a quarterly basis).

16.   Other items (subsidiaries)

Discussions were held around a suggestion that InternetNZ write to AUDA suggestion a dialogue at a Governance level around NZ and AU's stances on a range of Internet Governance issues, including ICANN accountability. This suggestion was tabled to follow up later in the meeting.

Jay and Barry left the meeting at 12.17pm

Ellen and Andrew joined the meeting at 12.18pm

17. Approach to 20th Anniversary

The approach for the 20th Anniversary was discussed and Council were satisfied with the proposed activities as set out in the paper.

A brief discussion was held regarding Councillor's attendance to these events. More details will be provided to Council once the plans for the anniversary have been finalised.

RN78/15:   THAT the Approach to the 20th Anniversary be approved.

(President/Vice President)
CARRIED U

18. Maori Engagement approach

Sarah and Amber gave a summary on their paper and advised that it reflects the conversations held before.

Council discussed whether the committee needs to be set-up differently compared to other Committees created in the past (i.e. Advisory Group vs Working Group), and should external members of the Committee receive any remuneration.

After a brief discussion, Council have agreed to go ahead with the Committee's proposal.

RN79/15:   THAT the creation of a Māori Engagement Working Party Terms of Reference be circulated to Council for discussion and evote be approved.

(Cr Wallace/Cr Furneaux)
CARRIED U

RN80/15:   THAT the creation of a Māori Advisory Group through a community process, supported by the Māori Engagement Working Party be approved in principle.

(Cr Wallace/Cr Furneaux)
CARRIED U

Clare and Mary joined the meeting at 12.34pm

Richard left the meeting at 12.46pm

19. Membership approach

Kelly spoke to her paper and asked for Council's comments around the proposed statement of the role of members. She advised that the statement will not be 'set in stone' and can be changed if needed; however, having this statement will provide clarity on members' role.

Comments were raised around revising some of the bullet points in the statement to make it more clear and understandable, including revising the

first bullet point regarding accountability so it is clear that members elect the Council, but they are not accountable to InternetNZ.

AP32/15:   Membership Committee to re-draft the membership statement as discussed at this meeting and circulate to Council for discussion and approve via evote.

Lunch break at 12.54 – 1.30pm

20.   Schedule of 2016 meetings

Jordan noted that there were changes in the schedule for the 2016 meetings. The new proposed schedule for the Council meetings was to have these based on a quarterly reporting framework (four meetings) with two additional meetings focused on other matters. The details were set out in the paper presented to Council.

Discussions were held regarding changing some of the meeting dates and it was agreed that the proposed Marae visit in April be combined with the Council meeting in May; and move the Council Strategy Retreat in September to 24th and 25th instead.

Council asked the Chief Executive to revise the paper based on this feedback and submit it to Council for decision by evote.

AP33/15:   Chief Executive to revise proposed meeting schedule for 2016 based on Council feedback, and circulate it for approval via evote.

21.   Grants Committee recommendations on Projects Community Grants Round

No further comments were received from Council regarding the Grants Committee's recommendations on the Projects Community Grants Round.

RN81/15:   THAT the transfer of the $15,000 unused funds from 2014-15 Projects Community Grants Round to the 2015-16 Projects Community Grants Round be approved.

(President/Cr Buehler)
CARRIED U

RN82/15:   THAT the Grants Committee recommendations on Projects Community Grants Round funding be approved.

(President/Cr Buehler)
CARRIED U

Discussions were held on future funding for the Kiwicon event, which InternetNZ have supported in the past, and whether funding (if the preference

is to continue supporting this event) should come from the Operations budget instead of the Community funding budget.

RN83/15:   THAT Council ask the CE to explore options on how to support the Kiwicon event (e.g. create some sort of partnership or agreement).

(President/Vice President)
CARRIED U

22.   Management Reporting

Internet Issues

Andrew spoke to his report and one of the key points he highlighted was around work on the Government's Convergence policy programme. He also gave an overview on the team's next priorities.

Andrew left the meeting at 1.47pm

23.   Chief Executive's report

Report was taken as read.

RN84/15:   THAT the Chief Executive's report for the two months to 30 September 2015 be received.

(Cr Lee/Cr Hulse)
CARRIED U

24.   Management reporting (continued)

Community Programme

Ellen thanked the Grants Committee for their contribution on the funding round work amidst having a new funding management system in place, new staff and change of Chair for the Committee.

She also gave a summary of her report and highlighted their priorities in the next two months such as the preparations for the APRICOT Fellowship, NZ Internet Research Forum, speaker series (one for December this year, and another in March), and the launch of the Internet Research community grant round in November.

Operations Report

Clare spoke to her report and gave a summary on what the Operations team have been working on since the last Council meeting including preparations for the upcoming APRICOT 2016 conference, working on the website development, branding update, implementation of SmartyGrants, CRM engagement project and the completion of the relocation to the new premises project.

Finance Report

The August Financial Report was taken as read.

RN85/15:   THAT the management reports (Internet Issues, Community, Operations) and the monthly financial report to 30 September 2015 be received.

(Cr Craig/Cr Moskovitz)
CARRIED U

25.   Auditors Engagement letter

RN86/15:   THAT Crowe Horwath's engagement as auditor of Internet New Zealand be confirmed.

(Cr James/Cr Glass)
CARRIED U

26.   1st Quarter Supplementary Audit Report

Mary advised that Crowe Horwath were invited at the last Audi& Risk Committee meeting held in September to discuss this report. She advised that Crowe Horwath were happy with InternetNZ's processes and also noted Crowe Horwath's advice that with the quarterly reporting done; this will replace the audit visit scheduled in December.

RN87/15:   THAT the 1st Quarter Supplementary Audit Report to the 30th of June be received.

(Cr James/Cr Craig)
CARRIED U

27.   International Update

Jordan gave an overview of the International Programme management report and also gave a verbal update on ICANN regarding the effect of the transition of stewardship over the IANA functions from US to the Internet community.

He advised that the CEs and relevant staff from each group will be representing InternetNZ at the next ICANN meeting held in Dublin this month.

Jordan also noted to Council that Debbie Monahan, Domain Name Commissioner, has been nominated to be a member of the ccNSO's Council (replacing Keith Davidson).

RN88/15:   THAT Council ask the President to write to AUDA Board Chair seeking a Board-level dialogue between AU and NZ on a range of Internet Governance matters including ICANN accountability to further mutual understanding of each other positions.

(Vice President/Cr Moskovitz)
Carried
Abstain: President

RN89/15:   THAT the International programme report be received.

(President/Vice President)
CARRIED U

Next Meeting: The next scheduled Council meeting is Friday 11 December 2015 with the venue yet to be determined.

Meeting Closed: 2.30pm