

MINUTES OF COUNCIL MEETING

Status:	Final
Present:	Jamie Baddeley (President), Joy Liddicoat (<i>video</i>), Kate Pearce, Don Stokes, Keith Davidson, Amber Craig, Kelly Buehler, David Moskovitz Sarah Lee, Richard Hulse and Richard Wood (<i>video</i>),
In Attendance:	Jordan Carter (Chief Executive, Video), Catherine Fenwick, Andrew Cushen, Brent Carey, David Morrison, Dave Baker and Diane Robinson (minute taker)
	Member Mark Thomas, Managing Director, Serviceworks Group Ltd

Meeting Opened: 9:00am

1.1 Formal Opening (Karakia), Apologies

Council was in committee from 9:00am to 10:14am for the Council only session; and for the Council and CE alone time.

InternetNZ Staff joined the meeting at 10.14am

The President thanked the four Council members coming to the end of their terms at the AGM in July 2019 for their hard work.

A special acknowledgement was made to Keith Davidson for his length of service. Keith will not be re-standing for Council. It was agreed by Council that Keith will receive recognition for his service at the AGM.

Member Mark Thomas was welcomed to the meeting.

1.3 Interests Register

Amber advised that she had a new position as a Research Assistant for Victoria University project Ngā Takahuringā ō te ao.

2.1 Christchurch Follow Up

Jordan advised that the revised [Goal 4](#) and [Policy Propositions](#) were disseminated to Members for discussion and feedback over the past few weeks.

Goal 4: Support New Zealand's online community safety, inclusion and wellbeing while ensuring that the essential openness of the Internet's governance, technology and architecture is taken into account

Andrew advised that there have been conversations with Members in Auckland, Wellington and Christchurch and he provided a summary of these discussions:

- Not a great deal of feedback about the revised Goal 4. So therefore, it will stand as written.
- There has been vast commentary regarding the policy propositions amongst the Membership and Stakeholders. About two thirds of the propositions came through the process largely with agreement. The policy propositions that stood out with the diversity of opinion in a significant way were:
 - Live-streaming – with those questions about practicality, censorship, what can be done?
 - Hate speech – has been talked about extensively, about the right balance.
 - White supremacy – on whether that's the right target?
 - Algorithms has been questioned in terms of what that actually even means?
 - Jurisdictions – practicalities around recognising that there is an issue but what New Zealand as a country can do to influence a global issue?

Further analysis to be undertaken on the Christchurch meeting that took place on the 16th May 2019.

Feedback from Council is that it's important for InternetNZ to pursue Goal 4. The President asked Jordan to consider re-prioritisation of workloads with the other goals, should further work fallout of Goal 4.

Council acknowledged and thanked the Domain Name Commissioner for the [letter](#) of 10 May 2019, noting the good work carried out.

RN38/19 THAT Council adopt Goal 4 for Internet NZ's 2019-20 plan.

2.2 Danny Aerts visit follow up (discussion)

Jordan invited Council to share any feedback or observations from meeting with Danny Aerts (Danny is the Chief Executive of .se and was here for the .nz conference as a speaker, he spent time with staff, council and management).

Council commented:

- Really enjoying hearing from people working in other ccTLDs and encourages InternetNZ to keep engaging in these activities.
- The world is changing around us with other ccTLDs and InternetNZ needs to keep evolving.
- This engagement with .se and with Danny has been very useful it has helped InternetNZ gain both at governance and operational level, gain access to new and very interesting perspectives.
- Jordan will visit .se (Sweden) in July 2019 to talk to more of the staff at the foundation.

2.3 Commercial Goals (Goal 3) – Measures Improvement (discussion)

David asked Council whether the measures met the expectation of Council and asked for feedback and how we can sharpen up the measurements:

***Goal 3:** InternetNZ will have two new non-.nz services, validated through our new business processes, delivering annual recurring revenue and each on a path to profitability*

Current Measures:

- Business processes that generate a pipeline of ideas, and develop these in reasonable timeframes, are established and operating.
- Two new services are planned, built, launched and have earned first sale revenue.
- Each new service has reached net profit within 24 months of first sale.

Council commented:

- What processes are in place to stop ideas or product development. Staff talked through the pipeline process and its objective to eliminate ideas that don't have a market or are not feasible.
- Council commented that we need to ensure that our product approach focuses on the problem that is trying to be solved, rather than being a technical solution we are wanting to apply.
- No need for measures to be changed.

Richard Hulse left the meeting at 10:45am.

3.1 Updated Chief Executive Delegated Authorities

RN40/19 THAT Council agree and confirm the changes to the Chief Executives Delegated Authorities.
(President / Cr Liddicoat)
CARRIED

3.2 Acting Chief Executive: May – Jul 2019

RN41/19 THAT Council agree and confirm Catherine Fenwick, Organisation Services Director to Act as Acting Chief Executive for the period of 12 May to 7 July 2019.
(Cr Lee / Cr Craig)
CARRIED

AP15/19: Meetings to be scheduled for Acting Chief Executive and the President to catch up during this period.

4.1 President's Report

- For the first three weeks of July 2019 the President will be on leave, during this period the Vice President will be acting.
- Regular catch ups with Chief Executive Jordan Carter. The President commended Jordan on his performance for the Christchurch Call for Action.
- Recognition to InternetNZ staff for going above and beyond the call of duty and working outside of normal hours to support Jordan/Ellen with the Christchurch Call for Action.
- Andrew received a special mention from regarding the support he provided to Jordan and Ellen in Paris.

4.2 Management Items for Discussion

David advised Council that there has been a decrease in growth in .nz names from 10 May to 712,622 a decrease on our year beginning number of 712,894. The key contributing factors to the increase of cancellations were:

- Exit of some legacy registrars from the market. Uncovering names that have been maintained by registrars but should have been cancelled long ago.
- Gradual decline in reduction in creates and new business.
- Some further reduction is expected in the first half of this year as there is some further market consolidation in progress. Decline is expected in the several thousands of domains.

RN42/19 THAT Council note the Management Items.
(Cr Craig / Cr Lee)
CARRIED

RN43/19 THAT Council appointed Andrew Cushen as Returning Officer for the 2019 Annual General Meeting Council Elections

(Cr Craig / Cr Moskovitz)
CARRIED

RN44/19 THAT Catherine Fenwick is appointed as an observer to the DNCL Board during the period of her role as Acting Group Chief Executive.

(President / Cr Craig)
CARRIED

AP16/19: Acting Chief Executive to confirm who is Chairing the DNC Board in the absence of the Chair overseas. Catherine to advise Council by email.

4.3 Product Decision Making (deferred from March)

David advised that Council had requested a paper for further clarity around what the product decision process would look like for product investment. It was deferred from March for discussion.

Council commented:

- Some Council members wanted to be more hands on with decision making around new products being agreed upon.
- It was good to see a no surprises approach, this provided a level of comfort.
- A process on how we define a product is succeeding or not and when to make the decision to stop and not to pursue.
- That Council will advise if they are ever uncomfortable and will be supported by the President to raise any issues.
- Important to ensure that Council and the Executive management work well together to manage overall expectations.
- Excited about DNS Firewall product.

David advised that as InternetNZ matures the product framework and management, he will bring to Council some very clear metrics how InternetNZ measures the success of product, both in terms of lead and lag indicators.

RN45/19 THAT Council agree and confirm that decision-making for product development, including business case approvals for new products or services, rest with the Group Chief Executive.

(Cr Buehler / Cr Pearce)
CARRIED

5.1 Health Safety and Wellbeing Update

The report was taken as read. There were three incidents reported.

RN46/19 THAT Council received the [Health Safety](#) and Wellbeing update.

(President / Cr Stokes)
CARRIED

5.2 Consent Agenda Items

Council acknowledged the appointment of new staff members:

- Kim Connolly-Stone, Policy Director, starting 24 June 2019
- Vanisa Dhiru, Community Manager

Noted that Branding work is behind schedule, a soft launch will be initiated soon.

Nethui theme to be confirmed, relating to Openness and launched in the next couple of weeks. The work is slightly behind due to re-prioritising workloads to support the Christchurch Call for Action.

Broadband Map additional service is being explored to serve map layers of broadband technologies to GIS teams with an initial focus on territorial authorities.

The Chair of the Audit and Risk Committee gave an informal update on the Crowe Horwath report. InternetNZ are comfortable with the report and findings. There were no major recommendations.

Community Grants Reporting - Council discussed reading the final reports on the grants and the success stories and sharing that more widely. The need for more engagement with regional areas and holding community meetings was also discussed.

RN47/19 THAT the minutes of the meetings held 15 February 2019 and 29 March be received and adopted as a true and correct record.

RN48/19 THAT the new members be noted.

- RN49/19 THAT the Evotes are ratified.
- RN50/19 THAT the Operational Reports be received.
- RN51/19 THAT Council note the Community Grants Process.

Consent Agenda Block (Cr Craig / Cr Buehler)
CARRIED

- AP17/19 Staff to ensure acronyms are written in full the first time they are used in a paper and then they can be abbreviated.
- AP18/19 Activity Report - staff to note Council feedback on reporting on staff roles and appointments. Catherine to feedback to management.

Richard Hulse returned to the meeting at Noon.

6.1 Matters for Communication – key messages

The President to work with Acting Chief Executive to discuss key messages after the meeting.

6.2 General Business

Note that the following conferences were attended by Councillors:

- [ISPANZ Annual Conference](#) and AGM that was held on Wednesday 15 May (Don Stokes).
- [ICANN](#) Kobe Japan 9-14 March 2019 - recurring themes discussed on the inclusion and protection of indigenous cultures to be able to engage at ICANN. (Amber Craig, Kelly Buehler and Joy Liddicoat).

With no other business raised the President declared the meeting closed at 12:20pm