

MINUTES COUNCIL MEETING

Status:

Final

Date

23 August 2019, 9:00am to 12:30pm

Present:

Jamie Baddeley (President), Joy Liddicoat (Vice President), Amber Craig, Don Stokes, Sarah Lee, David Moskovitz, Kate Pearce and aimee whitcroft

In attendance:

Jordan Carter (Chief Executive), Catherine Fenwick, David Morrison, Dave Baker, Kim Connolly-Stone and Diane Robinson (minute taker)

Meeting opened:

10:02am

Section 1 - Meeting Preliminaries

1.1 Council only (in committee)

1.2 Council and CE alone time (in committee)

1.3 Karakia, apologies, interests register, and agenda review

Apologies Richard Hulse

1.4 Welcome aimee whitcroft to Council

The President welcomed new Councillor aimee whitcroft to Council.

1.5 Environmental Scan

No verbal updates. Early in the month, Amber sent by email a paper on [Mana motuhake ā-raraunga: datafication and social science research in Aotearoa](#) by Tahu Kukuraiti and Donna Cormack for reading.

Section 2 - Strategic Priorities

2.1 .nz Registry Replacement Project Initiation

The Shared Registry System (SRS) is the core technology systems for the .nz operation of the .nz registry. The existing registry system is reaching end of life. The mix of technology involved in the system are showing their age and the costs and risks of continuing with it are rising.

Staff will come back to Council in October with a business case for the replacement project, including the likely costs, current budget.

Council commented:

- Make sure staff communicate and discuss with registrars and to check assumptions made.
- Concerns raised about the current state of Perl.
- Council would prefer a leading technology solution to a 'bleeding edge' one.
- Staff to consider carefully how the processes is structured; consider impact on resources and business as usual.
- Keep in mind any data jurisdiction issues.
- Retiring the SRS - staff to consider what impact this will this have on local registrars.
- Understanding the whakapapa of the different options outlined - where it is from? where will be it hosted?
- Overall excellent paper and very good piece of work.

RN52/19 THAT Council acknowledge the need to replace the Shared Registry System, and ask the Chief Executive to deliver a replacement.

RN53/19 THAT Council acknowledge that a replacement registry system will not include the SRS Protocol.

RN54/19 THAT Council agree in principle that implementation of the updated .nz policy framework resulting from the .nz Policy Review will not be done in the current Shared Registry System.

RN55/19 THAT Council note that staff will develop the project to replace the SRS within existing budget limits, but that once the project is developed, Council will be asked to agree an overall cost envelope as part of a Business Case analysis.

RN56/19 THAT Council agree in principle that the cost to replace the SRS should be met out of retained earnings, not out of current income.

Block Consent (Cr Moskovitz / Cr Craig)
CARRIED U

AP19/19 Business Case for the .nz registry replacement project - October Council Meeting.

2.2 **Goal 5 - Digital Inclusion Update**

Jordan introduced Kim Connolly-Stone, the new Policy Director. Kim provided an update on the four areas that staff plan to explore for Goal 5 - Digital inclusion:

- 1) Create an effective online home to connect the digital inclusion
- 2) Ecosystem.
- 3) Put an investment strategy in place for InternetNZ digital inclusion funding.
- 4) Pursue influencing and policy interventions.
- 5) Engaging the ecosystem to lay the groundwork for future action.

The staff will be meeting with Minister Faafoi on 28 August 2019 to discuss the digital inclusion ideas.

Council commented:

- Clear that our goal is to support high quality policy work in government leading to real changes in how digital inclusion is being dealt with.
- Engaging the ecosystem to lay the groundwork - there are a lot of Māori organisations that are currently trying to get digital inclusion into state homes. Good to bring other organisations along on the journey.

RN57/19 THAT Council note the Goal 5 - Digital Inclusion Update.

Section 3 - Matters for Decision

3.1 **Council Committees - Members and Terms of Reference**

Council discussed membership of the committees and the following changes were made:

- Audit & Risk - Don Stokes removed; aimee whitcroft new member.
- .nz Policy Committee - Don Stokes new member. It was noted that Don Stokes has a very small registrar.
- CE Review - Dave Moskovitz new member.
- Māori Engagement / Komiti Whakauru Māori - Joy Liddicoat removed; Jamie Baddeley new member.

Council discussed the authorised bank signatories. Staff advised that there were enough authorised bank signatories and asked if Council could be a little more responsive when asked to authorise batches.

RN58/19 THAT Council confirm that it will conduct some of its work through these four committees: Audit and Risk, CE Review, Komiti Whakauru Māori, nz Policy.

(President / Cr Craig)
CARRIED U

RN59/19 THAT the Terms of Reference for each of the committees as attached to this paper be adopted, noted that there will be amendments to the Māori Engagement / Komiti Whakauru Māori.

(Cr Lee /Cr Pearce)
CARRIED U

RN60/19 THAT the membership of the following Committees be approved:

Audit and Risk Committee: Amber Craig (Chair), Richard Hulse, Kate Pearce and aimee whitcroft.

Māori Engagement Committee / Komiti Whakauru Māori: Sarah Lee (Chair), Amber Craig and Jamie Baddeley.

.nz Policy Committee: Kate Pearce (Chair), Joy Liddicoat and Don Stokes.

Chief Executive Review: Jamie Baddeley (Chair), Joy Liddicoat, Richard Hulse and Dave Moskovitz.

(President / Vice President)
CARRIED U

RN61/19 THAT the current bank signatories (Jamie Baddeley, Joy Liddicoat, Amber Craig, Richard Hulse, Dave Moskovitz, Kate Pearce, Jordan Carter, Catherine Fenwick, Dave Baker) be confirmed.

RN62/19 THAT Keith Davidson be removed as a bank signatory.

Block consent (Cr Craig / Cr Lee)
CARRIED U

3.2 [Council Skills and Diversity Matrix](#)

Staff sought input from Council to establish a skills and diversity matrix that defines the key skills that Council needs and the diversity attributes Council see for recruiting Appointed Council Members. Staff presented a draft analysis, and asked for gaps to be identified.

Council commented:

- Under Diversity - change to be more inclusive e.g. LGBTQ+
- Experience as a Director
- Diversity - working with disability communities
- Experience product development, innovation, commercialisation.
- There were some skill gaps around the table e.g. strategic advice to support the group Chief Executive
- Te Ao Māori is quite broad and will need to incorporate indigenous governance, Te Treaty and cultural matters.

RN63/19 THAT Council note the progress towards developing a Skills and Diversity matrix in this paper, and note that staff will develop the matrix based on the feedback at this meeting and present a draft for online adoption in mid-September 2019.

(President / Cr Lee)

CARRIED U

3.3 **DNCL Board Skills Matrix and Appointments**

The DNCL Board has been preparing a similar matrix to guide future appointments, and it has identified the following five key skills:

- Litigation and Legal Skills
- Industry knowledge and/or technical experience
- Regulatory strategy and regulatory processes
- Stakeholder communications and management
- Governance

Council commented:

- It was highlighted that the Te Ao Māori skill set was missing.
- Queried the emphasis on Legal skills. Staff explained this relates to DNCL's role as an enforcement body.
- The paper title is Skills and Diversity Matrix - but there was no diversity mentioned in paper.

The DNCL matrix should reference the diversity parts of the broader InternetNZ matrix.

Both Directors wish to complete their term in the current year. Staff will write to Council to initiate a recruitment process that will be staggered.

RN64/19 THAT Council:

- Agree with the skills mentioned with amendments; and
- Agree to recruit replacement DNCL Board members, as and when required, against the agreed skills.

(Cr Craig / Cr Stokes)

CARRIED U

3.4 2020 Meetings Programme

The Council reviewed the schedule of meetings 2020. It was suggested that Council committee meetings could adopt video conferencing as a first preference for Council to attend meetings and minimise the logistics to attend.

RN65/19 THAT Council adopt the Schedule of Meetings for 2020.

(President / Cr Craig)

CARRIED U

AP20/19 Link to Council calendar to be sent to aimee and meetings requests for sub committees to be sent out ASAP.

Section 4 - Matters for Discussion

4.1 **President's Report**

The President provided a short update that he continues to meet with Jordan Carter on a regular basis. Dave Moskovitz will be joining the President for the CE Meeting catch ups in the future.

4.2 Management Items for Discussion

Staff provided an update on the management items and the following comments were made by Council:

- A1 - .nz Pricing as a tool change registrar / public behaviour
 - Keeping pricing structure simple - avoid unnecessary complexity.
- A2 - Impact Project Framework and what comes next
 - Alignment with a workforce strategy.
- A3 - Product Pricing
 - Council agreed with - the operating team will set the prices for all products except for .nz registrations. The price structure is approved on recommendation from staff, not set by Council.
- A4 - Social Media and Post - Christchurch (Goal 4 update)
 - There was a broad discussion on how the organisation is responding to the post-Christchurch attacks situation.
- Pickens Review

- o Very substantive piece of work. Councillors should take the time to read the report.

RN66/19 THAT Council Management Items for discussion be received.

President / Vice President

CARRIED U

4.2.1 [Q1 At A Glance - Strategic Goals Summary](#)

Staff advised that this is a one page draft view on progress against our goals in the first quarter of the year. Next meeting the one pager will include how we are going against the measures set for the goals.

Council commented:

- Include trajectory measures trending up, down or stable using arrows.
- That there was a lot of green progress. Queries on the .nz website work being green and ANZSIC Classification of the Register - with no progress. Staff agreed with this and will be clearer next meeting.

4.2.2 [Election System Issue Paper](#)

Jordan apologised to the Council for the issues arising from the Election Systems.

RN67/19 THAT Council receive this report and note the background, analysis and options it sets out.

RN68/19 THAT Council formally approve STV with the Droop quota as being the appropriate electoral system for InternetNZ.

RN69/19 THAT Council note the “Other Next Steps” in the paper, and note that there will be a report back on progress at the October 2019 Council meeting.

Block Consent (Cr Stokes / Cr whitcroft)

CARRIED U

Section 5 - Consent Agenda

5.1 [Confirm Minutes - Council Meeting 17 May 2019](#)

5.2 [Actions Register](#)

5.3 [Membership Update](#)

5.4 [E-votes Ratification](#)

5.5 [Health Safety and Wellness Report](#)

5.6 [Update From Council Committees](#)

5.7 **Operational Reports for Quarter 30 June 2019**

RN70/19 THAT Council approve the minutes of the 17 May 2019 meeting.

RN71/19 THAT Council note the membership update.

RN70/19 THAT the E-votes be ratified.

RN72/19 THAT the Health and Safety and Wellbeing Update be received.

RN73/19 THAT the Update from Council Committees be received.

RN74/19 THAT the Operational Reports be received.

Block Consent (Cr Moskovitz / Cr Lee)

CARRIED U

AP21/19 Membership Report - to include 5 quarters so that year on year comparisons can easily be made.

AP22/19 Community Grant Reporting - staff received feedback on changes to the table from Council: Both name and organisation in column 1 and in the comments column to include high level results and achievements (rather than comments). Add the table information to the main website.

5.8 [International Reports from Councillors & Staff](#)

Cr Amber Craig noted that her experience at ICANN had raised concerns for her with how intellectual property rights of indigenous people are treated in the Internet Governance system.

Jordan apologised for the delay in the provision of reports from the first two ICANN meetings of the year - these will be forwarded to Council soon.

RN75/19 THAT Council received the International Reports from Councillors and Staff.

(President / Cr Craig)

CARRIED U

Section 6 - Other Matters

6.1 **CONTINGENCY (for any overflow)**

6.2 **Matters for communication – key messages**

6.2.1 **Communications in general**

6.2.2 Upcoming events

6.3 General business

Note urgency for having a financial strategy with Council to consider. Straight to Council in the first instance. October meeting a likely timeframe.

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 11 October 2019.

Meeting closed: 12.46pm