

## MINUTES OF COUNCIL MEETING

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**Status:** Final

**Present:** Jamie Baddeley (President), Joy Liddicoat, Kate Pearce, Dave Moskovitz, Sarah Lee, Don Stokes, Keith Davidson, Richard Hulse, and Richard Wood (*video*)

**In Attendance:** Jordan Carter (Chief Executive), Maria Reyes (minute taker) Andrew Cushen (InternetNZ), Ellen Strickland (InternetNZ), David Morrison (InternetNZ), Catherine Fenwick (InternetNZ), Dave Baker (InternetNZ, *in part*), Celestina Sumbly (InternetNZ, *in part*), Gertrud Kikajon (InternetNZ, *in part*), Craig Young (TUANZ, *in part*), Tristan Ilich (TUANZ, *in part*), and John Page (Boardworks, *in part*)

**Apologies:** Amber Craig and Kelly Buehler

**Meeting Opened:** 10.30am

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Council was in committee from 9am to 10.30am for the TUANZ presentation of their organisational update; Council only session; and for the Council and CE alone time.

*Craig Young and Tristan Ilich (TUANZ) left the meeting at 9.30am*

*Andrew Cushen, Catherine Fenwick, David Morrison and Ellen Strickland left the meeting at 9.40am*

*Andrew, Catherine, David, Ellen, and Maria Reyes joined the meeting at 10.30am*

Prior to the start of the meeting the President acknowledged Richard Hulse who was re-elected for another three-year term in Council.

He also thanked Jordan and the rest of the staff for a successful AGM that was held on 26 July, which received a lot of positive feedback; and he also thanked Sarah Lee and others who helped with the cultural parts of the AGM.

### 1.3 Interests Register

Richard Hulse advised that there will be a change in his employment in the next few weeks and that he already forwarded the details to Maria Reyes (Office Manager) who will update his register of interest once the employment change has occurred.

Keith Davidson advised that he travelled overseas to attend the Asia Pacific Regional IGF in Vanuatu and that InternetNZ covered the cost for this travel, hence would like to note his appreciation for InternetNZ's support.

Sarah Lee advised that she is no longer a contractor of the 2020 Communications Trust and that she is no longer a member of the Māori Advisory Group for Injury Prevention Network.

David Moskovitz noted that his register of interest still includes DNCL Directorship and that this needs to be removed as he is no longer a member of this board.

**AP14/18:** Staff to update the register of interest as per changes noted at this meeting.

## **2.1 Work Plan and Budget Update**

Jordan gave an overview of the paper and highlighted the recommended approach in dealing with the funding plan to accommodate new projects that weren't initially in the budget but are key to developing the new organisation (e.g. branding project), projects that were included in the budget but where uncertainty remains, and other operating costs affected by the restructure.

*Celestina Sumbly joined the meeting at 10.37am*

Celestina gave a brief overview of what will be involved in the brand project work with an external supplier - this includes consultation, workshops and getting recommendations on the framework and implementation for the results of the work. There is no assumption that there'll be a new visual brand or name change.

*Celestina left the meeting at 10.50am*

Council had a short discussion on the recommended 'Balanced Approach' as detailed in the paper, and encouraged staff (led by Jordan) to keep an eye on where the balance lies. It was noted that Jordan had committed to minimising any additional funds being spent.

**RN59/18:** THAT Council note the information in this paper about adjustments to the work plan for the year arising from the implementation of the Organisational Review, including the specific projects that will incur costs that were deliberately not budgeted for.

**RN60/18:** THAT Council invite the Chief Executive to propose an updated 2018/19 Plan and Budget that accommodates these projects through a combination of plan changes and budget adjustments labelled "Balanced Approach" as set out in this paper, and send this for Council consideration by 20 September 2018.

(Cr Davidson/Cr Lee)  
CARRIED U

## 2.2 Strategy – feedback on the working draft focus for Council Retreat

Jordan gave a summary of the proposed approach for the Council Strategy Retreat and sought for Council's feedback. He also asked that Council confirm their preferred travel arrangements and provide the details to staff who are organising the logistics for the retreat.

The Vice President gave her apologies as she is unable to attend the strategy retreat due to another commitment; however she advised that she will provide her comments and input on the topics to be discussed prior to the retreat and will send it to the group.

**RN61/18:** THAT Council agree to the approach to strategy development set out in this paper, particularly the workshop to hear staff's draft of the overall Strategic Framework and the outline programme for the retreat.

(President/Cr Hulse)  
CARRIED U

*Council took a short break at 10.57am and reconvened at 11.15am*

*John Page (Boardworks) joined the meeting at 11.15am*

## 2.3 Boardworks – briefing on Council review findings

John Page spoke to his report on the findings of the Council review conducted between end of July and mid-August. This discussion was held in committee and a copy of the full report has been circulated to Council in confidence prior to the meeting.

*John left the meeting at 11.45am*

Council had a brief discussion on what was presented, and how they can apply some of the recommended approaches and improvements that have been raised by John. They also agreed that the copy of the report that was circulated to Council will be made available to the public.

It was also noted that Council prefers to keep the regular dinner held prior to the Council meeting as they find this really useful. Staff will send an invite to Council so that it is already noted in their calendars.

**AP15/18:** Staff to set the Council dinner dates and send invites to Council list.

**AP16/18:** Staff to draft a cover paper for the Boardworks Council Review briefing paper and send it to the President for review.

**AP17/18:** Chief Executive to circulate the Boardworks paper to the SLT team and include in the Strategy retreat agenda for discussion.

## 2.4 .nz Framework Policy – draft for review/discussion

Jordan gave an overview of this paper and highlighted the amendments added to the policy and gave a bit of background on some of the drivers of the changes made. A few other suggested changes have been raised by Council which Jordan have also noted.

In discussing the draft, Council asked staff to remove the draft change to principle 2.1.5, noting that this would be something to consider following the forum on domain name abuse planned for November.

*Sarah Lee left the meeting at 12.30pm*

**RN62/18:** THAT Council agree the proposed changes to the .nz Framework policy as amended, and agree to the proposed repeal of the Subsidiaries and Information Sharing governance policies.

(Vice President/Cr Pearce)  
CARRIED U

**RN63/18:** THAT Council ask staff to conduct the appropriate consultation relating to these changes.

(Vice President/Cr Pearce)  
CARRIED U

## 3.1 President's Report – Fellows discussion

A short discussion was held regarding the renaming of the term "Fellows" and Council is considering whether creating a working group would be the best approach so this can be reviewed properly and can also look into not just finding a new term for "Fellows" but also look at other aspects that go with being a Fellow including the Life Membership associated with it.

**AP18/18:** Staff to support Council and Fellows in establishing a small working group to consider these issues.

*Sarah Lee re-joined the meeting at 12.37pm*

## 3.2 Chief Executive's Report – key issue for discussion

Report was taken as read.

Jordan highlighted that the report was in a different format and sought Council's feedback on this.

A question was raised regarding the key priorities for the Member Outreach. In response, Andrew advised that his team are currently picking things up where it was left off (when the membership project was initiated last year) and are now looking at different platforms for members to use, as well as looking at possible improvements on how to encourage more new memberships.

*Gertrud Kikajon joined the meeting at 12.39pm*

### **3.3 Annual Review of Committees and Bank Signatories**

Richard Wood, Chair of the Grants Committee, advised that the Committee is one member short since Brenda Wallace (who was a member of this Committee) has now left Council. Discussion was held whether the Committee can invite external members with relevant expertise to be part of the Committee. Council agreed to the suggestion that the Grants Committee look into the proposed approach when they review the Grants Policy.

**AP19/18:** Grants Committee to review the Committee's Terms of Reference as well as the Grants Policy and come back with a proposed revision for discussion and approval at the February 2019 meeting.

Sarah Lee also raised that the Māori Engagement Committee (which is now called Komiti Whakauru Māori) is also needing an additional member since Brenda was previously a member of this Committee. The Vice President advised that she would be happy to volunteer to be part of this Committee.

Kate Pearce has been appointed to the Chair of the .nz Policy Committee. Discussion was held regarding an issue raised by the .nz Policy Committee regarding its scope, and Council agreed that anything relating to .nz matters such as review of fees and commercial matters, the Committee will provide advice rather than recommendations, and that the decision-making will sit with Council as the governance body.

Council also noted that this approach is a slight variation to the agreements in October 2017 that .nz commercial and fees matters would be ones where the policy committee would make recommendations, but is comfortable with the difference and felt that keeping the policy committee focused on policy would be the right approach.

Council also briefly discussed the fee setting process for .nz, and asked staff to work with DNCL in preparing a transparent process for how this is done, for discussion in November.

**AP20/18:** Staff to work with DNCL around the .nz Fee Review and for the .nz Policy Committee to come back to Council with some advice on this.

A brief discussion was held around adding Māori names for the other Council Committees, along with the current English names of each Committee.

**AP21/18:** Māori Engagement Committee (Komiti Whakauru Māori) to provide recommendation on Māori names for each Council Committee.

- RN64/18:** THAT Council confirm that it will conduct some of its work through these four committees: Audit and Risk, CE Review, Grants, Komiti Whakauru Māori (Māori Engagement Committee), and.nz Policy.
- RN65/18:** THAT the Terms of Reference for each of the committees as attached to this paper be adopted.
- RN66/18:** THAT the current bank signatories (Jamie Baddeley, Joy Liddicoat, Amber Craig, Keith Davidson, Richard Hulse, Jordan Carter, Catherine Fenwick, Dave Baker) be confirmed.
- RN67/18:** THAT Brenda Wallace be removed as a bank signatory.
- RN68/18:** THAT Dave Moskovitz and Kate Pearce be added as bank signatories.
- RN69/18:** THAT the membership of the following Committees be approved:
- Audit & Risk Committee: Amber Craig, Keith Davidson, Richard Hulse, and Don Stokes, with David Wright advising.
  - Grants Committee: Richard Wood, Dave Moskovitz, and Kelly Buehler
  - Komiti Whakauru Māori: Sarah Lee, Amber Craig, and Joy Liddicoat
  - .nz Policy Committee: Kate Pearce, Joy Liddicoat, Keith Davidson, and Kelly Buehler
  - Chief Executive Review: Jamie Baddeley, Joy Liddicoat, Richard Hulse and Kelly Buehler

(Vice President/Cr Stokes)  
CARRIED U

*Ellen and Gertrud left the meeting at 1.08pm*

*Council took a lunch break at 1.08pm and reconvened at 1.48pm*

### **3.4 Dates for Council 2019**

Jordan noted that there were two options for Council to consider for the proposed 2019 Council Dates. One option was scheduled as per the current quarterly Council meeting, while the other option proposes to have six rather five meetings per year so Council can have more frequent but shorter meetings.

Council have agreed to go for the latter option and the President also added that it would be good if all Committee meetings could be added to the schedule as well.

**RN70/18:** THAT Council adopt the Schedule of Meetings for 2019 with Option2 (*i.e. six Council meetings rather than five meetings a year*) as the preferred schedule for the Council meetings

(President/Cr Lee)  
CARRIED U

### **3.5 .nz Report – Q1 2018/19**

Report was taken as read.

Jordan noted that the report presented is also in a new format and advised that Council's view and feedback on the new report structure are welcomed and can be passed on to him.

He also highlighted that DNCL has a Memorandum of Understanding (MOU) with the Office of the Privacy Commissioner and CERTNZ which will enable DNCL to share withheld registrant information for the reasons set out in the MOU. It was noted that this is a public document and that it is now published on to the DNCL website.

Council also commended on having a new digital approach for the DNCL annual reports and that it was a good step forward for the organisation.

Council thanked Brent Carey (Domain Name Commissioner) and the rest of his team, and the Tech Services and Commercial teams, for the ongoing progress with .nz.

**RN71/18:** THAT the .nz Quarterly Report for Q1 2018/19 be received.

(Vice President/Cr Stokes)  
CARRIED U

### **4.1 DNCL Quarterly Report – Q1 2018/19**

Report was taken as read.

Jordan, as Chair of the DNCL Board, extended Brent's apologies to Council who was unable to attend the meeting.

After a brief discussion, a suggestion was raised that it would be helpful if the report is presented so it also shows progress against the transformations. Jordan had noted this and taken it on board.

**RN72/18:** THAT the DNCL Quarterly Report for Q1 2018/19 be received.

(Cr Davidson/Cr Moskovitz)  
CARRIED U

## 5.1 Chief Executive's Report

In addition to what Jordan had highlighted earlier in the meeting on this report, he added that another highlight to note is the progress on the Domain Analytics project. David Morrison noted that it is currently underway to bring it to a releasable beta version and the team are just going through this development work now. In the coming months they will be working with the Registrars to ask who would be keen to participate in beta testing. They will then gather feedback from participants and refine product if needed and make decisions as to what the next steps will be.

*Dave Baker joined the meeting at 2.10pm*

A question was raised regarding International Engagement and whether InternetNZ will continue to be a recognised At Large Structure, part of ICANN's At-Large Advisory Council system. Jordan advised that as noted in the paper, staff recommends a continuation of membership for now and a "wait and see" stance on the ALAC membership and will stay as a member for now, rather than withdrawing or committing more resources right now.

**AP22/18:** Jordan to get clarity on the obligations of the ALAC membership and set some goals on how to manage membership, and share these back with Council next meeting.

## 5.2 Health & Safety Update

Report was taken as read, with no incidents reported.

### BCP update

Dave Baker gave a verbal update on the Business Continuity Plan (BCP) and advised that he, along with Catherine Fenwick (Organisational Services Director) and Maria Reyes (Office Manager), have done a site visit at the back-up office in Tawa for inspection.

BCP Training had been conducted last week with the SLT and other staff who have not had the training before. He also added that they had conducted an activation test in Auckland to make sure that the contracted company in Auckland has tested the ability to take control of the system in case Wellington has no tech expertise available.

*Dave left the meeting at 2.20pm*

## 5.3 Financial Reports

A comment was raised that it would be useful if the costings in the report are categorised by workstream to have a clearer breakdown of cost (e.g. staff cost). Jordan advised that this is reflected in the Group consolidated financial report but not on the InternetNZ financial report.

After Jordan had sought Council's view on the new reporting format, a comment from Council was noted that it was good to have the new formatted report with the commentaries included.



Council also requested a report that shows the cost savings arising from the organisational review's structural changes, and other cost changes (savings and increases, one off and ongoing) arising from the merger. This will be prepared and presented to the November meeting.

**AP23/18:** Cost and savings report arising from the organisational review to be prepared by staff and shared with Council at the November meeting.

**RN73/18:** THAT the Consolidated Financial Report and InternetNZ Financial Report for Q1 2018/19 be received.

(President/Cr Moskovitz)  
CARRIED U

#### **5.4 Council Committee Reports**

Report was taken as read.

The President thanked the Chair of the Audit & Risk Committee for the Committee's annual self-appraisal report.

**RN74/18:** THAT Council receive the Audit & Risk Committee Annual self-appraisal Report.

(Vice President/President)  
CARRIED U

#### **5.5 Consent Agenda**

**RN75/18:** THAT the minutes of the meetings held on 25 May 2018 be received and adopted as a true and correct record.

**RN76/18:** THAT the new members be noted.

**RN77/18:** THAT the evotes be ratified.

(Cr Hulse/Cr Wood)  
CARRIED U

#### **6.2 General Business**

Council raised a question regarding NetHui and whether Councillor's attendance is required. In response, Andrew advised that Council are welcome to attend. However, they were given a heads up that they will need to allot a couple of days allowance (day before and day after the event) as travel might take longer for some of the cities where NetHui will be held. He also added that it would be best for Council to confirm their interest to attend and send their travel details to staff as soon as possible as booking flights are a bit of a challenge - hence, it's better to book sooner rather than later.

A brief discussion was also held around updating the photos and information on the Council page in the InternetNZ website. A photo shoot will be arranged at the November Council meeting. Details will be confirmed and sent to Council closer to the date.

**AP24/18:** Andrew to arrange and send details to Council regarding the Council photo prior to the November meeting.

At the end of the meeting, Council and staff, led by Sarah Lee sang a waiata.

**Next Meeting:** The next scheduled Council meeting are as follows:  
21-23 September - Annual Council Strategy Retreat  
22-24 November - Marae Training (22<sup>nd</sup>-23<sup>rd</sup>) and Council meeting (24<sup>th</sup>)

**Meeting Closed:** 2.43pm