

To be ratified - MINUTES OF COUNCIL MEETING

Status:	FINAL
Present:	Jamie Baddeley (President), Joy Liddicoat (Vice President), Dave Moskovitz, Brenda Wallace, Sarah Lee, Kate Pearce, Don Stokes, Keith Davidson, Kelly Buehler, Richard Hulse and Richard Wood (via Bridge).
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Andrew Cushen (InternetNZ), Mary Tovey (InternetNZ via Bridge), Ellen Strickland (InternetNZ), Richard Currey (NZRS Chair), Jay Daley (NZRS Chief Executive), David Farrar (DNCL Chair) and Debbie Monahan (Domain Name Commissioner).
Apologies:	Amber Craig, Brenda Wallace (attending late)

Meeting Opened: 9:00am

Section 1: Meeting Preliminaries

Council was in Committee from 09:00 to 09:32 am for Council only time and Council and CE alone time.

1.3 Register of Interests

Prior to the meeting Richard Wood advised staff via email that he is no longer an employee of Parts Trader Markets.

Dave Moskovitz advised that he is no longer a director at Publons Limited.

Section 2: Ordinary Business

2.1 Membership Update

Council went into Committee briefly to discuss the new members list. During the discussion, a few issues were raised around conduct on the members list. Jamie Baddeley noted that if there are interventions required around the behaviour of members, Councillors can step in to address the issue and members should be encouraged to get in touch with him if they have any issue with the conduct of another member in the list so that he can address this.

RN 50/17: THAT the minutes of the meetings held on 27 May 2017 be received and adopted as a true and correct record.

RN 51/17: THAT the new members be approved.

RN 52/17: THAT the evotes be ratified.

(President/Cr Davidson)
CARRIED U

2.2 Health & Safety update

No incidents were noted.

2.3 President's report

Jamie noted that the Annual General Meeting held 27 July went well and that he received positive feedback on what was presented at the meeting. However, he also noted that during his presentation there was not enough time to do Q&A, but he noted that there were no questions raised after the meeting.

Council went into Committee briefly to allow Jamie, Joy and Jordan to provide a report back to Council on the Chairs & CEs meeting held early August.

2.4 Chief Executive's report

A question was raised regarding the InternetNZ role as an At-Large Structure in the ICANN At-Large framework. Jordan was asked if he can provide some information on this and send it to Council prior to the next meeting.

AP 10/17: CE to provide a report and recommendation at the next Council meeting on InternetNZ's status as an ICANN At-Large Structure.

It was noted that Council did not have the chance to formally acknowledge Hayden's departure from Council and the following resolution was raised.

RN 53/17: THAT Council thank and acknowledge Hayden Glass for his work and contribution on Council.

(Cr Moskovitz/Cr Davidson)
CARRIED U

During the discussion on the Organisational report, Dave Moskovitz noted that his wife is an employee of Philanthropy NZ. However, he advised that the relationship has no effect on what the Community Programme team was working on with Philanthropy NZ around the Grants Impact Assessment. Jordan confirmed this.

Brenda Wallace joined the meeting at 10.13am.

Jordan also gave a summary on the changes for the NetHui budget (which is included in the Budget 2017/18 update paper). It was noted that although there's a broad range of sponsorship received from stakeholders, the value does not meet the earlier sponsorship target.

A comment was raised around the State of the Internet Report and whether this report can be seen by Council first before its public release. Jordan advised that this can be done and raised that there's a delay on the launch of this report because drafting is taking longer than planned. Staff also engaged external reviewers to assist with lifting the draft further and are now in the review phase, working across InternetNZ and NZRS to make sure that this report is a high quality piece of work.

2.5 Grants Update Report

Council noted that Kate Pearce declared that she is a board member of the organisation organising the *BSides Wellington* who are receiving sponsorship funding from InternetNZ. However, she advised that she was not involved in the funding application process that was put forward to InternetNZ.

2.6 Council Committee Reports

Jamie asked Council for volunteers who are keen to join the Audit & Risk Committee and the CE Review Committee who are seeking two additional members on each committee.

Kelly Buehler and Don Stokes have volunteered for the Audit and Risk Committee. Richard Hulse had initially agreed to join the CE Review Committee and noted Keith Davidson's interest to join the Committee as well.

Council were encouraged to attend the sub-Committee's meetings especially for Kate Pearce and Don Stokes, being new to Council, so that they have a better understanding on what's going on on these Committees.

Sarah Lee gave a brief verbal update on what the Māori Engagement Committee is working on. She also raised a question to Council regarding the update on the logo (i.e. adding "Ipurangi Aotearoa") which has been discussed in previous meetings. Sarah asked if it's still possible to have the launch happen in September, as previously discussed. However, Jamie advised that with the current Organisational Review and the work around this, that it would be good to temporarily postpone this project for now.

Council also discussed the options for when to hold the Marae training (which was cancelled early in the year) and whether it would be best to have this booked later in the year or perhaps move to early next year instead.

AP 11/17: Chief Executive to provide options to Council on possible dates for the Marae training over the next few meetings.

RN 54/17: THAT the Terms of Reference for the Audit and Risk Committee, Chief Executive Review Committee, Māori Engagement Committee, and Grants Committee be confirmed for the 2017/18 year with no amendments

(Cr Hulse/Cr Davidson)
CARRIED U

RN 55/17: THAT the membership of the Council Committee be as follows:

- Audit and Risk – Amber Craig (Chair), Richard Hulse, Keith Davidson, Kelly Buehler, and Don Stokes
- Grants – Richard Wood (Chair), Sarah Lee, Dave Moskovitz, and Kelly Buehler
- Māori Engagement – Sarah Lee (Chair), Brenda Wallace, and Amber Craig
- Chief Executive Review – Jamie Baddeley (Chair), Joy Liddicoat, Richard Hulse, and Keith Davidson

(President/Cr Lee)
CARRIED U

2.7 Future of NetHui Plan

Jordan gave a summary on the options for the future of NetHui and asked Council what their thoughts are on the recommended approach – i.e. having it on a four-year timeframe alternating between regional and national NetHui and move the national NetHui once a cycle, where year 2 will be held in Auckland and then somewhere else (e.g. Wellington, Christchurch) for year 4.

After a short discussion Council was happy with the options provided, as well as the recommended approach that staff have put forward.

RN 56/17: THAT Council agree that NetHui will proceed on a four-year cycle, with classic NetHui every second year (one in Auckland, one elsewhere) and regional events in the in-between years.

RN 57/17: THAT Council note that future annual Activity Plans and Budget will be prepared in line with this cycle, with 2017 being the first year of the cycle (hosting a classic NetHui in Auckland in November).

(Cr Wallace/Cr Buehler)
CARRIED U

2.8 Budget 2017/18 Update

Jordan spoke to his paper and advised that that the breakdown of the significant recommended adjustments is noted in the paper. He mentioned that the intention was that the Budget is reviewed on a quarterly basis, taking the final NZRS dividend into account, and any changes to the Budget will be proposed to Council for consideration at the August meeting. This will create a new baseline with a committed expenditure limit which we plan to commit to for the remainder of the financial year, with subsequent quarterly reviews only leading to potential changes of budget between budget areas (not to the overall spending limit).

RN 58/17: THAT Council approve the revised Budget for financial year 2017/18.

(Cr Hulse/Cr Davidson)
CARRIED U

2.9 Group Consolidated Financials

Jordan spoke to his paper and mentioned that the new format in this report came about from Council's previous request which was to provide more information on what was spent across the group – this has been now reflected in the breakdown of expenses noted in pages 72-73 of the paper.

Kelly Buehler briefly left the meeting.

RN 59/17: THAT the 2017/18 first quarter group consolidated financial be received.

(Cr Moskovitz/Cr Wallace)
CARRIED U

Kelly returned and joined the meeting.

Council Strategy Day (reschedule)

A short discussion was held around rescheduling the Council Strategy Day which was previously scheduled for September but has been cancelled due to the general election being held on the scheduled weekend. Jordan advised that it would be helpful for staff to get Council's preference on when to hold this meeting to get some guidance on when and what to plan for. Council agreed that it would be ideal to look at dates after NetHui and asked if Jordan can start an email conversation in the Council list and provide some options on possible dates.

AP 12/17: CE to start an email thread on the Council list on possible dates for the Council Strategy Day.

Council took a short break at 10.50am – 11.08am

David Farrar, Debbie Monahan, Richard Curry, and Jay Daley joined the meeting at 11.08am

Section 3: Subsidiaries

Prior to the start of discussing the reports from the subsidiaries, Jamie thanked the subsidiaries for their contribution and help in providing the information included in the Group Consolidated Financials report.

3.1 Subsidiaries Report

Joint .nz first quarterly report for 2017/18

David Farrar gave a brief summary on the report. There was a brief discussion on the process for dealing with the conflicted names and the introduction of the implementation of a privacy option for individual registrants to come into effect in November.

RN 60/17: THAT the Joint .nz quarterly report for the Q1 2017/18 be received.

(Vice President/Cr Lee)
CARRIED U

DNCL and NZRS first quarter report for 2017/18
Reports were taken as read.

Richard Currey spoke to the NZRS report and highlighted that they are tracking better than budgeted for new domain name registrations and growth is around two thousand names net per month.

Jamie have also noted and congratulated NZRS for being nominated in the 2017 CENTR Awards.

RN 61/17: THAT the quarterly reports (NZRS and DNCL) for Q1 2017/18 be received.

(President/Cr Davidson)
CARRIED U

Technical Research first quarter report for 2017/18

Report was taken as read. Dave Moskovitz thanked Jay for the new summary at the start of the report.

Product and Services first quarter report for 2017/18

Report was taken as read.

RN 62/17: THAT the Technical Research report for Q1 2017/18 be received.

RN 63/17: THAT the Product and Services Development report for Q1 2017/18 be received.

(Vice President/Cr Hulse)
CARRIED U

InternetNZ staff as well as the subsidiaries Chair and CEs left the meeting and Council went into committee from 11.26am to discuss the Organisational Review.

Meeting closed: 4.30pm

Next scheduled meeting: Friday 24 November 2017, at 9.00am, in Wellington.

Signed as a true and correct record:

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Jamie Baddeley, President, Chair