

DRAFT MINUTES OF COUNCIL MEETING

Status: Final

Present: Jamie Baddeley (President), Joy Liddicoat (Vice President), Neil James (*audio*), Dave Moskovitz, Hayden Glass, Sarah Lee, Amber Craig, Rochelle Furneaux, Kelly Buehler, Richard Wood 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, audio*), Debbie (Domain Name Commissioner, *in part*), Andrew Cushen (InternetNZ, *in part*), Ellen Strickland (InternetNZ, *in part*), Mary Tovey (InternetNZ, *in part*), Keith Davidson (InternetNZ, *in part*).

Meeting Opened: 10am

1. Welcome
2. Council only
3. Council and CE only

Hayden left the meeting at 10.30am

4. Apologies

An apology was received from Brenda Wallace.

RN01/16: THAT the apologies be received.

(President/Vice President)
CARRIED U

5. Declaration of Interest

RN02/16: THAT Council received the Councillors' Declarations as at 12 February 2016 as updated.

(President/Vice President)
CARRIED U

6. Approval of minutes

RN03/16: THAT the minutes of the meeting held on 11 December 2015 be received and adopted as a true and correct record.

(Vice President/Cr Craig)
CARRIED U

7. Outstanding action points

Noted actions still requiring attention were:

- AP08/15: Health & Safety policies and Risk Register for Council and staff functions [Work is still currently underway.]
- AP30/15: Reporting requirements for NZRS regarding segmentation of costs for delivering core functions of the company as per the SOE [Due by May 2016]
- AP31/15: Discuss with subsidiaries re adding SoE review in quarterly reports [Due by May 2016]
- AP35/15: Letter to AUDA Board Chair re board-level dialogue between AU and NZ on Internet Governance [In progress. Will discuss with AUDA at the next ICANN meeting.]
- AP39/15: Briefing on GCSB issue [Will be expanded to be a members meeting as part of the Activity Plan for next year.]
- AP43/15: Public consultation on the draft .nz Framework Policy as per the PDP [Jordan to discuss with Debbie and will provide update/feedback to Council before end of March]

8. Membership update

Discussions held whether the members report could include the figures for the second quarter or do a year on year comparison. Jordan advised that improvements can be made to how the report can be presented and the info it contains.

RN04/16: THAT the new members list be approved.

(President/Cr Furneaux)

CARRIED U

9. Evote ratification

AP01/16: Add who the mover and seconder were for the motions to the report.

RN05/16: THAT the evote ratification update be noted.

(President/Cr Moskovitz)

CARRIED U

10. Industry Scan

Discussion held on issues and opportunities for InternetNZ. For any further comments, Council was advised that they can send it either to Jordan or Andrew.

11. Priorities 2016

Jordan gave a brief summary on the proposed priorities for 2016/17 and advised that he was pleased with the focus areas that were identified.

More broadly, he said the team will focus this year on:

- Delivering on the call for **better outreach and engagement** agreed by Council at its strategy day last year;
- Improved **communications** of InternetNZ's work and story;
- Ongoing **professionalisation** of the work that we do.

These priorities will feed into the 2016/17 Activity Plan which will be circulated to Council and members towards end of March for comments/discussion, and then adoption at the Council meeting scheduled for 5 April.

12. Focus Areas - feedback

Jordan spoke to his paper and gave a summary on the feedback received from staff and members who participated at the recent membership meetups. The paper sets out the changes to be made based on the feedback and further refinement by staff.

This agenda item also relates to item 4.1 (Other Activity 2016 Plan Items). The team are thinking about the outputs for next year and this will be lined up with the proposed focus areas.

Hayden re-joined the meeting at 11.15am.

13. Managing InternetNZ's balance sheet

This paper was presented to Council for discussion and to draw their attention to the level of financial reserves that we currently hold, and the absence of a strategic direction for this. Jordan advised that the point of raising this with Council is not to make any decisions yet but just to discuss the options.

Council discussed the factors to guide whether reserves should be increased, maintained or decreased. For some Councillors it's not a question of increasing or decreasing the amount of reserves but should be on what to do with these funds.

There was a wide variety of view from Council and therefore Jordan suggested that as a next step, staff can take on board what was discussed at this meeting and come back with a proposal on the approach to take for debate at the May Council meeting.

AP02/16: Staff to draft a paper with a recommended approach for managing INZ's balance sheet and present it at the May Council meeting.

14. Products and Services Development - next steps

Discussions were held on the proposed approach for the next steps around the Products and Services Development which also includes the pros and cons for two options.

Comment was raised that the paper provided a good summary which included the feedback from members and also keeping track on what was happening.

The general view around the table was to proceed largely in line with the recommendations presented, but to get a staff summary of the competition issue rather than setting up a working group.

RN06/16 THAT Council receive the paper on next steps for product and services development.

(Cr Hulse/Cr Craig)
CARRIED U

RN07/16: THAT Council agree in principle to proceed with product and services development as agreed at this meeting, with the key changes being:

- broadening the strategic goal to include .nz related revenue
- restoring the link to the objects
- improving the transparency applicable to this work

(Cr Hulse/Cr Craig)
CARRIED U

RN08/16: THAT staff revise and publish a Final Draft Product and Service Development Strategy and Policy, and related changes to the Group Strategic Plan, consistent with the approach agreed at this meeting, AND seek comments on the draft documents.

(Cr Hulse/Cr Craig)
CARRIED U

RN09/16: THAT Council note its thanks to members and others who have participated in the discussion on business, product and service development, and its appreciation for the range and variety of positions outlined and views expressed, as the discussion and input has significantly changed and improved the approach.

(Cr Hulse/Cr Craig)
CARRIED U

RN10/16: THAT an evaluation framework for the approach to product and services development be developed, with a draft to be considered at the May meeting.

(Cr Hulse/Cr Craig)
CARRIED U

AP03/16: Draft evaluation framework for the approach to product and services development and present at the May Council meeting.

RN11/16: THAT staff examine the "competition test" suggestion presented in this paper, find out what .uk has done with the suggestion, and report back at the May meeting.

(Cr Hulse/Cr Craig)
CARRIED U

AP04/16: Staff to examine the “competition test” suggestion presented at this meeting and find out what .uk has done and report back at the May Council meeting.

15. **Governance Policy: document confidentiality**

Discussions were held responding to the draft Policy, including on what can be considered as a confidential paper and whether the Policy also covers information that can be withheld due to privacy reasons, such as personal matters as per the Privacy Act.

AP05/16: Jordan to amend/finalise the policy and send to Council for adoption as a draft, and then for consultation with members.

16. **Internet Research Community Grant Round 2015-16**

Council went into committee to discuss the Grants Committee’s recommended decisions for the Internet Research Community Grant Round.

RN12/16: THAT Council approve the use of the remaining On Demand grants budget for this Grant Round.

(Cr Wood/Cr Buehler)
CARRIED U

RN13/16: THAT Council approve the Grants Committee recommendations for funding as detailed in the paper.

(Cr Wood/Cr Buehler)
CARRIED U

Note: this paper will be published on the Council website once the recommendations are announced.

17. **CE Report**

Report was taken as read.

A question was raised regarding the feedback on APRICOT and in response, Jordan advised that the feedback from delegates have been good. There were some issues with the wifi connections, however these were resolved quickly.

One issue that Jordan raised was that some of the delegates have had problems with their visa applications with Immigration NZ. APNIC has been asked if they can add a question in the survey (which will be sent to all the delegates after the conference) regarding dealing with Immigration to get more feedback on this. Jordan advised that he will write to relevant Government Ministers calling for improved visa treatment for conference attendees, especially given the investment being made in a new conference centre in Auckland.

Jordan also applauded the positive feedback on **Yvonne Shelton's** outstanding performance in managing the event, including her working relationship with the APNIC and APIA teams in planning and organising the event. He commended the whole team involved in the success of the event.

RN14/16: THAT the Chief Executive's report for the two months to 31 January 2016 be received.

(President/Cr Furneaux)

CARRIED U

Keith Davidson joined the meeting at 12.45pm

18. Management Reporting

Reports were taken as read.

Jordan took the opportunity to thank Keith Davidson for his work, which concludes at the end of March. He gives up his role as a member of the ccNSO Council at ICANN in a couple of weeks, being replaced by Debbie Monahan. Jordan set out Keith's work in New Zealand and internationally, and thanked him for all that work - as well as for his personal support as a mentor for Jordan in his career.

Council thanked Keith with applause.

RN15/16: THAT the management reports (Internet Issues, Community Programme, International, and Operations) be received.

(President/Vice President)

CARRIED U

19. Group Financials

Report was taken as read.

RN16/16: THAT Council approve the InternetNZ Consolidated Financial Report for the quarter ended 31 December 2015.

(Cr Buehler/Cr Glass)

CARRIED U

Council took a lunch break from 1:04pm to 1.30pm

Richard Currey joined the meeting at 1.30pm

Council went into committee until 1.49pm for the Council, CE and Chairs discussion.

Neil James left the meeting at 1.45pm. Andrew Cushen, Mary Tovey and Maria Reyes joined the meeting at 1.49pm

20. Travel Working Group update

Kelly Buehler spoke to her paper and advised that the main things that were considered in drafting the guidelines were first around health & safety, ability to perform, and lastly, the cost and comfort.

There was a brief discussion on whether the policy should deal with perceptions by public and not just members (the answer being yes, but that there is a more direct accountability to members), as well as whether the guidelines need a discretion for CE to approve childcare cost arising from someone travelling on behalf of InternetNZ. The Chief Executives suggested that there could be more detail regarding the exceptions clause to ensure consistent treatment of travellers across the group, as well as adding a section in the guidelines/policy regarding travel insurance.

Councillors asked whether instead of guidelines, there should be a Group Travel Policy that is in line with these guidelines and can be applied across the group.

RN17/16: THAT Council adopt the draft International Travel Policy Guidelines as the basis for travel policy for InternetNZ at the staff/contractor and governance levels; AND THAT staff prepare a draft Group Policy on Travel consistent with the guidelines for consideration at a future Council meeting.

(President/Vice President)

CARRIED U

AP06/16: Staff prepares a draft Group Policy on Travel consistent with the guidelines.

21. .nz MOU progress update

Jordan gave a brief update on the .nz MOU and advised that the three CEs are currently working on the hopefully final wording on this and that it is nearly finished.

22. Policy Consultation updates

Debbie Monahan gave an update on WHOIS and advised that the DNCL Board has agreed in principle that while WHOIS should remain as a public register, there should be a policy and process for individuals to be able to have their details withheld from publication if they have circumstances where this is warranted. She also advised that they are working on the details for the policy and a proposal will be discussed at the April board meeting, followed by a public consultation after.

Richard Currey briefly left the meeting at 2.09pm.

Rochelle Furneaux briefly left the meeting at 2.10pm

23. Boards appointment process 2016

Council considered how to proceed with this year's appointments round – whether positions should be advertised or whether to do reappointments instead.

In summary, Council agreed that the Appointments Panel should convene and provide a recommendation to Council on how to proceed with the 2016 appointments round.

It was noted that Richard Hulse and Kelly Buehler expressed an interest to be members of the Committee along with the President, the current Chair and an independent member. Where the question is the Chair, as per the policy, the Chair of the other subsidiary will be the fourth member of the Panel for that discussion.

Kelly was agreed as the other Council member

Rochelle and Richard joined the meeting.

24. Joint .nz 3rd quarter report

Report was taken as read.

RN18/16: THAT the Joint .nz report for the third quarter 2015/16 be received.

(Cr Craig/Cr Hulse)
CARRIED U

25. DNCL 3rd quarter report

Report was taken as read.

RN19/16: THAT the DNCL report for the third quarter 2015/16 be received.

(Cr Craig/Cr Lee)
CARRIED U

26. DNCL 2016/17 Statement of Directions and Goals

Paper was taken as read.

RN20/16: THAT Council note and received the 2016/17 Statement of Directions and Goals from DNCL, and approve the 2016/17 Budget.

(Cr Craig/Cr Lee)
CARRIED U

Council went into committee to discuss the in-confidence papers from NZRS – Product and Services Report and the Technical Research report.

RN21/16: THAT Council thanks NZRS for the Product and Service report and Technical Research report (which were both papers circulated in-confidence) and agrees to release these papers to the public.

(President/Cr Craig)
CARRIED U

AP07/16: Jordan to draft cover papers for the release of the Product and Services Report, and the Technical Research report.

Debbie Monahan left the meeting at 2.52pm.

27. NZRS Draft 2016/17 Statement of Directions and Goals

This Draft SoDaG will be replaced by a final once budget information is available.

RN22/16: THAT the 2016/17 Draft Statement of Directions and Goals for NZRS be received.

(Cr Buehler/Cr Hulse)
CARRIED U

28. NZRS 3rd quarter report

Report was taken as read.

RN23/16: THAT the NZRS report for the third quarter 2015/16 be received.

(President/Cr Hulse)
CARRIED U

29. Other (subsidiaries) General Items

Amber Craig gave a brief update on what the Audit & Risk Committee has discussed regarding the legal advice/recommendation received from the lawyers regarding the new Health & Safety legislation and advised that a meeting will be arranged with the subsidiaries Chair & CE to discuss the possibility of conducting a gap analysis across the group.

Jordan also advised he will circulate the Health and Safety advice received from the lawyers.

Jay left the meeting at 3pm

Council took a short afternoon break from 3pm to 3.20pm

30. Audit & Risk Committee update

Amber gave a brief update on behalf of the Audit & Risk Committee. Key

points she noted were:

- the Committee is looking at doing a Health & Safety gap analysis;
- approval of the new PBE reporting template; and
- review of the risk register.

31. Grants Committee update

After Richard Wood gave a brief update on the Grants Committee; the President raised a point to Council regarding the workload for the Committee and noted the Committee's intense time commitment and heavy workload.

Discussions were held on how to address this and Council agreed to the suggestion that staff draft a proposal for the Committee and for Council on the best approach that will help the Grants Committee ease some of their workload.

AP08/16: Community Programme staff to draft a paper with a recommended approach on how to deal with the increasing workload for the Grants Committee, for discussion with the Committee and with Council.

32. Māori Engagement Committee update

Sarah Lee spoke to her paper and some of the key points she highlighted were:

- the proposed dates for the Marae visit
- proposed bilingual version of the logo

It was noted that the proposed bilingual logo is not final yet and that this presentation is for Council information only as this is still a work in progress. It would be appropriate for whatever Māori advisory approach is agreed to consider any such logo before it is implemented.

33. Membership Committee update

Kelly Buehler advised that one of the main things that the Membership Committee is currently working on is around the kaupapa (code of conduct) which has now been sent to members for comments. She advised that there's been good discussion online and that she has also received feedback directly from some members.

Another important work that she noted was around Committee's aim to improve communication with members, and focus on looking at resources available and how we can make it more useful to our members.

34. CE Review Committee update

The President commented that at the December Council meeting, it was noted that this will be re-formed this year however; he advised that the Committee is yet to convene.

AP09/15: President to convene the CE Review Committee.

35. Matters for Communication

Products & Services discussion and papers

Summary on the product and services discussion and cover letter for the release of the in-confidence papers from NZRS (i.e. Technical Research Report and Product & Services Report)

36. General Business

April Council Meeting

April Council meeting which will be held online, will focus on the Focus Areas for 2016/17 and the Draft Budget.

After a brief discussion on the options for the meeting, Council agreed to the suggestion that the papers be sent to Council by 24 March and have the discussion online. A 2-hour meeting will still be scheduled however; Council can make a call the day before the meeting whether this meeting is still required.

Dave Moskovitz raised a question regarding the financial transparency on DNCL and NZRS reports, and Jordan confirmed that for both subsidiaries, the reports for the 2016/17 year should be presented in a way that breaks costs down as per the core and secondary roles for the company set out in the SoE.

Jordan advised Council regarding an upcoming change in management responsibilities that is designed to allow Jordan a more outward focus. He advised that Andrew will be picking up the overall Operational management responsibility as well as continue to manage the Internet Issues Programme. In the next few months, subject to staff consultations, there will be a transition in the management reporting lines to reflect this, with the revised structure likely to evolve gradually after Easter.

Next Meeting: The next scheduled Council meeting is 5 April 2016 via web or audio conference.

Meeting Closed: 4.04pm