DRAFT MINUTES OF COUNCIL MEETING

Status:	Draft
Present:	Jamie Baddeley (President), Joy Liddicoat Amber Craig, Kelly Buehler, Dave Moskovitz, Brenda Wallace, Sarah Lee *(in part)*, Richard Wood, Neil James, and Hayden Glass.
In Attendance:	Andrew Cushen (Acting Chief Executive), Maria Reyes (minute taker), Mary Tovey *(in part,* InternetNZ), David Farrar *(in part,* DNCL Chair), Debbie Monahan *(in part,* Domain Name Commissioner), Richard Currey *(in part,* NZRS Chair), Jay Daley *(in part,* NZRS Chief Executive), and Andy Linton *(in part,* INZ member)
Meeting Opened:	9am

Council went into committee for the Council-only discussion and for the Council and Chief Executive alone time until 9.55am.

Māori Engagement Committee update

The President advised that due to Sarah not feeling well, that the Maori Engagement Committee update be discussed first.

Sarah spoke to her paper and highlighted after further meetings between the Committee and BRG Consulting regarding Māori Engagement, they have agreed to take a step back from the initial idea of establishing a Māori Advisory Group and focus on developing an overarching framework or strategy. Sarah also mentioned that during one of their workshops, they had considered a report from MBIE which relates to the Māori community and the Internet. Although this report is already finished, this has not been officially launched yet. However, Sarah advised that she could ask the author of the report whether this can be shared, and if so, she will send it to the Council's list for information.

Council discussed a few comments raised regarding the report but overall they support what the Committee has proposed. Discussion was also held whether INZ members need to be engaged on this matter and it was agreed to not engage the members just yet, however there should be an initial communication sent to them regarding this so they are aware of the work being done.

After considering the proposal from the Committee to do a Marae visit prior to the August Council meeting, Council have agreed to do a poll for the proposed dates to get preference from Council.

AP11/16: Māori Engagement Committee to send do poll for the proposed dates for the Marae visit and August Council meeting – i.e. Thursday 26th and Friday 27th August; or Friday 27th and Saturday 28th August.

RN29/16: THAT Council note the changes to the approach proposed by this committee, and support the development of a Māori responsiveness strategy.

(Cr Lee/Cr Wallace)
CARRIED U

RN30/16: THAT Council confirm the cultural training date and approve the August 2016 Council meeting will be held at Hongoeka Marae.

(Cr Lee/Cr Moskovitz)
CARRIED U

Andy Linton joined the meeting at 10.15am.

2.1 Membership at InternetNZ (Andy Linton)

The President gave a brief introduction on Andy Linton. Andy has been awarded fellowship by InternetNZ due to his big contribution to the Internet community. The President advised that during a catch-up with Andy prior to the APRICOT conference, Andy have raised some comments regarding his INZ membership and decided to invited Andy to attend the Council meeting to share his thoughts and raise his concerns to the group.

After Andy introduced himself and gave a brief background on his involvement in the Internet community, he raised some of his concerns regarding his membership with INZ. He commented that he is opposed to the notion of broadening our source of revenue as he believes that InternetNZ's mandate is managing the .nz domains, and that if the income decreases or runs out due to lack of .nz registrations, then this mandate should finished as well. However, he mentioned that he prefers not to engaged in this discussion, but due to him being a fellow, he's been awarded with a lifetime membership with INZ and therefore can't help but be associated with the organisation.

He advised that he would like to step back from his membership, but as there is no current policy or procedure on this, he is not sure how to do so. He suggested if it's possible that he "resign" from the Fellowship and have this officially noted, so that he can fully cease any involvement with InternetNZ.

Council have acknowledged Andy's comments and a comment was raised that his contribution to InternetNZ as well as to the Internet community should still be acknowledged even though he is stepping back and prefers not to be involved anymore.

Sara Lee left the meeting at 10.38am.

Council thanked Andy for attending the meeting and commented that it was good to hear his perspective. The President advised that he will be thinking about this matter and will consider Andy's suggestion to resign or retire from the Fellowship, and will come up with a recommendation to amend the section in the Constitution regarding Fellows' membership and have it noted at the next Annual General Meeting.

AP12/16:   The President to look into amending the section in the Constitution regarding Fellows' membership – for decision at the next AGM.

Council took a 10-minute break at 11am.

2.4   Managing InternetNZ's balance sheet and financial reserves

Andrew gave a brief summary on his paper and highlighted that there were two parts in his paper – the first part provides an update on the reserves specifications, and second part provides a proposed approach for using the accumulated financial reserves.

A question was raised regarding the Anti-Money Laundering practices and asked for some clarity on this. Mary responded that one of the changes in the practices that limits our ability to drawn down on the Term Deposit, is that there should now be a 30-day written notice to use the term deposit prior to withdrawing funds.

Discussions were held around the working capital and the short-term operational deficit funding, and it was noted that there were a few concerns raised from Council on this matter and Andrew advised that these concerns have been noted and will amend the paper as per discussion at this meeting.

RN31/16:   THAT Council requests the Chief Executive prepare an amended Reserves Policy to be presented to the August 2016 Council meeting.

(President/Cr Wood)
CARRIED U

After a brief discussion on the options for the proposed approached on how the financial reserves can be spent, Council agreed with the suggestion to amend the paper so that it also includes some advice from a financial expert/specialist regarding our reserves and adding scenarios that would fit with the proposed options.

AP13/16:   Staff to amend the paper on the recommended approach for using the financial reserves and table it at the August Council meeting for discussion/decision.

2.3   Evaluation Framework – Products and Services Development

Andrew spoke to his paper and advised that this was an outcome to the resolution/action point noted at the February Council meeting (RN10/16) and would like to seek Council's thoughts on how to proceed.

Discussions were held on the options for the review criteria noted in the paper. Council were happy with the proposed timing for undertaking the review, however, there as a discussion on the criteria that matter for this review, against the options proposed in the paper. In particular, the key question that this evaluation framework should assess is the revenue opportunities realised, and the potential revenue opportunities available, measured against the investments made to date. Andrew will work with Councillors in order to develop this approach, and will also discuss with NZRS in terms of the best way to proceed.

Andrew have noted Council's comments and will take on board when they draft the review framework paper for New Product and Services Development for the August meeting. The objective of this work remains to have this Evaluation process concluded to allow clarity for the 2017/18 Financial Year.

RN32/16:   THAT Council note the timings required regarding the expiry of the $400,000 fund.

(Vice President/Cr Furneaux)
CARRIED U

RN33/16:   THAT Council request a paper for the August 2016 Council meeting providing a review framework for New Product and Service Development, capturing the criteria from this discussion.

(Vice President/Cr Furneaux)
CARRIED U

AP14/16:   Staff to prepare a paper for the August 2016 Council meeting providing a review framework for New Product and Service Development, capturing the criteria from the May Council meeting discussion.

1.3   Apologies and Declaration of Interest

Apologies noted were from Richard Hulse who was unable to attend the meeting due to his travel overseas and from Sarah Lee who had to leave early from the meeting due to feeling unwell.

There were no changes to the register of interest noted at this meeting.

3.2   InternetNZ Travel Policy and Group Application

Andrew advised that this paper is the amended version of the same paper that was discussed at the February Council meeting and seek Council's endorsement of an updated travel policy for InternetNZ, and its direction on the general applicability of this framework across the Group.

One comment that was raised and which Andrew has also noted is that it should be clear in the policy that any downgraded fare should not be used or put forward to any personal travel.

RN34/16:   THAT Council supports the Chief Executive updating the travel policy (a management policy) so that is consistent with the May 2016 International Travel Policy Guidelines, and advise the Subsidiaries though the Chief Executive that it expects their Travel Policies to be made consistent with the Guidelines.

(Cr Buehler/Cr Furneaux)
CARRIED U

David Farrar, Debbie Monahan, Adam Hunt, Richard Currey and Jay Daley joined the meeting at 11.55am.

4.2   Subsidiaries Report

Quarterly Reports
The quarterly reports for 2015/16 received from the subsidiaries have been taken as read.

RN35/16:   THAT the .nz Joint 2015/16 fourth quarter report be received.

(Cr Wood/Cr Buehler)
CARRIED U

RN36/16:   THAT the DNCL report for the fourth quarter 2015/16 be received.

(Cr Wood/Cr Buehler)
CARRIED U

RN37/16:   THAT the NZRS report for the fourth quarter 2016/16 be received.

(Cr Wood/Cr Buehler)
CARRIED U

Review of the registrations at the Second Level Project
Debbie spoke to her paper and highlighted how each entity had worked together and that as a whole, the project went really well and was a success. It was good for the .nz domain.

WHOIS Review Consulting Paper

David gave a brief summary of his paper and highlighted the process that they've used for the consultation which includes collating submissions as well as conducting public consultation meetings.

Discussions were held around comments and strong views received regarding the WHOIS consultation. Council shared the feedback, concerns and commendations that they were aware of from stakeholders, some of which had not yet been reflected in formal submissions. Council outlined their expectation that this process should be undertaken in an open, transparent and consultative manner. DNCL confirmed that that will continue to be their objective, and even more so given the range of feedback received in this latest stage of the consultation.

DNCL outlined their plans for how to proceed with this process, noting the submissions made throughout the process to date, and the additional engagements made by DNCL in informing their approach, and taking that range of perspectives into account in preparation for a further, new consultation stage, likely in July/August this year. Design of this next stage will be informed in particular once the third consultation period closes in early June.

Council is fully expecting and has confidence that DNCL will have no further regrets on the process nor the execution of the WHOIS consultation.

Technical Research Report

Report was taken as read.

A comment was made that the report was well put together. There was a question raised regarding projects that have been marked "on hold" and how it is decided when to stop or cease a project. Jay responded that this is due to prioritising the work that they are doing and that the research projects are driven by a variety of factors that go with it such as the project's likelihood of success.

4.3 Product and Services Report

Report was taken as read.

Council noted the report and commended NZRS for embracing the new approach to transparency, as outlined in the revised Products and Services Strategy.

Council discussed a number of the products and services in development, and the potential revenue opportunities and delivery of those initiatives. Jay advised Council about progress made on a number of these, with particular reference to potential utilisations and collaborations on the Broadband Map.

David Farrar, Debbie Monahan, Adam Hunt, Richard Currey and Jay Daley left the meeting at 12.45pm

Council took a lunch break at 12.45pm until 1.19pm

3.1   2016/17 Strategic Partnership

On behalf of Ellen, Andrew have updated Council regarding the review of the 2016/17 Strategic Partnership and advised that the some of the current partners are in flux and due to staff changes, it constraints them from being involved in our partnership review. However, there are two Strategic Partners that are ready to be reviewed, and Andrew asked Council if they could seek their guidance whether to go ahead with reviewing the two proposed partners or should it be done once all the partners are ready for review.

After a brief discussion, Council were happy to go ahead with the review for the two proposed strategic partners and that decisions can be made online via an evote.

AP15/16:   Andrew and Community Programme staff to draft a paper on the Strategic Partners and send it to Council for discussion and decision by an evote.

3.3   Governance Policy: Document Information Disclosure

Paper has been taken as read.

RN38/16:   THAT Council approves the Council Governance Policy – Document Information Disclosure, with the "Date in Force" to be 1 June 2016.

(Vice President/Cr Furneaux)
CARRIED U

AP16/16:   Andrew to ensure that subsidiaries are familiar with this policy and use it.

5.1   Confirm Minutes – April 2016 meeting

RN39/16:   THAT the minutes of the meeting held on 5 April 2016 be received and adopted as a true and correct record.

(President/Cr Furneaux)
CARRIED U

5.3   Membership update

A comment was raised whether the membership report could include five quarters instead of four to capture the current membership (or is timed with the Council meeting period)

There was a brief discussion on the membership trend especially around the membership renewal and Andrew advised staff have commissioned external support and advice on membership renewals and proposition review, and that these questions will be considered as part of this work.

RN40/16:   THAT the new members be approved.

(President/Cr Glass)
CARRIED U

5.4   Evote Ratification

RN41/16:   THAT the evotes noted as at 18 May 2016 be ratified.

(President/ Cr Furneaux)
CARRIED U

5.5   Chief Executive report

Council congratulated staff for the management and concluding the MOU with MBIE. They also commended the team for the Speaker Series event and looks forward to the future speaker series sessions.
Brief discussion was held regarding the next steps for the Group Culture work for the whole InternetNZ team. It was noted that that report on this work has been received by the Chief Executive and currently in discussion with the President and Vice President on how this will be communicated to the other subsidiaries.

Question was raised regarding the difference of the NetHui collaboration and the planned NetHui roadshow, and Nicole responded that the NetHui collaborations are just NetHui-liked sessions that will be held as part of a bigger conference such as the ITx conference, and topic or discussion held at these sessions will be fed into the NetHui Roadshows which will be held in October this year.

RN42/16:   THAT the Chief Executive's report for the three months to 30 April 2016 be received.

(Cr Moskovitz/Cr Furneaux)
CARRIED U

5.6   Council Committee Reports

Audit and Risk Committee
Neil gave a brief update on the Audit and Risk Committee and highlighted the following key focus for the Committee:
- Looking at the business cover insurance
- Working on the liability issues
- Risk register specific to InternetNZ
- Process for the year-end accounts which is very comprehensive
- Issues with the auditors raised by the Finance Manager at the recent Committee meeting. Auditors have been made aware and the Committee are keeping a close eye on this by adding a standard item in their agenda for to get updates on this issue.
- Working on the induction process for the Committee

With Neil's advice that he is stepping down as Chair of the Audit & Risk Committee, the President recognised Neil's contribution and have thanked him for all the work he had done not just as Chair of this Committee, but as a member of Council. Council also recognised his work both to the Committee, Council and the wider advanced networking community in New Zealand, with acclamation.

Subject to Amber's re-election at this year's AGM, the President have noted that Amber has been recommended to be appointed as the new Chair of the Audit & Risk Committee.

CE Review Committee
The President mentioned that the questions for the CE Review is being amended so that this is aligned with the CE's KPI, and advised Council to expect some communication on this regarding the evaluation soon.

Joy Liddicoat left the meeting at 1.45pm

Grants Committee
Richard gave a brief update on behalf of the Grants Committee and have highlighted that the Committee are looking at reviewing the Grants Policy Framework and how they are looking at how the Committee's workload can be reduced. They are also working on having a strategy in place that will help manage this workload and advised the they are confident that this will be achieved.

Membership Committee
Kelly advised that the Committee are currently trying to wrap up the work around amending the Code of Conduct for members and have it trialled for a year and see how it works.

The Committee are also offering to amend the Terms of Reference so that the Committee are able to step back and change its role from being operational to a governance role.

5.7   Matters for Communication and key messages

AP17/16:   Andrew to send bullet point summary to the President regarding the key points and decisions discussed at this meeting.

Upcoming events that were noted are as follows:
- Speaker Series (Death in the Internet) – held at the InternetNZ Wellington office on 9 June.
- InternetNZ AGM held on 29 July in Wellington. Venue is yet to be confirmed.

6.2   General Business

With the new Health & Safety legislation in place, Dave commented that there should be a standing Health and Safety item in the agenda for future Council meetings that outlines any incidents, risks that have been identified and how these are mitigated. With a short summary paper to be included in the set of papers.

AP18/16:   Staff to add Health and Safety item in the next agenda.

He also mentioned that during a meeting with the DNCL Board he encountered a technical issue with the video bridge and raised that this has been an issue in the past and that it really needs to be resolved. Andrew advised that staff are currently looking at other means for the video conferencing (such as Skype).

A short discussion was held regarding Amber's suggestion for Council to try using Slack, Loomio, or any other communication tool for better communication and online discussion.

Andrew requested that when Councillors wish to join staff from around the Group in social occasions that they should communicate that they are coming in advance so staff are given a heads up of such attendance.

Next Meeting: The next scheduled Council meeting is 26 August 2016.

Meeting Closed: 2:10 PM