

MINUTES OF COUNCIL MEETING

- Status: FINAL
- Present: Jamie Baddeley (President), Joy Liddicoat (Vice President), Amber Craig, Dave Moskovitz, Brenda Wallace, Sarah Lee, Rochelle Furneaux, Hayden Glass, Kelly Buehler, Richard Hulse and Keith Davidson (via Bridge).
- In Attendance: Jordan Carter (Chief Executive), Kimberley Ford (minute taker), Andrew Cushen (InternetNZ via Bridge), Vanisa Dhiru (InternetNZ), Megan Baker (InternetNZ via Bridge), Ellen Strickland (InternetNZ via Bridge), Richard Currey (NZRS Chair), Jonathan Hales (Eleven) and Kenneth Johnston (DNC Board).
- Apologies: Richard Wood

Meeting Opened: 9:00am

Section 1: Meeting Preliminaries

Council was in Committee from 09:00 to 09:45 for Council only time and Council and CE alone time.

1.3 Register of Interests

Amber Craig advised that the following items can be removed from her register of interest:

- Creator & Director of Beyond the Achievements
- Co-Founder of Diversity Consulting NZ
- Co-organiser of WWGSD HQ Unconferences
- Provisional member of the New Zealand Labour Party

She also advised that the following item can be added to her register of interest:

- Co-Chair of WWGSD Charitable Trust

Dave Moskovitz advised that the following items can be removed from his register of interest:

- A Board member of Startup New Zealand Limited
- A Board member of Learn Coach Limited
- Startup Weekend (Trustee)
- Pacific Internet Partners (Trustee)

He also advised that the following items can be added to his register of interest:

- Lightning Lab 2014 Limited Partnership
- Debtor Daddy Limited

Jamie Baddeley advised that the following item can be removed from his register of interest:

- Trustee of NZNOG

Joy Liddicoat advised that the following item can be removed from her register of interest:

- Non-Government Advisory Committee to Public Interest Registry .org

Vanisa Dhiru joined the meeting at 9:45am

Section 2: Strategic Priorities

2.1 Strategic Framework for 2017 Strategy Review

Jordan presented this paper and then discussion happened point by point.

Council decided that the scope of the review should be to deal with the Group strategy as well as the InternetNZ strategy, since any changes to the InternetNZ strategy would inevitably affect the Group one.

Council discussed the foundations for the strategy review and made some additional points for the staff to take into account.

Council discussed their own role in the strategy review process. The general view was to make sure Council is owning and shaping the strategy, helped by high quality staff thinking and inputs – not to allow Council to become detached from the process.

In respect of subsidiary involvement, Council's general view was that the subsidiaries should be considered in this process and provide input to be a part of this picture. The Councillors agree this will make the process work much better.

Discussion noted that it is the Council's responsibility to be clear about InternetNZ's overall vision and direction for the long haul. Within that, staff should have flexibility in managing a shorter term strategic plan.

Jordan introduced Jonathan Hales from Eleven. The presentation was to test the thinking generated so far in the work and to assess the instant response "hot/cold" from Council – not to seek any decisions.

Jonathan presented to the meeting the key findings of his research on InternetNZ's purpose, based on individual interviews with an array of stakeholders and members and staff. The key findings were distilled into a proposed value statement and narrative.

Councillors generally responded warmly and staff agreed to take into account the feedback in next steps for the strategy review.

- RN30/17: THAT Council notes the paper from the Chief Executive and agrees with the amended approach to reviewing InternetNZ's strategy.
(Cr Craig/Cr Lee)
CARRIED U
- RN31/17: THAT the Chief Executive report back to Council in a timely way with any implications for this process arising from the Organisational Review should they arise (along with proposed ways to adjust the process if required), and with an updated plan for the Strategy Review.
(Cr Craig/Cr Lee)
CARRIED U
- RN32/17: THAT the President confirm with the chairs of subsidiary boards the approach to subsidiary involvement in the InternetNZ strategy development process.
(Cr Craig/Cr Lee)
CARRIED U
- AP08/17: Amber to work with Jordan on adding a "Council Communication Tooling" item to the agenda for a future meeting.

Section 3: Matters for Decision

3.1 Grants Policy Framework Review

Vanisa took Council through the paper covering the three sections and then asking for any questions or discussion. The meeting noted that the proposed approach has been discussed with Councillors informally before, and is consistent with the direction previously signalled.

Council agreed to add words to the end of draft clause 6.4 of the policy "and will be determined by the Committee." This will make it clearer that the weightings between different criteria in assessing grant application is under the control of the Committee.

- RN33/17: THAT Council note and endorse the proposal to make Stage 1 of the grants process staff-led rather than committee-led.
(Cr Moskovitz/Cr Craig)
CARRIED U
- RN34/17: THAT Council approve the Grants Policy as amended, subject to any revisions arising from feedback before Friday 2 June.
(Cr Moskovitz/Cr Craig)
CARRIED U

Marae visit and training

The marae visit scheduled for 25 & 26 May was discussed. Unfortunately the hosts of this event were unwell and the event had to be cancelled. It was

discussed and agreed that we would now look at a new date later in the year. Councillors discussed and agreed that it was not a good idea to combine the marae visit with a Council meeting as this was too much. So it was agreed to keep these two separate.

It was also agreed the marae visit would be postponed and would take place after the next Council meeting scheduled for 25 August, especially as we may have some new Councillors on board by then after the AGM. It was raised that some staff or Councillors who were going to attend this marae visit that was cancelled may now miss out on the next one through having departed their roles, and that perhaps we should still include these people.

AP09/17: Kimberley to work with other staff, and the Māori Engagement Committee of Council, to organise new dates for the marae visit and training.

3.2 Review of Governance Policies

Andrew summarised the changes to the policies outlined in the agenda and asked for any questions or discussion.

Councillors asked about how the Funds Investment Management policy deals with non-bank related deposits. Staff advised that this would be resolved through a full review of the policy once the Financial Strategy is finalised.

Councillors decided to further amend the Chief Executive's Delegations policy (keeping the draft's proposed changes) with the following additional changes:

- To remove the words "no limit" from the end of the Opex and Capex within-budget delegations, on the basis it was already clear there is no limit within Budget.
- To add to the sub-delegation authority the words "*, except for the power of sub-delegation itself.*", on the basis that the Chief Executive should remain the only person who can further sub-delegate authority granted to them under the delegations policy.

RN35/17: THAT Council approves the updates to the Treasury, Audit Services Tender, Funds Investment Management and Chief Executive delegations policies and the changed review dates for the other Tranche Three policies.

(P Baddeley/Cr Craig)
CARRIED U

Section 4: Matters for Discussion

4.1 President and CE Briefing

Jordan spoke to his paper, and confirmed that Ellen or Vanisa would be acting Chief Executive while he and Andrew were away on annual leave in June (a period of four days).

Section 5: Consent Agenda

5.5 Health & Safety

Nothing to report in addition to the written report.

5.8 Council Committee Reports

Nothing to discuss beyond the written reports. The rescheduling of the marae visit and training had already been discussed.

5.1 Confirm Minutes – February & April 2017 Meetings

Minutes were taken as read.

RN36/17: THAT the minutes of the meeting held on 24 February 2017 be received and adopted as a true and correct record.

(P Baddeley/VP Liddicoat)
CARRIED U

RN37/17: THAT the minutes of the meeting held on 7 April 2017 be received and adopted as a true and correct record.

(P Baddeley/VP Liddicoat)
CARRIED U

5.3 Membership Update

The list of new members was omitted from this meeting but could be supplied at the next meeting in August.

P Baddeley had a query around late members being impacted regarding the elections, Jordan advised this would be discussed via email and an evote could be made to avoid any problems.

5.4 Evote Ratification

The evotes since the previous meeting were taken as read.

RN38/17: THAT the evotes be ratified.

(Cr Hulse/Cr Furneaux)
CARRIED U

Section 4: Matters for Discussion (cont'd)

4.2 Report from Cr Davidson on Pacific IGF

Keith gave a brief verbal summary on the Pacific IGF and thanked InternetNZ for supporting his attendance and participation in the event.

RN39/17: THAT the report provided by Cr Davidson be taken as read.

(Cr Davidson/VP Liddicoat)
CARRIED U

4.3 Subsidiaries

.nz Quarterly Report

Joy left the room at 12:05 due to a conflict of interest (WHOIS policy review content in the joint report).

Ken spoke to this report and briefly went through the 5th round of consultation. A DNCL Board meeting was held on Thursday for the approved final draft of the WHOIS policy. This has been a long and difficult process – and an announcement is expected to come out towards the end of next week.

RN40/17: THAT the .nz Joint 2016/17 fourth quarter report be received.

(VP Liddicoat/Cr Buehler)
CARRIED U

Joy re-entered the room at 12:12.

DNCL Quarterly Report

The company's report for the fourth quarter of the 2016/17 year was taken as read.

RN41/17: THAT the DNC quarterly report be received.

(VP Liddicoat/Cr Buehler)
CARRIED U

NZRS Quarterly Report

The company's report for the fourth quarter of the 2016/17 year was taken as read.

RN42/17: THAT the NZRS quarterly report be received.

(VP Liddicoat/Cr Buehler)
CARRIED U

Jay shared with Council that the Registrar Conference went very well and was research heavy (in respect of sharing NZRS research with registrars). The new Peak Analytics product was introduced also, with many interested in signing up.

Technical Research Report

The NZRS report on technical research dated April 2017 was taken as read.

RN43/17: THAT the Technical Research report be received.

(VP Liddicoat/Cr Buehler)
CARRIED U

Product & Services Development

The NZRS report on product and services development dated April 2017 was received. Jordan asked Jay what future opportunities the company was considering to keep the flow of possible new opportunities moving. Jay outlined a few ideas that are starting to be considered.

RN44/17: THAT the Product & Services Development report be received.

(VP Liddicoat/Cr Buehler)
CARRIED U

Council went into committee at 12:24pm for an item raised by DNCL, and left committee and broke for lunch at 12.35pm.

The meeting resumed at 1.21pm for the confidential item on the Organisational Review. This discussion was confidential to Councillors and the external consultant only: staff were not privy to the paper nor present for the discussion.

Organisational Review

Council welcomed Robyn Ward from MartinJenkins to join the Council for the discussion.

The President noted that he had invited Adam Hunt, as a Working Group member, to join the meeting and to give his perspective as part of the WG. Adam was unable to attend, and provided a useful opinion paper to Council in his place. As a consequence of Adam's unavailability, Jamie had invited David Farrar to join the meeting. He was also not available.

Richard Currey, as a Working Group member, had also been invited to attend and participate in the discussion. As neither Adam nor David were available to attend, Council decided it would be best in the interests of balance to not to include Richard in the discussion.

At the close of the meeting the President acknowledged the four Councillors whose terms come to an end at the 2017 AGM. Sarah Lee, Hayden Glass, Rochelle Furneaux and Dave Moskovitz. He thanked them for their work around the Council table and expressed his thanks for the contribution they have made to InternetNZ.

Council came out of committee at 3.55pm and recorded the following recommendations:

RN45/17: THAT council receive the Organisational Review Working Group paper.

(P Baddeley/VP Liddicoat)
CARRIED U

RN46/17: THAT council note the Working Group's recommendations.

(P Baddeley/VP Liddicoat)
CARRIED U

RN47/17: THAT council appoint the President, Vice President and Cr Davidson as a working group of council to support the next steps of the review.

(P Baddeley/VP Liddicoat)
CARRIED U

RN48/17: THAT council develop a plan for the next steps in line with the recommendations.

(P Baddeley/VP Liddicoat)
CARRIED U

RN49/17: THAT council disestablish the Organisational Review Working Group.

(P Baddeley/VP Liddicoat)
CARRIED U

Section 6: Other Matters

6.3 General Business

The President acknowledged the four Councillors whose terms come to an end at the 2017 AGM: Sarah Lee, Hayden Glass, Rochelle Furneaux and Dave Moskovitz. He thanked them for their work around the Council table and expressed his thanks for the contribution they have made to InternetNZ.

Meeting closed: 3.58pm

Next scheduled meeting: Friday 25 August 2017, at 9.00am, in Wellington.

Signed as a true and correct record:

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Jamie Baddeley, President, Chair