

MINUTES OF COUNCIL MEETING - Final

Status:	Final
Present:	Jamie Baddeley (President), Joy Liddicoat, Brenda Wallace, Kelly Buehler, Kate Pearce, Dave Moskovitz, Sarah Lee, Don Stokes, Richard Hulse (<i>video</i>), Richard Wood (<i>video</i>), Keith Davidson (<i>video</i>).
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Ellen Strickland (InternetNZ), Mary Tovey (InternetNZ), Dave Baker (InternetNZ), Steven Ellis (<i>in part</i> , INZ member)
Apologies:	Amber Craig (not attending), Richard Hulse (lateness)
Meeting Opened:	12.15pm

Council was in Committee for fifteen minutes to discuss Council-CE-only and staffing matters with Jordan.

Richard Hulse (via video) and Steven Ellis joined the meeting at 12.30pm

Before going through the agenda for this meeting, the President briefly noted the decision on the Constitutional changes which has now been approved by the membership. It's good to know that the plan which Council have developed and initiated in the last year or so was now starting to progress and move forward.

Section 1: Plan & Budget

1.1 Our Plan for 2018/19

Jordan spoke to the paper and commented that this is the first Plan for the new integrated group and that the categories noted in the plan matches the emerging Organisational Structure (i.e. Technical Research, Outreach & Engagement, Policy, Commercial, Organisational Services and Technology Services).

Discussions were held on the goals and key projects and one of the comments raised was that it was good to see the appropriate level of detail in the plan. One question raised was the information systems that let management be sure any proposed "new" activities that come up during the year can be accommodated. The strategic question to answer over time is how much "spare" capacity, and ability to respond to emerging issues, the Council wishes the organisation to maintain.

A brief discussion was also held regarding membership and the lack of key projects in this area in the Activity Plan. In response, Jordan commented that there has been work and reviews that have been conducted (led by Andrew Cushen) and that these have come up with solutions to improve membership,

however due to lack of resources (staff roles not being filled due to the Organisational Review) this has not been done yet.

The President noted that following the discussion in the members list regarding diversity in Council, a great way of achieving this is increasing diversity in the membership itself.

A comment was also raised regarding how the organisation can move forward with incorporating the Treaty in our work, and Jordan answered that this can be achieved with the guidance of the Māori Engagement Committee and the commitment of the staff leadership team.

AP07/18: Māori Engagement Committee to come up with a few initiatives on promoting the Treaty of Waitangi to the new integrated InternetNZ.

1.2 2018/19 Budget

Jordan outlined the structure of the budget paper and commented how the budgeting was grouped together by focus areas/projects.

A question was raised regarding the increase in staff cost and in response, Mary advised that the cost includes FTEs, as well as cost for the recruiting new staff to fill in the vacant roles (as per the new Organisational Structure). She also addressed the question raised regarding what's included in the 'other direct costs' and advised that this is tied in to the management of the registry and details on this can be shared with Council if needed.

Discussion were also held on the budget for the international travel, and it was clarified that the increase in budget includes the budget for the Pacific IGF (i.e. fellowships) as well as the dotNZ policy function moving across and adding both Jordan and Ellen's cost when travelling to attend international forums, which was not done previously.

Council also discussed the Governance cost and whether there's a need to review the Council honoraria. The President noted that it will be worthwhile to consider this and add it in the agenda for discussion at the next Council meeting.

RN32/18: THAT Council approves the 2018/19 Plan.

RN33/18: THAT Council receive the Budget paper and agree the strategy and high-level composition of expenditure for the 2018/19 Budget.

RN34/18: THAT Council approves for 2018/19 an operational budget limit of \$11.066 million and a capital budget limit of \$734,500 for technical and \$198,000 for non-technical.

(President/Cr Buehler)
CARRIED U

Jordan thanked Mary for her enormous help in working on the budget while going through other tasks brought by the organisational restructure, and also thanked the whole management team and everyone on staff who pulled

through and worked on the Plan. Council echoed this acknowledgement and thanked staff for their work on the Plan and Budget.

Council went into committee and Steven was asked to leave the meeting at 1.12pm, to discuss Grants Committee recommendations.

Section 2: For Decision

2.1 Internet Research Grant recommendations

RN35/18: THAT Council approve the Grants Committee recommendations for funding as detailed in the paper, with conditional funding to be awarded to one applicant (the caveat being that they provide additional information as per the Grants Committee's request).

(Cr Wood/CrLee)
CARRIED U

Council was out of committee at 1.41pm.

Steven briefly joined the meeting at 1.41pm, then left the meeting at 1.42pm.

2.2 Governance Policies Review

Papers have been taken as read.

RN36/18: THAT Council approves the following policies:

- GRP-PSD: Product and Services Development
- FIN-INV: Investment Management
- FIN-TSY: Treasury
- SUB-APT: Appointments

(Vice President/Cr Buehler)
CARRIED U

Section 3: Other Business

Council noted that Linda Robertson and David Wright have been invited by the Audit & Risk Committee to be part of this committee. Both were members of the NZRS Audit & Risk Committee and have expertise in this area and can provide additional support to this committee.

Meeting closed: 1.45pm

Next scheduled meeting: Friday 25 May 2018 at 9.00am in Wellington.

Signed as a true and correct record:

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Jamie Baddeley, President, Chair