MINUTES OF COUNCIL MEETING

Status:	Final
Present:	Jamie Baddeley (President), Joy Liddicoat (Vice President), Neil James, Hamish MacEwan, Brenda Wallace, Hayden Glass, Sarah Lee, Richard Wood, Amber Craig, Rochelle Furneaux and Lance Wiggs.
In Attendance:	Jordan Carter (Chief Executive), Marian Donaldson (minute taker), Debbie Monahan (Domain Name Commissioner, *in part*), David Farrar (DNCL Chair, *in part*), Richard Currey (NZRS Chair, *in part*), Jay Daley (NZRS CE, *in part*), Andrew Cushen (NZRS in part), Ellen Strickland, Mary Tovey (InternetNZ Staff, *in part*) and Maria Reyes (InternetNZ Staff, *in part*).
Meeting Opened:	9.00am

1. ## Welcome

2. ## Council only

3. ## Council and CE only

4. ## Apologies

An apology was received from D Moskovitz.

5. ## Declaration of Interest

RN37/15:   **THAT** Council receive the Councillors' Declarations of Interest as at 26 May 2015.

(President/H MacEwan)
CARRIED U

6. ## Confirm Minutes – April 2015 Meeting

RN38/15:   **THAT** the minutes of the meeting held 10 April 2015 be received and adopted as a true and correct record.

(Vice President/Cr Craig)
CARRIED U

7. ## Actions from April 2015 Meeting

RN39/15:   **THAT** the action list as at the 14 April 2015 be received.

Noted actions: 9/15, 11/15, 13/15, 14/15 still requiring attention:

9/15: Check email list for Councillors for distribution of What's Up newsletter.
11/15: Council to send R Currey requests for future investment requirements and returns – held up due to workloads
13/15: Timing of planning documents – there is a strong need to get timelines in order;
14/15: agreed to do honorarium review next year, noting this should be reviewed triennially in June to align with the AGM in July.

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(President/Cr Craig)
CARRIED U

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8. Membership update

RN40/15:   **THAT** the new Members list be noted and the new members approved.

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(President/Vice President)
CARRIED U

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9. Evote Ratification

RN41/15:   **THAT** the evote ratification update be noted.

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(Cr Wallace/Cr Wood)
CARRIED U

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10. Industry Scan - Issues & Opportunities

Discussion held on issues and opportunities for InternetNZ. It was agreed that any issues or comments of interest, the Council may have, to be sent to J Carter and A Cushen or shared on the council-plus-staff email list.

11. Business Development Strategy update *verbal*

There were expectations at the last Council meeting that a draft Business Development strategy would be discussed at this meeting. Due to delays on the staff side this is not yet available. There is a need for strong clarity regarding Council's overall expectation to move forward swiftly in this arena. Council reiterated there should be no barriers moving forward and this initiative had their full support; all risk factors must be considered carefully.

Jordan's expectation is that a first draft will be able to be circulated online to Council for review in the next couple of weeks.

12. Objects

A discussion was held on INZ's objects and the alignment to the organisation. While there was general agreement that no changes should be proposed for discussion to the 2015 AGM, it was agreed that Cr Moskovitz should be present for further discussions on this topic. Therefore it will come up on the agenda at the first meeting of Council following the AGM, and for decision as to whether it should be a subject at the strategy day in October.

AP16/15: INZ Objects and whether/what to do next to be an agenda item for the Council meeting in August 2015.

13. 2015/16 Amended Budget and revised 2016-2018 budget

An updated budget was presented incorporating the changes Council made at the April meeting, along with a revised three-year scenario showing how the budget could come back to balance based on dividend figures from the March 2015 NZRS SoD&G.

Council noted that in the latest NZRS SoD&G there are increased dividend figures forecast, but Council agreed that InternetNZ operate at the revised budget as shown without further amendment.

The revised budget includes provision for $80k moving expenses (INZ share), $40k for rent related to new premises, and $90k in community funding and the approved operational expenditure limit of $4.322m for the 2015/16 year.

RN42/15: That Council approve the revised 2015/16 budget AND THAT Council note the revised three year budget framework.

(Cr Wiggs/Cr Craig)
CARRIED U

14. Governance Framework

Grants policy framework

Following a Grants Committee meeting on 4 June, an update to the proposed Draft Grants Policy was tabled. This document now provides a solid framework for InternetNZ's community funding, in conjunction with operational documents that will also be published.

Clearer definition requirements on conflicts of interest were noted and will be reported back to Council.

Once final changes have been made to the Grants Policy it will be presented to the Grants Committee for final sign off and then presented to Council for an e-vote (staff to ensure this process is compliant with the Policy Development Process).

AP17/15: All recommended changes to be incorporated into the Grants Policy for Grants Committee sign off and evote presented to Council.

It was noted that in future SmartyGrants (an online grants management package) will be used as the system for grants applications and processing.

Health and Safety policies *verbal update*

The Chief Executive gave a verbal update on the development approach to be undertaken on the new Health and Safety requirements/legislation that will impact on all organisations in New Zealand.

A consultant, Andrew Tripe, has been appointed to refresh our framework consistent with the new legislation. Very clear governance will be required in Health and Safety issues in the future. Each Director of an organisation will be held accountable in this area and there is a strong requirement to mitigate all risk moving forward.

There are delays to the legislation as has been on the public record. Jordan will report back on progress at the August meeting.

Appointments Panel – tabled recommendation

The President spoke through the appointments process undertaken in the recent appointment of a new Director for NZRS.

On recommendation from the Appointments Panel, it was agreed to appoint Linda Robertson to this role. Linda brings a wealth of governance and financial expertise to the NZRS Board.

RN43/15:   THAT Council approve the appointment of Linda Robertson to the NZRS board for an initial one year term with commencement to begin after the Company's 2015 AGM to be held 30 July 2015.

(Vice President/Cr Craig)
CARRIED U

17.   Strategic Partnerships 2015/16
10.50am: Due to conflicts of interest Hayden Glass left the meeting

Two new strategic partnerships – WikiNZ and ICDC AUT were discussed in full.

Great progress and a sound relationship has been made in the initial discussions with WikiNZ and plans are underway to enhance work streams moving forward.

As part of this partnership a strawman (identification of process) is being developed to show outcome options and where the partnership could progress in future. This will be an initial one year partnership.

The partnership with ICDC AUT - the World Internet Project (WIP), focuses on undertaking research around the use of the Internet. MBIE is now also a funder of the WIP which is strongly welcomed.

These partnerships are proposed additions to the partnership portfolio which for 2015/16 already includes 2020 Communications Trust (2020), NetSafe and Creative Commons Aotearoa New Zealand.

RN44/15: **THAT** this paper be received **AND THAT** the Chief Executive be authorised to execute a strategic partnership agreement with Wiki New Zealand for a period of one year, as outlined.

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(Cr Wood/Cr Furneaux)
CARRIED
Abstain: Cr Glass

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RN45/15: THAT the Chief Executive be authorised to execute a strategic partnership agreement with the Institute of Culture, Discourse and Communication, Auckland University of Technology, for a period of two years, as outlined.

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(Cr Wiggs/Cr MacEwan)
CARRIED U

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RN46/15: THAT Council approves funding packages as part of the strategic partnerships for the following sums:
ICDC AUT - $40,000 for 2015-16 and $40,000 for 2016-17
WikiNZ- $40,000 for   2015- 2016.

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(Cr Lee/Wallace)
CARRIED
Abstain: Cr Glass

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RN47/15: **THAT** Council approves a review of the Strategic Partnership framework with a proposed approach for 2016 onwards to be presented to Council for consideration at the October 2015 council meeting.

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(Vice President/Cr Craig)
CARRIED U

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11.05 Hayden Glass re-joined the meeting

18.   CEO Report

The Chief Executive's report was taken as read.

The Chief Executive referred Council to his top five priorities to be undertaken over the next few months: staffing and HR, NetHui 2015, Business development, New Council (post AGM), International.

There have been three changes to personnel over recent months plus Council elections pending.

There has been a significant international focus over recent months by the Chief Executive in dealing with the ICANN accountability working group.

A strong focus on communications, in particular membership relationship and future website enhancements is planned. This will be priority for the new Communications Manager, Megan Bartrum, who is commencing with us in July 2015.

International update

Jordan gave Council a brief update on the proposals for the IANA stewardship transition and improvements to ICANN Accountability, There has been public consultation underway in both areas, and InternetNZ has made submissions.

19. Management reporting

The Management report was taken as read. Areas covered were:

- Internet Issues report
- Community report (including NetHui update)
- Operations report

Among the highlights are the finalisation of the public version of the Net Neutrality discussion document, innovation partnership engagements and trust structuring, hosting ISOC at NetHui this year, NetHui's planning to date which is on track (very exciting programme), how to increase and encourage membership renewals 2015, audit clearance approval at Audit and Risk committee, and ICT tender with DNCL.

20 Alone time (Chairs, CE and Council - confidential)

Alone time with Chairs and the Chief Executive of INZ along with the Council was held.

21 Subsidiaries reports
4th quarterly report – DNCL 2014/15

The DNCL 4th quarterly report for 2014/15 ending 31 March 2015 was discussed and noted.

4th quarterly report – NZRS 2014/15

Council noted that NZRS exceeded budgeted profit for the 2014/15 year, showing at year end a positive variance of $531k.

Other activities included Summer of Tech: employment of two students through this programme and GirlsInnov8 supporting two 15 year old girls to attend the GirlsInnov8 code camp.

Further development and streamlining of the broadband mapping has progressed well. The community is showing strong support and it is envisaged to take the mapping live at NetHui15.

.nz joint 4th quarterly report 2014/15

The Council noted the .nz joint 4th quarterly report ending 31 March 2015 noting it has been invaluable for NZRS to have a competitor in .kiwi.

Joint .nz strategy

Discussions were held on transformations and how to best measure the wording "world class". There are many different ways to measure – quantitative/qualitative. It was agreed that once the strategy is adopted, further work on measuring and reporting against the new strategy will be undertaken.

AP18/15:   A brief report to be prepared on measuring, transformations and prioritisation of initiatives for the joint .nz strategy.

RN48/15:   THAT Council approve the joint .nz strategy which sets out how InternetNZ, through the two subsidiary companies, will operate and develop the .nz top level domain.

(Cr MacEwan/Cr Furneaux)
CARRIED U

RN49/15:   THAT the InternetNZ Group Strategic Plan be amended to incorporate the updated .nz strategy.

(President/Vice President)
CARRIED U

RN50/15:   THAT Council note that DNCL and NZRS will reflect this .nz strategy in their 2016-17 strategic and business plans.

(Cr Wiggs/Cr Lee)
CARRIED U

Statement of Directions and Goals and Budget 2015/16-NZRS

Council thanked NZRS for the huge effort that has gone into preparing the SoD&G 2015/16. It has been an extremely difficult year to predict the year end result due to the changes to registrations caused by direct registrations at the second level, and this has been managed well.

RN51/15:   **THAT** Council approve the revised Statement of Direction and Goals and Budget for 2015-16

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(President/Cr Wiggs)
CARRIED U
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Business Development update *verbal*

J Daley gave a verbal update on business development opportunities: RBI, partner preview, cable networks, the need to get the broadband mapping out to rural communities.

Constraints on finance return update

Further work required by the Chief Executive in conjunction with the Chief Executive of NZRS on the constraints on financial return, with further information to be provided on the mandate InternetNZ has provided to its managed funds providers.

AP19/15:   An update will be presented at the August Council meeting.

.nz framework policy discussion

Further work required by the Chief Executive in consultation with the Chief Executives of DNCL and NZRS. This policy will be dealt with consistent with the Policy Development Policy.

AP20/15:   Draft .nz Framework Policy planned to be be presented at the October Council meeting.

Commercial-in-confidence documentation

Council discussed the nature of commercial-in-confidence material, and asked the Chief Executive to report back on some thinking as to whether a default review point at a specified time (e.g. 1 year) would be useful. Material would be automatically public unless there was an ongoing commercial reason to do otherwise.

Jordan pointed out there would be a range of implications of such an approach and agreed to report back to Council at its next meeting. He also stressed the

very limited number of such documents – generally business development reports.

Council noted that they would not expect this to act retrospectively on information already marked as confidential. It was further noted that certain information, such as that relating to the employment of individuals, cannot be published.

AP22/15: Chief Executive to consider options for default release after a time horizon of any commercial-in-confidence papers, and report back to Council in August.

24. Matters for Communication – key messages

It was agreed the key message through June and July 2015 is to encourage as many people as possible to attend NetHui15.

25. General Business

AGM details

It was noted that AGM will be held on 30 July 2015 at Mac's Function Centre in Wellington, commencing at 6pm.

Letter from Jon Brewer

A letter from Jon Brewer was considered and a reply agreed. The President to sign off the letter to Jon Brewer.

Council self evaluation

Council discussed the results of the council self-evaluation, and the review of the performance of the President by Council. It was agreed by Council that the council self-evaluation document can be passed to the new Council following the AGM for information.

The self-evaluation indicates an improvement at governance leave and Council thanked the Chief Executive and staff for their support and effort in supporting this progress.

Marae setting for Council meeting

Cr Lee made suggestion that an upcoming Council meeting could be held at a marae. There was agreement that doing this in the right way at the right time would be very welcome.

AP22/15:   Cr Lee and Cr Craig will report back to the next Council meeting on progress in this area noting potential timing for February 2016.

It was agreed that the Council meeting in October will be held in Dunedin, with a meeting or forum held on Gigatown. There will be a strategy day for Council held the day prior - these dates are 8-9 October 2015.

Training
Cr Craig has been attending training sessions on not-for-profit organisations.

Re-elections
It was noted that Cr Wiggs and MacEwan are not standing for re-election; Cr Wallace is standing for re-election; Cr Baddeley is standing for re-election as President; Cr Liddicoat is standing for re-election as Vice President.
The next meeting to be held in Wellington 7 August 2015 and this will hopefully be in the new premises.

Next Meeting: The next scheduled Council meeting is Friday 7 August 2015 at InternetNZ's Wellington office.

Meeting Closed: The meeting closed at 3.15pm

Signed as a true and correct record:

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Jamie Baddeley, President

Meeting closed: 3.15pm