MINUTES

Status:	Final
Present:	Jamie Baddeley (President), Neil James, Dave Moskovitz, Hayden Glass, Sarah Lee, Richard Wood, Amber Craig, Rochelle Furneaux, Brenda Wallace, Kelly Buehler and Richard Hulse.
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Mark Vivian (NZRS Board member, *in part*), Jay Daley (NZRS CE, *in part*), David Farrar (DNCL Chair, *in part*), Steven Heath (Acting Domain Name Commissioner, *in part*), Andrew Cushen (InternetNZ, *in part*), Ellen Strickland (InternetNZ, *in part – by phone*), Clare Denny (InternetNZ, *in part*).
Meeting Opened:	9.00am

1. **Welcome**

2. **Council only**

3. **Council and CE only**

4. **Apologies**

An apology was received from Joy Liddicoat.

RN52/15: THAT the apologies be received.

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(President/Cr Craig)
Carried U

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5. **Declaration of Interest**

It was noted that recent changes to the register of interest for some of the Councillors has not been added to the version included in the Council papers and that these need to be updated.

AP23/15: Staff to update Amber and Joy's register of interest; remove Lance and Hamish from the list; add Kelly Buehler and Richard Hulse; and circulate updated list to Council.

RN53/15: THAT Council received the Councillors' Declarations as at 27 July 2015 as updated.

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(President/Cr Craig)
Carried U

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6.   Approval of minutes

A comment was raised that Hayden's abstention from the motions relating to the discussion around the strategic partnership with Wiki New Zealand were not recorded and that this should be included in the minutes to note that Hayden was not included in the decisions relating to Wiki NZ.

It was also raised that for the Marae setting agenda item (under the General Business agenda), Amber should be mentioned in the Action Point (AP22/15).

AP24/15:   Add Hayden's abstentions on the WikiNZ resolutions, and Amber's name in the relevant Action Point, as changes to the minutes (as discussed).

RN54/15:   **THAT** the minutes of the meeting held on 5 June 2015 as amended be received and adopted as a true and correct record.

(Cr Furneaux/Cr Glass)
CARRIED U

7.   Outstanding action points

Jordan went through the Action Point register and gave an update on some of the action points that have not been completed yet.

Noted actions still requiring attention are:
- 08/15: Health & Safety policies and Risk Register for Council and staff functions [H&S will be completed after the legislation is finalised; Risk Register developed with the Audit and Risk Committee.]
- 13/15: Timing of planning documents [This is in progress and will be discussed at the October Council meeting.]
- 16/15: INZ Objects (what to do next) [This is for further discussion.]
- 18/15: Report on .nz Joint strategy initiatives [This is due for discussion at the October Council meeting.]
- 20/15: Draft .nz Framework Policy [This is due for discussion at the October Council meeting.]

For action point 21/15, Jordan advised that the best approach for the default release of any commercial in-confidence papers is to have a process in place where every 2-months, papers from the previous year are reviewed and a decision is made on whether they can be released to the public or not.

Sarah gave an update on action point 22/15 (re having a Council meeting at a Marae). She advised that she had discussions during the Maori meet-up at NetHui and received a formal invitation for InternetNZ to visit Mitimiti marae. She also had been looking into Parihaka, however she noted that the venue is not available on 18th and 19th of the month. Options will be discussed at the Maori Engagement Committee.

RN55/15:   **THAT** the action list as at July 2015 be received.

(President/Cr Craig)
CARRIED U

8.   **New Members List**

RN56/15:   **THAT** the new members list be noted.
(President/Cr Wallace)
CARRIED U

9.   **Evote ratification**

RN57/15:   **THAT** the evote ratification update be noted.
(President/Cr Wood)
CARRIED U

10.   **Industry Scan**

After a brief discussion on the issues and opportunities for InternetNZ, Andrew encouraged Council to send any further comments on the Industry Scan to him and Jordan.

11.   **Briefing for Council on Current Activities**

Jordan gave a summary and advised that the purpose of the paper was to provide Council an update on the year's activity plan and how it's progressing.

Mark Vivian, Jay Daley, and Steven Heath joined the meeting at 10.30am

12.   **Business Development Strategy discussion**

Jamie welcomed Jay Daley and Mark Vivian, who was standing in for Richard Currey (NZRS Chair).

Jordan advised that the purpose of the paper was to tease out ideas that are implicit regarding the approach to Business Development Strategy which might help in drafting a Strategy and revised policy framework– due for discussion with members and then finalisation at the October Council meeting.

Discussion was broad based, and included the question on whether Objects "compatibility" (whether any business development opportunities must directly deliver the objects, or whether compatibility is enough), and what degree of detail is required in guiding business development in terms of strategy and policy.

Council's general view was that a relatively concise strategy that allows for maximum flexibility within the overall financial envelope should be developed setting the direction for business development across the InternetNZ group, consistent with the goal in the Group Strategic Plan. The business development policy would sit under this Strategy and would be revised to be clearer about project decisions for business development, the role of the NZRS board as the body to whom management of business development is delegated, financial limits and the role of DNCL in business development opportunities that are related to .nz.

After the discussion it was agreed that a Business Development Strategy, and a revised and shorter policy, be developed by staff and circulated to Council for review in the next few weeks. Once Council has agreed the draft is ready, it will be circulated to members seeking comments. Final discussion and decisions to be held at the October Council meeting, if not before.

Amber Craig left the meeting at 11.23am

Mark Vivian left the meeting at 11.32am

Morning Tea break at 11.32-11.44am

AP25/15:   Jordan to work with the subsidiaries to develop a concise Business Development Strategy and a revised Policy, taking into account the discussions held at this meeting.

Council thanked NZRS teams' effort in delivering the Broadband Map as a first tangible example of business development. It also thanked Jordan and Jay for the paper and the discussion.

13.   Councillor Appointments to Subsidiary Boards

With Brenda's re-election to the Council there is a need to reappoint her to the NZRS Board as the Council representative. Dave Moskovitz was appointed for a three year term and so unless a change is required, no reappointment is necessary.

RN58/15:   **THAT** Brenda Wallace be re-appointed as Council representative on the NZRS Board for a three-year term ending at the company's 2018 Annual General Meeting.

(President/Cr James)
CARRIED
Abstain: Cr Wallace

Jay Daley and Steven Heath left the meeting at 11.56am

14.   Stakeholder Engagement Report back

Jordan was due to present a paper on the Stakeholder Engagement Report however due to time constraints he was not able to do so and gave a verbal update instead. He advised that he will send a summary of the report to the Council list for comments.

AP26/15:   Jordan to send a summary of the Stakeholder Engagement Report to Council.

RN59/15: **THAT** the Business Development Strategy Background Paper be received.

(President/Cr Moskovtiz)
CARRIED U

15. Strategic Planning 2015

Council discussed the paper from staff regarding the focus of any strategic planning work to be done in 2015. After testing a number of suggestions in the paper and raised by Council members, the Council agreed to focus on the following issues for the upcoming Strategic Planning session on 9-10 October:
- focus on engagement / outreach/channel strategy
- group identity and culture

The venue is yet to be confirmed; however Jordan advised that it is most likely going to be held within the Wellington region.

Sarah also advised that it would be good if Council have a Waiata prepared for the day.

Council agreed that the Chairs and CEs of each subsidiary be invited for the afternoon session of the Strategic Planning as well as for the group dinner.

RN60/15: **THAT** this paper on Strategic Planning in 2015 be received, and the recommendation to discuss some key strategic issues rather than review the Group or InternetNZ Strategic Plans be agreed.

(President/Cr Lee)
CARRIED U

RN61/15: **THAT** the following topics, agreed at this meeting, be those for discussion at the session in October:
- Engagement/Outreach/channel strategy
- Group identity and culture

(President/Cr Lee)
CARRIED U

16. NetHui Debrief

Ellen Strickland joined the meeting by phone at 12.15pm

Jordan gave a summary on the NetHui debrief report and advised that due to InternetNZ hosting APRICOT on February 2016, having a national NetHui in July 2016 is not likely to be possible. However, a few possible options were raised: one was to have two regional NetHui held later in the year; or if Council

still prefers to have a national NetHui, this could be held in September/October next year.

Clare Denny joined the meeting at 12.18pm

17.   Chief Executive's report

Report was taken as read.

Jordan highlighted the following key points on his report:
- Highlights of NetHui
- Staff changes and developing the new team culture
- Priorities for the next quarter

RN62/15:   **THAT** the Chief Executive's report for the two months to 31 July be received.

(President/Cr Hulse)
CARRIED U

18.   Management reporting

Internet Issues

Andrew gave a summary on his report around Internet Issues and advised that the Issues team are working really well.

Brenda asked whether the team were aware of the copyright and IP chapter of the TPPA having been leaked and available online and Andrew responded that they were and that the team are in the process of preparing a paper on this.

Amber Craig joined the meeting at 12.36pm

Community Engagement

Highlights from Ellen's report were the success of NetHui; appointment of Community Programme Liaison; and opening of the Projects and Conference Attendance funding rounds.

Jamie raised a question whether there will be any significant change with InternetNZ's relationship with NetSafe – currently one of our Strategic Partners – if they become the Approved Agency under the Harmful Digital Communications Act. In response, Ellen advised that discussions are being held on this with NetSafe with regards to what the next steps would be, if NetSafe was awarded that role.

International Report

The International Report was taken as read. Jordan gave a brief summary on the Buenos Aires ICANN meeting and on the ongoing work relating to the IANA Stewardship Transition and enhancing ICANN's accountability.

Operations Report

Clare gave a short summary of her report. One of the key points that she highlighted for Council to note is the changes/update in the bank signatories.

She also notes that while the report checked off a list of things achieved, the highlights and next priorities include Operations Phase 2 transformations on improved efficiencies in procedures and practices – work that was only planned to be commenced in 2016/17.

RN63/15:   THAT the management reports (Internet Issues, Community, International, Operations) and the monthly financial report to 30 June 2015 be received.

(Cr Glass/Cr Furneaux)
CARRIED U

RN64/15:   THAT Hayden Glass, Richard Hulse and Rochelle Furneaux be added to the bank signatories, and that Hamish MacEwan and Richard Wood be removed from the list.

(President/Cr Buehler)
CARRIED U

Lunch break 1-1.30pm

David Farrar, Steven Heath, and Jay Daley joined the meeting at 1.35pm

19.   **Joint .nz quarterly reporting**

RN65/15:   THAT the joint .nz quarterly report for the first quarter 2015/16 be received.

(Cr Buehler/Cr Lee)
CARRIED U

20.   **1st quarterly report – DNCL**

Discussion was held on the consultation process and timing for the WHOIS policy. The process will be robust and open – as it is a first principles review of the question.

RN66/15:   THAT the DNCL report for the first quarter 2015/16 be received.

(President/Cr Wood)
CARRIED U

21.   **Final NZRS Statement of Direction and Goals**

There was a brief discussion of some items, however the Council noted that this paper is exactly the same as last time except that it has now been formally adopted by the NZRS Board. A question was raised about the level of financial detail presented. Council noted that NZRS are already due to provide

breakdown of their costs by the activities set out in their Statement of Expectations.

RN67/15:   THAT the final Statement of Directions and Goals for NZRS for 2015/16 be received and adopted.

(Cr Hulse/Cr Wallace)
CARRIED U

22. Any other general Subsidiary items

Class of Travel

Jamie advised that at the Chairs & CEs meeting, a decision was made following the letter from NZRS (a letter that suggested the Group review its class of travel policy and see whether costs be reduced) to establish a working group to look into any changes to Travel Policy that would be consistent across the group. This will include one director from each subsidiary Board and two Council members. Their aim will be to analyse available information and then propose any needed changes to the policy with an aim of group consistency.

Amber and Kelly have volunteered to be members of this working group.

David Farrar left the meeting at 2.04pm

23. Business Development update - NZRS

Council received a commercial-in-confidence report from NZRS on business development initiatives, and discussed it in committee.

Council congratulated NZRS for the successful launch of the National Broadband Map, and heard about possible commercialisation prospects for the map that are consistent with the requirements of those who provided the data for the map's use. Two other business development initiatives were discussed, but for reasons of commercial confidence regarding development of business opportunities are not disclosed here. Council noted that in choosing business development initiatives to progress, NZRS should keep the goal in the Group Strategic Plan in mind.

RN68/15:   THAT the Business Development Update be received.

(Cr Craig/Cr Lee)
CARRIED U

24. 1st Quarter Consolidated Report

RN69/15:   THAT the first quarter group consolidated financial report be received.

(President/Cr Furneaux)
CARRIED U

25. Constraints on finance return update

Jay Daley gave an update on the financial risk scenarios – low, medium and high – as explained in the company's letter to the Council at the June Council meeting.

He advised that the investments rules that Council has don't work for NZRS as the time horizons are too long.

Jay Daley and Steven Heath left the meeting at 2.35pm.

26. Report from Council Committees

Audit and Risk Committee

Minutes from the Audit & Risk Committee meeting were taken as read.

Jamie noted that with Lance Wiggs' departure, the Committee needs a new member to replace Lance. Council agreed that Richard Hulse be appointed as the new member of the Audit & Risk Committee.

Grants Committee

Dave gave a brief update on the Grants Committee and reported implementation of the new SmartyGrants system. He also advised that he would like to resign from being the Chair of the Committee and that he would like to nominate Richard Wood to be the new Chair at the Grants Committee meeting on Thursday 13 August.

CE Review

With Hamish MacEwan's departure, Council agreed that Hayden Glass be appointed as the new member of the CE Review Committee.

Membership Committee

Council agreed that Kelly Buehler be appointed as a member of the Membership Committee.

It was noted that a Chair is yet to be appointed for the Committee at their next meeting.

Maori Engagement

No changes in membership for this group.

RN70/15:   **THAT** the Terms of Reference for the current Committees of Council be endorsed for the coming year AND THAT the following appointments be made to Committees:

Audit and Risk: Richard Hulse (joining Neil James, Amber Craig

and Joy Liddicoat)

Grants: No changes (members: Dave Moskovitz, Richard Wood, Neil James, Sarah Lee and Jamie Baddeley)

Chief Executive Review: Haden Glass (joining Jamie Baddeley, Joy Liddicoat and Rochelle Furneaux)

Membership: Kelly Buehler (joining Joy Liddicoat, Hayden Glass and Amber Craig).

Maori Engagement: No changes (members: Sarah Lee, Joy Liddicoat, and Amber Craig)

(President/Cr Furneaux)
CARRIED U

27. **Approach to 20th Anniversary**

Some of the ideas discussed for the 20th Anniversary celebration were as follows:
- Do a proper 20th year Annual Report, photos, etc.
- Give away domain names etc
- Re-engage with past members
- Informal drinks functions
- Show the value delivered, the 'so what' analysis
- Getting the story out there
- Some past storytelling and pointers to the future

Staff will consolidate proposals and report back to Council before the October meeting.

AP27/15:   Jordan to share a proposal for celebrating InternetNZ's 20th anniversary before the next Council meeting.

28. **General Business**

Jamie congratulated Joy Liddicoat for her NGO Community Advisory Council election success in being part of .ORG.

Next Meeting: The next scheduled Council meeting is Friday 9 October 2015 with the venue yet to be determined.

Meeting Closed: 2.59pm