

Council Role and Functions

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Council's Role

Under the Constitution, the Council of InternetNZ conducts the affairs of the organisation. The role of the Council is to provide quality governance and strategic leadership of InternetNZ, while the day-to-day work of the organisation is carried out by the InternetNZ Office and subsidiaries.

Approach

As the peak governance body of an organisation that is an Incorporated Society with related, but diverse, operations, Council will maintain an emphasis on:

- outward vision rather than inward focus
- strategic leadership rather than administrative detail
- collective rather than individual decisions
- future focus
- a clear distinction between the roles of the Council, InternetNZ staff, the subsidiary boards and their staff.

The members of the InternetNZ Council are elected directly by members of the organisation, as are the President and Vice-President of the organisation. Council members are expected to represent the interests and concerns of the organisation's membership as a proxy for the broader interests and concerns of the entire local Internet community.

InternetNZ has two units:

- InternetNZ Office reporting to the Council through a Chief Executive
- Domain Name Commission Limited reporting to a board appointed by InternetNZ

Council Functions

Council members must contribute collectively, in an effective manner to the Council undertaking its functions. These include:

Maintaining a future focus – providing leadership and a sense of direction for the organisation.

Specific tasks for Council include:

- setting the vision, mission and high-level strategy for the organisation
- agreeing and approving of the strategy, business plans and budgets, ensuring these are consistent with those of the organisation as a whole
- ensuring adequate resources and delegations to enable achievement of the organisation's objectives
- approving the short and long term strategies for the .nz domain name space
- ensuring accurate, timely and relevant management reporting, to enable effective monitoring of KPI's and financial aspects of the organisation's activities
- employing, monitoring and evaluating the Chief Executive and providing support for his or her skills development

Approving and monitoring policies

Specific tasks for Council include:

- agreeing the top-level policies of the organisation
- approving any changes to the policy framework underlying the allocation and use of domain names in the .nz domain name space and/or the key principles that underpin the .nz policy
- approving the monthly fee charged by the registry to register a domain name
- approving changes to the .nz position on international issues

Ensuring effective issues management and communication

Specific tasks for Council include:

- regularly communicating strategy and performance with members and key stakeholders
- identifying new issues and ensuring processes are in place to address these
- represent members' interests and be responsive to members' issues

Ensuring the ongoing viability of subsidiaries

Specific tasks for Council include:

- developing and approving formal Operating Agreements with the subsidiaries
- appointing (and removing) the chairs and directors of the subsidiary boards
- ensuring appropriate subsidiary board composition, experience and skills

- developing an annual Statement of Expectations for each subsidiary
- ensuring accurate, timely and relevant reporting, to enable effective monitoring of the key performance targets and the financial aspects of each subsidiary's activities
- monitoring progress towards meeting agreed business plan and budget objectives and holding the board accountable for the performance of the subsidiary

Compliance and risk management

Specific tasks for Council include:

- ensuring conformance with constitutional, legislative and regulatory requirements and best practice
- ensuring adequate processes for identifying, assessing and mitigating risks to the organisation, its systems and processes, and staff
- ensuring adequate internal controls and processes are in place to protect the organisation's assets (physical, financial, human and intellectual capital).

Ensuring effective Council performance

Specific tasks for Council include:

- annually reviewing the functions and performance of the Council and its members, and any Council Committees
- complying with the Code of Ethics and Conflict of Interest policies

Council's Obligations to Members

Background

The stated benefits from membership of InternetNZ are:

- The opportunity to participate in wide ranging discussions concerning the ongoing development of the Internet.
- The opportunity to participate in the development of the information society by encouraging responsible policy making and an open and orderly development.
- The opportunity to have your say in the management of the New Zealand domain (.nz).
- Access to up to date information and expertise.
- The opportunity to network with other members of the NZ Internet community.

- The opportunity to identify directions in important areas such as education, commerce, and inter-national relationships through our public forum process.

Membership entitles you to vote at our AGM at which the Council members are elected and as an "Ordinary" member you will be eligible for nomination to stand for Council yourself.

Council's obligations

Council's obligations to members include:

- Conducting the affairs of the organisation in accordance with the Constitution and the resolutions of Members of the organisation in General Meetings
- Sending to members an annual report, the financial statements for the immediately preceding financial year and the auditor's report on those statements, for consideration at the Annual General Meeting
- Sending to members a business plan and budget of income and expenditure for the current financial year and recommendations for levels of subscription for the membership classes of the organisation, for approval at the Annual General Meeting
- Ensuring that all Council meeting minutes are made public

Members are able to provide input on public policy and critical Internet issues through the policy consultation process.

Council will consult members annually about what they see are the key issues to be addressed and included in the annual Statements of Expectation for the subsidiaries. The various mailing lists run by InternetNZ will provide some sense of the "hot" issues.

The Council itself may wish to have a regular (e.g. quarterly) newsletter to members reporting on its own activities, and key achievements for the organisation and its subsidiaries.

For its own information, Council should receive regular information (monthly or quarterly) on membership numbers, key changes by class of membership etc, as one way of measuring the ongoing "health" and relevance of the organisation.