

MINUTES OF COUNCIL MEETING

Status:	Final
Present:	Jamie Baddeley (President), Joy Liddicoat, Amber Craig, Dave Moskovitz, Brenda Wallace, Sarah Lee, Richard Wood, Rochelle Furneaux, Hayden Glass, Keith Davidson (<i>audio</i>).
In Attendance:	Jordan Carter (Chief Executive), Maria Reyes (minute taker), Mary Tovey (InternetNZ), Andrew Cushen (InternetNZ), Ellen Strickland (InternetNZ), David Farrar (DNCL Chair, <i>in part</i>), Debbie Monahan (Domain Name Commissioner, <i>in part</i>)
Meeting Opened:	10.06am

1.1. Subsidiaries Reports

Reports were taken as read.

Question was raised on the DNCL budget and whether they are confident on expectations for year-end given spending to date is showing as under budget. In response, Debbie advised that they don't phase their budget but simply split it evenly across months; they also carry a contingency for their legal budget and don't spend it unless they need to.

David provided an update on WHOIS and mentioned that since the last Council meeting, the Board have met twice and at the last meeting the Board have decided in principle that for the 4th consultation in the Review they will be consulting on two options around the required contact information from registrants – i.e. name and email only as the first option; or name, email and location (city/region) as the second option. However, David advised that they will be open still for other suggestions that might be raised during the consultation period. He advised that the consultation paper is currently being drafted and most likely will be going out in a few weeks. The consultation period will run for about 6 weeks.

No questions were raised regarding the NZRS reports, however a comment was raised whether the format for both the Technical Research Report and the Product & Services Report could be amended so that the reports include updates and how much progress has been done since the last report has been submitted to Council. Jordan advised that he will have a discussion with Jay Daley (NZRS CE) regarding this matter, and Councillors were asked to raise any thoughts with him by email.

Council recognised and congratulated Jay Daley (NZRS CE) on his appointment as one of the ccTLD representatives on the new IANA Customer Services Committee, and Debbie Monahan (Domain Name Commissioner) for being appointed to the CERT establishment board.

Debbie Monahan and David Farrar left the meeting at 10.20am

Council went into Committee between 10.20am to 11am for the Council only and Council & CE alone time.

2.3a. Apologies

Council noted the apologies received from Richard Hulse and Kelly Buehler who were unable to attend the meeting.

2.3b. Council Register of Interest

Joy declared that she still needs to recuse herself on WHOIS decisions due to her employment with the Privacy Commission, who she mentioned are doing a submission on the policy consultation.

3.1. Industry Scan

Discussion held on issues and opportunities for InternetNZ. Council were advised that for any further comments, they can send it or discuss it with either Jordan or Andrew.

3.2. Strategy Day 2016

Jordan spoke to his paper and advised that the purpose of the paper was to suggest an approach and subject area options for Council to consider for the Strategic Planning Day due to be held on 24th September.

After a brief discussion, Council have agreed that the two main topics for that day are around InternetNZ strategy / operations / structure and membership engagement / involvement.

It was also agreed that a small group be created – including Brenda, Amber, Hayden, Dave and Rochelle – to work with CE and staff around the preparations and details for the Strategy Day.

- RN43/16:** THAT the paper on Strategic Planning in 2016 be received, and that Council agree the following topics for a one-day discussion between Council members and senior InternetNZ staff on 24 September:
- the way membership engagement happens at InternetNZ - reviewing the staff project and direction, providing input to this.
 - the way the InternetNZ group does its work - a look at the environment and how it has changed since the last structural review was done in 2007-08, what similar organisations are doing in other countries, and starting discussion about whether there are strategic, structural or operational changes that should be looked at or considered further.

(Vice President/Cr Craig)
CARRIED U

3.3. Evaluation Framework: Product and Services Development

Jordan gave a summary on the paper which proposes a revised approach to the evaluation of NZRS Product and Services Development activities.

Discussions were held on the proposed high level approach to conducting assessment, whether there should be quantitative measures as well as how frequent the review should be done.

Overall Council agreed with the framework but wanted to retain flexibility about whether a “go/no go” decision would be made annually or less frequently, and would consider this further in discussion with NZRS at this year’s review.

RN44/16: THAT the High Level Approach for evaluating Product & Service Development on an annual basis, as set out in this paper, be agreed.

(Cr Craig/President)

CARRIED U

RN45/16: THAT the Chief Executive document the approach and formally convey it to NZRS, and that in doing so he invites the company to discuss the details and seek mutual agreement of any inconsistencies or issues, and report back on these to Council as or if required.

(Cr Lee/Cr Furneaux)

CARRIED U

RN46/16: THAT Council agree that the 2016 assessment to be done in November 2016 will be aimed at establishing goals that InternetNZ want to see achieved by NZRS in the subsequent annual assessment.

(Vice President/Cr Glass)

CARRIED U

3.4a. Amended Reserves Policy

Jordan spoke to his paper and advised that this was in follow-up to the discussion held at the May Council meeting.

The President advised that prior to the meeting Kelly Buehler have also expressed that she was in favour of the motions noted in the paper.

RN47/16: THAT Council approves an amendment to the Reserves Policy, as set out in this paper, which has the effect of adding a working capital reserve (equivalent to one month of the year's planned Operating Expenditure) to the required financial reserves.

(Cr Moskovitz/Cr Wood)

CARRIED U

3.4b. Reserves Utilisation and Treasury Policy

The President raised that he had a discussion with new Cr Keith Davidson (who had an expertise on this matter due to his financial background) and advised that Keith was happy to provide some thought on this which Council can consider before they vote on the recommendations raised in the paper.

He also commented that one of the pending items that have been raised in Council previously was around having a Information Sharing Policy across the InternetNZ group. There is currently one between DNCL and InternetNZ; NZRS does not currently have such arrangements in place with InternetNZ.

Jordan raised that one of the suggestions noted in the paper, which was raised at the recent meeting of group Chairs and CEs, is to have an integrated accounting approach across the group to generate more coherent and simpler financial reporting. Council would need to be clear whether it wants to proceed with this.

RN48/16: THAT Council ask the CE to draft an Information Sharing Policy for discussion at the November meeting.

THAT the President write to NZRS and DNCL advising that Council wishes to see a more integrated approach to group financial reporting, and inviting their CEs to work with the Chief Executive in developing an approach.

THAT the CE report back to the November 2016 meeting on more integrated group financial reporting at the November meeting with assistance from DNCL and NZRS.

(Cr Craig/Cr Furneaux)
CARRIED U

AP20/16: CE to draft an Information Sharing Policy for discussion at the November meeting.

AP21/16: President to write to NZRS and DNCL advising that Council wishes to see a more integrated approach to group financial reporting, and inviting their CEs to work with the CE in developing an approach.

AP22/16: CE to report back on more integrated financial reporting with the assistance from DNCL and NZRS at the November meeting.

7.3. Reflection on Marae Experience

Council had a short discussion on what everyone thought on about the Te Pumaomao training held the day before. Overall, everyone enjoyed the sessions held and the experience of staying at the Marae.

A comment was raised that it was also great having it held after the AGM and prior to the Council meeting as a teambuilding activity. It would be good to explore the idea of conducting this workshop again in 6-8 months even just for a day and discuss the follow-up or progress of the action points noted from the previous workshop.

AP23/16: Staff to help collate the responses received via the Evaluation Survey Form circulated to all after the course and send it to the Māori Engagement Committee for review.

4.1. Scheduled Meetings for 2017

Jordan gave a summary on his paper and advised that the purpose of this was to provide an indication to Council as to the timing of the Council meeting and other events for 2017. This provides as a skeleton for any other events that needs to be added (e.g. NetHui 2017, once the date has been confirmed).

He also noted that the Council meetings are all held in Wellington. However, if Council prefer to have a meeting in Auckland that this can be considered too.

RN49/16: THAT Council adopt the Schedule of Meetings for 2017.

(President/Cr Lee)
CARRIED U

4.2. Group Policies – Planning and Reporting, and Planning Cycle

Jordan gave a brief summary of the paper and highlighted the changes proposed for the

Group Planning and Reporting timetable and annual planning cycle due to the change in Council's meeting cycle – from a two-monthly meeting to quarterly meetings.

RN50/16: THAT the revised Group Policies – Planning and Reporting Timetable and Annual Planning Cycle – be adopted as consultation drafts for subsidiary input, and return to Council for final consideration at the November meeting.

(Cr Moskovitz/Cr Wallace)
CARRIED U

6.8. Māori Engagement Strategy

Discussed the proposed strategy that was circulated to Council in confidence. Sarah Lee, Chair of the Māori Engagement Committee advised that the paper was not made public as the Committee decided to discuss the propose draft with Council first for discussion, before releasing it to the members for review/comments.

After a brief discussion, Council agreed that the paper be amended, taking into account the points raised at the discussion and send the revised draft to members for input/comments. However, it should be made clear to members that we will do an engagement process and consult with the Māori groups/iwis as well regarding the strategy, after the consultation with members is done.

4.3. Committees of Council

It was noted that staff will liaise with the Committee Chairs for any changes on the relevant Terms of References (TOR) and send the amended versions to Council for review. Once finalised, an evote will be sent for Council to approve the amended TORs.

RN51/16: THAT the following appointments are made to each Committee:

- Audit and Risk Committee – Amber Craig (Chair), Richard Hulse, Rochelle Furneaux, and Keith Davidson
- CE Review Committee – Jamie Baddeley (Chair), Joy Liddicoat, Hayden Glass, and Rochelle Furneaux
- Grants Committee – Richard Wood (Chair), Dave Moskovitz, Sarah Lee, Kelly Buehler, and Jamie Baddeley (as ex officio member)
- Māori Engagement Committee – Sarah Lee (Chair), Amber Craig, and Joy Liddicoat
- Membership Committee – Kelly Buehler (Chair) and Hayden Glass

(President/Vice President)
CARRIED U

RN52/16: THAT Amber Craig, Keith Davidson, and Brenda Wallace be added to the bank signatories and that Neil James be removed from the list.

(President/Vice President)
CARRIED U

AP24/16: Staff to liaise with the Committee Chairs for any changes on the relevant

Terms of References (TOR) and send the amended versions to Council for review.

5.1. President and CE Briefing

Jordan advised that there were no major issues to report to Council other than the updates and information noted on his CE report.

5.3. Future Partnership with NetSafe

Discussions were held whether InternetNZ should review the strategic partnership with NetSafe. Now that they've appointed as the approved agency under the Harmful Digital Act, pressure may result on their current role and approach to Internet safety.

Ellen advised that all partners are thoroughly reviewed once the agreement is due for renewal, as well as there are monthly catch-up with all partners to identify any issues as well as monitor progress on projects agreed with the partners. Staff have not identified any major issues with continuing a partnership with NetSafe; the time to review this will be towards the end of 2017 when the current two-year partnership comes up for consideration, and when the Approved Agency role has been being done for some time.

5.2. Council and Chair Evaluations Survey Results

A brief discussion was held around the process issue encountered at the recent Council and Chair survey and identified opportunities for improvement for the next evaluation survey.

6.1. Minutes of the previous meeting

Minutes were taken as read.

RN53/16: THAT the minutes of the meeting held on 27 May 2016 be received and adopted as a true and correct record.

(Vice President/Cr Glass)

CARRIED

Abstain: Cr Davidson

6.2. Actions Register

Noted actions still requiring attention were:

- AP08/15: Health & Safety policies and Register for Council and staff functions [Work is still underway. A follow-up review/audit on the Health and Safety policies and procedures is due to be conducted soon.]
- AP35/15: Letter from the President to the AUDA Board Chair re board-level dialogue between AU and NZ on Internet Governance. [Discussion in person to be held next week during the ANZIAs, AP counts as completed.]

6.3. Membership Report

Report was taken as read.

RN54/16: THAT the new members be approved.

(Vice President/Cr Glass)

CARRIED

Abstain: Cr Davidson

6.4. Evote Ratification

Report was taken as read.

RN55/16: THAT the evotes noted as at 18 August 2016 be ratified.

(Vice President/Cr Glass)

CARRIED

Abstain: Cr Davidson

6.5 Health and Safety Updates

It was noted that for the next Council meetings, a summarised Incident Report (noting any major issues that Council needs to note) be included in the Council papers.

AP25/16: Staff to draft a Health & Safety Incident Report summary at November meeting.

6.6. CE Report

Jordan spoke to his report and highlighted the key points noted in the International Programme report.

Ellen also gave a summary on the Community Programme update and highlighted key updates and changes from the strategic partners – specifically for 2020 Communications Trust and CCANZ. She also gave a brief update on the NetHui Roadtrip held in October and commented that there needs to be a discussion as to who will be attending from Council.

Andrew summarised activity in the Issues Programme and Operations, with specific reference to recent activity on the Telecommunications Act, ISP Spotlight and the Regional Comprehensive Economic Partnership.

AP26/16: Staff to review budget for Council attendance and participation in NetHui and put forward a discussion to the Council list with regards to who will be attending.

6.7. Group Financials

Report was taken as read, with a note about the limited detail on expenditure.

6.8. Council Committee Reports

Report was taken as read.

7.2. General Business

The President commented that the terms for the Council representative on the subsidiaries Board needs to be reviewed. He advised that it would be good that more Councillors have the experience being part of the subsidiaries Board, and therefore suggested to change the term limit to 2 years.

After a short discussion, Council agreed with this suggestion and the President asked if the CE could look into revising the policy. It was noted that the appointment of Council representatives should be within the same timing as the appointment of other Board members is reviewed. Council did also note that even with a consistent process, Council will be looking for different things for Council directors and this needs to be incorporated in the revised policy.

AP27/16: CE to review the policy around Council representation on the NZRS and

DNCL board and forward the revised policy to Council for review/discussion.

Next Meeting: The next scheduled Council meeting is 25 November 2016, and the Strategy Day is Saturday 24 September 2016.

Meeting Closed: 2.26pm