

MINUTES OF COUNCIL MEETING

Status:	Final
Present:	Jamie Baddeley (President), Brenda Wallace (video), Kate Pearce, Dave Moskovitz, Amber Craig, Don Stokes, Richard Hulse, Kelly Buehler, Richard Wood (video), Keith Davidson (video)
In Attendance:	Jordan Carter (Chief Executive), Andrew Cushen (InternetNZ), Laura Turnbull (minute taker), Ellen Strickland (InternetNZ), Catherine Fenwick (InternetNZ), Dave Baker (in part, InternetNZ), Sebastian Castro (in part, InternetNZ), Vanisa Dhuru (in part, InternetNZ) Celestina Sumby (in part InternetNZ) Brent Carey (in part, DNCL).
Apologies:	Sarah Lee, Joy Liddicoat

Meeting Opened: The meeting opened at 9.54am

Section 1: Meeting Preliminaries

Council was in Committee from 09:00 to 09:54am for Council only time and Council and CE alone-time.

The President noted apologies from Vice President, Joy Liddicoat and Cr Lee.

1.3 Register of Interests

The following updates were made to the Register:

- Dave Moskovitz noted that he has undertaken a contract with the Institute of Directors Digital Scheme.
- Kate Pearce removed Organiser of the Bsides Wellington Security Conference.

2.1 Brainstorm/Issues of Concern

The President opened the discussion by asking Council and the Chief Executive whether they had anything to discuss or share with the group under this section of the meeting.

Cr Stokes noted that there has been some interesting activity taking place within the Rural Connectivity Group. The work that has been taking place within this group is leading to some developments and enhancements for the rural community and their connection to the internet.

There was some further discussion regarding the telco act and the anchor product being 100/20 for UFB. A key question that has been coming from those discussions is whether this should be at a higher rate or stay at the lower rate. There are social benefits for this if a higher anchor product speed could be agreed. This was not discussed any further but was noted as a heads up for Council that these discussions are taking place.

Cr Pearce noted that it is Tech Week this week and that throughout the week one of the key themes being raised has been privacy. Especially around the privacy laws and the debate associated with the introduction of the European Union's GDPR.

The President asked the Council whether any of them had heard any feedback regarding the privacy changes made to the WHOIS in 2017 or 2018 and whether the Chief Executive had anything to raise with Council within this section.

The Chief Executive raised with Council that currently there is the GDPR, privacy law and ecommerce directive changes emerging from the EU. One of the interesting points is that large countries are putting blocks on policy and there is potential that this will continue to happen in many ways. An example of this is in the US they are considering bringing in legislation to require WHOIS records to be made public which would clash with the EU and their approach to keeping WHOIS records private. These types of issues arising make it clear that InternetNZ needs to be well connected and involved with these discussions taking place regionally and globally, as well as locally.

AP08/18 Ellen Strickland to provide a further update on the Rural Broadband developments to Cr Stokes

2.2 Strategy Process

The Chief Executive spoke to the paper and opened by identifying that there is a need to simplify the strategic framework for InternetNZ under the new structure. The paper proposes having a strategy development process with clear goals and purpose which would lead to a three-year plan, using the annual Council retreats as a space to review and update it annually. He also identified that, contrary to the recommendation in the paper, our strategic take on the Internet's future should be developed as part of this strategy process rather than subsequently.

An additional element that the Chief Executive would like to add to the strategy process would be to meet with our international peers to get their perspective. An ideal way to do this would be to set up a meeting where we have some of our peers available via video conference for a presentation and

discussion. It was suggested that this workshop could take place in July in place of the tentatively scheduled extra Council meeting. Any such session would be recorded to allow any new members of Council that are elected at the AGM to watch the session.

Cr Buehler noted that on her time during Council the strategies that Council have received have been fairly operational and asked that with any future strategies being developed if there could be a higher level, more aspirational element to what we are trying to achieve through our work at InternetNZ.

Cr Moskovitz followed on from Kelly asking if Council could be heavily involved in the strategy journey that takes place with lots of information and dialogue being shared between Council and staff.

The President thanked the Chief Executive for the paper.

RN37/18: That Council receive the proposed approach to Strategy development for 2018, and approves the approach, including:

- The need for a comprehensive review of strategy
- The exclusion of the .nz Strategy from the review
- The importance of involving stakeholders and members in the development process
- The timeframes for the work, with a draft strategy available for Council consideration in early September 2018

Cr Buehler / Cr Hulse
CARRIED U

2.3 Maori Engagement Committee Strategy paper

Andrew Cushen, Outreach and Engagement Director presented the paper to Council outlining there were two core elements to the paper: identifying the proposed strategic approach and implementation. There was a discussion with Councillors about the appropriate strategic method for building a genuine Te Tiriti based relationship for InternetNZ, and how to make sure Council has the chance to engage in a deeper discussion about the direction proposed by the Committee. This could be through a separate workshop, and then agreement of direction at the Strategy day in September.

The Council thanked Cr Lee and Andrew Cushen for their work on the paper.

AP09/18: Maori Engagement Strategy to be listed as an agenda item at the retreat.

AP10/18: Maori Engagement Committee to set a workshop for all of Council to attend.

RN38/18: THAT Council receive the paper and ask staff and Committee to work on an implementation plan and report back to Council before the next meeting, and to have a workshop before the next Council meeting with the outcomes being sent to an evote.

RN39/18: THAT Council approves that InternetNZ may appoint an advisor to provide advice on future Maori Engagement Committee work.

Cr Wallace / Cr Hulse
CARRIED U

2.4 .NZ Policy Function Development

Ellen Strickland, Policy Director spoke to the paper, outlining that the aim of the paper was to provide Council with some initial thinking for the year and to establish a Committee of Council for this work. A draft Terms of Reference for the Committee was attached to the paper for Council's review.

Staff have engaged Jo Lim (ACIG) to provide consultancy services and support with elements of this work, in particular a light touch review of the existing .nz Policy framework. Jo provides a high level of ccTLD experience and will do analysis of both past and present documents and put forward recommendations regarding best practice and policy procedures. Staff expect to have a report to provide to the Committee at the initial meeting.

The President asked Council for their feedback on this paper and there were some discussions regarding the draft Terms of Reference including there being a concern with one of the responsibilities listed which stated that "The Committee provides governance and oversight..." – Council noted that a Committee of Council is not in place to provide Governance but to provide advice and recommendations to Council for them to use in discharging their Governance responsibilities.

The Terms of Reference states that Council members who are not members of the Committee may attend meetings (except in the case of a conflict of interest). The question was raised whether members could attend these meetings. Ellen noted that it is intended that these meetings be opened to members and that times and dates will be made publicly available.

There was a discussion regarding conflict of interests and what that would mean for those who attended a meeting and held a conflict of interest. Staff are to do more work around how meetings are managed when a conflict of interest arises, with an overall aim of openness of discussion and debate being the goal. This was not seen as being in opposition to keeping decision making processes clear of conflicts of interest.

The following Council members were put forward as members for the Committee, Cr Pearce, Cr Liddicoat, Cr Davidson and Cr Buehler.

AP11/18: Add the word "advice" after Governance under the responsibilities section of the draft Terms of Reference.

AP12/18: Staff to update the terms of reference template for all Committees.

RN40/18: THAT Council adopt the draft terms of reference for the .nz Policy Committee and establish it as of 25 May, with the following initial members: Kate Pearce, Joy Liddicoat, Kelly Buehler and Keith Davidson.

RN41/18: THAT Council request the Committee review the draft ToR and present a revised version for Council to adopt at its August 2018 meeting.

RN42/18: THAT Council request the Committee adopt, based on staff recommendation, a forward work plan and bring this to Council for approval.

Cr Moskovitz / Cr Stokes
CARRIED U

*The meeting broke for morning tea at 11.11am
The meeting returned at 11:29am*

Vanisa Dhiru and Celestina Sumby joined the meeting at 11.29am

3.1 Operational Update

The Chief Executive asked the members of the Senior Leadership Team to provide Council with an introductory briefing to Council.

Ellen Strickland, Policy Director introduced herself to Council and provided an update on the Policy team noting that this is a new area of the business to be leading for her. The team has had some job title changes, developed plans for the year which included how we maintain the work we do around policy papers, ensuring we are working closely with the tech research team on the state of the internet report and maintaining our outreach to Government and senior officials. In addition to that the team is looking at how they continue to manage the environmental work flow by scanning and highlighting what topics are in the media. Another couple of key elements of the policy team's work is to ensure they are responding to things that are happening within the community and government and keeping an eye on the international space – especially around .nzpolicy.

The President thanked Ellen for the update and asked a question for all the SLT to consider in their updates which was what is going to be different under the way we manage these areas under the new structure?

Ellen responded by noting with the newly developed SLT we have a set of strengths and abilities around the leadership team table that we have not had in the past, and that it's going to enable better knowledge sharing and reflection which will provide good perspective and allow us to ensure that we are working on what matters.

Andrew Cushen, Outreach and Engagement Director provided an update on the Outreach and Engagement area which includes the former Community

Programme, Communications and Events. The first six weeks together has been focused on building strengths between the three functions. Part of that process has been talking about our aspirations together as a team, we want to make an impact and leverage the content and ideas we have to engage and listen to our community to promote that better Internet we aim to provide. The difference that we will seek to make is to take it up a notch by making an impact, we already have some great work that was already being achieved and there's a lot more we can do to make a better world, through a better internet.

Cr Pearce asked Andrew about the outreach engagement approach, noting that there are two forms of engagement: advocating and listening. She asked how the team will find the balance between the two? Andrew responded by using the metaphor of a lung by stating the engagement approach would breathe in relationships, community etc and breath out content, resources and relationships. It was also noted that the President was keen to see in which ways we could partner with different organisations or events to get our message out more.

Catherine Fenwick, Organisational Services Director introduced herself to Council noting that the role was new and that she had only been in the role for a day and a half and is currently spending her time learning about the organisation and the role. As two organisations have merged into one there is lot we need to do internally to streamline our processes.

The President thanked Catherine for her introduction and noted that from his perspective one of the key things we need to be looking at as being exemplar in the Internet technologies we are using to operate the business.

The Council welcomed Catherine to the table.

The Chief Executive provided a quick update on the Commercial side of the business as the Commercial Director has not yet started. Noting that this area of the business will continue to focus on building revenue from existing products and doing market research to point us in the right direction as we continue to build this function. In addition to that this role will be responsible for the Registrar channel.

Sebastian Castro, Chief Scientist introduced himself to Council and outlined the area of tech research as falling into two categories of understanding the internet in general and the .nz domain name space in particular. As a result of the merger the tech research team has been working more across the organisation which has resulted in more work for the team. Sebastian has been contacting universities to build a relationship to get some student interns to be able to help with the work load as this has worked well in the past.

The President thanked Sebastian for his update and noted that the Council was prepared to provide extra support to the Tech Research team to ensure that they are able to continue their great work without feeling constrained.

Vanisa Dhiru left at 11.58am

Dave Baker, Technology Services Director introduced himself to Council and provided an update noting that his area is a relatively large area and responsible for managing the DNS and SRS. The technology team provides 24/7 support for the organisation and in addition to running those services they are constantly thinking about the strategy for the tech to ensure that everything is kept up to date and secure.

Celestina Sumbly left at 12.01pm rejoined 12.04pm

There was a discussion regarding IT security and the importance to ensure that this is constantly up to date in all areas in the business.

The President noted that it was great to have the SLT on board and the Chief Executive echoed his sentiments.

Dave Baker and Sebastian Castro left the room at 12.11pm

3.2 Updating our Privacy Approach Across the Group

The Chief Executive spoke to the paper noting that staff will be carrying out more work on this and more information will come to the next Council meeting.

It was asked whether InternetNZ has a Privacy Officer, the Chief Executive noted that for DNCL the Domain Name Commissioner is the Privacy Officer and within InternetNZ it is likely going to be the Organisational Services Director.

RN43/18: THAT Council note the current situation and work under way regarding privacy matters and welcome the Chief Executive bringing further work in this area to the next meeting.

Cr Buehler / Cr Hulse
CARRIED U

3.3 Election Process

The election process paper was taken as read.

RN44/18: THAT Council appoints Andrew Cushen as Returning Officer for the period of 28 May 2018 – 2 July 2018

RN45/18: THAT Council appoints Maria Reyes as Returning Officer for the period of 2 July 2018 onwards.

RN46/18: THAT Council notes the appointment of Maureen Milburn to scrutinise the results of the 2018 Council Election

Cr Buehler / Cr Hulse
CARRIED U

3.4 Membership approvals process

The paper was taken as read.

RN47/18: THAT Council will note the list of new members rather than approve.

Cr Buehler / Cr Hulse
CARRIED U

The meeting broke for lunch at 12.19pm the meeting reconvened at 12.51pm

4.1 Subsidiaries

Sebastian Castro joined the meeting at 12.51pm

The President reopened the meeting after lunch with the Tech Research Report, Sebastian Castro Chief Scientist spoke to the report noting that it had been simplified for Council providing a high level report on what the technical research team is currently working on and what future work has been planned. As a result of the merger the tech research team is now doing more work across the entire group providing support on different projects.

Dave Baker joined the meeting at 12.57pm

Dave Baker, Technology services director spoke to the Product and Services Development Q4 report. There was a discussion regarding the broadband map after it was asked what the level of interest is for the product.

Brent Carey joined the meeting at 1.11pm

The President welcomed the Domain Name Commissioner, Brent Carey to the meeting. Cr Craig asked the Domain Name Commissioner about the new branding that DNCL had launched and whether in the future DNCL would look to communicate any future branding changes to Council. The Commissioner responded that the new branding revamp was all done with consultation with InternetNZ and was designed to be complimentary to the InternetNZ brand while still maintaining DNCL's independence.

Council went into Committee at 1.14pm and staff were requested to leave the meeting and returned to the meeting at 1.22pm

Brent Carey left the meeting at 1.22pm

RN48/18: THAT the Joint .nz Quarterly report for Q4 2017/2018 be received

RN49/18: THAT the Quarterly Reports (NZRS and DNCL) for Q4 2017/2018 be received

RN50/18: THAT the Product and Services Development Report for Q4 2017/18 be received

President / Cr Craig

CARRIED U

3.5 Review of Councillor Honoraria

The President spoke to the Council regarding the honoraria paper staff had put forward for Council to review.

There was a discussion regarding whether there was a difference between honoraria versus fees.

There was a question raised whether the liability had increased for Council with the merger, the Chief Executive noted that the liability for Council had remained the same as even under the previous structure the Council was responsible for the subsidiaries but had employed the Boards to take care of the oversight and report back to Council.

There was further discussion if under the new structure there is going to be more work for Councillors to undertake and whether there needed to be an increase in honoraria to reflect that. It was determined that the paper put forward with the proposed matrix made the most logical sense right now and that as things start to evolve under the new structure Council will have an idea of how much work is needed and we will be in an appropriate place to review in six months to a year's time.

AP 13/18: Staff to circulate the wording of the Director's and Officer's insurance policy to Council.

RN51/18: THAT Council accepts the Honoraria levels as recommended in the paper.

RN52/18: THAT Council adjusts the Honoraria in accordance with the rates recommended in this paper, with new rates taking effect following the 2018 Annual General Meeting.

President / Cr Stokes
CARRIED U

3.6 Council Performance and Development

The Chief Executive presented the paper to Council noting that training and development for Councillors has not historically been managed very strategically. This paper outlines an approach where going forward we should be more systematic about the training and development for our Councillors. He also noted that he is an advocate of Council undertaking an external review to provide insight into what is working well and what areas need improvement. This would help provide guidance to operate Council better and ensure that we have what we need with to be able to provide a broader matrix of Council members which we have promised to do with new appointed members to Council.

Cr Pearce noted that by having clear performance and development expectations set, it will create more accountability for Council members and provide the President with a mandate to manage any performance or misconduct issues should they arise.

Ellen Strickland left the meeting at 1.46pm

RN53/18: THAT Council agree the approach proposed in this paper to strengthen support for Council's performance and development.

RN54/18: THAT Council ask the Chief Executive to commence the steps outlined in the paper, including reporting back to Council on the costs and approach for the proposed external assessor.

Cr Craig / Cr Davidson
CARRIED U

5.1 Consent Agenda

RN55/18: THAT the minutes of the meetings held on 24 February 2018 and 28 March 2018 be received and adopted as a true and correct record.

RN56/18: THAT the new members be noted.

RN57/18: THAT the evotes be ratified.

Cr Buehler / Cr Hulse
CARRIED U

5.2 Health and Safety and BCP update

Andrew Cushen spoke to the Health and Safety report noting that we have had one minor issue occur. The President asked whether the staff member was recovering and it was noted that they are recovering well and being supported with their recovery by management.

Dave Baker provided Council with an update on the Business Continuity Planning (BCP) which has been reviewed and updated. The hard copy manuals are in the process of being printed and electronic copies of the BCP will be loaded into diligent books to ensure all Councilors have access to the BCP if it is needed.

As soon as the hard copy manuals have been printed a training session will be provided. It was also noted that it would be good to have someone who was based in Auckland trained in our BCP and as there are no Auckland based Councilors staff are looking into options as to who could provide this for us.

Cr Craig asked for the members of Council who are currently trained to be highlighted. At this stage only Cr Wallace is trained as a result of her time served on the NZRS Board. Cr Craig noted that this training was meant to take place in April, staff explained that the BCP process and development was an extensive job and took time to develop.

Councillors who are to be trained in the BCP are the President, Vice President, Cr Craig and CrWallace.

The President thanked Dave for the update.

Dave Baker left the meeting at 1.50pm

5.3 President's Report

The president discussed the appointment of Advisors to Council and decided to defer this matter until after the 2018 AGM and Election, and/or a board review to be scheduled by the Chief Executive.

5.4 Organisational Reports

The Chief Executive's report was taken as read.

RN58/18: THAT the Chief Executive's report for the three months following the last council meeting be received.

President/Cr Buehler
CARRIED U

5.5 Council Committee Reports

Audit and Risk

The Audit and Risk Committee had no further update for Council other than the upcoming BCP training which was discussed earlier in the meeting.

Grants Committee

The Grants Committee had no further update for Council.

Maori Engagement

The Maori Engagement Committee had no further update for Council.

6.1 General Business

There were no items of general business discussed.

6.2 Meeting Review

Diligent Board Books

Mary Tovey joined the meeting at 2.08pm

The Council asked for Mary's view on the diligent board books software which the Council had trialed for the papers for the May meeting. Mary noted that the software from an operational perspective is brilliant.

There was a brief discussion around the positives and negatives some Councilors experienced with Diligent Board Books. The system will continue in use as on balance, feedback was positive.

Mary Tovey left the meeting at 2.15pm

The Council had a round table discussion regarding how they thought the meeting went.

Next Meeting: The next scheduled Council meeting is 13 July 2018 (if required) and otherwise Friday 24 August 2018.

Meeting Closed: 2.31pm