

## **MINUTES**

### **Domain Name Commission Limited Board Meeting**

14 August 2019, 2:00pm – 3:30pm

Present: Jordan Carter (Chair), Adam Hunt, Lucy Elwood

In Attendance: Brent Carey (Domain Name Commissioner)  
Diane Robinson (minute taker)

#### **1. Preliminaries**

##### **1.1. Board Only**

##### **1.2. Board and Commissioner Alone Time**

*The meeting was opened at 2:20pm and Brent Carey and Diane Robinson joined the meeting.*

##### **1.3. Register of Interests**

Adam Hunt advised that he is no longer a Director or Chair of BL Global Market from 31 May 2019.

Lucy Elwood advised she is no longer a Trustee, Ngaio School Board of Trustees.

**AP06/19** The Interest Register is to be updated with the above.

#### **2. Strategic Focus**

##### **2.1. Final Independent Regulatory Review and DNCL response**

The Commissioner advised that the Independent Regulatory Review was sent out for public consultation and there were a handful of submissions received. A submission from Kairaitiana Taiuru, resulted in a further recommendation being included on engagement with the Māori Community. The Board discussed that DNCL should work with InternetNZ on the Māori Engagement

work that is being carried out by Engagement Director Mr Andrew Cushen and the Komiti Whakauru Māori.

The Board were comfortable with the high level paper and made some minor amendments to the Recommendations.

The Board noted that InternetNZ will likely respond to the report and the company's response to it. A collaborative approach to tackling the recommendations is preferred where appropriate.

**RN20/19** THAT the Board

- Noted and discussed the outcomes of the final Pickens Review.
- Noted the proposed draft response to the Pickens Review and agreed with amendments as outlined.
- Approved a public release of the report and the Commission's response in August 2019.

Lucy Elwood /Adam Hunt

**CARRIED U**

**AP07/19** The Board asked the Commissioner to send an email to Mr David Pickens to formally thank him.

## **2.2. Dispute Resolution Consultation Progress update**

The Commissioner provided an update on the dispute resolution consultation:

- The Commission has run two co-design process workshops in Auckland and Wellington. The outputs from the process workshops now form part of our online mural community and this contributes to the overall re-design of dispute resolution.
- The Commission has also run two surveys about dispute resolution. The first has more than 50 responses, the information contained in the survey has factored into the design of a strawdog dispute resolution process.
- The second survey was tailored to the mediation phase of the dispute resolution process and gathered 10 replies from our sponsorship and attendance at the annual national Arbitration and Mediators Conference in Christchurch.

- DNCL will then present the suggested approaches to delivering a dispute resolution service to the .nz policy panel for their consideration when it comes to identifying issues and solutions with the current dispute resolution policy.
- Analysis and assessment of the feedback has identified desire from users of the service and the local community to do things differently under three categories:

**Dispute Resolution Prevention** (awareness and education, self-referral, self-help and triage processes)

**Dispute Resolution Management** (methods for when consumers are in dispute, how the conflict is case managed, timelines and info supply) and

**Dispute Outcomes** (transfers, costs, remedies).

- An insight workshop will be held at the end of August 2019 that will result in the final design of the strawdog.
- The formal submission process closes 19 August 2019.

In discussing the item, the Board noted that if interim policy changes are required to allow service improvements in the short run, its preference would be for those to be made. Deferring improvements to the service until the updated policy framework arising from the .nz Policy Review (likely end of calendar 2020) is not necessary in the Board's view.

**RN21/19** THAT the Board noted the progress made to the Dispute Resolution process.

Chair /Lucy Elwood  
**CARRIED U**

### **2.3 Board Succession & Skills Matrix (Oral Update Chair)**

The Directors discussed what skills would be required for Board succession from the [.auDA Board Skills Matrix](#) and came up with the following key skills being necessary for this Board:

- Litigation and Legal Skills
- Industry knowledge and/or technical experience
- Regulatory strategy
- Stakeholder communications and management
- Governance

The Chair and Commissioner will present these to InternetNZ for consideration, and will work to flesh out a full Skills matrix following the shareholder's feedback.

The Board also noted that given the tenure of current directors, the company should anticipate commencing a recruitment process in the next few months, to allow cross-over between outgoing and incoming Directors' terms.

#### **2.4 Litigation Update paper - professionally legally privileged**

The Board went into Committee to discuss the Litigation Update paper.

#### **2.5 Changes to the Governance Document Approach Paper**

The Board briefly discussed the item. The Chair and Commissioner have been working on this issue and some work has already been done on documents. The aim is to clearly specify the company's role and ensure it has the necessary powers to fulfil it.

**RN23/19** THAT the Board note that the Commission will commence work with InternetNZ in Quarter 3 on preparing a draft of the revised Governance documents. These documents will be considered at a future Board meeting after the conclusion of US based litigation.

Lucy Elwood / Adam Hunt  
**CARRIED U**

### **3.0 Updates**

#### **3.1 Chair Update**

The Chair provided a brief update that work will be initiated to develop a skills matrix for the Directors role as noted above. No other matters to report.

**RN24/19** THAT the Chair's update be received.

#### **3.2 Operations Update**

A confidential Operations update / Snapshot was provided to the Board. The Commissioner advised that he was developing a Letter of Agreement with the Police's High Tech Crime unit.

**RN25/19** THAT the Operations Update be received.

#### **3.3 Health and Safety**

**RN26/19** THAT the Health and Safety Update be received.

## **4.0 Consent Agenda**

### **4.1 DNCL Risk Register**

**RN27/19** THAT the Board Risk Register be received.

### **4.2 Minutes of the Last Meeting**

**RN28/19** THAT the minutes of 27 February 2019 were approved as true, with one minor amendment.

### **4.3 Actions Register**

All actions completed.

**RN29/19** THAT the Board noted the Actions Register

### **4.4 Email Approvals**

**RN30/19** THAT the Board noted since the last meeting; the Board had approved the reports listed below by email:

2018/19 Auditors Report  
2018/19 Financial Statements  
[DNCL Annual Report 2018-2019](#)

**RN31/19** Noted that the DNCL Annual General Meeting was held on 25 July 2019, 5pm and the following decisions were resolved:

The Shareholder appointed the Auditor, Crowe Australasia (an affiliate of FIndex NZ limited) for the ensuing year.

The Shareholders approved that the total Directors' Fees for the year be fixed at a maximum of \$24,000 (plus GST)

Block Consent - Chair /Lucy Elwood  
**CARRIED U**

*The meeting closed at 3:31pm*