



COUNCIL MEETING - 1 December 2023

MINUTES

COUNCIL MEETING

Status:

FINAL

Date

1 December 2023 / 9:00am

Present:

Joy Liddicoat (President), Brenda Wallace (Vice President), Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Jeff Montgomery Whetu Fala, Anjum Rahman, Stephen Judd and Alpana Roy

In attendance:

Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Tim Johnson, Whitiaua Ropitini, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Member: David Neal (9:55am to 10:45am)

Meeting opened: 9:50am

Section 1 - Meeting Preliminaries

1.1 Council only (in committee)

1.2 Council and CE alone time (in committee)

1.3 Karakia, apologies, interests register

Cr Potaua opened the meeting with Karakia.

Apologies for partial participation from:

- Cr Roy left meeting at 11:10am and rejoined at 1:15pm, and
- Cr Montgomery left meeting 11:55am, and
- Cr Bow left meeting at 1:50pm and rejoined at 2:30pm.

9.55 am: Member David Neal joined the meeting and introduced himself; The President welcomed David to the meeting.

The interest register was updated with committee Chair changes.

1.4 Agenda Review and Action Register

Agenda was reviewed. Action register was discussed and updated.

Section 2 – Strategic Priorities Discussion

2.1	<p>2023 strategic goal review and introducing draft themes for 2024</p> <p>Vivien introduced the draft annual goals for 2024/2025 as a progress paper, for consultation with Council, members, and staff noting:</p> <ul style="list-style-type: none">• How the goals are aligned with, and demonstrate progress towards, the current strategy and strategic priorities.• An opportunity to share an early draft of goals with Council so that all stakeholder groups have time to think about and contribute to the goals before they are signed off by Council in March 2024. <p>Council discussed the environmental scan noting:</p> <ul style="list-style-type: none">• Change in government does not impact on how the DNS operates, but may have an impact on the grants to NZ communities.• As government policies emerge, there are likely opportunities to align with initiatives and to further support and elevate voices of underserved communities.• Environmental disaster threat to digital infrastructure and resilience of communications and the Internet, remains a critical issue for InternetNZ• Big changes on data privacy with new international data protection regulations and Privacy Act in NZ. Concerns about digital sovereignty, open standards and Māori taonga.• Increasing importance of reducing carbon impact. <p>Council sought to improve the goals, including:</p> <ul style="list-style-type: none">• Clarifying that the purpose of increasing revenue apart from business sustainability is to continue to increase public impact through our charitable objects.• There are high risks in new product development. Staying with core competencies is important to risk mitigation and building a strong cohesive team.• Show the link between these goals more closely with our rei kura and rei puta strategy and values.• Some goals are too internally focused. Identify the external facing outcomes we will achieve.
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	<ul style="list-style-type: none"> • Clear guidance that we continue our Te Tiriti o Waitangi mahi including reporting progress against clear measures. • Emphasising the unique characteristics of the New Zealand / Aotearoa voice in Internet governance internationally
<p>2.2</p>	<p>Investment advisors workshop</p> <p><i>Jonathan Eriksen, EriksensGlobal and Craig Gordon, Bancorp Treasury joined the meeting at 11:05am to run an investment strategy workshop with Council.</i></p> <p>Cr Rahman lead a group discussion to consider:</p> <ol style="list-style-type: none"> a. What the financial future for InternetNZ could look like, 10 years into the future and beyond. Sources of income and expenses. b. How an investment strategy fits with that vision. <p>Council discussed a range of income sources including INZ’s expertise of running registry services, a stronger fundraising approach, core domain name sales, return from investments and leveraging the value of the INZ brand.</p> <p>With such additional income, the Council considered how it might use it to provide further funding through grants, increase advocacy for underserved groups, invest alongside partners in specific initiatives, recognise staff expertise and higher market salaries where appropriate, support Nethui and similar events.</p> <p>Council considered how INZ investment strategy fits into what INZ would like to achieve; noting that INZ has a conservative approach to investment, wants to ensure sustainability and the ability to continue funding, so looks for a mandate to ensure longer term investment objectives.</p>
<p>2.3</p>	<p>Internet Governance - Strategy Paper</p> <p>Vivien Maidaborn introduced the paper ‘Everything we do is Internet governance’ outlining the approach to Internet governance for Internet NZ and seeking Council engagement.</p> <p>Council discussed:</p> <ul style="list-style-type: none"> • That Internet NZ is a member of the technical community, yet is in a powerful position to support civil society. • A framework would be helpful to guide judgements about what INZ should be involved in as a ccTLD, noting our

particular concern is for anything that impacts the technical layer, such as blocking or filtering.

- That WSIS multi-stakeholder processes in the governance of the Internet is central, and INZ has an opportunity to lead in multi-stakeholderism.
- It is hard for the government to prioritise Internet governance, and INZ is in a strong position to inform, influence and resource government especially in regard to views of the multi stakeholder community of Aotearoa
- A glossary would be helpful.

AP29/23 CE to develop a framework showing what is INZ focus for Internet governance as a ccTLD, and what is not, including a guide for making decisions in grey areas.

Section 3 – Matters for Decision

3.1 **.nz Standing report** (confidential)

Tim Johnson presented an update report on .nz services, noting:

The recent DNS Abuse Institute statement is that the .nz registry has no DNS infrastructure abuse, and is in the lowest 10 of observed malicious abuse for ccTLDs in the ‘small’ ccTLD category.

Domains under management (DUM) dropping slightly.

Contributing factors include:

- Seasonality dip December to February has hit earlier.
- Some Registrars cleaning up domain names and cancelling.
- August saw the lowest number of new companies registered with the New Zealand Companies Office, which usually impacts the number of new domains registered.
- No evidence of national election impacting the number of new domains registered.

Implementation plan for the purposes of the next DNSSEC key rollover

Council reviewed the plan following a Q&A session at the prior .nz strategy workshop, and thanked Tim and team for their work.

3.2	<p>Special resolution - Altering DNCL Constitution</p> <p>A special resolution was proposed to approve a prior decision to reduce the number of directors in DNCL from five to three, a decision that had not been enacted at the time.</p> <p>President proposed that Council do not receive the paper for the reasons:</p> <ul style="list-style-type: none"> • Paper is not in the correct form. • Paper does not record the reasons for the decision. <p>AP30/23 CE to re-present a paper at the next Council meeting that records the reasons for the decision to reduce the number of directors to three.</p>
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Section 4 – Matters for Discussion

4.1	<p>President’s Report</p> <p>The President apologised for not presenting a written report.</p>
4.2	<p>Report Back from Committees</p> <p>Training for chairs of committees</p> <p>Council members who chair committees were invited to attend governance training to help their role as chair.</p> <p>Sadly, the training was disappointing and not well received by participants. The objective to increase governance capability was not met, and a refund will be sought from the training provider.</p>

Section 5 - Consent Agenda

5.1	<p>Health, Safety and Wellbeing Update</p> <p>Council discussed a medium level risk incident that involved privacy and safety of staff and Councillors.</p> <p>Council noted that:</p> <ul style="list-style-type: none"> • Incidents such as this should be flagged. • People named within InternetNZ should be given information and support if required. • Council should be included in health and safety actions. <p>AP31/23 CE to extend health and safety action to Council members and others within InternetNZ who are named by the media publicly.</p>
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<p>5.2</p>	<p>Minutes of the previous meeting</p> <p>Council approved the minutes of 13 October 2023.</p>
<p>5.3</p>	<p>E-vote Ratification</p> <p>President reminded Council of the procedure for voting on evotes:</p> <ul style="list-style-type: none"> • Mover/seconded still need to vote on the evote • There should be a thread on the vote ahead of voting/motion, generally 4-5 days in advance. <p>Council discussed the director term and resolved to proceed with the motion as proposed.</p> <p>RN87/23 That Mel Hewitson’s term on the Board of Domain Name Commission Limited be extended for 2 years from 1 February 2024.</p> <p>RN88/23 That Wi Pere Mita be appointed as the second Independent Director on the Board of Domain Name Commission Limited for a term of three years from 1 February 2024.</p> <p>AP32/23 President to write letters of appointment to the Directors.</p> <p>(Cr Biasiny-Tule / President Liddicoat)</p> <p style="text-align: right;">CARRIED</p>
<p>5.4</p>	<p>Quarterly and Operational Reports</p> <p>5.4.1 Group Financial Report</p> <p>Vivien presented the group financial report noting that although domains under management have reduced, overall revenue remains strongly supported by other areas of operation.</p> <p>5.4.2 Membership Update</p> <p>Vivien presented the membership update noting that a plan for active recruitment is being planned for 2024, including increasing Māori membership and making use of the engagement channels we already have.</p> <p>Council expressed interest in seeing membership churn metrics.</p> <p>5.4.3 InternetNZ Quarterly Report - July to September 2023</p> <p>Council discussed the report, in particular noting great progress</p>

	<p>of distributing funds on behalf of the DPMC fund for mis/dis information.</p> <p>Domain Name Commission report</p> <p>Vivien introduced the DNC quarterly report noting the use of data in making decisions.</p> <p>Council complimented the report, noting the value of the information, strong KPI performance metrics and growing need from businesses for expert determinations in dispute resolution.</p> <p>RN89/23 That Council receive the reports presented in Consent Agenda items 5.1, 5.2 and 5.4</p> <p>(Cr Hulse / Cr Fala)</p> <p style="text-align: right;">CARRIED</p>
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Section 7 – Other Matters

7.1	CONTINGENCY (for any overflow)
7.2	<p>Matters for communication – key messages</p> <p>The President invited input into the message to members to be sent in the week following the Council meeting.</p> <ul style="list-style-type: none"> ● Focus on the Internet part of the organisation’s mandate; DNS and technical community aspects of our work. ● Strategic goal summary, feedback from Council and invitation for feedback from members. ● The DNSSEC remains high on Council’s priorities and the implementation plan has the full faith and confidence of Council.
7.3	<p>General business</p> <p>Mis/disinformation funding: Phase1 (confidential)</p> <p>Council noted DMPC’s confidentiality and privacy requirement of the organisations funded as part of the funding agreement.</p> <p>The first phase is complete with funds distributed, and the second phase is expected to be complete by the end of January 2024. Reporting to DPMC is due in June 2024.</p>

7.4	Meeting review AP33/23 President to arrange a Council pop-up meeting ahead of the next meeting in February.
7.5	Meeting close (karakia or waiata)