

MINUTES

COUNCIL MEETING

Status:

Draft

Date

Friday 3 December 2021

Present:

Council: Joy Liddicoat (President), Jay Daley (Vice President), Don Stokes, Sarah Lee, Richard Hulse, Potaua Biasiny-Tule, Kate Pearce, aimee whitcroft, Jeff Montgomery, Anthony Bow

In attendance:

Staff: Jordan Carter (Chief Executive), Catherine Fenwick, Dave Baker, Jodi Anderson, Andrew Cushen, Raniera Albert, Dane Foster, Laughton Matthews and Diane Robinson (Council Secretary)

Meeting opened:

The meeting started at 11:00am for Council and Council and CE alone time. The meeting opened publicly at 11:28am.

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, and agenda review

Cr Montgomery opened the meeting with a Karakia.

The President advised that Cr whitcroft will be attending the meeting from mid-day and has sent her apologies in advance.

There were no changes to the interest register.

1.4 Action Items and Agenda Review

Council reviewed the Actions register.

- AP29/20 The governance charter has been drafted and a decision will be made at this meeting.
- AP07/21 Online webinar and information exchange on Digital Identity and the group's work thus far. To be scheduled for February 2021.

- AP15/21 Draft Work Plan - This will be developed by the President and discussed at the meeting in February 2022.

Section 2 - Strategic Priorities

2.1 Strategic Update on work so far, next steps

The President thanked the Council for their hard work on the strategy thus far.

The Council discussed the purpose statement that has been prepared by a Council working group (Liddicoat, Daley, Stokes, Montgomery) working with staff and experts.

To act as Kaitiaki of an internet the benefits all of Aotearoa

- Kaitiakitanga and partnership
- Internet that benefits
- Internet for all of Aotearoa

Council reflected on the purpose statement:

- General consensus was that the Purpose statement was shaping up well and reflected Council thoughts and views that have been captured through the process.
- Noted that the working group had not resolved what will happen to the vision and mission statements.
- There were some cautionary reactions from other Council members around the wording of 'To Act' as Kaitiaki. It was felt there needed to be stronger wording like 'To be a' or 'Being Kaitiaki'.
- To take out 'To act' the purpose could start with Kaitiaki of the .nz internet and would need to include wording around for Internet for Good. There is the question of whether we are one of many Kaitiaki in this context and needing not to claim to be the only one.
- Tikanga was discussed and it was mentioned that the Kaitiaki normally looks after a taonga but is the Internet a taonga? The taonga discussion needs further exploration.

On the work done so far, the Council discussed the four areas of strategic development in the papers and updated these in some areas as shown:

Area	Strategic intent
Product Development	Any new products must contribute directly to our overall purpose as their main objective, and financial commitments managed rigorously. If such products raise revenue alongside this that is welcome, but revenue is not the goal. The previous intent, to raise significant new revenue, does not continue.
Te Tiriti o Waitangi	Explore, develop and commit to our model of honouring Te Tiriti o Waitangi, at a governance level - recognising this as a key part of the bicultural relationships at the heart of our country. This will involve dialogue with the Māori

	Design Group as part of the work.
Online Harm / Dangerous Speech	Concerns about these problems are in scope for our work, and the overall goal should be to minimise the impact of such problems and challenges on people’s wellbeing.
Māori Engagement	The Pou Whenua strategy prepared by Raniera Albert, (Tumuaki Māori) has been welcomed by Council, and Council asks staff to ensure it is woven into the overall strategic framework and operating plan.

The following was noted from the Council discussion to the above areas:

- Product Development - financial rigour will need to be applied regarding product development revenue; if increased revenue is not the driver.
- Te Tiriti o Waitangi - it was discussed that INZ are in a process of discovery and exploration. INZ will need to stay open and make space and receive guidance from the Māori Design Group. Keeping open to the spirit of partnership. Also to understand further and acknowledge the bicultural relationship on a treaty based partnership. Consider rephrasing the wording to partnership for this area.
- Online Harm / Dangerous Speech - agreed, no discussion.
- Māori Engagement (Te Pou Whenua Strategy) - agreed, no discussion.

For the next steps, Council agreed to the Chief Executive’s proposed approach that staff would make a draft of the overall strategic framework for Council review in advance of the February meeting. If this needed shaping and deep discussion, a subgroup of Council members would work with staff to do this.

RN59/2021 THAT Council **note** the paper and the work continues on the draft strategy. Staff will prepare a further paper for approval from Council at the February 2022 meeting.

(Cr Lee / Cr Pearce)
CARRIED

Cr Whitcroft joined the meeting at Noon.

Section 3 – Matters for Decision

3.1 Update to our 2021/22 Plan and Budget

Jordan spoke to the paper and Council provided the following feedback:

- It was raised that our three key operational priorities are internally focused and about rebuilding INZ; it was felt that there needed to be more external priorities in the plan. *Response:* The CEO pointed out that the first priority,

the registry system replacement, is about the service we provide to the registrars and the country as a whole. He also noted that the priorities in this plan are for the next four months only and that for 2022 there will be a different plan based on the strategic direction set by Council.

- A key message to be communicated to the membership after this Council meeting is that the Council's work in the new year will be more externally focused.

RN60/2021 THAT Council **adopt** the revised Plan for the remainder of the 2021/22 year, and the updated Operational Expenditure limit for the year.

(Cr whitcroft/Cr Stokes)

CARRIED

3.2 Adopting the new Council Charter and governance policies

Joy introduced the paper and thanked the Vice President, Jordan Carter and Catherine Fenwick for the work that has been carried out on the governance charter.

The following Policies are proposed to remain in place as they appear to cover matters not in the new charter:

.nz Framework Policy (2.0) - note, this remains in place until the new .nz Rules come into force in 2022.

Document Information Disclosure Policy (2.0)

Risk Management (1.1)

Investment Policy and Strategy (1.0)

Reporting Cases of Misappropriation (3.0)

Treasury Policy (4.0)

Policy Development Policy (1.1)

Audit Services Tender (3.0)

Note to amend under the Risk Management section of the Governance charter
7. Ensure that proper records are kept. Removing the word accounting.

RN61/2021 That Council **adopt** the Council Charter (as amended) and Governance policies as its governance policy framework with effect 6 December 2021, noting that this **repeals** the following existing governance policies as listed:

Council Appointed Member (1.0)

Council Role and Functions (2.0)

Councillor Role Descriptions (2.0)

Code of Ethics (2.0)

Conflicts of Interest (2.0)

Board Appointments and Roles (2.0)

Contracting for Councillors and Directors (2.0)

Remuneration for Council and Boards (2.0)
Chief Executive Delegations (3.0)

(Cr Daley/ Cr Stokes)
CARRIED

Section 4 – Matters for Discussion

4.1 President's Report

RN62/2021 That the President's report be **received**.

The drafting and consulting on the Terms of Reference for the Komiti Whakauru Māori has concluded and will be sent to Council for an E-Vote.

The President advised that she attended the Institute of Directors - Chairing of the Board training which was very good. She advised that they discussed issues surrounding the review and amendment to the Incorporated Society Act that will be an issue for INZ and there will need to be some forward planning.

4.2 Management Items for Discussion

There was a query about alignment of the Council Meeting schedule with the quarterly reporting. Jordan provided some historical information why the schedule was out of alignment in some instances and reminded the meeting that Council has already committed to the 2022 schedule. Quarterly reporting and six meetings a year do not align well.

The Wellington offices will be opened to staff on 13 December 2021 and a date will be advised soon for when externals will be allowed onsite.

There was a question about how other organisations are engaging with communities and/or events due to our environmental factors with the pandemic? Andrew advised that face to face meetings are being pushed out till 2022 and where gatherings can be held online that is the predominantly the way communities are connecting.

RN63/2021 That the Management issues paper be **received**.

AP19/2021 Review the timing of quarterly reporting and the alignment of Council meetings in the next financial year.

Section 5 - Consent Agenda

5.1 Health, Safety and Wellbeing Update

RN64/2021 That the Health, Safety and Wellbeing Report be received.

5.2 Confirm the Minutes of 15 October 2021

RN65/2021 That Council **approve** the minutes of the meeting held 15 October 2021.

5.3 Evote Ratification

RN66/2021 That the Evote be **ratified**.

5.4 Quarterly and Operational Reports

5.4.1 Membership Update

5.4.2 Project Mimosa Update

The Council acknowledged the great progress being made on Project Mimosa, and agreed to the update being published.

5.4.3 DNCL Quarterly Reporting (Q2)

There was a question about the market concentration measures in the market study shared alongside the report, where there were no concerns by DNCL on this but an ongoing monitoring role. Price discounting or marketing support could push in the direction of more concentration too. View of studies seems to be that action could be required if customers are facing a negative impact, and that more information sharing by DNCL can help it and others judge this.

RN67/2021 That the quarterly and operational reporting be **received**.

Block Consent Section 5.1 to 5.4 - (Cr Hulse / Cr Montgomery)
CARRIED

5.5 Skills and Diversity Assessment Report

The President asked Council for reflections on the assessment:

- The 'High' ratings under the Governance experience was of surprise to some.
- A different scale from High, Medium and Low could be considered; instead a 1-5 scale may have been more helpful.
- Under Diversity Attributes - low on Youth representation (rangitahi), Council to think about bringing through rangitahi via Māori Design Group or an internship programme.
- Forward Planning for Youth (if not from our current membership) to be found and signed onto our membership well in advance of the elections cut off date.
- A Nominating Committee Process for Membership could help inform decisions made in the electoral process.
- A need to increase membership for Women.

AP20/2021 - Skills and Diversity Assessment Discussion to be added to the Agenda for Council May 2022 meeting.

Section 6 - Other Matters

6.1 CONTINGENCY

6.2 Matters for communication – key messages

6.2.1 Communications in general

6.2.2 Upcoming events

6.3 General business

The President advised that she has received the draft Election Review paper from the Returning Officer, Andrew Cushen. Andrew apologised for the lateness of this paper. He advised that the team reviewed the operational processes in August/September of 2021. The paper is a draft only and will be shared with Council, but will need some more refining before it is shared with Members.

Council Commented:

- There needs to be a mechanism for candidates, both successful and unsuccessful, after the Elections to provide feedback and comment in a safe way. Andrew advised that he will seek out perspectives from candidates.

AP21/21 Election Review paper to be Shared with Council.

Councillor aimee whitcroft advised that, for personal reasons, she does not intend to stand for re-election when her term comes to an end in July 2022.

Council **noted** Councillor whitcroft's decision to resign with effect from 1 April 2022 and wished her well.

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 11 Feb 2021.

The meeting closed at 1:15pm with a karakia.