

MINUTES

COUNCIL MEETING

Status:

Final

Date

Friday 1 April 2022

Present:

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

In attendance:

Staff: Andrew Cushen (Interim Chief Executive), Jordan Carter, Catherine Fenwick, Jodi Anderson, Raniera Albert, Vanisa Dhiru, Sam Sargeant, Laughton Matthews and Diane Robinson (Council Secretary).

Meeting opened:

The meeting opened publicly at 11:01am.

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 Biasiny-Tule opened the meeting with a Karakia.

Council and staff acknowledged the passing of Dr Moana Jackson and Dame June Jackson (Moana's sister in-law). Raniera paid tribute in te reo māori to honour the work of Dr Moana Jackson.

The President acknowledged Cr Whitcroft and her work on Council. Cr Whitcroft has now completed her tenure on Council.

Vice President Jay Daley advised that he no longer is a Director for Whare Hauora and that this should be removed from the Interests register.

1.4 Action Items and Agenda Review

The President worked through the action items and the following items were discussed:

- AP07/21 - Digital Identity online webinar - this action to be removed from the list after council discussion.
- AP03/22 - Terms of Reference templates to be reviewed - deadline to be deferred and completed by August Meeting deadline.
- AP04/22 - Role Definition for Returning Officer is in progress for the May Council meeting.
- AP05/22 - Feedback to be collected from past election candidates. Not completed.
- Action Point from Strategy Session - release the draft strategy and associated papers from Council strategy sessions.

The President formally acknowledged and thanked Jordan Carter for the significant contribution that he has made to InternetNZ. Jordan spoke about his journey and reflections over his time with the organisation.

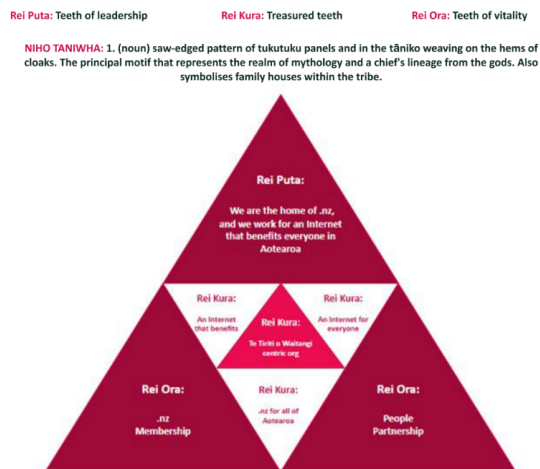
AP08/2022 Publish the draft strategy and associated papers from Council strategy sessions.

Section 2 - Strategic Priorities

Andrew introduced the strategic priorities section as a set of papers. He thanked Council for their feedback and encouraged Council to solidify and agree the strategy so that the organisation could move forward with the work plan for the year.

2.1 Strategy Update - purpose and goals

There were changes to the draft strategy that included a change from the original whare metaphor to the Niho Taniwha.



The plan outlines six key strategic areas that sit on top of the annual planning methodology and work prioritisation framework. There is a need for a balance between the strategic relevant deliverables versus all of the other important work in the work plan.

The annual plan will be reviewed during the year due the following:

- The current work on the registry replacement project Mimosa. This work is taking up 45% of our staff to resource the project.
- Council will be discussing the .nz strategy in June 2022 which may impact the plan.
- The Organisation Change proposal of a new leadership team and currently having an Interim Chief Executive

Sarah re-joined the meeting at 11:40am

2.2 2022/2023 Plan

Council offered feedback to support reshaping and finalising the work.

A specific point was made about the Te Tiriti o Waitangi centric organisation goal, which was quite internally focused and needed to be much broader as a strategic goal. The Vice President provided some suggestions to staff to rework this goal to be more externally focussed. Council also discussed that in order to be externally impactful our organisation needs to work first on building their internal capability.

2.3 2022/2023 Budget

It was raised that the budget was not linking up with the goals in the annual plan. There was not a breakdown of staff costs to measure against the goals.

It was noted there is a need for clarity first on the organisational structure, so that the budget can align the staff and investment into the different goals.

The President thanked the Council and staff for their efforts on the strategy and the excellent work that has been done.

RN08/22 THAT Council approve the Strategy, Annual Plan 2022/23 and Budget 2022/23 as drafts, and recommend it for discussion with the membership.

(Cr Hulse / Cr Lee)

CARRIED U

Section 3 – Matters for Decision

3.1 CE Recruitment

The Council went into committee at 12:23pm. Staff rejoined the meeting at 12:51pm.

RN09/22 That Council **agree** to:

(a) Establish a Chief Executive Recruitment Committee comprised of the Chief Executive Review Committee and an independent member.

(b) The options for an independent member to be provided and agreed by e-vote at the appropriate time.

(c) To review a draft of the Position Description for the InternetNZ CEO and agree by 30 April 2022.

(Cr Hulse/Cr Pearce)

CARRIED U

3.2 CE Review independent director appointments

Cr Bow left the meeting so that Council could discuss in confidence the resolution to reappoint him.

RN10/22 That Council agree:

a) Anthony Bow be appointed as an appointed councillor for a further period of two years; and

b) Council will fill the appointed Council Member after the Election in 2022.

(Cr Montgomery/Cr Biasiny-Tule)

CARRIED U

Section 4 – Matters for Discussion

4.1 President's Report

RN11/22 That the President's report be **received**.

(All Council)

CARRIED U

4.2 Systemic Racism Review: Terms of Reference

The President advised that she received an email from the Co Chair Aleisha Amohia which was supportive of the focus of the review.

Council welcomed the terms of reference, noting that provision has been made in the budget for this review. Council also noted that the issues affecting Māori which are the impetus for this review should be the review's primary focus. If other issues

are raised the reviewer is free to mention these in their report.

RN12/22 That Council **agree** to commission an independent review of systemic racism in InternetNZ; and ask the Interim CE to commence the review as soon as practicable.

(President/Vice President)

CARRIED U

Section 5 - Consent Agenda

5.1 Health, Safety, Wellbeing Update

RN13/22 That the Health, Safety, Wellbeing Update be **received**.

5.2 Minutes of the Meeting of 11 February 2022

RN14/22 That Council **approve** the minutes of the meeting held on 11 February 2022.

5.3 E-votes Ratification

RN15/222 On 1 March 2022 a meeting was held in Committee.

It was moved by the President and seconded by Cr Hulse:

That Council

(a) note the resignation of the Chief Executive Jordan Carter and thank him for his service; and

(b) agree to the appointment of Andrew Cushen as Interim Chief Executive of InternetNZ and to the Board of the Domain Name Commission Limited with effect from 5 March 2022; and

(c) agree to appoint the Interim Chief Executive as the Interim Chair of the Board of the Domain Name Commission Limited.

FOR: President, Vice President, Cr Stokes, Cr Pearce, Cr Lee, Cr Bow.

Abstain: Biasiny-Tule was not present at this meeting.

5.4 Māori Design Group Update

RN16/22 That the Māori Design Group Update be **received**.

Block Consent - Section 5 (Vice President / Cr Bow)

CARRIED U

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

RN17/222 That Council **approved** the recommendations for the authorised bank signatories and amendment to the director of NZRS Limited:

THAT Jordan Cater be removed as a bank signatory.

THAT Don Stokes and Andrew Cushen be added as bank signatures.

THAT Jordan Carter is removed as a director of NZRS Limited.

THAT Andrew Cushen be added as a director of NZRS Limited

(Vice President / Cr Bow)

CARRIED U

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 13 May 2022.

The meeting closed at 1:20pm with a karakia by Cr Biasiny-Tule.