MINUTES
COUNCIL MEETING

Status:
Final

Date
Friday 13 May 2022

Present:
Council: Joy Liddicoat (President), Jay Daley (Vice President), Don Stokes, Richard Hulse, Kate Pearce, Jeff Montgomery and Anthony Bow.

In attendance:
Staff: Andrew Cushen (Interim Chief Executive), Jordan Carter, Catherine Fenwick, Jodi Anderson, Raniera Albert, Vanisa Dhiru, Sam Sargeant, Tim Johnson, Dave Baker and Diane Robinson (Council Secretary).

Members:
Kay Jones and Brenda Wallace (intermittently)

Meeting opened:
The meeting opened publicly at 11:18mins

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 Bow opened the meeting with a Karakia.

Apologies received from Cr Biasiny-Tule and Cr Lee.

There were no amendments to the interests register.

1.4   Action Items and Agenda Review

The President discussed the following action items:

- AP20/21 Skills and Diversity Assessment for discussion at this meeting.
- AP02/22 Draft Strategy - this has been sent out to the membership for feedback.
- AP03/22 Review of Terms of Reference for Council Committee to be updated after the Elections and for the August Council Meeting.

- AP04/21 Role Definition of the Returning Officer has been completed and for discussion at this meeting.

1.4.1 Anita Killeen, DNCL Independent Director | Thank you Jordan Carter

Anita joined the meeting briefly to formally thank Jordan Carter on behalf of the DNCL Board for his service to the InternetNZ Group and as the Chair of the DNCL Board.   Anita advised it has been an absolute pleasure to work with Jordan over the past two years and she congratulated Jordan for 19 years of service and thanked him for his leadership and collegiality.

Jordan left the meeting.

Section 2 - Matters for Decision

2.1 Review the Council Matrix for Skills and Diversity

The President talked to the Council about the Skills and Diversity Matrix:

- There are two independent directors that are appointed for Council outside of the Council that is elected by the membership.
- Council undertakes the skills and diversity matrix on an annual basis in October, the results are published in Council papers in December.
- Cr Bow was reappointed as an Independent Director in February 2022. It was agreed to wait until after this year's elections to appoint the second independent director.
- The skills / diversity matrix will help determine the second independent director by addressing any gaps in the new Council composition.

Council was asked to confirm the template of the Skills and Diversity Matrix, in particularly look at specific skills and their weighting and the following feedback was given:

- Consider Product Development, Innovation and Commercialisation weighting is a "high" weighting area, given the changes in our recent strategy process. It was agreed by Council that this could be dropped from a high weighting.
- Discussed recalculating the October survey to include only the results of Council members that will make up this year's Council (excluding those restanding or who's term is completed). This should assist and inform the membership of the current skills on Council.
- Governance Attributes - Finance, Stakeholder and Governance experience currently have no weighting set against their criteria. With the new strategy the weighting for these areas should be set at 'High'.
- Some of the competencies could be in a Councillor role description.
- Suggestion to staff to seek some independent advice on the skills and diversity matrix.
- Focus on Impact to be changed to "high".
- Note that the policy for Independent Directors is up for review.
- Communicate to members who will remain as existing Council for 2022 and those that are up for re-election or completing their terms.

RN18/22 THAT Council:

a) Specifically consider whether Product Development, Innovation and Commercialisation is a "high" weighting area, given the changes in our recent strategy process. Agreed.

b) Agree that the Skills and Diversity matrix be revised by the President and CEO to incorporate feedback from today's discussion. Council to re-discuss and then approve by way of Evote.

c) Agree to undertake the Skills and Diversity Survey in September 2022 after the Council elections. An assessment report to be provided at the October Council meeting.

<div align="right">(Cr Hulse / Cr Bow)
CARRIED U</div>

AP09/22 The President and Chief Executive to revise the matrix based on feedback provided and seek approval with Council via an Evote.

AP10/02 Staff to recalculate the Skills and Diversity matrix assessment (from Oct 2022) to only include the Council who remain on Council as at July 2022.

2.2   AGM and Returning Officer Role

Andrew talked to the paper and advised that the following actions were undertaken since the previous paper:

- Feedback from the 2021 candidates has been undertaken.
- Event delivery options were carefully considered by staff in relation to the pandemic. The key recommendation is for Option 1 for Online only to support maximum participation.
- Returning Officer position description has now been well defined.
- Support for nominees, Council and staff during the election period written up for consideration by Council.
- The countback process that can be applied in the event of existing Councillors filling the Vice president role and creating a vacancy in the general elected Council space will be applied.

The President's opening remarks was that the Council had a preliminary discussion about the paper and affirmed the annual election cycle is to be run in the normal ways, as business as usual. Election processes must reflect our values, including being open sourced, transparent and hands off regulation (except as needed to ensure a fair election). The President advised that the Council appreciated the spirit of material prepared by staff, however some proposals were not appropriate and there were better alternatives. She noted the draft Candidate Pack had not been included in the papers and Andrew would send it separately. She asked Council to provide their feedback:

- The experience for the AGM should be an equitable experience for all, making use of the technology available. The majority of Council felt that the Online first experience would be best suited at this time, noting the hybrid model

will be considered for the AGM 2023.

- Councillors agreed that staff/Returning Officer should not be involved in nomination checks e.g. social media channel searches etc. Rather, candidates should be briefed on the no surprises approach and the declarations they will be asked to make if elected.
- The President and Vice President will be moderators of the members' discussion list; if that is needed during the election process.
- Communication Channels - members should be encouraged to communicate in all the channels that are available for discussion re Elections (members discuss, nethub) rather than narrowing to only one. Members-discuss is to remain and members should not be forced to use only one space for communications as this created inequities in participation. The chief Executive noted that staff are considering new communication spaces for modernisation and to make them more accessible.

RN19/22 THAT Council:

    a) Approve the AGM to be held online only.
    b) Approve the appointment of a Returning Officer for the 2022 InternetNZ Council Election.
    c) Approve the appointment of Grant Thornton as Scrutineer for the 2022 InternetNZ Council Election.
    d) Consider revised guidelines which will be sent to Council for approval via evote.

(President / Cr Pearce)
CARRIED U

2.3   .nz Policy Review: **Harms Focus**

Cr Pearce spoke to the paper and advised that in order to achieve the InternetNZ's strategy and workplan for 2022/23 that there would need to be a shift in focus to use the .nz Policy to respond to the concerns on online harm.

Two recommendations brought forward are Rec 21 trusted notifier regime tool and Rec 23 for InternetNZ to introduce a requirement for registrars to meet minimum security standards.

The President thanked the .nz Policy Committee for their work on these matters.

RN20/22 THAT Council:

- Agree with the recommendation that the .nz Policy Review focus is shifted towards managing online harm, which will fulfil the commitments noted in the 2022/2023 work plan.

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(Cr Montomery/ Cr Stokes)
CARRIED U

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Section 3 – Matters for Discussion

3.1   President's Report

RN21/22 That the President's report be received.

RN22/22 Council acknowledged the death of Frank March, Fellow and former President of InternetNZ, recognising his many contributions to the Society and the wider Internet community.

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(President / Cr Stokes)
CARRIED U

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3.2   Management Items for Discussion

The President advised that she has discussed and agreed with Vice President Jay Daley to attend in person the ICANN Meeting in The Hague on the 13-16 June 2022 as he is already participating.

RN23/22 That the Management Items be received.

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(All Council)
CARRIED U

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3.3   Council Cultural Capability Plan

Council acknowledged the importance of this historical moment for InternetNZ.

The President thanked Raniera Albert, Chief Advisor Māori and Te Puni Māori team for their work on the plan.

Andrew introduced the Cultural Capability Plan and advised it would link with the internal cultural plan that staff would undertake as part of our approach to being a Te Tiriti o Waitangi centric organisation.

Council discussion and feedback included:
- Tikanga in technology to think about how to incorporate.
- External focus - understanding the lived experiences or issues facing Māori on the use of the Internet and how these problems are perceived.
- The plan to strike a bit more of balance with regard to internal capability and also focussing on external for the most impact.

- Councillors encouraged to share experience and support each other according to their experience and capability.

RN24/22 That Council approve the Cultural Capability Plan.

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(President / Cr Pearce)
CARRIED U
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Section 4 - Consent Agenda

4.1   Health, Safety, Wellbeing Update

Catherine provided an update on the Covid-19 protection framework settings for the InternetNZ and DNCL offices. The office access has now been updated to be open for staff and visitors and domestic travel is now permitted. Further work on settings for international travel is being worked through.

The Health, Safety and Wellbeing committee are looking for new members (due to staff leaving) to join the committee and to be representative across the new organisation structure.

RN25/22 That the Health, Safety, Wellbeing Update be received.

4.2   Minutes of the Meeting of 1 April 2022

RN26/22 That Council approve the minutes of the meeting held on 1 April 2022.

4.3   E-votes Ratification

There were no evotes leading up to the meeting.

4.4   Quarterly and Operational Reports
- 4.4.1 Membership Update
- 4.4.2 InternetNZ Activity Report (Q4)
- 4.4.3 InternetNZ Financial Group Consolidated Report (Q4)
- 4.4.4 InternetNZ Financial Report (Q4)

Council thanked staff for the monthly financial reporting that was requested by Council.

- 4.4.5 Project Mimosa Update (confidential)

Members of the public left the meeting at this time. Dave Baker joined the meeting to provide an update on Project Mimosa.

The Council went into committee to discuss in confidence the .nz registry replacement project 'Project Mimosa'.

Council commended the Project Mimosa team for the excellent progress made thus far on a significant piece of work.

- 4.4.6 DNCL Quarterly Reporting (Q4)

AP11/22 Staff to organise an online dispute resolution demo for Council.

- 4.4.7 Committees Update

4.5   Māori Design Group Update (verbal)

The President and the Chair Cr Lee, Komiti Whakauru Māori, met with the Co-Chairs on 11 May in what is now the regular Co-Chairs meeting. We discussed correspondence received from the Māori Design Group arising from their on hui 26 and 27 April 2022. In this report the MDG provided very helpful advice and recommendations to Council and Te Komiti on the priority areas for strategic focus and advice in the year ahead .Te Komiti will consider this at its next meeting..

RN27/22 That Council receive the Quarterly and Operational Reports and the Māori Design Group Update.

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Block Consent - Section 4 (Vice President / Cr Montgomery)
CARRIED U

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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

Council formally acknowledged the work carried out by Cr Lee over the past 9 years, specifically her work in the Te Ao Māori space for Ipurangi Aotearoa.

Council also thanked the Vice President and Cr Montgomery for their tenure on Council.

Chief Executive Recruitment - Andrew and Catherine advised that three agencies have been approached to undertake the recruitment. A recommendation will be made to the CE Review Committee and Council for selection.

Raniera provided an update to the Council with regard that a reviewer has been found for the Systemic Racism Review. This is pending a conversation around the terms of reference and timeframes for this work.

6.4   Meeting review

Next meeting:

The next scheduled Council meeting is Friday 12 August 2022.

The meeting closed at approx 1:00pm with a karakia by Cr Bow.