InternetNZ Council

August 2022

AGENDA
Council Meeting: Friday 12 August 2022
Wellington Office: Level 13, 18 Willis Street, Wellington

9:30am   Meeting start
11:30am   Morning tea
12:45pm   Meeting closed followed by Lunch

Section 1 – Meeting Preliminaries

9:00am	0.0	Arrival and coffee
9:30am	1.1	Council only (in committee)
	1.2	Council and CE alone time (in committee)
10.00am	1.3	Karakia, apologies, intros, interests register
	1.4	Agenda review

Section 2 – Strategic Priorities

10:15am	2.1	.nz Product Strategy
10:45am	2.2	International Internet Governance
11:15am	2.3	Systemic Racism Review Update (verbal)
11:20am	**-**	**Morning tea**

Section 3 – Matters for Decision

11:40am	3.1	Council Work Plan 2022/23

11:50am	3.2	Māori Design Group Update 3.2.1 Appointment of new member to Māori Design Group 3.2.2 Draft ToR Māori Design Group
12:00pm	3.3	Review of Council members against Skills and Diversity Matrix
12:10pm	3.4	Review of Council honoraria
12:20pm	3.5	Council Committee Appointments • Terms of Reference • Memberships decisions • Bank Signatories
12:30pm	3.6	Co-opt Member for Te Komiti Whakauru Māori

Section 4 – Matters for Discussion

12:40pm	4.1	President's Report
12:45pm	4.2	InternetNZ Quarterly Report - 1 April to 30 June 2022

Section 5 – Consent Agenda

12:50pm	5.1	Health, Safety and Wellbeing Update as at June 2022
	5.2	Confirm Minutes – 13 May 2022
	5.3	Actions Register
	5.4	E-vote Ratification
	5.5	Quarterly and Operational Reports for 1 April to 30 June 2022: • 5.5.1 DNCL Quarterly Report • 5.5.2 Group Financial Report • 5.5.3 Committees Update • 5.5.4 Membership Update • 5.5.5 Project Mimosa Update • 5.5.6 .nz Policy Update

Section 6 – Other Matters

12:55pm	6.1	CONTINGENCY (for any overflow)
	6.2	Matters for communication – key messages
	6.3	General business
	6.4	Meeting review
1:00pm	6.5	Meeting close (karakia or waiata)

Council Register of Interest

Officers and Councillors are required to register any interests, commercial, political or organisational, which they believe may be relevant to the perception of their conduct as a Councillor or Officer. Officers and Councillors are, however, still required to declare a Conflict of Interest, or an Interest, and have that recorded in the Minutes.

Officers and Councillors receive the following annual honoraria:

President - $35,470
Vice President - $22,169
Councillor - $17,735*

Sub-Committee Chairs also receives additional 10% of their honoraria

Name: Joy Liddicoat
Position: President, InternetNZ
Term: AGM 2021 - AGM 2024
Declaration Date: 29 July 2021
Interests:

- Secretary of the Peter Rule Foundation
- Holder of .nz domain name registrations
- Member of the New Zealand Law Society
- Member Otago Women Lawyers Society
- Member of the Non Commercial Users Constituency of ICANN
- Founding Director and Shareholder of Oceania Women's Satellite Network (OWNSAT) PTE Limited. OWNSAT is a shareholder in Kacific Broadband Satellite
- Affiliate of the Centre for Law and Policy in Emerging Technologies, Faculty of Law, University of Otago.
- Senior Corporate Counsel, Silver Ferns Farms (part-time position)
- Member of the Association for Progressive Communications

Name: Brenda Wallace

Position: Vice President

Term: AGM 2022 - AGM 2024

Declaration Date: 3 August 2022

Interests:

- Employee of Artella/AnimationMentor/YellowBrick.co
- Trustee Strathmore Park Community Trust
- Board Member Tohatoha NZ
- .nz Domain name registrant
- Various small shareholdings via Sharesies

Name: Richard Hulse

Position: Councillor, InternetNZ

Term: AGM 2021 – AGM 2024

Declaration Date: 29 July 2021

Interests:
- Employee of GS1 New Zealand
- Holder of .nz domain name registrations
- Receives additional honoraria for being Chair of the Audit and Risk Committee for InternetNZ.

Name: Don Stokes

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2023

Declaration Date: 11 February 2022

Interests:
- Shareholder/Director, Rumsey Stokes Limited, an authorised .nz registrar
- Shareholder / director of several inactive companies
- Registrant of .nz and .net domains
- Consultant of Liverton Security

Name: Kate Pearce

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2023

Declaration Date: 15 February 2019

Interests:
- Employee of TradeMe
- Member of the New Zealand Labour Party
- Holder of .nz, .com, .org, .net domain registrations
- Member of NZ Internet Task Force
- Board Member of New Zealand Internet Task Force (NZITF)
- Member and Co-leader of Aotearoa Tech Union
- Receives additional honoraria for being Chair of the .nz Policy Committee

Name: Potaua Biasiny-Tule

Position: Councillor, InternetNZ

Term: Appointed 2021 – 2023
Declaration Date: 8 November 2021

- Founder / Director of Digital Basecamp
- Trustee of Digital Natives Academy
- Co-Founder 4CompanyB (4CB) Digital Animation Studios Limited
- Board Member for Te Tatau o Te Arawa (partnership with Rotorua Lakes Council).
- Trustee of Te Takinga Marae Komiti
- Kaitiaki for numerous .co.nz and .iwi.nz whanau domains

Name: Jeff Montgomery

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 8 August 2021

Interests:
- Holder 14 .nz domain names
- Employee of Service Delivery and Operations, Department of Internal Affairs
- Statutory Officer - Registrar General of Births, Deaths and Marriages.
- Chair, Pacific Civil Registrars Network
- Owner and Director City Bed and Breakfast Ltd.

Name: Anthony Bow

Position: Councillor, InternetNZ

Term: Appointed 2022 – 2024
Declaration Date: 18 May 2021

- Holder of .nz and .com domain names
- Director of Whai Rawa Fund Ltd
- Director of Maungaharuru-Tangitū Ltd
- Deputy Chair and Board Member of the Medical Radiation Technologists Board.
- Chair and Director of Medical Sciences Secretariat Ltd
- Director and Shareholder of Waimana Capital Ltd
- Shareholder in private companies; Big Splash Ltd and Talent Propeller Ltd

Name: Whetu Fala

Position: Appointed Councillor, InternetNZ

Term: Appointed 2022 – 2024
Declaration Date: 4 August 2022

- Board Member, Māori TV
- Board Member, Creative NZ
- Board Member, Te Paepae Ataata Aōtearoa NZ Film Heritage Trust
- Chair, Whanganui District Creative Communities Assessment Panel
- Co-Chair, Ngā Taonga Sound and Vision Film Archives NZ
- Founding Member, Ngā Aho Whakaari Māori Screen Aōtearoa
- Founding Member, Wellington Women in Film & TV
- Founding Member, Taki Rua Theatre Wellington
- Pou Arahi Tikanga, Playmarket Inc Wellington

Name: Alpana Roy

Position: Councillor, InternetNZ

Term: Appointed 2022 – 2025
Declaration Date: 4 August 2022

- None.

Name: Anjum Rahman

Position: Councillor, InternetNZ

Term: Appointed 2022 – 2025
Declaration Date:

- To be advised at the August council meeting.

The register was last updated in August 2022.

.nz Product Strategy

PURPOSE: To articulate and validate our approach to the .nz product.
WRITTEN: August 2022

Introduction

This product strategy has been developed to validate how we intend to approach regrouping, rebuilding and re-engaging on our .nz product. In doing so, we are:

1. Reflecting the new commitments in the new InternetNZ strategy, specifically the Rei Kura of .nz for all of Aotearoa, and articulating how we intend to fulfil the Whainga of .nz is a good product: nz and the .nz infrastructure are trusted as reliable, compatible and capable of uses and applications.
2. Reflecting the changed organisational context following the leadership change process, which has resulted in bringing the InternetNZ .nz team back together in Te Puni Whakawhanake Rawa, under the leadership of Tumu Whakawhanake / GM Customer and Product.
3. Building off the strategy workshop held on 16 June 2022.

.nz Strategy Day - What we heard

Council's interest and engagement throughout the .nz Strategy Day was very encouraging. A number of themes emerged, notably including (a) .nz is our revenue generator and needs growth to support our public impact work, (b) we have work to do with our policy and operations to reduce online harm, and (c) we need to improve our insights and data that can inform strategy and tactics.

Other themes/points raised include:

- There is a desire from both Council and Staff to understand the .nz operations better.
- Protection and growth (not just financial growth) of the .nz domains under management is important to the organisation.
- Online harm in the context of .nz and it's policies are important
- Doing the basics and doing them well is more important now than pursuing new product initiatives.

- A simplified pathway for resellers to become registrars could help visibility and depth in the channel.
- Deeper insights into registry performance and factors that affect the registry numbers will inform our future strategy and tactics.
- Increasing our understanding of the needs and challenges of minority groups so we can serve them better.

This strategy seeks to incorporate Council's feedback and input, among a range of other sources and insights.

Context and key assumptions

Our .nz operation is not ready to stimulate meaningful growth… yet

Internally, it is reasonably accepted that beyond Mimosa and 'keeping the lights on', that .nz has not received a lot of attention in the last 24 months. This is evidenced by the absence of registrar visits, strategic registrar engagement and promotional activities. In addition to this, the visibility of the .nz brand and its value proposition has been very low within the market. Similarly, this has been evidenced by a recent initiative to undergo co-marketing with our channel. Channel feedback highlighted a lack of (our) awareness of the channel's challenges, value perceptions, and their capabilities.

Due to our lack of awareness (in some cases interpreted as arrogance) of: our channel, the competitive landscape, market friction, our value proposition - these position us poorly to undertake campaigns to stimulate growth. In essence, we lack actionable market and channel intelligence.

.nz has been underperforming when compared against international peers

24mth Cumulative Growth as % (Jan 2020 - Dec 2021)
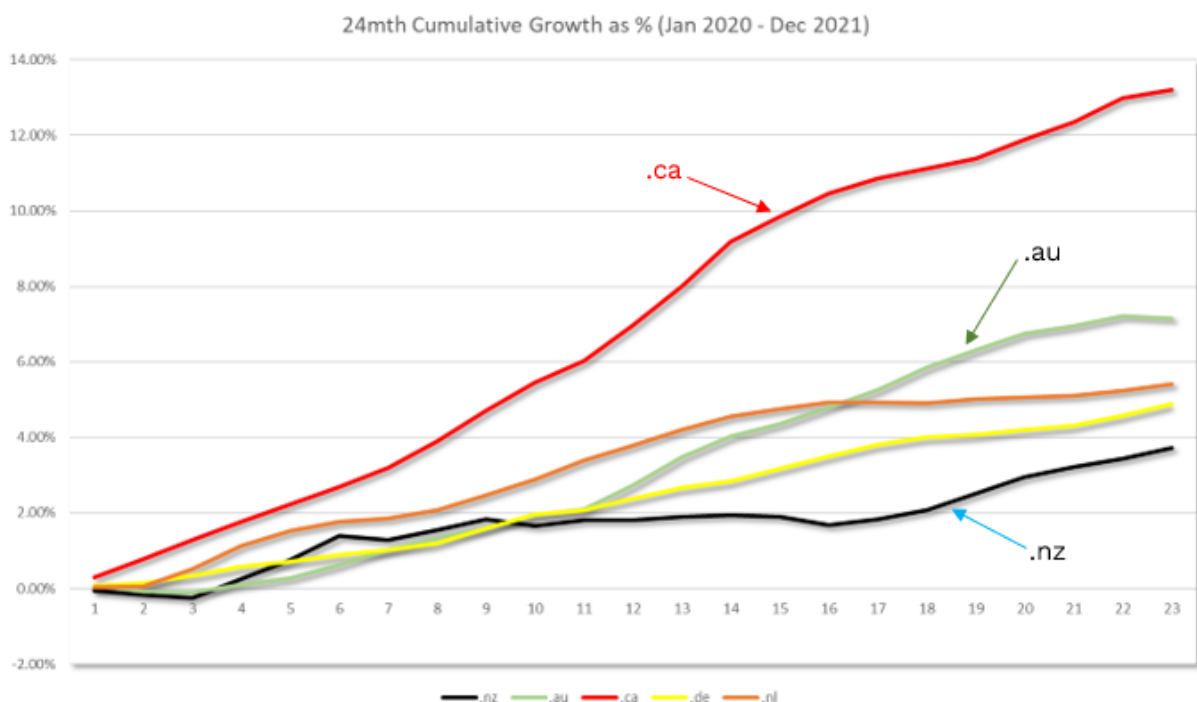
When observing the recent growth of .nz in isolation, it is easy to assume that growth has been healthy. An incorrect assumption on that basis is that *'doing nothing seems to work'*. However, when benchmarked against our closest international peers, .nz growth trends have in fact been sub-par. It is true that we appear to have been enjoying a global trend of baseline domain growth, but there is no guarantee those global trends will persist.

Mimosa has been all consuming

This strategy document does assume the successful launch of IRS in November 2022, as well as a successful bedding in period by registrars following the launch. The Mimosa project has been extraordinarily resource hungry. To execute our strategy, we do need to see a gradual return of internal resources to Te Puni Whakawhanake Rawa.

.nz will return to international collaboration and engagement

It has been regular practice at InternetNZ to participate in international meetings and forums, until recently. InternetNZ has in the past been recognised as punching above its weight and contributing disproportionately to its registry size, in forums such as ICANN. Due to COVID and other circumstances, this participation and contribution has been much less in the past 2-3 years. Participation at in-person international meetings is costly and is an investment. If carefully planned, the benefits of international participation should be both tangible and long term.
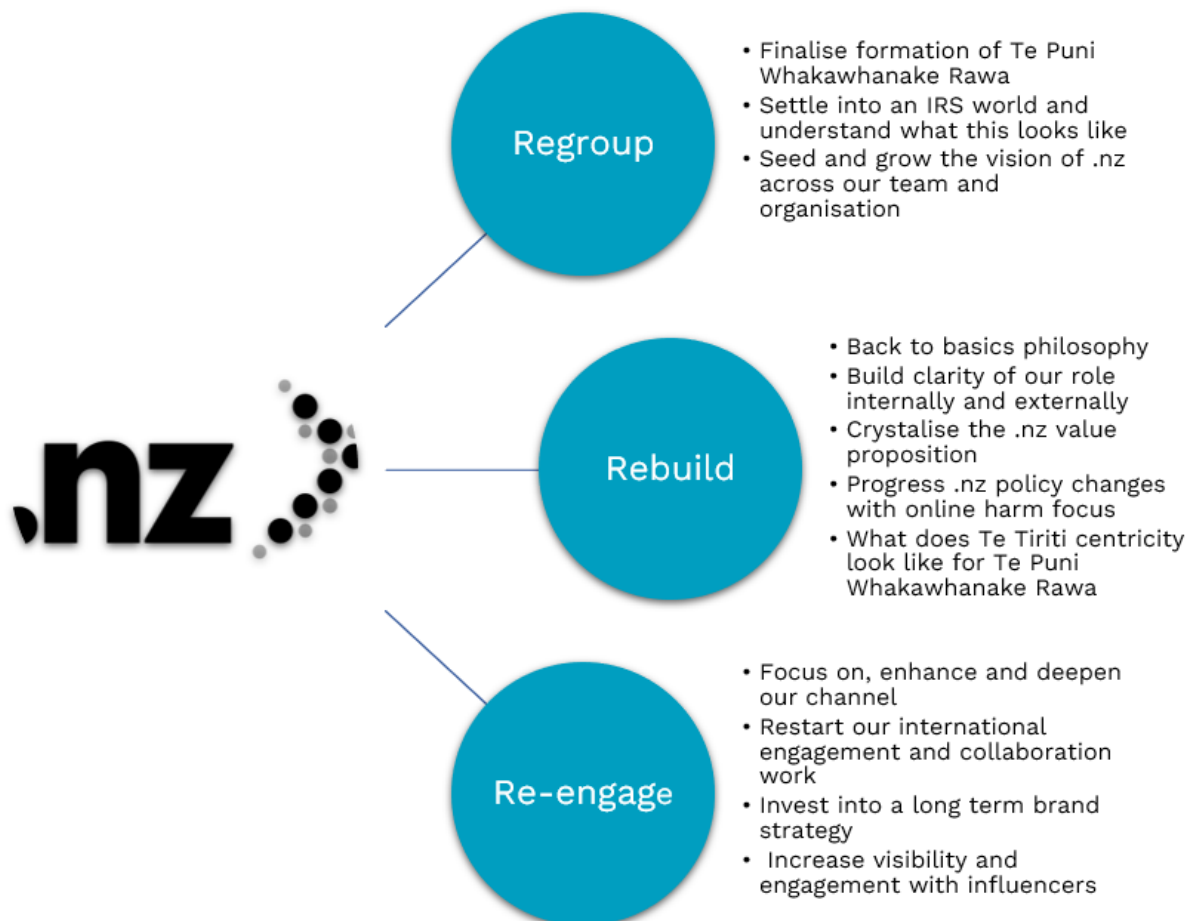
Engagement and relationship building with international registrars is vital - ICANN related meetings are a central meeting point for this, negating the need to visit them individually around the world. To emphasise this point, approximately $9.4m worth of .nz domains are currently registered by internationally owned registrars.

This .nz strategy considers in-person international engagement as playing an important role. Specifically, this is due to (a) the importance and emphasis on re-engaging with our registrar channel, and (b) building momentum towards shared support services with other like minded ccTLDs, such as .ca (i.e. Community registry). Although there is value to be gained beyond those two specific areas, the importance of them relate to increasing revenue and decreasing costs.

International participation is a commitment - consistent attendance is paramount to extracting maximum value over time.

Our .nz product strategy

Our .nz strategy is based on three key strategic sets of activities. It is focussed on preparing our .nz operation for the future. A .nz that is in healthy condition, one that is ready to support: growth initiatives, complex policy sets, market resilience, and a deep understanding of our value.

Regroup

- Finalise formation of Te Puni Whakawhanake Rawa
- Settle into an IRS world and understand what this looks like
- Seed and grow the vision of .nz across our team and organisation

Rebuild

- Back to basics philosophy
- Build clarity of our role internally and externally
- Crystalise the .nz value proposition
- Progress .nz policy changes with online harm focus
- What does Te Tiriti centricity look like for Te Puni Whakawhanake Rawa

Re-engage

- Focus on, enhance and deepen our channel
- Restart our international engagement and collaboration work
- Invest into a long term brand strategy
- Increase visibility and engagement with influencers

Regroup:

Due to Mimosa and restructures, the team that operate, support and grow .nz have been dispersed throughout the organisation. There has also been a ".nz ownership / leadership" vacuum. This strategy will ensure the delivery of Mimosa and the move to a post-Mimosa world. This will enable the regrouping of our puni with a clear understanding of what an IRS world looks like. The regrouping will enable a new focus (i.e not Mimosa) for the team, crucially this will first mean the seeding and growing of the .nz vision in our puni and the wider organisation. The regrouping is our foundation to **rebuild** and **re-engage**.

Rebuild:

With a regrouped, reformed team we seek to rebuild from the inside out. The focus of our rebuild is to clarify what our role is internally and externally – to know our place. This identity work is our first real opportunity to explore and identify what a Te Tiriti centric view means specifically for our puni. Through a back to basics philosophy, we rebuild with simple structures in mind – decluttering, gaining operational efficiency and keeping a lid on complexity. Not only is this identity work inward looking, it also seeks to rebuild the understanding we have of the value proposition of .nz in the market place – an external perspective. Work on .nz policy to help reduce online harm will continue, through existing work streams.

Re-engage:

We will re-engage the market and the channel most effectively when we have our house in order (regroup & rebuild). Re-engagement will be sensible and with a long term view to support the growth and relevance of the .nz registry. We must do the fundamentals well, this means channel engagement and management, collaboration with like minded peers and to always be listening. We must commit and gradually invest into an 'always on' long term brand strategy that will clearly communicate .nz value (why), be relevant to current and prospective registrants (who), support our channel (how), to ensure .nz preference already exists prior to the registrar shopping cart (what).

Success looks like

Outcome / Objective	Metric	Target
Growth in diversity and volume of registrars in our channel	Registrar volume	5% growth
An IRS launch in November 2022 with no unplanned disruption to operations.	Launch date Scheduled uptime	Nov 2022 100%
An increase in strategic registrar engagement	Registrar meetings	To be established via survey
Registrars profiled with clear understanding of their individual challenges and capability	Registrars with completed profiles	80%
Complete registrar authorisation review, with consideration for different registrar classifications	Completion	100%
Complete the formation and resourcing of Te Puni Whakawhanake Rawa	Completion	100%
Identify and initiate planning for equitable outcomes for Māori in relation to .nz	TBC - in partnership with Te Puni Māori	
Consistent attendance and engagement at international forums that include our registrar channel and/or other ccTLDs.	Attendance at relevant meetings	80%
Identify and obtain key insights and data required to form a long term marketing plan	Completion	100%
Clear value proposition for .nz developed and ready to communicate	Completion	100%
Develop marketing plan within minimum of 12 months of activities	Completion	100%
An increase in cross-organisation	Completion	100%

understanding of the .nz operation and value (Wānanga)		
Categorisation of online harm types (in conjunction with .nz policy work)	Completion	100%
Registry and DNS system stability	Availability	0% Unplanned Outages

Timeframe

We believe that these successes will take 12 months to achieve, from the completion of Mimosa. We therefore intend to build this strategy into the Annual Plan and Budget process for FY2023/24, and report to Council on this timeframe.

Recommendations

THAT Council **approves** the .nz Product Strategy.

International/Internet Governance Approach

PURPOSE: To update Council on our approach to Internet Governance.

Introduction

On 13 May, for the Council Strategy Session, the outgoing CE Jordan Carter provided the Council with a paper that outlined why InternetNZ engages in Internet Governance systems and processes beyond New Zealand's borders, and what the nature of that engagement is.

This paper restates why it is important for InternetNZ to engage in Internet Governance work, provides an overview of the InternetNZ Internet Governance approach and the spaces where we engage, and proposes a set of foundational principles upon which we will develop and implement a refreshed approach for the new InternetNZ structure.

Why Internet Governance work

Our charitable objects and constitution require us to do this work

Our charitable objects include:

- To develop and maintain formal and informal relationships with the international Internet community, including the Internet Society.

- To represent the common interests of the wider New Zealand Internet community both nationally and internationally.

- To liaise with other organisations, New Zealand Government authorities, and the general public for coordination, collaboration, and education in effecting the above objects.

This work supports us to achieve the purpose and objectives articulated in our strategy

We are the home of .nz and we work for an Internet that benefits everyone in Aotearoa. To deliver to that purpose, we focus and take action to ensure .nz is for all of Aotearoa, our organisation is Te Tiriti o Waitangi centric, and the Internet is an Internet that benefits and is for everyone.

Internet Governance is an integral and critical part of achieving this purpose and delivering to each of these Rei Kura.

It is in our interest and in line with our values to participate in the forums that govern the Internet and shape its development

InternetNZ participation in IG processes sustains the multi stakeholder model of Internet Governance and helps shape the Internet's development, to the broader benefit of Aotearoa and the New Zealand Internet community and users.

Participation to sustain and shape the broader IG system cannot meaningfully be separated from participation to benefit our work (discussed in 2 above). If we do not engage (at some level) to sustain and shape the system, then we cannot engage to learn and influence; without the first type of engagement we wouldn't know best where to learn and we wouldn't have the influence to do anything.

The opposite is also true. If we engage to learn and influence, we are automatically part of the broader IG governance system:

- The Internet is run by everyone. It is those who participate who get to decide how the Internet operates and develops. When we turn up, and continue to turn up (even if it is just to benefit our own work), we become part of the governance system.

- There is no set or agreed system of governance for the Internet; those who participate in internet governance spaces and processes are constantly negotiating the system, and the system is constantly evolving.

As part of the IG system, we are looked to for our views on how the system should operate and evolve. It is in our interests (and in line with our values) to engage on this:

- There is no-one "charged" with governing the Internet that will continue to do the mahi if those of us who work in the Internet space don't turn up and

engage. Instead, the whole system will fail. It is not in line with our values or interests to let this happen.

- If we choose not to participate, we weaken the overall system which sustains an Internet that benefits our country, we weaken the multi stakeholder approach that allows diverse voices to be part of IG, and we deny that system the benefit of our unique voice, not only as New Zealanders but also as an organisation that has a hybrid ccTLD/civil society perspective. That dual role gets us into "technical" or "infrastructure" conversations that would otherwise have no civil society / human rights voices.

- If we choose to participate, we build our mana and ability to influence how the spaces and processes should be run, which allows us to "represent the common interests of the wider New Zealand Internet community ... internationally".

Our approach to Internet Governance

Our approach to Internet Governance aims to:

Shape
The Internet's development

-be active in the processes and forums that govern it, and those that shape what gets decided in the key decision- and standards-making forums

Sustain
the multistakeholder model

To sustain the multi-stakeholder form of Internet governance, which requires those with standing to be present and participating for it to remain functional and effective

Learn
from and share best practice

To learn from and share insights with our peers, whether they are other ccTLD managers, GLTD managers, or other civil society organisations - as we have no domestic peers in Aotearoa

Influence
In line with our broader strategy

Could including [7] Internet for Everyone and Internet that benefits as well the opportunity to bring Te Ao Māori into the regional and global Internet communities, and support indigenous voices

3

Principles on which to rebuild a fresh approach

These are the foundation stones upon which we intend to rebuild our Internet Governance approach.

1. **IG work is important.** IG mahi is foundational to the work we do at INZ (and DNCL). It allows us to better achieve the work we undertake to meet our strategic objectives.
2. **IG is not standalone**. IG is not an area of stand alone work to be undertaken by a separate team for separate objectives. It is work we undertake across INZ and DNCL to inform and support our mahi, and to develop relationships and standing so that we can identify opportunities and operationalise the mahi we do towards our strategic objectives. It must be integrated into this mahi and linked to those objectives.
3. **IG work is cross organisational.** IG work happens in DNCL, Commercial and Product, and Public Impact and requires support from Te Puni Māori and Organisational Performance. It requires both organisations and all Puni to dedicate capacity, and it requires processes to be put in place to ensure cross-org coordination.
4. **IG work can be scaled.** The foundational work of scanning, researching, developing relationships and participation can be integrated into the work of each Puni, so we can then make strategic decisions as to where, how and at what level to participate in opportunities that we discover through this work.
5. **IG capacity and coordination needs to be rebuilt.** IG capacity is currently low to non-existent in DNCL and INZ. Departures, personnel changes and secondments mean that (to a large part) institutional knowledge has been lost, internal systems are no longer operational, and relationships and global presence we have previously had are no longer connected with InternetNZ/DNCL. We need to resource IG work generally within the Puni, but must also resource and assign capacity up front to the preliminary work of mapping and re-establishing knowledge, processes and relationships, and in an ongoing way to making strategic decisions in this space.
6. **IG work by INZ is welcome but not expected by government**: The New Zealand Government highly values InternetNZ's participation, guidance and leadership in IG forums, and also highly values demonstrating the Government's commitment to working with civil society through working with us. The current direction of our approach creates no concern; we have not discovered any hidden expectations or obligations, and we are free to develop our approach as we see fit. It will be important to continue to communicate and coordinate with government on what we do in the IG space.

Role of Council: for discussion

InternetNZ staff seek input from Council on how they would like to engage in and hear about Internet Governance work. Council members were regularly attending ICANN and some regional Internet Governance meetings until early 2020, supported by staff, to learn about and contribute to fora as appropriate. This was stopped during the COVID-19 Pandemic but can continue.

We would appreciate feedback from Council on whether they see value in this approach.

Recommendation

THAT Council receives this International Internet Governance approach document.

THAT Council invites further development of the approach and its implementation through resourcing, the budget re-forecasting process for FY2022/23 and business planning and budgeting for FY2023/24.

Internet Governance engagement

PURPOSE: To foster shared understanding between Council and management through sharing information and context on our involvement with Internet governance.

DATE WRITTEN: 5 May 2022

Introduction and context

This paper outlines why InternetNZ engages in Internet Governance systems and processes beyond our country's border, and what the nature of that engagement is. It is intended to help generate discussion and shared context between Council and management on this area of our work.

The last section sets out how we plan to develop our thinking and approach after the discussion at this May Council meeting.

In this paper we use the term "Internet governance" broadly, referring to both the direct coordination of Internet technologies and identifiers (sometimes called more operational governance, or 'governance OF the Internet'), and the broader discussions of a wider set of issues that are related to the Internet itself (sometimes called 'governance ON the Internet').

Internet governance happens both here in Aotearoa (e.g. our operation of the .nz ccTLD) and in the regions as well as globally. So we have framed this discussion around Internet governance (and sometimes policy), rather than "International" work. International or domestic, the work is part of a broader system, and the border only matters to the extent events and dialogues happen in places beyond New Zealand.

Why we are involved in Internet Governance

The Internet is a global network of networks, made able to work together by the use of common standards, protocols & practices and through a set of common parameters and identifiers.

The development and evolution of these systems is done through multi-stakeholder processes at the global and regional levels, and the decisions made in these processes are in turn informed by dialogue on the technical aspects involved, and also on broader Internet-related issues, which get convened in a broader set of forums, including work in various national Internet communities like ours.

It is also fair to say that as the Internet's impact has increased, new problems and challenges have emerged that have been outside the scope and remit of Internet governance approaches, but also outside the scope and capabilities of other players (e.g. governments). The online and offline harms social media has enabled is a good example.

This gap has allowed some problems to thrive that need to be effectively tackled, either through changes to how Internet governance is done, or by raising and changing the capabilities of national and regional authorities to tackle them effectively - or both.

The InternetNZ group is involved in international work for these four key reasons:

- To shape the Internet's development, we need to be active in the processes and forums that govern it, and those that shape what gets decided in the key decision- and standards-making forums

- To sustain the multi-stakeholder form of Internet governance, which requires those with standing to be present and participating for it to remain functional and effective

- To learn from and share insights with our peers, whether they are other ccTLD managers, GLTD managers, or other civil society organisations - as we have no domestic peers in Aotearoa

- To be able to influence others in line with our broader strategy - and with our new strategy, this brings new aspects to this role of helping to project Te Ao Māori into the regional and global Internet communities, and supporting indigenous voices from elsewhere to be heard more too.

The environment in which Internet governance happens has changed and is changing

The current Internet governance system emerged during a period of American leadership in the world, alongside the broader rules-based order, open trade and so on.

The environment of the 2020s is very different. The weaponisation of the Internet and the broader services it has allowed has reached into the highest levels of politics and international affairs, and has created a very different environment to what we were used to up until the 2010s.

This means two things.

First, open and pluralistic societies like ours are vulnerable to the abuse of the Internet, and this vulnerability can be and is exploited by malicious actors in Aotearoa and overseas. Our country - and InternetNZ - need to be leading changes to IG and to policy more broadly, to tackle this changed reality, which clashes with old dogmas of 'open at all costs'.

Second, the current approach to Internet governance where stakeholders like InternetNZ have a real say, is under direct contest and threat from some countries, who seek to move the Internet's development into forums controlled by nation states. That would lead to a worse Internet, and compromise efforts to tackle the problems that the same group of states are causing for countries like ours. It would also mean we had much less voice in shaping the Internet's future.

I take this different environment to mean that the voices of organisations like InternetNZ, and countries like Aotearoa New Zealand, ought to be raised, consistently and effectively, to shape the Internet we need for tomorrow. Our interests and perspectives are not the same as those of orgs like ours from other places, and our perspective and ways of working have been influential in the past, are influential today, and can continue to be so into the future.

A final environmental consideration. During the pandemic, the meetings of various forums were largely on hold and online-only. This year is seeing a return to in-person meetings, barring any significant changes to how the pandemic is playing out. It will be a formative time to re-establish existing relationships and establish new ones - InternetNZ should not neglect the need to do this, to whatever extent deemed appropriate, in 2022.

What if we just didn't participate?

As with any work activity, being engaged in Internet Governance work has an opportunity cost. So the choice to do so has to be tested against other priorities. It is a choice, because there are no substantial requirements for us to be engaged beyond our borders - we have no contractual requirements to do so, no legislation or government policy requiring it.

So why bother, why invest in this work?

The simple answer is that the Internet is global, and shaping its development happens away from here. If we choose not to participate, we weaken the overall system (which has sustained an Internet that benefits our country), and we deny that system the benefit of our country's views, analysis and input - and the quality leadership we have offered in various parts of the system over the years.

As such it is both to our benefit as an org (and a country), and good for the system, for us to be engaged.

Where do we participate?

This section runs through some of the key institutions / processes and forums where we have participated or that Council members could usefully be aware of. It is not exhaustive or complete.

Directly domain name space / operations related

ICANN

- The Internet Corporation for Assigned Names and Numbers (**ICANN**) is the organisation where the Internet community goes about coordinating global Domain Name System policies, IP address allocation policies and various protocol parameters. In simple terms, ICANN's function as the IANA (Internet Assigned Names Authority) provides an Internet user with the answer to this question: 'where do I find the .nz domain on the Internet?'.

- ICANN is organised around stakeholder groups. We meet with the other ccTLD managers in the **ccNSO** (country code names supporting organisation), as our primary point of contact and participation. We keep a watching brief on the activities of the **GAC** (Governmental Advisory Committee) given our interest in public policy matters, and a passing interest in the **ALAC** (At Large Advisory Committee) given their declared role as a user voice in the ICANN system.

- Our main interests here are to participate in ICANN governance to keep it on track for its mission (so it doesn't end up trying to create obligations or enforce policies on us / on .nz), and for the exchange of ideas, experience and practice on how to be a ccTLD manager, with those both more developed and less developed than .nz.

- ICANN has three main meetings per year, with the first in-person meeting since 2019 due in The Hague in June 2022. The main meeting of each year is the Annual General Meeting held in September or October (this year, in September, in Kuala Lumpur). Much of the work goes on between these meetings through Zoom.

- ICANN's model is slow and sclerotic, and the organisation needs evolution towards being more effective than it has become, in the six years since the end of US Government control (the 'IANA stewardship transition' of 2016).

Regional Organisations

The two main ones we are involved with:

- **APTLD** - the Asia Pacific Top Level Domains Association - is the local organisation, bringing ccTLD managers together twice a year in the Asia Pacific. InternetNZ and DNCL tend to 'contribute to, more than draw from' APTLD. For the past couple of years, DNCL has been our main presence here.

- **CENTR** - the Council of European National Top Level Domain Registries - the European version of APTLD, of which we are associate members. They are a better funded, more established organisation. Their context is different too, with the European institutions increasingly active in Internet policy, they have a logical connection point for effective advocacy and policy insight, alongside the experience sharing noted for APTLD. InternetNZ's participation has been limited in the past few years, including before COVID-19.

The **dotAsia** ccTLD is a regional domain available to people and organisations throughout Asia. We are a sponsoring ccTLD member of the organisation, and Dr Ellen Strickland (Chief Advisor, International) is currently a board member.

We have a membership connection with **APNIC**, which does IP Address and AS number assignments for our region, as we need these to operate .nz. We have not been much involved in their governance or broader policy debate.

We do not traditionally become much involved in **IETF** or **W3C** or other more technical standards-related bodies, though past staff have done so on the research or technical side from time to time.

Broader Internet dialogue forums

Beyond the direct DNS- and operations-related forums above, there are a number of broader discussions.

The **Internet Governance Forum or IGF** is a United Nations event held annually, with a very broad range of topics under discussion that cover both Internet governance as how to shape the network, and the vast array of topics the Internet impinges on.

It has inspired spin-off events since its inauguration in 2006, including regional ones (Asia Pacific Regional IGF or APrIGF, Pacific IGF, EuroDIG) and national ones

(Australian IGF and now NetThing in the Tasman, IGF USA in the states, NetHui in Aotearoa).

RightsCon takes a more human rights-centric approach to technology and Internet governance issues. The **Internet and Jurisdiction Policy Network** convenes stakeholders to try and solve particular problems in the DNS, online content or data flows areas that the broader governance system isn't tackling. The **FOC** or Freedom Online Coalition is a collaboration of governments that works on these issues.

The common theme for these (and many other forums) is that they mainly discuss issues related to the Internet or seek to somehow shape how the Internet works, or is impacting society. So they lend themselves to participation to shape those debates, and to inform our domestic policy debate - as they are a rich source of ideas from other jurisdictions.

The **Christchurch Call** sits alongside these sorts of forums - dealing with an Internet related issue (TVEC or Terrorist and Violent Extremist Content) in a broadly multistakeholder way, but with a special link to Aotearoa.

Intergovernmental institutions

There are an array of intergovernmental players that we have been or are connected with. In no particular order:

The ITU (International telecommunications union) is a Treaty body that is part of the UN system. Intergovernmental, its main practical responsibilities are around the coordination of telephone interconnection, telco development, satellite frequency management and related issues. There are regional sub-organisations, in our region called APECTEL - the Asia Pacific Telecommunity.

The ITU is the body where some countries are trying to move Internet governance, and so its four-yearly Plenipotentiary Conferences (next one Sept/Oct 2022) are a key site of contest between countries that want change, and countries that want to defend the multistakeholder IG process. InternetNZ has participated in the PPs as part of the NZ Govt delegation as specialist technical advisors, at least since 2012 and I believe before that.

The OECD in Paris does some thoughtful work on aspects of Internet related policy. There is a technical advisory group of which InternetNZ is a member (ITAC - the Internet Technology Advisory Committee), supported by the Internet Society (ISOC), that interacts with this work.

APEC has some work in this area as well.

Our interest in these intergovernmental spaces is generally to try and help make sure that, at least, the NZ Government representatives have access to insight into the dynamics of them, and can draw on our expertise in preparing for the events and sometimes, at them. Sometimes we learn useful things along the way.

What resources are needed to participate effectively?

The primary currency in all of the forums and processes in the Internet governance environment is **relationships**.

To be an effective player requires consistent participation, and ideally without a direct or instrumental goal or outcome in mind. That is how leadership evolves in this environment, it is how networks are built, and how influence can be gained to later apply in ways consistent with our strategy and values.

To develop these requires **time** and **presence**, which in turn requires assigning staff with capability to participate in agreed areas, and sometimes to travel to & spend time in the forums of most interest.

As such, this is an area of work that benefits from:

- Stability in personnel
- Clarity of mandate and objective
- Comfort with medium and long term investments
- Effective communication, so that the international work remains linked with local work, and aligned with the broader strategy

In the recent past much of this work has fallen on senior executives. This is similar to other ccTLD operators. It means voices are heard and taken seriously, and there are rarely questions of standing. On the other hand it is a commitment of executive time that in turn cannot be deployed on other issues. Getting the balance right is the challenge.

Besides the actual participation, there is a range of work that should be resourced to share insights gained, and to encourage other parts of the Internet communities here in Aotearoa to be informed and engaged in these processes where relevant.

With recent staff changes, including departures (Jordan and Brent, and earlier Kim and David) and secondments, a good deal of the institutional knowledge and global presence we have previously had is no longer connected with InternetNZ. It is therefore timely for Council to be considering the overall rationale for the work, and subsequently for the Interim Chief Executive to assign the right level of resource to this work.

What are the key local connection points?

MBIE is the government agency that leads NZ participation in ICANN and at the ITU, and there is nascent but still very new efforts at resourcing this effectively, and in coordinating better between government agencies.

InternetNZ in many cases has a better understanding, and deeper and longer term connections with various forums and threads, than the New Zealand government manages.

As such they often welcome our participation and the insights we can share with them about what is going on. We have been advocating more resource in this area on government's side for some time and there are some signs of improvement, which we welcome.

What are the specific goals guiding this work?

The newly adopted Strategy will guide all the organisation's work. We have begun to think through subsidiary goals that could guide our work in the international environment, and some initial thinking (very rough - not for agreement) is attached at Appendix 1.

What comes next?

Following discussion at this meeting, the staff will do further work on how to resource this adequately, and continue to develop thinking about goals to clearly guide this work, consistent with the strategy.

The new GM Product and Customer, and the upcoming working sessions on .nz strategy, will help shape this work too.

Feedback very welcome

Different Council members will have different degrees of knowledge about this area of our work, and may well have different views on some of the specifics here. We welcome the most open and broad discussion possible, and the noting of as many questions and bits of feedback as possible, in response to this paper.

This will help us all in the work to be well aligned in this important area of InternetNZ and DNCL's mahi.

My thanks to all the staff involved in helping pull this paper together.

Andrew Cushen
Interim Chief Executive

Appendix 1: Internet Governance goals - initial thinking

The starting point for all our work is the new Strategy. The goals in that strategy inspire all of our work, and this International portfolio should be seen as a foundational organisational engagement with our broader environment that must, wherever possible, contribute directly to those goals.

To guide the work, some more specific intermediate level goals could be helpful - they can provide a meaningful orientation in the international context, and their linkage to the broader strategy developed and clarified.

In the context of this paper, by 'goal' I mean some objective that would be served by our international work - a thing that could be achieved, whose achievement can be measured and understood. By 'strategy' I mean a course of action that can help the goal to be achieved, which we can execute as an organisation - or influence the execution of by others.

Goal	Strategy
Reflect Te Ao Māori into the IG context	• Support local participation in relevant forums, and ensure those forums support agendas open to such participation. • Put relevant issues on the agenda in forums where we otherwise participate. • Communicate clearly about this work in all settings.
Participate in ICANN leadership to continue its constructive evolution	• Introduce a new generation of InternetNZ and DNCL participants to ICANN, and move them into engaged leadership roles in the ICANN community over 12-18 months.
Develop the in-house capability to participate at the right level	• Determine the resources required and apply/hire staff to support them. • Use consultants and engagement with peers to develop the relevant skills and jump-start relationships.
Make a focus on the reikura of our strategy - .nz, te ao Māori, digital equity and Internet benefits - in our IG work	• Choose forums for participation with the most relevance to the key strategic areas. • Ensure cross-cutting conversations in participation, making the most of the broad participation in them, to advance all these pillars in all forums to the extent possible.

Connect the work domestically better	• Create and share quality reporting and information sharing as an integral part of the work, within the group. • Inform and try to better mobilise member and stakeholder communities to be aware of, and start participating in, relevant forums aligned with our broader strategy
Develop a reform agenda for Internet Governance and advance it, to improve its sustainability and fitness for purpose	• Engage with peers and domestic stakeholders (including govt) to develop such an agenda. • Use our relationships and positions to advance it.

Systemic Racism Review Verbal Update

Council - 2022-2023 Work Plan - DRAFT

MONTH	Main Meeting Dates	Main Items at Council	Māori Design Group	External/Int'l
2022				
July	**AGM** – Thursday 28th	• InternetNZ Annual General Meeting, 5:30pm • DNCL Annual General Meeting, 4pm		IETF 114: 23-29 July
August	Thursday 11th Friday 12th	• Mihi Whakatau for new Councillors • Strategic Discussion: international engagement and .nz product • Induction of new council members • Council committee appointments • Council Work Plan • Review the Councillors skills and diversity	MDG Hui 24 August 2022 in Auckland	
September			Thursday 15th September	ICANN 75: 17-22 Sept
October	Thursday 27th Friday 28th	• Culture Capability Training - Te Tiriti o Waitangi • Mid-year review of Strategic Framework and Plan / Budget	MDG Hui 12th October (online)	
November			MDG Hui 30th Nov	IETF 115: 5-11 November

			InternetNZ - Māori Membership (venue tbc)	
December	Thursday 1st Friday 2nd Year-End Functions w/b 5th or or 12th Dec	● Culture Capability Training - Tikanga	Thursday 8th December	
2023				
January		No Meeting in January		
February	Thursday 9th Friday 10th	● Culture Capability Training ● Strategic Discussion: topic tbc ● New 2023 Plan - draft plan, key goals and measures ● Financial: 2023 high level budget considerations		
March	Friday 31st	● Strategic Discussion:topic tbc ● 2023 Plan and Budget sign off		
April		● CE Performance Review		
May	Thursday 11th Friday 12th	● Cultural Capability Training		
June				
July	Thurs 27th July	● Cultural Capability Training - Morning session (half day) ● DNCL AGM, 4pm ● InternetNZ AGM, 5:30pm		
August	Thurs 10th Aug Friday 11th	● Mihi Whakatau for new Councillors. ● Induction of new council members		

		• Council committee appointments • Council Work Plan • Review the Councillors skills and diversity		
September				
October	Friday 13th [move meeting to November]			
November	Friday 3rd November	• Cultural Capability Training - date to be confirmed once Oct/Nov meeting firmed up.		
December	No Meeting in December			

Maori Design Group: Update

AUTHOR: Joy Liddicoat, President

PURPOSE: To report to Council Members on MDG Activities.

Introduction

Since our last meeting The President, Vice President and Chair of Te Komiti Whakauru Māori have met regularly with the Co-Chairs of the Māori Design Group. Our purpose is to keep in regular contact about the advice Council needs in relation to our Te Tiriti centric strategy and engagement with Te Ao Māori.

Comment

In May 2022, we received a report from the Māori Design Group, which was circulated to Council. A copy of that report, along with Council's response, are attached to this paper.

The Group have taken some time to understand Ipurangi Aotearoa and, having done so, have proposed some amendments to their Terms of Reference (which are a separate paper in this meeting).

Council remains very happy with the advice we are receiving and is looking forward to the development of a clear plan to support our goal of improving engagement with Māori InternetNZ members, improvements in Māori Internet access and engagement in .nz.

Joy Liddicoat
President

<p style="text-align:center">Māori Design Group (MDG) Report</p>

Introduction

This report outlines the perspectives and recommendations of the Māori Design Group (MDG) following our 3rd hui held 26th- 27th April 2022. MDG have considered the information provided including discussions and options proposed by Ipurangi Aotearoa/Internet NZ staff, and Council and Te Komiti Whakauru members at the first two (2) hui held in Wellington and via zoom. We requested time to establish our (MDG) working relationship; to further understand the role and function of Ipurangi Aotearoa/Internet NZ; (the Council and Te Komiti Whakauru); and our role and function to clearly identify our opportunity to add value. Our intent, in partnership with Ipurangi Aotearoa/Internet NZ, is to generate the most value in contribution to the organisations strategic agenda with Māori.

Executive Summary

While our report confirms the collective skills in MDG; it also outlines a proposal to adapt the current MDG Terms of Reference to strengthen the group's purpose and function. It responds to the recent invitation from Council to select a co-opted member to Council; and requests for feedback regarding stakeholder engagement. In addition it provides a proposed work calendar for the short term - the end of 2022 thru to 2024.

It is our collective desire to work in the first stages to strengthen the existing Te Komiti Whakauru, the current Māori membership of Ipurangi Aotearoa/Internet NZ with the collaboration of the full membership of Ipurangi Aotearoa/Internet NZ and it's Council.

Māori Design Group

Why were we set up?

In 2021, Ipurangi Aotearoa/Internet NZ approved the formulation of MDG representative of six (6) members, with Terms of Reference. This strategic agenda and foresight is progressive and noteworthy. As we understand, to a) give effect to an equitable partnering relationship with Māori, and b) determine what a Te Tiriti-centric organisation would or could look like noting that in this context, Ipurangi Aotearoa / Internet NZ is not a Crown entity. Therefore, determining, how and where Te Tiriti applies to Ipurangi Aotearoa/Internet NZ is part of an on-going collaboration that requires our collective goodwill.

The five (5) appointed MDG members combined, offer a nexus of skills, qualifications and experiences; inclusive of an equitable gender and age/generation mix. We acknowledge that the sixth (6th) member, has not been selected/appointed and would like to hold this role vacant for future consideration.

Who are we?

At a more granular level, the nexus of skills, qualifications and experiences within MDG is substantial.
- Mātauranga Māori (Tikanga, Kawa, Te Reo)
- Software development and digital technology
- Governance and executive leadership roles (Waitangi Tribunal, Ngā Taonga Sound & Vision National Media Archives, Māori Television and other Māori and non-Māori organisations)
- Leadership and Professorship roles in academic settings (Mainstream and Wānanga)
- Creative (The performing arts: Radio, Theatre, Film and Television)
- Communications, Marketing, Strategy
- Social Policy, Service Design, Facilitation

- Research & Evaluation
- Strong networks and professional relationships across Māori, government, and digital/communication, community and voluntary sectors.

1. Recommendation

MDG draws attention to a gap in the mix of skills and experience that we think has relevance in this context. Namely, entrepreneurial expertise and 'Intellectual Property' (caring for information), and where this sits in the context of Māori Data Sovereignty. We would like to revisit this in terms of the vacant role, as we progress agreed activities/actions.

Where to from here?

2. Recommendation

Terms of Reference

We have revisited the Terms of Reference developed for the MDG. We have noted potential confusion (and therefore mixed expectations) in respect to roles and functions between governance, advisory, design and operational matters. With a clearer understanding of Internet NZ we recommend changes to further clarify the role and function of MDG at the interface of Council and Te Komiti Whakauru as outlined below. The revision for the Terms of Reference are as follows.

Purpose

To support Ipurangi Aotearoa/Internet NZ to redesign a future-focussed organisation, that works effectively in partnership with Māori.

To enable this, MDG recommend four (4) **objectives** to focus our activities in this context.
1. Equitable decision-making and resourcing in governance and management at Ipurangi Aotearoa/Internet NZ.
2. Increase Māori membership at Ipurangi Aotearoa/Internet NZ.
3. Protecting the use of Mātauranga Māori throughout the internet.
4. Development and innovation of the Māori economy through the internet.

In contribution to the four (4) objectives, we recommend six (6) administered hui (bi-monthly) each year in which each alternate hui is held via zoom (or equivalent digital platforms) with administrative support by way of annotated agendas (agreed with MDG co-chairs), and higher-level notes of discussions and agreed actions rather than verbatim minutes.

3. Recommendations

Co-Opted Council Member

The offer by Council for MDG to co-opt a Māori member to Council is notable. We recommend co-opting Sarah Lee in the first instance. Sarah Lee is a highly valued member of the community and as we are undertaking a major change within the organisation council continuity and membership re-assurance will be critical.

In addition, we propose Whetu Fala as a support to this role. Whetu has expertise in Governance and Leadership (resume attached). We are mindful of the current Māori membership (including Te Komiti Whakauru) and do not view MDG as replacing existing Māori members rather, reinforcing the strategic aims and priorities of the Māori membership in this context. Therefore, we recommend an internal focus to support the combined efforts of Ipurangi Aotearoa/Internet NZ membership.

What happens next?

4. Recommendations

Engagement/Māori Participation

To effectively carry this out, we are seeking support from Ipurangi Aotearoa / Internet NZ in the first instance for;

  i. A hui between MDG and Te Komiti Whakauru.
  ii. A hui with MDG and Te Komiti Whakauru to engage with Māori members.

The intent is to socialise and discuss the proposed purpose and objectives; test alignment with their key aims and aspirations; and identify their short and medium term strategic priorities. This will inform a programme of work to give effect to the objectives outlined above over the next 2 (two) years.

  iii. Development of a position paper outlining the number and then percentage of Māori membership of Ipurangi Aotearoa/Internet NZ, the whakapapa of Te Komiti Whakauru and other Kaupapa Māori initiative, the number and types of Māori domains including who and how these are moderated; specific Māori initiatives that are or have been developed or resourced (if any); and Māori strategic priorities agreed and in development.

Response to Ipurangi Aotearoa Council October 2021

Toi Aria (Massey University)

In our initial hui, Ipurangi Aotearoa / Internet NZ asked for feedback regarding the engagement of Toi Aria to support your strategic activities and/or whether we would prefer to engage Rangahau Māori expertise to work with Toi Aria. We were not prepared at that time to provide meaningful feedback. We would value a further discussion and information regarding the status of mahi undertaken (if progressed) with a view to discuss potential opportunities and synergies at the interface of MDG mahi in the near future.

Summary

MDG have attended 3 hui since establishment in late 2021 to familiarise ourselves with Ipurangi Aotearoa / Internet NZ strategic aims and priorities. Most recently, determining our value add, role and function in this context. The out-workings will need to be determined in consultation/discussion with key stakeholders commencing with Te Komiti Whakauru and the current Māori membership, including a clearer picture of the current position of Māori in this context.

MDG Recommendations
  1. Retain the vacant role of the MDG for future consideration.
  2. Revise the MDG Terms of Reference to mitigate confusion in respect to role, function, and expectations; to give effect to the proposed purpose and objectives.
     a. Extend the number of hui from 4 to 6 each year with each alternate hui facilitated via zoom.
  3. Appoint Sarah Lee as a co-opted member of Council to continue to support the organisation to give effect to equitable Māori representation.
     a. Whetu Fala as a support to this role.
  4. Engagement & Māori Participation. Ipurangi Aotearoa/Internet NZ support MDG objectives via:
     a. Facilitation of 2 x hui commencing with Te Komiti Whakauru and then in partnership to engage with the Māori membership

    b. Development of a position paper (Māori) outlining current state including (not limited to) membership (numbers and percentage).

Timeframes
- Hui Te Komiti Whakauru June 2022.
- Position paper June 2022.
- Hui Maori membership November 2022.
- Development of a programme of work with specific work streams against the key objectives (December)
- Protocols re: equitable representation (completed by March 2023)
- Increase Māori membership (2 years)

Conclusion

The MDG view is that strengthening relationships with the existing Māori members and Te Komiti Whakauru, will provide Ipurangi Aotearoa/Internet NZ continuity of existing process for all members, which in turn transitions to a new future. This includes a workable, sustainable Te Tiriti based partnership as its foundation, and facilitates Internet equity, diversity and access for all New Zealanders.

Mā tōu rourou, mā taku rourou, ka ora ai te iwi!

20 June 2022

Māori Design Group

Re: Response to your letter dated 5 May 2022.

Tēnā koutou,

This letter is an initial response to your report, which was gratefully received in May 2022. Ipurangi Aotearoa President and the Chair of Te Komiti Whakauru Māori, have shared the contents of the report with Ipurangi Aotearoa Councilors, Acting CE Andrew Cushen, our Tumuaki Māori Raniera Albert, and Te Puni Māori kaimahi.

Firstly, we would like to acknowledge the warm, collaborative spirit in which the Māori Design Group (MDG) report is written. Your intention to partner with Ipurangi Aotearoa Council and add value by contributing to our strategic direction for Māori is very heartening and much appreciated. We would welcome a strategy-focused kōrero with MDG within the next few months given we are currently refreshing our strategy.

We note your collective desire to invest your initial focus on strengthening Te Komiti Whakauru Māori (Te Komiti) and the Māori membership of Ipurangi Aotearoa. We are keen to understand your thinking around the future role and function of Te Komiti.

Our members are vital stakeholders for Ipurangi Aotearoa as each year they nominate and consider candidates to elect to our Council. The Māori members who have stayed through the last 12 months are akin to our Ahi Kā and we warmly tautoko your recommendation to engage with them. We look forward to partnering with MDG to take action on that kaupapa.

Te Komiti and Council welcome MDG's support to help determine how Te Tiriti o Waitangi applies to Ipurangi Aotearoa in our unique context. Te Puni Māori and Te Komiti have developed a cultural capability plan for Council who will be undertaking mahi on this very kaupapa. We look forward to sharing whakaaro with MDG.

Response to recommendations

We have collectively reflected on your report's recommendations and provided some initial feedback noting we would welcome a deeper-dive on these matters at the next kanohi-ki-te-kanohi opportunity.

MDG recommendations

1. **Retain the vacant role of the MDG for future consideration.**

The skills and expertise within the roopu are impressive, thank you for articulating these. We support your assessment and recommendation to retain the vacant role.

2. **Revise the MDG Terms of Reference to mitigate confusion in respect to role, function, and expectations; to give effect to the proposed purpose and objectives.**

We appreciate MDG members investing their time to get to know our people and our organisation and for supporting our aspirations to become a Te Tiriti-centric organisation. We very much welcome kōrero with MDG to explore and clarify expectations and our respective roles and functions.

The revised Terms of Reference (ToR) MDG have proposed is hitting all the right chords. The feedback to date has been positive, including "this is exactly what we have asked of the MDG". Altering the ToR requires a formal process due to our policies, but Te Komiti can assist MDG with that process.

We agree with the proposed purpose and four objectives, namely:

Purpose
To support Ipurangi Aotearoa/Internet NZ to redesign a future-focussed organisation, that works effectively in partnership with Māori.

Four (4) objectives:

1. Equitable decision-making and resourcing in governance and management at Ipurangi Aotearoa/Internet NZ.

2. Increase Māori membership at Ipurangi Aotearoa/Internet NZ.

3. Protecting the use of Mātauranga Māori throughout the internet.

4. Development and innovation of the Māori economy through the internet.

As discussed at our hui on 8 June, we consider the first of these should focus initially on Ipurangi Aotearoa's existing role and responsibilities in relation to .maori.nz and .iwi.nz. This could be reflected in the revised TOR and be discussed more fully at our next hui.

Te Komiti anticipated MDG would be in a position to review/amend their Terms of Reference after 12 months. You have exceeded our expectations by 5 months! Thank you for your mahi to date, you are already adding so much value to Ipurangi Aotearoa. We appreciate your suggestion that the previous TOR were too internally

focused and, for example, some of the advisory aspects are matters that staff can simply get to work on together, across the organisation.

    a. Extend the number of hui from 4 to 6 each year with each alternate hui facilitated via zoom.

We support your recommendation to have 6 hui per year as above. It would be helpful to understand more of what might be needed here as we are mindful that MDG members initially took on this work anticipating a different level of commitment. We will work through the budget considerations with the Interim CE, since as mentioned, any changes to our budget need to be submitted for approval in a 6 monthly update in October.

3. **Appoint Sarah Lee as a co-opted member of Council to continue to support the organisation to give effect to equitable Māori representation.**

As discussed at our hui on 11 May and 8 June, there is a distinction between co-opted members and the independent directors. Our constitution provides that Council is made up of 11 members, 9 elected and up to 2 independently appointed directors. These independent appointees have the full responsibilities of any Councillor, must be members of InternetNZ and may be appointed for up to 2 years. Anthony Bow is one such Councillor.

A committee of Council may co-opt members to support the particular TOR and work of that Committee, whether it is audit and risk, Te Komiti, .nz policy or the CE Review Committee. A co-opted member is not a Councillor and supports only the mahi of that Committee.

As co-author of this paper, I, Sarah Lee, personally thank you for your confidence in my ability to give effect to equitable Māori representation on Council. I have carefully considered this recommendation and at this time am choosing to step aside and allow someone else the opportunity. I am however, open to other options where I can continue contributing to this important kaupapa without the full responsibilities of being a Councillor.

Discussion on Sarah's future involvement with Ipurangi Aotearoa in a different capacity is taking place at a Council level. One option, as mentioned in our 8 June hui, is to co-opt Sarah to Te Komiti. Given potential conflicts of interest, the President and other Komiti members will carry this kaupapa forward to explore and recommend options.

We understand that you are meeting on 1 July to consider options for the co-opted member and would like to clarify if you mean the independent director position. If the latter, we can provide you with the relevant policies on the appointment of independent directors.

Also discussed at our 8 June hui, we think it's advisable to wait until after the July elections before co-opting to Te Komiti and/or before appointing an independent director for Council. Post-election will reveal the composition of Council and the level of Māori representation. We look forward to discussing this with MDG further.

a. Whetu Fala as a support to this role.

Thank you for recommending Whetu support the co-opted member and providing her impressive Governance CV. We would very much welcome a discussion on this, taking into consideration the above context, and what options we could consider going forward (and the corresponding levels of time and the workload required).

4. Engagement & Māori Participation. Ipurangi Aotearoa/Internet NZ support MDG objectives via:

a. Facilitation of 2 x hui commencing with Te Komiti Whakauru and then in partnership to engage with the Māori membership.

Te Komiti are definitely keen to engage with MDG, and as mentioned above, keen to engage with the Māori membership. We will need to discuss budget considerations with the Interim CE and work with MDG to identify and confirm suitable dates, but we agree this is a priority.

b. Development of a position paper (Māori) outlining current state including (not limited to) membership (numbers and percentage).

Te Komiti will discuss this with the Interim CE to understand current operational capacity. There is no ethnicity data collected when a member joins Ipurangi Aotearoa, but there is an option to identify ethnicity in our annual surveys which could support the development of this paper.

Te Komiti will also do some further thinking on what could be useful to include, such as the number/percentage of our grants funding we allocate to Māori organisations.

Conclusion & final comments

We are very encouraged by the progress MDG have made in a short timeframe and look forward to a fulsome discussion with the MDG in July/August.

As you are aware Dr Hana O'Reagan is currently conducting our Systemic Racism Review. We hope to have her report mid-late September 2022 and believe it will offer Ipurangi Aotearoa some valuable insights and recommendations to support our direction of travel.

The findings of the above review, the proposed current-state position paper and our joint Māori member engagement efforts will undoubtedly assist us with charting this unprecedented journey we have chosen to undertake together.

These will be important contributions to the review of our constitution. The Incorporated Societies Act 1908 has been replaced and the new law means we must update our constitution by 2024. We see good opportunities for these streams of work to come together and enable our members to support a modern constitution for Ipurangi Aotearoa.

When we set out on this journey, we knew the destination but didn't know how to get there. We truly appreciate your partnership and expert guidance as we travel this unique journey together.

There may be some challenging waters to navigate, but Te Komiti draws its inspiration from the whakatauki gifted to Ipurangi Aotearoa by Takawai Murphy - Ngāti Manawa, Ngāti Rangitihi and Ngāti Hinekura:

Kua rāranga tahi tātou he whāriki ipurangi mō āpōpō

Together we weave the mat, in terms of the Internet, for future generations.

We acknowledge the goodwill that has been established between us is an excellent whāriki to build from. We are committed to strengthening our whāriki and partnership with MDG with an eye to the horizon of the taonga we are weaving for our mokopuna to come.

Mauri ora!

Sarah Lee, Chair, Te Komiti Whakauru Māori

Joy Liddicoat, President Ipurangi Aotearoa

Appointment to Māori Design Group

PURPOSE: Seeks Council's approval to appoint Peter Lucas-Jones to MDG.

DATE WRITTEN: 2/8/2022

Purpose

The purpose of this paper seeks Council's approval to appoint Peter Lucas-Jones to the role of member of the Māori Design Group (MDG).

Background

In August 2021, Council approved the appointment of six members from Te Ao Māori to establish the Māori Design Group. These members are; Tā Pou Temara (Co-Chair), Aleisha Amohia (Co-Chair), Hone Paul, Joanne Maraki, Dr Karaitiana Taiuru, and Whetu Fala. Prior to the first meeting of the MDG, Dr Karaitiana Taiuru resigned.

Since the resignation was received, the MDG decided not to fill that vacancy until more clarity of the role of MDG was established. This role remains vacant.

Appointing members to the MDG

As a result of the recent appointment of Whetu Fala to Council as an Independent Director, Whetu had indicated that she would resign from the MDG, leaving another vacancy to fill.

The MDG have expressed that their preference is for Council to appoint Mr Peter Lucas-Jones to fill the vacancy. Peter will continue to bring a Māori media and technology-lens to the MDG, which was one of the key skills and knowledge areas that Whetu was appointed for.

NB: the sixth member of MDG will remain vacant until the MDG identifies gaps missing from the group.

Peter Lucas-Jones

The CV for Peter Lucas-Jones, has been provided separately to the InternetNZ Council (in confidence and for privacy).

Recommendation

It is recommended that Council:

- Approve the appointment of Peter Lucas-Jones to the Māori Design Group.
- Notes the sixth seat will remain vacant until MDG has identified areas they may require at MDG.

Appendices

- Appendix I - Professional CV for Peter Lucas-Jones

Māori Design Group

TERMS OF REFERENCE:	Māori Design Group
VERSION:	**2.0 [2022/23 Revised Terms of Reference]**
DATE IN FORCE:	August 2022
PLANNED REVIEW:	August 2023

InternetNZ is a non-profit organisation, is the home of .nz and works for an Internet that benefits everyone in Aotearoa. We use the funding from the sale of .nz domain names to support the development of New Zealand's Internet through policy, community funding, research and events. Our mission is an Internet that is open, secure, and for all New Zealanders.

Tā Mātau Rautaki - Our Strategic Direction

We work to be recognised as kaitiaki of .nz, and as a Te Tiriti o Waitangi-centric organisation, by developing relationships and working in partnership with Māori, and by embedding Te Ao Māori into our core work.

Whainga: We are a Te Tiriti o Waitangi centric organisation

We change our organisation so that Te Tiriti o Waitangi is central to how we work, infusing our relationships with others, in choosing the work we do and in how we go about that work. Over time, we realise our aspiration of being a kaitiaki for the .nz domain name space.

Success looks like:

- We are recognised by our Māori partners as being capable, competent and confident in Te Ao Māori.
- Our partners agree that our relationships in Te Ao Māori are deepened and strengthened.
- We are appropriately recognised by Māori as kaitiaki of .nz.
- Te Ao Māori is understood and implemented in our mahi.

Background

Te Komiti Whakauru Māori was established in 2016 as a sub-committee of InternetNZ's Council, its membership includes three Council members including the President, the Group Chief Executive Officer, Te Tumu Herenga Waka | General Manager Public Impact, and the Tumuaki Māori | Chief Advisor Māori.

The Māori Design Group (the Group) was established in 2021 to help guide the organisation, through the Tumuaki Māori to strengthen the organisations capability and understanding of Te ao Māori while building impactful relationships and partnerships with Māori stakeholders.

By establishing this Group, we acknowledge InternetNZ's history as an organisation grounded in Te Ao Pākehā, and the aspiration of the organisation to establish and maintain connections between Te Ao Māori and Te Ao Pākehā in the context of the Internet, and Te Tiriti o Waitangi.

It also recognises that although two distinct partners bring their own particular perspective to the table, Māori and InternetNZ may share some common aspirations in regards to the Internet, its use and benefits to Māori.

These terms of reference outline the purpose, role and scope of the Māori Design Group.

Purpose

To help InternetNZ build impactful relationships and partnerships with Māori by:

- Achieving equitable decision-making and resourcing in governance and management at Ipurangi Aotearoa with a focus on .maori.nz and .iwi.nz
- Increasing Māori membership and representation at Ipurangi Aotearoa
- Protecting the use of Mātauranga Māori on the internet
- Contributing to the development and innovation of the Māori economy through the internet

Role

The role of the Group includes, but is not limited to:

- Providing specialist knowledge of matauranga Māori and its application to our work;
- Identifying opportunities to integrate Māori perspectives and practices into our work (events, policy development, products, technology, community engagement, communications, increasing internal capability etc);
- Sharing cultural perspectives and insights to help develop and shape the organisations strategies, priorities and plans in line with this purpose;
-
- Assisting InternetNZ to build awareness of who we are and what we can offer members of InternetNZ, Māori stakeholders, and Māori communities;
- Help increase InternetNZ's understanding of the diverse needs and aspirations of the Māori internet community, whānau, hapū and iwi.

Scope

The Group accomplishes its work through dialogue and discussion at agreed scheduled meetings. It maintains a close working relationship with the InternetNZ President, Group Chief Executive and the Tumuaki Māori | Chief Advisor Māori and Te Komiti Whakauru Māori members. It is not a governance group, and it is not responsible for management of staff or day-to-day direction of their activities.

Members are appointed on the understanding that they are not obliged or expected to represent their own whānau, hapū or iwi; their geographic communities; their professions or other characteristics. They are appointed to offer their perspectives and knowledge as freely as they wish.

Membership

Members of the Group will be appointed by the InternetNZ Council on the recommendation of Te Komiti Whakauru Māori.

Skills and Knowledge

It is anticipated members of the Group will have a range of the following skills and knowledge:

- An advanced understanding of Te Tiriti o Waitangi and Te Ao Māori;
- Fluency in te reo Māori;
- An ability to reach a wide range of Māori stakeholders;
- An understanding of the wider ICT ecosystem within Aotearoa;
- An ability to communicate a Māori perspective at strategic, policy and/or community levels;
- Māori governance and/or leadership experience;

- Knowledge of Māori aspirations and needs in the context of the internet;
- An understanding of the opportunities and challenges within the Māori ICT sector; and
- Technical or professional skills in the fields of iwi development, local government, domain name policy, public policy, Māori business, law, rangatahi, planning or community development, kaumātua, media, and/or philanthropic funding.

Meetings

Frequency: Bi-monthly throughout the year (and potentially a number of other InternetNZ functions)

Duration: Half day to full day

Time of day: To be decided

Location: InternetNZ Offices in Wellington & Auckland, with other locations and online as required.

Minutes/note taking InternetNZ staff.

The Group may convene special meetings additional to the regular meetings should urgent issues arise.

InternetNZ staff support

InternetNZ staff will provide facilitation and administrative support to all the Groups meetings.

Decision Making

While it is anticipated that in general, decision making will be by consensus, there is scope for a divergence of opinion to be expressed.

InternetNZ will work together with the Group to implement agreed strategies and projects within budgetary, legal, ethical and policy constraints, and with due consideration to staff health and safety.

Ownership and Review of the Terms of Reference

The InternetNZ Council approves the Terms of Reference for the Group on the recommendation of Te Komiti Whakauru Māori.

These terms of reference will be reviewed by Te Komiti Whakauru Māori with the input of the Group annually.

Skills & Diversity Matrix Update

PURPOSE: Provide an update on the Skills & Diversity Matrix
DATE WRITTEN: 4/08/22

Purpose

The purpose of this paper seeks Council's approval of the updated Skills & Diversity Matrix. At the Council meeting in May 2022 the matrix was shared for feedback and a number of recommendations were made. These recommendations were reviewed and the matrix updated.

While no individual Council member is expected to have all the identified elements, this matrix approach allows Council to consider what gaps there may be in the Council's collective skillset. This approach also allows Council to consider which skills, areas of speciality and perspectives may be most useful for Council to strategically guide the implementation of our strategy.

Recommendation

That Council **adopt** the Skills and Diversity Matrix

Skills & Diversity Matrix

InternetNZ is committed to ensuring that the skills and diversity of the Council is of a high level and has therefore developed the matrix set out below.

The matrix sets out the range of personal qualities, skills, experience, and diversity attributes sought by InternetNZ around the Council table.

No individual Council member is expected to have all the identified elements, nor will the Council always have the perfect mix.

Certain attributes are considered to be essential for all Councillors, and others are accepted as somewhat specialist.

This matrix will be used to assess Council following each election, and to inform decisions about whether any Appointed Council Members need to be selected.

As part of our governance framework, this document will be reviewed every two years.

Governance

These are core skills and areas of knowledge associated with the role of Council as InternetNZ's governing body.

Skill / Experience	Description	Weighting
Strategic thought	Ability to consider an issue in the context of the organisation's stated goals. Keeping at the high level, weighing options with an open mind.	High
Role of the Councillor	An understanding of the governance function and the value it should add. Clarity on the role of and obligations placed on a Councillor.	High
Analytical capability	A structured approach to problem solving, critical reasoning, an ability to analyse	High

	information and importantly ask considered and relevant questions	
Finance	The ability to read and comprehend the organisation's accounts and the financial material presented to the board. Financial literacy at a level consistent with minimum expectations placed on directors under the law.	High
Communication skills	Ability to clearly articulate a point of view in a positive manner.	High
Stakeholder relations	Ability to understInviestand the requirements of owners and stakeholders and as required and relate to those constituencies.	High
Governance experience	Previous experience in related governance roles.	High

Specialist Areas

It is desirable to have these skills around the table understanding that in the main these duplicate staff skills. The key attribute is an understanding of or willingness to learn about the business.

Skill / Experience	Description	Weighting
The Internet	An understanding of the key role that the Internet plays in our world now and into the future.	High

InternetNZ	An understanding of the specific role that InternetNZ plays in that world.	High
Investment	Knowledge, understanding and appreciation of investment advice, practices and frameworks. Ability to work with management in discerning and driving appropriate investment approaches including financial strategies.	
Legal	An understanding of the legal environment as relevant to the Internet.	
People	Experience in evaluating the performance of the chief executive and skills in human resource management, culture, reward and recognition.	
Community Engagement	High level reputation and networks in the community including with relevant industry organisations and consumer or business groups, and the ability to effectively engage and communicate with those stakeholders.	
Public Policy	An understanding of public policy and how it relates to the Internet.	
Philanthropy / Social Enterprise	An understanding of granting process and the maximisation of philanthropic funds	
Product Development, Innovation and Commercialisation	Technology Innovations: Understanding the current drivers of innovation in the information technology market. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for innovation.	

Personal Attributes

Diversity	Description	Weighting
Ethics	Demonstrating high levels of integrity, ethical behaviour and honesty, Acting always in the interests of the organisation	High
Independence	Maintaining an independence of thought. Ability to politely maintain and promote a position and to agreeably disagree as needed.	
Team player	Understanding that board work is teamwork, ability to work with others and form productive relationships.	High
Commitment	To commit the time to prepare, understand the business and make meeting attendance a non-negotiable priority	High
Focus on impact	Always focused on ends and less on the means to get there. Seeking evidence of impact	High
Stewardship orientation	Understanding that the board operates as a subset of the owners and comprehending its role as fiduciaries (acting for the benefit of others)	

Diversity Attributes

Internet NZ has a strong commitment to broad representation at the Council table representing the diversity of the community we serve. We are interested in bringing these perspectives to our governance.

Diversity	Description	Weighting Certain areas are deemed central to the role
LGBTIQ+	Understanding of the issues facing people from diverse Rainbow communities and the opportunities and challenges that relate to our work.	
Te Ao Māori - **Indigenous Governance** - **Te Tiriti o Waitangi**	Understanding aspects of Te Ao Māori that pertain to InternetNZ's role, including concepts of indigenous governance, Te Tiriti, data sovereignty, cultural competence of staff and governors and familiarity with tikanga Māori and Te Reo Māori. Diverse representation around the Council table.	High
Young people	Internet industries are driven by a younger demographic. We encourage that voice at the Council table	High
Disability Communities	Understanding of the issues facing people living with disability and the opportunities and challenges that relate to our work.	

Gender Identity	Understanding of the issues facing people of diverse gender identities, and the opportunities and challenges that relate to our work.	
Urban / Rural / Regional	A diverse representation from different towns and cities around Aotearoa around the Council table.	
Diverse ethnic/faith communities	Understanding of the issues facing people of diverse ethnic and faith identities, and of their communities, and the opportunities and challenges that relate to our work.	

Adopted: October 2019

Last Reviewed: May 2022

Last Assessment: Assessment undertaken on Matrix October 2021

Council Honoraria review

PURPOSE: Council Honoraria review as per Governance Charter
DATE WRITTEN: June 28th 2022

Background and Purpose

Council Honoraria are subject to the Group Governance Charter and Policy: Remuneration for Council should be reviewed every three years but was last reviewed in May 2018. The current honoraria levels set at this time were:

President - $35,470

Vice President - $22,169

Council member - $17,735*

Sub-Committee Chairs also receives additional 10% of their honoraria.

This paper proposes that Council Honoraria are adjusted based on review of the fee framework and scales set for members of Crown entity boards (same framework as we used in 2018). It is also proposed to align DNCL Board members fees to this framework and align with Council.

This fee framework is detailed on the State Services Commission website here:

https://dpmc.govt.nz/publications/co-19-1-fees-framework-members-appointed-bodies-which-crown-has-interest-html

Application of the Crown Entity Fee Framework

The most relevant and useful subsection of this guidance is Group 3A: Governance Bodies (including TEIs and DHBs). This framework involves scoring an entity on various scales, according to the "prime function" of the entities. InternetNZ has been classified against a number of these prime functions, as many of these fit our role.

This framework is applied to InternetNZ in the following table:

Prime Functions	Classification	Points allocation
Budget/Turnover	between $10-50m	4
Devolved Purchaser	under $20m	1
Funding disbursement	under $20m	1
Provider of services and environment	The lead provider of services in a commercial trading environment, where market leadership is important	5
Social influence	Promote behaviour change and increase public awareness for all or most of the population, and have a measurable, beneficial, influence on a substantial segment of the population	5
TOTAL		16

The Annual Fees recommended by Department Prime Minister and Cabinet for this category of organisations is set as bands, as follows:

Total score	Level	Fees range - chair	Fees range - members
21-24	1	$36,905 - $81,930	$18,450 - $40,595
15-20	2	$31,473 - $66,865	$25,735 - $33,430
11-14	3	$28,220 - $48,845	$14,110 - $24,390
7-10	4	$26,050 - $36,750	$13,025 - $18,410

6 or less	5	$13,025 - $27,350	$6,510 - $14,195

Institute of Directors - Fee Report

As a second point of reference we have used the IoD report on fees for non-executive director roles:

Organisation type – not-for-profit

Lower Quartile ($)15,000

Median Quartile ($) 24,000

Upper Quartile ($) 35,000

Chair fee premium

An appropriate chair fee makes an allowance for additional hours spent in meeting preparation and follow-up, and for other demands and expertise required of the role. This is addressed in the chairs fee by using a multiplier over the base director fee. The IoD generally recommends a loading of between x1.8 to x2.0, but this depends on the individual circumstances of the organisation and the role.

We generally recommend a loading of between 1.1 and 1.2 for committee chairs and 1.25 for a deputy or vice chair.

Recommendation based on the Crown Entity Fee Framework

Upon reviewing the two points of reference, we believe the Crown Entity Fee Framework remains the most relevant to the InternetNZ Group.

While InternetNZ Group ranks as a Level 2 organisation in this framework, given that InternetNZ is a charitable incorporated society Level 3 would seem more appropriate.

Given that this framework presents the answer as fees range, the midpoint in the Level 3 band has been used.

Application of this framework therefore results in the following recommended honoraria rates:

For the President:	$38,500 per annum
For the Vice-President:	$24,062 per annum
For Councillors:	$19,250 per annum
For Council Committee Chairs:	$21,175 per annum

Recommendation

THAT Council accepts the Honoraria levels as recommended in this paper.

THAT Council adjusts the Honoraria in accordance with the rates recommended in this paper, with the new rates taking effect next financial year.

Council Committees and Bank Signatories

PURPOSE: Information on current members of Committees/Signatories and Terms of References.

Summary

After each AGM, Council reviews and renews the mandate and membership of each Council committee. This is also an opportunity to reconfirm the bank signatories for the organisation.

This paper notes the current members of each committee, and links to the current Terms of Reference for each Committee. Staff have reviewed each of these Terms of Reference to validate whether they are still fit for purpose, and have reformatted all of them to apply a common Terms of Reference template.

We recommend that the Terms of Reference be further reviewed by each Council Committee at their next committee meeting, and any further modifications to them approved by Council at the October meeting.

Audit and Risk Committee

The previous members of the Committee were Richard Hulse (Chair), Jay Daley, Kate Pearce, Anthony Bow and aimee whitcroft (resigned)

Current TOR

.nz Policy Committee

The previous members of the committee were Kate Pearce (Chair), Jay Daley, Don Stokes and Jeff Montgomery.

Current TOR

Komiti Whakauru Māori

The previous members of Te Komiti were Sarah Lee (Chair), Joy Liddicoat, Potaua Biasiny-Tule and Anthony Bow.

Current TOR

CE Review Committee

Current members are Joy Liddicoat (Chair), Jay Daley and Richard Hulse.

[Current TOR](#)

Governance Committee

This is a new Committee for establishment at the August Council meeting and requires Council members to be appointed onto the Committee.

Attached in Appendix 1 is a draft TOR for this new committee to review and approve

Authorised Bank Signatories

The following are authorised signatories for authorising bank transactions such as payment for direct debits, expenses, credit card applications, setting up automatic payments, and managed fund instructions.

Joy Liddicoat

Jay Daley

Sarah Lee

Don Stokes

Richard Hulse

Kate Pearce

For the record, staff signatories who are able to authorise payments as per the Treasury governance policy are:

Andrew Cushen

Catherine Fenwick

Dave Baker

Consideration

That 1 to 2 Councilors and 1 to 2 staff be added to the authorised bank signatory list.

Recommendation

THAT Council confirm that it will conduct some of its work through these five committees: Audit and Risk, CE Review, Komiti Whakauru Māori, nz Policy and Governance .

THAT the makeup of the committees will be as follows (President to confirm committee members at the meeting for the minutes).

THAT the Terms of Reference for each of the committees will be reviewed by the committees and adopted at October Council meeting.

THAT the changes to the bank signatories be confirmed, including the additional considerations to the authorised bank signatory list..

THAT Jay Daley and Sarah Lee be removed as bank signatures.

Appendix 1

Governance Committee

TERMS OF REFERENCE: Governance Committee
VERSION: 1.0
DATE IN FORCE: August 2022
PLANNED REVIEW: August 2024

1. Purpose

The purpose of the Committee is to assist the Council to ensure there is robust process for needs assessment, recruitment and development of both Councillors and directors of the Domain Name Commission Limited (DNCL). The Committee will also ensure there is a planned and regular review of the governance charter.

2. Membership and professional assistance

a. The Committee shall consist of up to four Councillors/directors including the President.

b. The Council will appoint the Chair of the Committee.

c. The Committee may engage professional advice and assistance as required, in accordance with a budget approved by the Council and or DNCL.

3. Operating Principles

a. Both Council and DNCL Board are committed to ongoing development that includes evaluation and learning opportunities.

b. Candidate search will embrace the widest possible internal and public canvassing to secure the highest quality people possible.

c. Recruitment will reflect InternetNZ's group approach to diversity and relationship with Māori

d. InternetNZ Councillors may be appointed to a subsidiary board but may not chair it.

4. Responsibilities

The responsibilities of the Committee is to assist the Council to ensure high

standards of governance across the organisation. In particular, the Committee shall:

a. Ensure there is a regular review of needs assessment for Councillors and DNCL directors.

b. Maintain oversight of the recruitment process for Council and DNCL.

c. Ensure a planned and regular review of governance policies.

d. Receive and consider suggestions for new policy. If necessary, draft policy for consideration by Council.

e. Maintain and oversee a schedule of governance efficacy assessment and development.

5. Process

a. All appointed positions are confirmed by the Council. Where Council decides not to make an appointment, it instructs the Committee to conduct the process again. It does not short-cut the process by making its own selection.

b. Election positions go to the Annual General Meeting of InternetNZ.

c. The process for nominations and appointments to the Board of subsidiaries must be consistent across both Council and the Board.

d. The Committee shall ensure the process commences at least four months prior to the expiry of the current term/s. This is to ensure a full consideration by the Council of the skills experience and other attributes it is seeking for the position/s.

e. The Committee shall appoint a separate panel for each recruitment. This shall include two Committee members not standing for reappointment and up to two independents, one expert in senior recruitment and one expert in governance.

f. The panel shall consider the full long list and select a short list for interview.

g. In the case of appointed positions, the panel shall recommend to Council, for approval, those candidates in its opinion that best meet current needs.

h. The Panel shall treat all candidates with the respect and confidentiality associated with a professional process that reflects well on InternetNZ. Communication shall be prompt and for unsuccessful shortlisted candidates by phone. Letters will be used rather than email.

Appointment to Te Komiti Whakauru Māori

PURPOSE: Seeks Council's approval to appoint Sarah Lee to as as co-opted member of Te Komiti Whakauru Māori.

DATE WRITTEN: 2/8/2022

Purpose

The purpose of this paper seeks Council's approval to appoint Sarah Lee as a co-opted member of the Te Komiti Whakauru Māori; a committee of the InternetNZ Council..

Background

The purpose of Te Komiti is to support and enable constructive relationships between Council and the Māori Design Group (MDG), and to guide and assist InternetNZ to become a Te-Tiriti-o-Waitangi-honouring organisation.

Sarah Lee has served as Chair of Te Komiti since its inception. As of the Annual General Meeting 2022, Sarah is no longer on Council - however, her experience, mana and relationships are useful in a Te Komiti setting.

Appointing members to Te Komiti Whakauru Māori

The Terms of Reference for Te Komiti Whakauru Māori include the following statements:

> *Council may decide to co-opt other Councillors or appoint external independent advisors to Te Komiti should it wish, to ensure necessary skills and expertise are represented to help deliver on the responsibilities of Te Komiti.*

> *Council shall appoint members of Te Komiti and review these appointments annually at its first ordinary meeting after the Annual General Meeting of the Society. Te Komiti shall appoint its own Chair from among the members of Council on Te Komiti, who shall have a deliberative and a casting vote.*

Recommendation

It is recommended that Council:

- Appoints Sarah Lee to a co-opted member of Te Komiti Whakauru Māori for a term of two years 2022-2024.

President Report

AUTHOR: Joy Liddicoat, President

PURPOSE: To provide a report back to Council on the President's activities.

Introduction

Following the May Council meeting my focus turned to Chief Executive recruitment, engagement with the Maori Design Group and a variety of activities related to preparing for the yearly cycle of reporting and elections (including the annual report, Returning Officer selection, and AGM preparation). With the draft three year strategy circulating for comment, Council's role moves into oversight of delivery. Our refreshed strategic purpose is simple: to be the home of .nz working for an Internet that benefits everyone. The stability of this strategy and ensuring we deliver externally will be Council's main focus for the rest of this financial year. One quirk of our system is that the draft strategy is approved at the AGM, one quarter after the financial year starts, so we are, in effect, already underway.

.nz

In May and June I joined in-house InternetNZ discussions about two significant parts of .nz: our international work and the long term strategy for .nz. This was an important opportunity for Andrew and our new Tumuwhanake / General Manager Customer and Product, Tim Johnson, to bring together the Domain Name Commission directors, the Acting Commissioner Isobel Edgerton, Council, INZ Executive Leadership Team and other key staff for a "back to basics" look at .nz. I was delighted with the discussion, which showed a willingness to question and affirm first principles, ask the 'dumb' questions (and the hard ones!) and to promote creative ideas for future development in light of the new registry, which will shortly be replaced. A key takeaway for me was whether our .nz policy process is working as well as it could be and whether improvements are needed. I am looking forward to papers on these topics being proposed at our August Council meeting.

Membership and Engagement

Our member meet ups in May were well attended: it was lovely to simply be with one another again. I was able to meet with a number of members individually alongside these events. The May Council meeting took place at our refreshed Wellington office and was an opportunity to enliven that new space. I also participated in our online NetHub channels whenever possible and encourage others to do so.

Governance

Recruitment of our new Chief Executive got underway in earnest in May, with the updated CE position description approved by Council. The Council CE Recruitment Committee made good progress, selecting a recruitment company, completing advertising and presenting a short list of candidates for interview in early July. Tasks related to this include initiating a staff survey for feedback on what they are seeking in the new CE, keeping Council updated and completing a review by Strategic Pay of CE remuneration levels in the current market.

During May and June Sarah Lee, Jay Daley and I continued regular meetings with the co-chairs of the Māori Design Group. The MDG prepared a report in June that proposed some amendments to their terms of reference. Te Komiti and Council considered these proposals and responded to the MDG Co-Chairs in June. Both papers will be in our August Council meeting MDG update. I am happy with the advice we are receiving from the MDG and the assistance they are providing us.

Ahead of the annual general meeting, I will be helping prepare for the induction of new Council members in early August. Keeping in mind the lack of Maori candidates nominated for election, the Council will be seeking to fill this skills and diversity gap through the appointment of an independent director. I have already sought advice from the CE on how best to do so and in light of advice we have received about this from the Maori Design Group.

Finally, as I prepared my contribution for our annual report, I was given pause to reflect on just how much InternetNZ group has achieved in the last year. As we turn to the new financial year I am very grateful to our Interim Chief Executive, Andrew Cushen, for his excellent work during this busy time.

Quarterly reporting refresh

PURPOSE:	Validating the refresh of our Quarterly Reporting approach.
DATE WRITTEN:	2/8/2022

Background

Quarterly reporting is an important part of how we keep our members and stakeholders appraised of the delivery of our strategy and annual plan.

As discussed at the May meeting of Council, our current quarterly reporting approach has become onerous to read and onerous to prepare. It was not providing Council with strategic level insight into how the delivery of the Annual Plan was being achieved.

This paper and the attached report design address these issues.

Approach and design

In designing this new quarterly report, we have:

1. Consulted the now confirmed strategy and Annual Plan to design the appropriate links between these documents and this report.
2. Reviewed the similar documents from .au Domain Administration (auDA) and the Canadian Internet Registry Authority (CIRA), as well as other sources from the New Zealand not-for-profit community.
3. Considered both information sources and information uses in preparing a reporting that is relevant to read and
4. Considered accessibility outcomes in terms of where and how to present this reporting.

Outcomes & discussion

Our new Quarterly Report is attached to this covering paper as a draft to illustrate these concepts.

We intend to build this Quarterly Report first and foremost on the website as HTML, for both better accessibility outcomes and also for better utilisation of the website as a hub for information aggregation.

To proceed with this approach, we wish to validate whether the information presented in this Quarterly Report is suitable for Council's purposes. If so, we propose that this Quarterly Report is the primary report that we account for the delivery of the Strategy and Annual Plan, and will replace the previously separate Management Issues Report and Quarterly Report.

Recommendation

That Council **receives** the Quarterly Report for Q1 2022/23.

REPORT ON Q1 2022/23

Introduction from CE

Kia ora,

The purpose of this report is to summarise our delivery to our strategies and plans, and highlight the key metrics that matter to the ongoing health of our organisation.

Our objectives for Q1 of 2022/23 were:

- Commence our committed review of Structural Racism.
- Farewelling Jordan Carter as our Chief Executive, and transitioning to leadership from Andrew Cushen as our Interim Chief Executive while recruitment commenced for a permanent appointment.
- Kick start the delivery of the commitments in the 2022/23 Annual Plan.
- Lead out strategic messaging on benefits to all New Zealanders, particularly on challenges and the action required on social media platforms.

Our team has done a fine job of delivering these objectives for the quarter, and we are proud to report on the achievements of our metrics below.

Rei kura: treasured teeth - The focus of our action and mahi

Our plan for the year includes six key strategic commitments. The status of our work is summarised as one of three states:

On track	This work is tracking according to our plans and expectations.
Within tolerance	This work has deviated from our plans and remedial action is underway.
Out of tolerance	This work has deviated from our plans and remediation is not known or unsuccessful.

Our strategic goal: .nz is a good product

Complete the replacement of the .nz registry	We've revised our delivery timeframe from August to November 2022 in light of complexities outside of those planned. Core functionality and project remains within scope and budget.	Within tolerance
.nz policy that continues to manage harm through .nz domain names	We've started discussions both with stakeholders and internally about reorienting the next phases of the .nz policy review to implement harm-focused measures earlier.	On track

Our strategic goal: we are a Te Tiriti o Waitangi-centric organisation

Deepen relationships with Māori through engagements and partnerships	We have yet to start this work entirely however Te Puni Māori has been engaging with a wide range of potential partners and stakeholders.	
Build an environment where Te Ao Māori is treasured and embraced	We've commenced the Structural Racism Review, being led by our independent reviewer Dr. Hana O'Regan. This includes participation from members, stakeholders and staff, and will report back in Q2/3. We've also started reviewing how Te Tiriti	On track

	is applied in everyday work across our Puni.	

Our strategic goal: responses to harms

Convene and advocate for systemic responses to the challenge of mis- and dis-information in Aotearoa.	Our focus has been on raising attention and awareness in the public of the issues and challenges, and on reaffirming our relationships with other organisations participating in this space.	On track

Our strategic goal: digital equity and inclusion

Working within the Digital Equity Coalition Aotearoa (DECA) framework towards digital equity	We've worked with and through DECA to strengthen their operating ability, as part of our strategic support for this collaborative community vehicle.	On track

Highlights of the quarter

Our Internet that benefits rei kura work gets us featured in media more often than any other work we do. In Q1, InternetNZ appeared in 82 media stories in total, mostly about online harmful content regulation and social media platforms needing regulation. Our role in taking a stance on it, and advocating for a better, safer Internet is being noticed and we are being invited to comment and provide our expertise on the matter.

Q1 media highlights:

- [Ardern's Harvard speech fuels calls for social media oversight in NZ](#)
- [Govt must step up to police social media - InternetNZ boss](#)
- [InternetNZ's Andrew Cushen "New Zealander's don't know where to go for help"](#)

- [The link between cybersecurity, extremist threat and misinformation online in Aotearoa](#)
- [Expert says National's gang-busting social media policy nearly impossible to police, while proposals may infringe on Bill on Rights](#)

Rei ora: teeth of vitality - **The foundations on which we stand**

.nz metrics and commentary for Q1 2022/23

Total .nz Domains

Creates

Legend: Creates, Quarterly change

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Q1 2022
Creates	29,333	32,693	25,623	25,567	28,511
Quarterly change	7.98%	11.45%	-21.63%	-0.22%	11.51%

Renews and Cancels

Legend: Renews | Cancels | ● Renewal ratio (against cancels)

	Q1 2021	Q2 2021	Q3 2021	Q4 2021	Q1 2022
Renews	205,220	227,784	203,265	230,878	244,192
Cancels	-32,582	-28,418	-24,051	-30,600	-37,370
Renewal ratio	86.30%	88.91%	89.42%	88.30%	86.73%
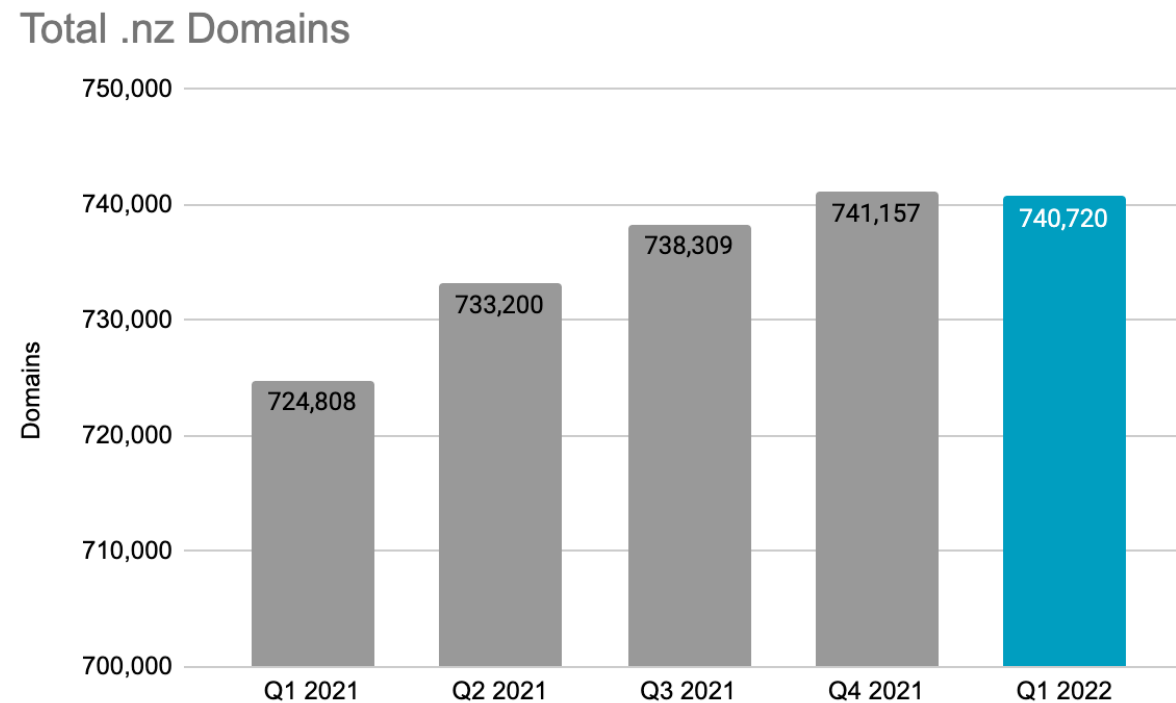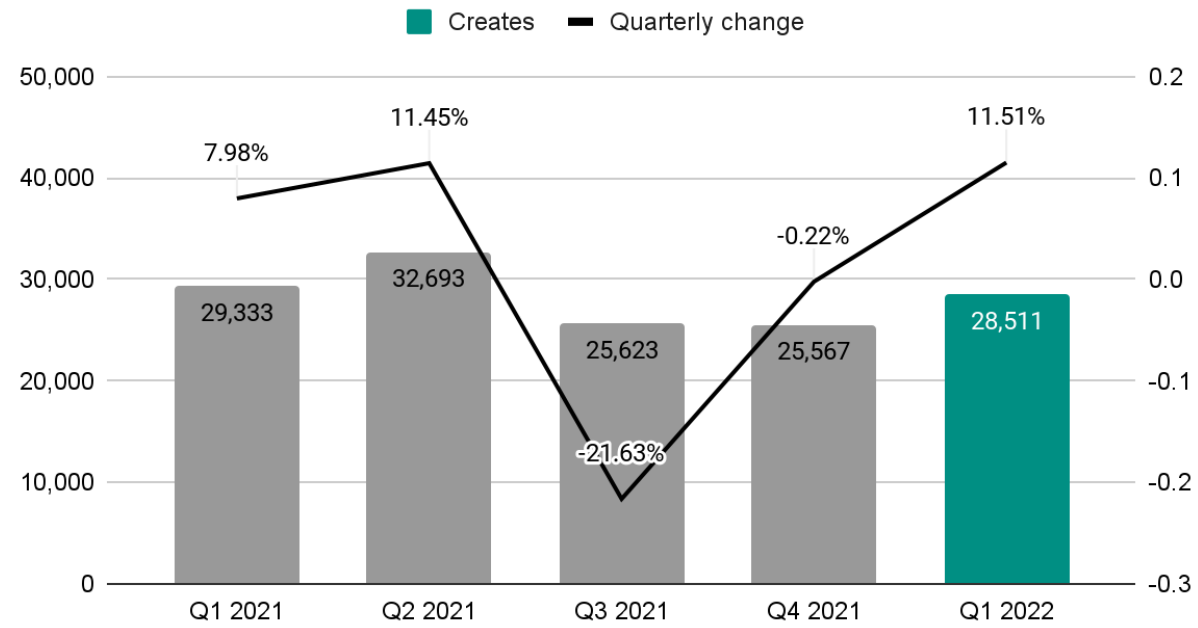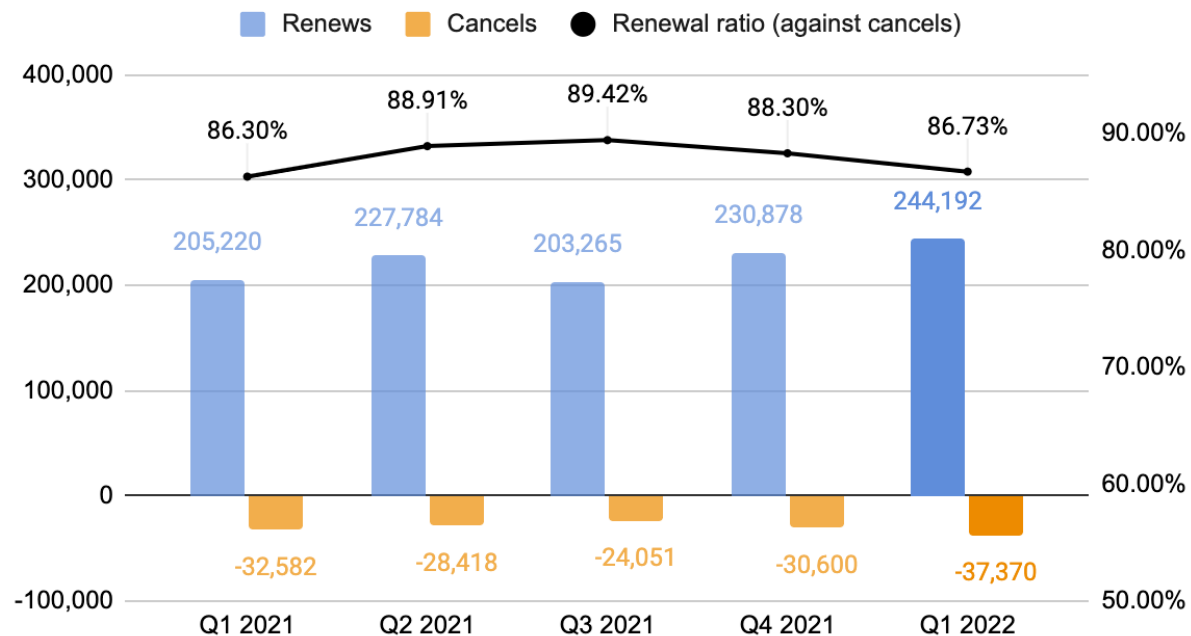
While our focus in Q1 has primarily been on the registry replacement, we have continued with the experiments in promoting .nz domain names to the .co.nz registrant set. This experimentation is now complete with insights that have been pulled into the refreshed .nz product strategy.

Membership metrics and commentary for Q1 2022/23
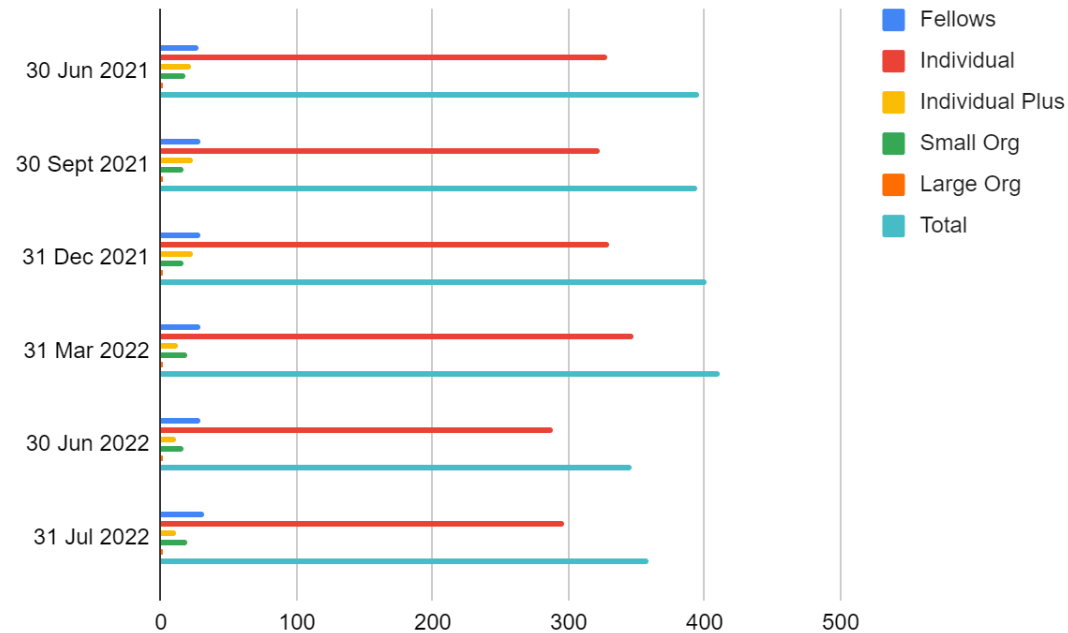
People metrics and commentary for Q1 2022/23

- **FTE permanent employees:**   34.5   ↓2.0
- **Arrivals and departures**
  - Departures: UX Designer, Community Advisor, Group Chief Executive
  - Arrivals: Tumuwhanake | GM Customer and Product
- **HSW**: Health and Safety Rep training underway for several members of the HSW committee to improve knowledge and awareness.

This quarter we have commenced a series of Wānanga involving all employees. The objective of these is to have clarity on what our work should focus on under the Rei Kura: Internet That Benefits, on why we are doing it, and on how we will all work together to get it done. Also to support everyone to understand the strategy and the Rei Kura: Internet That Benefits and how their work links to the strategy and Rei Kura.

Partnership metrics and commentary for Q1 2022/23

Our Partnerships and Community Funding approaches for this financial year have not yet been finalised. As they are, we will present the relevant metrics here.

Health, Safety and Wellbeing Report

AUTHOR:	Health, Safety and Wellbeing Committee
PURPOSE:	To provide the Committee with an update on Health Safety and Wellbeing (HSW) for the InternetNZ Group.

This report is prepared for InternetNZ Group and all information is based on group Staff (INZ and DNCL) and activities of a Group HSW Committee.

Period	Number of Near Misses reported/or identified	Number of Incidents reported/or identified	First Aid Incidents reported/or identified
Feb 2021 - 18 June 2021	2	0	1
19 Jun 2021 – 8 Sep 2021	0	0	0
9 Sep 2021 - 9 Nov 2021	1	0	0
10 Nov 2021 - 27 Jan 2022	1	0	0
28 Jan 2022 - 9 Mar 2022	0	0	0
10 Mar 2022 - 4 May 2022	0	0	0
5 May 2022 - 15 June 2022	1	0	0

Summary

Incidents and Hazards

- Since the last report, there was **only one near miss that has been identified** and reported, regarding several staff members being locked out of the exit stairwell without their access card, to access the toilets or moving between work areas on L13 and L14. Since this, we have been made aware of a visitor also being stuck in that area. The hazard identified is a safety issue - being locked out of the stairwell, if they do not have a phone with them, and need

urgent assistance. As an interim action, signs have been placed on exit doors reminding staff to take their access card, as well as reminders in the group staff meeting and via the staff newsletter. The Committee is still looking at a range of options for long-term mitigation such as a panic button.

HSW Committee update

The INZ and DNCL Health, Safety & Wellbeing Committee met on 25 May 2022. Key topics discussed include:

- Plan to **improve awareness of the Emergency Evacuation Procedures** in the Wellington office (i.e. staff needs to be familiar with the Floor Warden duties.) Since this meeting, we have raised awareness via our group staff monthly meeting, staff newsletter and improved signage. There is more work to come on this.

- **Provided HS&W related feedback** regarding the recent staff Wānanga session (our first all-staff in person event in the new building) to those planning the next wānanga event.

- Plans to **address some of recent hazards identified in the office** - i.e. access to stairwell, impact of the building work being done on L14, maintaining good air quality indoors especially hosting large events in the office.

Systemic Review Wellbeing support

Since the HSW committee meeting, wellbeing is now included in the planning and roll out of the external systemic racism review, which has been highlighted as a potential area of risk - support includes providing lots of information to the team, and options such as EAP and supporting people managers to support their teams.

Recommendation

THAT the Health, Safety and Wellbeing Report be received.

MINUTES
COUNCIL MEETING

Status:
Draft

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.

<div align="right">

(Cr Montomery/ Cr Stokes)
CARRIED U

</div>

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.

<div align="right">

(President / Cr Stokes)
CARRIED U

</div>

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.

<div align="right">

(All Council)
CARRIED U

</div>

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.

(President / Cr Pearce)
CARRIED U

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.

<div align="right">

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

</div>

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

The next scheduled Council meeting is Friday 12 August 2022.

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

Council Actions Register 2022

As at August 2022			
Action No#	**Action**	**Owner**	**Status**
AP19/21	**Quarterly Reporting** Review the timing of quarterly reporting and the alignment of Council meetings in the next financial year.	Organisational Services Director	Completed for adoption at August Council Mtg 2022
AP03/22	**Review Terms of Reference -** Staff to review all of the Council committee Terms of Reference templates and reformat to a common approach, for inclusion in the governance framework document for August Meeting 2022.	Organisational Services Director	In progress, we request that each Committee reviews their TOR and Council adopts at October Council Mtg.
AP09/22	**Skills and Diversity Matrix** The President and CE to revise the matrix based on feedback provided at the May Council meeting and seek Council approval via Evote	Interim Chief Executive	To be reviewed at the August Council mtg 2022.

E-Vote Ratification

There has been one e-vote conducted since the last Council Meeting:

Evote:	Motion:	For:	Against:	Abstain:
23052 022	1) That Ichor Leadership Search be appointed as the recruitment agency for the recruitment of the Chief Executive of InternetNZ. 2) That a representative of Ichor Leadership be appointed as an independent member of the Chief Executive Committee.	President Vice President Cr Lee Cr Hulse Cr Stokes Cr Montgomery Cr Pearce Cr Bow	None	None
230620 22	That the Audit & Risk Committee recommends to Council to receive and approve the InternetNZ Annual Report for the year ended 31 March 2022	Cr Hulse Vice President President Cr Pearce Cr Lee Cr Bow Cr Montgomery Cr Biasiny-Tule Cr Stokes		
28062 022	That Andrew Chen, Vivian Chandra and Jamie Baddeley are awarded Fellowships of InternetNZ at the AGM on 28 July 2022	President Vice President Cr Montgomery Cr Lee Cr Hulse Cr Bow Cr Biasiny-Tule Cr Pearce Cr Stokes		

26072 022	That Council agree: a) That Ms Whetu Fala be appointed as an appointed Councillor of INternetNZ for a period of two years. b) That the President confirm the appointment start date in writing with Ms Whetu Fala and this be made public after the AGM	President Vice President Cr Biasiny-Tule Cr Stokes Cr Pearce Cr Lee Cr Montgomery		Cr Bow (ineligible to vote)

Recommendation

THAT the e-votes be ratified.

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New Zealand
Office: +64 4 472 1600
Email: info@dnc.org.nz
www.dnc.org.nz

2 August 2022

Ms Joy Liddicoat
President
InternetNZ
Via email president@internetnz.net.nz

Dear Joy

Quarter Two (Q2) Report 1 April - 30 June 2022

This report is for the three months 1 April to 30 June 2022. It includes the DNCL's quarterly Profit and Loss Statement.

The end of quarter one results in a deficit of $254. The profit and loss statement is presented on Page 3.

DNCL Impact

Market Activity

In the course of preparing the annual report we reviewed the market activity. We have had limited new registrars over the last financial year and all re-authorisations are on hold until the new registry is in place.

The end of June capture of prices shows that the median retail price remains steady. Benchmarking against a subset of European cctlds indicates that the .nz space has a higher rate of competition that their European counterparts.

Dispute Resolution

The uptake for the Online Dispute Resolution pilot providing the option of e-negotiation and on-line mediation for resolving domain disputes has been rather slow. We hope that interest in this option improves.

Compliance

Significant work is being put into engaging parties in resolving their conflicted names. 1,300 conflicted names sets are being put through the Online Dispute

Resolution during the pilot. Since May, 1328 parties have been invited.

Between 31 March and 30 June the number of conflicted names dropped by 64 (from 1623 to 1559). Further analysis of the conflicts show that a number of them are, in fact, a type of self-conflict with the parties with rights being related to each other. We are planning a work stream to resolve those.

Compliance work in this quarter included identifying non-compliant registrant names. We did outreach work with the registrars who were very responsive in having the registrant names updated.

Upcoming work

DNCL has received the commissioned report on the trusted notifier regime, which is part of the .nz policy work. This has been provided to InternetNZ and the Council's .nz Policy Committee. Next steps are yet to be confirmed.

Significant work is being undertaken to plan and implement the new operating practices within DNCL arising out of the new IRS.

The changes to the DNCL website that are consequential on the new Registry are starting to be implemented in August.

Staffing

The Assistant Commissioner continues to act as the interim Domain Name Commissioner.

Yours sincerely

Andrew Cushen
Chair, Domain Name Commission

Domain Name Commission Limited
Profit and Loss Statement
For the Quarter Ending 30 June 2022

	Q1			
	Actual	**Budget**	**Variance**	**FY Budget**
INCOME				
Authorisation Fees	-	-	-	15,000
DRS Complaint Fees	4,000	6,000	(2,000)	26,000
Management Fees	412,500	412,500	0	1,650,000
Interest Income	(24)	500	(524)	15,000
Sundry Income	-	-	-	59,526
Total Income	**416,476**	**419,000**	**(2,524)**	**1,765,526**
EXPENDITURE				
DNCL Board	10,227	12,489	(2,262)	52,956
Communications	25,904	21,453	4,451	111,979
Compliance	10,081	10,833	(752)	43,332
Dispute Resolution Services	3,825	9,474	(5,649)	65,396
Memberships	770	177	593	1,770
Registrars	2,050	2,049	1	41,196
International	-	-	-	15,000
Office and Administration	97,447	96,988	459	393,453
Personnel and Staff	242,575	243,428	(853)	1,040,796
Professional Services	9,596	9,600	(4)	25,000
Projects	-	-	-	35,000
Total Expenditure	**402,476**	**406,491**	**(4,015)**	**1,825,878**
Depreciation	14,254	16,500	(2,246)	60,500
Other Comprehensive Items	-	-	-	-
Net Profit/Loss	**($254)**	**($3,991)**	**$3,737**	**($120,852)**

3

internetnz

domain name commission nz

Group financial statements

For the quarter ended 30 June 2022

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Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Consolidated Income Statement

Internet New Zealand Group
Consolidated Income Statement
For the quarter ended 30 June 2022

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income									
Registry Fees		3,294,058	3,286,018	8,040	0%	3,294,058	3,286,018	8,040	0%
Broadband Map		14,100	12,600	1,500	12%	14,100	12,600	1,500	12%
DNS Firewall		4,052	4,200	(149)	-4%	4,052	4,200	(149)	-4%
Interest Received		15,839	6,500	9,339	144%	15,863	6,000	9,863	164%
Fair Value Gains/(Losses) on Managed Funds		(336,780)	0	(336,780)	0%	(336,780)	0	(336,780)	0%
Sundry Income	2 (a)	13,294	14,783	(1,489)	-10%	71,459	70,947	512	1%
Total Income		**3,004,561**	**3,324,101**	**(319,540)**	**-10%**	**3,062,750**	**3,379,765**	**(317,015)**	**-9%**
Less Direct Expenses									
Domain Name Commission Fee	1 (a)	-	-	-	-	412,500	412,500	0	0%
.nz Costs		218,892	214,769	(4,123)	-2%	218,892	214,769	(4,123)	-2%
Other IT		55,934	57,426	1,492	3%	55,934	57,426	1,492	3%
Total Direct Expenses		**274,826**	**272,195**	**(2,631)**	**-1%**	**687,326**	**684,695**	**(2,631)**	**0%**
Less Other Expenses									
Audit		3,025	3,050	25	1%	3,025	3,050	25	1%
Amortisation & Depreciation		82,429	87,858	5,429	6%	68,175	71,358	3,183	4%
Registrar Engagement		6,648	6,800	152	2%	6,648	6,800	152	2%
Communications		25,904	21,453	(4,451)	-21%	-	-	-	-
Community Investment		152,435	154,920	2,485	2%	152,435	154,920	2,485	2%
Domain Name Commission		18,109	23,915	5,806	24%	-	-	-	-
Employment		1,625,142	1,644,829	19,687	1%	1,382,566	1,401,401	18,835	1%
Governance		54,818	58,524	3,706	6%	44,591	46,035	1,444	3%
Legal		14,374	21,483	7,109	33%	6,455	13,483	7,028	52%
Operational		344,004	372,829	28,825	8%	308,427	337,787	29,360	9%
Projects		4,050	4,333	283	7%	4,050	4,333	283	7%
Security		29,374	29,449	75	0%	29,374	29,449	75	0%
Total Expenses		**2,360,312**	**2,429,443**	**69,131**	**3%**	**2,005,747**	**2,068,616**	**62,869**	**3%**
Net Profit (Loss) Before Tax		**369,423**	**622,463**	**(253,040)**	**-41%**	**369,677**	**626,454**	**(256,777)**	**-41%**
Net Profit (Loss) After Tax		**$369,423**	**$622,463**	**($253,040)**	**-41%**	**$369,677**	**$626,454**	**($256,777)**	**-41%**

Notes:
The income and expenditure lines for the individual entities
Do not add to the Group totals due to the following intra-group entries being eliminated.
1 (a) The DNCL fee paid by INZ ($412,000) to DNCL**.**
2 (a) GSE paid by DNCL ($62,165) to INZ

Reference:
DNCL detail available in the Quarterly DNCL report to Council dated 12 August 2022

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Consolidated Income Statement – By Function

Internet New Zealand Group
Consolidated Income - Function Based
For the quarter ended 30 June 2022

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income									
DNCL Sundry		4,000	6,000	(2,000)	-33%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)		3,312,209	3,302,818	9,391	0%	3,312,209	3,302,818	9,391	0%
Te Puni Herenga Waka (Public Impact)		9,294	8,783	511	6%	19,928	19,416	512	3%
Te Puni Raupa (Organisational Performance)		0	0	(0)	0%	51,531	51,531	(0)	0%
Investments		(320,942)	6,500	(327,442)	-5038%	(320,918)	6,000	(326,918)	-5449%
Total Income		**3,004,561**	**3,324,101**	**(319,540)**	**-10%**	**3,062,750**	**3,379,765**	**(317,015)**	**-9%**
Less Activity Expenditure									
.nz Operations (DNCL)		416,730	422,991	6,261	1%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a)	718,218	735,755	17,537	2%	1,130,718	1,148,255	17,537	2%
Te Puni Herenga Waka (Public Impact)		491,065	505,764	14,699	3%	491,065	505,764	14,699	3%
Te Puni Māori		149,823	147,708	(2,115)	-1%	149,823	147,708	(2,115)	-1%
Te Puni Raupa (Organisational Performance)	2 (a)	859,302	889,420	30,118	3%	921,467	951,584	30,117	3%
Total Expenses		**2,635,138**	**2,701,638**	**66,500**	**2%**	**2,693,073**	**2,753,311**	**60,238**	**2%**
Net Profit (Loss) Before Tax		369,423	622,463	(253,040)	-41%	369,677	626,454	(256,777)	-41%
Net Profit (Loss) After Tax		**$369,423**	**$622,463**	**($253,040)**	**-41%**	**$369,677**	**$626,454**	**($256,777)**	**-41%**

Notes:

The income and expenditure lines for the individual entities

Do not add to the Group totals due to the following intra-group entries being eliminated.

1 (a) The DNCL fee paid by INZ ($412,000) to DNCL.

2 (a) GSE paid by DNCL ($62,165) to INZ

Consolidated Movements in Equity

Internet New Zealand Group
Statement of Movements in Equity
For the quarter ended 30 June 2022

	GROUP	INZ	DNCL
Equity at start of period			
Opening Retaned Earnings	10,020,603	9,673,998	346,605
Shares Subscribed	-	-	580,000
	10,020,603	9,673,998	926,605
Net Profit (Loss) After Tax	369,423	369,677	(254)
Equity at end of period	**$10,390,027**	**$10,043,675**	**$926,350**

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Consolidated Balance Sheet

Internet New Zealand Group
Balance Sheet
As at 30 June 2022

	GROUP	INZ	DNCL
Current Assets			
Cash and Cash Equivalents	11,457,980	10,652,210	805,770
Managed Funds	4,703,113	4,703,113	-
Other Current Assets	1,827,212	1,743,176	84,037
Total Current Assets	17,988,306	17,098,498	889,807
Non-current Assets			
Property, Equipment & Software	3,674,572	3,334,970	339,602
less: Accumulated Depreciation	(2,326,903)	(2,169,193)	(157,710)
Intangible Assets	4,033,797	4,033,797	-
less: Amortisation	(609,145)	(609,145)	-
Investments	-	-	-
Shares and Loans	-	580,000	-
Total Assets	22,760,627	22,268,927	1,071,699
Less Liabilities:			
Deferred Income	11,171,420	11,171,420	-
Trade and Other Payables	1,199,179	1,053,830	145,349
Total Liabilities	12,370,600	12,225,250	145,349
Net Assets	**$10,390,027**	**$10,043,677**	**$926,350**
Represented By:			
Total Equity	**$10,390,027**	**$10,043,675**	**$926,350**

Notes:
The following items have been removed upon consolidation.
1 Share in DNCL wholly owned by InternetNZ
2 Share subscription with respect to shares issued to InternetNZ by DNCL

Group Revenue Analysis for Quarter ending 30 June 2022

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	3,294,058	3,286,018	8,040	109.6%
BBM	14,100	12,600	1,500	0.5%
DEFENZ	4,052	4,200	(149)	0.1%
Sundry - Membership	1,979	2,400	(421)	0.1%
Sundry - Recharge & Misc	11,315	12,383	(1,068)	0.4%
Investment at Fair Value Gains/(Losses) on Managed Funds	(320,942)	6,500	(327,442)	-10.7%
Total Revenue	3,004,561	3,324,101	(319,540)	100%

- The fair value losses ($337k) on managed funds are attributable to market volatility over the quarter. Investments for the quarter, when overset against term deposit returns of $16k, produced a negative return of ($327k); recognition of the fair value losses on managed funds are covered in depth under the investment analysis section
- The accounts report Total Operating revenue of $3.3M this is up by **$.2M** compared to the same period last year.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Expenditure Analysis by Function for Quarter ending 30 June 2022

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission	416,730	422,991	6,261	15.8%
Te Puni Whakawhanake Rawa/Cust & Prod	718,218	735,755	17,537	27.3%
Te Puni Herenga Waka/Public Impact	491,065	505,764	14,699	18.6%
Te Puni Maori	149,823	147,708	($2,115)	5.7%
Te Puni Raupa/Organisational Performance	859,302	889,420	30,118	32.6%
Expenditure	2,635,138	2,701,638	66,500	100.0%

Notes:
DNCL expenditure excludes
2 (a) GSE paid by DNCL ($62,165) to INZ

Most Variances for the quarter are attributable to budget phasing.

The new reporting functions comprise the following areas of expenditure: -

Te Puni Whakawhanake Rawa/ Customer and Product

• Running of the .nz registry, Broadband Map and DEFENZ services.
• Customer relationship management
• Data insights and analytics
• IT infrastructure and product technology
• Associated employment and operational costs to manage the preceding work

Te Puni Herenga Waka/Public Impact

• Public policy and internet governance, including international
• Funding
• Community Engagement, including membership
• Communications – External and brand
• Events Management
• Associated employment and operational costs to manage the preceding work

Te Puni Māori

• Māori sector partnership and relationships – Māori Design Group
• Rautaki Māori
• Māori cultural intelligence and cultural capability
• Associated employment and operational costs to manage the preceding work
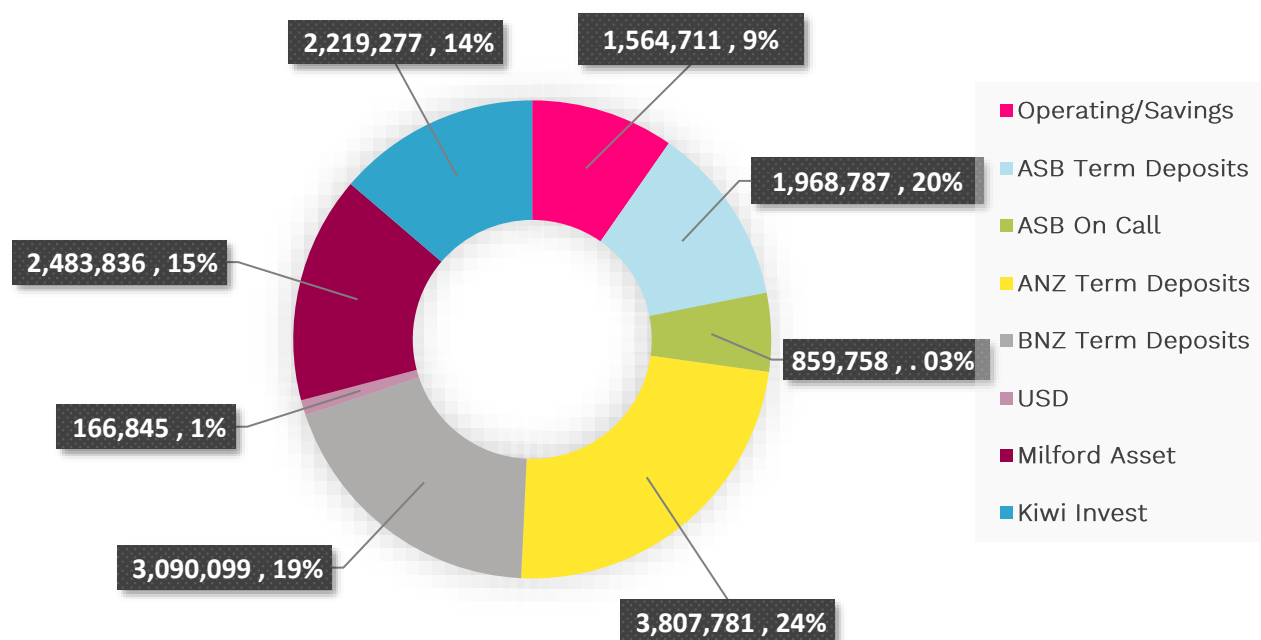
Te Puni Raupa/Organisation Performance

• Governance, risk and assurance
• Strategy, planning and performance
• Security, compliance (including legal) and Privacy
• HR and Finance, Technology Strategy, Internal IT and Internal Comms
• Business support, Shares services provision, Procurement.
• Overhead costs, rent, power, insurance etc
• Associated employment and operational costs to manage the preceding work

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Investments as of 30 June 2022

The chart below shows the percentage spread of funds invested **($16,161,093)** across all institutions as of 30 June 2022.

Group Investment Portfolio

2,219,277 , 14%

1,564,711 , 9%

1,968,787 , 20%

2,483,836 , 15%

859,758 , . 03%

166,845 , 1%

3,090,099 , 19%

3,807,781 , 24%

Legend:
- Operating/Savings
- ASB Term Deposits
- ASB On Call
- ANZ Term Deposits
- BNZ Term Deposits
- USD
- Milford Asset
- Kiwi Invest

Measurement and Recognition of Managed Funds

Under international financial reporting standards (IFRS), Financial instruments are measured and recognised under specific accounting standards.

Financial instruments comprise trade debtors and other receivables, cash and cash equivalents, **investments** and trade creditors and other payables.

Managed Funds are classified under the following category

*"Financial assets at fair value through surplus or deficit"*

At each reporting date (monthly), the market value of the managed funds as reported by the fund managers provides the fair value of the funds; an adjustment is then taken up to reflect the fair value through surplus or deficit to the profit and loss for the reporting period.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Cash in Excess of Reserves as of 30 June 2022

We report the Cash in Excess of Reserves position as of 30 June 2022 at **$3.2M** as provided below:

Total Cash & Current Assets	$18,201,774
less: Deferred Income	($11,171,421)
less: Reserves as per the policy	($2,956,011)
less: other Current Liabilities	($919,389)
Cash in Excess of Reserves	$3,154,952

Cash Reserves as at 30 June 2022
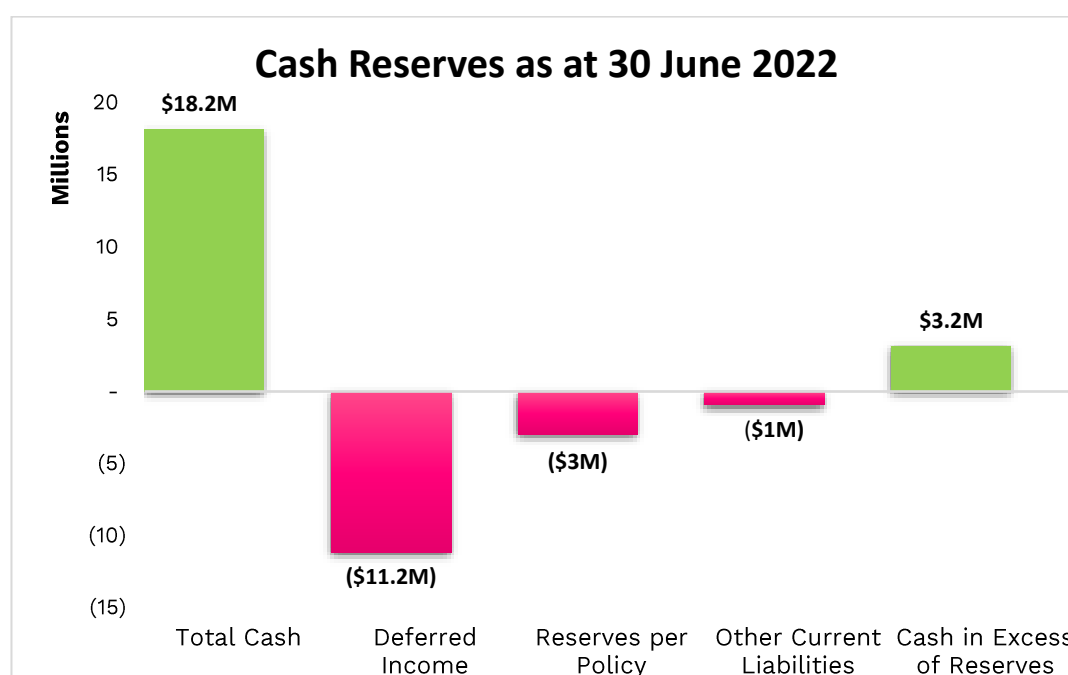
The close of the first quarter for the 2022-23 financial year sees **Net Equity at $10.4M** (reported as $9.6M in the final quarter of the previous year (2021-2022), and the **Net Equity minus Reserves** position at **$7.3M** ($6.4M in the previous years quarter).

This exceeds the measure currently required by the *Financial and Investment Strategy Policy*, which sets the Net Equity minus Reserves target at $5.5M.

Summary of Council Committee Activity

PURPOSE: To provide a staff summary of Council Committee activity since the last meeting of Council.

Summary

This report is a consolidation of the activities over the quarter

Audit and Risk Committee

The members of the Committee are Richard Hulse (Chair), Kate Pearce and Anthony Bow. Jay Daley

DNCL Board: Mel Hewitson and Anita Killeen

The Committee met on the 21 June 2022 the main topics covered:

- Year End Financials - Management
- Auditors report - Grant Thornton.
- INZ Financial Statements and Representation Letters - recommended to Council for approval and signing.
- DNCL Board Financial Statements and Representation - recommended for approval and signing (separate to this meeting)
- Health, Safety and Wellbeing update
- Review of Risk Tolerance criteria

Council approved the Financials via evote (23 June 2022).

.nz Policy Committee

The members of the committee are Kate Pearce (Chair) Jay Daley, Don Stokes and Jeff Montgomery.

The Committee met online on 26 July 2022 and the main topics discussed were:

- The plan in relation to the shift in focus to use the .nz Policy to achieve the commitments made to responding to online harm;
- The continuation of implementing the tranche 2 recommendations previously agreed to; and

- The Trusted Notifier Report prepared by Mark Boddington, which assesses the feasibility of a trust notifier regime

Te Komiti Whakauru Māori (TKWM)

The members from Council of this Komiti are Sarah Lee (Chair), Joy Liddicoat, Potaua Biasiny-Tule and Anthony Bow.

The main topics covered:

- Māori Design Group Update and TWKM response.
- Co-opting a Komiti member to TWKM the options and process. A paper to be presented at the August Council meeting.
- Discussion around appointment of a Māori Design Group member to be considered for appointment as an INZ independent appointed Councillor.
- Structural Racism Review Update
- Paper on InternetNZ work with Māori 2019-2022 to be shared with Māori Design Group.

Recommendation

THAT Council **receive** the update from Council Committees

COUNCIL MEETING - July 2022

Membership Report

PURPOSE: Progress and work for membership of InternetNZ
**DATE WRITTEN:** 29 July 2022

Executive Summary

In quarter two, we focus on the annual member renewals process, and planning and delivery of the elections and Annual General Meeting.

Current membership (at 31 July 2022)

	30 Jun 2021	30 Sept 2021	31 Dec 2021	31 Mar 2022	30 June 2022	31 July 2022
Fellows	27	29	29	29	29	**32**
Individual	328	323	330	348	289	**295**
Individual Plus	22	23	23	13	11	**11**
Small organisation	18	17	17	19	17	**19**
Large organisation	1	2	2	2	1	**2**
Total Membership	396	394	401	411	346	**359**

- We have received **13 new membership applications** since the last meeting.
- We have invited 3 members to become Fellows (previously individual members), bringing the total Fellows group to 32.
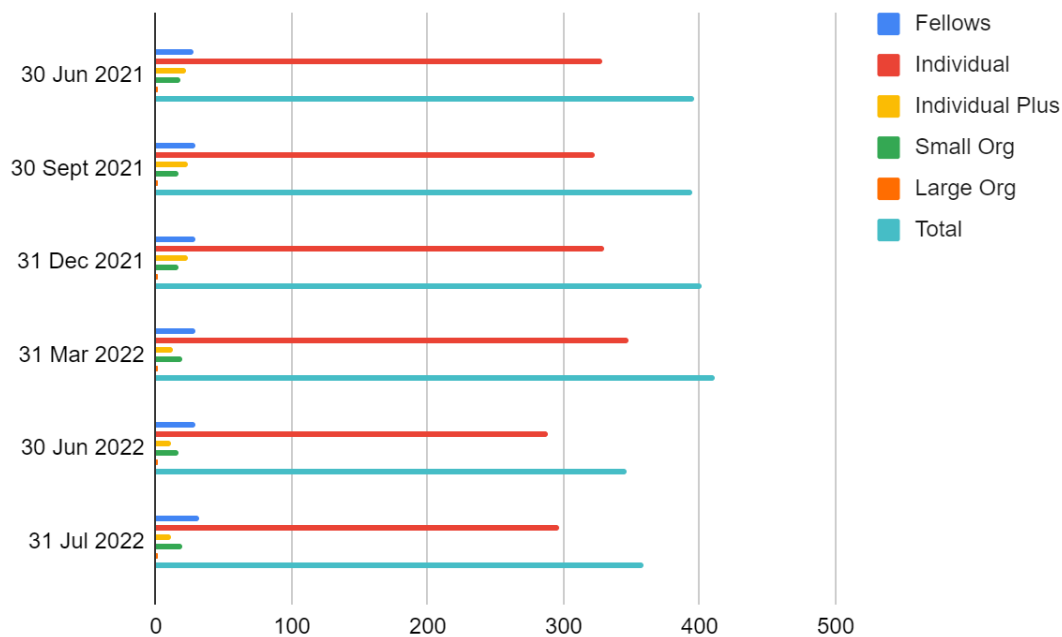
Items to Note

Activities to support membership engagement
Since the last report in May 2022 we have:

- Sent out **5 spot prizes** to members selected at random who completed our annual survey

- Ran a competition for members on members-announce, with the chance to win **1 of 3 Kawaiicon cookbooks**, a 2021 sponsorship

- For the elections, we held a Meet the Candidates online webinar, **17 members attended.** Post event survey results indicate that next year members would like this event to either be more interactive between the candidates or have the option for members to ask questions live.

- This election's voting return rate was 42.86%. 148 votes came in from 343 members eligible to vote; compared to 2021 which saw a return of 49.5% (181 votes from 366 members).

- The AGM was held 28 July 2022 via zoom, **37 members attended (7 staff also present).** Post event survey comments indicate that next year they would like the AGM to be in person or a hybrid event.

- Commenced work on:

  - revamp of **new member onboarding process** - we welcome council feedback on their expecations for this;

  - **auDA to host a joint webinar** together in September 2022;

- ○ planning **end of year in-person stakeholder events** in Tamaki/Auckland and Pōneke/Wellington.

Grace period

The Grace period ended 30 June 2022, 65 members did not renew. 7 reminder emails were sent over 3 months to members who needed to renew their membership. Those who have didn't renew **may** fall one of three categories:

1. Busy/life got in the way
2. Their contact details (email) we hold is not up to date
3. Actively chose not to renew their membership.

One of the next projects in the membership area is looking at new membership management system (MMS) options, which will commence with user requirements. We would like to include the ability to send optional reminders (for renewals etc) via text, amongst other needs.

Resignations

We received 3 membership resignations this quarter.

Recommendation

THAT the new members be noted.

Project Mimosa Status Update

PURPOSE: To provide Council with a progress update on Project Mimosa (Shared Registry System replacement project)

Summary

This paper is for the information of Council members.

Since the May update, the Go-Live date has been confirmed as Tuesday 1st November 2022..

Quality remains our priority - for our registrars, staff and confidence in the security and stability of the service - and we will continue to deliver to this primary objective.

The project is on track to be within our approved implementation budget

Status summary

Please see the appendix for an explanation of the project status indicators.

Indicator	Previous	Current	Commentary
Overall	Amber	Amber	Amber - retained against proposed November go-live due to continuing IT Operations resource risk and the level of work remaining in the IT Operations delivery workstream (Note. key person dependency mitigations are in place)
Time	Amber	Amber	Amber - retained against proposed November go-live, whilst there is time contingency built into the go-live date this will be at risk if significant resource absences occur.
Cost	Green	Green	Adequate budget with realistic contingency assessed for a November go-live provided there is not unplanned substantial requirement for rework / external intervention; budget issue would prevail if November is not met.
Scope/ Quality	Green	Green	On track
Benefits	Green	Green	On track

Customer (Registrars)	Green	Green	On track and expect the next milestones to be achieved Critical check-point milestones: ● 31 August - testing completion ● mid September - Registrar operation testing "pass' achieved (for Registrars representing 95% of domains under management
Issues/Risks	Amber	Amber	Key person risk and risk of operational resource conflicts will remain open through-out the remaining delivery period despite mitigations in place. Issues: - New issue asbestos found at the Avalon data centre and is slowing down site access to allow transfer of equipment to the new 'Abel Smith' Wellington site - no impact to schedule at this stage
Resource	Amber	Amber	Despite COVID entering the endemic phase we are still seeing it impact the availability of key operational resource staff at times over the project and it is likely that this will continue through-out the remaining delivery period.
Interdependent Projects	Green	Green	Centralized Logging - actions under way at an enterprise level through Security and IT Operations and included in the security work stream. Project is on track.

Appendix 1: Project Indicator Guidance (Traffic Lights)

Project Status Indicators, or 'traffic lights', provide a visual cue to summarise how the project is delivering.

Indicators at-a-glance

- **Green** - Successful delivery of the project to time, cost, quality, and scope is on track and there are no major issues at this stage.
- **Amber** - Successful delivery appears feasible, but issues exist that require management attention. These issues are resolvable if addressed promptly, and should not result in a cost or schedule overrun.
- **Red** - Successful delivery of the project appears to be unachievable. There are major issues on schedule, budget, quality, or benefits which at this stage seem unresolvable. The project may need to be re-baselined and/or its overall justification re-assessed.

How to determine your overall project delivery status?

	Red	Amber	Green
Time	Expected project delivery date is more than a month later than the date agreed OR date has changed by more than 1 month.	Expected project delivery date is up to 1 month later than the date agreed OR the agreed project delivery has changed, and is within 1 month of the previously agreed delivery date.	Project remains on the schedule agreed with the Project Sponsor (within 1 week tolerance), and no likely risks/concerns to indicate otherwise.
Cost	Project estimate exceeds (or are predicted to exceed) the current agreed estimate by 20% OR Project estimate has changed by over 20%	Project estimate exceeds (or are predicted to exceed) the current agreed estimate between 10% and 20% OR Project estimate has changed between 10% and 20%	Project costs are within the current cost estimate agreed with the Project Sponsor (within 10% tolerance).
Scope/ Quality	A significant adjustment to the project scope is required (addition or reduction) which should be agreed with the Project Sponsor and SLT.	A minor change to the project scope (addition or reduction) is required and should be agreed with the Project Sponsor and SLT.	Project scope remains as agreed and there are no likely risks/concerns to indicate otherwise.
Benefits	There are issues within the project that will affect Benefit Realisation Plan which may not be manageable or resolvable.	Risks to the Benefits Realisation Plan have been identified and are being actively managed.	Measurable benefits have been identified and the Benefits Owner has been identified. There are no risks to the Benefits Realisation Plan.
Resource	A resource issue has been identified and will impact the successful delivery of the project.	A resource risk has been identified but is manageable within existing project baseline (e.g. resource not secured but recruitment underway.)	Project is fully resourced and planned up to the next 12 weeks with all required capabilities secured.
Overall	**RED** if one or more of the indicators are **RED**.	**AMBER** if two or more of the indicators are **AMBER**, and none are RED.	**GREEN** if no more than one is AMBER and the rest of the indicators are **GREEN**.

.nz Policy Review Update

AUTHOR:	Purva Bhatnagar, Legal Counsel
PURPOSE:	See below
DATE WRITTEN:	2/08/2022

Purpose

This paper provides:

- A background of the .nz Policy Review;
- Details about the .nz Policy Review's shift in focus to respond to and manage online harm;
- The next steps

Background

In 2019 InternetNZ requested[1] the .nz Advisory Panel (the Panel) to review .nz policies to ensure that they were modern, robust , harmonised and world class in line with other well-regarded domain name spaces around the world.

In 2020 the Panel, representing New Zealanders, made recommendations on what changes InternetNZ should make to the .nz policies.

At its December 2020 meeting (link to the council paper) Council agreed to deal with theses recommendations in three tranches:

Tranche 1

The .nz Rules were drafted to include the Tranche 1 Recommendations and in February 2021 InternetNZ sought feedback from various stakeholders on the draft .nz Rules.

Thereafter some minor amendments were made to the .nz Rules and in November 2021 Council approved the .nz rules (dated 27 October 2021). These rules have now

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[1] The Initial Briefing (Part 1) and Initial Briefing (Part 2)

been [published] and are due to come into effect on 1 November 2022 when the new registry system is in place.

Tranche 2

Earlier this year the Tranche 2 recommendations were reviewed in terms of desirability and feasibility and we had identified which Tranche 2 recommendations we would proceed with and implement.

These recommendations were prioritised in 3 groups based on the significance/impact of the recommendations and/or the resources available[2]. Since then work has begun on implementing some of the Tranche 2 Priority 1 recommendations.

Shift in Focus: Online Harm

The [2022/2023 work plan] identifies areas of work to focus on to achieve InternetNZ's strategy. This includes using the .nz policy process to consider how to respond to the concerns on online harm and manage online harm.

In late April 2022, at the .nz Policy Committee meeting it was agreed that there would need to be a shift in focus to use the .nz Policy to achieve the commitments made to responding to online harm.

Over the next few months work was carried out to detail what a shift in focus would look like. After some discussions and brainstorming sessions we concluded that more foundational work needed to be done.

The foundational work will form the first stage of the plan and will include:

- Defining what areas/types of online harm the .nz policy can manage
- Looking at what roles do other ccTLDs currently play in their various jurisdictions in respect of managing/responding online harm
- Understanding the roles that InternetNZ and the DNC currently play and should play in managing/responding to online harm and where the .nz policy fits in
- Understanding what barriers we may face in using the .nz policy to respond/manage online harm

We plan to continue working on the Tranche 2 recommendations agreed to in February 2022 and also explore additional Tranche 3 recommendations that may contribute to the new focus.

Next steps in light of the new focus

The next steps include:

- Carrying out the first stage of the plan in response to the shift in focus;
- Continuing work on Tranche 2 Recommendations (prioritising some recommendations that respond to the new focus and previously identified as lower priority); and

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[2] Details of this can be found in the [February 2022 Council Meeting Pack] (page 97 onwards)

- Review the feasibility and desirability of any Tranche 3 recommendations that may contribute to the new focus.

Recommendations

- THAT Council **receive** this update as to how the organisation plans to proceed with the .nz policy review in light of the new focus.