

A full-page background image showing two hikers from behind, walking on a dirt trail through a grassy field. In the distance, there is a large, calm lake or reservoir, and behind it, a range of steep, rugged mountains under a clear blue sky. The hikers are wearing backpacks and outdoor gear.

InternetNZ Council December 2022

AGENDA

Council Meeting: Friday 2 December 2022
Wellington Office: Level 13, 18 Willis Street, Wellington

9:00am Meeting start
 11:20am Morning tea
 1:15pm Meeting Lunch
 2:45pm Close of Meeting

Section 1 – Meeting Preliminaries

8:45am	0.0	Arrival and coffee
9:00am	1.1	Council only (in committee)
9:20am	1.2	Council and Tumu Whakarae (CE) alone time (in committee) <ul style="list-style-type: none"> • 100 day plan/ KPI's • Systemic Racism Review Report • Focus on Co-design Resource document
9:45 am	-	Short Break
10:00am	1.3	Karakia, apologies, intros, interests register
	1.4	Agenda review

Section 2 – Strategic Priorities

10.10 am	2.1	Rei Kura: Te Tiriti o Waitangi centric organisation: <ul style="list-style-type: none"> • Review of media and communications around release of independent review. • Discussion on Co-design process with MDG to take forward to MDG meeting 8th Dec • Immediate actions to be taken based on Review recommendations
11:00 am	-	Morning Tea
11:30am	2.2	Te Tiriti centric organisation paper

Section 3 – Matters for Decision

12:15pm	3.1	Revised Terms of Reference for Māori Design Group
12:35pm	3.2	Mid year financial update to Q2 2022/23
12:50pm	3.3	Review of Council honoraria
1:20pm	3.4	Reappointment of the DNCL Independent Directors
1.30pm	-	Lunch

Section 4 – Matters for Discussion

2:00pm	4.1	President's Report - Verbal Update
2:10pm	4.2	Registry Replacement Project - Post Go Live Update

Section 5 – Consent Agenda

2:25pm	5.1	Health, Safety and Wellbeing Update as at November 2022 - Verbal
	5.2	Confirm Minutes – October 2022
	5.3	Actions Register
	5.4	E-vote Ratification - None
	5.5	Operational Reports: <ul style="list-style-type: none">• 5.5.1 Committees Update - (Verbal)
	5.6	Meeting Schedule - INZ Group Governance

Section 6 – Other Matters

2:30pm	6.1	CONTINGENCY (for any overflow)
	6.2	Matters for communication – key messages
	6.3	General business
	6.4	Meeting review
3:00pm	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: 12 August 2022

- 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
- Member of the New Zealand Blood and Organ Service Board

Name: Whetu Fala

Position: Appointed Councillor, InternetNZ

Term: Appointed 2022 – 2024

Declaration Date: 12 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
- Company Director, Fala Media Taki Rua Film'
- Shareholder Parininihi ki Waitotara Inc
- Morikau Nui Inc
- Atihau, Whanganui
- Wharanga Hakopa Kiwa Whanau Trust

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: 6 August 2022

- Co-Lead, Inclusive Aotearoa Collective Tāhono
- Contractor to Shama, Ethnic Women's Trust
- Co-Chair, Christchurch Call Advisory Network
- Trustee, Trust Waikato (Waikato Community Trust)
- Vice Chair, Independent Advisory Committee of the Global Internet Forum to Counter Terrorism

The register was last updated in August 2022.

COUNCIL MEETING - 2 December 2022

Becoming a Te Tiriti o Waitangi centric Organisation

AUTHOR: Raniera Albert, Tumuaki Māori and Laughton Matthews,
Senior Advisor, Māori

PURPOSE: A briefing and update of InternetNZ | Ipurangi Aotearoa's
strategic commitment and Rei Kura: To be a Te Tiriti o Waitangi
centric org.

DATE WRITTEN: 21 November 2022

Background

Upholding and fulfilling Te Tiriti o Waitangi in new and existing spaces across Aotearoa is a growing dynamic and conversation that InternetNZ | Ipurangi Aotearoa is now a part of.

InternetNZ | Ipurangi Aotearoa has a 25 year history as part of the community sector in Aotearoa. We recognise our unique position and responsibility of running the .nz domain name system on behalf of everyone in Aotearoa and in creating an internet that benefits all the people of Aotearoa. We recognise and acknowledge Māori as Tangata Whenua (indigenous peoples) of Aotearoa and have committed to becoming a Te Tiriti o Waitangi centric organisation in order to recognise Māori as partners to te Tiriti o Waitangi.

In October 2021, InternetNZ | Ipurangi Aotearoa Council took advice from Kawea Consultants LTD on how to form a strategy that placed a priority on outcomes for Maori. This advice led to the approach that InternetNZ | become a Te Tiriti o Waitangi centric organisation. Council discussed this approach in March 2022. The Māori Design Group approved and supported this direction and of this strategic commitment (February 2022) but also made their concerns clear regarding previous aspirations of using the term “kaitiakitanga”.

InternetNZ | Ipurangi Aotearoa published the organisational strategy in May 2022 that included the Rei kura: a Te Tiriti o Waitangi centric organisation.

Te Tiriti o Waitangi

The Treaty of Waitangi is an agreement signed in 1840 (named after the area it was first signed) by representatives of the British Crown and by representatives of Māori tribal groups.

Te Tiriti o Waitangi has two texts: one in te reo Māori and one in English (The Treaty of Waitangi). The English and Māori versions of the Treaty are not the same. The words used in each version have different meanings. In the English version of the Treaty, Māori give the British Crown ‘absolutely and without reservation all the rights and powers of sovereignty’ over their lands, but are guaranteed ‘undisturbed possession’ of their lands, forests, fisheries, and other properties. In the Māori version of the Treaty, Māori give the Crown ‘kawanatanga katoa’ – complete governorship. And they are guaranteed tino rangatiratanga (self-determination or self-governance) – the unqualified exercise of chieftainship over their lands, dwelling places, and all other possessions.

Since 1840, governments have not always upheld the promise and guarantee of protection for Māori. Their unjust actions have created grievances deepening the inequities of Māori. Recent governments have recognised this and established processes to address grievances and restore good relationships.

InternetNZ | Ipurangi Aotearoa and Te Tiriti o Waitangi

InternetNZ | Ipurangi Aotearoa was set up as The Internet Society of New Zealand in 1995, partly to fill a gap created when the University of Waikato wanted to stop managing the .nz system. The initial group reflected the then-current makeup of the technical community, and so was not representative of Aotearoa society more broadly. This has become more of a visible gap as the Internet has grown to include more people and areas of life for everyone in Aotearoa.

After a series of events from May - August 2021, including a failure to adequately respond to threats of white supremacist extremist violence towards Māori, and where two Māori wahine Councillors resigned, InternetNZ | Ipurangi Aotearoa's reputation with the *Māori Internet community* has not been good. InternetNZ | Ipurangi Aotearoa recognised its knowledge gaps and immediately began its journey to develop as an organisation and to become a Tangata Tiriti partner organisation and leader.

InternetNZ | Ipurangi Aotearoa has completed the following work as part of its journey of understanding:

- Developed He Pouwhenua, He Pou Tangata - Te Rautaki Māori (The Māori strategy) for InternetNZ | Ipurangi Aotearoa, July 2021.
- Established the Māori Design Group (MDG) for InternetNZ | Ipurangi Aotearoa and Council, August 2021.
- Completed Te Tiriti o Waitangi Workshop by staff (led by CORE Education), August 2021.
- Completed Te Tiriti o Waitangi Workshop by Council (lead by Kawea Consultants), October 2021.
- Established Te Puni Māori (formerly known as Te Aka Matua - Māori Sector Partnerships team), November 2021.
- Seconded Senior Advisor, Māori Outcomes to the Policy team, November 2021.
- Initiated daily organisation-wide karakia, January 2022.
- Published Organisational Strategy - Niho Taniwha, for InternetNZ | Ipurangi Aotearoa, May 2022.
- Celebrated Matariki in InternetNZ | Ipurangi Aotearoa, June 2022.
- Developed Pōhiri and Whakatau definition guide for InternetNZ | Ipurangi Aotearoa, August 2022
- Developed Tikanga Best Practice for InternetNZ | Ipurangi Aotearoa, August 2022.
- Developed Cultural Capability plan for Council InternetNZ | Ipurangi Aotearoa, September 2022
- Developed Cultural Capability plan for InternetNZ staff | Ipurangi Aotearoa, September 2022.
- Celebrated Māori Language Week 2022 in InternetNZ | Ipurangi Aotearoa, September 2022.
- Launched Te Ao Māori hub on Mārama Intranet for InternetNZ | Ipurangi Aotearoa, September 2022.
- Developed individual team plans (to become a Te Tiriti o Waitangi centric organisation) for InternetNZ | Ipurangi Aotearoa, September 2022.
- Te Tiriti o Waitangi Workshop for Council (lead by Dr Kathie Irwin and Associates), October 2021.
- Completed Systemic Racism Review for InternetNZ | Ipurangi Aotearoa Council, and InternetNZ | Ipurangi Aotearoa Council (Reviewer Dr. Hana O'Regan), October 2022.

There is more for InternetNZ | Ipurangi Aotearoa to learn and develop. This will be essential to forming an effective and meaningful partnership with Māori and should be centred in all its work if InternetNZ | Ipurangi Aotearoa is to achieve its commitment of becoming a Te Tiriti o Waitangi centric organisation.

Centering Te Tiriti o Waitangi

To understand Te Tiriti o Waitangi is to understand its three principles which capture each of the three articles. The principles are known as the three P's. The

principle of partnership, the principle of protection and the principle of participation.

To centre these principles is to effect their outcomes for Māori and crucial to this success is effecting equitable outcomes for Māori.

Since Te Tiriti o Waitangi was signed Māori have not benefited from the partnership in all the ways they were expected to. In fact they have suffered more than they have gained inextricably so.

Durie (1989) stated in his research on the Treaty of Waitangi and firmly believed that there are “two points: that on every measure of well-being, there are severe disparities between Māori and non-Māori; and that an objective of the Treaty, to provide for British government and settlement without disadvantage to Māori people, has not been achieved.”

Therefore the Māori equitable outcomes to consider are of a variety and multitude.

Te Puni Māori's understanding of being 'Te Tiriti o Waitangi centric is that this commitment aligns to Human centred design (HCD) to which Kaupapa Māori design is also aligned. HCD places the people you're trying to serve and other important stakeholders at the centre of the design, innovation and process. Kaupapa Māori is a Māori version and approach to HCD that places Māori at the centre, following a 'by Māori, for Māori, with Māori' framework. Therefore to place Te Tiriti o Waitangi at the centre of our mahi and who we are as an organisation, centres the constitutional and foundational partnership of Aotearoa, placing that partnership's needs and promises at the heart of what we do.

We could use an example to demonstrate what we mean.

In 2000's when InternetNZ was thinking about macrons, it wasn't done from a treaty perspective, or an interest in including Māori but from a moral obligation - people then were doing something they thought was right but not from a Te tiriti place - now we would be designing an approach to macrons with the needs of Māori and treatment of Te Ao Māori taonga at the centre of the work, in addition Māori themselves would advise and participate in the plan and decision.

To be Te Tiriti centric does not exclude equitable outcomes for all people in New Zealand. Māori equitable outcomes would be applied and shared for the betterment of the entire community of Aotearoa.

Becoming a Te Tiriti o Waitangi centric organisation

To become a Te Tiriti o Waitangi centric organisation is a significant move as a Country Code Top-Level Domain (ccTLD) because InternetNZ | Ipurangi Aotearoa would be the first ccTLD in the world to recognise and embed a foundational constitutional document signed by its nation's indigenous peoples into its core work.

‘Te Tiriti o Waitangi honouring’ and ‘Te Tiriti o Waitangi anchored’ are descriptions that various organisations in Aotearoa and the crown have chosen to highlight their commitment to upholding Te Tiriti o Waitangi. Organisations often set goals and or set a space to dedicate their attention and efforts to support Te Tiriti o Waitangi and or be guided by its principles. Commitments including ‘honouring’ and ‘anchored’, although inspirational, are often isolated within the organisation, such as a project; Te Tiriti principles can be optional to follow and the interpretations unclear; and/or the Māori outcomes staff are siloed (do not work across the organisation). This creates little impact and produces minimal outputs, demonstrating respect and ‘honour’ for Te Tiriti but not meaningful partnership.

Various Crown agencies, ministries and departments are Te Tiriti honouring yet they are widely criticised for failing Māori (their Treaty partner). This failure among other oppressing factors has caused organic creations of Māori constitutionalism such as the Iwi Leaders Forum, Iwi led Covid-responses, rāhui and Matike Mai Aotearoa among other initiatives alongside iwi to lead, progress and enact Te Tiriti o Waitangi. This would indicate that the Crown’s ‘honouring of Te Tiriti’ is a model that is unsuccessful for Māori.

This commitment to being Te Tiriti centric is not only stronger than the current and existing commitments made by Non-Māori in Aotearoa to Te Tiriti o Waitangi it has the potential to be more reciprocal and authentic, as we seek to be achieving Māori equitable outcomes - equitable outcomes for Māori, determined by Māori themselves through our relationships and partnerships.

The Independent Review of Systemic Racism in InternetNZ | Ipurangi Aotearoa (Dr. Hana O’Regan 2022) summarised respondents’ insights into how to end systemic racism in InternetNZ | Ipurangi Aotearoa.

These 6 areas stated as organisational commitments become part of the work toward being Te Tiriti centric:

- Developing an inclusive culture based in strong transparency and accountability processes that reflects the organisational values
- There is ongoing investment in te ao Māori cultural capability development
- A strategy for more staff, councillor and member diversity is in place that includes power sharing mechanisms
- Membership rules, communications and powers align with a Te Tiriti centric organisation
- The governance structure reflects the importance of strong Māori representation at Council
- In recognising InternetNZ | Ipurangi Aotearoa’s role and responsibility we will work in partnership with Māori internally and externally to reduce harm to Māori in the Internet space, and achieve an Internet that benefits all. This work will include mobilising and influencing other agencies’, resources and regulations.

The approach for InternetNZ | Ipurangi Aotearoa in becoming Te Tiriti o Waitangi centric will draw from human centered design and Kaupapa Māori design practices.

It will develop staff cultural capability and strengthen staff cultural competency to create a safe and inclusive workplace and grow the organisation's culture. This commitment enables Māori participation at all levels in decision-making and access to resources toward an Internet that benefits Maori.

It will involve everyone understanding and participating in the work of Aotearoatanga - the work of building our nation here in Aotearoa seated in te Tiriti o Waitangi whilst at the same time progressing our vision for an Internet that benefits everyone and a .nz for all Aotearoa.

Recommendation

That Council receive the briefing above.

Māori Design Group

TERMS OF REFERENCE:	Māori Design Group
VERSION:	2.0 [2022/23 Revised Terms of Reference]
DATE IN FORCE:	December 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 guardians 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.

Whaingā: 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 guardian 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 guardians 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 Tumu Whakarae | 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 .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:

- Provides recommendations to the Council based on mātauranga Māori and its application to our work;
- Identifying co-design opportunities to integrate Māori perspectives and practices into our work (events, policy development, products, technology, community engagement, communications, increasing internal capability etc);
- To build rights and awareness of what we can offer Māori stakeholders and Māori communities;
- Help increase InternetNZ's understanding of the diverse needs and aspirations of the Māori communities, 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, Tumu Whakarae | 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 online and in person hui 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 and action points to be taken by InternetNZ staff in attendance at the hui.

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

Mid year Financial Update

AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager Organisational Performance

PURPOSE: To set out our YTD financial performance and seek Council approval of the revised year end deficit .

Introduction

This paper will provide an update on the financial results for 30th September 2022 for the first 6 month and reflect on the performance against our Budget YTD and the challenges with our investment returns to date.

We also want to take the opportunity to get Council feedback on the target for the second half of the year based on the investment returns volatility.

The operational performance for the first half of the year shows strong expenditure management and positive revenue growth, which build operation confidence .

Half year Results

The first half of the financial year we have managed expenditure within our fiscal targets. Our net operating profit is \$387k ahead of budget YTD.

Financial Statement to 30th September 2022			
			000's
	Actual	Budget	Variance
Revenue	\$6,824	\$6,773	\$51
Cost of Sales	\$1,412	\$1,522	-\$110
Gross Profit	\$5,412	\$5,251	\$161
Operational Costs	\$4,462	\$4,688	-\$226
Net Operating Profit	\$950	\$563	\$387
Interest Income	\$47	\$27	\$20
Managed funds	-\$326	\$154	-\$480
Net Profit	\$671	\$744	-\$73

Positive areas are listed below

- Our budget assumed that .nz domain name registrations were projected to grow by 2% over the 12 months .To date our registrations have grown to 750,000 (737,000 starting baseline budget) with additional revenue \$40k YTD.
- Internet Registry System (IRS) - while the planned go live date for the project moved from August 1st to November 1st the team have been able to manage the project with the business case/capex funding allocated in the budget.
- Internet Registry System (IRS) costs in the financial statement also moved out by three months and therefore we have savings of \$90k YTD (two months savings to the end of September).
- Staffing costs - with some delays in recruitment and other staff turnover there was savings in salaries, recruitment and training in the first half of the year was \$125k .
- There are additional savings in operating costs of up to \$55k.

The area of most concern is our investments with

- The largest variance was within our managed funds investments with losses YTD of \$317k ,a \$480k negative variance to budget

Please also see further details in the Q2 Financial report in consent agenda

So what will H2 look like ?

The second half will remain challenging for investments with no clear ability to assess when investment returns will improve.

We have also reviewed our work plan for this period and believe we can set our target to retain a net operating position at a loss of just over \$400k which is \$300k higher than our budget. If we assume Nil return in H2 on the investments our overall position will be a loss of over \$600k, approx 300k deficit from the original plan.

Financial Forecast to 31st March 2022			
			000's
	Forecast	Budget	Variance
Revenue	\$13,768	\$13,661	\$107
Cost of Sales	\$3,288	\$3,469	-\$181
Gross Profit	\$10,480	\$10,192	\$288
Operational Costs	\$10,918	\$10,938	-\$20
Net Operating Profit	-\$438	-\$746	\$308
Interest Income	\$125	\$86	\$39
Managed funds	-\$326	\$310	-\$636
Net Profit	-\$639	-\$350	-\$289

This will allow us to continue with our work and invest in areas such as

- Funding - Grants and Partnerships
- Working towards Te Tiriti o Waitangi centric organisation by supporting work in developing relationships and working in partnership with Māori.
- Restarting some international governance work.
- Ensuring our new IRS system is bedded in over the next 6 months.
- .nz for Aotearoa strategic activities
- Ensuring we have a risk and compliance framework in place to protect our assets - BCP, Security, Service performance reporting.

Recommendations

That Council approval of the revised year end deficit of \$639k which is \$289k more than originally approved

COUNCIL MEETING - December 2022

Council Honoraria review

AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager
Organisational Performance

PURPOSE: Represent paper from August meeting with additional
considerations

DATE WRITTEN: 21/11/22

Purpose

That Council accepts the levels and timing of the recommended rates honoraria.

Background

In August we presented a paper for considerations on new levels of honoraria for Council as it has been four years since the last review. The paper was based on benchmarking against the Crown entity fee framework and Institute of Directors

Some concerns were raised on the level of increase and how this compared to staff increases over the same time period. A review has since been conducted and the key areas to note are

- Proposed Council honoraria increase 8.5% - last increase 4 years.
- Staff increases- cumulative average over 4 years have been 16%
 - 2022 7.2% average.
 - 2021 2.9% average
 - 2020 2.4% average
 - 2019 2.7% average

Therefore suggest the recommendations from the August paper are re tabled.

Recommendation based on the Crown Entity Fee Framework (pre October 6th 2022 changes to the framework)

As previously tabled 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.

The 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 Councilors:	\$19,250 per annum
For Council Committee Chairs:	\$21,175 per annum

DNCL - have included in the re appointment paper

Please note that the changes to the framework on October 6th had the following effect

<https://dpmc.govt.nz/publications/co-22-2-revised-fees-framework-members-appointed-bodies-which-crown-has-interest>

For the President:	\$42,386 per annum
For the Vice-President:	\$26,468 per annum
For Councillors:	\$21,175 per annum
For Council Committee Chairs:	\$23,292 per annum

On average 19.4% increase on our current rates

Recommendation

THAT Council accepts the Honoraria levels as recommended in this paper based on the pre October 6th update to the Crown Entity Fee Framework..

THAT Council adjusts the Honoraria in accordance with the rates recommended in this paper, with the new rates taking effect next financial year - April 1

THAT the review period is adjusted to every three years in line with the Crown Entity Fee Framework.

Reappointment of the DNCL Independent Directors

AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager
Organisational Performance

PURPOSE: Reappointment of the DNCL Independent Directors

DATE WRITTEN: 21/11/2022

Purpose

This paper proposes that Council re-appoint the two current Independent directors of the Domain Name Commission Board for a further 3 years.

The current directors have been excellent, both making substantial contributions, bringing skills and perspectives to the board since their appointment. It is also important to consider continuity for the Domain Name Commission Board with recent changes of both the Chair and Commissioner.

The DNCL board make up is as follows

- Chair - CE InternetNZ
- 2 Independent appointed Directors

Recommendation

That Council approve that Anita Killeen and Mel Hewitson be re-appointed as independent directors to the DNCL Board for a further 3 years from 1 February 2023.

That Council agree the directors fees will increase to \$21,175 per annum from 1 April 2023.

Registry Replacement Project: Post Go Live Update

AUTHOR: Tim Johnson, Tumuwhanake | GM Customer & Product

PURPOSE: To inform Council of the post go-live status of the registry replacement project.

Current Status

It has been a little more than 3 weeks since we successfully transitioned the .nz registry from our old Shared Registry System (“SRS”) platform to the new InternetNZ Registry System (“IRS”) platform. The new IRS platform provides all the base functionality and requirements of the previous SRS platform. We now have this new foundational technology that lays the groundwork for InternetNZ to be future-ready and rapidly adopt new features and functionality to drive specific business outcomes.

Currently we are in a 3 month bedding-down period as staff and registrars implement and refine new processes, perform operational tuning and fix any issues. This is a very important window - not only for the bedding-down period, but for staff to be given the space to take a breath and recover. While there is a strong sense of relief amongst staff, there is also a great deal of justified pride in what has been accomplished.

Issues Encountered

Recognition must also be given to our Registrars. There was a varying degree of work required from Registrars to be ready for the IRS platform. This has fatigued some of them. So, certain Registrars may also be in a state of needing to take a breath, particularly our local ones where the transition to IRS was a more substantial shift. This shift to IRS, which is also a shift to align more to international standards and practices, has created low-mid level teething issues for some. It is expected that these teething issues are temporary. There is an opportunity for clear communication from InternetNZ to help resolve certain

issues, as well as some tweaks to systems and processes. These are actively being assessed.

Risks

Many risks have been closed as of the 1st of November, specifically the delivery risks. Ongoing and residual operational risks that have been previously identified remain, but have not substantially changed. Our risk mitigation focus is weighted towards addressing the backlog.

Backlog

It should be clearly understood that there is more work to be done. In order to meet the go-live deadline, certain tasks and activities were relegated to post go-live, adding to the already planned post go-live work. Our backlog covers a number of areas from core infrastructure replacement, systems integrations, enhanced reporting, collaborations with CIRA and a number of backlog items that look to leverage the enhanced features and functionality of the IRS platform.

The core infrastructure is one of the highest priorities. We have replaced the registry system infrastructure and now we need to look at replacing the DNS and signing infrastructure which is approaching end of life. Systems integration backlog items include improving the quality of information displayed on the InternetNZ and DNC websites and improving automated support of our billing.

Enhanced reporting backlog items include improved drop-catching reporting and monitoring to increase the visibility of the secondary market in domain names and reporting on the usage of the privacy option by organisations and individuals to aid compliance monitoring.

InternetNZ & Canadian Internet Registration Authority (CIRA) Future

Potential future collaboration initiatives have been identified and these will be discussed further in regular cadence sessions that are currently being setup with CIRA. Planning is underway for the .nz Operations Manager and Tumuwhanake to visit CIRA in February 2023. Key focus for this CIRA invite for a face-to-face visit is to (a) help facilitate and expedite post go-live tasks and transition to a BaU relationship, (b) further develop plans of resource sharing for operational and cost efficiency, and (c) recognise and pay respect to CIRA's exceptional support throughout the project.

Lastly, CIRA's Fury software comes with a number of enhanced features that could be leveraged in a number of areas including abuse detection management and mitigation, promotional pricing and management of moderated domains through a workflow approval via the portal. We will use our face time in Ottawa to understand these opportunities in greater detail.

Recommendation

THAT Council receive the update on the Registry Replacement Project.

MINUTES

COUNCIL MEETING

Status:

Draft to be Ratified

Date

Friday 28 October 2022

Present:

Council: Joy Liddicoat (President), Brenda Wallace (Vice President), Whetu Fala, Don Stokes, Kate Pearce, Jeff Montgomery, Potaua Biasiny-Tule and Anthony Bow

In attendance:

Staff: Vivien Maidaborn (Tumu Whakarae) and Raniera Albert (Tumuaki Māori) Diane Robinson (Council Secretary for sections 2.1 and 2.3), Tim Johnson for section 2.1.

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

Apologies received from Cr Roy, Cr Rahman and Cr Hulse.

Raniera opened the meeting with Karakia.

1.4 Agenda Review

Section 2 - Strategic Priorities

2.1 .nz Registry Replacement

Tim Johnson, Tumuwhanake | General Manager Customer and Product talked to the paper, there were four purposes for the paper as outlined:

1. To provide Council with an overview of the preparations for the launch of the new IRS registry platform on the 1st of November 2022.
2. To highlight the particular risks at this stage of the Mimosa project; how these have been mitigated inside the project, and how any residual risk is being managed.
3. To summarise the next immediate steps post-launch of the IRS platform.

4. To provide a high level summary of the expected outcomes and benefits of the new IRS platform, and the timeframes upon which Council may expect these to be realised.'

There were a number of questions from Council to Tim that he responded to that provided a high level of confidence to Council.

Tim advised the Council of the following:

- The .nz Registry Replacement Project team (Mimosa) have completed four dry runs further tested with micro runs. These have been very successful, identifying issues and resolving.
- Risks identified in the paper were discussed by Council and there were questions about the mitigations. Council felt very comfortable with the level of detail provided to them.
- The President on behalf of Council thanked Tim and the Mimosa Project Team for the exceptional work that has been carried out over the past three years to deliver a new .nz Registry System.

RN44/22 That Council recognises the effort of the Mimosa project team over the last three years in advancing the Registry replacement to this point.

(Vice President/Cr Stokes)

CARRIED U

2.2 Systemic Racism Review Update

This conversation was held in Committee, due to the report not being formally published at this time and only shared with the Council, Tumu Whakarae and Tumuaki Māori.

RN45/22 That the update on the Systemic Racism Review be received

All Council

CARRIED U

2.3 Te Ao Māori Update

Raniera provided an update:

- The Māori Design Group met in August 2022 and discussed the organisational strategy, their Terms of Reference and their role and forward plan around the strategy.
- The Council agreed to have a deep dive on the Māori strategy at the December Council Meeting on 2 December 2022.

RN46/22 That the update on the Te Ao Māori Update be received.

All Council
CARRIED U

Section 3 – Matters for Decision

3.1 Mid year financial update to Q2 2022/23

Due to time constraints the financial update has been deferred to the December Council meeting.

All Council
CARRIED U

3.2 Review of Council honoraria

The Council agreed to also defer the discussion on the Council honoraria to the December Council Meeting.

3.3 Council Committee Appointment

Council reviewed the Terms of Reference and it was requested that for the TORs that the following paragraph be removed *[4C Decisions are made by consensus (i.e. members are satisfied with the decision even though it may not be their first choice). If not possible, the decision will be made by the members voting and if the votes are equally divided, the Chair will have the deciding vote]*.

This was replaced with 4c Where no consensus can be reached in the Committee the matter will be brought to the Council.

RN50/2022 That the Council

Approve the separation of the Audit and Risk Committee into the:

- Audit, Finance and Investment Committee, and
- Risk and Compliance Committee.

RN51/2022 That Council confirms that it will conduct some of its work through these six committees: Audit, Finance and Investment, Risk and Compliance, CE Review, Komiti Whakauru Māori, nz Policy and Governance.

RN52/2022 That the makeup of the committees are confirmed as per this paper.

RN53/2022 That the Terms of Reference for each of the committees are adopted.

(President/Vice President)

CARRIED U

AP20/22 Terms of References to be amended 4c. The final versions to be uploaded to the website.

3.4 Bank Signature Update

RN54/2022 That Council

- Approve the to the following updates to the authorised signatures:
 - Removal of Andrew Cushen and Dave Baker as signatures
 - Addition of Vivien Maidaborn and Tim Johnson (staff) as signatures
 - Addition of Anjum Rahman (Councillor) as signatory.

(President/Vice President)

CARRIED U

Section 4 – Matters for Discussion

4.1 President's Report

RN55/22 That the President's report be **received**.

4.2 InternetNZ Quarterly Report - 1 July to 30 September 2022

RN56/22 That Council **receives** the Quarterly Report for Q2 2022/23.

(President/Vice President)

CARRIED U

Section 5 - Consent Agenda

5.1 Returning Officer

5.2 Health, Safety and Wellbeing Update August 2022

5.3 Minutes of the Meeting of August 2022

5.4 Actions Register

5.5 E-votes Ratification

5.6 Quarterly and Operational Reports for 1 July to 30 September 2022

5.6.1 DNCL Quarterly Report

5.6.2 Group Financial Report

5.6.3 Committees Update

5.6.4 Membership Update

RN57/22

Block Consent - Section 5 (President/Vice President)

CARRIED U

Section 6 - Other Matters

6.1 CONTINGENCY

6.2 Matters for communication – key messages

6.2.1 Communications in general

6.2.2 Upcoming events

6.3 General business

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 2 December 2022.

The meeting closed with a karakia.

Council Actions Register 2022

As at December 2022		
Action	Owner	Status
.nz Strategy Day to be built into the Council Work Plan as an annual event.	Tim Johnson	
International Strategy paper to be further developed and brought back to Council February 2023	Vanisa Dhiru	February 2023
Review of Honoraria to be updated and brought back to the October Council meeting.	Catherine Fenwick	Completed Deferred for December Mtg.
Policy on staff bank signatories to be written.	Catherine Fenwick	

Council and Committee Schedule

MONTH	Main Meeting Dates
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NAME	Jan	Feb	Mar	Apr	May	June	July	Aug	Sept	Oct	Nov	Dec
Council		10th	31st		12th		AGM 27th	11th		13th		1st
.nz Policy	25th			5th					13th		29th	
TKWM	26/27	22nd		20th		21st		24th		19th		6th
MDG		15th		12th		14th		16th			15th	
AFI 1-2:30pm			22nd			23rd			20th		22nd	
Risk & Committee 1-2:30pm			29th			23rd			27th			4th
GOV 1-2:30pm		8th			8th			28th				13th
CE Review				TBC						TBC		
DNCL		23th	Strategy Day?	27th		8th	AGM 27th		19th			7th