

COUNCIL MEETING - 12 May 2023

# MINUTES

# COUNCIL MEETING

**Status:**

Draft

**Date**

Friday 12 May 2023

**Present:**

Joy Liddicoat (President), Brenda Wallace (Vice President), Don Stokes, Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Jeff Montgomery Whetu Fala, Anjum Rahman and Alpana Roy

**In attendance:**

*InternetNZ:* Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Tim Johnson, Whitiaua Ropitini, Jodi Anderson, Kris Dempster-Rivett, Megan Baker and Diane Robinson.

**Member:** Carlos Cordero

**Meeting opened:** 9:35am

## **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**

Cr Fala opened the meeting with Karakia. No apologies were received.

The President advised that she had invited Cr Biasiny-Tule to co-chair today's Council meeting. The President acknowledged the service and work of Cr Stokes, Cr Pearce and Cr Biasiny-Tule whose terms finish at the AGM in July 2023.

The interest register to be updated:

- Jeff Montgomery - Employee of The Pacific Community in a MFAT funded role
- Update the Council Honorariums to the new rates as at 1 April 2023.

#### **1.4 Agenda Review and Action Register**

- AP01/23 Explore options for Rongoa Māori | Completed
- New Action Point **AP06/23** - develop a Te Tiriti centric framework for assessing Council papers.
- New Action Point **AP07/23** - develop a Council training programme for 2023/24 a focus on technology related to .nz.
- AP02/23 Literature regarding strategic priorities | Completed
- AP03/23 All reporting to be accessible for colour blindness | Completed
- AP12/03 Annual .nz Strategy day - amend date to 30th November 2023.
- AP14/22 International Strategy paper - defer to December Council Meeting.
- AP23/23 That the basis of the Honoraria Level be reviewed | Completed.
- AP27/22 Public Submissions - completed for this meeting.

### **Section 2 - Strategic Priorities and Discussion**

#### **2.1 Constitutional Change**

Vivien spoke to the paper and the proposed timeline . The changes required by the new Incorporated Societies Act and recommendations in the Systemic Racism Review underpin the commitment for the constitutional update. Engagement with Maori members is underway.

Council supported the broad approach of member engagement. After discussion of the merits of the options proposed, Council supported simplifying the process, with presentation of a new draft Constitution at the 2024 AGM, rather than a Special General Meeting.

The Council agreed that as this was a strategic priority, all reporting on progress should be directly to Council in the usual way. Council committees would pick up aspects of the work in the usual way, for example, Risk and Compliance would note the risk of not meeting legal requirements by the due date and the steps being taken to mitigate that risk. Te Komiti Whakauru Māori would provide assistance and leadership to support engagement with Māori members, and the Governance Committee would respond to requests for assistance where appropriate.

	<p><b>RN26/23</b> Council <b>endorsed</b> the proposed broad approach to member and Internet community engagement.</p> <p><b>RN27/23</b> Council <b>agreed</b> to a simplified process for amending the Constitution by presentation of a new draft Constitution at the 2024 AGM.</p> <p><b>RN28/23</b> Council <b>noted</b> that further consultation would take place on the draft Constitution after the 2024 AGM if necessary.</p> <p style="text-align: right;">(Cr Biasiny-Tule/President Liddicoat) <b>CARRIED</b></p>
<p><b>2.2</b></p>	<p><b>Public Policy Development Paper</b></p> <p>Jodi Anderson, Acting GM Public Impact presented the paper and responded to questions from Council. The Council had a robust discussion and suggested improvements to the process and principles that were noted by staff.</p> <p><b>RN28/23</b> That Council <b>receive</b> the paper on the Public Policy position development.</p> <p style="text-align: right;">(Cr Hulse/President Liddicoat) <b>CARRIED</b></p>

### Section 3 – Matters for Decision

<p><b>3.1</b></p>	<p><b>InternetNZ Council Skills and Diversity</b></p> <p><b>RN29/23 Agree</b> to undertake the Skills and Diversity survey before 31st May so that results would be available to members for the Council elections in July 2023.</p> <p><b>RN30/23 Agree</b> to review the Skills and Diversity Matrix in October 2023 and to include the new Council members for the survey 2024.</p> <p style="text-align: right;">(Moved Cr Hulse/All Council) <b>CARRIED</b></p>
<p><b>3.2</b></p>	<p><b>AGM and Returning Officer Role</b></p> <p><b>RN31/23 Agreed</b> to approve the appointment of a Returning Officer for the 2023 InternetNZ Council Election by Evote.</p>

	<p><b>RN32/23 Approve</b> the appointment of Grant Thornton as Scrutineer for the 2023 InternetNZ Council Election.</p> <p><b>RN33/23 Approve</b> the timeline for the Council Elections and AGM.</p> <p style="text-align: right;">(Cr Stokes /Cr Rahman) <b>CARRIED</b></p>
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## Section 4 – Matters for Discussion

<b>4.1</b>	<p><b>Acknowledgements</b></p> <p>The Council thanked Isobel Egerton for contributions as Interim Domain Name Commissioner over the past year. Council congratulated on her new role, .nz Policy Lead.</p> <p>The Council welcomed the new Domain Name Commissioner Barbara Pearse.</p>
<b>4.2</b>	<p><b>President’s Report</b></p> <p><b>RN35/23</b> That Council <b>receive</b> the President’s report.</p> <p style="text-align: right;">(Cr Biasiny-Tule/Cr Stokes) <b>CARRIED</b></p>
<b>4.3</b>	<p><b>InternetNZ Quarterly Report</b></p> <p><b>RN36/23</b> That Council <b>receive</b> the InternetNZ Quarterly Report.</p> <p style="text-align: right;">(Cr Rahman/ Cr Pearse) <b>CARRIED / CARRIED U</b></p>
<b>4.4</b>	<p><b>DNCL Quarterly Reporting</b></p> <p><b>RN37/23</b> That Council <b>receive</b> the DNCL Quarterly Reporting.</p>
<b>4.5</b>	<p><b>.nz Standing Report</b></p> <p><b>4.5.1 Commercial in confidence paper (in Committee)</b></p> <p><b>RN38/23</b> That Council <b>receive</b> the .nz Standing Report.</p> <p><b>AP07/23</b> That the commercial in confidence paper is added to the confidential papers register and released in 2 years.</p>

<b>4.6</b>	<p>Report Back from Committees:</p> <p>4.3.1 Audit, Finance and Investment (Chair, Cr Bow)</p> <p>4.3.2 Governance Committee (Chair, Cr Hulse)</p> <p>4.3.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule)</p> <p>4.3.4 .nz Policy Committee (Chair, Cr Pearce)</p> <p>4.3.5 Risk and Compliance Committee (Chair, Cr Wallace)</p> <p><b>RN39/23</b> That Council <b>receive</b> the Committees reporting.</p> <p style="text-align: right;">(Block 4.4, 4.5 and 4.6 - Cr Biasiny-Tule/ Cr Hulse) <b>CARRIED / CARRIED U</b></p>
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## Section 5 - Consent Agenda

<b>5.1</b>	<p><b>Health, Safety and Wellbeing Update</b></p> <p><b>RN40/23</b> That Council <b>receive</b> the the Health Safety and Webelling Update.</p>
<b>5.2</b>	<p><b>Minutes of the previous meeting</b></p> <p><b>RN41/23</b> That Council <b>approve</b> the minutes of 31 March 2023.</p>
<b>5.3</b>	<p><b>E-vote Ratification</b></p> <p>None.</p>
<b>5.4</b>	<p><b>Quarterly and Operational Reports</b></p> <p>5.5.1 Group Financial Report</p> <p>5.5.2 Membership Update</p> <p>5.5.3 DNCL Quarterly Report</p> <p><b>RN42/23</b> That Council <b>receive</b> the Quarterly and Operational reports.</p> <p style="text-align: right;">Block Consent - Section 5 - (Cr Biasiny Tule/ President Liddicoat) <b>CARRIED</b></p>

## Section 6 – Other Matters

<b>6.1</b>	<b>CONTINGENCY (for any overflow)</b>
<b>6.2</b>	<b>Matters for communication – key messages</b>
<b>6.3</b>	<b>General business</b>
<b>6.4</b>	<b>Meeting review</b>
<b>6.5</b>	<b>Meeting close (karakia or waiata)</b>