AGENDA

Council Meeting:	**Friday 11 August 2023, 9:00am - 2:00pm**
Venue:	**InternetNZ, Level 13, 18 Willis Street, Wellington.**

NOTE: all timings are estimates, the meeting will run according to the needs of the meeting as it progresses.

Section 1 – Meeting Preliminaries

8:45am	0.0	Arrival and coffee
9:00am	1.1	Council only (in committee)
9:15am	1.2	Council and Tumu Whakarae (CE) alone time (in committee)
9:35 am	**-**	**Short Break**
9.45am	1.3	Karakia, Welcome, apologies, interests register
	1.4	Agenda Review, Actions Register

Section 2 – Strategic Priorities Discussion

10:00am	2.1	Charitable objects

Section 3 – Matters for Decision

10:30am	3.1	Council Work Plan 2023-2024
10:40am	3.2	Council Committee Appointments and Terms of Reference
11:00am	3.3	Internal Policy Development Framework
11.10am	3.4	DNCL Directors Skills Matrix

Section 4 – Matters for Discussion

11.20am	4.1	President's Report
11.30pm	4.2	InternetNZ Quarterly Report - 1 April to 30 June 2023
1200pm	-	**Lunch Break**
12.45pm	4.3	DNCL Quarterly Reporting
1.00pm	4.4	Report Back from Committees: 4.4.1 Audit, Finance and Investment (Chair, Cr Bow) 4.4.2 Governance Committee (Chair, Cr Hulse) 4.4.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule) 4.4.4 .nz Policy Committee (Chair, Cr Pearce) 4.4.5 Risk and Compliance Committee (Chair, Cr Wallace)

Section 5 – Consent Agenda

1:20pm	5.1	Health, Safety and Wellbeing Update
	5.2	Ratify the minutes of the 12 May 2023
	5.3	E-vote Ratification
	5.4	Quarterly and Operational Reports 5.4.1 Group Financial Report 5.4.2 Membership Update

Section 6 – Other Matters

	6.1	CONTINGENCY (for any overflow)
	6.2	Matters for communication – key messages
	6.3	General business
	6.4	Meeting review
2:00pm	6.5	Meeting close (karakia or waiata)

REGISTER OF INTERESTS
Item 1.3
August 2023
FOR INFORMATION

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 - $19,250*
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: 10 February 2023
Interests:
- Employee of Artella/AnimationMentor/YellowBrick.co
- Trustee Strathmore Park Community Trust
- .nz Domain name registrant
- Various small shareholdings via Sharesies
- Receives additional honoraria for being Chair of InternetNZ Risk and Compliance Committee .

Name: Richard Hulse

Position: Councillor, InternetNZ

Term: AGM 2021 – AGM 2024

Declaration Date: 2 December 2022

Interests:

- Holder of .nz domain name registrations
- Receives additional honoraria for being Chair of the InternetNZ Governance Committee.

Name: Kate Pearce

Position: Councillor, InternetNZ

Term: AGM 2023 - AGM 2026

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 InternetNZ .nz Policy Committee

Name: Potaua Biasiny-Tule

Position: Councillor, InternetNZ

Term: AGM 2023 - AGM 2026

Declaration Date: 10 February 2023

Interests:

- 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
- Receives additional honoraria for being Chair of the InternetNZ Te Komiti Whakauru Māori (Māori Engagement Committee).
- Te Papa Mati Hiko

Name: Jeff Montgomery

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 31 March 2023

Interests:

- Holder 14 .nz domain names
- Past Employee of Service Delivery and Operations, Department of Internal Affairs
- Employee of the Pacific Community in a Ministry of Foreign Affairs and Trade funded role
- Statutory Officer - Registrar General of Births, Deaths and Marriages.
- Chair, Pacific Civil Registrars Network
- Owner and Director City Bed and Breakfast Ltd.
- Member of Netsafe
- Member of TohaToha

Name: Anthony Bow

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2024

Declaration Date: 2 December 2022

Interests:

- 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
- Receives additional honoraria for being Chair of InternetNZ Audit, Finance and Investment Committee.

Name: Whetu Fala

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2024

Declaration Date: 10 February 2023

Interests:

- 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
- 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: AGM 2022 – AGM 2025

Declaration Date: 2 December 2022

Interests:

- Employee of the University of Waikato.
- Member of the NSW Law Society.
- Member of InternetNZ.
- Admitted to practice law in NSW, and is on the Roll of Legal Practitioners for the High Court of Australia.
- Member of the Intellectual Property Society of Australia and New Zealand (IPSANZ).
- Member of the International Trademark Association (INTA).
- Member of the Copyright Society of Australia (CSA).
- Member of the Internet Society of Australia.
- Member of .au Domain Administration Ltd (auDA).
- Executive Member of the Asian Pacific Copyright Association.
- Committee Member of the Indigenous Knowledge Forum.

Name: Anjum Rahman

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 2 December 2022

Interests:

- 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.
- Holds a .nz domain name.

Name: Stephen Judd

Position: Councillor, InternetNZ

Term: AGM 2023 – AGM 2026

Declaration Date: 3 August 2023

Interests:

- Trustee of the Fight Against Conspiracy Theories Aotearoa Trust

The register was last updated on 3 August 2023.

Council Actions Register 2023

As at August 2023			
Action No#	**Action**	**Owner**	**Status**
AP06/23	Develop a Te Tiriti centric framework for assessing Council papers	Vivien Maidaborn/ Whitiaua Ropitini	Due October Council Meeting
AP07/23	Develop a Council training programme for 2023/24 a focus on technology related to .nz	Tim Johnson/ Catherine Fenwick	Day now scheduled
RN29/23	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		Completed
RN30/23	Review the Skills and Diversity Matric in October 2023 - include the new Council members for the survey 2024	Catherine Fenwick	Start on October 2023
AP12/22	Build in an annual .nz strategy day to the Council Work Plan	Tim Johnson	2 November 2023
AP14/22	International Strategy Paper	Vivien Maidaborn	Defer to 3 November Council Meeting 2023.
AP24/22	Governance Committee to work on the Appointment Process the DNCL Directors	Chair, Richard Hulse	In progress
AP27/22	A brief on the process of public submissions for Feb 2023 Council meeting		Completed

Charitable objects review

PURPOSE: See below

DATE WRITTEN: 1 August 2023

AUTHOR: Vivien Maidaborn

Purpose

The purpose of this paper is to provide the Council with information that will inform a strategic conversation about our charitable activities taking into account our current charitable objects. This is intended to help inform the strategy we are currently preparing for in relation to partnerships, grants, sponsorships and other charitable work.

Current charitable objects

The table below provides the charitable activities as shown on the [Charities Register](#) and the activities that InternetNZ carry out.

Charitable activity as per Charities Register	Activities carried out by InternetNZ
Provide advice/information/advocacy	**Advice** ● Advice provided to NZ Government departments and other stakeholders **Information** ● Providing information through website and other forms (e.g. webinars, annual internet insights research work) **Advocacy** ● NZ Tech

	• ICANN for NZ • Submissions on relevant Bills
Make grants/loans to individuals Make grants to organisations (including schools or other charities)	InternetNZ continues to provide grants to support community initiatives working towards digital equity and a safer, more positive internet. It has recently provided grants to individuals to attend conferences. *InternetNZ does not make any loans.*
Sponsor/ undertake research	Supported/supporting: • Digital identify research • Internet for good research • Te Hapori Matihiko awards • TechNZ skills research • Centre for Science Society, Alex Beattie - research into digital disconnection in Aotearoa New Zealand • Brainbox Limited - undertaking legal research into content regulation and disinformation
Act as an umbrella / resource body	Provides support/resources to: • DECA • CCAN • NZNOG
Provide human resources (e.g. staff / volunteers)	*To be determined*
Provide access to modern information highway	*IN 16 C statute this wording*

We note that InternetNZ does not make any loans or provide human resources (e.g. staff/volunteers). Further we are unclear as to what "provide access to modern information highway" entails.

InternetNZ's Constitutional Objects

Clause 2 of [InternetNZ's constitution](), provides InternetNZ's Objects::

- To promote the competitive provision of Internet access, services and facilities in an open and uncaptureable environment
- To develop, maintain, evolve, and disseminate standards for the Internet and its inter-networking technologies and applications
- To develop, maintain, evolve and disseminate effective administrative processes for the operation of the Internet in New Zealand
- To promote and conduct education and research related to the Internet and inter-networking
- To coordinate activities at a national level pertaining to good management of centralised systems and resources which facilitate the development of the Internet, including but not limited to the Domain Name System
- To collect and disseminate information related to the Internet and inter-networking, including histories and archives
- 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 promote widely and generally available access to the Internet
- To liaise with other organisations, New Zealand Government authorities, and the general public for coordination, collaboration, and education in effecting the above objects

Next Steps

INZ implement the plan to engage with partners, members and fellows before bringing our strategic approach to Council for workshop session and agreement at the October Council meeting. This will take the form of a strategic conversation of an hour.

Te Puni Whiria - Public Impact

- Engage with current partners to provide insights, advice and feedback to how best to support the internet community through grants and funding
- Engage with Fellows and Members to understand how to best support the internet community through partnerships, grants and funding

- Engage with Council to share the insights from Partners, Fellows and Members engagement and to develop our Funding and Partnership approach and priorities

Recommendations

That council receive the charitable objects review.

Item: 2023-2024 Maramataka | Council Work Plan

Purpose of Papers: To agree the proposed Council Meetings and frequency of committee meetings for 2023-2024. Noting future dates will be added and invites sent out once the frequency and month of all meetings are confirmed.
The schedule will be uploaded to the board book resource centre once finalised.

Month	Council Meeting Dates	Pre Council Meeting Days	Main Items for Council	Committees	External/Int'l
August 2023 Hereturikōkā	Thursday10th Friday 11th	● 10th Mihi Whakatau for new Council and Whakawhanaungatanga for staff ● New Councillor induction	● Induction for Council ● Council committee appointments ● Confirm Council Committees	24th - Te Komiti Whakauru Māori (TKWM	Brisbane Travel 28th - 31st August
September 2023 Mahuru				13th .nz Policy Committee 20th A&R Committee Governance Committee first week of September	APTLD84: 19-20 September, Seoul, Korea DNCL Strategic Day Sept 7th DNCL Board meeting Sept 19th
October 2023 Whiringa-ā-nuku	Friday 13th		● Skills and Diversity Matrix confirmation ● Funding and Partnership Strategy ● Mid-year budget review		ICANN78, AGM Hamburg - 21st-26th October Internet Governance Forum: 8-12 October, Kyoto, Japan

November 2023 Whiringa-ā-rangi	Thursday 30th	● Training INZ Council -understanding Domain Name Services and .nz and DNCL roles. ● connected to Dec Council meeting 10-3pm. ● End of Year Members Event - Wellington - 5pm	● Council .nz Strategy Workshop - November 2nd.	15th - TKWM 22nd - A&R Committee	IETF117: 4-10 November, Prague
December 2023 Hakihea	Friday 1st		● First outline of 24/25 key projects	13th - Governance Committee	7th - DNCL Board

2024

Month	Council Meeting Dates	Pre Council Meeting Days	Main Items for Council	Committees	External/Int'l
January Kohitātea				**All Council Sub Committees for 2024 need to create a work programme and meeting schedule for 2024**	NZNOG: Date TBC
February Hutānguru	Friday 10th		● 2024 key goals, projects and high level budget		APRICOT: APTLD:
March Poutūterangi	Thursday 28th Friday 29th	● COUNCIL STRATEGIC RETREAT TBC	● Tatou Pounamu - potentially 29th in the morning tbc ● 2024 Plan ● 2024 Budget ● Te Tiriti Centric - Progress Review		ICANN 79: 2-17 March San Juan Puerto Rico
April Paengawhāwhā					
May Haratua	Friday 17th		● Skills and Diversity Survey ● Confirm the Council .nz Strategy Day		
June Pipiri			● 28th Matariki Dates		ICANN80: 10-13 June Kigali Rwanda
July Hōngongoi	Thurs 27th		● InternetNZ Annual General Meeting : 27th July tbc		
August Hereturikōkā	Thursday 15th Friday 16th	● 15th Mihi Whakatau for new Council and whakawhanau ngatanga	● Induction of new Council Members ● Council committees appointments		

September Mahuru					ICANN:
October Whiringa-ā-nuku	Friday 14th		● Skills and Diversity Matrix confirmation.		
November Whiringa-ā-rangi					ICANN81: 9-14 November TBD
December Hakihea	Thursday 5th Friday 6th	● 5th Training INZ Council tbc	● First pitch for 2025/2026 key projects		

COUNCIL MEETING - AUGUST 2023

Council Committees and Bank Signatories

PURPOSE:	To review the Council Committees, their Terms of Reference and membership, and to confirm signatories for the bank accounts
DATE WRITTEN:	1 August 2023
AUTHOR:	Catherine Fenwick

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 recommendations for approval on any changes to the Committees,its members and Terms of Reference.

2022/23 Committees

Audit Finance and Investment Committee

The members of the Committee were Anthony Bow (Chair), Anjum Rahman, Don Stokes and Jeff Montgomery

Risk and Compliance Committee

The members of the Committee Vice President Brenda Wallace (Chair), Kate Pearse, Whetu Fala and Potaua Biasiny-Tule,

.nz Policy Committee

The members of the committee were Kate Pearce (Chair),Don Stokes, Jeff Montgomery and Alpana Roy.

Komiti Whakauru Māori

The members of Te Komiti were Potaua Biasiny-Tule (Chair), Whetu Fala and Sarah Lee (co-opted Komiti member).

Governance Committee

The members are Richard Hulse (Chair), Brenda Wallace, Whetu Fala, Jeff Montgomery and Don Stokes.

CE Review Committee

Current members are Joy Liddicoat (Chair), Brenda Wallace, Richard

Hulse and Whetu Fala

Proposed 2023/24 Committees

Audit and Risk Committee

It is proposed that the Audit,Finance and Investment committee be amalgamated with the Risk and Compliance Committee to become the Audit and Risk Committee.

Revised TOR

.nz Advisory Committee

The Committee's role is re-defined to include three new areas. The new functions of the Committee are providing:

1. Guidance and input on .nz strategy and strategic environment;
2. Guidance on .nz specific risks and operational performance; and
3. Guidance on engagement on .nz strategy and policy matters.

These new functions are in addition to the existing function of providing guidance to the Chief Executive, and recommendations to Council, on .nz rule changes.

Given the change of focus the Committee will have a new name; the ".nz Advisory Committee".
Revised TOR

Komiti Whakauru Māori

Current TOR

Governance Committee

Current TOR

CE Review Committee

The members proposed for the Committee are

Joy Liddicoat (Chair), Brenda Wallace, TBC

Current TOR

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

Brenda Wallace

Richard Hulse

Kate Pearce

Don Stokes - to be removed

TBC - to be added

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

Vivien Maidaborn

Catherine Fenwick

Tim Johnson

Recommendation

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

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

THAT the Terms of Reference for each of the committees is adopted

THAT TBC be added as a bank signature

THAT Don Stokes be removed as a bank signature.

Audit & Risk Committee

TERMS OF REFERENCE: Audit and Risk Committee
VERSION: 2.0
DATE IN FORCE: August 2023
PLANNED REVIEW: August 2024

1.   Purpose

The purpose of the Audit and Risk Committee (A&R) is to:

a.   Assist the Council in meeting its governance responsibilities with respect to
   i.   financial reporting and controls, audit and investment management.
   ii.   all aspects of risk management along with legal, regulatory, and policy compliance.

b.   Within the boundaries of this purpose, the Committee's scope is an advisory capacity to Council and does not relieve any Councillor or staff of their responsibilities for these matters.

2.   Membership

a.   The committee shall consist of no fewer than three and no more than five Council members with relevant skills, experience, and general due diligence experience.
b.   Council may decide to co-opt other Council members or appoint an independent external advisor to the Committee should it wish to ensure the appropriate skills are represented.
c.   Council shall appoint the Chair and members of the Committee. The Committee Chair shall be any Council member other than the President. Council will review these appointments annually at its first ordinary meeting after the Annual General Meeting.

3.   Operating Principles

a.   The Tumutaumatua/General Manager of Organisational Performance will be the main contact to the Committee on behalf of InternetNZ staff.

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b.   In consultation with the Tumutaumatua/General Manager of Organisational Performance, the Committee shall nominate a member or staff members to act as the Secretariat.

c.   The Tumutaumatua/General Manager of Organisational Performance and Secretariat shall attend meetings of the Committee but shall not be members of the Committee.

d.   The Chief Executive will participate in the Committee on an as-required basis.

4.   Meetings

a.   The Chair or delegate will chair all meetings.

b.   A meeting quorum will be a majority of members of the Committee.

c.   Where no consensus can be reached in the Committee the matter will be brought to the Council.

e.   The Committee shall meet 3-4 times per year or as required for the effective operation and discharge of the Committee's responsibilities. Ordinarily, it is intended that three or four meetings per year are held.

f.   Council members who are not members of the Committee may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by the Committee).

g.   InternetNZ staff may be invited to attend meetings at the discretion of the Committee (except in the case of a conflict of interest, as determined by the Committee).

h.   The Chair and the Secretariat shall agree to and distribute an agenda and any related papers one week before the meeting to members of the Committee and invited staff members.

5.   Responsibilities

Subject to the limitations on the Committee's authorities contained in section 6, the Audit and Risks Committee will address the following areas:

The responsibilities of the Committee include:

Internal Control

a.   Assess the internal controls, oversight, monitoring and review of the financial systems. Review the adequacy of management of these risks, ensuring the Council is aware of all significant matters, as well as matters which may become significant (when appropriate).

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b.   Consider how management ensures that financial-related security controls are being managed, e.g. segregation of duties, fixed assets, and payroll controls.

Financial Reporting

c.   Review the annual and interim financial statements and determine whether they are complete and accurate and comply with appropriate accounting standards and legal requirements.

d.   Review significant adjustments arising from the external audit.

External Audit

e.   Consider the appointment of the external auditor.

f.   Review the external auditors proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed upon the audit scope.

g.   Review the external audit management letter, management response, and audit findings report and provide recommendations to Council.

h.   Gain an understanding of whether internal control recommendations made by external auditors have been implemented.

Investment

a.   Draft, review, revise and recommend to Council for their approval the following governance documents:-

    i.   Statement Investment Policy Objectives (SIPO)
    ii.   The treasury, investment and reserves policy

b.   Assess investment strategy and risk

c.   Monitor the investment portfolio's long-term performance against the investment objective, ensuring compliance with the written investment policy.

3

Risk

a. Monitoring InternetNZ's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.

b. Maintaining oversight of the enterprise risk register; ensuring that risks are appropriately identified and assessed.

c. Reviewing the efficacy of risk treatments undertaken by management.

d. Informing Council of significant matters or any emerging risks.

e. Maintaining the statement of risk tolerance criteria used by management, ensuring it is approved by Council.

f. Monitoring InternetNZ's legislative compliance, including health and safety.

g. Monitoring the adequacy of InternetNZ's insurances.

Other responsibilities

I. Perform other governance functions as requested by Council

6. Authority

a. The Committee is an advisory committee and does not have power or authority. Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.

b. Please see the Governance [Charter](#) for further guidance on Committees Page 11.

7. Internal Reporting

a. After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.

b. The Committee will normally send the minutes of their meetings to Council, but can advise Council to keep some sections confidential.

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8.   Communication

a.   The Tumutaumatua/General Manager Organisational Performance and auditors shall be responsible for drawing to the Committee's immediate attention any material matter related to the Society's financial condition, material breakdown in internal controls, and any material event of fraud or malpractice.

b.   The committee shall maintain direct lines of communication with the external auditors, the Tumutaumatua/General Manager Organisational Performance, or appropriate staff.

.nz Advisory Committee

TERMS OF REFERENCE :   .nz Advisory Committee (Formerly .nz Policy Committee)
VERSION: 1.0
DATE IN FORCE: 31 August 2023
PLANNED REVIEW: 31 August 2024

1.   Purpose

The purpose of the .nz Policy Committee (the "Committee") is to provide a dedicated expert advisory committee for governance support on issues that relate to the .nz domain space (where governance-level input is appropriate).

This includes:
a. .nz policy
   i. Provide guidance to InternetNZ staff on the policies for the registration and use of a .nz domain.
   ii. Provide guidance and make recommendations to Council for decisions relating to the policies for the registration and use of a .nz domain (as per paragraph 5 of this document).
b. .nz domain name space strategy
   i. Provide high-level guidance, and expert input to InternetNZ staff on matters relating to the strategy and strategic environment for the .nz domain name space.
c. .nz operational performance, health and trust.
   i. Provide guidance to internetNZ staff on .nz specific risks and operational performance.
d. .nz engagement for strategy and policy matters
   i. Provide guidance to InternetNZ staff on multi-stakeholder (e.g. member, registrar, civil society, government, technical, academic and business communities) engagement in relation to .nz strategic and policy matters.

2.   Membership

a. Committee shall consist of no fewer than three and no more than five Council members who have, between them, relevant skills and experience, and general domain name or .nz experience.

b. Council may decide to co-opt other Council members, or appoint an external independent advisor to the Committee if appropriate, to ensure the appropriate skills are represented.

c. Council shall appoint the Chair and members of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting.

3. Operating Principles

a. The Tumuwhanake / General Manager Customer & Product will be the principal advisor to the Committee on behalf of the InternetNZ Chief Executive.

b. The Committee shall, in consultation with the Tumu Whakarae/ Chief Executive, nominate a member or members of staff to act as the Secretariat. The Tumuwhanake / General Manager Customer & Product and Secretariat shall normally attend meetings of the Committee but shall not be members of the Committee.

c. The Chief Executive will participate in the Committee on an as-required basis.

4. Meetings

a. All meetings will be chaired by Chair or delegate.

b. A meeting quorum will be three members of the Committee.

c. Where no consensus can be reached in the Committee the matter will be brought to the Council.

d. The Committee shall meet up to 4 times per year or as required for the effective operation and discharge of the Committee's responsibilities. Ordinarily, it is intended that three meetings per year are held.

e. Council members who are not members of the Committee may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by the Committee).

f. InternetNZ or DNCL Group staff may be invited to attend meetings at the discretion of the Committee and in consultation with the Chief Executive (except in the case of a conflict of interest, as determined by the Committee).

g. The Chair and the Secretariat shall agree to and distribute an agenda and any related papers one week prior to the meeting to members of the Committee and invited members of staff.

5.   Responsibilities

a.   The Chair shall report to the Council after each Committee meeting or as specified or requested by the Council.

b.   The Committee is responsible for oversight of changes to .nz rules:
   i.   The Committee is responsible for making recommendations to Council relating to the .nz Rules and for:
      1.   The high level framework by which InternetNZ fulfils the policy-making requirements of its role as designated manager for the .nz domain name space.
      2.   The principles under which the .nz domain name space is run and the roles and responsibilities of the parties involved.
      3.   Associated policies, operational rules and requirements for registering .nz domain names.
      4.   The processes that InternetNZ follow when creating or amending .nz policies.
   ii.   The Committee shall also provide feedback to the Chief Executive in respect of any amendments, additions or deletions to the .nz Rules.

c.   The Committee is responsible to provide high-level guidance and expert input to InternetNZ Chief Executive on on .nz strategic matters, including on:
   i.   .nz strategy and strategic direction, with particular focus on interaction of .nz strategy with overall InternetNZ strategy.
   ii.   on the strategic environment, market strategy, and market composition (such as market strategy and registrar/registrant composition) for the .nz domain name space.

d.   The Committee is responsible to provide guidance to InternetNZ staff and Council around .nz operational performance, health and trust, including any cross-committee reporting or collaboration. These include:
   i.   Significant .nz Stakeholder, regulatory, and technical risks and concerns.
   ii.   .nz Service delivery performance (registry, DNS, other supporting functions).
   iii.   Consider the ease of implementation of .nz rules by DNCL with a view to looking for improvements and adjustments to the .nz policy work programme.

e.   The Committee is responsible to provide guidance to InternetNZ staff and Council on issues around .nz engagement as it relates to strategic and policy matters.

  i. Provide guidance to InternetNZ staff on multi-stakeholder engagement in relation to .nz matters (e.g. member, registrar, civil society, government, technical community, academic and business communities).

 f. The following matters are out of scope for this committee:

  i. .nz Financial performance

  ii. Any matter that does not relate directly to .nz policy, strategy, or operations

  iii. Any matter that relates to broader InternetNZ impact, which will be escalated to Council or CE as appropriate

6. Authority

 a. The Committee is an advisory committee and does not have power or authority. Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.

 b. Please see the Governance [Charter](#) for further guidance on Committees Page 11.

7. Reporting

 a. After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.

 b. The Committee will normally send the minutes of their meetings to Council, but can request Council to keep some Committee business confidential as necessary and in accordance with the Document Disclosure Policy.

Terms of Reference for Te Komiti Whakauru Māori

POLICY: Te Komiti Whakauru Māori
VERSION: 1.0
DATE IN FORCE: August 2023
PLANNED REVIEW: August 2024

1.   Purpose

The purpose of Te Komiti Whakauru Māori (TKWM) is to support and enable constructive relationships with Māori and to guide and assist Ipurangi Aotearoa to become a Te Tiriti o Waitangi centric organisation.

2.   Membership

a.   Te Komiti shall consist of no fewer than three and no more than five Council members who identify as having the relevant skills in Te Aō Māori concepts including kaitiakitanga, manaakitanga and whanaungatanga to perform the duties.

b.   Te Komiti may decide to co-opt/appoint an external independent advisor to te Komiti should it wish, to ensure the appropriate skills are represented.

c.   Council shall appoint the Chair and members of te Komiti and review these appointments annually at its first ordinary meeting after the Annual General Meeting.

d.   Any member who ceases to be a Councillor or Kaimahi ceases to be a member of Te Komiti.

1

3. Operating Principles

a. Tumu Whakarae, Tumuaki Māori and the Hēkeretari may attend te Komiti on behalf of Ipurangi Aotearoa but shall not be members of TKWM.

b. The Chair in consultation with the Tumu Whakarae shall nominate kaimahi to act as the Hēkeretari /Advisory that has the relevant skills and experience to undertake the duties.

4. Meetings

a. All meetings will be chaired by Chair or delegate.

b. A meeting quorum will be three members of the Committee.

c. Where no consensus can be reached in the Committee the matter will be brought to the Council.

c. Te Komiti shall meet 3-4 times per year or as required for the effective operation and discharge of te Komiti's responsibilities. Ordinarily, it is intended that four meetings per year are held.

d. Council members who are not members of TKWM may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by te Komiti).

e. The Chair and the Hēkeretari shall agree to and distribute an agenda and any related papers one week prior to the meeting to members of the Committee and invited kaimahi of Ipurangi Aotearoa.

5. Responsibilities

a. The Chair shall report to the Council after each Komiti meeting or as specified or requested by the Council.

b. Te Komiti is responsible for making recommendations to Council relating to strengthening and building cultural competency and understanding of Te Ao Māori at the Governance level.

c. Collaborate with the Tumu Whakarae, Tumuaki Māori and the Māori Design Group to develop recommendations on co-design, co-management and/or co-governance to help facilitate the wider organisational strategy Rei: Kura Te-Tiriti-o-Waitangi honouring organisation.

2

d.   Maintain a general overview of Ipurangi Aotearoa's relationships with Māori and monitor/help mitigate relational and reputational risks.

e.   Support the implementation of He Pouwhenua, He Pou Tangata strategy, and develop recommendations on alignment with strategic thinking.

6.   Authority

a.   The Committee is an advisory committee and does not have power or authority.Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.

b.   Please see the Governance [Charter](#) for further guidance on Committees Page 11.

7.   Reporting

a.   After each Komiti meeting, the Chair shall report the Komiti's findings and recommendations to Council.

b.   Te Komiti will normally send the minutes of their meetings to Council, but can advise Council to keep some sections confidential.

8.   Review

a.   Review this Terms of Reference annually prior to the Annual General Meeting and recommend any updates as/if required for Council to consider at its subsequent meeting.

3

Governance Committee

TERMS OF REFERENCE :   Governance Committee
VERSION: 1.0
DATE IN FORCE: August 2023
PLANNED REVIEW: August 2024

1.   Purpose

The purpose of the Governance Committee is to assist Council in matters relating to

- election and appointment process of Councillors
- appointment of subsidiary entity governors e.g. DNCL directors
- maintenance of the governance handbook
- monitoring compliance with the Constitution
- recommendations for constitutional amendments

2.   Membership

a.   Committee shall consist of no fewer than three and no more than five Council members who have, between them, relevant skills and experience. One committee member shall be the Chair of Te Komiti Whakauru Māori.

b.   Council may decide to co-op other Council members or appoint an external independent advisor to the Committee should it wish, to ensure the appropriate skills are represented.

c.   Council shall appoint the Chair and members of the Committee and review these appointments annually at its first ordinary meeting after the Annual General Meeting.

3.   Operating Principles

a.   The Tumutaumatua/General Manager Organisational Performance will be the principal advisor to the Committee on behalf of InternetNZ staff.

b.   The Committee shall, in consultation with the Tumutaumatua/General Manager Organisational Performance, nominate a member or members of staff to act as the Secretariat. The Tumutaumatua/General Manager Organisational Performance and

Secretariat shall normally attend meetings of the Committee but shall not be members of the Committee.

c.   The Chief Executive will participate in the Committee on an as-required basis.

4.   Meetings

a.   All meetings will be chaired by Chair or delegate.

b.   A meeting quorum will be three members of the Committee.

c.   Where no consensus can be reached in the Committee the matter will be brought to the Council.

d.   The Committee shall meet 3-4 times per year or as required for the effective operation and discharge of the Committee's responsibilities. Ordinarily, it is intended that four meetings per year are held.

e.   Council members who are not members of the Committee may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by the Committee).

f.   InternetNZ or DNCL Group staff may be invited to attend meetings at the discretion of the Committee (except in the case of a conflict of interest, as determined by the Committee).

g.   The Chair and the Secretariat shall agree to and distribute an agenda and any related papers one week prior to the meeting to members of the Committee and invited members of staff.

5.   Responsibilities

a.   Monitors whether Council is complying with its obligations as set out in the organisation's constitution, articles, or bylaws.

b.   Oversee the process to elect Councillors.

c.   Oversee the process to appoint independent directors to Council. They may develop a recruitment plan and establish job descriptions /skill requirements for this purpose.

d.   Organise ongoing training and development for Councillors.

e.   Reviews the existing constitutional documents of the organisation periodically and recommends updates where necessary.

f.   Advises how to deal with potential conflicts of interest of Councillors and independent directors.

g.   Regularly review the structure, size and composition (including the skills, knowledge and experience) of Council and to make recommendations to Council regarding any changes.

h.   Develop and conduct an orientation process for newly elected or appointed Councillors and provide ongoing board training and development.

6.   Authority

a.   The Committee is an advisory committee and does not have power or authority.Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.

b.   Please see the Governance Charter for further guidance on Committees Page 11.

c.   The Committee is authorised by Council, at the expense of the organisation, to consult with outside services, such as the IoD's DirectorSearch services, executive search consultants, and other external sources of information and advice such as financial or legal advisors, as it considers necessary for carrying out its responsibilities.

7.   Reporting

a.   After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.

b.   Unless directed by the Chair, the minutes of all committee meetings shall be circulated to Councillors and the Chief Executive and to such other persons as the Committee directs.

Chief Executive Review Committee

POLICY: Chief Executive Review
VERSION: 1.2
DATE IN FORCE: February 2022
PLANNED REVIEW: February 2024

1. Purpose

The Chief Executive Review Committee ("the Committee") is a committee of Council with the specific delegated powers as set out in this Terms of Reference.

2. Principles

The Committee acts on behalf of Council in all dealings with the CE on matters relating to terms of employment, key performance measures and disciplinary matters.

3. Membership

Membership of the Committee is reviewed annually at the first Council meeting following the AGM. The Committee shall consist of the President, Vice President, and two Councillors.

The Chair of the Committee is the President and in his/her absence the Vice President.

Any member who ceases to be a Councillor ceases to be a member of the Committee.

4. Responsibilities

1. From time to time negotiate and amend as necessary the key performance objectives of the CE.
2. Report on a confidential basis the performance of the CE against the key performance objectives
3. At the appropriate time, conduct a review of the CE's overall performance and make recommendations to Council on remuneration and appropriate bonus payments.

4. Monitor and where necessary act on any other matters relating to the conditions of employment of the CE.

5. Council Policies

Review this Terms of Reference annually prior to the Annual General Meeting and recommend any updates as/if required for Council to consider at its subsequent meeting.

6. Other Matters

Consider any other matters referred to the Committee by Council.

7. Authorities

1. The Committee shall have the authority to seek any information it requires from any employee of the Society.
2.
3. The Committee is authorised to obtain such independent professional advice as it considers necessary at the expense of the Society.
4. The Committee is authorised to make reasonable arrangements as it considers necessary for travel, accommodation, meals and meeting facilities for members of the Committee, advisers to the Committee and staff at the expense of the Society.
5. The Committee must exercise the powers delegated to it in accordance with any directions of Council.
6. The Committee can invite other parties to attend meetings from time to time as circumstances require.
7. The Committee may initiate special investigations as it sees fit in relation to matters set out in this Terms of Reference or as directed by Council, or the President.

Reporting

In addition to the annual review of the CE's overall performance, the Chair shall verbally update Council on CE performance matters in 'Council alone' time as required.

Communication

The President and Vice President, with the support of the other committee members when required, shall maintain direct lines of communication with the Chief Executive throughout the year on a regular basis.

2

Review

This Terms of Reference document and the performance of the Committee shall be subject to an annual review by Council.

3

New Internal Policy Development Framework and Internal Policies Register

PURPOSE: See below

DATE WRITTEN: 2 August 2023

AUTHOR: Catherine Fenwick, Purva Bhatnagar-Heeley

Purpose

The purpose of this paper is to present to Council, for the purpose of seeking approval, the new Internal Policy Development Framework (the Framework) (**Appendix 1**) and the new Internal Policies Register (the Register) .

Background

In 2016 InternetNZ put in place a Policy Development Policy (2016 Policy) which set out the policy development process (PDP) for governance policies[1], group policies[2] and .nz governance policies[3].

The PDP for .nz governance policies was taken out of the 2016 Policy, updated and included as Schedule 1 of the .nz Rules (which came into effect on 1 November 2022).

The 2016 Policy remains unchanged and needs to be replaced by the Framework, so that:

- there is a clear process for the development/review of internal policies; and
- the document accurately reflects the type of internal policies currently in place and to be put in place in the future, e.g. the move towards group governance and group management policies; and

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[1] policies which set out how the Council fulfils its governance role for InternetNZ, or relating to theBoards of subsidiaries.

[2] policies which are to apply across the InternetNZ Group, creating obligations for subsidiaries as well as for InternetNZ. These will generally set out a high-level framework, with individual business units detailing the implementation of that framework themselves. The Business Development Policy is an example of such a policy.

[3] policies which set out the structure for the management of the .nz domain name space. The .nz Framework Policy is an example of such a policy.

In addition to this we identified that there needs to be a central registry detailing what internal policies were in place and relevant details, including, whether the policy was applicable to the InternetNZ Group, or InternetNZ/DNCL only, the policy owner, date of review and approvals received.

What does this framework mean for Council?

Under the new framework Council will only need to approve new governance policies and significant amendments to governance policies.

This new framework will allow for approvals for management policies to be made by CE,GMs (and the DNC for group policies) and create a more efficient process not only to develop new management policies but to also ensure such policies can be quickly reviewed and kept up to date.

At a glance: Old vs New

The following table **highlights some of the significant differences** between the 2016 Policy and the Framework.

	2016 Policy	The Framework
Scope	Internal policies and .nz policy	Internal policies only as .nz policy is covered under Schedule 1 of .nz Rules now. Covers all internal policy documents (policy and procedures)
Types of Policies	● Governance ● Group; and ● .nz	● Governance; and ● Management (instead of Group policies as currently not all Management policies are group policies and to provide a clear distinction between the two types as there could be group governance policies)
Policy Development Process	Governance policies - prepared by InternetNZ staff and reviewed by Council Group policies - created by Council, prepared by InternetNZ staff, group	All internal policies developed and prepared by InternetNZ Group staff (Policy Owner) considering feedback from key stakeholders and consultation with staff (if necessary)

	governance bodies will be consulted and then the policy will be reviewed by Council	
Policy Approvals	All policies approved by Council	Clear approval process with delegated approval authority to ensure an efficient policy development process: New/significant amendments to Governance Policies need to be approved by Council and/or DNCL Board New/significant amendments to Governance Procedures/Management Policies/Procedures need to be approved by GM of the relevant Puni and/or the DNC. No approval required for minor amendments
Post policy development process	Doesn't cover review process and/or comms process	Includes a comprehensive step by step process (from the development to publication, including comms)

A summary of the new Policy Development Framework (the Framework)

The Framework provides guidance in relation to developing, amending, reviewing and approving internal policy documents.

Policy Focus

The Framework focuses on two categories of internal policies, **Governance Policies** and **Management Policies**.

Governance Policies are internal policies that:

- are defined as governance policies in the Policies Register;
- set out how Council and/or the Board fulfils its governance role; and/or
- Council or the Board have obligation(s) under the policy

Management Policies are internal policies that:

- are defined as management policies in the Policies Register;
- apply to the day to day operation and management of either the InternetNZ Group or InternetNZ or DNCL; and
- do not create any obligations for Council or Board members

Policy Development Process

The Framework provides a 7 to 9 step Policy Development Process which includes:

- Identifying the need for a new policy document/amendment
- Collaborating with key stakeholders (where possible) re the development of the policy document/amendment
- Drafting the policy document/amendment
- Seeking feedback from key stakeholders and the GM of the relevant puni on the draft
- Seeking review/feedback from HR and/or Legal (where applicable)
- Seeking approval (as per Schedule B of the Framework)
- Communicating & implementing the policy document/amendment

Approvals Required (Schedule B of the Framework)

All new policy document(s) or significant update(s) to existing policy documents will need to be approved by the appropriate approval authority as provided in Schedule B of the Framework.

Internal Policies Register

The Register

- will be the source of truth and provide a detailed overview of the policies in place, including the type of policy
- provide reminders to policy owners re upcoming policy reviews

Recommendations

- Council approves the new Framework and approach.
- Council repeals the Policy Development Policy (2016 Policy)

Appendix 1

INTERNAL POLICY DEVELOPMENT FRAMEWORK

Policy	Internal Policy Development Framework (previously known as the Policy Development Policy)
Version	Version 1.2
Date in force	1 April 2023
Planned review	1 April 2025

Purpose

The purpose of the Framework is to create a consistent and collaborative approach that can be used by all staff members and/or Council members and DNCL Board members developing, amending, reviewing or approving Policy Document(s). The current list of Policy Document(s) is detailed in the Policies Register.

This document provides:

- InternetNZ Group's approach to policy
- Details about Policy Content
- An overview of the Policy Development process (including a consultation process, approvals required and an approvals process)
- An outline of the Policy Owner's responsibilities

For clarification, guidance for the .nz Rules and related policies can be found in Schedule 1 of the .nz Rules and is noted in this document where and when applicable.

Principles

The InternetNZ Group approach to policies is that they are:

- Aligned with the InternetNZ Group strategy, values, priorities and requirements; and
- User-friendly, fit for purpose and up to date;
- Developed in a collaborative manner;

Aligned with legislative guidelines or any legal requirements (if applicable).

Key Terms

Board means the board that governs the Domain Name Commission (DNCL).

Council means the council that governs InternetNZ.

DNC means the Domain Name Commissioner.

InternetNZ Group means InternetNZ and the DNCL.

Key Stakeholders are individuals who are likely to provide relevant input into the development of the Policy Document(s) (e.g. subject matter experts) and/or play a key/significant role in carrying out any responsibilities under the Policy Document(s), as determined by the Policy Owner.

Governance Policies are internal policies that:

- are defined as governance policies in the Policies Register;
- set out how Council and/or the Board fulfils its governance role; and/or
- Council or the Board have obligation(s) under the policy

Management Policies are internal policies that:

- are defined as management policies in the Policies Register;
- apply to the day to day operation and management of either the InternetNZ Group or InternetNZ or DNCL; and
- do not create any direct obligations for Council or Board members

Minor Amendment(s) means any grammatical/referencing amendments or amendments to the procedures document due to system changes or operational requirements that are aligned with the principles of the policy and do not impact staff working conditions/employment agreements.

.nz Policies are policies that are:

- the .nz rules; or
- any other policies related to the .nz rules; or
- any policies or documents of similar nature intended to manage the .nz domain

.nz Rules means the rules that bind the users of .nz domains, including registrars and domain name holders. A copy of the rules can be found here.

Policy Approver means the authority responsible for approving any new Policy Document(s) or any amendments made to existing Policy Document(s), the relevant Policy Approver can be found in Schedule B.

Policy Document(s) is used generically in this document to include all Governance Policies, Management Policies and relevant procedures.

Policy Owner means the person who is responsible for the publishing, updating, implementing and for communicating the policy and/or any changes that may impact others.

Policies Register means the [document](#) that provides a list of Policy Document(s) in place and includes information about the date the policy came into force, review dates and Policy Owner.

Significant Amendment(s) are amendments that create new obligations or requirements and/or impact staff working conditions/ employment agreements.

TKT means Te Kāhui Tumu (the Executive Leadership Team) and the details of which roles make up this team can be found [here](#).

Policy Requirements

Policy Documents must be:

- **NEEDED** - policies should only be created if there is a clear justifiable long-term need
- **REASONABLE** - policies should be reasonable and capable of being complied with
- **FEASIBLE** - able to be implemented using the InternetNZ Group resources
- **OWNED** - each policy must have a Policy Owner, who leads the development, implementation and review of the relevant Policy Document
- **APPROVED and IMPLEMENTED correctly** - using the correct approval and implementation process detailed in this document.

Policy Owner Responsibilities

The Policy Owner shall:

- Draft Policy Document(s) in accordance with guidelines provided in this document (or delegate to an appropriate staff member)
- Amend Policy Document(s) for which they are the Policy Owner (or delegate to an appropriate staff member)
- Identify and contact key stakeholders for feedback and co-ordinate any changes resulting from their feedback (see consultation process identified in [Schedule B](#))
- Receive endorsements from any relevant committees or other key stakeholders as and when required
- Follow the approval and implementation procedures identified in this document
- Identify any training needs and provide or arrange training/training opportunities for staff and/or other stakeholders

- Review Policy Documents prior to review date noted in the Policy Register

Policy Approver Responsibilities

The Policy Approver shall:

- Review and approve (or decline) Policy Document(s) presented to them in light of operational, legislative and/or other requirements, in a reasonable timeframe
- Provide a formal approval (e.g. through minutes or any written communication) of the relevant Policy Document(s) or decline with feedback

Policy Development Process

The following diagram applies to all Policy Document(s). Please note this excludes .nz Rules and related policies, which must be developed in accordance with Schedule 1 of the .nz Rules.

Steps	Details	Further information
Step 1: Identify	Identify the need for a new Policy Document or amendment to an existing Policy Document	A need for a new Policy Document may arise due to various reasons, including legislative or new/existing business requirements. Amendments may be required due to changes to legislation, business requirements or as a result of a review (Step 9)
Step 2: Collaborate	Identify Key Stakeholders and collaborate (where possible) on the development of the Policy.	For existing Policy Documents, Key Stakeholders are identified in the Policy Register.
Step 3: Draft	Draft the Policy Document	See Schedule A for guidance
Step 4: Feedback	Seek feedback from Key Stakeholders and GM of the relevant Puni on the draft Policy Document	The Policy Owner should: ● provide a final draft ● ask specific questions ● give sufficient time for staff to respond ● consider and respond to all feedback
Step 5: HR Review (where applicable)	Consider and seek review of Policy Document by People and Operations Manager	

Step 6: Legal Review (where applicable)	Consider and seek review of Policy Document by Legal Counsel	
Step 7: Seek Approval	Seek approval from the relevant Policy Approver	See Schedule B
Step 8: Communicate & Implementation	- Add/update details on the Policy Register - Upload the Policy Document to Marama and any relevant platforms - Speak to the Comms team about how to communicate - Circulate the Policy Document - Provide training (where necessary)	
Step 9: Review	Review the Policy Document at least 3 months prior to the review date	Outcomes of Review: No change - update Policy Register to confirm review has taken place Amendments required - start at Step 1 Repeal - seek agreement to repeal from Policy Approver

Schedule A: Policy Document(s) Drafting Guidelines

File Name Format

Please ensure **new draft Policy Document(s) are saved** using the following format:

DRAFT [Name of Policy]

Please ensure **Policy Document(s) that you are reviewing and amending** are saved using the following format:

AMENDED [MONTH/YEAR] [Name of Policy]

Once the document has received the final approval the words "DRAFT" or "AMENDED" should be replaced with FINAL.

Templates

Templates for the policy and procedures documents can be found in the [InternetNZ templates gallery](#).

Schedule B: Approvals Required & Process

	Relevance	Relevant Roles						
		Policy Owner	**GM of Relevant Puni**	**TKT**	**Council Committee**	**DNC**	**DNCL Board**	**Council**
New or Significant Amendments to Governance Policy	INZ Group	Lead process	Recommend to TKT & DNC	Recommend to Committee	Recommend to Council	Recommend to Board	**Final Approval**	**Final Approval**
	INZ Only	Lead process	Recommend to TKT	Recommend to Committee	Recommend to Council	X	X	**Final Approval**
	DNC Only	Lead process	X	X	X	Recommend to Board	**Final Approval**	X
New or Significant Amendments to Governance Procedures	INZ Group	Lead process	**Final Approval** (subject to TKT noting)	*Final Approval If GM deem necessary*	X	**Final Approval**	*Final Approval If DNC deems necessary*	*Final Approval If TKT deem necessary*
	INZ Only	Lead process	**Final Approval** (subject to TKT noting)	*Final Approval If GM deem necessary*	X	X	X	*Final Approval If TKT deem necessary*
	DNC Only	Lead process	X	X	X	**Final Approval**	*Final Approval If DNC deems necessary*	X
New Management Policy or Procedures or Significant Amendments	INZ Group	Lead process	**Final Approval** (subject to TKT noting)	Note final approval by relevant GM in minutes	X	**Final Approval**	Note final approval by DNC in minutes	X
	INZ Only	Lead process	**Final Approval** (subject to TKT noting)	Note final approval by relevant GM in minutes	X	X	X	X
	DNC Only	Lead process	X	X	X	**Final Approval**	Note final approval by DNC in minutes	X
Minor Amendments	All	**Final Approval**	X	X	X	X	X	X

COUNCIL MEETING - AUGUST 2023

DNCL Directors Skills Matrix

ITEM NO: 3.4

PURPOSE: Seek Council feedback on the key skills Council requires of the independent director positions on the DNCL Board.

DATE WRITTEN: 3/08/2023

AUTHOR: Vivien Maidaborn

Summary

The DNCL Chair seeks feedback on the DNCL skills Matrix that defines the key skills for the DNCL Board This provides the basis for recruiting any future DNCL Board member.

The Chair of the DNCL Board has brought these to the Council for its consideration.

Initial list for consideration

The DNCL Chair identified the following skills:

- Experience from a governance point of view applying Te Tiriti o Waitangi in a mainstream organisation.
- Legal and dispute resolution experience
- Domain Name Knowledge and/or technical experience
- Regulatory strategy and regulatory processes
- Risk and compliance knowledge or experience
- Governance

Recommendation

THAT Council:

- Agree with the skills mentioned or agree with amendments and
- Agree to recruit replacement DNCL Board members, as and when required, against the agreed skills.

COUNCIL - August 2023

President Report

AUTHOR: Joy Liddicoat, President

PURPOSE: To provide a report back to Council on the President's activities from May to July 2023

Introduction

A lot has happened since my last report in May including: the DNSSEC chain validation issue, annual general meeting, and Council elections.

.nz

Members will be aware that a significant issue occurred in the DNSSEC chain validation in late May. Information about this has been well publicised: https://internetnz.nz/news-and-articles/dnssec-chain-validation-issue-technical-incident-report/

Given the significance of this incident, Council agreed to an independent review, to support transparency to the community and to share lessons learned. In addition to supporting the Chief Executive, I spent considerable time leading the Council Business Continuity Committee, comprising the Vice President, Brenda Wallace and Councillors Stokes, Hulse and Pearce, to ensure this incident was dealt with.

In June, I attended ICANN 77 in Washington DC along with Tim Johnson and Viv Maidaborn. My follow up blog post about this was sent to members. While at ICANN I took the opportunity to meet with the Canadian Internet Registry Association and to facilitate introductions for our Chief Executive and Senior Policy Lead, Jodi Anderson. I was very pleased with their participation and the desire for .nz participation in the ccNSO community. There was a lot of support expressed to us about the DNSSEC chain validation issue and we agreed to share our insights with that wider technical community.

Membership and Engagement

There was a good number of member candidates in the elections and similar voter participation rates to last year. From my perspective, the election ran smoothly overall. The Returning Office will be providing a report on the election in due course, which will be shared with members.

I am looking forward to meeting our new Councillor, Stephen Judd, and to welcoming back Potaua Biasiny-Tule and Kate Pearce . I acknowledge Don

Stokes, who has alway worked hard on Council and been a consistent voice for Internet access and strong DNS infrastructure.

I continue to see engagement in our NetHub channels and some interesting discussion topics. We have some very talented members and I am pleased to see members keeping in touch with each other on current and emerging issues.

Governance

In accordance with our usual yearly cycle, a lot of my time in June and July was dedicated to finalising and approving the 2022/23 annual report, preparation for the annual general meeting (including the Domain Name Commission Limited AGM) and staying in touch with the Council elections. Once elections were complete, the induction of new Council members and preparation for the August meeting were the main priorities.

QUARTERLY REPORTING

REPORT ON Q1 2023/24

Introduction from Tumu Whakarae

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.

The first quarter for this financial year can be characterised as establishing foundations for further strategic focus and cultural development. The people in InternetNZ are shifting work habits and priorities to align directly with delivery of the strategic goals agreed with Council. This report reflects progress against the goals and is in itself an innovation within the reporting framework.

Te Tiriti o Waitangi remains a significant priority and focus. Key actions are identified under Goal 4 and Goal 9 . In this report I have addressed progress against the recommendations in Dr Hanna O'Regan's Report and you can find this as Appendix 1.

DNCL Commissioner recruitment was a significant piece of work throughout this period as well with deeply appreciated support from the President of InternetNZ as well as the DNCL Directors.

Recruiting staff has also been a focus for Goal 1 and Goal 2, both of which relate to .nz and the rebuilding of the team. The DNSEC Incident (as it has come to be called) emphasised the immediate need and priority for investment in .nz beyond even the level of investment in the budget. This has been implemented with a short term contract, a consultant and a new permanent role all in play by the end of the quarter with some additional costs not budgeted

All staff within the InternetNZ Group have moved into agile work practices and ceremonies over this quarter. This involved the first 90 day planning for the whole organisation, and 6 , 2 week sprints that each team are now running. Fortnightly the organisation has a demo

session where each team reports on what was achieved in the sprint before. As this report is written we are in the third sprint, so still very new but grounded in whole-of-organisation agile, sprint, story writing, scrum master and product owner training.

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

Our plan for 2023-2025 includes nine key strategic goals. The status of our work is summarised below :

Goal 1 - A 3-6 year vision is developed for .nz and related registry products, that inform business decisions and future investment

The vision document for .nz and related registry products, is in place by Dec 2024	We continue to focus on developing a strong foundation of understanding of our market and our customer, to build our work from. In May a significant piece of market and customer research concluded. In June, we co-created a brief, built a plan and selected a vendor for our next phase of market research. This will be one of the largest pieces of research we conduct in this financial year. It will be on track for completion in time to help inform discussion at the .nz Strategy Day later in the year. With the appointment of the Generate Manager, this brings new capacity to the team. The Generate Manager along with their team, have a mandate to generate value for our existing and future customers. Their work will be heavily focussed on gaining deeper understanding of the .nz ecosystem and the wider market opportunity.
Service Availability	

	April	May	June
DNS	100.00%	100.00%	100.00%
Registry (EPP)	100.00%	100.00%	100.00%
Registry (Portal)	100.00%	100.00%	100.00%
WHOIS (Port 43)	100.00%	100.00%	100.00%

	Note: During the reporting period, there was a [DNSSEC incident](#) that may have contributed to downstream DNS issues. However, due to the methodology used to measure availability reporting, the DNS was shown to remain 100% available.

Goal 2 - Grow the volume of registrars in our channel and Revenue growth year on year.

Registrar Growth	As at the end of the reporting period: • There were 74 individual .nz authorised registrars as at the end of the reporting period. This represents no change from the previous period. • There were 2 registrars with active applications in process to become .nz authorised. • There are up to 5 registrars that have expressed strong interest and/or are preparing an application to be submitted.
Revenue - Growth	

	Apr 22	Apr 23	May 22	May 23	Jun 22	Jun 23
Creates	9,320	7,521	9,940	9,793	9,251	8,404
Renews	79,894	49,840	84,012	54,214	80,286	51,656
Cancels	13,148	10,358	12,394	10,558	10,299	10,299
Uncancels	2,805	2,369	3,743	3,062	3,278	2,327
DUMs*	**739,546**	**756,575**	**740,200**	**758,078**	**740,720**	**758,495**

*Domains Under Management

Note: The decrease in renewals from 2022 is due to the change from monthly to yearly renewals. As such these figures are not strictly comparable. Upon the first year anniversary of the registry replacement (Nov), renewal figures will be directly comparable.

Goal 3 - Engaging in regional ccTLD collaboration and support, including advocating for ccTLD sovereignty for Pacific islands

Two Pacific countries are supported towards ccTLD sovereignty and/or independence in registry management	During the reporting period, there was ongoing engagement with at least one pacific island nation, to assist them in regaining more control and benefit to be derived from their ccTLD. This includes an improved policy set and operating model. At the ICANN meeting in Washington, there was further consultation with ICANN and other operators to increase our understanding of required processes and risks that exist for this supporting work we are providing to pacific island ccTLDs. While progress in this work can be slow and challenging due to a wide variety of factors, there is an ongoing effort to deepen relationships and increase mutual understanding and trust. These are of paramount importance for our support of the Pacific.

Goal 4 - Make changes within InternetNZ toward ending racism and becoming Te Tiriti o Waitangi centric

Share progress made with the Māori Internet Community, staff and stakeholders on SRR recommendations March 2024.	See appendix one for a detailed update. There are 16 Recommendations. 4/15 are completed. 3/15 are not yet begun 8/15 are in preparation or well underway

Increase the percentage of funding given to partners who work within a 'by Māori, for Māori' approach by 10% year on year over next 3 years.	Māori Partnership and Funding statistics/info
	Partnerships *(confirmed Partnership funding agreements to 31 July)*:
	
	    ● Non-Māori = 67.6%
	    ● Māori = 32.4%
	
	Funding and Grants Rounds *(confirmed to date)*:
	
	    ● Non-Māori = 69.8%
	    ● Māori = 30.2%
	
	* Please note that Grantees data is indicative based on recipient/s indicating they are Māori in the application process. This data was not captured in prior years.

Goal 5 - Domain Name Commission fulfils objectives of Operating Agreement

Review the Operating Agreement by the end of 2024 ensuring responsiveness to trends and concerns of domain name holders	[Link to DNCL quarterly report](#)

Goal 6 - Design and implement an approach to collaboration, and partnering toward an internet that benefits everyone

Protocol to guide collaboration and partnering is consulted and published by October 2023. Membership Plan is consulted and published by 1st April 2024. .nz rules development has input from members and the wider community.	**.nz policy** Domain Name Policy Lead was appointed during this period, with work on a .nz policy work plan beginning immediately. **An Internet that benefits** To understand more about what 'better' looks like for the people of Aotearoa, InternetNZ commissioned Toi Āria: Design for Public Good and Making Everything Achievable (MEA) to design an enquiry process to hear stories and opinions from a wide variety of New Zealand people about their experience with the Internet. This report outlines this process and the insights it revealed. These insights have enriched our understanding of what diverse communities want and need from the Internet. They will support InternetNZ to undertake its mahi and better represent all of Aotearoa in trying to advocate for a better Internet. The report was launched on 7 July 2023 in combination with the launch of the Mapping the Māori Tech Sector 2023 and Hui Kokiri. https://internetnz.nz/an-internet-that-benefits-people-results/ **Te Hapori Matihiko Awards** InternetNZ sponsored the Kaiwhakahaere Award at the inaugural Te Hapori Matihiko Awards held at Te Rauparaha Arena in Porirua the evening 7 July 2023 with the work to achieve the sponsorship and partner with MEA for the first Hui Kokiri all competed within this quarter.

	Government Agency submissions
	Safer Online Services and Media Platforms (SOSMP)
	In June, The Department of Internal Affairs released a discussion document called Safer Online Services and Media Platforms (SOSMP). It represents a key step towards the development of a new, consistent regulatory system that aims to reduce people's exposure to harmful online content, and create a system that is easier to navigate if people need to report harmful content. The document sets out proposed reforms to the way media and online platforms are regulated in Aotearoa.
	To shape InternetNZ's submission staff engaged with a range of community groups Māori, Marginalised and at risk groups, to inform and support the community of the presence of this opportunity. Two of these sessions were promoted to members and were attended by members. The final draft feedback process for members will happen in August.

Goal 7 - Modernise the InternetNZ Constitution to reflect legal requirements and being Te Tiriti centric organisation

Project Plan is documented and milestones reported on over the next two years Members have multiple opportunities to be involved in the process and development of proposed constitutional changes. Legal requirements are met Membership demographics are reported on.	The activity on modernising the Constitution commenced in the quarter. One of the most essential elements to success of the work is planning our approach to collaboration, resourcing and documentation of milestones/phases.While we have commenced this work it has been hindered with ability to secure dedicated resources. The introduction of the opportunity to become involved was shared with members and the community at the AGM and Kokiri. The team is pulling together an information resource pack that will be shared with stakeholders to support our collaborative approach to the modernisation.

Goal 8 - Diversify the membership base

Targets are reported on including increasing the number of Māori members by 50 individual and 5 organisational members per year over the next 2 years	**Membership Numbers** *(as at 31 July 2023)*					
		31 Jul 2022	**30 June 2022**	**30 Sept 2022**	**31 Jan 2023**	**30 Jun 2023**	**31 July 2023**

Membership Numbers *(as at 31 July 2023)*

	31 Jul 2022	**30 June 2022**	**30 Sept 2022**	**31 Jan 2023**	**30 Jun 2023**	**31 July 2023**
Fellows	32	32	32	32	32	**35**
Individual	295	306	311	336	283	**297**
Individual Plus	11	11	11	11	11	**11**
Small organisation	19	19	20	21	21	**22**
Large organisation	2	2	2	2	2	**2**
Total Membership	**359**	**370**	**376**	**402**	**349**	**367**

We have received **17 new individual and 1 small organisation membership applications** since the last council report.

The total membership number drops at the end of June 2023 due to the grace period closing.

Activities to support membership
Since the last council report in May 2023 we have:

- Analysed the membership survey results and started considering ways to weave the voice of our current membership through our mahi.

	- Hosted a webinar for InternetNZ members on the safer online services and media platforms (SOSaMP) consultation. - Delivered on the annual elections and AGM, a formal report on this process will come to Council at the October meeting from the Returning Officer.

Goal 9 - Mana Whakahaere processes are developed to achieve codesign with Māori for SRR recommendations 5&6 with Te Komiti Whakauru Māori (TKWM) and external parties

Mana Whakahaere process through Te Komiti Whakauru Māori (TKWM) recommends to Council changes to the Constitution that support Māori members equal right to stand and be elected to Council	The Mana Whakahaere process of developing our engagement plan based on the recommendation of Te Komiti Whakauru Māori began this Quarter. Work started with the planning of the Hui Kokiri to be held in Rotorua in late May. However, we were challenged by Te Arawa iwi who indicated that they did not want to be hosted at a meeting that is - *fluff small talk*. But to sit and have kōrero; a deep dive conversation with INZ. An opportunity to hold space for a meaningful conversation that deepens our relationship with iwi and wider Māori communities or partners. Hui Kokiri in Rotorua was postponed. Using our agile process of 'do a bit, reflect, apply the learning' we then aligned our first Hui Kokiri with the Te Hāpori Matihiko awards. This bringing our kōrero to where people are already gathered worked well.
	At this Hui Kokiri a combination of kaupapa was hosted and successfully achieved;
	- The honouring of past Fellow, local leader, trailblazer, Richard Orzecki, - The introduction of Te Komiti Whakauru Māori to te hāpori Māori, - Hosting key Māori leaders from the Māori digital and tech space, - The launch of an Internet that Benefits report, - Played host to the launch of the 'Mapping the Māori Tech Sector 2023', - Partnered with Te Hāpori Matihiko as a key sponsor.
	Next quarter we are looking at developing our next steps in our Hui Kokiri through links and networks newly established from our engagement and who we are in discussion round work we currently have underway. The retrospective between the Tumu Whakarae and Te Komiti Whakauru Maori identified many ways we can learn and grow. The next step will be whakawhanaungatanga with TKWM and Māori staff.

Appendix 1

O'Regan Report Recommendations	Action Update
1. Culture Change 1.1. Co-design with Māori staff and other experts, protocols between Council and Management to: (a) address issues of racism and discrimination against Māori; and (b) raise issues or examples of personal, cultural or institutional racism to Management via a culturally safe mechanism; and communicate these protocols organisation-wide, including to members. 1.2. Address with urgency, current issues of personal racism being experienced in InternetNZ and highlighted through this review. 1.3. Explore options for healing with staff and council members for whom the events of 2021 and subsequent events continue to cause hurt and trauma.	1.1 Yet to be actioned 1.2 Immediate process through CEO put in place with no-one accessing it 1.3 Options for healing were explored with two groups identifying external facilitators. - Staff stressed by being associated with a racist organisation - People of colour on staff who felt they had a particular experience to process and work through
2. On the Claims of Systemic Racism 2.1. Consider giving an apology to the parties who raised the claims, for the harm caused and an acknowledgement of the situation in which they arose. 2.2. Inform the parties who raised the claims, of actions taken by InternetNZ to address systemic racism in the organisation.	2.1 Complete 2.2 Complete
3. Governance 3.1. Review the constitution of InternetNZ by 2025 as required by changes to Incorporated Societies laws; 3.2. Consider a more representative model of governance for InternetNZ that is co-designed by Māori and informed by iwi and that gives effect to Te Tiriti.	3.1 Underway 3.2 Underway as part of Maori organisation partnerships, Hui Kokiri processes and constitutional review

4. **Membership**	
4.1. The Membership Discuss forum is immediately reviewed and strategies put in place to prevent the continuation of anti Tiriti and Māori sentiment with the intention to create a culturally safe forum for ongoing engagement. This would involve a strong directive from Council articulating the expectations around engagement and the consequences of not adhering to these	4.1 Completed and now ready for consideration of next steps
4.2. As part of the constitutional review, consider membership models, including voting systems, to address issues raised in this report including: transparency of membership, diversity and representation, and current imbalances of power.	4.2 Underway as Constitutional Review begins
4.3. Develop targeted strategies to widen the membership base to include more Māori and diverse communities.	4.3 New Maori partnerships, different allocation of Grants supporting Maori
5. **Cultural capability**	
5.1. Proactively identify issues of inequity and bias against Māori and Māori knowledge by undertaking an equity self-review process at team and individual role level where appropriate.	5.1 Not yet actioned
5.2. Systematically address identified issues of inequity and bias against Māori and Māori knowledge through a cultural capability plan that supports transparency and awareness of areas of concern, including the use of staff self-review processes.	5.2 Not yet actioned
5.3. Adequately resource organisation wide delivery of the cultural capability plan, including the use of external experts where appropriate.	5.3 Completed in Q1, with review completed and planning for next cycle underway
5.4. Implement clear, time-bound cultural capability targets for all staff as part of team goals and individual performance appraisal processes.	5.4 Underway and ongoing

6.	Scope of control and influence	
6.1.	The Tumu Whakarae|Chief Executive of InternetNZ is pro-active in calling together NetSafe, the New Zealand Police, and other interested parties with responsibilities in the area of online harm. A priority action will be to collectively agree to new protocols to address the areas where no clear responsibility currently exists.	6.1 Preparation work through meeting key agencies and agreeing to meet to address better utilisation of current regulations. Moving to set up the meeting cycle.. Community leadership in Safer Online Services and Media Platforms DIA submission is also key to this work as is our participation in the DPMC established multi stakeholder group.

26 July 2023

Ms Joy Liddicoat

President

InternetNZ

Via email president@internetnz.net.nz

Dear Joy

Quarter one (Q1) Report 1 April – 30 June 2023

This report is for the three months 1 April to 30 June 2023. It includes the Domain Name Commission Ltd (DNC) quarterly Profit and Loss Statement and a summary of some of the core activities the DNC have been focused on.

Financials:

Q1 resulted in a Net profit of $12,115.97 against a budgeted net loss of $39,046.00. Total Operating costs for the quarter is $409,777.05 against the budgeted amount of $458,844.00, a savings of $49,066.95 with a reduced spend on communications, Director expenses, disputes resolutions services, office/admin expenses, travel and professional fees. Areas which went over budget, include personnel and staff costs and iwi.nz Moderators fees, the latter due to unplanned compliance activities being undertaken by the Moderator to run an Audit of all .iwi.nz domain names for compliance with the .iwi.nz moderation policy.

The profit and loss statement is presented on Page 5.

Summary of DNC's performance of functions under the Operating Agreement:

Dispute Resolution Service

The table below shows the number of **new .nz domain name disputes** received via our two channels over Q1. The general channel is our existing process. We have extended our pilot of the online dispute resolution platform (ODR) until 31 December 2023 while we continue to

assess its use, accessibility, reporting functionality, capability to utilise it for expert determinations and the overall cost should we proceed with enhanced system functionality.

Channel	April	May	June	TOTAL Q1
ODR	1	7	6	14
General	2	1	5	8
TOTAL	3	8	11	22

The progress of ODR matters over Q1, includes three matters currently in mediation and three matters resolved either prior to or at mediation. One matter was unresolved and seven withdrew from the process (not wanting to pay fees for an expert determination). Two have applied for expert determination.

The progress of general matters over Q1 includes five matters under assessment for an expert determination and expert determinations were made in relation to another five matters (some relate to matters opened in the previous quarter).

Customer Services

The table below shows the number of **new enquiries** received over Q1 **via channel**. We are in the process of refining our reporting capabilities with a view to including more data on the type of enquiry in the future. This will enable the DNC to take a more intelligence led and risk-based approach to how and where we focus our monitoring and compliance activities and to better identify systemic issues or trends in the future. Some of the common enquiries we receive include reports of suspicious .nz domain names which we will then run through our DVSD process (more info on that below) and providers being difficult and not providing the Auth Code (previously the UDAI) which hinders the registrant's ability to move to another provider.

Channel	April	May	June	TOTAL Q1
Website info form	99	107	133	339
Phone calls in	85	123	141	349
chatbot	182	154	195	531
TOTAL	366	384	469	1,219

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Complaints & Issues regarding .nz Registrars

Over Q1, forty-six **new complaints or issues were received** from domain name holders about providers (registrars/resellers). The DNC investigate these directly with the relevant registrar. Some common complaints we receive include providers not sending the Auth Code to registrants and, where a registrant had a domain name and it then expired, went into redemption period, was made available and somebody grabbed it.

Compliance Activities: DVSD process

The DNC receives intelligence from various sources including the public, checking daily creates of new .nz domain names, other agencies (e.g. DIA), and partners (CleanDNS) which informs what we run through our data validation process. If DNC is unable to verify the identity of a domain name holder through this process, the .nz domain name is suspended. Over Q1, **we have suspended 66% of the .nz domain names** run through the DVSD process for failing the data validation checks.

Description	April	May	June	TOTAL Q1
Urgent process	1	1	0	**2**
Non-urgent process	37	51	22	**110**
Validated / No further action	20	11	7	**38**
Not Validated & suspended	18	41	15	**74**

Some of the common issues we receive include registration abuse (fake registrant contact details on the WHOIS), phishing/pharming (fraudulent communication/the act of a fake site posing as a reputable company both used to steal personal information and reports on alleged fake webshops.

New Registrar Applications

DNC received **two new Registrar applications** over Q1 which are under assessment. There have been no de-registrations.

Conflicted Names Project update

Through this project eighty-nine .nz conflicted domain names were resolved via the ODR process. Subsequently, an additional 60 names were resolved via various methods leaving 1422 unresolved as of 5 July 2023. An overview of the process and outcomes was published on the DNC's website in June. A report to the .nz Policy committee is currently being reviewed and will provide some suggested recommendations for consideration and next steps.

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Publications of note

In June, Professor Ian MacDuff, from the International Council for Online Dispute Resolution, interviewed DNC's ODR Manager Keri Morris and .nz Domain Name Policy Lead Isobel Egerton about the DNC's ODR pilot. The Podcast was published on LinkedIn and DNC's website.

Keri Morris also wrote an article "*The hidden value of a name*" which was published in the *Family Advocate,* Volume 24 Issue 4 (Winter 2023) and on the DNC's website. This article notes the issues that can arise when relationships break down and one party is the registrant for a .nz domain name. The parties may attach different value to a .nz domain name particularly if they require it for a business that then remains with one party.

Yours sincerely

Vivien Maidaborn

Chair, Domain Name Commission

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Profit & Loss

Domain Name Commission Limited
For the quarter ended 30 June 2023

Account	Q1 Actual	Q1 Budget	Q1 Variance	YTD Actual	YTD Budget	Variance NZD	Overall Budget 2023-2024
Trading Income							
Authorisation Fees	3,000.00	3,000.00	-	3,000.00	3,000.00	-	12,000.00
Income - DRS Complaint Fees	10,000.00	8,000.00	2,000.00	10,000.00	8,000.00	2,000.00	12,000.00
Management Fees	408,750.00	408,750.00	-	408,750.00	408,750.00	-	1,635,000.00
Total Trading Income	421,750.00	419,750.00	2,000.00	421,750.00	419,750.00	2,000.00	1,659,000.00
Gross Profit	421,750.00	419,750.00	2,000.00	421,750.00	419,750.00	2,000.00	1,659,000.00
Operating Expenses							
Total Communications	19,890.22	24,750.00	(4,859.78)	19,890.22	24,750.00	(4,859.78)	99,000.00
Total Compliance	12,271.05	15,000.00	(2,728.95)	12,271.05	15,000.00	(2,728.95)	60,000.00
Total Director Expenses	10,697.45	13,018.00	(2,320.55)	10,697.45	13,018.00	(2,320.55)	52,070.00
Total Dispute Resolution Service	12,637.51	17,776.00	(5,138.49)	12,637.51	17,776.00	(5,138.49)	57,600.00
Total Memberships	3,596.49	3,450.00	146.49	3,596.49	3,450.00	146.49	13,800.00
Total Moderators	5,634.37	5,826.00	(191.63)	5,634.37	5,826.00	(191.63)	23,300.00
Total Office and Administration Expense	88,756.76	110,310.00	(21,553.24)	88,756.76	110,310.00	(21,553.24)	443,081.00
Total Personnel and Staff Costs	237,960.52	234,745.00	3,215.52	237,960.52	234,745.00	3,215.52	944,383.00
Total Professional Services	0.00	13,806.00	(13,806.00)	0.00	13,806.00	(13,806.00)	65,228.00
Total Projects	1,500.00	3,750.00	(2,250.00)	1,500.00	3,750.00	(2,250.00)	15,000.00
Total Registrars	2,349.99	2,001.00	348.99	2,349.99	2,001.00	348.99	8,000.00
Total Depreciation	14,482.69	14,412.00	70.69	14,482.69	14,412.00	70.69	57,648.00
Total Operating Expenses	409,777.05	458,844.00	(49,066.95)	409,777.05	458,844.00	(49,066.95)	1,839,110.00
Surplus from Investing Activity	143.02	48.00	95.02	143.02	48.00	95.02	30,000.00
TOTAL COMPREHENSIVE REVENUE AND EXPENSES FOR THE	12,115.97	(39,046.00)	51,161.97	12,115.97	(39,046.00)	51,161.97	(150,110.00)

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internetnz

COUNCIL MEETING - August 2023
Audit, Finance & Investment

AUTHOR: Anthony Bow
FOR: Audit, Finance & Investment Committee
REPORT: May to July 2023

Report back to Council

Audit, Finance & Investment Committee held their meeting on 27 June 2023.

The Committee:

- Met with the Auditor (Grant Thornton) including for a brief time without Management, as is standard practice. The Auditor advised they had no concerns and are comfortable with the Consolidated 2023 Financial Statements presented to the Committee. The Auditor advised they would deliver the Audit Findings Report to Council post signing of the representation letter but they did not consider there was any matter of significance.

- Reviewed the Consolidated 2023 Financial Statements which this year included a Statement of Service Performance report.

- Reviewed Management's letter addressed to the President, on behalf of Council, confirming that the representations that Council would be making to the Auditor were all in order to be made.

- Reviewed the Representation Letter to be signed by Council to the Auditors.

- Received the draft form of the unqualified Auditor's Report.

- Reviewed internal legal advice in respect of InternetNZ's ability to invest funds received in advance from Registrars for domain name registrations. The Committee agreed with the internal advice and requested an Operations Plan to remove and mitigate the (low) risk of funds being considered 'unavailable' for longer term investment purposes.

- Reviewed advisor proposals in respect of the Investment Review process.

Recommendations from the Committee were as follows:

- The Consolidated 2023 Financial Statements and Representation Letter to the Auditor be sent to Council for approval and signing.

- In consultation with the President as to appropriateness and timing, the Operations Plan and other supporting documents to be tabled at the August or October Council meeting for consideration.

- The all-encompassing Bancorp Investment Review (policy and available funds analysis, risk appetite and Statement of Investment Policy & Objectives, and Investment Advisory) proposal be sent to Council for consideration and acceptance.

Post Committee activity:

The Consolidated 2023 Financial Statements were approved by Council Evote and the Representation Letter to the Auditor was signed the President and Chair of the Audit, Finance & Investment Committee.

Following consultation with the President, it was agreed that the most practical way forward would be for recommendations bullet two and three above to be deferred pending a workshop to be held at this upcoming August Council meeting. The internal advice on availability of funds has raised matters of fundamental principle and institutional values that have not been discussed at Council previously and accordingly it is appropriate we discuss this as Council before continuing the Investment Review process.

Recommendation

THAT Council receives this report back from the Audit, Finance & Investment Committee

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COUNCIL MEETING - August 2023

.nz Policy Committee

AUTHOR: Kate Pearce (Chair)
FOR: .nz Policy Committee
REPORT: February to April 2023

Report back to Council

.nz Policy Committee held their meeting on 5 April,but no meeting has been held since the May council meeting.

The following items were discussed via email:

- .nz Policy Lead role filled with Isobel Egerton
- Worked on an expanded and refined TOR with the following themes as per the April meeting:
  - .nz Policy and rules
  - .nz Strategy and .nz specific risks
  - .nz operational performance, health and trust.

No Specific recommendations from the .nz policy Committee were made to Council, as neither meeting nor e-vote were held since the May Council meeting. However, the updated Terms of reference were worked on by the committee with input from staff and the CE and are available in the council pack for August.

- the committee Chair proposes the current version be discussed as a proposal at the August council meeting as the committees are reviewed

Recommendation

THAT Council received report back from the chair

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COUNCIL MEETING - August 2023

Risk & Compliance Committee

AUTHOR: Brenda Wallace
FOR: R&C Committee Report back to Council
REPORT: August 2023 Council Meeting

Report back to Council

Risk and Compliance Committee held their meeting on 23rd June 2023

The following Agenda items were discussed:

- DNS outage incident 29 May, independent review, and BCP process
- Liability Insurance Coverage
- Health, Safety, and Wellbeing Update
- Risk register and reporting

The DNS outage that occurred on May 29th consumed the time of staff members who were in the process of updating our risk register. We anticipate providing a comprehensive report after our committee meeting in September.

Recommendation

THAT Council received report back from the R&C committee

![internetnz]

COUNCIL MEETING - August 2023

Health, Safety and Wellbeing Report

AUTHOR: Vivien Maidaborn, Tumu Whakarae

PURPOSE: To provide the Council with a retrospective update on Health
                   Safety and Wellbeing (HSW) issues for the InternetNZ Group
                   over the period 4th May to 20th July

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/ Accidents reported/or identified
5 May 2022 – 15 June 2022	1	0	0
16 June 2022 – 31 Aug 2022	1	0	0
1 Sep 2022 – 17 Nov 2022	1	0	0
18 Nov 2022 – 8 March 2023	2	1	1
9 March 2023 – 3 May 2023	0	2	0
4 May 2023 – 28 July 2023	0	2	0

Summary

Identified risks (risk level stated after mitigation)

- *DNSSEC Incident - response to the incident - **Medium level***

  A core team of staff spent long hours with some intense periods of work
  responding to the initial incident and this gave rise to concerns for
  management about health, safety and wellbeing for staff.

  Mitigations: support for individuals were immediately put in place with
  rostered hours, sleep breaks, food provided and dual working pairs all put in

place. A leave plan was established so people could recover over the next month period. Communications from CE and GM to the group and individuals were. put in place. Team wellbeing baskets sent to all involved staff to recognise the value of work. Teams were reminded of EAP support.

- *Workers' security and privacy breached by policy settings of the organisation in a rapidly changing environment and where personal attacks and threats are increasingly common.(both online or in-person)* **- High level**

Staff member phone numbers used to be contacted by external parties affecting their security and privacy.

Mitigations: removed Auckland office address and staff photos from the website, access to offices are restricted using access cards, installation of intercom in Wellington office. Further work is being undertaken to mitigate risk for online harm for our team.

Recommendation

That the Health, Safety and Wellbeing Report be received.

2

HAZARD MATRIX

To determine "Risk" of hazards or potential hazards on site or in the workplace: What is the likelihood of something happening and multiply by the potential consequences.

	Consequences				
Physical injury/ work-related stress	• First Aid or minor injuries • Individual work-related stress	• Medical treatment injury • 5+ people work-related stress	• Lost time injury • Notifiable event injury • Long-term disability • Lost time work-related stress	• Multiple serious injuries • Single Fatality • Long-term disability • 5+ people lost time work-related stress	• Multiple fatalities • 20+ people lost time work-related stress
Environmental	• No impact or effect	• Impact contained to workplace with simple clean-up process	• Impact contained to workplace • Specialist clean-up required	• Significant local environmental impact or effect to outside workplace as well • Specialist clean-up required	• Environmental impact and effect large scale and of national significance • Long-term damage over long periods of time. On-going
Damage or process disruption	• Damage or Process disruption, • No impact on customer	• Damage or Process disruption with minor customer impact (e.g. minor delay to one or 2 services)	• Damage to critical process • Moderate delays to services	• Loss of key processes • Structural damage to facilities • Major delays to one or more services	• Workplace shut down for a period of time • Machinery or equipment needs to be replaced
	1	**2**	**3**	**4**	**5**

Likelihood			1	2	3	4	5
	Almost Certain	5	Medium	Medium	High	High	High
	High Likley	4	Medium-Low	Medium	High	High	High
	Possible	3	Medium-Low	Medium	Medium	Medium	High
	Unlikely	2	Low	Low	Medium	Medium	Medium
	Highly Unlikely	1	Low	Low	Medium-Low	Medium-Low	Medium

Work related Stress as defined in the Managing stress Policy Statement

3

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 - AP12/23 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.

RN26/23 Council **endorsed** the proposed broad approach to member and Internet community engagement.

RN27/23 Council **agreed** to a simplified process for amending the Constitution by presentation of a new draft Constitution at the 2024 AGM.

RN28/23 Council **noted** that further consultation would take place on the draft Constitution after the 2024 AGM if necessary.

(Cr Biasiny-Tule/President Liddicoat)
CARRIED

2.2	**Public Policy Development Paper**

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.

RN28/23 That Council **receive** the paper on the Public Policy position development.

(Cr Hulse/President Liddicoat)
CARRIED

Section 3 – Matters for Decision

3.1	**InternetNZ Council Skills and Diversity**

AP29/23 Agree 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.

AP30/23 Agree to review the Skills and Diversity Matrix in October 2023 and to include the new Council members for the survey 2024.

(Moved Cr Hulse/All Council)
CARRIED

3.2	**AGM and Returning Officer Role**

RN31/23 Agreed to approve the appointment of a Returning Officer for the 2023 InternetNZ Council Election by Evote.

RN32/23 Approve the appointment of Grant Thornton as Scrutineer for the 2023 InternetNZ Council Election.

RN33/23 Approve the timeline for the Council Elections and AGM.

(Cr Stokes /Cr Rahman)
CARRIED

Section 4 – Matters for Discussion

4.1	**Acknowledgements**
	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.
	The Council welcomed the new Domain Name Commissioner Barbara Pearse.
4.2	**President's Report**
	RN35/23 That Council **receive** the President's report.
	(Cr Biasiny-Tule/Cr Stokes) **CARRIED**
4.3	**InternetNZ Quarterly Report**
	RN36/23 That Council **receive** the InternetNZ Quarterly Report.
	(Cr Rahman/ Cr Pearce) **CARRIED / CARRIED U**
4.4	**DNCL Quarterly Reporting**
	RN37/23 That Council **receive** the DNCL Quarterly Reporting.
4.5	**.nz Standing Report**
	4.5.1 Commercial in confidence paper (in Committee)
	RN38/23 That Council **receive** the .nz Standing Report.
	AP07/23 That the commercial in confidence paper is added to the confidential papers register and released in 2 years.

4.6	Report Back from Committees: 4.3.1 Audit, Finance and Investment (Chair, Cr Bow) 4.3.2 Governance Committee (Chair, Cr Hulse) 4.3.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule) 4.3.4 .nz Policy Committee (Chair, Cr Pearce) 4.3.5 Risk and Compliance Committee (Chair, Cr Wallace) **RN39/23** That Council **receive** the Committees reporting. (Block 4.4, 4.5 and 4.6 - Cr Biasiny-Tule/ Cr Hulse) **CARRIED / CARRIED U**

Section 5 - Consent Agenda

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

Section 6 – Other Matters

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

E-Votes Ratification

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

Evote:	Motion:	For:	Against:	Abstain:
17052023	That Council **approve** the appointment of Andrew Cushen to be the InternetNZ Returning Officer for the 2023 Elections.	President Liddicoat Vice President Wallace Cr Hulse Cr Montgomery Cr Stokes Cr Pearce Cr Biasiny-Tule Cr Bow Cr Fala Cr Rahman Cr Roy	None	None
30062023	That Council **approve** the updated/amended InternetNZ Annual Financial and Statement of Service Performance Report for the year ended 31 March 2023.	President Liddicoat Vice President Wallace Cr Roy Cr Hulse Cr Stokes Cr Fala Cr Pearce Cr Biasiny-Tule Cr Montgomery Cr Bow Cr Rahman	None	None
10072023	That Council **approve** a) the .nz Chain Validation Incident Terms of Reference b) to the appointment of Laura Dempsey, Cubal Consulting and Ewen McNeill,Naos Computer Consulting as independent reviewers	President Vice President Cr Montgomery Cr Hulse Cr Stokes Cr Pearce Cr Rahman	None	None

| 19072023 | That Council **approve** that Ivan Lomax, Leon Symes, and Dr. Karaitiana Taiuru are awarded Fellowships of InternetNZ at the Annual General Meeting on 27 July 2023. | President Vice President Wallace Cr Stokes Cr Bow Cr Pearce Cr Montgomery Cr Rahman Cr Roy | None | None |

Recommendation

THAT the e-votes be ratified.

Group financial statements

to the quarter ended 30 June 2023

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Consolidated Income Statement

Internet New Zealand Group
Consolidated Income Statement
to the year ended 30 Jun 2023

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income - Operating									
Registry Fees		3,373,797	3,370,695	3,102	0%	3,373,797	3,370,695	3,102	0%
Broadband Map		10,950	10,200	750	7%	10,950	10,200	750	7%
Sundry Income	2 (a)	30,001	26,077	3,924	15%	86,133	84,209	1,924	2%
Total Operating Income		**3,414,748**	**3,406,972**	**7,776**	**0%**	**3,470,880**	**3,465,104**	**5,776**	**0%**
Less Direct Expenses									
Domain Name Commission Fee	1 (a)	-	-	-	-	408,750	408,750	0	0%
.nz Costs		494,609	515,876	21,267	4%	494,609	515,876	21,267	4%
Other		35,864	37,501	1,637	4%	35,864	37,501	1,637	4%
Total Direct Expenses		**530,473**	**553,377**	**22,904**	**4%**	**939,223**	**962,127**	**22,904**	**2%**
Less Other Expenses									
Audit		-	-	-	-	-	-	-	-
Amortisation & Depreciation		92,778	93,162	384	0%	78,295	78,750	455	1%
Registrar Engagement		4,229	6,968	2,739	39%	1,879	4,967	3,088	62%
Communications		19,890	24,750	4,860	20%	-	-	-	-
Community Investment		416,872	425,325	8,453	2%	416,872	425,325	8,453	2%
Domain Name Commission		31,313	39,052	7,739	20%	-	-	-	-
Employment		1,519,605	1,595,167	75,562	5%	1,281,644	1,360,422	78,778	6%
Governance		57,299	49,843	(7,456)	-15%	46,602	36,825	(9,777)	-27%
International		95,411	96,000	589	1%	92,585	93,000	415	0%
Legal		17,434	24,501	7,067	29%	17,434	12,000	(5,434)	-45%
Operational		393,437	446,967	53,530	12%	373,812	404,484	30,672	8%
Projects		1,500	3,750	2,250	60%	-	-	-	-
Security		5,815	5,949	134	2%	5,815	5,949	134	2%
Total Expenses		**2,655,583**	**2,811,434**	**155,851**	**6%**	**2,314,938**	**2,421,722**	**106,784**	**4%**
Net Operating Profit (Loss) Before Tax		228,692	42,161	186,531	442%	216,719	81,255	135,464	167%
Net Operating Profit (Loss) Before Tax		**$228,692**	**$42,161**	**$186,531**	**442%**	**$216,719**	**$81,255**	**$135,464**	**167%**

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 ($408,750) to DNCL.
2 (a) GSE paid by DNCL ($69,132) to INZ

Reference:
DNCL detail available in the Quarterly DNCL report to Council dated 26th July 2023.

FOR INFORMATION PURPOSES ONLY

	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Investing Income								
Interest Received	47,797	18,648	29,149	2	47,654	18,600	29,054	156%
Fair Value Gains/(Losses) on Managed Funds	182,731	110,119	72,612	66%	182,731	110,119	72,612	66%
Realised gains on Foreign Exchange	-	-	-	-	-	-	-	-
Total Investment Income	**230,528**	**128,767**	**101,761**	**79%**	**230,385**	**128,719**	**101,666**	**79%**
Managed Funds Fees	4,007	3,978	(29)	-1%	4,007	3,978	(29)	-1%
Total Expenses	**4,007**	**3,978**	**(29)**	**-1%**	**4,007**	**3,978**	**(29)**	**-1%**
Net proceeds from Investing Activities	**$226,521**	**$124,789**	**$101,790**	**82%**	**$226,378**	**$124,741**	**$101,695**	**82%**

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
to the year ended 30 Jun 2023

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income - Operating									
DNCL Sundry		13,000	11,000	2,000	18%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)		3,384,748	3,380,895	3,853	0%	3,384,748	3,380,895	3,853	0%
Te Puni Whiriaa (Public Impact)		17,001	15,077	1,924	13%	29,051	27,116	1,935	7%
Te Puni Raupa (Organisational Performance)		0	0	0	0%	57,081	57,093	(12)	0%
Total Operating Income		**3,414,749**	**3,406,972**	**7,777**	**0%**	**3,470,880**	**3,465,104**	**5,776**	**0%**
Less Activity Expenditure									
.nz Operations (DNCL)	2 (a)	340,645	389,712	49,067	13%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a)	1,149,124	1,202,628	53,504	4%	1,557,874	1,611,378	53,504	3%
Te Puni Whiria (Public Impact)		781,290	833,325	52,035	6%	781,290	833,325	52,035	6%
Te Puni Māori		99,559	116,293	16,734	14%	99,559	116,293	16,734	14%
Te Puni Raupa (Organisational Performance)		815,439	822,853	7,414	1%	815,438	822,853	7,415	1%
Total Expenses		**3,186,057**	**3,364,811**	**178,754**	**5%**	**3,254,161**	**3,383,849**	**129,688**	**4%**
Net Operating Profit (Loss) Before Tax		**228,692**	**42,161**	**186,531**	**442%**	**216,719**	**81,255**	**135,464**	**167%**
Net Operating Profit (Loss) Before Tax		**$228,692**	**$42,161**	**$186,531**	**442%**	**$216,719**	**$81,255**	**$135,464**	**167%**

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 ($408,750) to DNCL.

2 (a) GSE paid by DNCL ($69,132) to INZ

FOR INFORMATION PURPOSES ONLY

	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Investing Income								
Interest Received	47,797	18,648	29,149	156%	47,654	18,600	29,054	156%
Realised gains on Foreign Exchange	0	0	0	0%	0	0	0	0%
Fair Value Gains/(Losses) on Managed Funds	182,731	110,119	72,612	66%	182,731	110,119	72,612	66%
Total Investment Income	**230,528**	**128,767**	**101,761**	**79%**	**230,385**	**128,719**	**101,666**	**79%**
Managed Funds Fees	4,007	3,978	(29)	-1%	4,007	3,978	(29)	-1%
Total Expenses	**4,007**	**3,978**	**(29)**	**-1%**	**4,007**	**3,978**	**(29)**	**-1%**
Net proceeds from Investing Activities	**$226,521**	**$124,789**	**$101,790**	**82%**	**$226,378**	**$124,741**	**$101,695**	**82%**

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

Consolidated Movements in Equity

Internet New Zealand Group
Statement of Movements in Equity
to the year ended 30 Jun 2023

	GROUP	INZ	DNCL
Equity at start of period			
Opening Retaned Earnings	10,539,128	10,248,305	290,823
Shares Subscribed	-	-	580,000
	10,539,128	10,248,305	870,823
Net Profit (Loss) After Tax	455,213	443,097	12,116
Equity at end of period	**$10,994,341**	**$10,691,402**	**$882,939**

Consolidated Balance Sheet

Internet New Zealand Group
Balance Sheet
As at 30 June 2023

	GROUP	INZ	DNCL
Current Assets			
Cash and Cash Equivalents	12,355,204	11,543,483	811,721
Managed Funds	5,165,302	5,165,302	-
Other Current Assets	1,721,410	1,656,938	64,472
Total Current Assets	19,241,916	18,365,724	876,193
Non-current Assets			
Property, Equipment & Software	3,652,695	3,260,643	392,052
less: Accumulated Depreciation	(2,015,710)	(1,804,325)	(211,385)
Intangible Assets	4,223,276	4,223,276	-
less: Amortisation	(848,770)	(848,770)	-
Investments	-	-	-
Shares and Loans	-	580,000.00	-
Total Assets	24,253,407	23,776,547	1,056,860
Less Liabilities:			
Deferred Income	11,826,689	11,826,689	-
Trade and Other Payables	1,432,377	1,258,455	173,921
Total Liabilities	13,259,066	13,085,144	173,921
Net Assets	**$10,994,342**	**$10,691,402**	**$882,939**
Represented By:			
Total Equity	**$10,994,341**	**$10,691,402**	**$882,939**

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

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

Group Revenue Analysis to the Period ending 30 June 2023

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	3,373,797	3,370,695	3,102	98.8%
BBM	10,950	10,200	750	0.3%
Sundry - Membership	3,341	2,077	1,264	0.1%
Sundry - Recharge & Misc	26,660	24,000	2,660	0.8%
Total Operating Revenue	3,414,748	3,406,972	7,776	100%

FOR INFORMATION PURPOSES ONLY				
Net proceeds from Investing Activities	226,521	124,789	101,732	6.6%

- Revenue is reported excluding investment activities to reduce market distortion.

- Fair value gains for the quarter of **$183k** from managed funds continues the trend exhibited at the end of last year, positive returns and contributed towards 79% of the total return on Investments of **$230k** after fees. Term deposits returns for the quarter were **$47k**.

- The accounts report a Total Operating revenue for the quarter of **$3.5M**, up by $100k compared to the same period last year.

Group Expenditure Analysis by Function to the Period ending 30 June 2023

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission	340,645	389,712	49,067	10.7%
Te Puni Whakawhanake Rawa/Cust & Prod	1,149,124	1,202,628	53,504	36.1%
Te Puni Whiria/Public Impact	781,290	833,325	52,035	24.5%
Te Puni Maori	99,559	116,293	16,734	3.1%
Te Puni Raupa/Organisational Performance	815,439	822,853	7,414	25.6%
Total Operating Expenditure	3,186,057	3,364,811	178,754	100.0%

Notes:
DNCL expenditure excludes
2 (a) GSE paid by DNCL ($69,132) to INZ

Underspend variances are attributable to budget phasing.

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

Summary reporting by functional areas of expenditure: -

All functional areas of the organisation were underspent in the first quarter of the new financial year, which is quite often the case, due to budget phasing.

Outlined below is a summary of each function.

Te Puni Whakawhanake Rawa/ Customer and Product

- Running of the .nz registry, and Broadband Map services.
- Data insights and analytics
- IT infrastructure and product technology

Te Puni Whiria/Public Impact

- Funding, Public policy, internet governance, including international
- Community Engagement, including membership, Communications – External and brand and Events Management

Te Puni Māori

- Māori sector partnership and relationships
- Rautaki Māori
- Māori cultural intelligence and cultural capability
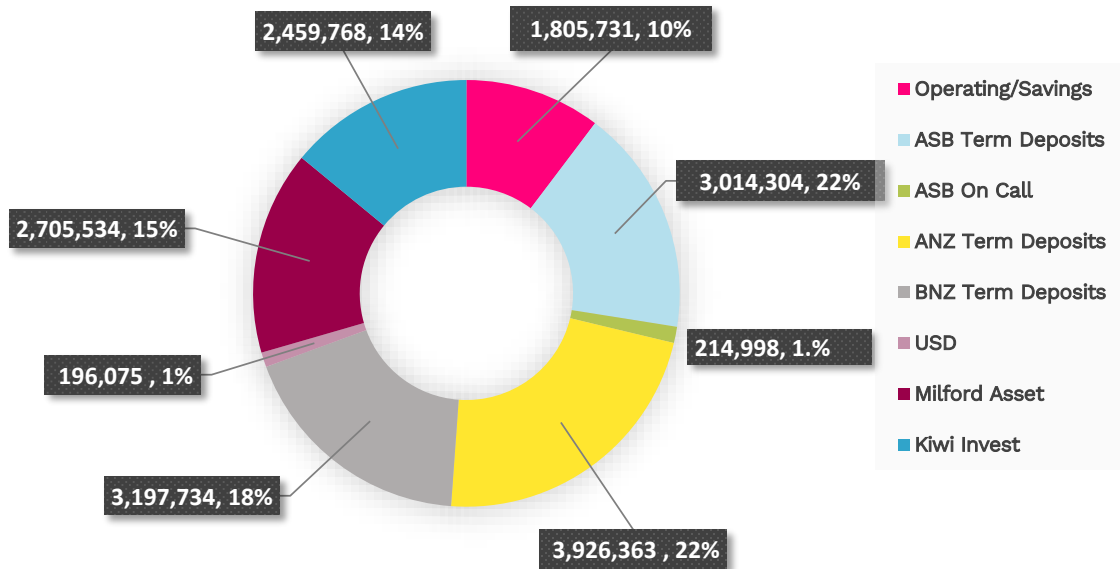
Te Puni Raupa/Organisation Performance

- Governance, Strategy, planning and performance.
- Security, compliance (including legal) and Privacy.
- HR and Finance, Technology Strategy, and Internal IT

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 2023

The chart below shows the percentage spread of funds invested **($17,520,506)** across all institutions as of 30 June 2023.

Group Investment Portfolio

2,459,768, 14%
1,805,731, 10%
3,014,304, 22%
214,998, 1.%
196,075 , 1%
2,705,534, 15%
3,197,734, 18%
3,926,363 , 22%

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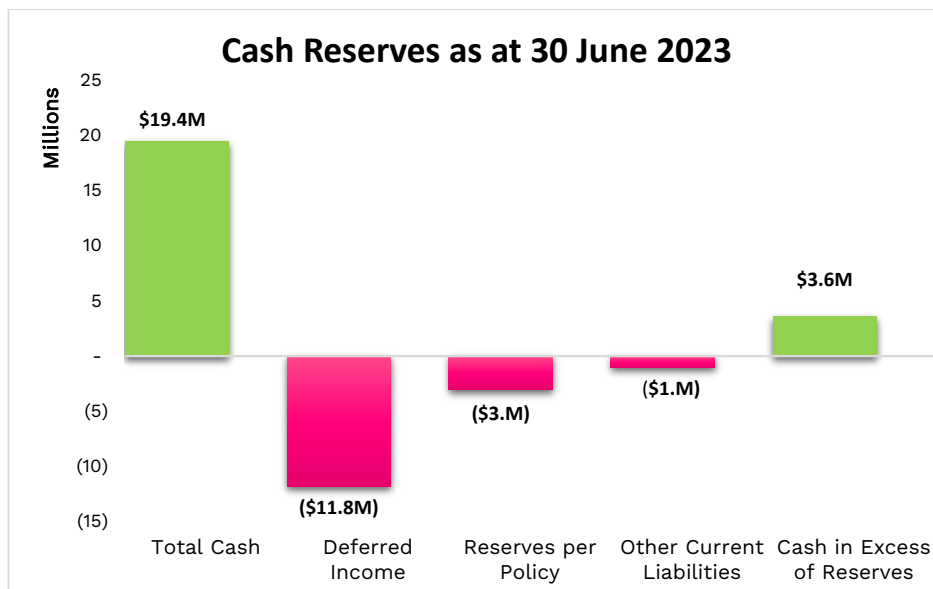- Milford Asset
- Kiwi Invest

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 2023

We report the Cash in Excess of Reserves position as of 30 June 2023 at **$3.6M** as provided below:

Total Cash & Current Assets	**$19,438,253**
less: Deferred Income	($11,826,689)
less: Reserves as per the policy	($2,982,899)
less: other Current Liabilities	($1,012,121)
Cash in Excess of Reserves	**$3,616,544**

Cash Reserves as at 30 June 2023

Total Cash	$19.4M
Deferred Income	($11.8M)
Reserves per Policy	($3.M)
Other Current Liabilities	($1.M)
Cash in Excess of Reserves	$3.6M

The close for the quarter-ended June 2023-24 financial year sees **Net Equity at $11.M** (reported at year-end 31 March 2023 as $10.5M) and the **Net Equity minus Reserves** position at **$7.4M** ($7.6M in the previous 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.

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

COUNCIL MEETING - August 2023

Membership Report

PURPOSE: Progress and work for membership of InternetNZ
DATE WRITTEN: 1 August 2023

Executive Summary

In quarter one, we focused on the membership survey, the membership management system upgrade project and the AGM and elections.

Current membership (at 31 July 2023)

	31 Jul 2022	30 June 2022	30 Sept 2022	31 Mar 2023	30 Jun 2023	31 July 2023
Fellows	32	29	32	32	32	**35**
Individual	295	289	306	336	283	**297**
Individual Plus	11	11	11	11	11	**11**
Small organisation	19	17	19	21	21	**22**
Large organisation	2	1	2	2	2	**2**
Total Membership	359	346	370	402	349	**367**

- We have received **17 new individual and 1 small organisation membership applications** since the last council report.
- The total membership number drops at the end of June 2023 due to the grace period closing.

Items to Note

Activities to support membership

Since the last council report in May 2023 we have:

- Analysed the membership survey results and started considering ways to weave the voice of our current membership through our mahi.
- Hosted a webinar for InternetNZ members on the safer online services and media platforms (SOSaMP) consultation.
- Delivered on the annual elections and AGM, a formal report on this process will come to Council at the October meeting from the Returning Officer.

Recommendation

THAT Council **receive** the Membership report.