

# COUNCIL MEETING MINUTES

**Status:**

[FINAL]

**Date:**

10 May 2024 / 9:00am

**Present:**

Joy Liddicoat (President), Brenda Wallace (Vice President), Richard Hulse, Kate Pearce, Anthony Bow, Whetu Fala, Anjum Rahman, Alpana Roy and Stephen Judd.

**In attendance:**

*InternetNZ:* Vivien Maidaborn (Tumu Whakarae), Michael Elwood-Smith (Pou Ārahi | Council Secretary) and Te Kahui Tumu members, Catherine Fenwick, Hinemaua Rikirangi, and Rose Jamieson.

**Member:** Karaitiana Taiuru (9:45am to 12:10pm)

**Apologies:**

Jeff Montgomery, Potaua Biasiny-Tule

**Meeting opened:**

9:30am

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## 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**

Joy led the Council in karakia.

Apologies Cr Montgomery, Cr Biasiny-Tule

The following updates were made to the Interests Register:

Anjum Rahman: Change 'Co-Chair' to 'Member' for the Christchurch Call Advisory Network.

Brenda Wallace: Add .nz Domain name registrant 'including some conflicted domains'

#### **1.4 Agenda review, Actions Register**

The President reviewed the action list and noted the work undertaken to progress and complete the actions.

- AP25/23 Explore options for displaying changes to the risk register so that Council can see point-in-time snapshots | First stage complete. Further development by August 2024.
- AP29/23 Framework for INZ Internet governance focus | August Council meeting.
- AP03/24 Decision for re-appointment of Appointed Council members | Complete.
- AP04/24 The President to send a letter of thanks to the Waitangi Treaty Grounds committee | Complete.
- AP05/24 Audit & Risk Committee to propose a reserves motion for the capital fund to Council | In progress, seeking Council input.
- AP06/24 Proposal for more public facing report on progress against SRR recommendations | August Council meeting.

#### **1.5 Whakawhanaungatanga**

Council welcomed Hinemaua Rikirangi, recently joined InternetNZ as Tumu Kaupapa Māori.

## **Section 2 - Chief Executive's Report**

<b>2.1</b>	<b>Chief Executive's Report</b>  Vivien introduced a CE Report, providing an overview of the period since the last Council meeting and an executive summary of the papers, key activity, strategic opportunities and the risks and threats of interest to Council.  Vivien reflected on the layers of the sector and organisation, and how the CE is guided by the strategy and budget documents in deciding focus for the organisation.
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## Section 3 - Strategic Priorities Discussion

### 3.1 2024 Elections & AGM

Council reviewed the 2024 Elections & AGM plan and Council Candidate Pack, and offered comments for staff to consider for inclusion and clarity within documents.

Council discussed three options for the delivery of the election and AGM, and on balance agreed that holding the elections and AGM online provides the greatest opportunity for including as many people as possible.

The President and Vice President plan to be in Wellington to chair the online AGM and welcome Councillors to join them.

Council requested clarity on the criteria to stand for Council to be included in the Council Candidate Pack:

*That InternetNZ will conduct a pre-check call with the candidate and share nominations with the Returning Officer, who will check that they meet the criteria to stand, before confirming the candidate for election.*

Council thank Vivian Chandra for accepting the role of Returning Officer.

**RN22/24** That Council **approve** nominations for elected Council members to open on 30 May 2024 and close on 1 July 2024.

**RN23/24** That Council **approve** an online election for elected Council members to open on 8 July 2024 and close on 24 July 2024.

**RN24/24** That Council **approve** the appointment of Vivian Chandra as the Returning Officer for the 2024 InternetNZ Council Elections.

**RN25/24** That Council **approve** the appointment of Grant Thornton as Scrutineer for the 2024 InternetNZ Council Elections.

**RN26/24** That Council **approve** candidate Campaigning Guidelines as amended.

**RN27/24** That Council **approve** the AGM to be held in an online format on 25 July 2024.

**RN28/24** That Council **note** the AGM will be taking a panel approach this year with the President, CE, Vice-President, Chairs of Committees on the panel.

(Cr Fala / Cr Rahman)

**CARRIED**

**AP07/24** CE to include clarity on the criteria to stand for Council in the Council Candidate Pack.

### 3.2 Community Funding & Hapori Māori Funding

Rose introduced a paper summarising community funding in 2023/24; noting the increase in funding via partnerships to ‘by Māori, for Māori’ organisations, in support of work already happening in the community.

Vivien noted the partnership with Tāiki E! in Tairāwhiti is an example of collaboration with other funders in support of a local community initiative to achieve their vision, effectively amplifying our public impact.

Council discussed the confidential Report to DPMC, outlining the process of devolving financial support to community groups working to curb the spread of mis/disinformation and developing domestic resilience to it.

Council noted the new learnings gained as a funder; in particular the value of connection within communities, the emphasis within the funding process on due diligence, and the importance of upholding privacy, safety and security of people and organisations undertaking this work.

**RN29/24** That Council **receive** the 2023/24 Community Funding & Hapori Māori Funding Update report.

**RN30/24** That Council **note** the update on the mis/disinformation funding distributed in 2023/24.

(President Liddicoat / Cr Judd)

**CARRIED**

### 3.3 DNSSEC progress update

Vivien introduced a paper providing an update to the remedial work on the DNSSEC systems as a result of the DNSSEC incident of May 2023 and the External Incident Report recommendations. Vivien noted that work is underway to improve the security of the whole system, and to undertake detailed DNSSEC key rollover testing prior to rolling the keys.

Josh Simpson responded to questions from Council. Software has been sourced that analyses and visualises DNSSEC rollover operations as they progress through the phases of key lifecycle. Council were impressed that the incident was re-created in a staging environment, helping the team fully understand the problem, and giving confidence to Council that the incident will not happen again.

Council noted how InternetNZ is sharing information with the local and international technical community, and their positive response to transparency of the report, the internal analysis and further communications.

Council thanked Josh and the team for the report and their work.

	<p><b>RN31/24</b> That Council <b>receive</b> the report noting the updated project phases and timelines.</p> <p style="text-align: right;">(President Liddicoat / Cr Judd) <b>CARRIED</b></p>
<b>3.4</b>	<p><b>Domain Name Commissioner</b></p> <p>Barbara Pearse, Domain Name Commissioner, outlined for Council the Domain Name strategic goals and progress towards the goals, and the plan to develop a new 3 year strategy for 2025/27.</p> <p>Council thanked Barbara for the proactive work of the Domain Name Commission, and were pleased to see Wi Pere Mita appointed as Director.</p> <p>Barbara’s speaking notes are now included in the Council meeting papers.</p>

## Section 4 - Matters for Decision

<b>4.1</b>	<p><b>Confidential Document Disclosure Policy</b></p> <p>Catherine introduced the Confidential Document Disclosure Policy, as reviewed by the Governance Committee, for approval by Council.</p> <p>The revised policy seeks to continue InternetNZ’s policy of transparency and openness while ensuring that sensitive information is protected, compliance with legal and regulatory requirements is maintained, and the integrity and confidentiality of certain information is preserved.</p> <p>Council discussed some amendments to improve the policy:</p> <ul style="list-style-type: none"> <li>● Add that Council, members, subsidiary Board members and stakeholders may submit to the Council documents intended to be confidential.</li> <li>● Add that the President may also approve any Confidential item.</li> <li>● Add to the reasons for confidentiality the protection of ‘privacy and security’ of people.</li> </ul> <p><b>RN32/24</b> That Council <b>receive</b> the “Confidential document disclosure policy version 3.0”.</p> <p style="text-align: right;">(Cr Roy / Cr Hulse) <b>CARRIED</b></p> <p><b>AP08/24</b> CE to</p> <ol style="list-style-type: none"> <li>(a) amend the Confidential Document Disclosure policy as agreed</li> <li>(b) circulate a revised draft to Council for approval, and</li> <li>(c) submit to Council for approval via e-vote.</li> </ol>
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## 4.2 CE Delegation Policy

The CE Delegation Policy details the authority delegated by Council to the Chief Executive and should be read in conjunction with the Governance Charter and Policies (December 2021).

The revised policy covers a gap in the delegation authority for Contract and Agreements, adding a financial delegation limit of \$500,000 and 5 years. This limit enables the CE to continue to operate and reduces a current risk to InternetNZ.

Council discussed what an appropriate financial delegation limit for InternetNZ might be and requested advice from the auditor.

In relation to the Policy and Governance Charter, Council requested clarification on:

- Agreements that commit the organisation but are not limited financially.
- Deeds of lease.
- Contract renewals and extensions.

**RN33/24** That Council **receive** the Delegation of Authority to Chief Executive Policy.

(Cr Roy / Cr Hulse)

**CARRIED**

**AP09/24** CE to request advice on an appropriate financial delegation limitation from the InternetNZ auditor.

**AP10/24** CE to

- (a) amend the CE Delegation Policy as agreed
- (b) circulate to Council for confirmation, and
- (c) submit to Council for approval via e-vote.

## 4.3 Treasury and Investment Policy Review

Catherine introduced the Treasury and Investment Policy review, intended to update and replace several prior policies and to support the Council March 2024 decision to manage the public impact fund.

Cr Rahman, Audit and Risk Committee Chair, thanked staff and the committee for their detailed work on preparing the policy

Cr Rahman sought feedback from Council on several questions to improve and amend the policy, including::

- 'Appropriate investment horizon' to be replaced with 'a long term investment horizon (at least 20 years).'
- To not restrict PIE's as the only type of investment product.
- The investment form 'Alternative Assets' to include a caveat 'to be consistent with the principles identified and brought to Council for approval'.

	<ul style="list-style-type: none"> <li>● To rename the ‘long-term fund’ to something distinctive such as the ‘InternetNZ Community Philanthropy Fund’.</li> <li>● Strategic asset allocation to be reviewed annually, and the policy itself reviewed at least every two years.</li> <li>● There was not an agreement that active management returns a premium over time.</li> </ul> <p><b>RN34/24</b> That Council <b>receive</b> the draft Treasury and investment Policy and provide comments.</p> <p style="text-align: right;">(Cr Roy / Cr Hulse) <b>CARRIED</b></p> <p><b>AP11/24</b> CE to</p> <ul style="list-style-type: none"> <li>(a) amend the Treasury and Investment Policy noting feedback from Council</li> <li>(b) circulate to Council for confirmation, and</li> <li>(c) submit to Council for approval via e-vote.</li> </ul>
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## Section 5 - Matters for Discussion

<p><b>5.1</b></p>	<p><b>President’s Report</b></p> <p>The President particularly thanked Cr Fala and Cr Bow for accepting their reappointment as Appointed Councillors, noting their valuable contribution to Council.</p> <p><b>RN35/24</b> That council <b>receive</b> the President’s report.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce) <b>CARRIED</b></p>
<p><b>5.2</b></p>	<p><b>InternetNZ Quarterly Reporting</b></p> <p>Vivien introduced the Q4 2023/24 Quarterly Report noting significant progress on strategic goals.</p> <p>Looking forwards, Vivien noted that the pillars of the next three year strategy have been put in play from the work over the 2024 year;</p> <ul style="list-style-type: none"> <li>● Product strategy</li> <li>● Community philanthropy fund</li> <li>● Te Tiriti centric strategy</li> </ul> <p>Council noted reduction in Domains Under Management (DUMs) over the past year, and this can be partially attributed to economic downturn, and that new domains are proportional to new companies. Vivien further noted the importance of marketing to raise awareness and value of the .nz domain particularly versus platform apps.</p>

	<p><b>RN36/24</b> That council <b>receive</b> the InternetNZ Quarterly report.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce)</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>5.3</b>	<p><b>Product Standing Report (confidential)</b></p> <p><b>RN37/24</b> That council <b>receive</b> the Product Standing Report.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce)</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>5.4</b>	<p><b>Report Back from Committees</b></p> <p>The President noted the work of the committees and thanked the Chairs of the committees.</p> <p><b>RN38/24</b> That council <b>receive</b> the report back from committees.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce)</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>5.5</b>	<p><b>DNCL Quarterly Report</b></p> <p>Vivien introduced the Domain Name Commission quarterly report.</p> <p>Council thanked Vivien for a clear report.</p> <p>Cr Fala noted the work on kaupapa Māori framework for algorithms underway at Victoria University and the potential for Ipurangi Aotearoa to connect into this work.</p> <p><b>RN39/24</b> That council <b>receive</b> the DNCL Quarterly report.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce)</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>5.6</b>	<p><b>Enterprise Risk Management Update (Confidential)</b></p> <p>Council discussed new and emerging enterprise level risks.</p> <p><b>RN40/24</b> That council <b>receive</b> the Enterprise Risk Management report.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce)</p> <p style="text-align: right;"><b>CARRIED</b></p>



## Section 6 - Consent Agenda

<b>6.1</b>	<b>Health, Safety and Wellbeing Update</b>  <b>RN41/24</b> That Council <b>receive</b> the Health, Safety and Wellbeing Report.  (Cr Hulse / Cr Pearce)  <b>CARRIED</b>
<b>6.2</b>	<b>Minutes of the meeting 22 March 2024</b>  <b>RN42/24</b> That Council <b>approve</b> the minutes of 22 March 2024.  (Cr Hulse / Cr Pearce)  <b>CARRIED</b>
<b>6.3</b>	<b>E-vote Ratification</b>  EVOTE 20032024 - Reappointment of Appointed Councillors for InternetNZ <ul style="list-style-type: none"><li>That Whetu Fala and Anthony Bow each be reappointed as appointed Councillors of InternetNZ for a period of two years.</li></ul> EVOTE 23042024 - Audit Letter of Engagement   Required Enquiries (TCWG) <ul style="list-style-type: none"><li>That the Audit Engagement Letter for the year ended 31 March 2023 (attached) is accepted and approved for signing by the A&amp;R Chair.</li><li>That the Required Enquiries from TCWG (attached) is accepted and approved for signing by the A&amp;R Chair.</li></ul> <b>RN43/24</b> That Council <b>ratify</b> the e-votes.  (Cr Hulse / Cr Pearce)  <b>CARRIED</b>
<b>6.4</b>	<b>Quarterly and Operational Reports</b>
<b>6.4.1</b>	<b>Group Financial Report</b>  Council commented on the budget underspend in Te Puni Māori.  Vivien assured Council that the importance of this work remains a priority, noting two reasons for the underspend; <ul style="list-style-type: none"><li>1. The extended period of time to successfully recruit Tumu Kaupapa Māori.</li><li>2. Te Puni Māori budget included constitution co-design and consultation, however these funds have been spent from the Constitution Review budget.</li></ul>

Vivien further noted that funds have been allocated to Te Puni Māori for consultation, discussion, hui and work to engage with Māori in the 2024/25 year.

#### **6.4.2 Membership Update**

Vivien noted that now regular engagement activities are in progress with members, the next focus is to create member to member and deeper conversational formats around multi stakeholder processes. Nethui is a great opportunity to talk with our community about this.

Vivien further noted the challenge of balancing the two paradigms of “how to be a great incorporated society engaging with members” and “multi stakeholder processes”.

**RN44/24** That council **receive** the Group Financial and Membership update reports.

(Cr Bow / Cr Wallace)

**CARRIED**

## **Section 7 - Other matters**

<b>7.1</b>	<b>CONTINGENCY (for any overflow)</b>
<b>7.2</b>	<b>Matters for communication – key messages</b>
<b>7.3</b>	<b>General business</b>
<b>7.4</b>	<b>Meeting review</b>
<b>7.5</b>	<b>Meeting close (karakia or waiata)</b>  President Liddicoat led Council in a closing karakia.