Governance Options.

The governance of Internet New Zealand | Ipurangi Aotearoa sets the organisation's strategic direction and ensures that we remain a viable operation. Our governance also monitors risks, mitigants, and financials and maintains effective interrelationships with members and stakeholders.

We currently have a council of up to 11 members, including an elected President and Vice President. We can appoint up to two additional members while the InternetNZ membership elects the remaining members.

The co-design group has identified key features for an improved governance structure and explored various options. The proposals outlined in this document are based on input from the co-design group and advice from external governance experts.

The features that should underpin our governance structure

As the co-design group explored the options for the future of governance at Internet New Zealand | Ipurangi Aotearoa, they recognised that this is not just about structure but the values and principles that will guide us on this journey. The co-design group identified the following key themes they believe are essential to reflect in our governance proposals:

Feature	Detail
Representation of Māori	Guaranteeing Māori representation in governance is a top priority.
Diversity	Our governance should be diverse.
Skills and succession planning	Having the right skill sets in the governing body and a clear and supported succession plan is important.
Participation	Our structure must enable participation and support pathways into governance.
Te Tiriti o Waitangi	Governance should support our goal to be a Tiriti centric organisation.

Shared Leadership Model

The co-design group proposes a shared leadership model at InternetNZ that includes a constitutional arrangement guaranteeing Māori leadership at the governance level.

The arrangement would establish two leadership positions, co-presidents or co-chairs, as part of the governance structure. The constitution would mandate that one of these positions is held by someone of Māori descent. We note that while this approach would codify Māori leadership, both co-chairs or co-presidents would still be responsible for making their decisions in the best interests of InternetNZ as an organisation, as required under the Incorporated Societies Act 2022.

"An officer, when exercising powers or performing duties as an officer, must act in good faith and in what the officer believes to be the best interests of the society" - Section 54(1) of the Incorporated Societies Act 2022.

Constitutional Arrangements for Māori Leadership: We encourage you to share your thoughts on this shared leadership model or any other approach that ensures Māori voices are represented and listened to in InternetNZ governance.

Voting: Our current voting approach for electing council members is a proportional and preferential voting system. In considering all the proposals, what do you think is important to consider? Does our current voting system need to change?

Committees and Advisories

The co-design group proposes establishing the following:

1. **Nominations Committee:** The Constitution would establish a nomination committee to ensure a diverse body of candidates standing for elections (both from diverse backgrounds and communities and with a range of governance skills). The Committee would receive all governance nominations, , and undertake recruitment and vetting processes, whether for appointment or election. Any member and the Nominations Committee can make nominations. The Committee would recruit for appointed positions based on the skill set required for the governance group. The Committee would undertake vetting for all candidates and make recommendations to the Council on any appointed Council position. Members would only vote for those up for election, and the Council would approve appointed positions.

2. **Rangatahi (youth) advisory group:** The Constitution would enable establishment of a rangatahi advisory group, which would provide advice to the Council from a youth perspective. A member of the advisory group may, if eligible, be an officer of the Council and be appointed to sit on the Council as a representative of the advisory group. This would ensure that the Council hears youth voices and helps build governance capability for those interested in a future Council position.

These would be additional committees required by the Council to fulfil its duties.

Best Practice and Recommendations

The co-design group received external governance advice and propose several changes for best practices:

1. **Voting for leadership positions:** Transition from an elected President to a Chair appointed by governance group members, disestablishing the President and Vice-President roles (and therefore members not voting for the leadership positions on the governance group) for a more modern governance structure.

2. **Governance group name:** Consider changing the name from "Council" to "Board," aligning with similar organiations.

3. **Number of Members:** Recommend reducing the governance group to 7-9 members from the current maximum of 11 for better efficiency and participation.

4. **Appointed vs. elected governance:** Suggest increasing appointed members from 2 to 4, creating a mix of 5 elected and 4 appointed councillors to ensure a diverse skill set.

5. **Terms of councillors:** Propose a standardised three-year term for all governance members, with a maximum service limit of nine years. Currently, elected members have 3-year terms, while appointed members have 2-year terms without restrictions for others.