

COUNCIL MEETING MINUTES

Status: [Draft to be ratified]

Date: 16 August 2024 / 9:00am

Present:

Stephen Judd (President), Anjum Rahman (Vice President), Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Jeff Montgomery, Whetū Fala and Alpana Roy.

In attendance:

InternetNZ: Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Tim Johnson, Hinemaua and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Guests:

InternetNZ: Jodi Anderson, Isobel Egerton

Members: Oliver Lineham

Apologies: Anthony Bow

Meeting opened: 10:05am

Section 1 - Meeting Preliminaries

1.1	Council only (in committee)
1.2	Council and CE alone time (in committee)
1.3	Karakia, apologies President Judd opened the meeting with Karakia. Apologies received from Cr Bow due to a family bereavement. Council expressed their condolences to Anthony.

	<p>Apologies for partial participation from Cr Roy who joined the meeting at 11:00am.</p> <p>Whakamānawa (acknowledgement) Hinemaua led Council in whakamānawa, acknowledging and welcoming Stephen Judd and Anjum Rahman to their new roles as President and Vice President respectively, and congratulating Richard on his re-election as Councillor.</p>
1.4	<p>Agenda Review, Action Register, Interests Register</p> <p>The Actions register was reviewed noting progress and completion of actions.</p> <p>The following updates were made to the Interests Register:</p> <p>Stephen Judd Add:</p> <ul style="list-style-type: none"> ● Member of the NZ Labour Party ● Contractor to Determine Consulting Ltd ● Contractor to Open Plan Ltd ● Member of the NZ Council for Civil Liberties ● Shareholder of Spark NZ, Zoom Health, Punakaiki Fund, Catalyst Cloud <p>Anjum Rahman Remove:</p> <ul style="list-style-type: none"> ● Vice Chair, Independent Advisory Committee of the Global Internet Forum to Counter Terrorism. <p>Potaua Biasiny-Tule Update:</p> <ul style="list-style-type: none"> ● Co-Founder, Board Member - Digital Natives Academy (DNA) ● Co-Owner - Native Tech, Native Industries ● Trustee - Te Takinga marae ● Member - Nga Toki Whakarururanga ● Kaitiaki for numerous .co.nz and .iwi.nz whānau domains ● Receives additional honoraria for being Chair of the InternetNZ Te Komiti Whakauru Māori (Māori Engagement Committee)

Section 2 - Chief Executive's Report

2.1	<p>Chief Executive's Report</p> <p>CE noted the Chief Executive's Report, adding her welcome and acknowledgement of new roles to President Judd and Vice President Rahman, and congratulated Cr Hulse on his reappointment.</p>
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President Judd congratulated and thanked the operations team on the successful DNSSEC key rollover.

CE noted that with the key rollover complete, staff are now able to take a more strategic approach to the work, including preparing for the ICANN AGM in Istanbul in November and exploring new opportunities in our partnership with CIRA.

Section 3 - Strategic Priorities and Discussion

3.1 Strategic planning 2025

CE introduced a paper recommending a strategic planning process that delivers a 1 year 'alignment' plan from 2025-2026. The proposal aligns significant elements of the current 2022-2025 Strategy that remain valid, with our Te Tiriti-centric vision (Ngā Pae), Constitutional review, .nz Product strategy and DNCL strategy.

Capacity and timing for planning a new three year strategy at present is very constrained. By aligning the above elements and including emerging new elements, a 5 year strategy for 2026-2031 that is consulted with members becomes possible.

Council agreed with the approach, discussing the importance of separating strategy and planning, so as to ensure the future- thinking potential of strategy is not diluted.

Council requested further work exploring the possible approaches InternetNZ could take to the strategic planning process; that should include a re-evaluation of vision, purpose, values and strategy, a community philanthropy approach and involve members.

Council noted that the DNC Board are willing to delay DNC strategic planning to align with the strategy cycle of InternetNZ.

AP12/24 CE to bring a Strategy process to Council addressing questions of scope.

AP13/24 Council to write an annual letter of expectations of DNCL.

RN45/24 That Council approve a strategic planning process that delivers a 1 year 'alignment' plan from 2025-2026.

RN46/24 That Council note the strategic planning day on 10 October 2024 in the Council Work programme.

(President Judd / Cr Fala)

CARRIED U

3.2 Internet Governance

CE introduced the third in a series of papers on Internet Governance.

Council discussed the role of InternetNZ in Internet governance, asking what criteria is used to decide which events we should participate in, such that InternetNZ can have the most impact within budget - formalising and making transparent our involvement.

Seeking clarification to the reference “*the New Zealand voice*”, Council noted the New Zealand voice is not homogenous - it consists of multiple voices and depends on the Internet governance space.

For example, InternetNZ is the voice at the ccTLD ICANN (the country code top level domain) and in technical spaces. Whereas in domestic public policy InternetNZ’s voice is informed by opinions and views of communities. InternetNZ supports communities to have a direct voice and to promote an indigenous voice. In United Nations governance spaces, where multistakeholderism is threatened, InternetNZ supports the New Zealand Government to have a voice.

AP14/24 CE to provide Council a set of criteria for deciding which events to participate in, and the criteria to identify the right people to send to the events.

Section 4 – Matters for Decision

4.1 By-election

Council considered plans for a Council by-election, noting it is a requirement of the current constitution for a by-election to fill the vacancies as soon as possible. The vacancies were created by the election of Councillors Stephen Judd and Anjum Rahman to officer positions.

Although the Constitution is silent on specific provisions for a by-election, a combination of the standard election process as specified in the Constitution and shortened timeframes like that of the last by-election (2021) is adopted.

Noting the requirement for a by-election, the pressure on timing and unbudgeted expense for the by-election, the President held a pop-up Council meeting to discuss.

Council were invited to ratify the decisions made by the operational team to proceed.

RN47/24 That Council ratify the decision to appoint Vivian Chandra as Returning Officer for the 2024 InternetNZ Council By-Election.

RN48/24 That Council ratify the decision to appoint Grant Thornton as Scrutineer for the 2024 InternetNZ Council By-Election.

RN49/24 That Council ratify the decision to endorse the timeframe for the By-election.

RN50/24 That Council ratify the decision to accept the cost estimates on the basis of budget overruns.

(President Judd / Cr Hulse)

CARRIED U

4.2 .nz Rules Version 3

The President welcomed Isobel Egerton to the meeting and invited her to outline the rules programme ahead as published on the [website](#), which includes:

- Conflicted names process.
- Review draft principles to ensure Te Reo Māori is protected within the .nz space.
- Review of rules to manage DNS abuse.

.nz Advisory committee has reviewed and recommends the proposed amendments to the .nz Rules.

RN51/24 That Council approve Version 3 of the .nz Rules be adopted and brought into force on 1 November 2024.

(President Judd / Cr Fala)

CARRIED U

4.3 Systemic Racism Review Recommendations - Progress Update, Quarter One 2024/25 (late paper)

CE introduced a progress update to the Systemic Racism Review Recommendations, noting that the report is now informed by staff, following staff request for input into the report.

Cr Roy joined the meeting at 11:00am.

CE reminded Council of the commitment to publicly report on progress of the Systemic Racism Review via the Annual Report and published Council meeting papers. However, CE noted that InternetNZ had not communicated the decision to move to more public reporting and away from a more private report back to the specific complainants, and proposes sending a letter from the President to the complainants ensuring they know where to find updates and reports.

Council feels a letter is appropriate. The President will make an offer

to meet with complainants.

RN52/24 That the President writes to three Systemic Racism Report complainants and advises that further updates will be through the Annual Report and Quarterly Council papers.

(Cr Montgomery / Vice President Rahman)

CARRIED U

Section 5 – Matters for Discussion

5.1 President's Report

President Judd invited Vice President Rahman to respond to the whakamānawa (acknowledgement).

The Vice President expressed her thanks, noting her concern that tangata whenua stood for election but were unsuccessful. Vice President Rahman outlined her commitment to ensure the work of Council as a Te Tiriti-centric organisation is at the forefront and that we make the changes necessary to ensure Maori are not disadvantaged in elections due to having small numbers proportionally.

The President encouraged Councillors to consider who to nominate in the by-election and why.

CE further noted that the Constitution review is focused on the failure of majority democracy to address tangata whenua concern and this is a current initiative addressed at fairer election models.

5.2 InternetNZ Quarterly Report

CE outlined the 2024-2025 Q1 Quarterly report providing Council with progress towards strategic goals.

Council discussed how engagement with diverse communities is reported, and invited CE to consider more visibility of engagement with diverse communities beyond those represented in the strategic goals.

Specifically, the Council enquired about the Elderly community and expressed interest to include it as a focus in the next strategic plan, while recognising the work of other organisations, and not try to replicate their work.

Council discussed the value of the strategic goal 6, which represents the work of the Domain Name Commission (DNC).

	<p>CE shares the sentiment noting it was a first step introducing the DNC strategic work plan into the strategic goals for the InternetNZ Group and recognising the strategic goal needs further development. CE reminds Council that DNC is a subsidiary with a separate board with more detailed strategic goals. A prime concern is for the security and safety of DNS.</p> <p>CE proposes to bring a review of diverse community support to the strategy work.</p> <p>RN53/24 That Council receive the Quarterly report.</p> <p style="text-align: right;">(Cr Hulse / Cr Roy) CARRIED U</p> <p>Member Lineham left the meeting.</p> <p>Cr Fala rejoined the meeting at 11:50am.</p>
<p>5.3</p>	<p>Product Standing Report (confidential)</p> <p>RN54/24 That Council receive the Product Standing Report.</p> <p style="text-align: right;">(Cr Pearce / Cr Roy) CARRIED U</p>
<p>5.4</p>	<p>Report Back from Committees:</p> <p>Member Lineham rejoined the meeting.</p> <p>5.4.1 Audit and Risk Committee (Chair, Cr Rahman)</p> <p>Vice President Rahman noted a request from the auditor to align strategic goals, budget and Statement of Service & Performance (SSP) with the organisation’s internal monitoring, evaluation and learning systems.</p> <p>The Vice President further noted that now the Treasury & Investment policy is approved, the Committee is ready to move to the next phase and prepare a Reserves policy.</p> <p>5.4.2 Governance Committee (Chair, Cr Hulse)</p> <p>No report provided as there has not been a Governance committee meeting since the last Council meeting. The next Committee meeting is scheduled for 26 August 2024.</p> <p>5.4.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule)</p> <p>Councillor Biasiny-Tule reported on the work of Te Komiti in constitutional co-design, Māori membership and first Komiti hui with Tumu Kaupapa Māori Rikirangi.</p>

5.4.4 .nz Advisory Committee (Chair, Cr Roy)

The President provided an oral report on the .nz Advisory Committee noting there was substantive discussion about:

- .nz Rules changes; to improve the wording on breaches and resolution method,
- conflicted domain names; seeking more information about the costs of keeping the status quo and the range of opinion of stakeholders.

RN55/24 That Council receive the reports from the Committees.

(President Judd / Cr Fala)

CARRIED U

5.5 DNCL Quarterly Report

CE noted the report focuses on performance under the operating agreement and invited questions from Council.

Council discussed whether litigation has caused any impact on the .nz Rules, noting there is not a track record of case law, that most (if not all) cases will be settled, and that the settlement is almost always confidential.

The President noted his appreciation that deviations to graphical data in charts is explained.

Council discussed the seasonality of domain name transactions, and queried if this offered an insight to predict changes that could be used to support resourcing, that major international events can trigger high activity, and that there is evidence internationally that DNS abuse and cybercrime follow seasonal patterns.

Council further discussed the potential use of international data to build a global picture, and how this can inform a crisis response policy.

AP15/24 CE to identify what international data and information is available that can inform a crisis response policy.

RN56/24 That Council receive the DNCL Quarterly report.

(President Judd / Cr Roy)

CARRIED U

Member Lineham left the meeting.

5.6	<p>Enterprise Risk Management Update (Confidential)</p> <p>Council discussed new and emerging enterprise level risks.</p> <p>RN57/24 That council receive the Enterprise Risk Management report.</p> <p style="text-align: right;">(President Judd / Cr Fala) CARRIED U</p>
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Section 6 - Consent Agenda

6.1	<p>Health, Safety and Wellbeing Update</p> <p>Member Lineham rejoined the meeting.</p> <p>The President noted the Personal Safety training undertaken by staff and requested this to be made available to Councillors.</p> <p>Council discussed the report and requested sufficient information about incidents so as to assess whether it is adequately controlled.</p> <p>AP16/24 CE to include sufficient information about incidents reports in the HS&W report so that Council can assess risk.</p>
6.2	<p>Minutes of the previous meeting</p> <p>RN58/24 That Council approve the minutes of 10 May 2024.</p> <p style="text-align: right;">(President Judd / Cr Fala) CARRIED U</p>
6.3	<p>E-vote Ratification</p> <p>RN59/24 That Council ratify the evote to approve the Delegation of Authority to Chief Executive Policy.</p> <p>RN60/24 That Council ratify the evote to approve the Confidential document disclosure policy version 3.0.</p> <p>RN61/24 That Council ratify the evote to approve the Treasury and Investment Policy May 2024.</p> <p>RN62/24 That Council ratify the evote to approve the InternetNZ Annual Financial Statement, Service Performance Report and the representation letter for the year ended 31 March 2024.</p> <p>RN63/24 That Council ratify the evote to award Chris Streatfield Fellowship of InternetNZ at the AGM on 25 July 2024.</p> <p style="text-align: right;">(Cr Hulse / Cr Roy) CARRIED U</p>

6.4	<p>Quarterly and Operational Reports</p> <p>6.4.1 Group Financial Report</p> <p>The President notes the change of financial reporting about reserves.</p> <p>6.4.2 Membership Report</p> <p>RN64/24 That Council receive the reports.</p> <p style="text-align: right;">(Cr Hulse / Cr Roy) CARRIED U</p>
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Section 7 – Other Matters

7.1	<p>CONTINGENCY (for any overflow)</p>
7.2	<p>2024-2025-Maramataka Council Calendar Draft</p> <p>Council discussed proposed dates for Council meetings in 2025, noting that a final calendar will be brought to the October Council meeting, by when Committees and meeting dates will be included.</p> <p>RN65/24 That Council approve the draft Council meeting dates for 2024- 2025 subject to approval of a final calendar at the October meeting.</p> <p style="text-align: right;">(Cr Montgomery / Cr Roy) CARRIED U</p> <p>Council discussed plans for the Council Strategy day scheduled for 10 October 2024, noting it will include mihi whakatau to welcome two new Council members.</p> <p>Council further discussed how the Council works, expressing preferences for tying the Council calendar with maramataka Māori calendar, engaging in a marae setting when available, and scheduling online meetings when possible - working to continue to build relationships, improve accessibility options and get better at governance online.</p> <p>RN66/24 That Council commit to holding the strategy day in-person to be held at marae if available, and prioritise holding a fully online meeting at the next opportunity.</p> <p style="text-align: right;">(President Judd / Vice President Rahman) CARRIED U</p>

7.3	Matters for communication – key messages
7.4	<p>General business</p> <p>Council discussed how to conduct general business, and the President invited Councillors who would like to add an item to general business to write to the Chair a few days before the meeting.</p>

Section 8 – Matters for Deep dive

8.1	<p>Ngā Pae</p> <p>Hinemaua introduced Ngā Pae, a high-level framework and plan for how Ipurangi Aotearoa Group intends to develop its long-term Tiriti vision.</p> <p>Ngā Pae builds upon the organisation’s strategic direction and initial steps taken, bringing separate initiatives together under one longer-term Tiriti vision and develops a strategic view of the actions and milestones over the next five years.</p> <p>Council noted Ngā Pae is fundamentally a cultural change and shift that sets new precedents for the organisation and future of the organisation.</p> <p>Council noted Te Komiti Whakauru Māori are scheduling a wānanga prior to the Council Strategy day to develop the vision as a Te Tiriti centric organisation. With a clear vision, the organisation can then focus efforts.</p> <p>RN67/24 That Council approve Ngā Pae proposal.</p> <p>RN68/24 That Council note Te Kōmiti Whakauru Māori leadership commitment, oversight and endorsement of Ngā Pae.</p> <p style="text-align: right;">(President Judd / Cr Fala) CARRIED U</p> <p>Resolutions from Item 4.3</p> <p>The President deferred the second and third resolutions in Item 4.3 for approval following the Ngā Pae discussion.</p> <p>RN69/24 That Council note addition of quarterly Ngā Pae and Systemic Racism Review key message updates for use by staff or Councillors.</p> <p>RN70/24 That Council approve Ngā Pae as the appropriate work programme for work that is begun as part of fulfilling the Systemic</p>
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	<p>Racism Review recommendations and needs to be ongoing after the 2025 completion date for the Systemic Racism Review reporting.</p> <p>(President Judd / Cr Fala) CARRIED U</p>
8.2	Meeting review
8.3	Meeting close (karakia or waiata) Hinemaui Rikirangi closed with karakia.