

COUNCIL MEETING MINUTES

Status: [Draft to be ratified]

Date: 6 December 2024 / 9:00am

Present:

Stephen Judd (President), Anjum Rahman (Vice President),
Kate Pearce, Whetū Fala, Jeff Montgomery, Daniel Spector, Potaua Biasiny-Tule and
Kris Dempster-Rivett.

In attendance:

InternetNZ: Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Hinemaui
Rikirangi, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council
Secretary), Ta`ase Vaoga (Kaiwhakahaere Kohuki | Programme Manager)

Members: Diane Robinson

Apologies: Anthony Bow, Richard Hulse and Alpana Roy

Meeting opened: 9:50am

Section 1 - Meeting Preliminaries

1.1	Council only (in committee)
1.2	Council and CE alone time (in committee)
1.3	Karakia, apologies The President opened the meeting at 10:00am with Karakia and welcomed member Diane Robinson to observe the meeting. Apologies were received from: <ul style="list-style-type: none">• Cr Bow, Cr Roy and Cr Hulse

1.4 Agenda Review, Action Register, Interests Register

The Actions register was reviewed noting progress and completion of actions.

AP25/23 Exploring options for displaying changes to the risk register. First stage completed, further development on hold due to other priorities.

AP12/24 Strategy process is a paper in today's meeting.

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

AP14/24. Criteria for deciding participation at International Internet governance events and who to send will be included with March 2025 budget approvals.

AP17/24 and AP18/24. Independent advisors for constitutional advice for Council. Advisors are named in the Constitutional review update paper and meetings can be scheduled for Council as required.

AP21/24. The process for appointing Fellows will be reviewed after the new Constitution is adopted.

There were no updates made to the Interests Register.

10:10am Member Diane Robinson left the meeting to allow Council to discuss confidential matters.

Section 2 - Chief Executive's Report

2.1 Chief Executive's Report

The Chief Executive's Report was noted during Council and CE alone time.

Section 3 - Strategic Priorities and Discussion

3.1 Constitutional Review Update (Confidential)

Ta`ase Vaoga, Kaiwhakahaere Kohuki | Programme Manager for the constitutional review project, presented the update.

Ta`ase Vaoga noted that the Drafting Guidelines set out the key aspects and mechanics of the proposed new InternetNZ constitution, and will be used to write the revised constitution.

Ta'ase asked Council to consider if the;

- Drafting Guidelines are ready for public consultation, and if there are any
- Questions, comments or risks to be considered in the public consultation.

Council discussed aspects of the Drafting Guidelines and the governance and legal advice received, and were satisfied it is a comprehensive document ready to start conversations about the changes proposed in the constitution.

Council thanked the co-design group, recognising their significant role in preparing the Drafting Guidelines, and that it is a massive positive step forwards for the organisation.

RN86/24 That Council note the Drafting Guidelines are the instructions or requirements to be followed in the writing of the revised constitution. The Drafting Guidelines include information about changes and additions from the current constitution.

(President Judd / Vice President Rahman)

CARRIED U

RN87/24 That Council approve the readiness of the Drafting Guidelines for public consultation.

(President Judd / Cr Spector)

CARRIED U

Council discussed the membership consultation process on the Drafting Guidelines, noting that it includes public submissions from mid December 2024 to mid February 2025, and several facilitated online engagements starting mid January 2025.

Council noted that the timetable towards a Special General Meeting to approve the new Constitution is based on a smooth processing of feedback received. Council also recognised that if a significant matter is raised, further consultation may be required and this will alter the timeline. To be discussed at the February 2025 Council meeting.

Council delegated Cr Biasiny-Tule and Cr Spector to support planned engagements in Wellington, Auckland and online, with Cr Fala providing back up.

RN88/24 That Council approve the membership consultation process on the Drafting Guidelines.

(President Judd / Cr Spector)

CARRIED U

RN89/24 That Council support the Planned Engagements and the role of Councillors in them.

(President Judd / Cr Fala)

CARRIED U

RN90/24 That Council identify which Councillor/s are able to attend Planned Engagements as Council representative at each event.

The CE proposed a change to the final recommendation to reflect decisions:

RN91/24 That Council delegate the Governance Committee with Te Komiti Whakauru Māori to oversee the readiness of the new Constitution documentation and timeframe of the Special General Meeting.

(President Judd / Cr Rahman)

CARRIED U

Council acknowledged and thanked all the staff involved for the significant work in leading and facilitating the process to prepare a new constitution for the organisation.

The meeting was interrupted at 10:30am for a Fire drill and reconvened at 10:52am.

3.2 NetHui review (Confidential)

The CE introduced a paper reviewing the decision to postpone NetHui 2024, and the opportunities that have emerged for smaller regional events in 2025 - 2027 to build our community in an unconference format.

Council discussed the value of small regional events, the criteria for a successful unconference and noted that a NetHui Project Governance group has been formed.

RN92/24 That Council receive the review of the NetHui 2024 decision to postpone.

RN93/24 That Council approve the regional approach to exploring and developing NetHui events over 2025 - 2027.

(President Judd / Cr Fala)

CARRIED U

3.3 Māori Internet Governance Forum

Tumu Kaupapa Māori Hinemaua Rikirangi introduced a paper proposing a Māori Internet Governance Forum (MIGF) “by-Māori, for-Māori” hosted by Te Komiti Whakauru Māori in 2025.

A Māori IGF is an opportunity to bring Māori into the Internet Governance conversation and decision-making, and for Ipurangi Aotearoa to encourage indigenous voices in the various internet governance fora.

Te Komiti and people in the Māori tech community have expressed enthusiasm and excitement, and see a real opportunity to engage Māori about the Internet.

The plan is to hold the first Māori IGF on 13th & 14th May 2025 at Te Papa Te Huinga Centre;

- Day 1 focused on bringing Māori together to explore questions of the Internet of concern to Māori,
- Day 2 about activation to build capability and showcase the mahi of digital entrepreneurs and business evolution.

Council expressed enthusiasm for the Māori IGF, noting that the venue of Te Papa is a significant holder of taonga, and pushes our aspiration to be Te Tiriti centred.

RN94/24 That Council note the plans for a by-Māori, for-Māori Māori Internet Governance Forum (MIGF) hosted by Te Komiti Whakauru Māori.

(President Judd / Cr Fala)

CARRIED U

3.4 2026-2031 Strategy development process

The CE introduced a paper to outline the process to follow for developing the next 5 year strategic plan 2026 to 2031.

The process starts by clarifying our purpose and values aligned with Te Tiriti visioning. Expert facilitators will be engaged with TKT and then with staff and Council to provide a clear reference point.

The process provides opportunity for DNC directors to engage with the strategy work, so as to build an integrated group strategy.

As the strategic planning process continues with an environmental scan, scenario development and strategic development, there will be multiple opportunities for Council, DNC board, staff and members to engage.

Council discussed the value of bringing in external facilitators Anne Patillo for strategic plan development and Amokura Consultants for Te Tiriti visioning who have the expertise and experience to help us build the foundational thinking and ensure alignment of Te Tiriti vision work with Strategy development.

Council also considered the level of engagement with members and the potential impact of Constitution change.

RN95/24 That Council endorse the strategy development process.

RN96/24 That Council note we will engage an external provider to support our strategy development process.

(President Judd / Cr Pearce)

CARRIED U

Section 4 – Matters for Decision

4.1 Skills and Diversity Matrix

Catherine Fenwick introduced the Skills & Diversity Matrix, a tool to assess and help strengthen the skills and diversity of Council in its governance role.

Council discussed the weighting scale used to measure skills and diversity, and considered the value of introducing a more granular scale to aid the assessment.

RN97/24 That Council agree to undertake the Skills and Diversity Survey prior to Council elections in July 2025.

	<p>RN98/24 That Council agree to any amendments to the Skills and Diversity Matrix to include the new Council members for the survey 2025.</p> <p style="text-align: right;">(President Judd / Cr Spector) CARRIED U</p>
4.2	<p>Council Committees Chair and Terms of Reference</p> <p>Council reviewed the Council Committee Chairs and Terms of Reference.</p> <p>Council noted that at the next review of the Terms of Reference, committees were encouraged to state quorum as a majority of committee members, rather than a specific number.</p> <p>RN99/24 That Council approve the Chairs of Council Committees:</p> <ul style="list-style-type: none"> • .nz Advisory: Chair Alpana Roy • Te Komiti Whakauru Māori: Chair Whetū Fala • Audit and Risk: Chair Anjum Rahman • Governance and CE Review: Chair Stephen Judd <p>RN100/24 That Council approve the Terms of Reference for the committees.</p> <p style="text-align: right;">(President Judd / Vice President Rahman) CARRIED U</p>

Section 5 – Matters for Discussion

5.1	<p>President’s Report</p> <p>President Judd reported on a series of valuable meetings that he, Vice President Rahman and the CE have held with Fellows and stakeholders including One.nz, NZTech, TUANZ, Netsafe, Free Speech Union, Telecommunications Forum.</p>
5.2	<p>Product Standing Report (Confidential)</p> <p>Tim Johnson presented the Product Standing report, noting the launch of a new marketing campaign website designed to create leads for Registrars Jumpstarter.co.nz.</p> <p>RN101/24 That Council receive the Product Standing Report.</p> <p style="text-align: right;">(President Judd / Cr Spector) CARRIED U</p>

5.3 Report Back from Committees:

5.4.1 Audit and Risk Committee (Chair, Vice President Rahman)

Vice President Rahman noted that the review of the Health, Safety and Wellbeing Policy includes a proposal to assess the competency of officers and Council members of the PCBU (person conducting a business or undertaking) in Health, Safety and Wellbeing policy and practices in order to build a development plan.

5.4.2 Governance & CE Review Committee (Chair, President Judd)

President Judd highlighted the Council Maramataka and workplan encouraging Councillors to prioritise participation at the strategy and training pre-meeting dates scheduled throughout the year.

Council discussed the merits of in-person and online meetings, noting that Council meetings are mostly hybrid and workshop sessions are often better in-person. For workshops to run effectively online, the Council will need to upskill in the use of online tools.

Council noted that an evaluation of board tools as an alternative to Diligent is in progress.

5.4.3 Te Komiti Whakauru Māori (Cr Fala)

Cr Fala reported on Te Komiti Whakauru Māori's mahi, outlining the focus on implementation of Ngā Pae and focus areas for 2025:

- **Iwi taketake ki te ao.** Developing a conversation in Aotearoa throughout Māori/iwi to seek interest in engagement with Internet governance and points where Māori/iwi would like to engage. The Māori IGF in May will kickstart this inquiry
- **Strengthening Māori, Iwi/Hapū strategic relationships.** Investment includes focussing on achieving outcomes for/with Māori, including collaborations with partner organisations. Create awareness, relationships and identify mutually beneficial opportunities with iwi/hapū.
- **Rangatahi Māori.** To explore the Internet governance networks and Fellowship opportunities for those of most benefit to rangatahi Māori. Identify internship/ career pathways with identified partner agencies.
- **Māori led Internet Governance Forum (IGF) - May 2025.** Māori led, Ipurangi Aotearoa support and partnership. Hosted by Te Komiti Whakauru Māori. Establish Māori interests and how Māori would like to be involved in the Internet, and Internet governance.

Te Komiti invites Council to be part of the implementation of Ngā Pae and the work in becoming Te Tiriti centric.

The CE noted that budget funds have been allocated for Ngā Pae and

	<p>further budget allocations are anticipated to be included in the 2025/26 budget preparation.</p> <p>Council note and endorse support for recommendations from Te Komiti Whakauru Māori.</p> <p>The CE noted that this is the first report since Ngā Pae, the post election formation of Te Komiti, and development of the terms of reference and work programme. Acknowledgments were made to Te Komiti for the amount of work progressed over this period.</p> <p>5.4.4 .nz Advisory Committee (Chair, Cr Roy)</p> <p>The President noted that the .nz Advisory committee is scheduled to meet on 13 December 2024, and encourages Council to read the committee Conflicted domain names paper.</p> <p>AP23/24 The President to schedule a Council pop up meeting to discuss the risk associated with Conflicted domain names if needed.</p> <p>RN102/24 That Council receive the Report Back from Committees.</p> <p style="text-align: right;">(President Judd / Cr Pearce) CARRIED U</p>
<p>5.4</p>	<p>Enterprise Risk Management Update (Confidential)</p> <p>Council discussed new and emerging enterprise level risks.</p> <p>RN103/24 That Council note the new and emerging risk.</p> <p style="text-align: right;">(President Judd / Cr Fala) CARRIED U</p>

Section 6 - Consent Agenda

<p>6.1</p>	<p>Health, Safety and Wellbeing Update (Confidential)</p> <p>Council discussed the Health, Safety and Wellbeing Policy review and updates, noting the obligation on Councillors and TKT, and the recommendation to undergo a self-assessment of capability to identify gaps and training required.</p> <p>RN104/24 That Council note the plan to establish a baseline for next steps for officers to establish an understanding of current knowledge and plan a journey for development via assessment.</p> <p>RN105/24 That Council approve the Health, Safety and Wellbeing Policy amended in line with feedback from the Audit and Risk Committee.</p>
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	<p>RN106/24 That Council receive the quarterly Health, Safety and Wellbeing Report for Q3 2024/25 (part period).</p> <p>(President Judd / Cr Spector)</p> <p>CARRIED U</p>
6.2	<p>Minutes of the previous meeting</p> <p>Council requested a correction to the minutes as follows:</p> <p>5.4.1 Audit and Risk Committee <i>The committee requested that Council have access to all policies.</i></p> <p>RN107/24 That Council approve the minutes of 11 October 2024 subject to amendment.</p> <p>(President Judd / Cr Pearce)</p> <p>CARRIED U</p>
6.3	<p>Quarterly and Operational Reports</p>
6.3.1	<p>Group Financial Report</p> <p>Catherine Fenwick noted that the funding report is now separated from operational reporting.</p>
6.3.2	<p>Membership update</p> <p>The President welcomed an increase in membership since the prior period.</p>
6.3.3	<p>DNCL Quarterly Report</p> <p>RN108/24 That council receive the reports.</p> <p>(President Judd / Vice President Rahman)</p> <p>CARRIED U</p>

Section 7 – Other Matters

7.1	CONTINGENCY (for any overflow)
7.3	Matters for communication – key messages
7.4	General business
7.5	Meeting review
7.6	Meeting close (karakia or waiata) Council closed the meeting with waita ‘Tēnei a Ipurangi Aotearoa’ at 2:30pm.