

COUNCIL MEETING MINUTES

Status: [Draft-to-be-ratified]

Date: 14 February 2025 / 9:00am

Present:

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

In attendance:

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

Guests: Luke Rowe, Lil Anderson and Te Wehi Wright (Te Amokura Consultants), Ta'ase Vaoga and Isobel Egerton (InternetNZ).

Members observing: Two

Apologies: No apologies

Meeting opened: 10:02am

Section 1 — Meeting Preliminaries

1.1 Council only (in committee)

1.2 Council and CE alone time (in committee)

1.3 Karakia and apologies

The President opened the meeting at 10:02am with Karakia and welcomed members to observe the meeting, noting there were some confidential items on the agenda when members would be asked to leave the meeting.

1.4 Agenda Review, Action Register, and Interests Register

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

AP25/23 Exploring options for displaying changes to the risk register. Completed, the February Risk report includes this update.

AP13/24. DNCL Board is working on a strategic approach to regulation to be brought to Council at the May meeting.

AP15/24 The CE noted we have good information to inform a crisis response policy, both technically following the DNSSEC incident and with DNC's work on domain name abuse that is building international connections and providing resources, including a participation in a day-long session at the recent ICANN meeting on disaster response. This action is now part of operational work streams.

AP21/24 The process to appoint Fellows will be addressed following adoption of the new Constitution.

Interests Register

Cr Biasny-Tule announced his reappointment to the Rotorua Lakes Council Te Tatau o Te Arawa Partnership Board.

Members left the meeting for Council discussion on confidential items.

Section 2 — Chief Executive's Report

2.1	Council discussed items of the Chief Executive's Report.
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Section 3 — Strategic Priorities and Discussion

3.1	<p>Strategic annual goals 2025/26 - Draft</p> <p>Members re-joined the meeting.</p> <p>The CE outlined proposed strategic annual goals for 2025/26, the last year of the current strategic plan; noting Council has previously contributed to development of the goals at the 2024 Council strategy workshop, and that further refinement of the goal measures focus on what we expect to be achieved in the next year.</p> <p>Council expressed support for the goals and measures and noted opportunities for further refinement, noting that goals should have measures that reflect the outcomes intended and be quantifiable where possible, to help with clearer reporting of</p>
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	<p>progress.</p> <p>The CE reminded Council that the 2025/26 Strategic goals and measures are being shared with staff and members and will be the basis of the March budget and operational planning.</p> <p>Council discussed particular goals and measures, including how the InternetNZ Community fund could be entrenched.</p> <p>AP01/25 The CE is to bring a paper of options regarding the entrenchment of the InternetNZ Community fund to the Audit & Risk committee. Timing for this will be determined by management.</p> <p>RN01/25 That Council receive the draft 2025/26 Strategic Annual Goals and Measures.</p> <p style="text-align: right;">(President Judd / Cr Dempster-Rivett) CARRIED U</p> <p>Members left the meeting for Council discussion on confidential items.</p>
<p>3.2</p>	<p>Budget 2025/26 Update (Confidential)</p> <p>The CE introduced a paper to set out the key financial focus areas and key assumptions informing the 2025/26 Budget that will be tabled for discussion and approval at the 21 March 2025 Council meeting.</p> <p>Council discussed the budget and particular revenue and expense items.</p> <p>RN02/25 That Council receive the Budget 2025/26 Update and:</p> <ul style="list-style-type: none"> • Note the key assumptions informing Budget 2025/26. • Discuss the Budget overall and identify any areas for further work before the March 2025 meeting. • Discuss preferred approach to growing the InternetNZ Community Fund. <p style="text-align: right;">(President Judd / Cr Bow) CARRIED U</p>

3.3

Ngā Pae: Key Updates

Members re-joined the meeting.

Tumu Kaupapa Māori introduced an update on the Ngā Pae - Development Horizons programme centring Te Tiriti, and welcomed manuhiri | guests Te Amokura Consultants who are leading Te Tiriti visioning workshops with staff and Council.

Luke Rowe, Te Wehi Wright and Lil Anderson introduced themselves to Council with an invitation to prepare for the upcoming workshop, and to consider what it means to genuinely be a Te Tiriti centric organisation. Council enthusiastically welcomed Amokura.

Tumu Kaupapa Māori further summarised progress on key projects;

- Tailoring of a taonga app with Ipurangi Aotearoa content to support staff and Council with Te Ao Māori capability, including waiata, karakia, interactive tools for developing pepeha and te reo pronunciation for all capability levels.
- Kauwaka 2025, the first Māori Hui on Internet Governance is receiving high interest and support from Māori. Councillors are encouraged to attend, interact, and to hear what Māori are saying about priorities and where the future of the Internet is for Māori.

RN03/25 That Council receive the Ngā Pae key updates report and note;

- Te Amokura team will be joining this Council hui, to introduce themselves and answer any key questions Councillors may have prior to the wānanga in March. Those expected to attend are key leads Luke Rowe, Te Wehi Wright and Organisation Principal Te Rau Kupenga;
- The upcoming Te Tiriti visioning wānanga | workshop 21 March 2025;
- Kauwaka te Ipurangi event planning is in progress;
- Ipurangi Aotearoa Group Taonga App development is in progress.

(President Judd / Cr Hulse)

CARRIED U

Members left the meeting for Council discussion on confidential items.

<p>3.4</p>	<p>Constitution update (Confidential)</p> <p>The CE introduced a late paper updating Council on the Constitution Review programme.</p> <p>Council noted that 13 submissions have been received, and are satisfied that the themes from all submissions have been considered and changes made in alignment with the original purpose of the Constitution review.</p> <p>Council considered preparation and timing for a Special General Meeting for members to vote on the new constitution.</p> <p>Council further noted the consent requirements for Councillors as Officers when the new constitution is adopted.</p> <p>RN04/25 That Council acknowledge that once the 2025 Constitution is adopted all Board members become Officers of the Society and must give consent to be Officers.</p> <p>RN05/25 That Council confirm intent to call a Special General Meeting on [a date to be announced] to consider adoption of the 2025 Constitution for InternetNZ.</p> <p>RN06/25 That Council confirm their understanding that when the 2025 Constitution is adopted it comes into effect immediately and any transitional provisions are implemented, according to the transition plan.</p> <p style="text-align: right;">(President Judd / Cr Pearce) CARRIED U</p>
<p>3.5</p>	<p>INZ Group Strategy overview v1.0</p> <p>The CE introduced a paper outlining the 2026-2031 strategy development process, including key points over five strategic planning phases for Council and DNC Board to engage in joint strategy sessions and approval milestones.</p> <p>Council discussed the strategic planning phases, the opportunity for engagement with members, and expressed varying views on the time and scope of the strategy process.</p> <p>RN07/25 That Council receive the 2026-2031 Strategy - Development Process paper.</p> <p>RN08/25 That Council note TKT will lead the process of strategy development and engagement with support from an external facilitator.</p>

	<p>RN09/25 That Council agree to invite Domain Name Commission Board members and the co-opted Te Komiti member to joint sessions with Council at specific points in the process.</p> <p>RN10/25 That Council agree the key stages of the strategic planning process and roles and responsibilities of INZ Group governance bodies/people throughout the process.</p> <p style="text-align: right;">(Cr Bow / Cr Roy) CARRIED</p> <p style="text-align: right;">Abstain: Cr Hulse</p>
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Section 4 — Matters for Decision

4.1	<p>Conflicted Domain Names Review (Confidential)</p> <p>The Domain Name Policy Lead, introduced a paper apprising Council of the outcome of the conflicted domain names review, and readiness to proceed to a decision to change policy.</p> <p>Council thanked the Policy Lead for facilitating a comprehensive review process through a series of webinars, meetings and surveys with conflicted domain name holders including Government agencies and iwi representatives, followed by a public submissions process and legal advice.</p> <p>Council noted that around 1280 conflicted domain names remain from 15,000 in 2014, and that further reductions of conflicted domain names is now mainly caused when all but one domain name in the conflict set is cancelled, leaving only one domain name.</p> <p>Council noted that after 10 years, the resolution of conflicts by agreement is now rare, and that the policy amendment proposed will retire the process to resolve conflicts by agreement and allows for the release of a conflicted domain name where a single equivalent third level domain name remains.</p> <p>Council further noted that this amendment removes judgement from the process as it relies solely on the Registry, and that the owner of the remaining name will be given an opportunity to purchase the domain before general release.</p> <p>RN11/25 That Council approve the recommended policy changes to the conflicted domain names process:</p> <ol style="list-style-type: none"> 1. Retires the ability for parties to agree who should register a conflicted domain name.
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	<ol style="list-style-type: none"> 2. Ends the ability to amend registration of preferences for how conflicted domain names should be treated. 3. Confirms, and continues, the ability for InternetNZ to release conflicted domain names when only one remaining conflicted domain name holder remains in a conflict set. <p>RN12/25 That Council agree to introduce a new Schedule 3 Conflicted Domain Names process (amended 2025) to the .nz Rules.</p> <p style="text-align: right;">(Cr Roy / President Judd) CARRIED U</p>
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Section 5 — Matters for Discussion

5.1	President's Report
5.2	<p>Product Standing Report (Confidential)</p> <p>RN13/25 That Council receive the Product Standing Report report.</p> <p style="text-align: right;">(President Judd / Cr Hulse) CARRIED U</p>
5.3	<p>Report Back from Committees:</p> <p>5.3.1 Audit and Risk Committee (Chair, VP Rahman)</p> <p>5.3.2 Governance & CE Review Committee (Chair, InternetNZ President)</p> <p>5.3.3 Te Komiti Whakauru Māori (Chair, Cr Fala)</p> <p>5.3.4 .nz Advisory Committee (Chair, Cr Roy)</p> <p>Most committees have not met since the last Council meeting.</p> <p>Cr Fala provided an update on activity within Te Komiti Whakauru Māori.</p> <p>The .nz Advisory Committee met in December 2024 to advise on the Conflicted Domain Names Review.</p> <p>RN14/25 That Council receive the Report Back from Committees</p>

	<p>(President Judd / VP Rahman)</p> <p>CARRIED U</p>
5.4	<p>Enterprise Risk Management Update (Confidential)</p> <p>Council noted the new function of the Risk report that displays changes to the risk register, and discussed the value in focusing on four key risk areas.</p> <p>RN15/25 That Council receive the new and emerging risk.</p> <p>(President Judd / Cr Spector)</p> <p>CARRIED U</p>

Section 6 — Consent Agenda

6.1	<p>Health, Safety and Wellbeing Update</p> <p>RN16/25 That Council receive the Health, Safety and Wellbeing quarterly report.</p> <p>(President Judd / Cr Spector)</p> <p>CARRIED U</p>
6.2	<p>Minutes of the previous meeting</p> <p>RN17/25 That Council approve the minutes of 6 December 2024.</p> <p>(President Judd / VP Rahman)</p> <p>CARRIED</p>
6.3	Quarterly and Operational Reports
6.3.1	2024-2025 Q3 Quarterly Report
6.3.2	<p>Group Financial Report</p> <p>Council reviewed the Group Financial Report and agreed they want to routinely see a summary cashflow forecast report.</p>
6.3.3	Membership update
6.3.4	<p>DNC Quarterly Report</p> <p>The CE reported that DNC is tracking ahead of budget for the financial year.</p>

	<p>The CE further noted that the Dispute Resolution Service, operated by a third party provider, is showing less mediations starting or completing, and more people paying for an expert resolution. This saves time for businesses who need a quick resolution, and do not want to go through a mediation process.</p> <p>DNC Directors are excited to be involved in a joint approach to strategic planning and in Te Tiriti visioning workshop.</p> <p>Two senior investigators have recently been added to the team.</p> <p>RN18/25 That Council receive the Quarterly and Operational reports.</p> <p style="text-align: right;">(President Judd / Cr Spector) CARRIED U</p>
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Section 7 — Other Matters

7.1	CONTINGENCY (for any overflow)
7.2	<p>Council Authorisations & Declarations</p> <p>Council reviewed, completed and signed forms for annual insurance renewal and authorities to open investment funds.</p>
7.3	<p>Matters for communication — key messages</p> <ul style="list-style-type: none"> • Constitution process and timeline • Confidential papers and intention to make more papers available
7.4	General business
7.5	Meeting review
7.5	<p>Meeting close (karakia or waiata)</p> <p>Council closed the meeting with karakia at 3:05pm</p>