

COUNCIL MEETING MINUTES

Status: [Draft to be ratified]

Date: 21 March 2025 / 9:00am

Present:

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

In attendance:

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

Members observing: Three members.

Apologies: Alpana Roy

Meeting opened: 9:33am

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 9:33am 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.

Cr Bow led the Council with Karakia.

Section 2 — Strategic Priorities

2.1	<p>SGM Discussion</p> <p>The CE opened discussion on the upcoming Special General Meeting (SGM) scheduled for 31 March 2025, called by Council to adopt the Proposed Constitution of Internet New Zealand Incorporated, noting recent legal advice and FAQ update on the website.</p> <p>Council discussed the voting process, members eligible to vote and noted that Rule 10 of Schedule 1 of the Incorporated Societies Act 2022 provides for a simple majority in passing the new Constitution.</p> <p>Council noted that members eligible to vote are invited into a Zoom room and that new members ineligible to vote are invited to observe the meeting via a separate live video stream.</p> <p>Council discussed appointing a facilitator to support the Chair of the meeting, and the value of preparing a rule of order for discussion at the SGM.</p> <p>AP02/25: The CE to prepare a rule of order for the SGM discussion and seek feedback from the President, that may include:</p> <ul style="list-style-type: none">• A time limit for speakers.• Requirement for balance; e.g. if one speaker is ‘against’, then allow one speaker ‘for’, and advise speakers if their point has already been made.• A maximum number of speakers.• Invite speakers to raise hand (in Zoom) and speakers selected from the queue.
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Section 3 — Matters for Decision

3.1	<p>InternetNZ Group Strategic Goals 2025/26</p> <p>The CE introduced the strategic annual goals for 2025/2026, noting Council’s request at the February meeting for measures that reflect the outcomes intended and to be quantifiable where possible.</p> <p>Council sought clarification and changes to goal measures including:</p> <ul style="list-style-type: none">• In Goal 1, ‘<i>Malicious use</i>’ is a more appropriate term than ‘<i>disrupting abuse</i>’ and typically applies to fake webshops set up for malicious purposes.• That Goal 5 measure ‘<i>endorsement of Māori sector investment objectives</i>’ is procedural and should be moved into the operational work programme.• The CE drew Council’s attention to the new measure in Goal 4 where we offer members of INZ “<i>no less than 6 engagement opportunities across 2025/26 in core InternetNZ work</i>”, and to adapt as we learn what members want.
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Council noted that we have chosen to include Te Tiriti elements within each goal and set of measures, to emphasize this work is integrated across all areas of the organisation as appropriate.

Council further enquired about the ability of the organisation to deliver on the goals and measures noting the risk to capacity if the Proposed Constitution is not adopted at the SGM.

The CE responded that significant ongoing Constitutional Review work over April, May and June would set back the work programme and this needs to be assessed and adjusted for, as the year unfolds.

RN19/25 That Council **approve** the 2025/2026 Strategic Goals, subject to the changes discussed.

(President Judd / Cr Bow)
CARRIED U

[InternetNZ Group Strategic Annual Goals 2025/26 - Council Amended 21 March 2025](#)

Members left the meeting for Council discussion on confidential items.

3.2 2025/26 Budget (Confidential)

The confidential requirement of this item is to protect InternetNZ's commercial interests.

Cr Montgomery and Te Kahui Tumu staff left the meeting at 11:00am.

RN20/25 That Council **approve** for 2025/26 an operational expenditure budget limit of **\$15,068,978** and capital expenditure of **\$454,104**.

RN21/25 That Council **note** the Revenue target of **\$14,918,520**.

RN22/25 That Council **approve \$460,000** of community funding to support our current strategic partners pending decisions about the Community Fund at the May Council meeting.

(President Judd / Vice President Rahman)
CARRIED U

AP03/25: The CE and Te Komiti Whakauru Māori to meet and explore the allocated budget, what it includes, and consider how any gap in resources or outcomes might be managed.

3.3 DNC Company Plan 2025/26

The InternetNZ Group CE and Chair of Domain Name Commission recommended the DNC management fee for 2025/26 to Council.

	<p>Council discussed the travel budget and noted the intent to review travel policy. Council also discussed the reserves policy and use of interest to preserve a buffer for response in the case of international litigation.</p> <p>The CE noted that the DNC organisation restructure and recruitment is completed.</p> <p>RN23/25 That Council receive the DNC budget for FY 2025/26 with three year projection.</p> <p>RN24/25 That Council approve the DNC Management fee for 2025/26 at \$1,699,500.</p> <p style="text-align: right;">(President Judd / Cr Dempster-Rivett) CARRIED U</p>
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Section 4 — Consent Agenda

4.1	<p>Minutes of the previous meeting</p> <p>RN25/25 That Council approve the minutes of 14 February 2025.</p> <p style="text-align: right;">(President Judd / Cr Spector) CARRIED U</p>
4.2	<p>E-vote Ratification</p> <p>RN26/25 That Council approve the Evote 04032025a.</p> <p>Evote 04032025a That Council approve the distribution of the proposed constitution to members.</p> <p style="text-align: right;">(Cr Pearce / Vice President Rahman) CARRIED U</p>

Section 5 — Other Matters

5.1	CONTINGENCY (for any overflow)
5.2	Matters for communication — key messages
5.3	General business

5.1	CONTINGENCY (for any overflow)
5.4	Meeting review
5.5	Meeting close (karakia or waiata)