

# COUNCIL MEETING MINUTES

**Status:** [FINAL]

**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, Hinemaui Rikirangi, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

**Members observing:** Three members.

**Apologies:** Alpana Roy

**Meeting opened:** 9:33am

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## 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

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| 2.1 | <p data-bbox="300 232 533 264"><b>SGM Discussion</b></p> <p data-bbox="300 309 1396 448">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 data-bbox="300 488 1396 591">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 data-bbox="300 631 1396 734">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 data-bbox="300 775 1396 878">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 data-bbox="300 918 1396 981"><b>AP02/25:</b> The CE to prepare a rule of order for the SGM discussion and seek feedback from the President, that may include:</p> <ul data-bbox="347 990 1396 1240" style="list-style-type: none"><li data-bbox="347 990 762 1021">• A time limit for speakers.</li><li data-bbox="347 1025 1396 1128">• 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.</li><li data-bbox="347 1133 874 1164">• A maximum number of speakers.</li><li data-bbox="347 1169 1396 1240">• Invite speakers to raise hand (in Zoom) and speakers selected from the queue.</li></ul> |
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## Section 3 — Matters for Decision

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| 3.1 | <p data-bbox="300 1462 916 1494"><b>InternetNZ Group Strategic Goals 2025/26</b></p> <p data-bbox="300 1538 1396 1641">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 data-bbox="300 1682 1396 1713">Council sought clarification and changes to goal measures including:</p> <ul data-bbox="347 1718 1396 2065" style="list-style-type: none"><li data-bbox="347 1718 1396 1821">• 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.</li><li data-bbox="347 1825 1396 1928">• That Goal 5 measure ‘<i>endorsement of Māori sector investment objectives</i>’ is procedural and should be moved into the operational work programme.</li><li data-bbox="347 1933 1396 2065">• 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.</li></ul> |
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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 CE introduced the proposed 2025/26 budget, balancing short-term needs with our long term business vision, noting that it should be read alongside the strategic goals for 2025/26.

The budget paper covers the operational budget, and an initial budget allocation for community funding. The overall approach and proposed budget for the Community Fund will be presented at the May 2025 Council meeting.

Council discussed budget elements including capital expenses, community funding and a wholesale price increase in .nz domain name to ensure ongoing sustainability of operations.

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

Council explored how the aspirations of Te Komiti Whakauru Māori (as a committee of Council) for progress on the deliverables in Ngā Pae are met through budget allocation in 2025/26. It was agreed the CE and Te Komiti would meet and explore the allocated budget, what this includes, and consider how any gap in resources or outcomes might be managed. This may include reallocation of the underspent budget in 2025/26 or referral to the new strategic planning process.

Council reviewed a 3 year financial projection and considered options for an increase in the wholesale price of .nz in three budget scenarios,

agreeing Scenario 2 as recommended.

Council noted that communication of the price increase should consider that:

- This is the first price increase since 2020, and as the annualised increase is quite reasonable, Council suggest communicating a % increase year on year over the past 5 years.
- The organisation has been absorbing increasing costs of operations.
- The price increase allows us to continue to support community funding.
- The impact of a price increase on the revenue of InternetNZ Group is spread over 10 years, with the main benefits in years 2 and 3.

**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.

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.

The CE noted that the DNC organisation restructure and recruitment is completed.

**RN23/25** That Council **receive** the DNC budget for FY 2025/26 with three year projection.

**RN24/25** That Council **approve** the DNC Management fee for 2025/26 at \$1,699,500.

(President Judd / Cr Dempster-Rivett)

**CARRIED U**

## Section 4 — Consent Agenda

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| <b>4.1</b> | <b>Minutes of the previous meeting</b><br><br><b>RN25/25</b> That Council <b>approve</b> the minutes of 14 February 2025.<br><br>(President Judd / Cr Spector)<br><b>CARRIED U</b>   |
| <b>4.2</b> | <b>E-vote Ratification</b><br><br><b>RN26/25</b> That Council <b>approve</b> the Evote 04032025a.<br><br>Evote 04032025a That Council approve the distribution of the proposed constitution to members.<br><br>(Cr Pearce / Vice President Rahman)<br><b>CARRIED U</b> |

## Section 5 — Other Matters

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| <b>5.1</b> | <b>CONTINGENCY (for any overflow)</b>           |
| <b>5.2</b> | <b>Matters for communication — key messages</b> |
| <b>5.3</b> | <b>General business</b>                         |
| <b>5.4</b> | <b>Meeting review</b>                           |
| <b>5.5</b> | <b>Meeting close (karakia or waiata)</b>        |