

BOARD MEETING MINUTES

Status: [FINAL]

Date: 9 May 2025 / 9:00am

Present: Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson), Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Whetū Fala, Alpana Roy, Daniel Spector and Kris Dempster-Rivett.

In attendance:

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

Members observing: Three members.

Apologies: Jeff Montgomery.

Meeting opened: 10:08am

Section 1 — Meeting Preliminaries

1.1 Board only (in committee)

1.2 Board and CE alone time (in committee)

1.3 Karakia, apologies, agenda review

Chairperson Judd opened the meeting at 10:08am and welcomed members who joined during the meeting to observe, noting there were some confidential items on the agenda when members would be asked to leave the meeting.

Cr Hulse led the Board with Karakia.

Apologies were received from Cr Montgomery.

1.4 Interests Register

Chairperson Judd noted he has recently acquired two further .nz domain names.

Cr Bow noted changes in three governance roles:

- Chair of Whai Rawa Fund Ltd.
- Chair of the Medical Radiation Technologists Board.
- Director of Medical Sciences Secretariat Ltd.

1.5 Action Register

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

AP13/24 In progress. The CE noted that the DNC Board is working on a strategic approach to regulation which will be brought to the InternetNZ Board at the August meeting.

AP14/24 Complete. In this meeting, the CE provided the Board a set of criteria for deciding which international events to participate in, and the criteria to identify the right people to send to the events as an internal document during the CE report item.

AP21/24 To commence. The Chairperson will propose a process for the appointment of Fellows via email, and the appointment of Fellows will be deferred until after the AGM. The Board further noted that Fellows have indicated willingness to contribute meaningfully to the work of InternetNZ.

A member joined to observe the meeting.

AP01/25 Complete. The CE requested further clarification from the Board regarding the entrenchment of the InternetNZ Community fund.

AP02/25 Complete. A rule of order for the SGM discussion was developed as part of preparations for the SGM.

AP03/25 The CE and Te Komiti Whakauru Māori met to explore the allocated budget.

Section 2 — Chief Executive's Report

On behalf of the Board, Chairperson Judd thanked the CE and staff for their work and effort with the increase in membership leading to the SGM.

The CE acknowledged thanks and noted that pressure on staff is anticipated to remain at least up to the AGM and first Board meeting after the Board position election.

The CE clarified that Kauwaka 2025 is an innovative indigenous Internet governance event organised by Māori for Māori, supported by InternetNZ,

but is not an official Internet Governance Forum (IGF), as IGF international rules are constrained by the UN.

The CE introduced the 'InternetNZ Strategic Goals 2024/25 Year End Report', noting this is a new report summarising achievements and progress towards the strategic goals for the year as a whole.

Section 3 — Strategic Priorities and Discussion

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Section 4 — Matters for Decision

4.1	<p>Revised Board Charter and Bylaws to align with new Constitution</p> <p>The new constitution requires the Board to adopt a governance charter which sets out detailed responsibilities, expectations and processes for the Board, and enables the Board to make and amend bylaws and policies for the conduct and control of Society activities</p> <p>The CE introduced a revised Board Charter and Bylaws compliant with the new constitution that has been reviewed and approved by the Governance Committee.</p> <p>The Board thanked staff for the revision and much improved document, and made some recommendations for further improvement of the documents; including a review of financial management limits and clarification of expense reimbursements.</p> <p>RN27/25 That the Board approve the revised Board Charter and Bylaws.</p> <p style="text-align: right;">(Chairperson Judd / Cr Hulse) CARRIED U</p> <p>AP22/25 CE to consider and propose further improvements to the Charter and Bylaws to the Governance Committee, who will then make a recommendation to the Board.</p>
4.2	<p>2025 Elections and AGM</p> <p>The Board discussed key dates and details for the election of Board Members and the Annual General Meeting (AGM).</p> <p>Noting the significant increase in membership, the Board anticipates a large number of members to attend the AGM. The Board considered moving the date of the AGM to provide more time for significant work required to prepare for the AGM and elections.</p>

The Board requested the CE to come back to the Board with revised dates for the election and AGM.

AP23/25 CE to recommend revised dates for election of two new Board Members and the AGM, to be approved by the Board via evote.

The Board discussed a need to clarify how the Code of Conduct applies to candidates in the Campaigning Guidelines to ensure a clean and fair election process.

AP24/25 CE to review the Code of Conduct as it applies to Board election candidates, make a recommendation to the Governance Committee and subsequent approval by the Board with an evote.

AP25/25 The CE to provide options for Board and Returning Officer action in the event a complaint is received about a candidate during the election process.

RN28/25 That the Board approve the appointment of Vivian Chandra (subject to availability) as the Returning Officer for the 2025 InternetNZ Board Elections.

(Chairperson Judd / Cr Spector)

CARRIED U

RN29/25 That the Board approve the appointment of Grant Thornton as Scrutineer for the 2025 InternetNZ Board Elections.

RN30/25 That the Board approve the candidate Campaigning Guidelines.

(Chairperson Judd / Cr Hulse)

CARRIED U

The Board deferred three recommendations in the paper for further discussion and a decision on dates, to be ratified by evote.

4.3 Break

4.4 SRR 2024/25 Recommendations Progress Report

The Board discussed the Systemic Racism Review progress report and requested that the report be discussed by Te Komiti Whakauru Māori for their guidance.

AP26/25 Te Komiti Whakauru Māori communicate with key stakeholders and the Māori technical community on progress towards addressing the SRR recommendations, and plan to move ongoing work into Te Tiriti work programme through Ngā Pae by 31 July, 2024/25 AGM.

4.5 Building a Sustainable InternetNZ Community Fund

Noting that InternetNZ's budget roadmap supports a multi-year sustained effort on business-led growth, the Board considered scenarios to build a sustainable Community Fund following recommendations of the Audit &

Risk Committee.

Chairperson Judd noted that the Board's thinking on entrenchment is not currently aligned, and will facilitate a discussion with the Board to provide scope of action to the CE.

AP27/25 Chairperson Judd to organise a discussion with the Board to provide clear guidance on the entrenchment and long term structure of the fund.

The Board discussed two scenarios relating to the strategic intent of the Fund;

Scenario 1: The Growth Scenario focuses on building the fund for the long term, by limiting the fund disbursement at 5% of the fund balance per year. This means a smaller, though growing disbursement of funds as the fund balance grows year on year.

Scenario 2: The Sustainability Scenario maintains a disbursement level of at least \$1.0m per annum and grows the amount that can be disbursed to communities as adjusted for CPI per year. This provides a similar level of disbursement of funds each year to communities and partners in support of their planning.

The Board favoured the Sustainability Scenario so as to provide similar levels of disbursement each year to the community, and that the actual amount of fund disbursement is reviewed annually.

RN31/25 That the Board approve a sustainable fund approach whereby we keep the fund at between \$10,000,000 and \$12,000,000 and maintain similar levels of disbursement each year to the community.

RN32/25 That the Board approve Sustainable Fund, Scenario 2 as the long term community funding and disbursement approach.

RN33/25 That the Board approve the total funding envelope for the 2025/26 financial year of \$1,000,000 based on Year One of Scenario 2, noting that \$460,000 of community funding to support our current strategic partners was already approved at the 21 March Council meeting and is included in the total amount.

RN34/25 That the Board agree the InternetNZ Community Fund remains a part of the InternetNZ balance sheet and is managed through policy settings and annual review.

(Cr Hulse / Deputy Chairperson Rahman)

CARRIED U

Members left the meeting at 12:05pm.

4.6	<p>Additional Budget 2025/26 (Confidential)</p> <p>Recognising the significant growth in membership, the Board discussed provision of additional budget for staff, tools and upgrade of membership management systems, member programmes, member onboarding and retention activities, professional moderation services, legal services and advice.</p> <p>RN35/25 That the Board approve for 2025/26 an increase in budget allocation of \$160,000 to provide additional resourcing and expanded activities to support the society’s growing membership base.</p> <p style="text-align: right;">(Cr Biasiny-Tule / Cr Spector) CARRIED U</p>
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Section 5 — Matters for Discussion

5.1	<p>Chairperson’s Report</p> <p>A member rejoined the meeting at 12:20pm.</p> <p>RN36/25 That the InternetNZ Board receive the Chairperson’s report.</p> <p style="text-align: right;">(Chairperson Judd / Deputy Chairperson Rahman) CARRIED U</p>
5.2	<p>Product Standing Report</p> <p>The Board noted steady progress in the Product Standing Report.</p> <p>RN37/25 That the InternetNZ Board receive the Product Standing Report.</p> <p style="text-align: right;">(Chairperson Judd / Cr Spector) CARRIED U</p> <p>A member left the meeting at 12:25pm.</p>
5.3	<p>Report Back from Committees:</p> <p>5.3.1 Audit & Risk (Chair, Deputy Chairperson Rahman)</p> <p>5.3.2 Governance Committee (Chair, Chairperson Judd)</p> <p>5.3.3 Komiti Whakauru Māori (Chair, Cr Fala)</p> <p>Cr Fala provided a verbal report noting:</p> <ul style="list-style-type: none"> • Te Komiti members have chosen strategic topics of interest including rangatahi, succession planning and technical advancement

	<p>of Māori within the sector.</p> <ul style="list-style-type: none"> • The duties and expectations of Te Komiti and Ipurangi Board members who are attending Kauwaka 2025. • Research and interest in governance training by Cr Fala, particularly Te Tiriti training, and will report to Te Komiti who will bring back any recommendations to the Board. <p>5.3.4 .nz Policy Committee (Chair, Cr Roy)</p> <p>Cr Roy provided a verbal report from their meeting on 2 April 2025 discussing;</p> <ul style="list-style-type: none"> • The early stages of developing a 5 year strategy for disrupting malicious DNS abuse. • .nz Rules plan for 2025/26. <p>Cr Pearce encouraged Board Members to review the .nz Advisory Committee April 2025 meeting papers for clarity about the meaning of the rules.</p> <p>RN38/25 That the InternetNZ Board receive the Committee reports.</p> <p style="text-align: right;">Chairperson Judd / Cr Biasiny-Tule) CARRIED U</p>
<p>5.4</p>	<p>Enterprise Risk Management Update (Confidential)</p> <p>The Board discussed risk, noting new and emerging risks.</p> <p>RN39/25 That the InternetNZ Board receive the Enterprise Risk Management Update.</p> <p style="text-align: right;">(Chairperson Judd / Cr Pearce) CARRIED U</p>

Section 6 — Consent Agenda

<p>6.1</p>	<p>Health, Safety and Wellbeing Update</p> <p>AP28/25 Chairperson Judd to schedule a pop-up meeting with the Board to consider Board Member Health, Safety and Wellbeing needs.</p> <p>RN40/25 That the InternetNZ Board receive the Health, Safety and Wellbeing Update.</p> <p style="text-align: right;">(Chairperson Judd / Deputy Chairperson Rahman) CARRIED U</p>
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6.2 Minutes of the previous meeting

RN41/25 That the InternetNZ Board **approve** the minutes of 21 March 2025.

(Chairperson Judd / Cr Biasiny-Tule)

CARRIED U

6.3 E-vote Ratification

RN42/25 That the InternetNZ Board **approve** the Evotes:

Evote 27032025 That Council approve that from 1 July 2025 the fixed wholesale fee for each .nz domain name is \$22.00 [price] (excluding GST) per year and that this price increase be reflected in clause 7.3.1 of the .nz Rules effective on 1 July 2025.

Evote 03042025 That the Audit Engagement Letter for the year ended 31 March 2025 (attached) is accepted and approved for signing by the A&R Chair.
That the Required Enquiries from TCWG (attached) is accepted and approved for signing by the A&R Chair.

Evote 04042025 That the Board nominate Catherine Fenwick, Tumutaumatua | General Manager Organisational Performance as Contact Person to the Registrar of Incorporated Societies.

(Chairperson Judd / Cr Hulse)

CARRIED U

6.4 Quarterly and Operational Reports

6.4.1 Q4 2024/25 Quarterly Report

6.4.2 Group Financial Report

The Board reviewed the group financial and cashflow report asking clarifying questions to understand items.

Two members rejoined the meeting at 1:30pm.

6.4.3 Community Funding & Hapori Māori Funding Update

The Board reviewed;

- An overview of the 2024/25 Community Funding | pūtea distributed to individuals and organisations, and specifically pūtea distributed to ‘by Māori, for Māori’ individuals and entities.
- Reflections on the participatory granting-making process partnership.
- An overview of the processes used in relation to granting and funding as requested by the Audit and Risk Committee.

The Board discussed interest in social impact reporting, and potential for generating cultural capital, noted the structured approach to the funding process.

6.4.2 Membership Update

The CE noted there had been a significant growth in membership since the prior Council meeting, and that the total number of members was still changing as the consent process for new members progressed.

As of 9 May 2025, total membership is 4,506, including 2 large organisations and 97 small organisations, and around 500 new Māori members, with membership continuing to grow and now less than 10 per day.

AP29/25 The CE to issue a welcome message to 500 new Māori members.

6.4.3 DNCL Quarterly Report

RN43/25 That the InternetNZ Board **receive** the Quarterly and Operational reports.

(Chairperson Judd / Cr Spector)

CARRIED U

Section 7 — Other Matters

7.1	CONTINGENCY (for any overflow)
7.2	Incoming correspondence The Board noted correspondence received from Cathy Downes.
7.3	Matters for communication — key messages Topics to include: <ul style="list-style-type: none">● Community fund report.● AGM date to be confirmed, and clarify eligibility for members to vote.● Appointment of Fellows to happen later in the year, not at the AGM.
7.4	General business
7.5	Meeting review
7.6	Meeting close (karakia or waiata) The meeting closed at 2:00pm.