

INTERNETNZ BOARD MEETING MINUTES

Status: [FINAL]

Date: 22 August 2025 / 9:00am

Present:

Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson), Kate Pearce, Anthony Bow, Whetū Fala, Daniel Spector, Dylan Reeve and Jonathan Ayling.

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: 6 members.

Apologies: Potaua Biasiny-Tule, Richard Hulse.

Meeting opened: 10:10am

Section 1 — Meeting Preliminaries

- 1.1 Board only (in committee)**
- 1.2 Board and CE alone time (in committee)**
- 1.3 Transition to open meeting**
- 1.4 Karakia, apologies, agenda review**

Chairperson Judd opened the meeting at 10:10am 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.

Chairperson Judd led the Board with Karakia and welcomed new Board Members Dylan Reeve and Jonathan Ayling.

Apologies were received from Board Members Potaua Biasiny-Tule and Richard Hulse.

Richard Hulse attended the Board only and Board and CE alone time (in committee).

1.5 Action Register

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

AP13/24 In progress. The CE noted that this action was paused awaiting review of a letter from DNC describing an approach to regulation by the .nz Advisory Committee. This has now been reviewed by the .nz Advisory Committee and approved by the DNC Board, clearing the way to prepare the annual letter of expectations of DNC.

AP21/24 To commence. Chairperson Judd noted this action has not progressed and plans to bring a proposal to the October Board meeting.

AP22/25 In progress. The CE noted there have been two rounds of improvements to the Board Charter and Bylaws, and a Board discussion is scheduled following the Board meeting that may deliver further improvements.

AP26/25 Board Member Fala noted that further communication with key stakeholders and the Māori technical community on progress towards addressing the SRR recommendations, and the plan to move ongoing work into Te Tiriti work programme through Ngā Pae, will be reviewed at the next Komiti Whakauru Māori meeting in September.

AP27/25 & AP28/25 Chairperson Judd noted that the Board discussions have yet to be scheduled; to organise a discussion on the entrenchment and long term structure of the Community fund, and to consider Board Member health, safety and wellbeing needs.

1.6 Interests Register

There were no updates to the Board register of interests.

Section 2 — Chief Executive's Report

2.1 Chief Executive's Report

The CE alerted the Board that the Secretariat of Asia Pacific Regional Internet Governance Forum (APrIGF) has approached InternetNZ about hosting this international event in 2028. The cost of hosting APrIGF lies with the country host, and the CE noted that the investment by auDA in the 2023 event was around \$400,000. The Board considered the potential to

reserve funds over the next few years to pay for the event. As, and if, this firms up, the CE will bring a proposal to the Board.

Noting that the significant increase in members has led to an increase in member questions and requests for information, the CE outlined new guidance to staff in responding to member enquiries.

InternetNZ constitution clause 8.3 describes member's access to information. The CE reminded the Board that InternetNZ publishes a significant amount of information, and while acknowledging there is more that could be done to make this accessible, notes that individual member requests for detailed analysis of information can take significant staff resource time.

The CE intends to develop policy on members' access to information, including clear reasons if a member enquiry has been rejected. This would include requirement to report to the Board any instances of not providing information to a member.

RN44/25 That the Board **receive** the report.

RN45/25 That the Board **note** that individual member enquiry on InternetNZ financial and operational reports will only be provided to the extent information exists in a current published report.

(Chairperson Judd / J Ayling)

CARRIED U

Section 3 — Strategic Priorities and Discussion

3.1 Plans for 30 year celebrations

Rose introduced a paper describing plans for celebrating the 30th anniversary of InternetNZ with a Wellington event at Parliament for around 200 people. A smaller event for around 60 people is planned for Auckland, in place of the annual end of year stakeholder events.

The Board emphasized the importance of community recognition and charitable purpose at a time when people are struggling and asked us to consider the environment in organising events.

The Board supports a Wellington event at Parliament, for the 30th birthday however were less enthusiastic about a similar event in Auckland and invited the CE to consider other kinds of engagement with members and stakeholders.

RN46/25 That the InternetNZ Board **note** plans to celebrate the 30th anniversary of InternetNZ to be held in Wellington, and a different focus event in Auckland.

	<p style="text-align: right;">(Chairperson Judd / D Reeve) CARRIED U</p> <p>Members left the meeting during the confidential item.</p>
3.2	<p>Chief Executive Update (Confidential) The Board discussed a confidential matter.</p> <p><i>Reason document is marked confidential: To allow InternetNZ Board to consider a confidential update and determine any next steps.</i></p> <p><i>When document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.</i></p> <p><i>Confidentiality status is applicable to: Staff, Public</i></p> <p>RN47/25 That the InternetNZ Board approve the recommendations made by the CE in the Chief Executive Update (Confidential).</p> <p style="text-align: right;">(Chairperson Judd / D Spector) CARRIED U</p>

Section 4 — Matters for Decision

	<p>Members rejoined the meeting.</p>
4.1	<p>Board Committees, Terms of Reference and Bank Signatories</p> <p>The Board considered a paper to review and renew the mandate and membership of each Board committee, and any changes to the Committees, its members and Terms of Reference.</p> <p>Noting there is one less Board member this year, the Board discussed the smaller size of some Committees and the risk to achieving quorum at meetings. Chairperson Judd reminded the Board that committees can only make recommendations to the Board, not decisions. The CE further noted that with two fewer Board meetings in 2026, Board members are expected to prioritize committee meetings to progress Board work.</p> <p>The Board discussed committee membership agreeing to increase the number of committee members where possible and to retain the majority quorum. Board Members Pearce and Ayling offered their service on the Audit & Risk Committee in addition to their service on the .nz Advisory Committee.</p> <p>RN48/25 That the InternetNZ Board approve the four committees:</p> <ul style="list-style-type: none"> ● Audit and Risk. ● Te Komiti Whakauru Māori.

- .nz Advisory.
- Governance and CE Review.

RN49/25 That the InternetNZ Board **approve** membership of the committees as follows:

- .nz Advisory Committee: Kate Pearce (Chair), Stephen Judd, Dylan Reeve, Jonathan Ayling.
- Te Komiti Whakauru Māori: Whetū Fala (Chair), Potaua Biasiny-Tule, Sarah Lee (Co-opted).
- Audit and Risk Committee: Anjum Rahman (Chair), Anthony Bow, Daniel Spector, Kate Pearce and Jonathan Ayling.
- Governance and CE Review Committee: Stephen Judd (Chair), Anjum Rahman, Whetū Fala, Richard Hulse.

RN50/25 That the InternetNZ Board **approve** the Terms of Reference for each of the committees.

RN51/25 That the InternetNZ Board **approve** bank signatories:

- Stephen Judd, Chairperson
- Richard Hulse, Board Member
- Kate Pearce, Board Member
- Vivien Maidaborn, Chief Executive
- Catherine Fenwick, GM Organisational Performance
- Timothy Johnson, GM Customer and Product

(Deputy Chairperson Rahman / K Pearce)

CARRIED U

4.2 Maramataka 2025/26 Board Work Plan and Calendar

The Board reviewed the Maramataka 2025/26 Board work plan and calendar of Board meeting dates.

The Board requested changes to the following Committee meeting dates:

- Governance and CE Review Committee - 10 September 2025 to week beginning 29 September.
- Governance and CE Review Committee - 5 November 2025 move to 3:30pm start time.

	<p>Board Members noted their unavailability for some Board meetings:</p> <ul style="list-style-type: none"> • Board meetings 9, 10 October 2025 - D Spector is away and intends to participate online as possible. • Board meetings 4, 5 December 2025 - A Bow is unavailable. D Reeve has other work commitments in December. <p>The Board agreed to the Board meeting dates and requested that Pākaitore, Whanganui on 28 February 2026 be included in the Maramataka external events.</p> <p>RN52/25 That the InternetNZ Board approve Board meeting dates for 2025-26.</p> <p style="text-align: right;">(J Ayling / D Reeve) CARRIED U</p>
<p>4.3</p>	<p>Governance evaluation and training</p> <p>Noting the Board Charter requirement for assessment and professional development of the Board and Board Members, the Governance & CE Review Committee have reviewed a proposal from the Institute of Directors to conduct an evaluation of the Board and facilitate a post-evaluation workshop, leading to an action plan for governance improvement.</p> <p>The Board endorsed the proposal, noting that it has been some time since the previous evaluation, and requesting selection of a facilitator appropriate for the Board and with understanding of Te Tiriti o Waitangi.</p> <p>RN53/25 That the InternetNZ Board approve a budget of \$8,495 to commission a Board evaluation and post evaluation facilitated workshop by the Institute of Directors as the significant investment in Board training for the year.</p> <p>Timing: Commence survey late September/early October, and schedule followup 3 hour online workshop 4-7pm early November 2025.</p> <p style="text-align: right;">(A Bow / D Reeve) CARRIED U</p>

Section 5 — Matters for Discussion

<p>5.1</p>	<p>Product Standing Report</p> <p>The Board noted that satellite broadband coverage has been added to the Broadband map. Broadband map use has been trending up, indicating its value to the community. It is a unique service that consolidates information from multiple broadband service providers in one map.</p>
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	<p>The Board agreed it is a valuable service. However, noting that there is a high cost of operations, the Board considered if InternetNZ is still the right home. The Board further noted there are organisations benefiting from the Map that may be willing to contribute to the cost of operations and suggest the CE explore this potential.</p> <p>RN54/25 That the Board receive the Product Standing Report.</p> <p style="text-align: right;">(K Pearce / A Rahman) CARRIED U</p>
<p>5.2</p>	<p>InternetNZ Q1 2025/26 Quarterly Report</p> <p>The CE introduced the first Quarterly Report on progress against the 2025/26 strategic annual goals, noting that the goals summarise and focus attention of management, helping prioritise decisions and resources.</p> <p>The Board noted substantial progress on strategic projects and ‘business as usual’, while accommodating significant membership activity leading up to the AGM.</p> <p>RN55/25 That the InternetNZ Board receive the Quarterly Report.</p> <p style="text-align: right;">(D Reeve / W Fala) CARRIED U</p>
<p>5.3</p>	<p>Membership update</p> <p>The Board noted the recently published membership survey report, that explores the various dimensions of the InternetNZ membership cohort, needs, preferences, and overall engagement of the membership community.</p> <p>The Board further noted prioritisation areas including:</p> <ul style="list-style-type: none"> - Learning from the AGM production and areas for improvement at the next AGM. - Onboarding new members, and providing information about what InternetNZ does. - Increasing transparency of governance. - Further enabling of member to member comms. - Value of member moderation in NetHub addressing abusive behaviour.
<p>5.4</p>	<p>Chairperson’s Report</p> <p>RN56/25 That the InternetNZ Board receive the Membership update and the Chairperson’s Report.</p> <p style="text-align: right;">(D Spector / A Bow) CARRIED U</p>

<p>5.5</p>	<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>Chairperson Judd noted that the CE Review is underway, and that the external evaluation of the Board as required by the Board Charter is commencing.</p> <p>5.3.3 Komiti Whakauru Māori (Chair, Cr Fala)</p> <p>The Board noted Te Komiti are looking forward to their next meeting, and progressing:</p> <ul style="list-style-type: none"> ● Te Tiriti o Waitangi work. ● Kauwaka report outcomes and recommendations. ● Succession planning for Te Komiti. ● Launch of Taonga app in September. <p>5.3.4 .nz Advisory Committee</p> <p>Board Member Pearce noted significant recent work of the committee and encouraged the Board to read the minutes of the last meeting, and the DNC Regulatory and Compliance Approach paper.</p> <p>RN57/25 That the InternetNZ Board receive the reports back from the Committees.</p> <p style="text-align: right;">(J Ayling / D Spector) CARRIED U</p> <p>Members left the meeting during the confidential item.</p>
<p>5.6</p>	<p>Enterprise Risk Management Update (Confidential)</p> <p>RN58/25 That the Board note the new and emerging risk along with updates on significant risks already on the register.</p> <p style="text-align: right;">(Deputy Chairperson Rahman / D Reeve) CARRIED U</p>

Section 6 — Consent Agenda

<p>6.1</p>	<p>Health, Safety and Wellbeing Update (Confidential)</p> <p>The Board discussed the ongoing receipt of abusive emails and sought assurance there are measures in place to treat and report such hazards, and to support the health and wellbeing of staff and Board Members.</p>
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	<p>RN59/25 That the InternetNZ Board receive the Health, Safety and Wellbeing Update.</p> <p style="text-align: right;">(A Bow / D Reeve) CARRIED U</p> <p>Members rejoined the meeting.</p>
<p>6.2</p>	<p>Minutes of the previous meeting</p> <p>RN60/25 That the Board approve the minutes of 9 May 2025.</p> <p style="text-align: right;">(D Spector / A Bow) CARRIED</p> <p style="text-align: right;">Abstain: D Reeve, J Ayling</p>
<p>6.3</p>	<p>E-vote Ratification</p> <p>RN61/25 That the InternetNZ Board approve the Evotes:</p> <p>Evote 19052025 That the Board approve nominations for Elected Board members to open on 30 May 2025 and close on 3 July 2025. That the Board approve an online election for Elected Board members to open on 14 July 2025 and close on 29 July 2025. That the Board approve the AGM to be held in an online format on 31 July 2025.</p> <p>Evote 126052025 That the Board receive the 2024/25 progress report on actions associated with the recommendations of the SRR. Abstain: J Montgomery</p> <p>Evote 4062025 That the InternetNZ Board appoint Grant Thornton as auditors, subject to member approval at the AGM.</p> <p>Evote 27062025 That the Board approve the InternetNZ Group Annual Financial Statements, Statement of Service Performance Report and the representation letter for the year ended 31 March 2025, as recommended by the Audit and Risk Committee.</p> <p>Evote 24072025 That the Internet NZ board recommend members vote against the member motions proposed for the AGM, and communicate that recommendation through a document based on advice provided by staff and noting that the current constitution has already passed through a rigorous and democratic process and incorporated advice on best practice for incorporated societies. Against: J Montgomery, R Hulse Abstain: K Dempster-Rivett</p> <p style="text-align: right;">(A Bow / K Pearce) CARRIED</p>

Abstain: D Reeve, J Ayling

6.4 Board Election Returning Officer Report

The Board thanked the Returning Officer for her report, and noted the exceptional member participation in the election of Board Members.

The Board noted that it was not possible to facilitate a ‘meet the candidates’ event for members, and that feedback from Board member candidates identified some areas for improvement in information to candidates.

The Board asked the Governance Committee to review the election process for members prior to the next election.

AP30/25 Governance Committee to review the election process for members prior to the next election, including; the waiting period, candidate pack, eligibility and candidacy, communications, and feedback from successful and unsuccessful candidates.

RN62/25 That the Board **receive** the Returning Officer’s report.

(J Ayling /D Reeve)

CARRIED U

6.5 Group Financial Report

The Board reviewed the Group Financial Report noting it is as expected with a slight positive balance.

The Board discussed the financial impact of the increase in membership noting that membership fees are more than offset by the cost of managing membership.

The Board reviewed cashflow resilience, and requested clarification on some line items.

RN63/25 That the InternetNZ Board **receive** the Group Financial report.

(Deputy Chairperson Rahman / D Spector)

CARRIED U

Section 7 — Other Matters

7.1	CONTINGENCY (for any overflow)
7.2	<p>Incoming correspondence</p> <p>The Board reviewed a letter received from a member regarding the recently published Code of Conduct.</p> <p>The CE noted that the recent review of the Code of Conduct was specifically tasked to care for an environment where lots of views could be expressed.</p> <p>The Board further noted that the constitution includes a process for resolving disputes (Paragraph 5 Dispute Resolution).</p> <p>The Board asked the Chairperson to inform the member that the concerns raised will be brought to the next review of the Code of Conduct.</p> <p>AP31/25 Chairperson Judd to reply to the member that the concerns raised will be brought to the next review of the Code of Conduct.</p> <p>RN64/25 That the InternetNZ Board note the correspondence received from G Moller, and the Chairperson’s intent to inform the member that the letter was discussed and concerns raised will be brought to the next review of the Code of Conduct.</p> <p style="text-align: right;">(Chairperson Judd / D Spector) CARRIED U</p>
7.3	<p>Matters for communication — key messages</p> <p>Topics to include:</p> <ul style="list-style-type: none"> ● Delivery of key projects and keeping the ongoing core business safe and .nz operating at 100% as reported in the Q1 Quarterly report. ● Agreement on the Board calendar and workplan for 2026. ● Acknowledgement of the unprecedented logistical challenges to deliver the AGM and election, and appreciation of the significant work and care of staff and Board.
7.4	General business
7.5	Meeting review
7.6	<p>Meeting close</p> <p>Board Member Fala closed the meeting with karakia at 2:30pm.</p>