

INTERNETNZ BOARD MEETING MINUTES

Status: [FINAL]

Date: 5 December 2025 / 9:00am

Present:

Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson),
Kate Pearce, Potaua Biasiny-Tule, Whetū Fala, Daniel Spector and Jonathan Ayling.

In attendance:

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

Apologies: Anthony Bow, Dylan Reeve and Richard Hulse

Members: 3 members.

Guests: Isobel Egerton

Meeting opened: 9:30am

Section 1 — Meeting Preliminaries

1.1 Board only (in committee)

1.2 Board and Tumu Whakarae (CE) alone time (in committee)

1.3 Meeting open: Karakia and Apologies

Chairperson Judd opened the meeting at 9:30am with karakia.

Apologies were received from Board Members Anthony Bow, Dylan Reeve
and Richard Hulse.

Section 2 — Confidential Items

2.1 Confidential Briefing (Confidential)

The Board discussed a confidential matter.

Reason document is marked confidential: To allow InternetNZ Board to consider a confidential briefing and determine any next steps.

When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.

Confidentiality status is applicable to: Staff, Public

Section 3 — Meeting preliminaries & Chief Executive's Report

3.1 Open meeting: Member welcome and Agenda review

Chairperson Judd opened the meeting to members observing at 10:25am noting that members would be asked to leave the meeting for a confidential item, and welcomed senior management.

3.2 Action Register

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

AP13/24 Board to write an annual letter of expectations of DNC. [In progress.] The CE noted that the research phase is complete and intent to draft a letter of expectations following completion of the Strategy 2026/31.

AP21/24 Board to review the process of appointing Fellows. [In progress.] The Chairperson has met with several Fellows and the relevant paper is in progress, to be brought to a meeting in the new year.

AP22/25 Propose further improvements to the Charter and Bylaws to the Governance Committee. [Complete.] The Governance Committee reviewed amendments and proposed an amended revision to the Board Charter in the December Board meeting.

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. [Complete.] Te Komiti Whakauru Māori discussed this item at the November meeting and Komiti Chair Fala discussed progress of the organisation at Te Hapori Matihiko regional hui. Further discussion within Te Komiti will be held at the next hui at Pākaitore.

AP27/25 Organise a discussion with the Board to provide clear guidance on the entrenchment and long term structure of the fund. [Complete.] Board member Bow submitted a paper to the A&R Committee outlining two options; 1) A separate organisation and 2) to change the Constitution. The Committee was not in favour of either option, and agreed that drafting a policy document for Board approval may address Board member concerns.

AP32/25 Schedule an online wānanga with Te Komiti Whakauru Māori members and key staff to consider the final draft of Te Korowai o Ipurangi Aotearoa. This wānanga would address the whakapapa of the document and final wording and application guidance. [Complete] Recommendation in December Board meeting.

3.3 Interests Register

Board Member Fala has been appointed Board Member, Whanganui Regional Museum.

3.4 Chief Executive's Report

The CE introduced the CE Report and the Board requested clarification on risk updates:

- Personal data requests with a higher volume of requests received than previously.
- Financial risks mitigated through diversification of investments.
- Additional legal costs through developing a process to respond to personal data requests, advice in preparation for Disputes Tribunal, and Board actions.

RN79/25 That the InternetNZ Board receive the CE Report.

(Chairperson Judd / Board Member Spector)

CARRIED U

Section 4 — Strategic Priorities Discussion

4.1 Feedback on Draft InternetNZ Group Strategy 2026/31

The CE introduced the Draft InternetNZ Group Strategy 2026/31 and a paper reporting feedback received on the draft. Acknowledging the work of staff in preparing the feedback survey and report, the CE noted that 79 people responded.

The CE further noted that the feedback reveals strongly-held divergent views on the role and identity of InternetNZ. In two examples there was an even split; a) on whether the Strategy delivers on the Purpose and Vision, and b) whether the Strategy gives effect to Te Tiriti o Waitangi.

The high proportion of free-text comments also indicates a passionate and considered level of engagement from those who chose to participate in the survey.

The Board noted that the Strategy cannot ignore those things that are required by the Constitution, such as a focus on Te Tiriti o Waitangi, and must include support for the charitable objects, culture and practice of the Society. That Te Tiriti supports our core business, and is not our core business.

The Board further noted that a communications plan is in development for the Strategy that will include an explanation of the Constitution and Objects and provide context and supporting material for the Strategy.

The Board noted that for DNC as an independent organisation there are challenges to a joint Strategy. The DNC Board has requested clarification of the different roles within the Strategy. A statement at the beginning of the document will be developed , and the DNC Board invited to give further feedback before the March 2026 INZ Board meeting..

Member feedback noted the similarity between the Purpose and Vision, and a revision of the Vision statement was proposed. The Board was generally not in favour of the proposed revised Vision statement.

RN80/25 That the InternetNZ Board receive the report 'Feedback on Draft InternetNZ Group Strategy 2026-2031'.

RN81/25 That the InternetNZ Board approve further role clarification between DNC and InternetNZ in the final version of the Strategy.

(Chairperson Judd / Board Member Spector)

CARRIED U

4.2 The Board considered the Draft Annual Goals in the first year toward achieving the Internet New Zealand Group Strategy 2026-2031 expressing overall satisfaction that the goals are heading in the right direction and noting;

- Dashboard reporting is the preferred approach, a useful lens to evaluate the goals.
- Suggest prioritising goals for tracking progress of high priority goals, as opposed to those we track for organisational health.
- That Ngā Pae includes a multi-year cultural capability programme, and there is strategic value in bringing all staff on the journey, supported by Ngā Uara (our values) and Te Korowai o Ipurangi Aotearoa.

Members observing left the meeting for discussion on confidential items.

The Board discussed the draft Budget 2026/27, a confidential matter.

Reason document is marked confidential: To protect InternetNZ's commercial interests. To allow the Board to consider draft documents before a final version is ready to be released.

When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.

Confidentiality status is applicable to: Public. Staff who do not 'Need to know'.

RN82/25 That the InternetNZ Board receive the Budget 2026/27 Update.

(Deputy Chairperson Rahman / Board Member Biasiny-Tule)

CARRIED U

Section 5 — Matters for Decision

5.1 Te Korowai o Ipurangi Aotearoa

Members rejoined the meeting at 12:10pm

Chairperson Judd introduced a paper asking the Board to adopt Te Korowai o Ipurangi Aotearoa, a statement that guides how we enliven Te Tiriti o Waitangi within InternetNZ Group, and noting the Board discussed the document in detail at the prior day Board workshop.

Te Komiti Whakauru Māori Chair Fala commended staff for the work and the recent wānanga with Te Komiti, and is happy to recommend Te Korowai o Ipurangi Aotearoa, along with the conditions discussed at the wānanga that have been added to the document.

Board Member Ayling noted that the varying perspectives from our diverse membership have been consistently referenced and takes form in this document (Te Korowai o Ipurangi Aotearoa). That there has been give and take across the discussion and invites members to reflect on it, considering the Constitution and motivations that everyone brings to the Board and the conversation across membership.

RN83/25 That the InternetNZ Board adopt Te Korowai o Ipurangi Aotearoa as one of the suite of key documents.

(Te Komiti Whakauru Māori Chair Fala / Board Member Biasiny-Tule)

CARRIED U

5.2 2025 Amendments to .nz Rules

Isobel Egerton joined the meeting at 12:17pm.

.nz Advisory Committee Chair Pearce introduced a paper requesting that the Board approve amendments to .nz Rules based on public consultations held over two tranches throughout 2025.

The amendments to the Rules are an effort to tidy up and clarify the rules in several areas highlighting;

- Requirement for Domain Name holders to continue to meet eligibility.
- Amending the exclusion of liability clause to align with industry and New Zealand commercial standards.

Committee Chair Pearce further noted that the .nz Rules, Connection Agreement and Authorisation Agreement documents are interdependent, and that as changes are made in one document, changes are required in the other documents to maintain alignment.

RN84/25 That the InternetNZ Board note both Tranche 1 and Tranche 2 amendments to .nz Rules were consulted on in 2025, and version 3.2 of the .nz Rules have been recommended for adoption by the .nz advisory committee.

RN85/25 That the InternetNZ Board approve version 3.2 of the .nz Rules.

RN86/25 That the InternetNZ Board approve that version 3.2 Rules will come into force on 17 March 2026.

(Chairperson Judd / Board Member Ayling)

CARRIED U

Isobel left the meeting at 12:30pm.

5.3 Review of Board Fees

The remuneration for the Board is reviewed every three years, with the last review conducted in August 2022. Chairperson Judd introduced a paper recommending an increase to Board remuneration levels, effective 1 April 2026.

The Board discussed;

- That the current relatively low Board fees may cause a problem attracting Board members.
- The number of members for Board positions in the 2025 election do not indicate a shortage of candidates.
- As transition to the new Constitution progresses, the number of Board members is decreasing, adding more Board Committee work on every Board member.
- Remuneration goes some way to addressing extra workload and stress.

- InternetNZ Group ranks as a Level 4 organisation in the Crown Entity Fee Framework, although the recommendation is for Level 5.

Considering the points discussed and responding to signals in the market, the CE proposed that the Board transition to Level 4 of the Crown Entity Fee Framework, and approve an initial increase commensurate with the average staff remuneration increase for the past three years in total of 13% effective 1 April 2026, to be reviewed in one year.

AP36/25 InternetNZ Board to review Board remuneration at the Board meeting November 2026.

RN87/25 That the InternetNZ Board approve a 13% increase in Board fees, commensurate with the staff increase over the past 3 years, effective 1 April 2026.

RN88/25 That the InternetNZ Board approve future assessments to be at Level 4 of the Crown Entity Fee Framework.

RN89/25 That the InternetNZ Board confirm the next review of Board fees is in 2026 to facilitate a transition to Level 4 of the Crown Entity Fee Framework.

(Board Member Pearce / Board Member Fala)

CARRIED U

5.4 **Appointed Board members**

With the term of the current two Appointed Board Members ending in 2026, Chairperson Judd introduced a paper to approve the establishment of an Appointments Panel and the Terms of Reference for the panel.

The Appointments Panel comprises:

- at least one Eligible Member (who is not also a Board Member or staff member)
- one Board Member; and
- one external governance recruitment expert.

The Board noted that the Constitution requires the Board to follow a process which includes identifying diversity, knowledge, skills and experience gaps and establishing an Appointments Panel to provide recommendations on candidates to the Board.

RN90/25 That the InternetNZ Board approve the Terms of Reference - Appointments Panel.

RN91/25 That the InternetNZ Board complete a skills survey of 5 board members not up for reelection or reappointment- Q4 (Jan-March 2026).

(Chairperson Judd / Board Member Spector)

CARRIED U

AP37/25 InternetNZ Board to complete a skills survey of 5 board members not up for reelection or reappointment- Q4 (Jan-March 2026).

The meeting reconvened at 1:45pm following lunch.

Chairperson Judd noted that the Board should approve the establishment of the Appointments Panel.

RN92/25 That the InternetNZ Board approve the establishment of the Appointments Panel - Q4 (Jan-March 2026).

(Deputy Chairperson Rahman / Board Member Spector)

CARRIED U

AP38/25 InternetNZ Board to establish an Appointments Panel - Q4 (Jan-March 2026).

5.5 Board Charter amendments

Chairperson Judd reminded Board Members that at the May meeting the Board requested improvements to the Board Charter. The CE reviewed and proposed amendments to the Board Charter to the Governance & CE Review Committee.

The Chair of the Governance & CE Review Committee reports that the Committee reviewed the changes and recommends amendments to the Board including:

- Clarity on how the Board may influence positions on public policy.
- Clarifying the relationship of the Board and members.
- Clarifying transaction limits for the CE.
- Establish a process for reimbursement of expenses and define what is reasonable.
- Transaction limit is moved from the Charter to the CE Delegation Policy.
- Relationship Between the Board and Members.

The Board further discussed the respective roles and responsibilities of staff and the Board in developing public policy. Noting the addition of paragraph 3.10 (3) addressing Media statements made by Board members, it was agreed to replace the word 'personal' with 'another' to the sentence "Any statements made by Board members in *another* capacity.."

AP39/25 Governance & CE Review Committee to draft a policy framework and process on developing and responding to public policy. (Invite Board Member Ayling to attend.)

RN93/25 That the InternetNZ Board approve amendments to the Board Charter as detailed in Board Charter Amendments November 2025 (with correction as noted.)

(Chairperson Judd / Board Member Spector)

CARRIED U

Board Member Biasiny-Tule left the meeting at 2:05pm.

Section 6 — Matters for Discussion

6.1 Product Standing Report

Commenting on the Product Standing Report, the Board suggests adding a target line on the chart so the Board can easily see progress towards the goal.

RN94/25 That the InternetNZ Board receive the Product Standing report.

(Chairperson Judd / Board Member Pearce)

CARRIED U

6.2 Chairperson's Report

6.3 Report Back from Committees:

6.3.1 Audit & Risk (Chair, Deputy Chairperson Rahman)

6.3.2 Governance Committee (Chair, Chairperson Judd)

6.3.3 Komiti Whakauru Māori (Chair, Board Member Fala)

Komiti Chair Fala reported on the recent Te Komiti Whakauru Māori meeting, noting the importance of succession planning as the terms of current Komiti co-opt member Sarah Lee, Appointed Board Member Fala, and elected Board Member Biasiny-Tule all end in 2026.

The Board discussed the recommendation to appoint two Māori external advisors to Te Komiti along with budget for fees and travel expenses, clarifying that they are co-opted to Te Komiti Whakauru Māori only and this is not an appointment to the Board.

RN95/25 That the InternetNZ Board appoint two Māori external advisors to Te Komiti Whakauru Māori from January 2026 to the Annual General Meeting (AGM) 13 August 2026.

(Te Komiti Whakauru Māori Chair Fala / Chairperson Judd)

CARRIED U

6.3.4 .nz Policy Committee (Chair, Board Member Pearce)

.nz Advisory Committee Chair Pearce reported aurally and noted full accordance with the paper and recommendations presented in item 5.2 of the meeting agenda.

RN96/25 That the InternetNZ Board **receive** the reports back from the Committees.

(Chairperson Judd / Deputy Chairperson Rahman)

CARRIED U

6.4 Risk Policy Review

Audit & Risk Committee Chair Rahman introduced a paper reviewing the Risk Policy, noting that the policy incorporates feedback from the Committee. Committee Chair Rahman invited the Board to contribute their feedback with the aim to bring a final policy to the March 2026 Board meeting for approval.

The Board discussed aspects of risk in the policy including:

- Stakeholder trust. The phrase “loss of confidence” may be difficult to measure, however the Board noted that practically stakeholders will make it clear if confidence is lost.
- Threshold of risk for finance.

Committee Chair Rahman enquired if the Board was ready to adopt the Risk Policy as reviewed, and the Board agreed that no further changes required.

RN97/25 That the InternetNZ Board **adopt** the changes in the Risk Management Policy.

(Audit & Risk Committee Chair Rahman / Board Member Spector)

CARRIED U

Section 7 — Consent Agenda

7.1	<p>Minutes of the previous meeting</p> <p>RN98/25 That the InternetNZ Board approve the minutes of 10 October 2025.</p> <p>(Board Member Ayling / Board Member Spector)</p> <p>CARRIED U</p>
7.2	<p>Quarterly and Operational Reports</p> <p>7.2.1 Quarterly Report Q2 2025/26</p> <p>7.2.2 Group Financial Report</p> <p>The Board noted that finances are tracking close to budget, with no major exceptional items to report. Overspends in some areas are managed in other areas of the budget, and the year-end forecast is on track to meet budget.</p> <p>7.2.3 Membership update</p> <p>The Board reviewed a report of membership demographics, and noted the small number of new members in the period.</p> <p>The Board further noted that correspondence from members has not diminished, and membership communications processes are in place to assess and respond as appropriate inline with policy.</p> <p>7.2.4 NetTalks report</p> <p>Chairperson Judd commended staff for organising and running NetTalks Ōtautahi, and noted that he received very positive comments from participants.</p> <p>The Board noted an offer by Canterbury Tech to work with InternetNZ to run another similar event in future, and that the next NetTalks event is being planned alongside the TUANZ Connecting Aotearoa Summit in Wellington, May 2026.</p> <p>RN99/25 That the InternetNZ Board receive the Quarterly and Operational reports.</p> <p>(Chairperson Judd / Board Member Fala)</p> <p>CARRIED U</p>

Section 8 — Other Matters

8.1	CONTINGENCY (for any overflow)
8.2	Incoming correspondence Chairperson Judd noted receipt of the member communications.
8.3	Matters for communication — key messages
8.4	General business
8.5	Meeting review
8.6	Meeting close (karakia or waiata) Chairperson Judd closed the meeting at 2:50pm with karakia, and wished everyone well for the break.