BOARD MEETING MINUTES

Status: Draft to be ratified

Date: 12 June 2026 / 9:00am

Present:
Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson),
Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Whetū Fala, Daniel Spector, Dylan Reeve and Jonathan Ayling.

In attendance:
InternetNZ: Vivien Maidaborn (Tumu Whakarae | CE), Rose Jamieson, Josh Simpson and Michael Elwood-Smith (Pou Ārahi | Board Secretary).

Members observing: 13 members.

Apologies: Richard Hulse

Meeting opened: 9:59am

Section 1 — Meeting Preliminaries

1.1 Board only (in committee)

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

Board Member Fala joined the meeting at 9:36am.

Section 2 — Meeting preliminaries & Chief Executive's Report

2.1 Meeting open: Karakia, Apologies, Member welcome and Agenda review

Chairperson Judd opened the meeting at 9:59am with karakia.

Apologies were received from Board Member Hulse.

Chairperson Judd welcomed InternetNZ members observing.

2.2 Action Register

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

AP02/26 Chairperson will compose a reply to the question. "What is the strategy for developing a pipeline of Internet Governance people to replace Board Members whose term ends this year and keep the organisation healthy over the next decade?" [To Start] To review after the Appointed Board Member process completes.

AP03/26 Chairperson to schedule AI discussion in the Board workplan with the Governance & CE Review Committee. [In progress] AI discussion item to be added to the next Governance Committee meeting agenda.

2.3 Interests Register

Insert updates to the interests register here or advise there were no updates to the register.

Board Member Bow is now a member of Medical Radiation Technologists Board, and is no longer Director of Medical Sciences Secretariat Ltd.

Board Member Ayling is Director Mahala Enterprises, a donor ACT Party and holder of .nz domain name.

Board Member Fala is now Deputy Chairman, Whanganui Regional Museum.

2.4 Chief Executive's Report

The CE presented the Chief Executive's Report noting that work is underway in response to the Board's request for more dashboard reporting.

Questioning the Amber status on 'Product infrastructure strategy', the Board noted that immediate priorities have delayed work on this, and that a plan is in place. The Board requested a column be added to the dashboard to provide an explanation for Amber and Red status. This was agreed by the CE.

The Board noted changes in the risk environment; the need to apply fixes and follow trends where the software used by the organisation is being rapidly updated in response to AI discovered vulnerabilities.

The Board further noted Tu Aatea's review of .iwi.nz moderation criteria which is part of their role as moderator, and noted it is now working with a Registrar to sell .iwi.nz domains against the criteria, meaning DNC is not now involved in any aspect of the .iwi.nz moderation and retailing process.

RN22/26 That the InternetNZ Board receive the Chief Executive's report.

(Board Member Spector / Board Member Biasiny-Tule)
CARRIED U

Section 3 — Strategic Priorities Discussion

3.1 2026 Elections and AGM General Update

The Board received an update of progress towards the 2026 Elections and Annual General Meeting (AGM), noting that nominations have opened for the election of two board members. Electionnz has been appointed to oversee the election process, with Michelle Day of Electionnz designated as the Returning Officer.

The Board considered the potential risk of bad behaviour toward candidates and of complaints against candidates, noting that the Code of Conduct, provisions in the Consitution and a complaint process are in place to help safeguard candidates, while ensuring an efficient and transparent process. The Board agreed that being prepared to respond swiftly and appropriately to threats, including involving the police if appropriate, is essential to protecting the integrity of the election and maintaining trust.

The Board noted the importance of communications to members, including Board composition following the AGM, and intent to publish the names of people nominated on the website when the nomination is received.

RN23/26 That the Board **note** Mi-Voice to manage the motions voting process during the 2026 AGM.

RN24/26 That the Board **approve** appointment of Michele Day as the Returning Officer for the 2026 InternetNZ Board Elections.

RN25/26 That the Board **note** the participant engagement approach for the 2026 AGM as outlined below.

(Board Member Reeve / Board Member Ayling)
CARRIED U

3.2 Board motions for AGM

Chairperson Judd initiated a discussion regarding potential motions for the 2026 Annual General Meeting (AGM).

Membership numbers and types. The Board discussed concerns regarding critical infrastructure obligations that may necessitate a future review of membership number and types to provide the Government with assurance that membership has a commitment to the work of InternetNZ, that the organisation is stable, and that the Board has appropriate skills and diversity.

Further legal advice is necessary before any formal motions regarding membership can be proposed, the Board will continue to progress this topic as the outcomes of Government cybersecurity evaluations become clearer.

Appointed board member terms. The Board discussed the need to modify the terms of Appointed Board Members from three years to either two or four years to better manage Board turnover, clarifying that if the motion was successful it would apply to Appointed Board Members appointed after the 2026 AGM. The Board agreed to move forward with this proposal.

AP04/26 Chairperson Judd to facilitate a Board discussion on the term for Appointed Board Members, leading to a decision of the Board by evote.

3.3 InternetNZ Niho Taniwha Strategy 2022-2026 Review

The Chief Executive presented a review of the Niho Taniwha Strategy 2022-2026. The Board reflected on the work completed, key strategic decisions, and the need to prioritise and refine strategic measures as the strategy progressed.

The Board discussed the significant cultural and organisational transformation achieved over the past five years, noting the successful evolution from a somewhat niche, insular entity into an organisation that has meaningful engagement with the Māori community and a far-reaching indigenous voice internationally.

The Board discussion highlighted the courageous values involved in conducting a systemic racism review and the successful transition from the Niho Taniwha strategy to Te Korowai o Ipurangi Aotearoa and Ngā Uara | Our Values.

The Board addressed the necessity through the period to rebalance priorities and acknowledged the challenge of making strategic choices that align with the organisation's long-term commitment to future generations.

Reflecting on the strategy's trajectory, the Board recognised that the organisation has grown into a core part of society and successfully signalled a transformation in growth and national importance. Acknowledging that while some strategic initiatives were contentious, the Board felt the effort was worthwhile and essential to the organisation's maturity.

RN26/26 That the InternetNZ Board receive the overview of outcomes from the 2022 - 2026 Strategy.

(Board Member Fala / Board Member Bow)
CARRIED U

Section 4 — Matters for decision

4.1	**High-Income Threshold for Unjustified Dismissal** The Board reviewed the implications of the Employment Relations Amendment Bill, which allows employers to exclude employees earning more than $200,000 pa from raising a personal grievance for unjustified dismissal. The Board considered three responses: 1) to maintain the status quo, 2) to apply the provision only to future employment agreements, or 3) to implement a group-wide roll-out for all qualifying high-income employees. Board discussion highlighted a tension between operational risk management and the concern that this change reflects a shift toward reduced security and tenure of work. Some Board Members expressed concern that adopting a group-wide roll-out might undermine the commitment to staff welfare and potentially incentivise poor employment practices. Other Board Members supported the measure as a way to enhance accountability for senior roles. As a decision was not time-sensitive, the Board agreed that further information was required to fully evaluate the implications of potentially altering employment rights, and to ensure that any path forward is consistent with the organisation's values and long-term workforce goals. **RN27/26** That the Board do not make a decision to respond to the implications of the Employment Relations Amendment Bill at this meeting, and request further information to enable a decision to be made within 6 months. (Board Member Pearce / Deputy Chairperson Rahman) **CARRIED** Opposed: Board Member Ayling **AP05/26** The Board requests additional information to enable a final decision to be made within six months.

Section 5 — Confidential Matters

	The Board discussed confidential matters.
5.1	**Appointed Board Member Recommendation [Confidential]** *Reason document is marked confidential: To protect the privacy and security of people.*

	When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined. *Confidentiality status is applicable to: Staff, Public*
5.2	**Operating Agreement Progress [Confidential]** *Reason document is marked confidential: To allow InternetNZ Board to consider a confidential update on the Operating Agreement (OA).* *When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.* *Confidentiality status is applicable to: Staff, Public*
5.3	**Aligning InternetNZ Group for next steps in Enlivening Te Tiriti** *Reason document is marked confidential: To protect the privacy and security of people.* *When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.* *Confidentiality status is applicable to: Staff, Public*
5.5	**Enterprise Risk Management Update [Confidential]** *Reason document is marked confidential: To protect InternetNZ's commercial interests.* *When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.* *Confidentiality status is applicable to: Public*
5.6	**Health, safety, and wellbeing report [Confidential]** *Reason document is marked confidential: Sensitive nature of information shared.* *When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.* *Confidentiality status is applicable to: Public*

Section 6 — Matters for Discussion

6.1	**Product Standing Report** Members rejoined the meeting at 2:53pm. The Board noted that the total domains under management (DUM) have seen growth more than similar periods in recent years. The reasons for the increase are not yet known and are under analysis. The Board expressed interest in the analysis when available. The Board further noted that there were no outages of the Registry and availability remained at 100%. **RN35/26** That the InternetNZ Board **receive** the Product Standing Report. (Board Member Ayling / Board Member Spector) **CARRIED U**
6.2	**Chairperson's Report**
6.4	Report Back from Committees: **6.4.1 Audit & Risk (Chair, Deputy Chairperson Rahman)** The Board considered the potential risk that fuel supply disruption may have on Registry operations, noting that InternetNZ is a member of the NZ Telecommunications Emergency Forum, which activates to support telecommunication providers responding to an emergency that impacts telecommunications services. **6.4.2 Governance Committee (Chair, Chairperson Judd)** **6.4.3 Komiti Whakauru Māori (Chair, Board Member Fala)** Chair Fala noted that Te Komiti's work was discussed in the previous agenda item 5.3 *Aligning InternetNZ Group for next steps in Enlivening Te Tiriti*. Noting that this is her last board meeting, Chair Fala thanked and wished the Board success. **6.4.4 .nz Policy Committee (Chair, Board Member Pearce)** Committee Chair Pearce noted that work of the committee is progressing. **RN36/26** That the InternetNZ Board **receive** the reports back from the Committees. (Deputy Chairperson Rahman / Board Member Bow)

	CARRIED U

Section 7 — Consent Agenda

7.1	**Minutes of the previous meeting** **RN37/26** That the InternetNZ Board ratify EVOTE 25032026 - Approve minutes of 13 March 2026. (Board Member Spector / Board Member Reeve) **CARRIED U**
7.2	**E-vote Ratification** **RN38/26** That the InternetNZ Board ratify the e-votes: **Evote 25032026** That the InternetNZ Board approve the minutes of 13 March 2026. **Evote 1042026** That the InternetNZ Board approve the Member Code of Conduct. **Evote 2042026** That the Audit Engagement Letter for the year ended 31 March 2026 (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. (Board Member Bow / Board Member Spector) **CARRIED U**
7.3	**Quarterly and Operational Reports** **7.3.1 Quarterly Report Q4 2025/26**
7.4	**Community Fund update** The Board received the annual Community Funding & Hapori Māori Funding Update noting that a larger proportion of funding during the year went to strategic partners, and that the target of 40% funding to Māori entities and individuals was achieved. Funding rounds were focused on accessibility and training, with good take up and feedback. Results will be published on the website following auditor approval as part of SSP reporting. The Board noted that the improved report provides information about fund recipients, the amount of funding received and outcomes achieved, which is of interest to the Board and members.

	RN39/26 That the InternetNZ Board receive the Community Funding & Hapori Māori Funding Update. (Board Member Fala / Deputy Chairperson Rahman) **CARRIED U**
7.5	**DNC Quarterly Report: Q4 2025/26 Quarterly Report** • **Profit and Loss Statement for Quarter ending 31 March 2026** The Chief Executive reported that the Domain Name Commission (DNC) concluded the fiscal year with a positive variance, performing better than anticipated with a smaller loss than forecast. Patterns in abuse reporting indicate that brand impersonation accounts for 59% of cases, while infrastructure and registration abuse are relatively low. The Board noted a shift in dispute resolution preferences, with parties increasingly favouring expert settlements over mediation due to time constraints and lack of engagement.
7.6	**Membership update** The Board discussed the June 2026 membership update, noting a significant number of members who have yet to renew. Currently, the total membership including those in grace periods stands at 6,709, though the projected number could drop to 4,046 if no further renewals occur. A final renewal notice is scheduled for 22 June, with the renewal period closing at the end of the month. Concerns were raised regarding the potential impact on staff if a large volume of renewals occurs in the final days of the period. The Board observed that the organisation does not currently capture data on why members choose not to renew. The Board noted that the "Dot News" email newsletter open rate is currently around 45%, which is considered good compared to similar communications of this type.
7.7	**Break**
7.8	**Group Annual Financial Report** The Board discussed the annual financial report deficit noting that it was caused by a fall of interest rates due to significant market disruption at the end of the financial year. Interest rates have since rebounded in quarterly financial reports. The Board noted that operational expenses were within budget, that the CE has reviewed the travel policy in response to higher fuel costs, and that there has been an increase in legal fees outside usual experience.

	RN40/26 That the InternetNZ Board receive the reports. (Board Member Ayling / Board Member Spector) **CARRIED U**

Section 8 — Other Matters

8.1	**CONTINGENCY (for any overflow)**
8.2	**Incoming correspondence**
8.3	**Matters for communication — key messages**
8.4	**General business** On behalf of the Board, Chairperson Judd noted that the terms of Board Members Pearce, Bow, Fala, Biasiny-Tule and Spector end at the upcoming AGM, and thanked and acknowledged them for their service to the Board and organisation.
8.5	**Meeting review**
8.6	**Meeting close (karakia or waiata)** Chairperson Judd closed the meeting with karakia at 3:45pm.