

BOARD MEETING MINUTES

Status: [Draft to be ratified]

Date: 11 September 2026 / 9:00am

Present:

Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson), Richard Hulse, Dylan Reeve, Jonathan Ayling, Keri Milne-Ihimaera, Darryn Russell, Bianca Grizhar and Douglas Brown.

In attendance:

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

Members observing: 2 members.

Apologies: No apologies.

Meeting opened: 10:24am

Section 1 — Meeting Preliminaries

1.1 Board only (in committee)

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

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 10:24am with karakia.

No apologies.

No members were present at the meeting opening. Chairperson Judd welcomed two members who joined to observe the meeting after the meeting opened.

2.2 Actions Register

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

AP13/24 Complete. Included in the agenda of the September meeting.

AP02/26 In progress. A strategy for developing a pipeline of Internet Governance people to replace Board Members whose term ends this year has not yet been agreed. However it has been discussed at the Governance Committee, and Internet Governance capability along with other needs of the Board will be considered.

AP03/26 Complete. Included in the agenda of the September meeting.

AP05/26 In progress. To be incorporated within the workforce planning programme. Note there is a 12 month window (to July 2027) to decide to opt out.

2.3 Interests Register

The Board noted the following changes and additions to the Board Interests Register:

Board Member Brown change: Member of New Zealand Free Speech Union.

Board Member Ayling addition: Contributor to Radio New Zealand (RNZ).

Chairperson Judd notified the Board of a potential conflict of interest with agenda item 7.3.1 and will pass the meeting Chair to Deputy Chairperson Rahman for that item.

Board Member Russell addition: Director of Tapuwae Roa.

2.4 Chief Executive's Report

The CE presented the Chief Executive's Report noting progress of the product infrastructure strategy and tight timeframe toward implementation during 2028.

RN41/26 That the InternetNZ Board receive the report.

(Board Member Brown / Board Member Hulse)

CARRIED U

Section 3 — Strategic Priorities Discussion

3.1	2026 Annual General Meeting Reviewing the 2026 Annual General Meeting, the Board noted the considerable production work involved, and commended staff on the successful delivery and high member satisfaction ratings in the post-event survey. The Board noted that staff have held retrospective meetings and identified areas for improvement. In discussion, the Board noted further potential improvement areas: • The Board to provide clearer guidance to members about motions prior to the AGM, and to schedule a more timely Board meeting regarding Member Motions in the Board calendar. • Scheduling a shorter duration AGM, such as 90 minutes for future meetings taking into consideration the number of Member Motions will guide this. • How procedural motions are handled; removing the need for mover/seconder and voting on some motions. • Finding a resolution for member voting tokens going into spam filters. • Reviewing the candidate engagement process so that members are more informed about candidates when voting in the election, including increasing member participation in the NetHub AGM channel. • Exploring how to simplify the online platform for participants taking into account the need for numbers of members, accurate and uncontested vote counting and usual AGM business. RN42/26 That the Board receive the 2026 Annual General Meeting summary report. (Deputy Chairperson Rahman / Board Member Grizhar) CARRIED U
3.2	Members' motions: Process and Approach The Board discussed a framework to consider and implement members' motions passed at the AGM 2026. The paper outlined an objective process to evaluate motions across legal, constitutional, operational, financial, and risk perspectives and to ensure transparency and accountability. The Board discussed their fiduciary duty to act in the best interests of the society, noting there are potential legal, privacy, and operational conflicts of the motions under the Privacy Act, Employment Relations Act, and Incorporated Societies Act. For Motion 2, the Board noted that Zoom chat questions submitted during the AGM had been analysed and responses prepared so that member questions and answers can be published by 13 October 2026.

	For the other motions passed at the AGM, the Board noted a follow-up paper is planned for the November Board meeting. The Board expressed that member motions will be implemented to the extent that applicable law allows, taking into account advice to be received at the November meeting. RN43/26 That the InternetNZ Board approve the Process for Reviewing and Implementing Passed Members’ Motions provided at Schedule 1 (the Process). (Board Member Ayling / Board Member Hulse) CARRIED U RN44/26 That the InternetNZ Board approve delegation to the Chief Executive the action of carrying out an implementation assessment and prepare an implementation report for the members’ motions passed at the 2026 AGM. (Board Member Reeve / Board Member Brown) CARRIED U RN45/26 That the InternetNZ Board note the next steps recommended in relation to the members’ motions passed at the 2026 AGM and provide any other considerations the Board would like considered when carrying out the implementation. (Board Member Ayling / Board Member Hulse) CARRIED U RN46/26 That the InternetNZ Board approve the recommended approach to Motion 2. (Board Member Reeve / Board Member Brown) CARRIED U
3.3	AI discussion paper The Chairperson introduced a paper “AI use: Key considerations”, to progress understanding as the board considers Artificial Intelligence (AI) use and accountability, and develops AI literacy as a core governance capability. The Board noted that as well as internal drivers of productivity, there are external factors to consider such as third-party AI deployment (including domain name generation algorithms and AI-generated correspondence), cyber security standards consultations and critical infrastructure work by the New Zealand Government. The government reforms focus on the role of governors of private actors (non-government organisations) and their obligations.

	Noting the internal organisation AI policy, the Board discussed broadening the definition to Automated (or Algorithmic) Systems when developing a governance position. The Board expressed concerns including: • Staff using AI tools should have access to appropriate training. • Where a case for investment or use of AI is put to the Board productivity gain assumptions need to be tested and proven. • Third party providers have very high liability before taking responsibility and this needs to be considered as part of risk assessment. • In implementing AI systems management needs to ensure that the generated output from AI systems that may have been trained on biased data do not cause discrimination. The Board also noted the necessity to rethink risk tolerances, as lower-severity risks can be amplified by AI technology, and agreed that further Board and committee meetings are required to assess the opportunity and risks of AI use. AP06/26 The Chairperson to schedule a single agenda item meeting for the Board on AI governance opportunity and risk assessment. RN47/26 That the InternetNZ Board receive the paper 'AI use: Key considerations'. (Board Member Hulse / Board Member Ayling) CARRIED U
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Section 4 — Matters for Decision

4.1	Board Committees, Terms of Reference and Bank Signatories 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. Noting that committees make recommendations to the Board (not decisions), Chairperson Judd suggested that committee quorum be reduced. The Board discussed that the work of Te Komiti Whakauru Māori (the committee of the Board tasked with establishing the foundations for Te Tiriti work within Ipurangi Aotearoa) is now complete. The work of the Committee was acknowledged. In this year's Committee responsibilities a more integrated approach to Te Tiriti o Waitangi responsibilities is to be implemented with the Board and within the Governance Committee, supported by a direct relationship with the Manukura role. The Governance Committee role includes governance policies, CE review and Te Korowai ō Ipurangi Aotearoa.
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In addition to chairing the Audit & Risk Committee, Board Member Ayling offered his service on the Governance Committee. Chairperson Judd accepted Board Member Ayling's offer.

RN48/26 That the InternetNZ Board approve the three committees:

- Audit and Risk
- .nz Advisory
- Governance

RN49/26 That the InternetNZ Board approve membership of the committees as follows:

- .nz Advisory Committee: Dylan Reeve (Chair), Stephen Judd, Bianca Grizhar, Douglas Brown.
- Audit and Risk Committee: Jonathan Ayling (Chair), Anjum Rahman, Richard Hulse, Darryn Russell.
- Governance Committee: Anjum Rahman (Chair), Stephen Judd, Keri Milne-Ihimaera, Darryn Russell, Jonathan Ayling.

RN50/26 That the InternetNZ Board approve bank signatories:

- Stephen Judd, Chairperson
- Richard Hulse, Board Member
- Bianca Grizhar, Board Member
- Vivien Maidaborn, Chief Executive
- Catherine Fenwick, GM Organisational Performance
- Rose Jamieson, GM Public Impact

(Board Member Brown / Board Member Hulse)

CARRIED U

4.2 Maramataka 2026/27 Board Work Plan and Calendar

The Board reviewed the Maramataka 2026/27 Board work plan and calendar of Board meeting dates.

Committee placeholder dates are to be agreed at the first meeting of the respective committees.

Chairperson Judd noted the intention to schedule mid-cycle single agenda item meetings on topics as required.

The Board requested a change to the March 2027 board meeting date to Friday 5 March 2027 and agreed to the 2026/27 Board meeting dates.

	RN51/26 That the InternetNZ Board approve Board meeting dates for 2026-27. RN52/26 That the InternetNZ Board note placeholder dates for AGM 2027 and Committee meetings for 2026-27. (Board Member Russell / Board Member Reeve) CARRIED U
4.3	Policies to renew The Chairperson introduced two policies that are due for renewal, and have been adjusted to align with the current constitution. Delegation of Authority to Chief Executive Policy The Board sought clarification on the level of delegated expenditure noting that the current level enables the CE to sign contracts with suppliers within the budget approved by the Board. The Board suggested reviewing the level of delegated expenditure at an Audit & Risk Committee meeting. The Board noted that “or Co-Chair” should be appended to references to the Chairperson to bring in line with the Constitution. Confidential Document Disclosure Policy The Board reviewed the policy and requested an amendment to the statement in response to the question heading “Why may some documents be considered confidential?” to “Documents may be confidential where there is a listed reason to do so” AP07/26 The CE to update the Board Charter with the current committees. AP08/26 The Audit & Risk Committee to review the level of delegated expenditure to the CE. RN53/26 That the InternetNZ Board approve the revised policies subject to amendments agreed: • Delegation of Authority to Chief Executive Policy - May 2026 (Version 5 draft in review) • Confidential Document Disclosure Policy - May 2026 (Version 4.0 draft in review) (Board Member Russell / Board Member Hulse) CARRIED U

4.4	Domain Name Commission (DNC) Operating Agreement The CE introduced a paper, presenting the Domain Name Commission (DNC) Operating Agreement signed 28 August 2026, and a draft Statement of Expectation for the 2026–28 period. The CE noted the Agreement clarifies that InternetNZ is not a regulated party for the DNC, and that until the .nz Rules work programme for 2027/28 is implemented, the DNC and InternetNZ Boards have agreed that the .nz Rules apply if there is any conflict or inconsistency. Drafted at request of the DNC Board, with their feedback incorporated, the Statement of Expectation helps align DNC priorities with InternetNZ priorities, notably the joint Strategy 2026–31, the Operating Agreement and the Statement of Expectation. The Board sought clarification and amendments to the following points in the Statement of Expectation: • Rephrase to clarify the statement in Section 3: <i>It is understood by the INZ Board that the DNC Board will support the Commissioner with Rules that are open to interpretation in the meantime.</i> • Add: A statement on risk management and how risks DNC risks are flagged to the InternetNZ Board. RN54/26 That the InternetNZ Board receive the Operating Agreement. RN55/26 That the InternetNZ Board approve the Statement of Expectation subject to incorporating a statement on risk management and rephrasing the statement in section 3. (Board Member Russell / Board Member Grizhar) CARRIED U
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Section 5 — Confidential Matters

5.1	Enterprise Risk Management Update [Confidential] <i>Reason document is marked confidential: To protect InternetNZ's commercial interests.</i> <i>When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.</i> <i>Confidentiality status is applicable to: Public</i> RN56/26 That Board note the Risk management Policy and significant risk on the register. (Deputy Chairperson Rahman / Board Member Hulse) CARRIED U
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5.2	Health, safety, and wellbeing report [Confidential] <i>Reason document is marked confidential: Sensitive nature of information shared.</i> <i>When the document is no longer confidential: The document shall remain confidential indefinitely until otherwise determined.</i> <i>Confidentiality status is applicable to: Public</i> RN57/26 That the InternetNZ Board receive the Health, Safety and Wellbeing report. (Board Member Ayling / Board Member Hulse) CARRIED U
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Section 6 — Matters for Discussion

6.1	Product Standing Report The Board noted positive growth and strong overall trendlines in Domains Under Management (DUMs). Enquiring about the factors driving this growth, the Board noted a surge in new registrations beginning in October 2025 that is now reaching its first annual renewal cycle. Analysis of domain string patterns and geolocations indicated correlations with broader online trends, including casino and scamming activity, with the upcoming renewal period providing a key indication of how many of these represent legitimate, long-term domains. The Board considered the Broadband Map (BBM), which delivers detailed broadband availability data to the public and to customers via API, such as TradeMe, noting that the service delivers value to the community. RN58/26 That the InternetNZ Board receive the Product Standing report. (Board Member Hulse / Deputy Chairperson Rahman) CARRIED U
6.2	Chairperson's Report
6.3	Report Back from Committees
6.3.1	Audit & Risk (Chair, Deputy Chairperson Rahman) The Committee Chair provided a verbal report highlighting recent committee work focused on reviewing and approving the financial accounts, following discussion with the auditor. The Committee also reviewed cybersecurity updates and penetration testing, insurance coverage, managed funds, the travel policy, and the legislative compliance register.

	Additionally, the Committee recommended a 90-minute Health, Safety, and Wellbeing training session for the Board.
6.3.2	Governance Committee (Chair, Chairperson Judd)
6.3.3	.nz Policy Committee (Chair, Board Member Reeve) Noting that the work of the .nz Advisory Committee is at the core of InternetNZ, Chairperson Judd recommended that new Board members review Committee papers. The CE notified the Board that the next Rules public consultation is scheduled for October 2026.
	RN59/26 That the InternetNZ Board receive the reports back from the Committees. (Board Member Hulse / Board Member Brown) CARRIED U

Section 7 — Consent Agenda

7.1	Minutes of the previous meeting RN60/26 That the InternetNZ Board ratify EVOTE 7072026 - Approve the minutes of 12 June 2026. (Board Member Ayling / Board Member Reeve) CARRIED Abstain (not present at Board meeting 12 June 2026): Board Members Hulse, Milne-Ihimaera, Grizhar, Russell and Brown.
7.2	E-vote Ratification RN61/26 That the InternetNZ Board approve the Evotes. (Deputy Chairperson Rahman / Chairperson Judd) CARRIED Abstain: Board Members Milne-Ihimaera, Grizhar, Russell and Brown.
7.3	Quarterly and Operational Reports Chairperson Judd passed the meeting Chair to Deputy Chairperson Rahman for this item, reminding the Board of his registered interest; providing Advice to Magnificent, an organisation that depends on open source software as one of its core propositions.

	Chairperson Judd queried the report statement; <i>“We compiled advice on the direction of the continued use of open source software in the context of potential future critical infrastructure classification and the potential requirements.”</i> The Board noted the advice received; that as long as software met the standard for critical infrastructure it did not matter if it is open source or proprietary software. The CE advised that the recent Community fund grant of \$250k has received around \$3M worth of high quality applications that are currently undergoing evaluation by an external and internal panel of subject matter experts. The Board further noted the grant round will be subject to the usual InternetNZ processes of transparency and that the names of recipients and grant amounts will be published.
7.4	Domain Name Commission Quarterly Report The CE presented the DNC report noting a significant increase in domain name audits and suspensions due to invalid registration data or identity not verified. The Board noted that the majority of domain name abuse types are brand impersonation and gambling. Where content abuse is reported, DNC can only review and act on the validity of registration data and identity verification.
7.5	Group Financial Report The Board noted a positive result for Q1 2026-27 and that revenue in Q2 continues to grow over budget, and that there are no areas of concern in current expenditure. The Board discussed the financial accounts with a focus on the investment fund performance relative to market and revaluations and legal expenditure. The Board discussed the reserves policy, noting that equity is required to be held for future liabilities.
7.6	Membership update RN62/26 That the InternetNZ Board receive the Quarterly and Operational reports. (Board Member Reeve / Board Member Hulse) CARRIED U

Section 8 — Other Matters

8.1	CONTINGENCY (for any overflow)
8.2	Incoming correspondence The Board noted correspondence received from a member that was discussed in the Board only time.
8.3	Matters for communication — key messages Chairperson Judd expressed that he was particularly excited to see the high number of applicants for the community fund grants.
8.4	General business The Board agreed a response to the member correspondence received, to thank the member for their letter and to confirm that it was taken into consideration by the Board during the agenda item discussion, and to include the relevant minute.
8.5	Meeting review
8.6	Meeting close (karakia or waiata) Chairperson Judd closed the meeting at 3:18pm with karakia.