



COUNCIL MEETING - 11 August 2023

MINUTES

COUNCIL MEETING

Status:

FINAL

Date

Friday 11 August 2023

Present:

Joy Liddicoat (President), Brenda Wallace (Vice President), Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Stephen Judd, Jeff Montgomery, Whetu Fala, Anjum Rahman and Dr Alpana Roy.

In attendance:

InternetNZ: Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Tim Johnson, Whitiaua Ropitini, Kris Dempster-Rivett and Samantha Nicholson (minute taker)

Member: Paul Brislen

Meeting opened: 9:55 am

Section 1 - Meeting Preliminaries

1.1 Council only (in committee)

1.2 Council and CE alone time (in committee)

1.3 Karakia, apologies, interests register

The Vice President opened the meeting with Karakia. No apologies were received.

Vice President co-chaired with the President to facilitate the hybrid format of the meeting.

The President gave apologies for not being there in person due to weather disruption, noted the election results, welcomed

	<p>Stephen Judd to the Council, and welcomed back Kate Pearce and Potaua Biasiny-Tule.</p> <p>The interest register to be updated:</p> <ul style="list-style-type: none"> ● Update the President and Vice President honoraria as of 1 April 2023 ● Stephen Judd: holds names in .nz ● Joy Liddicoat: remove: member of Otago Women’s Lawyers, Silver Fern Farms Limited and member of NZ Law Society ● Kate Pearce: remove ATU co Leader NZITF Board member ● Anthony Bow: update Director to Independent chair of Maungaharuru-Tangitū Ltd
<p>1.4</p>	<p>Agenda Review and Action Register</p> <p>Agenda was reviewed. Action point register was discussed and updated.</p>

Section 2 - Strategic Priorities and Discussion

<p>2.1</p>	<p>Charitable objects</p> <p>The President introduced this paper, reminding the Council that this paper was sought to assist review of the long term community funding strategy and its link to the charitable objects. She informed the Council that InternetNZ reports to the Charities Commission annually as we are a charitable company.</p> <p>These charitable objects are separate from our Incorporated Society objects. The Society’s objects were established in the 1980s, before the Society was given the delegation for .nz. Both the age of those objects, and new laws on incorporated societies, are reasons we are doing the separate constitutional review.</p> <p>The CE spoke about the paper, viewing it as a prequel to further strategy and Constitutional review work that will come back to Council towards the end of the year.</p> <p>The community engagement team lead by Kris Dempster-Rivett has started a review of our philanthropic work and getting feedback from our members, partners, grant recipients and community on how well we deliver our planned public impact . During August there are meet ups with partners , community groups and then members and Fellows with dates to follow.</p>
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The purpose of these meetups is to hear how well we are currently doing toward our strategy and how we can improve. Council will engage strategically with all the learning from this work over the next year.

10.10 am Member Paul Brislen joined the meeting and introduced himself; The Vice President welcomed Paul to the meeting.

AP08/22 Add Council workshop Constitutional Objects as part of the Constitutional Review project plan

AP09/23 Adding updated org chart on Diligent

RN43/23 That Council received the charitable objects paper

(Cr Rahman /Cr Pearce)

CARRIED

Section 3 – Matters for Decision

3.1 Council Work Plan 2023-2024

Council confirmed that there is no strategy day on the 2nd November, this is to be combined with the training day on the 30th November.

Committee dates for 2024 can be set up now that committee members have been confirmed.

AP10/23 Add all Council members to every committee meeting calendar invite.

RN44/23 That Council agree to the proposed Council Meetings and frequency of committee meetings for 2023-2024.

(Vice President/Cr Bow)

CARRIED

3.2 Council Committee Appointments

Catherine Fenwick went over the Council Committee Appointments paper.

Discussion on committees and their focus and members were explored based on experience over the last year including areas such as overlaps, workload, the need for particular skill sets.

RN45/23 THAT Council agree it will conduct work through five committees: Audit and Risk, CE Review, Komiti Whakauru Māori, .nz Advisory, and Governance.

(President/Cr Montgomery)

CARRIED

Abstain Cr Pearce

RN46/23 THAT the membership of the committees be as follows:

Audit and Risk Committee: Anjum Rahman (Chair), Anthony Bow, Kate Pearce, Whetu Fala, Stephen Judd

CE Review Committee: Joy Liddicoat (President)(Chair), Brenda Wallace (Vice President), Richard Hulse, Whetu Fala

Komiti Whakauru Māori Committee: Cr Whetu Fala, Cr Potaua Biasiny-Tule, Sarah Lee - Chair to be confirmed by Te Komiti

.nz Advisory Committee: Dr Alpana Roy (Chair), Kate Pearce (vice-chair), Stephen Judd, Joy Liddicoat (President), Anjum Rahman

Governance Committee: Richard Hulse (Chair), Brenda Wallace , Potaua Biasiny-Tule, Jeff Montgomery, Dr Alpana Roy
(Vice President/Cr Bow)

CARRIED

RN47/23 THAT the Terms of Reference for each of the committees is adopted

(President/Cr Montgomery)

CARRIED

RN48/23 THAT Stephen Judd be added as a bank signature

(Vice President/Cr Bow)

CARRIED

RN49/23 THAT Don Stokes be removed as a bank signature.

(Vice President/Cr Bow)

CARRIED

3.3 Policy Development Framework

In November 2022 a new .nz policy development was approved by Council. The policy development framework here focuses on governance and operational, internal policy development and does not include the public rule making process for .nz policies.

AP11/23 Moving forward with regular review of Governance Policies at future meetings.

RN50/23 That Council approved the new internal Policy Development Framework with the agreed amendments.

RN51/23 That Council agree to repeal the Policy Development Policy (2016 Policy)

	(Cr Fala/Cr Bow) CARRIED
3.4	<p>DNCL Directors Skills Matrix</p> <p>The term for the two independent director positions expire February 2024. The Governance Committee has been tasked with recruiting up to two new independent directors.</p> <p>RN52/23 That Council agree with the skills matrix, with the addition of a customer focus.</p> <p>RN53/23 That Council agree to recruit replacement DNCL Board members, as required, against the agreed skills.</p> <p style="text-align: right;">(Cr Rahman/Cr Hulse) CARRIED</p>

Section 4 – Matters for Discussion

4.1	<p>President’s Report</p> <p>The President shared updates on events since the last report in May including:</p> <ul style="list-style-type: none"> ● the DNSSEC chain validation issue ● annual general meeting, and Council elections. ● attended ICANN 77 in Washington ● finalising and approving the 2022/23 annual report <p>The President thanked everyone who helped with the DNSSEC incident.</p> <p>RN54/23 That Council receive the President’s report.</p> <p style="text-align: right;">(Vice President/Cr Fala) CARRIED</p> <p><i>Council moved into committee to discuss correspondence received.</i></p>
4.2	<p>InternetNZ Quarterly Report - 1 April to 30 June 2023</p> <p>The quarterly report format is new and is designed to reflect progress against the annual strategic goals for the Quarter.</p> <p>Council feedback on the report was positive.</p> <p>Viven Maidaborn thanked the Council for their support during the Domain Name Commissioner recruitment process.</p>

	<p>AP12/23 Chief Executive will schedule membership meetings after each quarterly report to give members the opportunity to discuss InternetNZ progress.</p> <p>RN55/23 That Council receive the InternetNZ Quarterly Report.</p>
4.3	<p>DNCL Quarterly Reporting</p> <p>AP13/23 Invite DNCL Board members to attend .nz strategy day in November</p> <p>RN56/23 That Council receive the DNCL Quarterly Reporting.</p>
4.4	<p>Report Back from Committees:</p> <p>4.4.1 Audit, Finance and Investment (Chair, Cr)</p> <p>4.4.2 Governance Committee (Chair, Cr)</p> <p>4.4.3 Komiti Whakauru Māori (Chair, Cr)</p> <p>4.4.4 .nz Policy Committee (Chair, Cr)</p> <p>4.4.5 Risk and Compliance Committee (Chair, Cr)</p> <p>RN57/23 That Council receive the Committees reports.</p> <p style="text-align: right;">Block consent 4.2, 4.3, and 4.4 (Cr Biasiny-Tule/Cr Pearce) CARRIED</p>

Section 5 - Consent Agenda

5.1	<p>Health, Safety and Wellbeing Update</p> <p>RN58/23 That Council receive the Health Safety and Webelling Update.</p>
5.2	<p>Minutes of the previous meeting</p> <p>RN59/23 That Council approve the minutes of 12 May 2023.</p>
5.3	<p>E-vote Ratification</p> <p>Cr Hulse, Cr Fala, Cr Bow, and Cr Roy give their FOR votes to any E-vote they missed during mail list changeovers.</p> <p>AP14/23 Add Cr Hulse, Cr Fala, Cr Bow, and Cr Roy votes to E-vote document</p>

5.4	<p>Quarterly and Operational Reports</p> <p>5.5.1 Group Financial Report</p> <p>5.5.2 Membership Update</p> <p>AP15/23 The CE identify the date and make an announcement for Net Hui 2024</p> <p>RN60/23 That Council receive the Quarterly and Operational reports.</p> <p style="text-align: right;">Block Consent - Section 5 - (Cr Bow/Cr Hulse) CARRIED</p>
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Section 6 – Other Matters

6.1	CONTINGENCY (for any overflow)
6.2	Matters for communication – key messages
6.3	<p>General business</p> <p>Vice President gave thanks to Don Stokes on behalf of the Council and acknowledged his long service for InternetNZ.</p>
6.4	Meeting review
6.5	<p>Meeting close (karakia or waiata)</p> <p>Meeting closed at 3.14pm</p>