

COUNCIL MEETING - 13 October 2023

MINUTES

COUNCIL MEETING

Status:

[Draft to be ratified]

Date

13 October 2023 / 9:00am

Present:

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

In attendance:

Catherine Fenwick, Tim Johnson, Whitiaua Ropitini and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Member: N/A

Meeting opened: 9:15am

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

Cr Potaua opened the meeting with Karakia.

Apologies for partial participation by:

- Cr Whetu present from 9:45am to 11:30am, and
- Cr Bow present from 9:00am to 10:20am.

Apologies from Tumu Whakararae who is attending the IGF in Kyoto

The interest register to be updated:

- Chair of InternetNZ Audit, Finance and Investment Committee has transferred from Anthony Bow to Anjum Rahman

1.4 Agenda Review and Action Register

Agenda was reviewed. [Action register](#) was discussed and updated.

Section 2 – Matters for Decision - Part 1

2.1	Audit and Risk Committee Update Cr Rahman briefed the Council on discussions at the recent committee meeting including the: <ul style="list-style-type: none">- Audit Tender Policy and,- No refund policy related to InternetNZ's investment strategy. RN61/23 That the Council receive the confidential report. RN62/23 That the Council approve the Group Audit Tender Policy. RN63/23 That Council note the risks related to the no refund policy and the plan to mitigate these. RN64/23 That Council approve the consolidation and review of the Treasury, Investment and Reserves policy, to be conducted by staff. RN65/23 That Council approve a workshop on investment and risk at the December Council meeting. <p style="text-align: right;">(Cr Rahman / Cr Hulse) CARRIED</p>
2.2	Risk Register - Internal / Not public Mike Gray presented the new Risk Register tool and described how it can be used to bring risk management into daily work and responded to questions from Council. Tim Johnston outlined specific risks and controls for review and responded to questions. RN66/23 That Council receive the updated risk register.

RN67/23 Council **recommend** CE to revise the risk policy.

RN68/23 That Council **agree** to ongoing quarterly reporting and thank the team for excellent work.

AP25/23 CE to explore options for displaying changes to the risk register so that Council can see point-in-time snapshots or, potentially, changes over time in addition to the current most up-to-date version.

(Cr Wallace / Cr Hulse)

CARRIED

Section 3 - Strategic Priorities and Discussion

3.1 Te Tiriti o Waitangi Framework

Whitiaua introduced an update of the mahi (work) to develop a framework for Council, to be assured that the organisation was applying a Te Tiriti lens to its work.

Council discussed the update noting:

- That Council are seeking a way to assess that Te Tiriti o Waitangi is being considered in the analysis of, and used as a lens for, decision making in Council.
- The mahi is a work in progress, and that the hauora (health) Te Whare Tapa Whā framework by Mason Durie, amongst others, could be a helpful resource.
- The work should be considered a living document.
- The importance of building a culture that understands and respects Te Tiriti o Waitangi first - then the frameworks don't become a tick box exercise.
- The challenge of interpreting mātauranga Māori (knowledge) correctly and seeking advice.
- A proposal to record INZ's Te Tiriti whakapapa over the last 20 years, and to create a statement of intent as we go forwards.
- Council agreed a Te Tiriti decision making framework would be helpful so Council can be held accountable if it makes decisions not aligned with Te Tiriti.

RN69/23 That Council **receive** the update.

RN70/23 That Council **request** a further iteration at the next council meeting.

AP26/23 CE to provide a further iteration of a framework to align with INZ's Te Tiriti o Waitangi centric goals at the next Council meeting.

(Cr Fala / Cr Pearce)

CARRIED

<p>3.2</p>	<p>.nz Standing report (confidential)</p> <p>Tim Johnson presented an update report on .nz services, noting:</p> <p>DNSSEC incident. The experience of how the incident was handled has been shared with the international community at three events and was well received.</p> <p>Registrars. New registrars applying, including large, international registrars coming into New Zealand. There have been challenges in the process of authorising registrars, and appreciate that DNC are looking at the registrar application process for improvements.</p> <p>Domains under management (DUM). There has been a drop in DUM, largely due to two registrars who dropped 2,000 to 4,000 names. Seasonality may also be impacting a little earlier this year.</p> <p>Council discussed the independent DNSSEC report including the details of availability metrics. These will be discussed further at the upcoming Council .nz strategy day.</p> <p>RN71/23 That Council receive the report.</p> <p style="text-align: right;">(Cr Montgomery / Cr Hulse) CARRIED</p>
<p>3.3</p>	<p>Community Funding Update</p> <p>Rose Jamieson provided a verbal brief on the \$1M DPMC fund to strengthen Aotearoa’s resilience to mis and disinformation. \$650k has been committed to community providers faster than expected.</p> <p>The list of organisations funded is unlikely to be published due to DPMC restrictions, however a summary of what has been funded and how much should be made available.</p> <p>Council also noted that:</p> <ul style="list-style-type: none"> ● \$805,000 has been allocated or committed of \$1.2M available. ● Whakapapa of increasing funding to Māori-led organisations or individuals identifying as tangata whenua, with funding increased to >39%. ● Funding process moving to a Te Tiriti centric and collaborative partner funding approach.

Council discussed the update and thanked the team for a remarkable achievement on receiving the DPMC fund and disbursing funds quickly.

RN72/23 That Council **receive** the Community Funding Update report.

(Cr Hulse / Cr Fala)
CARRIED

Section 4 – Matters for Decision

4.1 Skills and Diversity Matrix

Catherine Fenwick shared the current Skills and Diversity Matrix for review by Council, for any changes or recommendations. The constitution requires that after each election the council review the matrix to be used in the 2024 Council survey to identify any gaps.

The Council discussed the matrix as a tool for members to assess the make-up of the Council as a whole, and the level of detail in the matrix.

It is not a checklist for individual Councils; it is a signal to members where there are gaps and a guide on the need to appoint an independent Councillor.

Council noted the matrix should be strengthened with Internet governance and DNS experience.

RN73/23 That Council **approve** the paper to include new council members for the survey 2024.

RN74/23 That Council **amend** the matrix to add internet governance skills, particularly DNS skills, and make it clear it is a matrix to assess board make-up and that not every skill is expected from every Councillor.

AP27/23 CE to amend the Skills & Diversity matrix to add internet governance skills, particularly DNS skills.

(Cr Wallace / Cr Fala)
CARRIED

Council Election Returning Officer Report

Council discussed the returning officer's report by Andrew Cushen and experiences of the election, including the level of member engagement and experience of candidates seeking election.

Council also discussed how candidates might canvas members for election, noting members' privacy concern and messages to members.

RN75/23 That Council **receive** the report.

RN76/23 That Council **note** feedback about exemplary support provided by the returning officer and staff.

RN77/23 That Council **recommend** CE to consider the report recommendations and observations within the constitution review process.

(Cr Wallace / Cr Rahman)

CARRIED

4.2 DNSSEC Incident - Independent review

Tim Johnson introduced the DNSSEC review report commenting on how it has been received internally; that there were no surprises and it relies on internal analysis of review. The recommendations are helpful and have been prioritised.

Council received the independent review, which affirms INZ internal analysis of what happened. The review commended how the incident was handled, and reviewers identified some improvements that could be made regarding communications, and key rollover.

Reviewers did not find any direct evidence of harm to users and made some helpful recommendations that are being assessed.

To assure the community, Council requests an implementation plan for the purposes of the next DNSSEC key rollover.

RN78/23 That Council **receive** the independent DNSSEC report.

RN79/23 That Council **notes** that the report
(i) affirmed the InternetNZ root cause analysis of the incidents
(ii) commended how the incident was handled by Council and the InternetNZ staff; and
(iii) made 11 key recommendations for prevention of a similar incident.

RN80/23 That Council **notes** the steps have already been taken to address issues raised in the report.

RN81/23 That Council **directs** the Chief Executive to present an implementation plan to Council no later than 1 December 2023.

AP28/23 CE to present an implementation plan for the purposes of the next DNSSEC key rollover to Council by 1 December 2023.

(Cr Hulse / Cr Pearce)

CARRIED

4.3 Mid-year Financial Update

Catherine introduced a mid-year financial summary update at the end of August 2023 and an insight for the second half of the year noting:

- Finances are positive compared to the budget.
- Investments are performing well.
- Overall progress to budget is on track and expenses are expected to be managed within budget to year end.
- Staff turnover 34% and there are 6 vacancies.

Council asked questions to clarify financial report details.

The President noted that at the December 2023 meeting the Council could expect to receive preliminary strategic goals for 2024. After consultation with members in December, and feedback to Council in February, the final budget is brought to Council in March 2024 for sign-off.

RN82/23 That Council **receive** the mid-year financial update report.

(Cr Hulse / Cr Biasiny-Tule)

CARRIED

Section 5 – Matters for Discussion

4.1	President's Report The President noted in particular the meeting with auDA, Australia's .au domain administrator, and the value of developing the relationship. The President has invited auDA representatives to observe an InternetNZ Council meeting. RN83/23 That Council receive the President's report. <p style="text-align: right;">(Cr Hulse / Cr Biasiny-Tule) CARRIED</p>
5.2	Report Back from Committees 5.2.2 Governance Committee (Chair, Cr Hulse) A DNCL recruitment panel formed to recruit one new director to the DNCL board. 5.2.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule) Komiti met to discuss a number of updates, including a suggestion to invite rangatahi leaders to November wananga. 5.2.4 .nz advisory (Chair, Cr Roy) Committee discussed conflicted names resolution and .nz policy review. RN84/23 That Council receive the reports back from Committees

Section 6 - Consent Agenda

6.1	Health, Safety and Wellbeing Update No new major risks to highlight. RN85/23 That Council receive the Health Safety and Webelling Update.
6.2	Minutes of the previous meeting RN86/23 That Council approve the minutes of 11 August 2023 Block consent 5.2, 6.1 and 6.2 (Cr Biasiny-Tule / Cr Montgomery) CARRIED

6.3	E-vote Ratification There were no evotes.
6.4	Membership Update Rose presented the membership update, noting a problem with member reporting has been identified and under investigation.

Section 7 – Other Matters

7.1	CONTINGENCY (for any overflow)
7.2	Matters for communication – key messages
7.3	General business Note change of date for the March 2024 meeting to 22 March 2024.
7.4	Meeting review
7.5	Meeting close (karakia or waiata)