



COUNCIL MEETING AGENDA

Date/Time: Friday 6 December 2024, 9:00am - 2:30pm
(Open to public at 10:00am)
Venue: InternetNZ, Level 13, 18 Willis Street, Wellington

NOTE: all timings are estimates, the meeting will run according to the needs of the meeting as it progresses.

Section 1 — Meeting preliminaries

8:45am	0.0	Arrival and coffee
9:00am	1.1	Council only (in committee)
9:20am	1.2	Council and Tumu Whakarae (CE) alone time (in committee) <ul style="list-style-type: none">• Confidential papers
9:45 am		Short Break
10:00am	1.3	Karakia, apologies
	1.4	Agenda review, Actions Register, Interests Register

Section 2 — Chief Executive's Report

		<i>The Chief Executive's Report item will follow the Constitutional Review.</i>
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Section 3 — Strategic priorities discussion

10:10am	3.1	Constitutional Review - (Confidential) <ul style="list-style-type: none"> • Drafting Guidelines • Process • Communications and Engagement plan
11:00am	2.1	Chief Executive's Report
11:10am		Break
11:25am	3.2	NetHui review (Confidential)
11:45pm	3.3	Māori Internet Governance Forum
12:00pm	3.4	2026-2031 Strategy development process

Section 4 — Matters for decision

12:15pm	4.1	Skills and Diversity Matrix
12:25pm	4.2	Council Committees Chair and Terms of Reference
12:30pm		Lunch

Section 5 — Matters for discussion

1:15pm	5.1	President's Report
1:20pm	5.2	Product Standing Report (Confidential)
1:25pm	5.3	Report Back from Committees: <ul style="list-style-type: none"> 5.3.1 Audit and Risk Committee (Chair, VP Rahman) 5.3.2 Governance & CE Review Committee (Chair, President) 5.3.3 Te Komiti Whakauru Māori (Chair, Cr Fala) 5.3.4 .nz Advisory Committee (Chair, Cr Roy)
1:55pm	5.4	Enterprise Risk Management Update (Confidential)

Section 6 — Consent agenda

2:00pm	6.1	Health, safety, and wellbeing update (Confidential) <ul style="list-style-type: none"> • HSW Policy (revised) • Changes to Policy • Role of an Officer review • Health, Safety and Wellbeing Quarterly report (Confidential)
	6.2	Ratify the minutes of the meeting 11 October 2024
	6.3	Quarterly and Operational Reports
	6.3.1	Group Financial Report
	6.3.2	Membership update
	6.3.3	DNCL Quarterly Report

Section 7 – Other matters

2:20pm	7.1	CONTINGENCY (for any overflow)
	7.2	Matters for communication — key messages
	7.3	General business
	7.4	Meeting review
2:30pm	7.5	Meeting close (new waiata)



Council Actions Register 2024

As at November 2024			
Action No#	Action	Owner	Status
AP25/23	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.	Catherine Fenwick	First Stage completed Feb 2024. Further development on hold
AP12/24	CE to bring a Strategy process to Council addressing questions of scope	Vivien Maidaborn	In progress. Update at December meeting
AP13/24	Council to write an annual letter of expectations of DNCL	Vivien Maidaborn	In progress
AP14/24	CE to provide Council a set of criteria for deciding which events to participate in, and the criteria to identify the right people to send to the events	Vivien Maidaborn	Planned for March with budget approvals
AP15/24	CE to identify what international data and information is available that can inform a crisis response policy	Vivien Maidaborn	In progress
AP17/24	CE to agree process for identifying independent constitutional advice for Council with the President.	Vivien Maidaborn	In progress
AP18/24	CE to provide Council with details of advisors and advice received, in particular advice concerning Te Tiriti o Waitangi components.	Vivien Maidaborn	In progress. Update at December meeting

AP21/24	Council to review the process of appointing Fellows.	Stephen Judd	In progress
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Council Register of Interest

Officers and Councillors are required to register any interests, commercial, political or organisational, which they believe may be relevant to the perception of their conduct as a Councillor or Officer. Officers and Councillors are, however, still required to declare a Conflict of Interest, or an Interest, and have that recorded in the Minutes.

Officers and Councillors receive the following annual honoraria:

President - \$38,500

Vice President - \$24,062

Councillor - \$19,250*

**Sub-Committee Chairs also receives additional 10% of their honoraria*

Name: Stephen Judd

Position: President

Term: AGM 2024 – AGM 2027

Declaration Date: 12 August 2024

Interests:

- Trustee of the Fight Against Conspiracy Theories Aotearoa Trust
- Holds a .nz domain name
- Member of the NZ Labour Party
- Contractor to Determine Consulting Ltd
- Contractor to Open Plan Ltd
- Member of the NZ Council for Civil Liberties
- Shareholder of Spark NZ, Zoom Health, Punakaiki Fund, Catalyst Cloud

Name: Anjum Rahman

Position: Vice President

Term: AGM 2024 – AGM 2027

Declaration Date: 12 August 2024

Interests:

- Co-Lead, Inclusive Aotearoa Collective Tāhono
- Contractor to Shama, Ethnic Women's Trust
- Member, Christchurch Call Advisory Network
- Trustee, Trust Waikato (Waikato Community Trust)
- Holds a .nz domain name.
- Receives additional honoraria for being Chair of InternetNZ Audit, Finance and Investment Committee.

Name: Richard Hulse

Position: Councillor

Term: AGM 2024 – AGM 2027

Declaration Date: 27 August 2024

Interests:

- Employee of Ngā Taonga Sound and Vision
- Holder of .nz domain name registrations
- Receives additional honoraria for being Chair of the InternetNZ Governance Committee.

Name: Kate Pearce

Position: Councillor

Term: AGM 2023 – AGM 2026

Declaration Date: 11 August 2023

Interests:

- Employee of TradeMe
- Member of the New Zealand Labour Party
- Holder of .nz, .com, .org, .net domain registrations
- Member of NZ Internet Task Force

Name: Potaua Biasiny-Tule

Position: Councillor

Term: AGM 2023 – AGM 2026

Declaration Date: 10 August 2024

Interests:

- Co-Founder, Board Member – Digital Natives Academy (DNA)
- Co-Owner – Native Tech, Native Industries
- Trustee – Te Takinga marae
- Member – Nga Toki Whakarururanga
- Kaitiaki for numerous .co.nz and .iwi.nz whanau domains
- Receives additional honoraria for being Chair of the InternetNZ Te Komiti Whakauru Māori (Māori Engagement Committee)

Name: Jeff Montgomery

Position: Councillor

Term: AGM 2022 – AGM 2025

Declaration Date: 11 October 2024

Interests:

- Holder three .nz domain names
- Employee of the Pacific Community SPC, funded by MFAT, Bloomberg Philanthropies and Gates Foundation.
- Previous Statutory Officer – Registrar General of Births, Deaths and Marriages.
- Chair, Pacific Civil Registrars Network
- Owner and Director City Bed and Breakfast Ltd.
- Member of Netsafe

Name: Anthony Bow

Position: Councillor

Term: AGM 2024 – AGM 2026

Declaration Date: 2 December 2022

Interests:

- Holder of .nz and .com domain names
- Director of Whai Rawa Fund Ltd
- Independent chair of Maungaharuru-Tangitū Ltd
- Deputy Chair and Board Member of the Medical Radiation Technologists Board.
- Chair and Director of Medical Sciences Secretariat Ltd
- Director and Shareholder of Waimana Capital Ltd
- Shareholder in private companies; Big Splash Ltd and Talent Propeller Ltd
- Member of the New Zealand Blood and Organ Service Board

Name: Whetū Fala

Position: Councillor

Term: AGM 2024 – AGM 2026

Declaration Date: 11 October 2024

Interests:

- Holder of two .nz domain names
- Board Member, Māori TV
- Board Member, Creative NZ
- Board Member, Te Paepae Ataata Aotearoa NZ Film Heritage Trust
- Chair, Whanganui District Creative Communities Assessment Panel
- Founding Member, Ngā Aho Whakaari Māori Screen Aotearoa
- Founding Member, Wellington Women in Film & TV
- Founding Member, Taki Rua Theatre Wellington
- Pou Arahi Tikanga, Playmarket Inc Wellington
- Company Director, Fala Media Taki Rua Film
- Shareholder Parininihi ki Waitotara Inc
- Morikau Nui Inc
- Atihau, Whanganui
- Wharanga Hakopa Kiwa Whanau Trust

Name: Alpana Roy

Position: Councillor

Term: AGM 2022 – AGM 2025

Declaration Date: 2 December 2022

Interests:

- Employee of the University of Waikato.
- Member of the NSW Law Society.
- Member of InternetNZ.
- Admitted to practice law in NSW, and is on the Roll of Legal Practitioners for the High Court of Australia.
- Member of the Intellectual Property Society of Australia and New Zealand (IPSANZ).
- Member of the International Trademark Association (INTA).
- Member of the Copyright Society of Australia (CSA).
- Member of the Internet Society of Australia.
- Member of .au Domain Administration Ltd (auDA).
- Executive Member of the Asian Pacific Copyright Association.
- Committee Member of the Indigenous Knowledge Forum.

- Receives additional honoraria for being Chair of the InternetNZ .nz Policy Committee

Name: Kris Dempster-Rivett

Position: Councillor

Term: AGM 2024–AGM 2025

Declaration Date: 11 September 2024

Interests:

- Co-Chair Digital Equity Coalition Aotearoa
- Director iAko Māori Ltd
- Director Inspire Aotearoa
- Trustee Taitokerau Education Trust
- Chair Tokotoko Charitable Trust
- Holder of .nz domain names

Name: Daniel Spector

Position: Councillor

Term: AGM 2024–2026

Declaration Date: 25 November 2024

Interests:

- Holder of 3 .nz domain names
- Founder / owner www.CxO.support
- Advisor of www.APIContext.com (USA), FamiliarRobotics.com (USA), www.blockidentity.com (Indonesia)
- Board Chair of Science Fiction and Fantasy Conventions of NZ, a registered charity

The register was last updated on 27 November 2024.



COUNCIL MEETING - DECEMBER 2024

Māori Internet Governance Forum

ITEM NO:	3.3
AUTHOR:	Hinemaui Rikirangi, Tumu Kaupapa Māori
FOR:	Council
PURPOSE:	High level overview of the Māori Internet Governance Forum 2025
DATE WRITTEN:	27 November 2024

Recommendation

That Council **note** the plans for a by-Māori, for-Māori Māori Internet Governance Forum (MIGF) hosted by Te Komiti Whakauru Māori.

Summary

In October 2024, Te Komiti Whakauru Māori agreed to host a Māori Internet Governance Forum (MIGF) event, which will be the first of its kind for Aotearoa New Zealand. The MIGF will be an inaugural event designed to bring Māori community together to exchange knowledge and experiences to create an inspiring intergenerational Internet future rooted in te ao Māori. This vision not only honours our Aotearoa cultural heritage but also enables us together with Māori, to connect and thrive on a global scale.

Māori Internet Governance Forum

The project is founded on our progress in engaging Māori communities in important discussions about the Internet and Internet governance. We have successfully gathered information and information we have observed through different forums such as ICANN, APRIGF, APNIC, and PACIGF, among others. It has raised awareness

and sparked enthusiasm for the potential of Māori leadership in these areas. Feedback has shown a strong desire among participants to explore active roles in shaping Māori Internet governance.

Internet NZ (INZ) has a valuable opportunity to enhance its brand and strengthen connections within the Māori community. Our outreach efforts have begun to establish essential relationships, paving the way for greater awareness of INZ's commitments and initiatives aimed at fostering inclusivity among Māori. A key topic of discussion is the creation of a Māori Internet Governance Forum (IGF).

Vision and purpose

The foundation of this project will be founded on three core simple Māori values:

- Kōtahitanga (unity),
- Whanaungatanga (connection),
- Wairua auaha (innovation, creativity).

This forum, a two-day, in-person event, aims to provide a vital platform for Māori voices to be heard and to contribute meaningfully to discussions about Internet governance nationally, regionally and internationally. Our focus is on collaboration and open dialogue, we can empower the Māori community to take a leading role in shaping a vibrant digital future.

Confirmed details

This will be a partnership inspired and supported by INZ, led and shaped by Māori priorities and vision for the future with the Internet. Our partnership and objectives for the event is guided by Te Komiti Whakauru Māori, shaped by the input of Māori contributors and sector leaders.

- Date: 13th & 14th May 2025
- Venue: Te Papa Te Huinga Centre.

Budget

INZ had paid \$21k deposit toward the venue, with a further \$29k pending payment. A total of \$50k deposit committed for NetHui. Through negotiations, we have successfully agreed with Te Papa for the \$21k to be transferred to Māori IGF, with no further penalties or liabilities to INZ in relation to the venue and/or previous contract. For the two day Māori IGF, the Te Papa venue hireage is costed at \$16.5k.

Budget for the event will be included in the 2025/2026 Budget. We are also entering into sponsorship discussions with potential identified partners and funders.

Planned Timeline

	November 2024	December	January 2025	February	March	April	May
TKW & Council		Present paper		Update 1 paper		Update 2 paper	EVENT
TPM & INZ	Internal process established	Draft Budget plan	Draft 1 itinerary Budget plan confirmed	Kaikōrero confirmed	Itinerary & kaikōrero confirmed	The programme is set released publicly	
Communications		Develop plan Hold the date! Comm's external	Marketing comms	Rolling comm's plan>>>>>>>	>>>>>>>>	>>>>>>>>	EVENT



COUNCIL MEETING - DECEMBER 2024

2026-2031 Strategy - Development Process

ITEM NO: 3.4
 AUTHOR: Vivien Maidaborn
 FOR: Council
 PURPOSE: Purpose of this paper
 DATE WRITTEN: 29/11/2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper supports the development of the new strategy for 2026-2031.
Te Tiriti o Waitangi	This paper supports weaving together the Te Tiriti visioning work and implementation of Ngā Pae through the development pathway of the new strategy.
Associated document links	Anne Pattillo profile

Recommendation

THAT Council **endorse** the strategy development process.

THAT Council **note** we will engage an external provider to support our strategy development process.

Building our future together

Developing InternetNZ's 5-year strategy

Creating a 5 year strategy is a process of creating a collective vision of where we want to go as an organisation, deciding what we will and won't do, and enabling hard choices to be made. To support that process, having a clear organisational sense of who you are and what you are about, enables an organisation to anchor hard choices within shared purpose and values.

The development process set out below focuses on stepping out the pathway for the 2026-2031 strategy development leading to the Council strategy session in October 2025.

Building Ownership

Our development pathway will be both iterative and seek buy-in from people as part of the strategy process. We know a range of enablers will need to be present in the strategy development process so that we build ownership and buy-in into the final strategy and its delivery.

Our pathway also needs strong and collective ownership by Council, TKT, and staff, as well as engagement with staff, partners, and communities. 2025 is already shaping up to be a busy year. We will be constantly balancing the tension of a good process that also ensures effective engagement opportunities.

Central to engagement in our strategy planning will be our ability to communicate our new narrative and direction so that it engages New Zealand in our role as a provider of public good and critical infrastructure.

To ensure the strategy process keeps momentum, we are engaging an external resource to facilitate and guide the process. Anne Patillo is a well-known strategy practitioner and facilitator, and her bio is linked as an associated document.

Strategy development pathway

Feb-Mar 2025: Step 1 - Clarify our Purpose and Values

The first step in this process is creating a cohesive sense of where we want to go. This would involve looking at where we are now as an organisation, acknowledging our creation story and history, and getting a collective view of our purpose and what matters to us.

Clarity on our Purpose and Values are foundation steps that give us the criteria we will need to guide hard strategic choices in any new strategic plan.

Who will be engaged

- TKT session with facilitator
- Council half-day online session and/or interviews with facilitator
- Domain Name Commission Board

Apr-May 2025: Step 2 - Environmental Scan & Alignment

Our second step aims to highlight the critical factors that might shape our future choices. We will scan what is evolving in our business context - globally, regionally, and nationally. But also look at evolving technologies, geopolitics, changes for Domain Name Systems or regulatory functions, critical infrastructure, or socio-economic shifts.

We already have access to a wide range of environment insights through internet governance and policy work, international forums, research, and our policy

functions that will provide a good starting point for the environment scanning exercise.

In addition, we need to ensure alignment with other work underway and consider how they might get woven into the strategic scenarios and choices, as well as the strategy itself. Specifically, there is a need to align with the Domain Name Commission's strategy and their own strategy development process, and the development of our Te Tiriti centric visioning, and the implementation of Ngā Pae.

Who will be engaged

- TKT with facilitator
- Facilitator and some INZ staff to gather key insights, resources and intelligence
- Domain Name Commissioner
- Tumu, Kaupapa Māori

June 2025: Step 3 - Developing Scenarios

Our third step will be the development and testing of strategic scenarios that outline some potential futures for the internet and InternetNZ. This iterative process will enable us to roadtest the range of potential future directions alongside any implications or risks for .nz and InternetNZ.

Who will be engaged

- TKT with facilitator
- TKT engage with INZ staff
- INZ Council and DNC Board
- Council/TKT with members?

Aug-Sep 2025: Step 4 - Strategic Development

Using outputs from the previous steps, the Council and Te Kahui Tumu will work together to develop a draft 2026-2031 strategy that gives life to our purpose and vision for .nz and on behalf of New Zealanders.

Who will be engaged

- Council and TKT with facilitator (August Council meeting)
- TKT engage with INZ staff
- TKT/Council with members
- TKT with other partners

Oct 2025: Step 5 - Strategy and Action

This final step finalises the strategy and focuses on how we give life to our long term vision through planning and tactical actions. This will include looking at the capabilities and resources to deliver on our goals, and could include markers or measures that will indicate progress or changes in our context, enabling opportunities to pivot, as needed.

Who will be engaged

- Council and TKT (October Council strategy meeting)
- TKT/Council with members
- TKT with INZ staff

InternetNZ Strategy Process



Timing for development process

Strategy process to create a long-term vision and a strategic development plan for the next 5 years.

Planning Stage	Proposed timing
Purpose and values	February March 2025
Scan Environment	May 2025
Scenario Development	June 2025
Strategy Development	August September 2025
Strategy and Action	October 2025



people@pattillo.co.nz
pattillo.co.nz

About Anne Pattillo

Anne is the founder and director of Pattillo. With over 30 years' experience in facilitation and consulting, she's a strategic thinker, an international leader in stakeholder engagement and a generous sponsor of artists.

Anne has become best known for her transformational work with leadership teams. There is nothing she loves more than working with leaders to reignite their energy, realign to purpose and galvanise them into action.

"I work best when I'm given a gnarly problem and then work with my clients to nut out a way forward. I love that."

Anne's restless desire to solve problems sees her work with leaders in government, corporate and NGOs sectors across Australia and New Zealand.

Anne is also recognised for her work as a leader in community engagement and the International Association of Public Participation (IAP2), including taking a central role in the design of the current IAP2 engagement frameworks and training.

We love art. but our commitment has been not to build a large art collection. It has been to work with the Sarjeant Gallery and the arts community of Whanganui to support the artist behind the art."

A purpose-driven leader in her own right, Anne's determination is to align organisations and their leaders to their higher purpose. "I like the thought that when I'm in my dotage, I'll be able to tell a story or two about how I helped someone solve a problem or create something with real purpose. My hope is that together we can tilt the world on its axis just a little bit, to a better place."





COUNCIL MEETING - DECEMBER 2024

Council Skills and Diversity Matrix

ITEM: 4.1
 AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager Organisational Performance
 PURPOSE: For Council to review the matrix and agree to undertake the Skills and Diversity Matrix survey prior to Elections in July 2025
 DATE: 27 November 2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	The Council will seek to achieve an appropriate mix of knowledge, skills and experience on the Council to better conduct the governance of the Society.
Te Tiriti o Waitangi	The process offers an opportunity to identify opportunities for centering Te Tiriti and adding to the diversity and skills with Governance of the Society.

Recommendations

That Council **agree** to undertake the Skills and Diversity Survey prior to Council elections in July 2025.

That Council **agree** to any amendments to the Skills and Diversity Matrix to include the new Council members for the survey 2025.

Summary

The Skills and Diversity Matrix (attachment A) has been used as a tool developed and reviewed by the Council annually over a number of years to help strengthen the skills and diversity of the Council in its Governance role.

While no individual Council member is expected to have all the identified elements, this matrix approach allows Council to consider what gaps there may be in the Council's collective skillset. This approach also allows Council to consider

which skills, areas of speciality and perspectives may be most useful for Council to strategically guide the implementation of our strategy.

Using this matrix and capability survey approach then allows Council to consider how best to address any gaps that may be present.

The survey results will assist with the Elections process for Members to assess the skill gaps of Council Members in relation to the new nominees and those Council members up for re-election. The results of the survey exclude the Councillors up for re-election and will be part of the Candidate pack available on the InternetNZ website.

Attachment A

Skills & Diversity Matrix

GOVERNANCE FRAMEWORK

InternetNZ is committed to ensuring that the skills and diversity of the Council is of a high level and has therefore developed the matrix set out below.

The matrix sets out the range of personal qualities, skills, experience, and diversity attributes sought by InternetNZ around the Council table.

No individual Council member is expected to have all the identified elements, nor will the Council always have the perfect mix.

Certain attributes are considered to be essential for all Councillors, and others are accepted as somewhat specialist.

This matrix will be used to assess Council following each election, and to inform decisions about whether any Appointed Council Members need to be selected.

As part of our governance framework, this document will be reviewed every two years.

Governance

These are core skills and areas of knowledge associated with the role of Council as InternetNZ's governing body.

Skill / Experience	Description	Weighting
Strategic thought	Ability to consider an issue in the context of the organisation's stated goals. Keeping at the high level, weighing options with an open mind.	High
Role of the Councillor	An understanding of the governance function and the value it should add. Clarity on the role of and obligations placed on a Councillor.	High
Te Ao Māori	Understanding aspects of Te Ao Māori that pertain to InternetNZ's role, including concepts of indigenous governance, Te	High

<ul style="list-style-type: none"> - Indigenous Governance - Te Tiriti o Waitangi 	Tiriti, data sovereignty, cultural competence of staff and governors and familiarity with tikanga Māori and Te Reo Māori. Diverse representation around the Council table.	
Analytical capability	A structured approach to problem solving, critical reasoning, an ability to analyse information and importantly ask considered and relevant questions	High
Finance	The ability to read and comprehend the organisation's accounts and the financial material presented to the board. Financial literacy at a level consistent with minimum expectations placed on directors under the law.	High
Communication skills	Ability to clearly articulate a point of view in a positive manner.	High
Stakeholder relations	Ability to understand the requirements of owners and stakeholders and as required and relate to those constituencies.	High
Governance experience	Previous experience in related governance roles.	High

Specialist Areas

It is desirable to have these skills around the table understanding that in the main these duplicate staff skills. The key attribute is an understanding of or willingness to learn about the business.

Skill / Experience	Description	Weighting
The Internet	An understanding of the key role that the Internet plays in our world now and into the future. This can include areas of internet Governance skill sets in particular DNS skills	High
InternetNZ	An understanding of the specific role that InternetNZ plays in that world.	High
Investment	Knowledge, understanding and appreciation of investment advice, practices and frameworks. Ability to work with management in discerning and driving appropriate investment approaches including financial strategies.	
Legal	An understanding of the legal environment as relevant to the Internet.	
People	Experience in evaluating the performance of the chief executive and skills in human resource management, culture, reward and recognition.	
Community Engagement	High level reputation and networks in the community including with relevant industry organisations and consumer or business groups, and the ability to effectively engage and communicate with those stakeholders.	
Public Policy	An understanding of public policy and how it relates to the Internet.	

Philanthropy / Social Enterprise	An understanding of granting process and the maximisation of philanthropic funds	
Product Development, Innovation and Commercialisation	Technology Innovations: Understanding the current drivers of innovation in the information technology market. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for innovation.	

Diversity Attributes

Internet NZ has a strong commitment to broad representation at the Council table representing the diversity of the community we serve. We are interested in bringing your lived experiences

Diversity	Description	Weighting
		Certain areas are deemed central to the role
LGBTIQ+	Understanding of the issues facing people from diverse Rainbow communities and the opportunities and challenges that relate to our work.	
Young people	Internet industries are driven by a younger demographic. We encourage that voice at the Council table	High
Disability Communities	Understanding of the issues facing people living with disability and the opportunities and challenges that relate to our work.	
Gender Identity	Understanding of the issues facing people of diverse gender identities, and the opportunities and challenges that relate to our work.	

Urban / Rural / Regional	A diverse representation from different towns and cities around Aotearoa around the Council table.	
Diverse ethnic/faith communities	Understanding of the issues facing people of diverse ethnic and faith identities, and of their communities, and the opportunities and challenges that relate to our work.	

Adopted: October 2019

Last Reviewed: October 2023

Last Assessment: Assessment undertaken on Matrix May 2023



COUNCIL MEETING - DECEMBER 2024

Council Committees

ITEM NO: 4.2
AUTHOR: Catherine Fenwick, Tumutaumatua | GM Organisational Performance
FOR: Council
PURPOSE: To approve the Council Committee Chair and Terms of Reference.
DATE WRITTEN: 27/11/2024

Recommendation

That Council **approve** the Chairs of Council Committees:

- .nz Advisory: Chair Alpana Roy
- Te Komiti Whakauru Māori: Chair Whetū Fala
- Audit and Risk: Chair Anjum Rahman
- Governance and CE Review: Chair Stephen Judd

That Council **approve** the Terms of Reference for the committees.

Summary

Following the October Council meeting, Committees have met to appoint the Chair of the Committee and to review the Committee Terms of Reference.

This paper presents the Committee Chairs and Terms of Reference and seeks Council approval.

2024/25 Committees

.nz Advisory Committee

[.nz Advisory Committee Terms of Reference](#)

Members of the committee: Alpana Roy (Chair), Kate Pearce, Daniel Spector, Stephen Judd.

Te Komiti Whakauru Māori

[Te Komiti Whakauru Māori Terms of Reference](#)

Members of the committee: Whetu Fala (Chair), Sarah Lee (Co-opted), Potaua Biasiny-Tule, Kris Dempster-Rivett.

Audit and Risk Committee

[Audit and Risk Committee Terms of Reference](#)

Members of the committee: Anjum Rahman (Chair), Anthony Bow, Kate Pearce, Jeff Montgomery.

Governance and CE Review Committee

[Governance and CE Review Committee Terms of Reference](#)

Members of the committee: Stephen Judd (Chair), Anjum Rahman, Whetu Fala, Richard Hulse.



Te Komiti Whakauru Māori

POLICY: Terms of Reference
VERSION: Draft to be ratified 1.0
DATE IN FORCE: November 2024
PLANNED REVIEW: November 2026

1. Hei Whakamāori | Purpose

The purpose of Te Komiti Whakauru Māori (Te Komiti) is to provide governance leadership and support in Te Ao Māori technology that enables, guides and assists Ipurangi Aotearoa to become a Te Tiriti o Waitangi centric organisation.

2. Membership

- a. Te Komiti shall consist of no fewer than three and no more than five members in total including any co-opted members. A minimum of one member of Te Komiti to have proficiency and fluency in te reo Māori and a minimum of one member to have digital technology expertise. All members identify as having the relevant skills in Te Aō Māori concepts including kaitiakitanga, manaakitanga and whanaungatanga to perform, participate and lead tikanga Māori in their Te Komiti duties.
- b. Te Komiti may decide to co-opt/appoint external independent advisors to Te Komiti should it wish, to ensure the appropriate skills are represented. The term of the advisor(s) will be agreed by Te Komiti and any associated budget implication will be considered and approved by Council. This to be done where-ever possible at the beginning of each new year.
- c. Te Komiti shall recommend to Council the appointment of the Chair and members of Te Komiti at its first ordinary meeting after the Annual General Meeting. These appointments are to be reviewed annually.
- d. Any member who ceases to be a Councillor ceases to be a member of Te Komiti.

3. Operating Principles

- a. Tumu Whakarae, Tumu Kaupapa Māori and the Hēkeretari may attend Te Komiti on behalf of Ipurangi Aotearoa but shall not be members of Te Komiti.
- b. The Chair in consultation with the Tumu Whakarae, Tumu Kaupapa Māori as required, shall nominate kaimahi to act as the Hēkeretari that has the relevant skills and experience to undertake secretary duties.

4. Meetings

- a. All meetings will be chaired by Chair or a delegate.
- b. A meeting quorum will be two members of Te Komiti.
- c. Where no consensus can be reached in Te Komiti the matter will be placed on the agenda for the following hui until resolved.
- d. Te Komiti shall meet 3-4 times per year or as required for the effective operation and discharge of Te Komiti's responsibilities. Ordinarily, it is intended that four meetings per year are held.
- e. Te Komiti meeting dates for the year once agreed upon by TKWM are to be presented by Tumu Whakarae, Tumu Kaupapa Māori as appropriate after the Annual General Meeting.
- f. Council members who are not members of Te Komiti may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by Te Komiti).
- g. The Chair and the Tumu Kaupapa Māori with notice to Te Tumu Whakarae shall agree to a meeting agenda. This agenda and any related papers to be organised and distributed under the supervision of Tumu Kaupapa Māori at least one week prior to the meeting to members of Te Komiti.
- h. Members who are unable to attend hui dates that are published one year in advance must notify the Hēkeretari as soon as possible.
- i. Te Komiti members can request from the Chair for leave of absence from Te Komiti duties for an extended period. If agreed this will form a recommendation to Council.

5. Responsibilities

- a. The Chair shall report to the Council after each Komiti meeting or as specified or requested by the Council.
- b. Te Komiti is responsible for making recommendations to Council relating to strengthening and building cultural competency and understanding of Te Ao Māori at the governance level.

- c. Collaborate with the Tumu Whakarae, Tumu Kaupapa Māori to develop recommendations to help facilitate the completion of Ngā Pae and to strengthen the wider organisational strategy Rei Kura: Te-Tiriti-o-Waitangi honouring organisation.
- d. Maintain a general overview of Ipurangi Aotearoa's relationships with Te Ao Māori technology sector and monitor/help mitigate relational and reputational risks.
- e. Support the implementation of Ngā Pae, He Pouwhenua, He Pou Tangata strategy, and develop recommendations on alignment with strategic thinking.

6. Authority

- a. Te Komiti Whakauru Māori is the Māori strategic governance committee for Internet NZ council. It functions as the Māori advisory to Council and unless explicitly empowered by the Council, in line with current committee's guidelines cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.
- b. For the 2024/25 period Te Komiti will choose its own Chair. This is a Council led initiative as part of the early steps towards implementing the Te Tiriti centric organisation strategy.
- c. Please see the [Governance Charter](#) for further guidance on Committees Page 11.

7. Reporting

- a. After each Te Komiti meeting, the Chair shall report its findings and recommendations to Council.
- b. Te Komiti will make available the minutes of their meetings to Council, but can advise Council to keep some sections confidential.

8. Review

- a. Review of the Terms of Reference is to be done annually prior to the Annual General Meeting. Any recommendations and any updates to be tabled as soon as is possible for Council to consider at its subsequent meeting.
- b. A Kaupapa Māori review of Te Komiti completed work annually prior to the Annual General Meeting to be undertaken. This to recommend updates to Te Tiriti centred organisational work as/if required for Council to consider at its subsequent meeting.



Governance & CE Review Committee

POLICY: Terms of Reference
VERSION: Draft to be ratified 1.0
DATE IN FORCE: November 2024
PLANNED REVIEW: November 2026

1. Purpose

The Governance and Chief Executive (“CE”) Review Committee (“the Committee”) is a committee of Council with the specific delegated powers as set out in this Terms of Reference.

The purpose of the Committee is to assist Council in matters relating to:

- election and appointment process of Councillors
- appointment of subsidiary entity governors e.g. DNC directors
- maintenance of the governance handbook
- monitoring compliance with the Constitution
- recommendations for constitutional amendments
- CE terms of employment, key performance measures and disciplinary matters.

2. Membership

The Committee shall consist of the President, Vice President, the Chair of Te Komiti Whakauru Māori and no more than two additional Councillors who have, between them, relevant skills and experience.

Council may decide to co-op other Council members or appoint an external independent advisor to the Committee should it wish, to ensure the appropriate skills are represented.

The Chair of the Committee is the President and in his/her absence the Vice President. Council shall appoint the Chair and members of the Committee and

review these appointments annually at its first ordinary meeting after the Annual General Meeting.

3. Responsibilities

Chief Executive review:

- Negotiate and amend as necessary the key performance objectives of the CE.
- Report the performance of the CE against the key performance objectives on a confidential basis.
- Conduct a review of the CE's overall performance and make recommendations to Council on remuneration and appropriate bonus payments.
- Monitor and where necessary act on any other matters relating to the conditions of employment of the CE.

Governance committee:

- Monitors whether Council is complying with its obligations as set out in the organisation's constitution, articles, or bylaws.
- Oversee the process to elect Councillors.
- Oversee the process to appoint independent directors to Council. Committee may develop a recruitment plan and establish job descriptions /skill requirements for this purpose.
- Organise ongoing training and development for Councillors.
- Review the existing constitutional documents of the organisation periodically and recommend updates where necessary.
- Advise how to deal with potential conflicts of interest of Councillors and independent directors.
- Regularly review the structure, size and composition (including the skills, knowledge and experience) of Council and to make recommendations to Council regarding any changes.
- Develop and conduct an orientation process for newly elected or appointed Councillors and provide ongoing board training and development.

4. Authority

The Committee is an advisory committee and does not have power or authority. Unless explicitly empowered by the Council, committees or working parties cannot make binding Council decisions or speak for the Council. For the most part the function of committees and working parties, in fulfilling their role, is to make recommendations to the Council.

See the [Governance Charter](#) for further guidance on Committees, page 11.

The Committee is authorised by Council, at the expense of the organisation, to consult with outside services, such as the IoD's DirectorSearch services, executive search consultants, and other external sources of information and advice such as financial or legal advisors, as it considers necessary for carrying out its responsibilities.

The following authorities apply for the CE Review:

- The Committee shall have the authority to seek any information it requires from any employee of the Society.
- The Committee is authorised to obtain such independent professional advice as it considers necessary at the expense of the Society.
- The Committee is authorised to make reasonable arrangements as it considers necessary for travel, accommodation, meals and meeting facilities for members of the Committee, advisers to the Committee and staff at the expense of the Society.
- The Committee must exercise the powers delegated to it in accordance with any directions of Council.
- The Committee can invite other parties to attend meetings from time to time as circumstances require.
- The Committee may initiate special investigations as it sees fit in relation to matters set out in this Terms of Reference or as directed by Council, or the President.

5. Operating Principles

The Tumutaumatua/General Manager Organisational Performance will be the principal advisor to the Committee on behalf of InternetNZ staff.

The Committee shall, in consultation with the Tumutaumatua/General Manager Organisational Performance, nominate a member or members of staff to act as the Secretariat. The Tumutaumatua/General Manager Organisational Performance and Secretariat shall normally attend meetings of the Committee but shall not be members of the Committee.

The Chief Executive will participate in the Committee on an as-required basis.

6. Meetings

All meetings will be chaired by Chair or delegate.

A meeting quorum will be three members of the Committee.

Where no consensus can be reached in the Committee the matter will be brought to the Council.

The Committee shall meet 3-4 times per year or as required for the effective operation and discharge of the Committee's responsibilities. Ordinarily, it is intended that four meetings per year are held.

Council members who are not members of the Committee may attend any meeting either remotely or in person (except in the case of a conflict of interest, as determined by the Committee).

InternetNZ or DNC Group staff may be invited to attend meetings at the discretion of the Committee (except in the case of a conflict of interest, as determined by the Committee).

The Chair and the Secretariat shall agree to and distribute an agenda and any related papers one week prior to the meeting to members of the Committee and invited members of staff.

7. Reporting

After each Committee meeting, the Chair shall report the Committee's findings and recommendations to Council.

Unless directed by the Chair, the minutes of all committee meetings shall be circulated to Councillors and the Chief Executive and to such other persons as the Committee directs.

In addition to the annual review of the CE's overall performance, the Chair shall verbally update Council on CE performance matters in 'Council alone' time as required.

8. Communication

The President and Vice President, with the support of the other committee members when required, shall maintain direct lines of communication with the Chief Executive throughout the year on a regular basis.

9. Review

This Terms of Reference document and the performance of the Committee shall be subject to an annual review by Council.



COUNCIL - DECEMBER 2024

President Report

AUTHOR: Stephen Judd, President

PURPOSE: To provide a report back to Council on the President's activities during October and November 2024

By-election

We now have two new council members. New perspectives and renewal are vital to any governance body: tēnā kōrua, Daniel and Kris.

Governance

Election of new councillors

- Welcomed and briefed incoming councillors

Council strategy day

This session, with valuable input from our CE and TKT, gave Council the opportunity to revisit and direct our strategic focus for the coming year. Deep discussions about where our risks really lie, the very rapid changes in New Zealand and worldwide, and what it is to be Te Tiriti-centric all featured.

Council meeting for December

- Review of agenda
- Preparation

Committees

Chaired the first meeting of the combined Governance & CE Review Committee.

Meetings and events

End of year stakeholder event in Auckland

Delighted to attend this event, well-managed by our team. Heard from recipients of our community grants how effectively they are using awarded funds. Moved by an address from Rosalie Reiri from our constitutional co-design group about her journey and her path into Ipurangi Aotearoa. And a great opportunity to talk to some committed members about their interests.

Key stakeholder meetings

In the first week of October Anjum and I began a programme of meetings with Internet NZ stakeholders. These have included some long-time and active members and senior people at peer organisations.

My intention was to continue and extend an initiative from Joy in her first year as President, of meetings to “take the temperature” and renew relationships with our external stakeholders. Vivien has been part of many of these engagements and it has been great to see her in action with people who are important to us.

These meetings have already yielded some useful insights. There is considerable goodwill for us. A general agreement that “the Internet community” is now “everyone with a phone” and that our efforts to broaden our reach into different communities are justified. There is interest in our international Internet governance work which is not as well-known as it could be. Likewise our role as critical infrastructure provider. Other organisations are also expressing concerns about pressure to address online harms through ad-hoc means and we are identifying areas of common interest.

We will be continuing to meet people over coming months.

CE meetings

Anjum and I continue to meet regularly with Vivien to stay on top of important projects like the constitution review, conflicted domain names review, centering Te Tiriti with Ngā Pae and developing the Council work plan for 2025.



COUNCIL MEETING - DECEMBER 2024

Audit and Risk Committee

AUTHOR: Anjum Rahman
FOR: Audit and Risk Committee Report back to Council
REPORT: October 2024 to November 2024

Report back to Council

The Audit and Risk Committee held their meeting on 20 November 2024.

The following Agenda items were discussed:

- The Committee approved the 2025 workplan. Included in the plan was work to be done the Ipurangi Aotearoa's reserving policy, which aims to reserve funds in high income years to be used for granting in low income years.
- The Risk Management Policy was reviewed along with the Risk Likelihood Criteria. The only change suggested was inclusion of liquidity and solvency as financial risk criteria, which staff will work on. It was decided to shift the criteria review to two-yearly, to align with the policy review, and this will begin from next year's review.
- The Health, Safety and Wellbeing Policy was reviewed, along with a plan to assess the competency of officers, including Council members, DNC Board and TKT members. Once the assessment is completed, further steps will be developed. The Managing Stress Policy Statement has now been incorporated into the Health, Safety and Wellbeing Policy.
- The Committee reviewed quarterly investment reports and requested that reporting be aligned to the ring-fenced fund on the balance sheet.
- There was a discussion of how Council might access policies held on the internal Marama system. It was decided that an index of policies would be available on Diligent, and that Council members could ask for any specific policy they wished to review.

- After some discussion, it was agreed that more work needs to be done on the ring-fenced fund around:
 - The percentage of investment income to be paid out in grants each year.
 - The percentage of operating income to be put into the fund each year.
 - How much (if any) of the operating income will be paid out in grants.It was noted that the grants budget has been set for the next three years, but that these decisions will need to be made to inform future decision-making and ensure sustainability of the fund.
- The Committee will look at sharing the role of chairing each meeting across members.

Recommendation

That Council **receive** report from the Audit and Risk Committee.

Recommendations from the Audit and Risk Committee were made to Council:

- That the revised Health, Safety and Wellbeing Policy be approved by Council



COUNCIL MEETING — 6 DECEMBER 2024

Governance and CE Review Committee

AUTHOR: Stephen Judd, Chair
FOR: Council
REPORT: November 2024

Report back to Council

The Governance and CE Review Committee held their meeting on November 21st.

The following agenda items were discussed:

- Committee terms of reference - amalgamated terms to be adopted without substantive change.
- Governance training and Council Maramataka - training and strategy needs mean in-person meetings preferred over the next year. If needed we may call a July online meeting to work through planning changes required by a new constitution.
- Council skills and diversity matrix - good discussion of refining and improving current assessment and adding a performance assessment aspect. No changes suggested to the matrix itself.
- Constitution review
- Governance policies
- Evaluation of board tools - we heard a proposal to evaluate replacements for Diligent which will be presented to Council.

Recommendations for Council

That Council **receive** report back from the Governance and CE Review Committee.

That Council **adopt** the terms of reference.

That Council **adopt** the [2024-2025-Maramataka Council Calendar \(Revised 21 November 2024\)](#).

That Council **adopt** the current skills and diversity matrix.



2024-2025-Maramataka Council Calendar - Revised 21 November 2024

Month	Council Meeting Dates	Pre Council Meeting Days	Main Items for Council	Committees	External/Int'l
September 2024 Mahuru			<ul style="list-style-type: none"> Induction of new Council Members Council committees appointments 	18th Audit and Risk Committee	14th - 21st Te Wiki o Te Reo Māori
October 2024 Whiringa-ā-nuku	Thursday 10th Friday 11th	10th Mihi Whakatau for new Council 10th Council strategic retreat	<ul style="list-style-type: none"> Skills and Diversity Matrix confirmation. 	23rd .nz Advisory Committee	
November 2024 Whiringa-ā-rangi				13th TKWM 20th Audit and Risk Committee 21st Governance & CE Review Committee	6th DNCL Board ICANN81: 9-14 November 26th EoY Stakeholder AKL
December 2024 Hakihea	Thursday 5th Friday 6th (In-person)	5th Mihi Whakatau for new Council member 5th Council deep dive on INZ work	<ul style="list-style-type: none"> Constitution 		5th EoY Stakeholder WLG

Month	Council Meeting Dates	Pre Council Meeting Days	Main Items for Council	Committees	External/Int'l
January 2025 Kohitātea					15th-24th PTC2025 25th Ratana
February 2025 Hutānguru	Friday 14th (In-person)	Thursday 13th Governance training ½ day	<ul style="list-style-type: none"> 2025/2026 key goals, projects and high level budget 		6th Waitangi Day 11th DNC Board
March 2025 Poutūterangi	Friday 21st (In-person)		<ul style="list-style-type: none"> 2026 Plan 2026 Budget Constitution Te Tiriti Centric - Treaty visioning 	5th Audit & Risk (1)	8-13th ICANN82 (Seattle)
April 2025 Paengawhāwhā		SGM- Constitution tbc		2nd .nz Advisory (1) 9th Governance/CE (1) 16th TKWM (1)	
May 2025 Haratua	Friday 9th (In-person)	8th? Phase 1 - Strategy; Identity, purpose, values	<ul style="list-style-type: none"> Skills and Diversity Survey Constitution Confirm the Council .nz Strategy Day Governance training ½ day 	28th Audit & Risk (2)	22nd DNC Board
June 2025 Pipiri				11th Governance/CE (2) 25th TKWM (2)	9-12th ICANN83 (Prague) 20th Matariki Te Ao Matihiko Awards
July 2025 Hōngongoi	Wednesday 9th (Online - New Constitution implementation plan)		<ul style="list-style-type: none"> InternetNZ Annual General Meeting : 24th July TBC 	2nd .nz Advisory (2)	31st DNC Board

Month	Council Meeting Dates	Pre Council Meeting Days	Main Items for Council	Committees	External/Int'l
August 2025 Hereturikōkā	Thursday 7th Friday 8th (In-person)	7th Mihi Whakatau for new Council and whakawhanaungatan ga Phase 2 Strategy; Scenarios	<ul style="list-style-type: none"> • Induction of new Council Members • Council committees appointments • Constitution implementation DD • 	20th Audit & Risk (3)	15th - 21st Koroneihana
September 2025 Mahuru				10th Governance/CE (3) 17th TKWM (3) 24th .nz Advisory (3)	Te Wiki o Te Reo Māori
October 2025 Whiringa-ā-nuku	Thursday 9th Friday 10th (In-person - Marae?)	9th Council strategic retreat Phase 3 Strategy; Strategic plan, vision	<ul style="list-style-type: none"> • Skills and Diversity Matrix confirmation. • Strategic goals 2026/27 • Membership DD 	29th Audit & Risk (4)	
November 2025 Whiringa-ā-rangi				5th Governance/CE (4) 12th TKWM (4) 19th .nz Advisory (4)	20th DNC Board
December 2025 Hakihea	Thursday 4th Friday 5th (In-person)	4th INZ Council Technical Training tbc	<ul style="list-style-type: none"> • Operational plan to Strategy • First pitch for 2026/2027 key projects 		



COUNCIL MEETING - December 2024

Te Komiti Whakauru Māori

AUTHOR: Whetū Fala, Chair
FOR: Te Komiti Whakauru Māori report to Council
REPORT: October to November 2024

Report back to Council

Summary

In August 2024, the Council approved the Ngā Pae: Pathway for Growing our Te Tiriti Centric Vision (Ngā Pae) strategy. Together with Te Puni Māori, Te Komiti Whakauru Māori has commenced hui (04/10/24), wānanga (09/10/24) and strategic engagements with Māori (09/10/24) to support and prepare for InternetNZ's strategic launch of Ngā Pae in 2025 and strategic areas of focus, some of the thinking shared at Council's strategic hui (10/10/24). This report summarises our planning and provides an update on the work progressed thus far.

Actions and key decisions

Te Komiti has agreed on the following focus areas for 2025, they would like to see progression and reporting on:

1. **Iwi Taketake ki te ao.** Opportunities for Māori/iwi to attend international Internet Governance Forums 2025. Advance relationships with iwi taketake and in relation to the Internet, sector, Internet governance
2. **Strengthening Māori, Iwi/Hapū strategic relationships.** Investment includes focussing on achieving outcomes for/with Māori, including collaborations with partner organisations. Create awareness, relationships and identify mutual beneficial opportunities with iwi/hapū
3. **Rangatahi Māori.** Establish fellowships/support rangatahi Māori attendance at Youth IGF 2025. Identify internship/ career pathways with identified partner agencies. Explore opportunities for INZ|IA Council/Te Komiti governance development
4. **Māori led Internet Governance Forum (IGF)** - May 2025. Māori led, INZ|IA support and partnership. Hosted by Te Komiti Whakauru Māori. Establish Māori

interests and how Māori would like to be involved in the Internet, Internet governance.

The following are key actions relating to Ngā Pae and foundational work:

5. Ngā Pae - Incorporate Mana Motuhake thinking, and protection of Mātauranga Māori, and Te Reo Māori in organisation goals and objectives 2025.
6. Te Komiti contribution and input into the new values, to be developed 2025.
7. Te Puni Māori to create draft measures for Ngā Pae, for 2025. Provide update to Te Komiti; and consider how these might be incorporated into INZ|IA strategic goals and objectives.
8. Receive an update from Project Manager of the constitution work programme, iwi/Māori engagement.

Recommendations for Council

Several topics of discussion took place at our strategic hui for Ngā Pae, exploring and sharing thoughts on what the direction of travel could be for our Tiriti centring pathway. We are excited about the direction, and the positive impacts this will have for Māori and INZ|IA and our influence in global conversations. The implications of this direction and making focussed shifts also contributes towards addressing systemic racism and the SRR report.

Aside from the above topics outlined, Te Komiti identified two key recommendations we wish to put forward to Council:

Te Komiti Whakauru Māori recommends:

1. That Council and Te Komiti participate in and approve the values for InternetNZ.
2. That Council review holistically the Systemic Racism Review report by Dr Hana O'Regan, and INZ progress in relation to the report and its recommendations.

That Council **receive** report back from Te Komiti Whakauru Māori.

Recommendations from Komiti hui 13 November 2024

RN03/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council the appointment of Whetū Fala as Chair.

RN04/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council to adopt Te Komiti Whakauru Māori Terms of Reference, subject to changes agreed.

RN05/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council to co-opt Sarah Lee to Te Komiti Whakauru Māori for the next 12 months.

RN06/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council that urgency be given to consideration of budget and resources for the implementation of the first steps of Ngā Pae.

RN07/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council that travel scholarship partnerships be found to further and assist Māori participation in IGF information in the coming 12 months, to further our strategic direction of Iwi take take ki te ao.

RN08/24: That Te Komiti **recommend** to the Ipurangi Aotearoa Council that a Māori IGF hui is held in May 2025, and state their full support for the strategic direction of this work.



HEALTH, SAFETY & WELLBEING POLICY

POLICY: HR-Health, Safety & Wellbeing Policy
VERSION: 5.0
DATE IN FORCE: February 2023
PLANNED REVIEW: November 2026 (reviewed November 2024)

Policy Statement

The InternetNZ Group is committed to maintaining a safe and healthy Te Tiriti o Waitangi centric work environment for all workers (including contractors) and other persons (e.g. visitors) and this will be at the forefront of all its activities. The InternetNZ Group is committed to maintaining a positive workplace culture where health, safety and wellbeing are prioritised in accordance with the Health and Safety at Work Act 2015..

This policy applies to all workers, contractors and other persons of the InternetNZ Group.

This policy is supported by the Health, Safety and Wellbeing Procedures document.

Key Concepts

[The Health and Safety at Work Act 2015](#) (HSWA) and regulations made under the HSWA is New Zealand's key work and health and safety legislation.

[WorkSafe](#) is the government agency that is the work health and safety regulator.

Te Tiriti o Waitangi - we will be guided by Te Tiriti in the work we undertake and the way we work utilising the framework of Te Whare Tapa Whā.

A **PCBU** (Person Conducting a Business or Undertaking) must ensure, so far as is reasonably practicable, the health and safety of Workers (including contractors and their subcontractors or staff), and that other persons are not put at risk by its work. The PCBU in relation to the InternetNZ Group is InternetNZ and DNC.

An **Officer** is a person who occupies a position that allows them to exercise significant influence over the management of the business or undertaking. The Officers in relation to

the InternetNZ Group are Council members, InternetNZ's CEO, DNC Board members, the Commissioner and members of Te Kāhui Tumu.

A **Worker** is an individual who carries out work in any capacity for a PCBU. A Worker in relation to the InternetNZ Group includes any of its employees and contractors or subcontractors (including their employees).

Other Persons means other persons at a Workplace and this includes Workplace visitors. Other Persons for the purposes of the InternetNZ Group includes visitors to the InternetNZ Group Offices (e.g. for a meeting with a worker).

A **Workplace** means a place where work is being carried out, or is customarily carried out, for InternetNZ Group, it also includes any place where a worker goes, or is likely to be, while working. The Workplace of the InternetNZ Group is the office located at Level 13/14, 18 Willis St, Wellington and at Level 7, 62 Victoria Street West, Auckland. When workers are working from home, their home is also considered a Workplace.

Who is responsible for workplace health, safety and wellbeing?

We are all responsible for ensuring the health, safety and wellbeing of ourselves and others. Every staff member is expected to take reasonable care of their own health, safety and wellbeing and reasonable care that others are not harmed by any act or omission to act. We promote two-way communication at all levels of the Group especially around Health, Safety and Wellbeing concerns.

PCBU Responsibilities

The InternetNZ Group has the primary duty of care to ensure, so far as reasonably practicable, the health and safety of its workers and that other persons are not put at risk by its work.

This means the InternetNZ Group's primary duty of care includes (so far as reasonably practicable):

- providing and maintaining a safe working environment such as lighting, ventilation, heat
- managing stress as a workplace hazard and identifying ways to eliminate or minimise the risk to workers
- providing facilities for the welfare of workers in carrying out work including ensuring access to those facilities
- providing any information, training, instruction, or supervision that is necessary to protect all persons from risk to their health, safety or wellbeing from work carried out as part of the InternetNZ Group

- ensuring all equipment and tools are safe to use
- working with workers to ensure all hazards in workplaces are controlled (eliminated or minimised)
- developing and implementing emergency and evacuation procedures
- developing processes which enable the alignment of our work to Te Tiriti o Waitangi
- setting objectives and targets that will continually drive everyone to improve health, safety and wellbeing performance, processes and work practices at the InternetNZ Group
- monitoring the health of workers and the conditions at the workplace for the purposes of preventing injury or illness of workers arising from the conduct of the InternetNZ Group
- notifying WorkSafe of all notifiable events

Officer Responsibilities

Officers of the InternetNZ Group **(as identified above) have the responsibility to** exercise due diligence to ensure the InternetNZ Group meets its health, safety and wellbeing obligations by taking reasonable steps to:

- undertake training and development to ensure up-to-date knowledge of health and safety requirements
- acquire, and keep up-to-date, knowledge of work health, safety and wellbeing matters and how they are managed at InternetNZ Group including Te Tiriti o Waitangi principles
- gain an understanding of the nature of the operations of the business or undertakings of the InternetNZ Group including the hazards and risks associated with those operations
- ensure that the InternetNZ Group has, and implements processes for complying with any duty or obligation it has under the HSWA and other employment legislation and is able to identify health, safety and wellbeing-related trends and root causes
- ensure that the InternetNZ Group has appropriate processes for receiving and considering information regarding incidents, hazards and risks and for responding in a timely way to that information
- review healthy, safety and wellbeing systems, processes and resources periodically and if necessary, after any health and safety incidents

Worker Responsibilities

Workers have their own health and safety obligations, which includes:

- taking reasonable care for their own health, safety and wellbeing in line with Te Tiriti o Waitangi principles
- taking reasonable care that their actions or inaction does not adversely affect the health, safety and wellbeing of others
- co-operating with any reasonable workplace health, safety and wellbeing-related policy or procedure that has been notified to workers
- complying, so far as reasonably able, with any reasonable instructions given by the the InternetNZ Group (in accordance with the InternetNZ Group's obligations under the HSWA and regulations)
- attending health, safety and wellbeing meetings/briefings when required
- properly using and taking care of all safety equipment and clothing provided
- promptly reporting all incidents (including near misses), hazards, injuries and illnesses to HR, a manager and/or the HSW Committee.

Health and Safety Committee Responsibilities

The Health and Safety Committee represent the workers on health, safety and wellbeing matters, they also:

- enable cooperation between the InternetNZ Group and the workers about health and safety at work and encourage two-way communication
- assist in developing and reviewing health, safety and wellbeing policies and procedures which align with and deliver our commitments
- make recommendations to improve health,safety and wellbeing practices at the InternetNZ Group

Other Persons' Responsibilities

Other Persons at the workplace need to:

- take reasonable care for their own health, safety and wellbeing
- take reasonable care that others are not harmed by something they do, or do not do

- comply, as far as they are reasonably able, with any reasonable instructions given by the InternetNZ Group (in accordance with the InternetNZ Group's obligations under the HSWA and regulations.)
- Engage positively with InternetNZ Group regarding health, safety and wellbeing-related matters.

Signed by _____ Council President,
InternetNZ

Date: _____

Signed by _____ Board Chair
Domain Name Commission

Date: _____

Suggested changes for the Health, Safety and Wellbeing Policy 2024

There are a few minor changes such as

- Removing bolded text from the policy to make it easier to read.
- Replacing ‘&’ with the word ‘and’ in several places
- Adding the word ‘wellbeing’ when referencing Health and Safety as the policy is a Health, Safety and Wellbeing policy
- Changing reference to the Domain Name Commissioner to the Commissioner
- Used consistent wording throughout (worker) based on feedback from A&R committee

A key change is that we are looking to bring the Managing Stress Policy Statement into the Health, Safety and Wellbeing Policy. The Managing Stress Policy Statement was developed during COVID and was a point in time. It does have some important concepts which have been included into the HS&W policy as outlined below. We intend to retain the content of the policy statement and use as guidance for managers and staff. We would need to repeal the Managing Stress Policy Statement as a Policy if this is an acceptable way forward.

Section	Change	Reason
Purpose	Remove	It states that this is a policy but doesn't add to the content or purpose of the policy. Reference to the Act is added in the Policy Statement
Policy Statement	Added maintaining a positive workplace culture	This is taken from the Managing Stress Policy statement and highlights the wellbeing commitment
Definition of workplace	Replaced PCBU with InternetNZ Group Updated the actual offices we work in	To make the policy specific to the organisation To reflect current working arrangements

Section	Change	Reason
Who is responsible for...	Added a statement to promote 2-way communication	This is taken from the IoD / Worksafe guidance as well as the H&S rep training
PCBU Responsibility - bullet One	Made this bullet focus physical Health and Safety	This is to highlight a commitment to physical safety
PCBU responsibility - bullet Two	Added a new bullet relating to wellbeing Removed specific examples	This is to highlight a commitment to wellbeing and is taken from the Managing Stress Policy Statement Feedback from A&R committee
PCBU responsibility - bullet three	Removed At work	The reference to carrying out work remains but existing statement was repetitive
Officer responsibility	Added bullet one	A commitment to learning and training - taken from the IoD / Worksafe guidelines
Officer responsibility - bullet two	Have added the words “how they are managed at InternetNZ”	Taken from IoD / Worksafe guidelines to ensure Officers have confidence that risks are being managed
Officer responsibility - bullet three	Replaced ‘generally of’ with ‘including the’	Supports message of IoD / Worksafe guidance that officers understand hazards and risk
Officer responsibility - bullet four	Added ‘ other employment legislation’ and ‘wellbeing-related trends’	From the Managing Stress Policy Statement to cover wellbeing elements such as leave / rest and workload.
Worker responsibilities - bullet two	Changed phrasing from ‘what they do or do not do’ to their action or inaction”	To read more easily
Worker responsibilities - bullet seven	Added (including near misses) and hazards	To clarify reporting requirements

Section	Change	Reason
HSW committee responsibilities - bullet one	Added 'encourage two way communication'	To reflect recommendations from IOD / Worksafe and H&S rep training guidelines
Other persons' responsibilities - bullet four	Added bullet point	To reflect recommendations from IOD / Worksafe and H&S rep training guidelines



Health, Safety and Wellbeing - role of the officer

AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager
Organisational Performance

PURPOSE: To establish a way forward for the development of officers of the PCBU

DATE WRITTEN: 27/11/2024

Summary

The Institute of Directors with Worksafe have developed guidance for Governors on ways to be effective as an Officer of a PCBU.

Using this guidance, we were asked to develop a plan for officers to establish an understanding of current knowledge and plan a journey for development.

Plan

We have developed the following plan to deliver this.

1. Run a facilitated session of approximately 1.5 hours to complete a Group self-assessment to identify areas of strength and opportunity for growth. This session will include all officers of the Group - InternetNZ Council, DNC Board, TKT members.
2. Each individual (who would be included in the session above) completes an individual self-assessment to identify areas of strength and opportunity for growth. These self-assessments will be shared with the CE / Board Chair, President and Tumutaumatua so that next steps can be identified.
3. Once these steps have been completed an informed planned approach for next steps will be developed and shared.

We have reviewed the Health, Safety and Wellbeing Policy to include recommendations from the IOD / Worksafe guidance.



COUNCIL MEETING MINUTES

Status: [Draft to be ratified]

Date: 11 October 2024 / 9:00am

Present:

Stephen Judd (President), Anjum Rahman (Vice President), Richard Hulse, Kate Pearce, Whetū Fala, Anthony Bow, Jeff Montgomery, Alpana Roy and Kris Dempster-Rivett.

In attendance:

InternetNZ: Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Hinemaua Rikirangi, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Guests:

InternetNZ: Isobel Egerton, Ta`ase Vaoga

Members: Oliver Lineham

Apologies: Daniel Spector, Potaua Biasiny-Tule

Meeting opened: 9:50am

Section 1 - Meeting Preliminaries

1.1	Council only (in committee)
1.2	Council and CE alone time (in committee)
1.3	Karakia, apologies

	<p>Cr Dempster-Rivett opened the meeting with Karakia.</p> <p>Apologies received from:</p> <ul style="list-style-type: none"> • Cr Spector who is visiting family in the USA. • Cr Biasiny-Tule due at a tangi. Council expressed their condolences to Potaua.
1.4	<p>Agenda Review, Action Register, Interests Register</p> <p>The Actions register was reviewed noting progress and completion of actions.</p> <p>President Judd also reported completion of the 16 August 2024 Council meeting resolution, that letters updating progress and ongoing accountability, be sent to three people who received apologies concerning systemic racism from InternetNZ.</p> <p>The following updates were made to the Interests Register:</p> <p>Jeff Montgomery</p> <p>Remove:</p> <ul style="list-style-type: none"> • Past Employee of Service Delivery and Operations, Department of Internal Affairs. • Member of TohaToha <p>Update:</p> <ul style="list-style-type: none"> • Holder 3 .nz domain names • Employee of the Pacific Community SPC, funded by MFAT, Bloomberg Philanthropies, Gates Foundation • Previous Statutory Officer - Registrar General of Births, Deaths and Marriages <p>Whetū Fala</p> <p>Add:</p> <ul style="list-style-type: none"> • Holder of 2 .nz domain names <p>President Judd provided guidance to Councillors and staff concerning the conflicted domain names review:</p> <p><i>During development of resolution methods in relation to all information relating to conflicted name resolution methods (including that methods are being developed), all staff, contractors, councillors and board members must:</i></p> <ul style="list-style-type: none"> • <i>keep the information confidential</i> • <i>not misuse, disclose or use the information (by themselves or anyone else)</i> <p><i>Holding, or having an interest in, a conflicted domain name is an interest that should be declared.</i></p>

Section 2 - Chief Executive's Report

2.1	<p>Chief Executive's Report</p> <p>President Judd thanked the CE for an informative and useful report, noting the large number of events attended, widening the organisation's profile.</p> <p>President Judd also noted development of relationships with the Government, in particular the meeting with Minister Van Velden and advice provided upon request.</p>
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Section 3 - Strategic Priorities and Discussion

3.1	<p>Constitutional Review Update (Confidential)</p> <p>Ta'ase Vagoa joined the meeting to introduce the confidential paper 'Constitution Review Update'.</p> <p>Council was asked to consider the timeline for the remainder of the constitutional review programme, in particular the merits of holding a Special General Meeting to ratify the new constitution prior to the 2025 Annual General Meeting, and membership engagement on the Constitution drafting instructions.</p> <p>Council emphasised the importance of engaging expert advisors, in particular Māori advice.</p> <p>RN71/24 That Council approve that the mechanism to ratify the revised Constitution is to hold a Special General Meeting.</p> <p>RN72/24 That Council note that membership engagement on the drafting instructions for the revised constitution will commence following the December Council hui, and that the participation of Council will be critical in the consultation with membership.</p> <p style="text-align: right;">(Cr Hulse / Cr Pearce) CARRIED U</p> <p>AP17/24 CE to agree process for identifying independent constitutional advice for Council with the President.</p> <p>AP18/24 CE to provide Council with details of advisors and advice received, in particular advice concerning Te Tiriti o Waitangi components.</p>
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3.2	<p>Membership discussion</p> <p>Member Lineham joined the meeting at 10:45am.</p> <p>President Judd introduced a paper to open discussion on questions of membership roles, responsibilities and interests.</p> <p>Council discussed principles, aspects and the value of membership to the organisation noting:</p> <ul style="list-style-type: none"> • Members lend legitimacy, bring expertise and represent people who care. • Concerns for youth and Māori representation in membership. • Importance to balance membership with serving the organisation's charitable purpose. • That membership of InternetNZ comprises three different aspects; Incorporated Society member, Internet Governance and Public Policy Multistakeholder member, and Internet community member. • InternetNZ could do more to convene the Internet community. • As the organisation has broadened to support community groups, the distinction of being a member has blurred. Is there value in broadening membership? • InternetNZ has been engaging with communities who have not previously been engaged demonstrated through funding support, engagement on policy and input into NetHui. • Members want a member to member communication channel, and we need multiple channels to accommodate diversity of members. • InternetNZ stands out internationally as an organisation owned by our community, serving the whole New Zealand Internet community for the common good. • Encourage reducing barriers to membership including monetary, digital inclusion and equity. • Is charitable purpose and status important for members? <p>AP19/24 CE to structure a further discussion on membership and add this to Council work programme for 2025/26.</p> <p>Member Lineham left the meeting.</p>
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Section 4 – Matters for Decision

4.1	<p>Conflicted domain names review update (Confidential)</p> <p>Paper proposing clarity and a clear end to the process of resolving conflicted domain names, with the benefits:</p> <ul style="list-style-type: none"> • Release of the conflicted domain names is consistent with the .nz Rules principles. • The release of the conflicted domain names is a balanced approach and is in the interests of the local Internet community. • A deadline creates an incentive for people to resolve conflicts.
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	<p>Council were in support of the recommendation for a general release of the conflicted domain names, subject to carving out those domain names where a valid case for direct allocation can be made (as founded on .nz principles).</p> <p>The next steps include undertaking public consultation before final decision.</p> <p>RN85/24 That Council approve a General release subject to allocation process of conflicted names as the approach to resolve remaining conflicted names, to go out for public consultation.</p> <p style="text-align: right;">(Cr Montgomery / Cr Pearce) CARRIED U</p>
<p>4.2</p>	<p>Council Committees and Bank Signatories</p> <p>Member Lineham rejoined the meeting.</p> <p>President Judd introduced a paper to consider Council committees, membership and Terms of Reference, and Council noted:</p> <ul style="list-style-type: none"> • That the role of Co-Chair is not formally recognised. • That the .nz Advisory committee will appoint a deputy to the Chair if required, according to the committee Terms of Reference. • Te Komiti Whakauru Māori require further kōrero about the Terms of Reference and appointment of Chair due to workload relating to introduction of Ngā Pae. <p>Council discussed the need for some committees to co-opt an external independent person, who may also be in a representative role; noting the benefits this brings and potential problems it creates.</p> <p>Council noted the committee Chair, committee Terms of Reference and need to co-opt a person external to Council should be discussed at the first committee meeting and that any recommendations for change will be brought back to Council.</p> <p>RN73/24 That Council approve the four committees:</p> <ul style="list-style-type: none"> • Audit and Risk • Te Komiti Whakauru Māori • .nz Advisory • Governance and CE Review. <p>RN74/24 That membership and initial Chairs of the committees are as follows:</p> <ul style="list-style-type: none"> • .nz Advisory Committee: Alpana Roy (Chair), Kate Pearce, Daniel Spector, Stephen Judd.

	<ul style="list-style-type: none"> • Te Komiti Whakauru Māori: Whetu Fala (Chair), Sarah Lee (Co-opted), Potaua Biasiny-Tule, Kris Dempster-Rivett. • Audit and Risk Committee: Anjum Rahman (Chair), Anthony Bow, Kate Pearce, Jeff Montgomery. • Governance and CE Review Committee: Stephen Judd (Chair), Anjum Rahman, Whetū Fala, Richard Hulse. <p>RN75/24 That Committees discuss the Terms of Reference and any changes to Chair at the first meeting and recommend any updates to Council.</p> <p style="text-align: right;">(Cr Fala / Cr Bow) CARRIED U</p> <p>RN76/24 That the following actions are taken for bank signatories:</p> <ul style="list-style-type: none"> • Joy Liddicoat is removed as a bank signatory. <p>The list of people are confirmed as the nominated signatories:</p> <ul style="list-style-type: none"> • Stephen Judd, President • Richard Hulse, Councillor • Kate Pearce, Councillor • Vivien Maidaborn, Chief Executive • Catherine Fenwick, GM Organisational Performance • Timothy Johnson, GM Customer and Product <p style="text-align: right;">(Vice President Rahman / Cr Dempster-Rivett) CARRIED U</p>
<p>4.3</p>	<p>Treasury & Investment Policy - Appendix B</p> <p>Council noted the work of the Audit & Risk Committee to establish criteria for selecting investment advisors and the processes for their review.</p> <p>An Appendix B “Selecting & Securing Services of an Investment Advisor” has been developed, and the Audit & Risk Committee recommend that this be included in the Treasury & Investment Policy.</p> <p>RN77/24 That Council approve Appendix B - Selecting & Securing Services of an Investment Advisor for inclusion in the Treasury and Investment Policy.</p> <p style="text-align: right;">(Vice President Rahman / Cr Pearce) CARRIED U</p>

4.4	<p>Council Work Plan 2024-2025</p> <p>Council discussed the Council work plan and calendar for 2025 noting:</p> <ul style="list-style-type: none"> • The importance of some meetings to be in-person for kanohi-ki-kanohi (face to face), particularly meetings with Mihi Whakatau to welcome new Councillors. • Value of governance training applied to the InternetNZ's Governance Charter and Te Tiriti implementation to establish a common base for Councillors and governance. <p>RN78/24 That Council approve Council meeting dates for 2024-2025.</p> <p>RN79/24 That Council agree an additional half day for Council governance training on Thursday 13th February 2025.</p> <p style="text-align: right;">(Cr Fala / Cr Dempster-Rivett) CARRIED U</p>
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Section 5 – Matters for Discussion

5.1	<p>President's Report</p> <p>President Judd reported that he attended and valued learnings from the 'Chairing the Board' governance training at the Institute of Directors.</p> <p>President Judd also reported that he and Vice President Rahman have commenced a series of meetings with InternetNZ stakeholders and plans to report general themes back to Council.</p> <p>Member Lineham left the meeting.</p>
5.2	<p>Product Standing Report (confidential)</p> <p>RN80/24 That Council receive the Product Standing Report.</p> <p style="text-align: right;">(Cr Hulse / Cr Fala) CARRIED U</p>
5.3	<p>Report Back from Committees:</p> <p>Member Lineham rejoined the meeting.</p> <p>5.4.1 Audit and Risk Committee (Chair, Vice President Rahman) Vice President Rahman noted the committee work on the Treasury & Investment policy Appendix B recommendation, and reported that the committee is assessing maturity of the Council on compliance in the areas of Health & Safety governance.</p>

The committee is preparing to review all policies, and approved a timeline to issue a tender for Auditor.

5.4.2 Governance Committee (Chair, Cr Hulse)

Cr Hulse reported the committee's discussion on the InternetNZ Governance Charter, noting the current document is dated 2021, and the committee provided feedback for staff to consider.

The committee received an update on the constitutional review.

The committee also noted that staff are working to organise a ½ day Ngā Pae workshop for Council. This workshop will be focussed on Council vision for centering Te Tiriti in Ipurangi Aotearoa over the next 5 years.

AP20/24 CE to recommend a calendar of topics for Council to be held in Council meeting deep dive sessions.

5.4.3 Komiti Whakauru Māori (Cr Fala)

Cr Fala reported on Te Komiti Whakauru Māori's recent wānanga and deep dive on Ngā Pae visioning and strategic planning for Te Komiti's work ahead, noting the benefit of an extended whakawhanaungatanga brought to clarity of the work and preparation for the Council Strategy day.

Hinemaui added that the discussion focussed on Mana motuhake and what a Te Tiriti lens looks like for example; Internet Governance for Māori, engagement with Māori, how to include rangatahi, the role of Te Komiti at NetHui, focus for staff for the year, and discussing how this mahi can be reflected on Te Komiti Terms of Reference.

Cr Fala also reported an immediate outcome of this work in a successful dinner with Māori community stakeholders.

Cr Fala noted a key outcome of the wānanga is agreement to progress the facilitation scoping paper prepared by Tumu Kaupapa Māori, working towards a shared Te Tiriti vision session with Council during the 4th quarter of the year.

5.4.4 .nz Advisory Committee (Chair, Cr Roy)

Cr Roy reported there has not been a meeting since the last Council meeting, however the committee has a meeting coming up.

Committee work has been on conflicted domain names and the .nz Rules amendments.

Member Lineham left the meeting.

5.4	<p>Enterprise Risk Management Update (Confidential)</p> <p>Council discussed new and emerging enterprise level risks.</p> <p>RN81/24 That Council note the new and emerging risk.</p> <p style="text-align: right;">(Cr Hulse / Cr Montgomery)</p> <p style="text-align: right;">CARRIED U</p> <p>Cr Bow left the meeting at 12:45pm.</p>
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Section 6 - Consent Agenda

6.1	<p>Health, Safety and Wellbeing Update (Confidential)</p> <p>Council discussed the confidentiality of the Health, Safety and Wellbeing Update, and agreed that going forwards the report should always be confidential.</p> <p>RN82/24 That Council receive the Health, Safety and Wellbeing Update report.</p> <p style="text-align: right;">(Cr Fala / Cr Hulse)</p> <p style="text-align: right;">CARRIED U</p>
6.2	<p>Minutes of the previous meeting</p> <p>RN83/24 That Council approve the minutes of 16 August 2024.</p> <p style="text-align: right;">(Cr Hulse / Cr Montgomery)</p> <p style="text-align: right;">CARRIED U</p>
6.3	<p>Council Election Returning Officer Report</p> <p>RN84/24 That Council receive the Returning Officer's report.</p> <p style="text-align: right;">(Vice President Rahman / Cr Pearce)</p> <p style="text-align: right;">CARRIED U</p> <p>AP21/24 Council to review the process of appointing Fellows.</p> <p>Cr Hulse left the meeting at 1:15pm.</p>

Section 7 – Other Matters

7.1	CONTINGENCY (for any overflow)
7.3	Matters for communication – key messages
7.4	General business

Section 8 – Matters for Deep dive

8.1	NetHui (Confidential) Council discussed plans for NetHui 2025. AP22/24 Vivien to meet with NetHui 2025 Project Team to discuss Council's deliberation and scope requirement for the Project Governance Team.
8.2	Meeting review
8.3	Meeting close (karakia or waiata) Council closed the meeting with waita 'Tēnei a Ipurangi Aotearoa'.



Group financial statements

to the quarter ended 30 September 2024

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Introduction

Here is the Year to date to September report for InternetNZ Group for the 2024/2025 financial year. We continue our work on the funding model from quarter one and have prepared the financials in two separate areas.

1. Operational - Income Statement and Balance sheet
2. Funding Model - Income statement and Balance sheet.

The purpose of this is to show the position of both areas clearly and to also give the Council a full view of the financial position of InternetNZ group.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Group Consolidated Income Statement - Operational

Internet New Zealand Group Consolidated Income Statement Year to date (YTD) 30 September 2024									
	Notes	Group YTD	Group Budget	+/- \$	+/- %	Parent YTD	Parent Budget	+/- \$	+/- %
Income - Operating									
Registry Fees		6,699,005	6,711,673	(12,668)	0%	6,699,005	6,711,673	(12,668)	0%
Broadband Map		21,533	25,750	(4,217)	-16%	21,533	25,750	(4,217)	-16%
Sundry Income	1 (a)	99,151	272,484	(173,333)	-64%	231,294	399,424	(168,130)	-42%
Total Operating Income		6,819,690	7,009,907	(190,217)	-3%	6,951,833	7,136,847	(185,014)	-3%
Income - Investments									
Interest		106,867	117,275	(10,408)	-9%	102,443	113,080	(10,637)	-9%
Total Investment Income		106,867	117,275	(10,408)	-9%	102,443	113,080	(10,637)	-9%
Less Direct Expenses									
Domain Name Commission Fee	2 (a)	-	-	-	-	825,000	825,000	0	0%
.nz Costs		1,017,679	1,062,962	45,284	4%	1,017,679	1,062,962	45,284	4%
Other		38,746	42,240	3,494	8%	38,746	42,240	3,494	8%
Total Direct Expenses		1,056,424	1,105,202	48,778	4%	1,881,424	1,930,202	48,778	3%
Less Other Expenses									
Audit		2,605	-	(2,605)	-	2,605.00	-	(2,605)	-
Amortisation & Depreciation		167,356	174,714	7,358	4%	134,588	141,690	7,102	5%
Registrar Engagement		9,104	32,500	23,396	72%	9,104.41	32,500	23,396	-
Communications		28,475	28,885	410	1%	-	-	-	-
Community Engagement		178,496	382,181	203,685	53%	178,496	382,181	203,685	53%
Domain Name Commission		54,399	68,935	14,536	21%	-	-	-	-
Employment		3,742,111	3,777,326	35,215	1%	3,354,553	3,399,518	44,965	1%
Governance		171,729	217,445	45,716	21%	153,603	194,772	41,169	21%
International		157,078	159,387	2,309	1%	140,431	142,387	1,956	1%
Legal		28,030	39,700	11,670	29%	13,485	19,700	6,215	32%
Operational		849,444	970,730	121,286	12%	822,395	928,291	105,896	11%
Projects		10,000	10,000	0	0%	-	-	-	-
Security		2,063	2,000	(63)	-3%	2,063	2,000	(63)	-3%
Total Expenses		5,400,891	5,863,803	462,912	8%	4,811,323	5,243,039	431,716	8%
Net Operating Profit (Loss) Before Tax		\$469,242	\$158,177	\$311,065	197%	\$361,529	\$76,666	\$284,863	372%

Notes:

The income and expenditure lines for the individual entities

Do not add to the Group totals due to the following intra-group entries being eliminated.

1 (a) GSE paid by DNCL (\$155,943) to INZ

2 (a) The DNCL fee paid by INZ (\$825,000) to DNCL.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Group Consolidated Income Statement – Operational - By Function

Internet New Zealand Group Consolidated Income Statement - Function Based Year to date (YTD) 30 September 2024									
	Notes	Group	Group	+/-	+/-	Parent	Parent	+/-	+/-
		YTD	Budget	\$	%	YTD	Budget	\$	%
Income - Operating									
Domain Name Commission - Sundry		28,224	33,215	(4,991)	-15%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)		6,720,538	6,772,097	(51,559)	-1%	6,720,538	6,772,097	(51,559)	-1%
Te Puni Whiria (Public Impact)		71,523	208,510	(136,987)	-66%	80,973	217,960	(136,987)	-63%
Te Puni Raupa (Organisational Performance)		106,272	113,360	(7,088)	0%	252,765	259,850	(7,085)	-3%
Total Operating Income		6,926,557	7,127,182	(200,625)	-3%	7,054,276	7,249,907	(195,631)	-3%
Less Activity Expenditure									
Domain Name Commission	2 (a)	589,568	620,764	31,196	5%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a)	2,566,222	2,747,847	181,625	7%	3,391,222	3,572,847	181,625	5%
Te Puni Whiria (Public Impact)	3 (a)	1,130,065	1,371,120	241,055	18%	1,130,065	1,371,120	241,055	18%
Te Puni Māori		302,144	306,007	3,863	1%	302,144	306,007	3,863	1%
Te Puni Raupa (Organisational Performance)		1,869,317	1,923,267	53,950	3%	1,869,317	1,923,267	53,950	3%
Total Expenses		6,457,315	6,969,005	511,690	7%	6,692,747	7,173,241	480,494	7%
Net Operating Profit (Loss) Before Tax		469,242	158,177	311,065	197%	361,529	76,666	284,863	372%
Net Operating Profit (Loss) Before Tax		\$469,242	\$158,177	\$311,065	197%	\$361,529	\$76,666	\$284,863	372%

Notes:

The income and expenditure lines for the individual entities

Do not add to the Group totals due to the following intra-group entries being eliminated.

1 (a) GSE paid by DNCL (\$155,943) to INZ

2 (a) The DNCL fee paid by INZ (\$825,000) to DNCL.

Funding

3 (a) Te Puni Whiria - Funding is now reported separately below

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Consolidated Movements in Equity – Operational

Internet New Zealand Group
Statement of Movements in Equity
Year to date (YTD) 30 September 2024

	GROUP	INZ	DNCL
Equity at start of period			
Opening Retained Earnings	931,374	545,527	385,847
Shares Subscribed	-	-	580,000
	931,374	545,527	965,847
Net Profit (Loss) After Tax	469,242	361,529	107,713
Equity at end of period	\$1,400,616	\$907,056	\$1,073,560

Notes:

4 (a) As we have ring fenced \$11m from INZ retained earnings to sustain a new funding model that will assist in sustaining future funding and we have decided to report funding separately from INZ Operational activities. Funding reports are on page 8 of this report.

Due to this decision the INZ Operating Retained Earnings reduced by \$10,974,161, being the amount now reported under the funding retained earnings. INZ Operating retained earnings opening balance reduced to \$545,527.

This change is also reflected in the Balance Sheet on the following page, which excludes the managed funds and funding.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Consolidated Balance Sheet – Operational

Internet New Zealand Group				
Balance Sheet				
As at 30 September 2024				
	Notes	GROUP	INZ	DNCL
Current Assets				
Cash and Cash Equivalents		8,102,803	7,081,893	1,020,910
Managed Funds		-	-	-
Other Current Assets		1,977,794	1,913,994	63,800
Total Current Assets		10,080,597	8,995,887	1,084,710
Non-current Assets				
Property, Equipment & Software		3,017,895	2,647,075	370,821
less: Accumulated Depreciation		(1,282,427)	(1,038,646)	(243,781)
Intangible Assets		4,052,482	4,052,482	-
less: Amortisation		(1,453,419)	(1,453,419)	-
Investments		-	-	-
Shares and Loans	5 (a)	-	580,000	-
Total Assets		14,415,130	13,783,380	1,211,750
Less Liabilities:				
Deferred Income		11,776,520	11,776,520	-
Trade and Other Payables		1,237,994	1,099,803	138,191
Total Liabilities		13,014,513	12,876,322	138,191
Net Assets		\$1,400,616	\$907,057	\$1,073,559
Represented By:				
Current Year Earnings		469,242	361,529	107,713
Retained Earnings	4 (a)	931,375	545,528	385,847
Share Capital	5 (a)	-	-	580,000
Total Equity		\$1,400,616	\$907,057	\$1,073,560

Notes:

The following items have been removed upon consolidation.

5 (a) Share in DNCL wholly owned by InternetNZ.

Share subscription with respect to shares issued to InternetNZ by DNCL

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Outlined below is a summary of each function.

Te Puni Whakawhanake Rawa/ Customer and Product

- Running of the .nz registry and Broadband Map services.
- Data insights and analytics
- IT infrastructure and product technology

Te Puni Whiria/Public Impact

- Public policy, internet governance, including international
- Community Engagement, including membership, Communications – External and brand and Events Management

Te Puni Māori

- Māori sector partnership and relationships
- Rautaki Māori
- Māori cultural intelligence and cultural capability

Te Puni Raupa/Organisation Performance

- Governance, Strategy, planning, and performance.
- Security, compliance (including legal) and Privacy.
- HR and Finance, Technology Strategy, and Internal IT

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Summary reporting by functional areas of expenditure - Operational

INZ Group Revenue Analysis to the Period ending 30 September 2024

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	6,699,005	6,711,673	(12,668)	96.7%
BBM	21,533	25,750	(4,217)	0.3%
Sundry - Membership	2,773	4,560	(1,787)	0.0%
Sundry - Misc.	203,246	385,199	(181,953)	2.9%
Total Operating Revenue	6,926,557	7,127,182	(200,625)	100%

- The accounts report Total Operating revenue of \$6,926,557.00 YTD September, up by \$81,879.00 from the same period last year. Revenue from Registry fees has declined but overall our operating revenue has increased. This includes \$100k of interest from this financial year.
- Nethui \$135k, Broadband Map funding shortfall \$30k are major factors contributing towards the \$201k negative variance YTD.

INZ Group Expenditure Analysis by Function to the Period ending 30 September 2024

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission 1 (a)	589,568	620,764	31,196	9.1%
Te Puni Whakawhanake Rawa/Cust & Prod	2,566,024	2,747,847	181,823	39.7%
Te Puni Whiria/Public Impact	1,130,065	1,371,120	241,055	17.5%
Te Puni Maori	302,144	306,007	3,863	4.7%
Te Puni Raupa/Organisational Performance	1,869,317	1,923,267	53,950	28.9%
Total Operating Expenditure	6,457,118	6,969,005	511,887	100.0%

Notes:

DNCL expenditure excludes

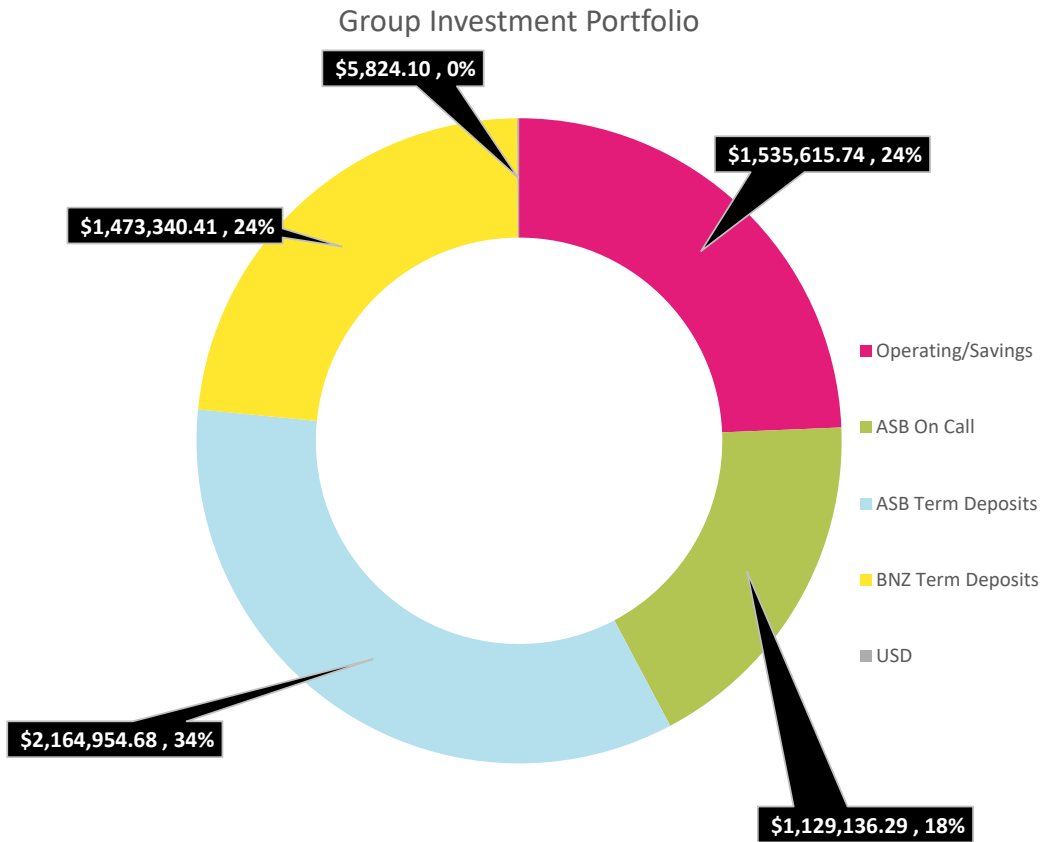
1 (a) GSE paid by DNCL (\$155,943) to INZ

Underspend variances are attributable to several factors, but key factors are Nethui \$175k (postponed) and Marketing \$99k (phasing) with other factors such as savings and phasing making up the balance.

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INZ Group Investments as of 30 September 2024 (Operational)

The chart below shows the percentage spread of INZ Operating funds invested (**\$6,308,871.22**) across all institutions as of 30 September 2024.



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Reporting on New Funding Model

To ensure funding for public impact, a fund has been created where interest generated from the fund will support public impact grants and strategic partnerships.

Approved budget included:

- Setting the size of the initial fund contribution at \$11M,
- Setting public impact funding for 2024/25 at \$1M.

Ring-fencing the funds within the Balance Sheet was introduced to formally reserve the Funds. The following reporting provides transparency of the ring-fenced funding performance YTD September.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Funding Reporting

INZ Funding Income Statement

INZ Funding Profit & Loss	Actual	Budget	Variance	%
Interest Received	132,580	135,000	(2,420)	- 1.8%
Fair Value Gains/(Losses) on Managed Funds	178,819	180,000	(1,181)	- 0.7%
Total Funding Investment Returns	311,399	315,000	(3,601)	- 1.1%
Funding Rounds	243,012	245,000	1,988	0.8%
Strategic Partners	251,250	250,000	(1,250)	- 0.5%
Total Funding Expenditure	494,262	495,000	738	0.1%
Net Funding Profit (Loss)	(182,863)	(180,000)	(2,863)	1.6%

INZ Funding Movements in Equity

Internet New Zealand
Statement of Movements in Equity - Funding
Year to date (YTD) 30 September 2024

	2024
Equity at start of period	
Opening Retained Earnings	10,974,161
	10,974,161
Net Profit (Loss) After Tax	(182,863)
Equity at end of period	\$10,791,299

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Funding Balance Sheet

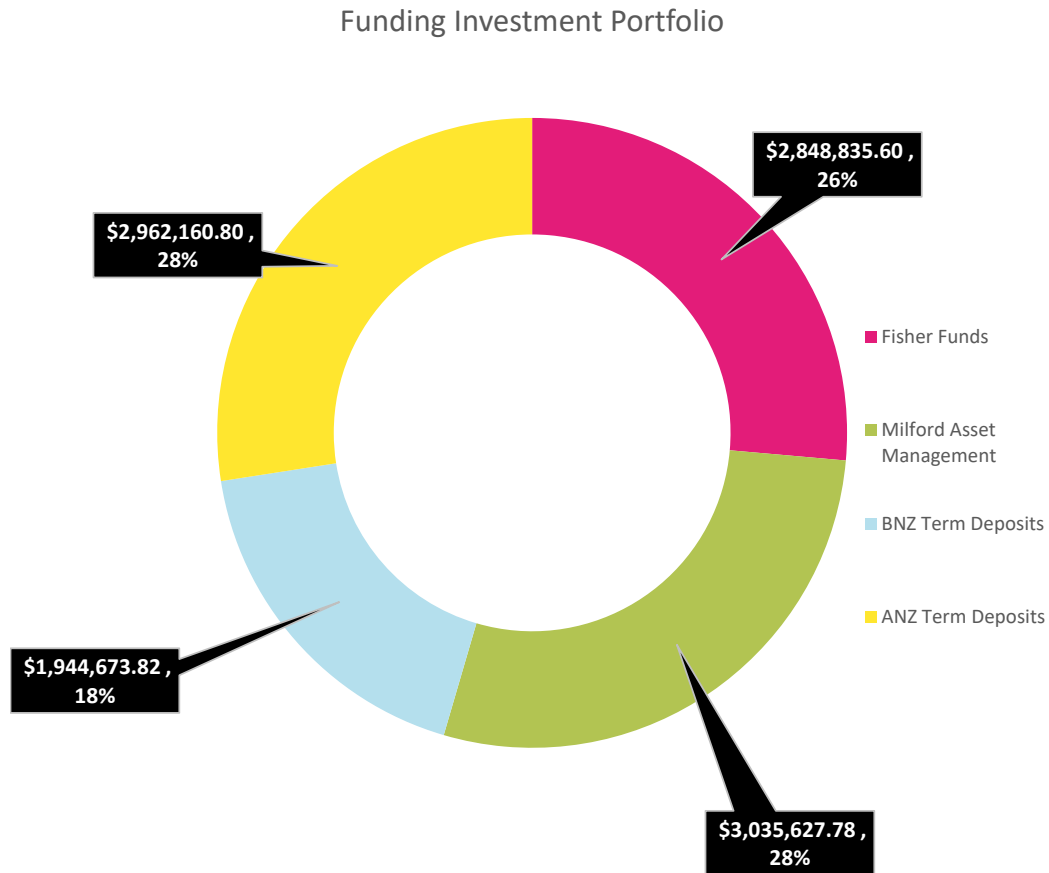
**Internet New Zealand
Funding Balance Sheet
As at 30 September 2024**

	INZ
Current Assets	
Cash and Cash Equivalents	4,906,835
Managed Funds	5,884,463
Total Current Assets	10,791,298
Non-current Assets	
Investments	-
Total Assets	10,791,298
Less Liabilities:	
Trade and Other Payables	-
Total Liabilities	0
Net Assets	\$10,791,298
Represented By:	
Current Year Earnings	(182,863)
Retained Earnings	10,974,161
Total Equity	\$10,791,298

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

INZ Funding Investments as of 30 June 2024

The chart below shows the percentage spread of funds invested (**\$10,791,298.**) across all institutions as of 30 September 2024.



Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.



COUNCIL MEETING - DECEMBER 2024

Membership Report

ITEM NO: 6.3.2
 AUTHOR: Vivien Maidaborn, Tumu Whakarae
 FOR: Council
 PURPOSE: Progress and work for membership of InternetNZ
 DATE WRITTEN: 28 November 2024

Recommendation

THAT Council **note** the new members.

Executive Summary

Current membership (at 28 Nov 2024)

	31 Dec 2023	31 Mar 2024	30 Jun 2024	31 Aug 2024	30 Sep 2024	28 Nov 2024
Fellows	38	38	38	39	39	39
Individual	309	321	265	282	284	296
Individual Plus	9	9	9	7	7	7
Small organisation	15	15	16	17	19	21
Large organisation	1	1	0	0	0	0
Total Membership	371	384	327	345	349	363

Since the last meeting, we have received 14 new membership applications: 12 for individuals and 2 for small organisations.

Items to Note

Activities to support membership engagement

Since the last report in October 2024, we have:

- We've upgraded our membership database to Drupal 10 and introduced an option for new members to voluntarily share additional demographic information, helping us better track the diversity of our membership.
- We've worked on improving the flow of communication between InternetNZ and our members, ensuring more consistent and effective updates with the InternetNZ member pānui.
- We've been working on the code of conduct, and both members and the council will soon have the chance to provide feedback on it
- Commenced work on member-to-member communications refresh, and offered members the opportunity to join a working group to share their views.
- We hosted the Tāmaki end-of-year event, where we encouraged attendees to provide feedback on the draft 2025/26 Strategic Goals and shared an update on the co-design group's journey. We had a great time catching up with the members who came along to the event.



11 October 2024

The President
InternetNZ

Via email president@internetnz.net.nz

Dear Stephen

Quarter two Report: 1 July 2024 – 31 September 2024.

This report is for the three months **1 July 2024 – 31 September 2024**. (Q2). It includes the Domain Name Commission Ltd (DNC) quarterly Profit and Loss Statement and a summary of some of the key activities the DNC have focused on.

Financials

At the end of September, we had a net surplus of \$3,300 (including investment activities) compared to the budgeted deficit of \$4,528.

Year-to-date, the result is a surplus of \$107,713 (including investment activities) compared to a surplus budget of \$81,505, a positive variance of \$26,208.

Summary of DNC's performance of functions under the Operating Agreement:

Dispute Resolution Service

The table below shows the number of new .nz domain name disputes that were submitted during Q2. It also provides a comparison with the number of Mediations and Expert Decisions issued over the previous four quarters.

	Q2 '23	Q3 '23	Q4 '24	Q1 '24	Q2'24
DRS Complaints Filed	20	17	6	10	10
Mediations commenced	4	3	0	1	2
Mediation - Settlement	2	0	0	0	1
Mediation - No settlement	2	3	0	1	1
Expert Decisions Issued	6	7	3	0	4
Total disputes suspended due to court proceedings	-	-	-	5	5

Note: Mediations are the total number commenced that month. Settlement/No settlement relates to mediations that have concluded that month (potentially started the month prior). Expert Determinations are reported in the table when the decision is issued to the parties.

The number of disputes submitted in Q2 remains consistent with Q1. Interestingly, there was a 50% decrease compared to the same quarter last year which is largely due to conflicted names being processed through the Online Dispute Resolution Service Pilot process. No additional disputes were suspended during Q2¹.

Two mediations commenced in Q2, one settled, and one was withdrawn as settlement was not achieved. Of the four Expert Determinations issued, only one respondent submitted a response to the claim. All four resulted in the domain name being transferred to the complainant.

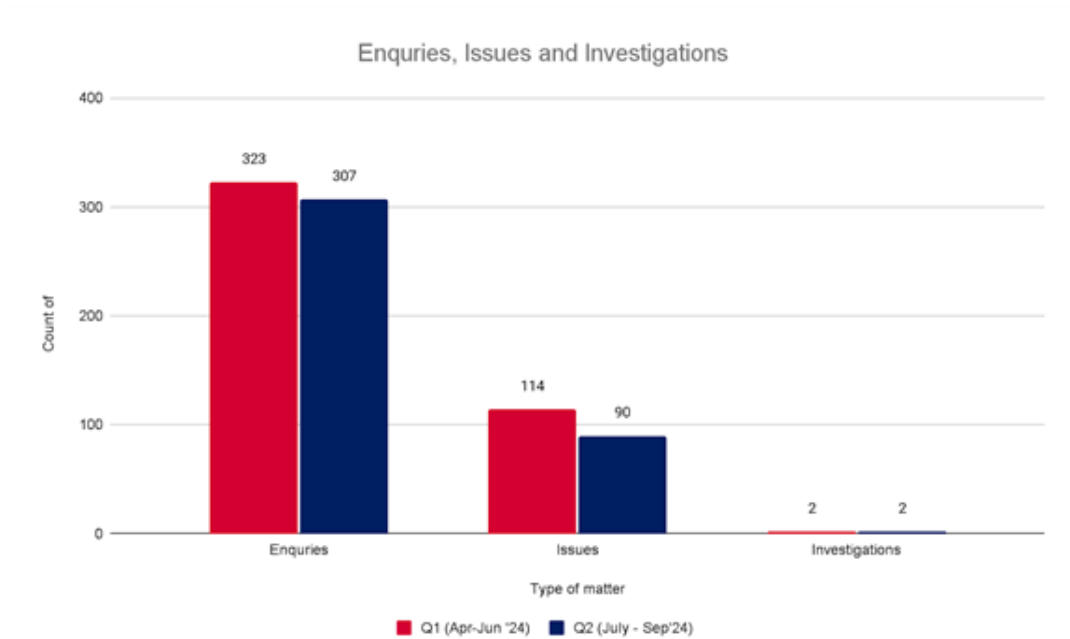
Customer Service/ Enquiry Management

The DNC is required to enforce and also educates market participants on their role, responsibilities and rights under the .nz Rules. To assist with prioritisation, resourcing, data collection and reporting, we now classify our work in this area into three categories: enquiries, issues and investigations depending on the priority, level of complexity, resourcing and likely time required to resolve the matter.

Enquiries	Issue	Investigation
<i>“an act of asking for/ providing information”</i>	<i>“A problem or difficulty with a product, service or provider ”</i>	<i>“investigating something or someone; formal or systematic examination or research to determine the truth.”</i>
Example: <i>“How do I generate an authorisation code?”</i>	Example: <i>“How do I generate an authorisation code when my registrant email address isn’t working?”</i>	Example: A reseller that has gone out of business is not providing authorisation codes to domain name holders, and also listed their own email address to receive the authorisation code.

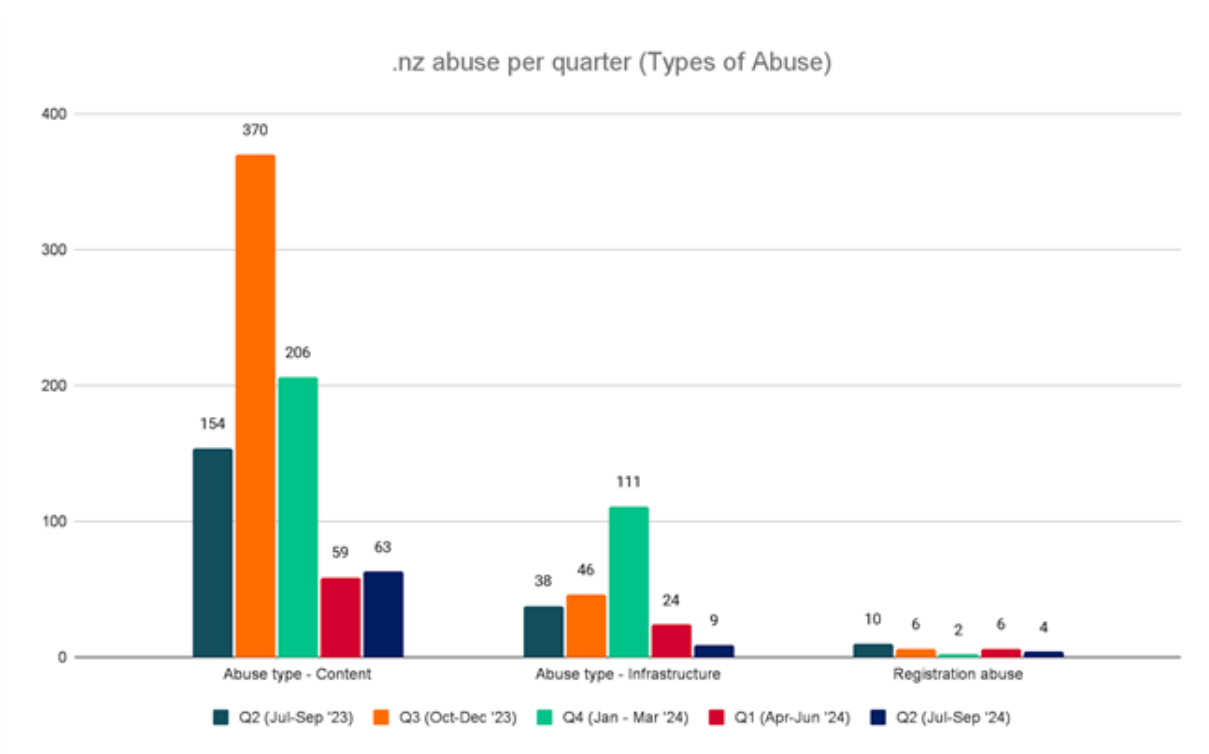
¹ Two of these were suspended in previous financial years.

The graph below shows how many of each category of case was created during Q2, compared to Q1.



Enquiries and issue cases decreased slightly in Q2 from Q1. The DNC currently has 10 active Investigations open which relate to suspected breaches of .nz Rules.

Compliance Activities: Domain Name Holder Registration Data Validation

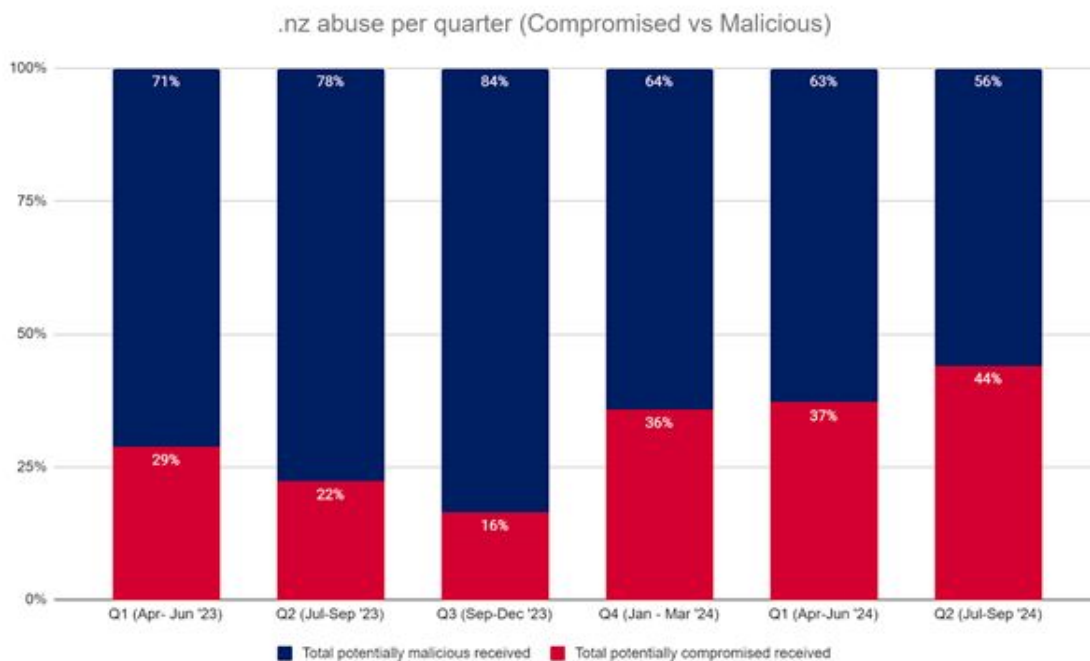


The graph above shows the classification of suspected abuse by type of harm. The three categories are content, infrastructure, and registration:

In Q2 we saw a decrease from the same quarter last year across all three categories and pleasingly a significant decrease in content abuse. This is largely attributed to no bulk referrals from NZ Police being received so far this year. With the Christmas holiday period approaching, we expect to see an increase of content related abuse over Q3.

The DNC is seeing a steady increase in referrals regarding online gambling sites that are suspected to be in breach of New Zealand's gambling legislation. Domain names being used for illegal on-line gambling is also an increasing trend with some of our peer ccTLDs so we will continue to monitor and engage with DIA as appropriate.

In Q2, 70% of closed tickets were suspended, an increase from 67% in Q1.



Note: The DNC classifies reports of alleged malicious domain names into either “Malicious registrations” or “Compromised Websites”²

This is the third quarter in a row the DNC has seen an increase in the number of “compromised domain names”. This provides a challenge for the DNC with our general data validation process given the domain name holder is generally legitimate and essentially a victim of the compromise. If registration data is validated, and, if the

² <https://netbeacon.org/best-practices-identification-mitigation-of-dns-abuse/>

domain name holder does not address the compromise, there are no tools to stop the harm (eg: phishing). CERTNZ is also concerned about this type of abuse and the DNC will meet with them in Q3 to explore how we can work together to assist domain name holders impacted by compromised websites.

Registrar Authorisations

	23/24	Q1	Q2
Applications under assessment start of period	2	-	-
Enquiries for Authorisation		3	2
Application Received and under assessment		2	2
Application Approved (authorised)		1	0
Application Declined		1	1

The two applications open from last financial year were completed in Q1. One was authorised and one was declined. One application received in Q1 was declined in Q2 due to the applicant not meeting the assessment criteria and one is still under assessment.

Other Activities

Asia Pacific Top Level Domain Association (APTLD86)

The Commissioner attended APTLD86 in Vietnam to build relationships with peer TLDs, identify emerging risks and challenges faced by other TLDs (observed increase in 'use' issues such as gambling and other illegal activity), development via sessions such as DNS Abuse workshops, how AI is being used by TLDs and by bad actors and insights as to how other TLDs manage abusive registrations. The Commissioner and Policy Lead, InternetNZ have also been asked to provide assistance to another ccTLD around investigations processes.

Asia Pacific Network Information Centre (APNIC)

The DNC leadership team attended the APNIC 58 opening ceremony and keynote speaker presentations and the Head of Technical and Relationships attended additional sessions.

.nz Registrar Summit

The DNC and InternetNZ | Ipurangi Aotearoa jointly planned and held a successful .nz Registrar Summit (the first since 2019). The DNC leadership team presented an

overview of its core functions, and compliance activities including case studies and participated as part of a Panel along with auDA, dotKiwi and registrar representatives.

13 registrar companies attended the summit: 10 in-person and 7 online attendees. Collectively, they represented 83% of the .nz namespace. There was a good mix of large and small, New Zealand-based and international, new and experienced registrars.

Dispute Resolution Service (DRS) Consultation:

The DNC consulted on the proposed new .nz Dispute Resolution Scheme Rules (Scheme Rules) to replace the Dispute Resolution Service Policy [version 4.2] and procedures (the Policy) to reflect current best practices and ensure the dispute resolution scheme is accessible, user-focused, fair, accountable, independent, efficient, and effective.

Notification of the new scheme rules was published on the 30th September, notification of this, and the submissions received can be found here:

[.nz Dispute Resolution Scheme Rules — version 5 now live](#)

Yours sincerely



Vivien Maidaborn

Chair, Domain Name Commission