BOARD MEETING AGENDA

Date/Time: Friday 9 May 2025, 9:00am - 3:00pm
                 (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	Board only (in committee)
9:20am	1.2	Board and Tumu Whakarae (CE) alone time (in committee)
9:35am	**1.3**	**Short Break**
9:45am	1.4	Karakia, apologies, agenda review
9:50am	1.5	Actions Register
9:55am	1.6	Interests Register

Section 2 — Chief Executive's Report

10:00am	2.1	Chief Executive's Report ● 2.1a International Forums Attendance ● 2.1b Strategic Goals 2024/25 Year End ● 2.1c Maramataka Board Calendar

Section 3 — Strategic priorities discussion

Section 4 — Matters for decision

10:20am	4.1	Revised Board Charter and Bylaws to align with new Constitution
10:40am	4.2	2025 Elections and AGM • 2025 Board Elections & AGM - Appendix 1: Candidate Pack
11:00am	4.3	**Break (15 mins)**
11:15am	4.4	SRR Q1 25/26 Recommendations Progress Update
11:30am	4.5	Building a Sustainable InternetNZ Community Fund
11:45am	4.6	Additional Budget 2025/26 (Confidential)

Section 5 — Matters for discussion

12:00pm	5.1	Chairperson's Report
12:05pm	5.2	Product Standing Report
12:15pm	5.3	Report Back from Committees: 5.3.1 Audit and Risk Committee (Chair, Deputy Chairperson Rahman) 5.3.2 Governance & CE Review Committee (Chair, Chairperson Judd) 5.3.3 Te Komiti Whakauru Māori (Chair, Cr Fala) 5.3.4 .nz Advisory Committee (Chair, Cr Roy)
12:25pm	5.4	Enterprise Risk Management Update (Confidential)
12:30pm	**5.5**	**Lunch**

Section 6 — Consent agenda

1:15pm	6.1	Health, safety, and wellbeing report (Confidential?)
	6.2	Ratify the minutes of the previous meeting
	6.3	E-vote ratification
1:25pm	6.4	Quarterly and Operational Reports
	6.5.1	Q4 2024/25 Quarterly Report

	6.5.2	Group Financial Report
	6.5.3	Community Funding & Hapori Māori Funding Update
	6.5.4	Membership update (Confidential)
	6.5.5	[DNC Quarterly Report](#)

Section 7 – Other matters

1:45pm	7.1	CONTINGENCY (for any overflow)
	7.2	Incoming correspondence
	7.3	Matters for communication — key messages
	7.4	General business
	7.5	Meeting review
1:55pm	7.6	Meeting close (karakia)

Section 8 – Matters for Deep dive

| 2:00pm | 8.1 | SGM Retrospective |
| 3:00pm | 8.2 | End |

Board Actions Register 2025

As at May 2025			
Action No#	**Action**	**Owner**	**Status**
AP13/24	Council to write an annual letter of expectations of DNCL	Vivien Maidaborn	In progress. DNCL Board is working on a strategic approach to regulation to be brought to Council at the August meeting.
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	Included in May meeting. Complete.
AP21/24	Council to review the process of appointing Fellows.	Stephen Judd	To be addressed after the new Constitution is adopted.
AP01/25	The CE is to bring a paper of options regarding the entrenchment of the InternetNZ Community fund to the Audit & Risk committee. Timing for this will be determined by management.	Vivien Maidaborn	Complete.
AP02/25	The CE to prepare a rule of order for the SGM discussion and seek feedback from the President, that may include: ● A time limit for speakers. ● Requirement for balance; e.g. if one speaker is 'against', then allow one speaker 'for', and	Vivien Maidaborn	Complete.

	advise speakers if their point has already been made. ● A maximum number of speakers. ● Invite speakers to raise hand (in Zoom) and speakers selected from the queue.		
AP03/25	The CE and Te Komiti Whakauru Māori to meet and explore the allocated budget, what it includes, and consider how any gap in resources or outcomes might be managed.	Vivien Maidaborn	Complete.

Interests Register

ITEM NO: 1.6
AUTHOR: Michael Elwood-Smith, Pou Ārahi
FOR: InternetNZ Board
PURPOSE: Review and disclose any changes to the Interests Register
DATE WRITTEN: 30/04/2025

Board Members are required to register any interests, commercial, political or organisational, which they believe may be relevant to the perception of their conduct as a Board Member. Board Members 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: Chairperson
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
- Receives additional honoraria as Chair Governance & CE Review

Name: Anjum Rahman

Position: Deputy Chairperson

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 and Risk Committee.

Name: Richard Hulse

Position: Board Member

Term: AGM 2024 – AGM 2027

Declaration Date: 27 August 2024

Interests:

- Employee of Ngā Taonga Sound and Vision
- Holder of .nz domain name registrations

Name: Kate Pearce

Position: Board Member

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: Board Member

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
- Rotorua Lakes Council Te Tatau o Te Arawa Partnership Board

Name: Jeff Montgomery

Position: Board Member

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: Appointed Board Member

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: Appointed Board Member

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 Aōtearoa NZ Film Heritage Trust
- Chair, Whanganui District Creative Communities Assessment Panel
- Founding Member, Ngā Aho Whakaari Māori Screen Aōtearoa
- 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
- Receives additional honoraria as Chair Te Komiti Whakauru Māori

Name: Alpana Roy

Position: Board Member

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: Board Member

Term: AGM 2024–AGM 2025

Declaration Date: 11 September 2024

Interests:

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

Name: Daniel Spector

Position: Board Member

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 14 February 2025.

Report of Tumu Whakarae

ITEM NO: 2.1
AUTHOR: Tumu Whakarae (CE), Vivien Maidaborn
FOR: InternetNZ Board
PURPOSE: Executive summary of meeting content from CE's perspective, noting key activity, strategic opportunities, risks and threats of interest to Council.
DATE WRITTEN: 30 April 2025

Introduction

The last quarter of 2024/25 and the beginning of 2025/26 have been extraordinary for any organisation. Due to a campaign initiated by current members our membership grew by over 4000 people. Our need for moderation on NetHub, and in emails to the organisation have increased as the risk profile has increased.

In this environment staff have still delivered a 2025/26 annual goal plan, the budget, launch the annual Internet Insights research, 2 workshops related to Te Tiriti o Waitangi visioning for InternetNZ Group; completed the Constitutional Review and held a successful SGM to pass the new Constitution, and communicated within a tight timeframe the wholesale price increase. We have worked through the structure and approach for the INZ Community Fund, and completed funding disbursements for 2024/25 - The main area we pulled back activity in the last quarter 2024/25 was international meetings and in particular the ICANN meeting in Seattle. You can see more information about international meeting plans for 2025/26 later in this report.

I want to acknowledge the focus on the mahi from all staff over this period and also the daily problem solving with members of Council on many matters over the period.

The unaudited Year-end Result vs Forecast is also available. The forecast for year end 2024/25 was a deficit before investments of $9k (a surplus after investments of $253k), noting that the original approved budget pre investments was $185k deficit (a surplus after investment of $267k). The unaudited actuals for YTD is a surplus of $221,424.

InternetNZ Group Events

Special General Meeting (SGM) - The only event during this period was the SGM. A huge amount of preparation, planning and setup went into the SGM and on the night involved up to 15 staff and subject matter experts across tech, Zoom room management, real time problem solving for members, facilitation of all the parts, production values, legal advice etc. This event was a step up in quality and production from the 2024 AGM, but we will need to step up again for the 2025 AGM with the possibility of over 1000 people attending.

Kauwaka Te Ipurangi - InternetNZ took on a host and coordination role for this event although the event itself comes from interest in the Māori tech community in learning more about Internet governance; the activities, events and ways Māori could choose to engage in Internet governance processes nationally, regionally and globally. Our focus in InternetNZ Group is to support Te Puni Māori and Te Komiti to deliver their vision for Kauwaka within a space where we provide knowledge and information but not decision makers. There has been much to learn in this collaboration not just for us but for our friends and partners internationally who have found it hard to understand an Internet governance forum that is neither an IGF nor a multistakeholder event, and that is associated with InternetNZ but is not an InternetNZ event. That said the programme is well developed, the communications plan in place and people are steadily registering for the event with an expected turnout of around 80-100 people

Strategic Planning 2026-2031

Strategic planning was on the back burner this last period due to the Constitutional review final phase and push toward the SGM. Welcoming in over 4000 members added to the business of the period. The key dates for InternetNZ Board and DNC Board for strategic planning are now clear.

Initial work on value, purpose, environment scan and interviews with key stakeholders has been done in time for the Board workshop on 8th May. At this workshop the Board will consider strategic scenarios and identify their preferred scenario for development into a draft strategic plan.

8th May 1-4pm there will be a workshop for all Board Members exploring strategic scenarios that have been developed through interviews, TKT work and the environmental scan conducted with Council in December 2024. The outcome of the workshop will define the scenario the InternetNZ and DNC Boards prefer. This scenario will be developed further toward the Strategic Planning workshop on 7th August.

These opportunities for input from Board Members across the InternetNZ Group will put us in a good position to begin budgeting for 2026/27 from October 2025.

Constitution Re-Registration

The Constitution was registered at the Incorporated Societies office on 10 April 2025.

Membership

The final number of members after all consent has been confirmed is 4791. The moderation of members in NetHub has been improved, with a group of members stepping up to both discuss and improve the moderation approach. This has quickly led to discussions about the ability of InternetNZ to provide a safe space for all members via email lists. A shift from 360 members to 4791 is more than substantive and we need to push pause on email lists until we check in with new members via the membership survey about interests, engagement and methods of communications. We conduct the survey annually and announce results at the AGM.

Developing INZ | Ipurangi Aotearoa Te Tiriti Vision

We are making good progress on our Te Tiriti vision work. Te Amokura has successfully facilitated two in-person workshops aimed at developing a five-year vision for Te Tiriti, involving both kaimahi and the governance of the InternetNZ Group. These workshops provided a fantastic opportunity to gather and consolidate inputs into the vision. We are collaborating closely with Te Amokura to finalise the workshop engagement stages, which will include an online workshop where Te Amokura will present the draft Te Tiriti Statement for feedback and testing with kaimahi later in May 2025.

Domain Name Commission

DNC's key priorities in Q4 2024/25 included preparing the budget and annual plan for FY 2025/26 for the DNC Board Meeting, on-boarding two new Senior Advisors, assessing the InternetNZ price increase proposal, and assessing (and granting) one new Registrar authorisation application.   In addition, DNC was named one of three respondents to a Disputes Tribunal Claim. The Applicant requested the Tribunal order DNC to transfer a domain name to the applicant's trust alleging it was a trust asset and included a claim for $1,000. The Commissioner filed submissions that (among other things) the Tribunal did not have the jurisdiction to make the order and attended a hearing by teleconference. The Disputes Tribunal Referee agreed with the DNC and issued an Order striking out the claim.

The Commissioner also attended the ICANN82 Community Forum in Seattle, USA. The conference attracted 1,917 attendees, with 1,369 participating in-person and 548 virtually. The Commissioner is a member of the ccNSO Domain Name Abuse Standing Committee (DASC) and was a panel member for an ICANN DASC session on whether data validation processes can assist in disrupting DNS Abuse.   The Commissioner also met with a number of our overseas based .nz registrars, two prospective registrars, DNC's threat feed vendors and peer ccTLDs to share knowledge, insights and emerging issues in addition to attending numerous ICANN sessions.

Wholesale Price Increase

In April 2025 we announced that Council had approved an increase to the wholesale domain name fee for .nz. The fee will be increasing by $4.00 and will come into effect on the 1st July 2025. This is the first increase in five years. During this time period, operational costs have risen significantly. In particular our infrastructure costs have risen over 70% and it is no longer possible to continue to absorb these costs. The fee increase of $4.00 was chosen after careful modelling to ensure we can meet the current and future needs of operations. Registry fee increases are a common occurrence across the industry and our announcement to registrars has received no notable feedback at this point.

International Travel

I committed to bring to the INZ Board a description of the international meetings, forums and workshops where core business and relationships for INZ are held.

2025/26 is already a different year than most because it is a critical year for WSIS+20. Also ICANN sits within the USA jurisdiction and there is nervousness internationally about risks from the current administration in the USA. From a policy and business perspective the June ICANN meeting will be the key meeting. As the new members receive their 90 day rights in 2 key blocks, end of May and then end of June, it is possible that we will once again be very focussed on membership needs and actions over June and in preparation for the AGM in July. For this reason we will have a small team attending the June ICANN meeting.

2.1a International Forums Attendance presents the range of International meetings, who attends and why, and which we are focussing on in 2025/26.

Emerging Risks

- International markets make interest revenue forecasting problematic and a conservative approach to expenditure and interest revenue should be taken.
- Increase in members, engagement and moderation will increase investment in staffing, systems and time.
- The possibility of an additional SGM leading to core changes to our new Constitution, and also further distraction from core work.
- Geopolitical environment is particularly vital to watch right now because ICANN itself sits within the American system and could be affected by American desire to further control the management of the Internet.
- The CEO of InternetNZ Group focus on membership and governance processes means losing balance with international and national relationships and strategic opportunities.

Heads-up on Decisions

The May Board meeting for InternetNZ is a full meeting with decisions relating to key areas of our current strategy. These include:

- Transitioning to the new Constitution with the Governance Charter and Bylaws being brought to the Board for approval
- Decisions to be made about the 2025 election and AGM arrangements
- A proposal that the Systemic Racism Report included in the papers be the last one as we transition to Te Tiriti o Waitangi work plan
- Critical decision making on the InternetNZ Community Fund and all the considerations necessary for us to operationalise for 2025/26 and plan for out-years
- Additional Budget approvals based on membership growth and engagement needs (confidential paper)

InternetNZ Strategic Goals 2024/25 Year End Report

ITEM NO: 2.1b
AUTHOR: Tumu Whakarae (CE) - Vivien Maidaborn
FOR: InternetNZ Board
PURPOSE: To provide a year end report on the Strategic Goals for 2024/25
DATE WRITTEN: 29/04/25

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper identifies for the InternetNZ Board progress against the Strategic Goals for 2024/25.
Te Tiriti o Waitangi	Centering Te Tiriti o Waitangi is a Strategic Priority. Proposed Annual Goals for 2024/25 identify opportunities for continuing to centre Te Tiriti across all the work programmes of INZ Group
Associated Document links	[2024/25 Strategic Goals](#)

Purpose of this paper

To inform InternetNZ Board on the year end outcomes based on the agreed strategic goals and measures.

Recommendation

THAT Council **receive** the 2024/2025 Strategic Goals year end report.

2024/25 Goals What we will focus on	Measures How we measure success of progress to the goal	Year End Outcomes - variation report.
Goal 1 - A **thriving .nz** operation that is **resilient** and **sustainable**	100% availability DNS. 99.9% availability registry services (excluding scheduled maintenance). Identify how to quantify InternetNZ's and .nz's carbon footprint. .nz rules annual plan prioritised and published Q1 2024/25. Create systems and processes that result in efficient and effective rule changes. Research, design and draft internship plan.	Achieved Achieved Not begun in 2024/25 Achieved Internship planning was not started in this year
Goal 2 - **Revenue growth** year-on-year by: ● Increase registrar engagement to support competitive market ● Provide wholesale domain name services to two other registries	Passive growth in .nz revenue of 1% (distinct from stimulated growth). Stimulated growth of 15,000 .nz registrations in a 12 month period, attributable to campaigns. Launch Registry Lock (Lite) with revenue and customers in 2025. Conduct a low risk experiment to create new revenue streams by delivering wholesale domain name services to other TLDs.	Passive Growth has proven to be seasonal and balances to a slow drop in DUMs For Stimulated growth we have been unable to meet timelines but are aligned in 2025 to bring more experiments and campaigns to the market Ready to launch 2025 .kiwi was successful and we continue to make progress with another ccTLDs

2024/25 Goals What we will focus on	Measures How we measure success of progress to the goal	Year End Outcomes – variation report.
Goal 3 - **Centering Te Tiriti o Waitangi** in InternetNZ	Māori internet communities, and InternetNZ partners tell us Ipurangi Aotearoa is an ally in giving practical effect to Te Tiriti o Waitangi. We actively engage Māori in co-design of key events and projects (e.g. Constitution review, Nethui, .nz Rules). A comprehensive (whole of InternetNZ group) Te Tiriti o Waitangi plan is developed by December 2024 that incorporates action across every goal.	Good progress through informal feedback more still to do to formalise this Achieved Achieved
Goal 4 - **New Zealand's voice is heard** and contributes to **good global internet governance**	The NZ voice contributes into ICANN and related processes clearly and visibly within the national and international internet governance community. A paper is provided to Council by June 2024 that articulates a cohesive internet governance work programme across InternetNZ. InternetNZ's advice is sought from the government through strengthened government networks. We deliver NetHui 2024 as our internet governance forum. And produce internet community positions and a NetHui 2024 report so that NZ's voice can be shared nationally and internationally.	Achieved Achieved Achieved NetHui 2024 did not progress, and a regional approach will be undertaken in 2025, noting some delays from constitutional review and membership demands

2024/25 Goals What we will focus on	Measures How we measure success of progress to the goal	Year End Outcomes – variation report.
Goal 5 - **Revitalised InternetNZ** through ● modernising our constitution ● refreshing our brand/identity ● Centering Te Tiriti	Māori are engaged and actively participating in the constitutional review across 2024. Members are engaged and have the ability to participate in the constitution review. The engagement process for InternetNZ in 2024/25 results in a minimum of 50 new InternetNZ members. The approach to brand refresh is explored and a recommended approach is brought to Council by YE 2025. Annual report 2024 and 2025, includes progress on centering Te Tiriti within InternetNZ group including any ongoing actions relating to the Systemic Racism Review.	Achieved Achieved Achieved To be aligned to new 5 year strategy, iterative improvements being made to the website across 2025 Achieved
Goal 6 - The **role** of the Domain Name Commission is **valued by market participants**	Registrar Authorisation Agreement is reviewed and updated by the end of FY. A Registrar Licensing Guide is developed and published. A Registrar Training pack is developed and implemented.	Substantially achieved, completion Q1 2025/26 Achieved Achieved

2024/25 Goals What we will focus on	Measures How we measure success of progress to the goal	Year End Outcomes – variation report.
Goal 7 – **Partnership and collaboration** with diverse communities for an internet that benefits all of Aotearoa	Deliver to Council a recommendation on new approaches to public impact through partnerships and grants in InternetNZ by July 2025. Funding to Māori partners and organisations increases as an overall percentage in 2024. The Membership Engagement Plan is implemented by March 2025. Complete DPMC funding for mis/disinformation and provide a final report by August 2024. Delivery on 1st tier deliverables of the Broadband Map Strategy in 2024.	Achieved Achieved Achieved - with the acknowledgement that the number of new members requires a new updated engagement plan. This will be work for 2025/26 Achieved Achieved

2025-Maramataka InternetNZ Board Calendar - Revised 16 April 2025

Month	Board Meeting Dates	Pre Board Meeting Days	Main Items for Board	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	● 2025/2026 key goals, projects and high level budget		6th Waitangi Day 11th DNC Board
March 2025 Poutūterangi	Friday 21st (In-person)	SGM- Constitution 31st	● 2026 Plan ● 2026 Budget ● Constitution ● Te Tiriti Centric - Treaty visioning	5th Audit & Risk (1)	8-13th ICANN82 (Seattle)
April 2025 Paengawhāwhā				2nd .nz Advisory (1) 16th TKWM (1) 17th Governance/CE (1)	
May 2025 Haratua	Friday 9th (In-person) - Deep dive Constitution & SGM retro	8th Phase 1 - Strategy; Scenario development ½ day incl DNC Board	● Skills and Diversity Survey ● Constitution ● Confirm the Board .nz Strategy 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)		● InternetNZ Annual General Meeting : 24th July TBC	2nd .nz Advisory (2)	31st DNC Board

Month	Board Meeting Dates	Pre Board Meeting Days	Main Items for Board	Committees	External/Int'l
August 2025 Hereturikōkā	Thursday 7th Friday 8th (In-person)	7th Mihi Whakatau for new Board Members, whakawhanaungatanga 7th Phase 2 - Strategy Development ½ day incl DNC Board	● Induction of new Board Members ● Board committees appointments ● Constitution implementation	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 Phase 3 - Strategy; Strategic plan, vision incl DNC Board	● 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 Board Technical Training tbc	● Operational plan to Strategy ● First pitch for 2026/2027 key projects		

Revised Board Charter & Bylaws to align with new constitution

ITEM NO: 4.1
AUTHOR: Constitution Writing Group
FOR: InternetNZ Board
PURPOSE: See below
DATE WRITTEN: 29/04/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	Constitutional change is a strategic priority and included in 2024/25 strategic goals.
Te Tiriti o Waitangi	The Constitutional Review Programme is designed in light of the Systemic Racism Review. The programme plan itself centres Te Tiriti o Waitangi and includes Māori as the key priority community to engage, in particular, through the co-design process.
Associated document links	Revised Board Charter
Revised Bylaw
Charter - Summary of Changes
Bylaws - Summary of Changes

Recommendation

THAT the Board **approve** the revised Board Charter and Bylaws.

Purpose

The purpose of the paper is to:

- Present the revised Board Charter and Bylaws:
  - Revised Board Charter
  - Revised Bylaw

- Provide a summary of changes made:

- ○ Charter - Summary of Changes
- ○ Bylaws - Summary of Changes

- Summarise the Writing Group's approach to making the changes; and

- Identify the future changes that will need to be made to the Charter

Background

Requirements under the new constitution

The new InternetNZ constitution:

- requires that the Board adopt a governance charter which sets out detailed responsibilities, expectations and processes for the Board (clause 3.13); and

- enables the Board to make and amend bylaws and policies for the conduct and control of Society activities (clause 11.1).

Current Charter and Bylaws

InternetNZ currently has a [Council charter and policies](#) and [Council bylaws](#). The Council charter and policies document provides responsibilities and expectations of Council members and covers a number of governance process policies. The Council bylaws are rules regarding the conduct of Council business and covers items such as preparation for Council meetings, quorum, minutes etc.

The Writing Group has reviewed these documents and made suggested edits to ensure that the documents align with the new constitutional requirements.

Governance Committee review

On 17 April 2025 the Governance Committee reviewed the revised Board Charter and Bylaws and provided some feedback and suggestions which have now been incorporated.

Approach to making changes

The accompanying documents provide a detailed overview of proposed substantive changes to the Charter and Bylaws. At a high level, following types of changes have been made:

- **Terminology changes:** the documents have been updated to reflect new terminology, including changing "Council" to "Board" and updating language around the President and Vice President to reflect the new governance provisions.

- **Changes to align with the new constitution:** changes have been made to both documents to align with the new constitution provisions. To this end, some content has been deleted and replaced, consolidated or edited.

- **Add specific references to the Constitution:** where appropriate, references to applicable clauses in the Constitution have been added.

- **Ensuring content is in the right document:** there were some overlaps in content between the two documents, in particular around the Board Meeting process. There have been some edits to both documents to ensure relevant process information is in the bylaws, and more high level information is in the Charter.

- **Formatting edits for clarity:** some formatting changes have been made to the Charter for clarity, including to ensure consistent bullet formatting. Numbers have been added to sub-headings to help readers navigate the document.

- **Minor wording changes:** some line-edits have been made for clarity that do not change the meaning of the document.

Changes have not been made that alter the intent of the documents or approach to governing outside of the provisions above.

Potential future changes to the Charter

In reviewing the Charter, the Writing Group has identified a few areas which could be reviewed in future, should the Board wish:

- **Adding more information about how co-chairs work together, and the appointment of the Board Leaders:** There is an opportunity for future work to establish the Board's process for appointing its leaders, and how co-chairs (if appointed) work together. It is recommended that new content is added to the Charter about these topics before the term of current Chairperson and Deputy Chairperson end in 2027.

- **Additional information about the Appointment Panel:** the Board is required to establish an appointments panel following the 2025 AGM. Once it has done this, it may wish to include information about this Panel in the Charter (linking out to other documents where appropriate).

- **Reframing the Chief Executive policies from double negatives for clarity:** the format of many statements in the CE policies (sections 4 and 5) use double negative statements, for example "The Board must not be allowed to be uninformed about issues and concerns...". In some places, this can be difficult to follow. There is an opportunity for these policies to be reviewed to reframe these statements, however, attention would need to be given to ensuring that the meaning of these statements was not changed inadvertently.

Board Charter

April 2025

Contents

About

This charter is adopted in line with clause 3.1.3 of the Constitution, which requires the Board to adopt a governance charter which sets out detailed responsibilities, expectations and processes for the Board.

This charter shall be consistent with the Constitution, the Incorporated Societies Act 2022 (the Act), regulations made under the Act and any other relevant legislation. All defined terms in this document shall have the meanings as defined in clause 1.3 of the Constitution, unless as otherwise provided. In the event of any inconsistencies between any section of this document and any clauses of the Constitution, the clauses of the Constitution shall prevail.

Overview

On behalf of members, key stakeholders and the public, the Board of InternetNZ is responsible for the stewardship and future wellbeing of the organisation.

In summary, the Board in discharging its responsibilities:

1. provides leadership to InternetNZ, ensuring that it achieves continuing success in the best interests of the organisation, its stakeholders, and the public;

2. takes active steps to ensure an appropriate mix of Board Members whether through interaction with members and stakeholders resulting in the election of appropriately diverse and skilled people or through the appointment of such individuals;

3. establishes InternetNZ's organisational purpose and values, and sets the strategic direction as the basis for further planning, e.g. annual and longer-term planning;

4. determines the appropriate culture for InternetNZ and models behaviours that both reflect and promulgate the desired culture;

5. establishes governance policies that provide the framework for the management of InternetNZ (e.g. financial, human resources, asset management policies), and ensures that internal processes and procedures are designed to provide effective controls and serve as the basis for reporting to the Board as required;

6. employs the Chief Executive and monitors management and organisation performance against the Board-established criteria;

7. identifies and monitors the management of organisational risks;

8. ensures that the organisation complies with all internal and externally imposed compliance requirements; and

9. establishes and maintains an effective interrelationship with members and stakeholders.

1. Responsibilities of the Board

1.1 Functions and powers of the Board

The Constitution (clause 3.1.1) provides that the Society shall be managed by, or under the direction and supervision of the Board, in accordance with the Act, any Regulations made under the Act, and the Society's Constitution.

Clause 3.1.2 of the Constitution provides the Board with all the powers necessary for directing and supervising the management, operation and affairs of the Society, subject to any modifications, exceptions, or limitations contained in the Act or the Constitution.

1.2 Legal responsibilities of Board Members

All Board Members are officers of the Society. As per clause 3.5.3 the Constitution, all officers must not be disqualified from being an officer under section 47(3) of the Act or section 36B of the Charities Act.

The legislative duties of officers are set out in [sections 54-60](#) of the Incorporated Societies Act 2022. In short, these provisions require that each officer:

1. must exercise all powers for a proper purpose (section 55);

2. must not act, or agree to the Society acting, in a manner that contravenes the Act or the InternetNZ Constitution (section 56);

3. when exercising powers or performing duties as an officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation:

   ○ the nature of the Society,

   ○ the nature of the decision, and

   ○ the position of the officer and the nature of the responsibilities undertaken by him or her (section 57);

4. must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors (section 58); and

5. must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so (section 59).

Use of information and advice

Board Members may rely on reports, statements, financial data and other information provided by Society (InternetNZ) staff, professional external advisors, and other officers or sub-committees when they are acting within their delegated authority (section 60). When using or relying on this information, Board Members must do so in good faith and make proper inquiries when the circumstances warrant it (e.g. if there is reason to believe that the advice is incorrect or unreliable).

Acting in the best interests of the Society

In addition, section 61 of the Act states that the duties of officers (as outlined above) are owed to the society rather than to members. To this end, Board Members shall act in good faith and in what they believe to be the best interests of the society.

1.3 Other considerations when governing

Board Members, in discharging their responsibilities:

1. should exercise leadership, enterprise, integrity and judgement in directing the organisation in order to provide assurance of its continuing and lasting success, with the public interest always at the forefront of their minds;

2. have a duty to act in the best interests of InternetNZ as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Board Members' first duty and loyalty must be to the Society; and

3. are potentially liable (either collectively or individually) if they act illegally or negligently.

1.4 Governance philosophy and approach

The Board, in giving effect to the Society's Constitution, will govern InternetNZ with an emphasis on:

1. serving the legitimate collective interests of the present members, stakeholders and beneficiaries of InternetNZ and accounting to them for the performance of the organisation and for the Board's stewardship;

2. remaining up to date about members' and key stakeholders' concerns, needs and aspirations;

3. developing a future focus, rather than being preoccupied with the present or the past;

4. providing leadership in the exploration of strategic issues, rather than becoming distracted by administrative detail;

5. behaving proactively, rather than reacting to events and others' initiatives;

6. bringing a diversity of opinions and views to bear on its decisions;

7. the development and expression of a collective responsibility for all aspects of the organisation; and

8. ensuring there are positive conditions for the motivation of the Chief Executive and that there is adequate training to support them in their role.

1.5 Other functions

The Board will perform such other functions as prescribed by law or assigned to the Board under InternetNZ's governing documents. This shall include:

1. appointing Board Members in accordance with clause 3.7 of the Constitution;

2. appointing (and removing) the chair and directors of the Domain Name Commission Limited; and

3. making key decisions regarding aspects of the .nz domain name space (e.g. pricing, policies).

2. Expectations of Board Members

To execute these governance responsibilities, Board Members must, so far as possible, possess certain characteristics, abilities and understandings, as outlined below.

2.1 Enacting legal duties

Board Members must fulfil their fiduciary duty to act lawfully and in InternetNZ's best interest at all times regardless of personal position, circumstances or affiliation. They should be familiar with InternetNZ's constitutional arrangements.

2.2 Strategic orientation

Board Members should be future oriented, demonstrating vision and foresight.

2.3 Integrity and accountability

Board Members must demonstrate high ethical standards and integrity in their personal and professional dealings and be willing to act on – and remain collectively accountable for – all Board decisions and speak with one voice on all policy and directional matters.

2.4 Informed and independent judgement

Each Board Member must have the ability to provide wise, thoughtful counsel on a broad range of issues.

2.5 Financial literacy

Board Members are jointly accountable for the financial performance of the organisation therefore all Board Members must be financially literate.

2.6 Industry and sector knowledge

Each Board Member is expected to bring or acquire a level of industry and sector knowledge sufficient to contribute to the Board's deliberations and considerations on behalf of the organisation and its owners.

2.7 Participation

Each Board Member is expected to enhance the Board's deliberations by actively engaging in value adding Board dialogue and decision-making.

3. Governance Process Policies

3.1 Code of Ethics

The Board is committed to the adoption of ethical conduct in all areas of its responsibilities and authority. Board Members shall:

1. act honestly and in good faith and honesty at all times in the best interests of InternetNZ as a whole;

2. declare all interests that could result in a conflict between personal and organisational priorities, in line with clause 3.12 of the Constitution;

3. exercise diligence and care in fulfilling the functions of office;

4. make reasonable enquiries to ensure that InternetNZ is operating efficiently, effectively, legally and ethically in the pursuit of its planned outcomes and strategies;

5. maintain sufficient knowledge of InternetNZ's business and performance to make informed decisions;

6. not agree to InternetNZ incurring obligations unless they believe that such obligations can be met as and when they fall due;

7. attend Board meetings and devote sufficient time to preparation for Board meetings to allow for full and appropriate participation in the Board's decision making;

8. ensure scrupulous avoidance of deception, unethical practice or any other behaviour that is, or might be construed as, less than honourable in the pursuit of InternetNZ's business;

9. not disclose to any other person confidential information other than as agreed by the Board or as required by law;

10. act in accordance with their fiduciary duties, complying with the spirit as well as the letter of the law, recognising both the legal and moral duties of the role;

11. abide by Board decisions once reached notwithstanding a Board Member's right to pursue a review or reversal of a Board decision;

12. not to make, comment, issue, authorise, offer or endorse any public criticism or statement having or designed to have an effect prejudicial to the best interests of InternetNZ; and

13. demonstrate respectful behaviour towards colleagues, management and those they come into contact within the course of enacting Board business.

The Board collectively shall:

1. make every reasonable effort to ensure that InternetNZ does not raise community, supplier or stakeholder expectations that cannot be fulfilled;

2. meet its responsibility to ensure that all staff employed by InternetNZ are treated with due respect and are provided with a working environment and working conditions that meet all reasonable standards of employment as defined in relevant workplace legislation; and

3. carry out its meetings in such a manner as to ensure fair and full participation of all Board Members.

3.2 Strategic Direction and Planning

An essential element in the Board's leadership role is its responsibility to establish a Statement of Strategic Direction for InternetNZ. Accompanying this is an ongoing

responsibility to identify organisational priorities, monitor progress towards the achievement of the stated outcomes and approve the annual budget.

Accordingly, the Board will annually:

1. establish and review InternetNZ's organisational purpose, outcomes and governance-level strategies;

2. review annual business plans to ensure alignment with the Statement of Strategic Direction, priorities and strategies; and

3. schedule a programme of strategic dialogue at Board meetings that reflects the priorities as defined by the Board, and creates opportunities for the Board and management to think strategically about future issues relevant to InternetNZ's wellbeing and success.

3.3 Financial Governance

The Board has a duty to ensure the financial integrity and viability of InternetNZ. This entails oversight of all financial processes and systems, regular review of financial results and, annually, adopting InternetNZ's financial plan and budget.

Accordingly, the Board will:

1. ensure the Society is acting in accordance with clause 6 of the Constitution (Financial Management);

2. develop, review and monitor the implementation of governance-level financial policies;

3. provide guidance on budget parameters and priorities, and confirm that the annual budget and financial plan, including capital expenditure, is consistent with those parameters and priorities;

4. approve expenditure outside budget parameters that the Board determines to be material;

5. review and approve the full-year financial statements, reports and outcomes;

6. receive and approve the Audit and Risk Committee's annual plan and scheduled reports; and

7. receive and review regularly scheduled financial statements, reports and projections to ensure consistency with the Board's-set parameters.

3.4 Conflict of Interests

The Board places great importance on making clear any existing or potential conflicts of interest for Board Members. Clause 3.12 of the Constitution and sections 62-73 of the Act sets out the rules for how conflicts are dealt with, and Board Members should be familiar with these provisions.

The meaning of conflict of interest is outlined in section 62 of the Act. For the sake of completeness, and to guide Board Members in making decisions about declaring an interest, possible conflicts of interest may include:

1. when a Board Member, or their immediate family or business interests, stands to gain financially from any business dealings, programmes or services of InternetNZ or any of its subsidiaries;

2. when a Board Member themselves offers a professional service to InternetNZ or any of its subsidiaries;

3. when a Board Member stands to gain personally or professionally from any insider knowledge if that knowledge is used to his or her personal or professional advantage;

4. where a Board Member is on another body that may have competing or conflicting interests or where knowledge of InternetNZ views or information might unduly favour the member's other appointment/organisation.

InternetNZ's practice in regards to conflicts of interest is as follows:

1. any business or personal matter which could lead to a conflict of interest of a material nature involving a Board Member and their role and relationship with InternetNZ must be declared to the Board and registered in the Register of Interests;

2. all such entries in the Register of Interests shall be presented to the Board and minuted at the first Board meeting following entry in the records;

3. all conflicts of interest must be declared by the Board Member concerned at the earliest time after the conflict is identified. Normally there will be the opportunity at the commencement of each Board meeting for conflicts of interest to be declared;

4. the Board shall determine whether the conflict is of a material nature (e.g. meets the definition of a conflict under section 62 of the Act) and shall advise the individual accordingly;

5. as per clause 3.12.4 of the Constitution, a Board Member who has an interest regarding a Matter:

a. shall not vote on any resolution or sign any document relating to the Matter unless all members of the Board who are not interested in the Matter consent; and

b. may take part in any discussion of the Board relating to the Matter and be present at the time of the decision unless the Board decides otherwise.

6. The Board will determine what records and other documentation relating to the matter will be available to the Board Member.

7. All such occurrences will be minuted.

8. Individual Board Members, aware of a real or potential conflict of interest of another Board Member, have a responsibility to bring this to the notice of the Board.

3.5 Health and Safety at Work

The Board has a duty to ensure that all relevant elements in the Health and Safety at Work 2015 Act (Health and Safety Act) are met.

Accordingly, the Board will:

1. ensure that all Board Members understand and discharge their duties and responsibilities under the Health and Safety Act;

2. ensure that robust systems are designed so that the Board will receive regular information in the form of written and verbal reports necessary to exercise its duties under the Health and Safety Act;

3. verify that records are maintained in a timely and accurate fashion enabling tracking of events, trends and responses/actions;

4. understand the hazards and risks that employees and volunteers are, or might be, exposed to in carrying out their duties;

5. annually undertake a formal assessment of compliance with Board Members' duties and responsibilities under the Health and Safety Act; and

6. ensure that budget planning takes account of all requirements under the Health and Safety Act.

3.6 Risk Management

The Board will identify and evaluate the principal risks faced by InternetNZ and ensure that appropriate systems are in place to avoid or mitigate these risks including the protection of intellectual capital. Accordingly, the Board will:

1. engage actively in characterising and monitoring risks associated with the achievement of its overall objectives;

2. ensure that robust risk management policies and processes are developed and monitored that address all areas of organisational risk;

3. ensure that the Board is kept abreast of all key organisational risk areas and strategies in a timely manner;

4. develop a 'risk aware' culture in which both Board Members and staff are encouraged to identify risks and respond to them quickly and effectively;

5. make clear the processes required to enable it to keep abreast of all organisation risk areas;

6. ensure that suitable internal controls are in place and are enacted and monitored to ensure effective and efficient operation and management of the organisation's resources;

7. ensure that the organisation is governed and managed in accordance with its constitution and policies;

8. ensure that proper accounting records are kept; and

9. ensure prompt investigation of any material shortfalls or breaches in compliance or risk management standards.

3.7 Board committees and advisory groups

The Board will establish committees[1] and may establish advisory groups to support it in its governance work.

1. The work of committees and advisory groups should not conflict with the Chief Executive's delegated responsibilities.

2. Committees and advisory groups may include members from outside the Board in order to bring additional skills, experience or networks.

3. The Board will determine and agree the skills and expertise required to be on a committee.

4. The Board shall set a terms of reference for each committee and advisory group, as per clause 3.3.2 of the Constitution.

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[1] The constitution refers to committees as "sub-committees", reflecting the language in the Act. InternetNZ's operational practice is to call these groups "committees".

5. Committees and advisory groups shall not exercise authority over staff nor shall they delegate tasks to any staff unless the Chief Executive has specifically agreed to such delegations.

6. Unless explicitly empowered by the Board, committees or advisory groups cannot make binding Board decisions or speak for the Board. For the most part the function of committees and advisory groups in fulfilling their role is to make recommendations to the Board.

7. Committee members (including those not on the Board) are required to follow the conflict of interest provisions set out in clause 3.12 the Constitution.

Current Terms of Reference

The Terms of Reference for all current Committees:

- [Audit & Risk Terms of Reference](#)

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

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

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

3.8 Board Meetings

The majority of Board business will be conducted in Board meetings. The Board must meet at least 4 times a year (as per clause 3.4.6 of the Constitution). In practice, it will normally meet six times a year. Board meetings may be scheduled at other times or at other frequencies as determined by the Board.

Board meetings shall be held in accordance with clause 3.4 of the Constitution. Procedural detail about how Board meetings operate can be found in the bylaws. In order to ensure effective meetings, the following principles apply:

1. the Board will make the best possible use of its meetings by dealing only with matters that have governance-level significance, by focusing primarily on the future and, within a defined policy framework, by delegating as much as possible to the Chief Executive;

2. the Board / CEO interactions are supported by clear papers that maintain an appropriate governance-level information and analysis style, supporting the Board in doing its work effectively;

3. the Board will develop a work plan covering the next 12 months that:

   a. guides the items for discussion at meetings;

b. ensures the Board regularly reviews progress towards the achievement of the strategic direction/strategic plan and relevant strategic issues;

c. provides assurance that all relevant compliance requirements are addressed; and

d. improves Board performance through education and continuous focus on its governance effectiveness.

4. Board meetings will be conducted in an open and constructive manner, recognising that genuinely held differences of opinion can bring greater clarity and lead to better decisions.

3.9 Monitoring Operational Performance

The Board has a duty to oversee and monitor the performance of the operational organisation.

1. The Chief Executive will report to the Board on the performance of InternetNZ at a frequency and to a standard specified by the Board.

2. All such reporting should be targeted at the Board's interests and duties rather than a description of management actions.

3.10 Media statements

Interaction with the media (including radio, press, TV and other media outlets), shall at all times be designed to present an accurate and positive expression of InternetNZ-related matters. It shall be consistent with InternetNZ policy and Board decisions and free from personal opinions and interpretations.

1. The Co-Chairs or Chairperson shall be the spokesperson(s) for governance-related matters and all other matters that the Board determines are best presented by the Co-Chairs or Chairperson.

2. The Chief Executive shall be the spokesperson for all operational matters and all other matters that the Board deems are best presented by the Chief Executive. The Chief Executive may permit specified staff to act on his/her behalf but remains accountable for such delegation.

3.11 Board Member Induction

The Board will provide all newly appointed Board Members with a thorough induction into the affairs of both the Board and InternetNZ at large.

1. All Board Members will be provided with all relevant information.

2. Upon appointment/election and prior to attendance at their first Board meeting, new Board Members will:

   a. receive a copy of this Board Charter and other relevant governance policies, a copy of the Constitution and other relevant legal governance documentation, current and recent meeting papers, an organisational chart, contact details for other Board Members and key staff, a glossary of key terms, definitions and acronyms, the current year's meeting schedule and the annual agenda;

   b. meet with the Chairperson or one or both of the Co-Chairs for a governance familiarisation. This meeting may be held as a group session or with individuals; and

   c. meet with the Chief Executive for an operational familiarisation.

3.12 Board and Board Member Performance Assessment and Professional Development

The Board's value-adding role requires that the Board as a whole and all Board Members regularly review their performance and have access to professional development relevant to their role and duties.

1. The Board will undertake a bi-annual structured assessment of its performance and a bi-annual assessment of the performance of individual Board Members, including specifically the Chairperson or Co-Chairs. In particular:

   a. the criteria for assessing the Board's performance will be drawn from the documented policies of the Board together with any further criteria agreed by the Board from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Board leadership of the organisation;

   b. a suitably qualified independent specialist may be used to assist the Board in this process;

   c. the assessment process shall culminate in a report presented to the Board analysing the data and providing recommendations for improvements as required; and

   d. a peer and self-assessment process may be included in the process, with the criteria based on a set of competencies agreed by the Board.

2. An annual Board Governance budget will be established that includes provision for both Board and individual Board Member performance assessment and

professional development together with other governance associated costs. The quantum of this budget item will be determined on a year by year basis. This cost will be made public as part of the Board's commitment to transparency.

3. All Board Members will be encouraged to undertake relevant professional development. The Board will pay all costs associated with this training, including travel.

4. Board Members will be encouraged to attend conferences relevant to their role as Board Members. The Board will consider covering all or some of the costs associated with such attendance on a case by case basis.

5. All costs associated with governance effectiveness will be designed to ensure the development of the highest standard of governance including: meeting costs associated with effective communication withr key stakeholders, surveys and associated analysis, focus groups, the costs associated with external audit and other independent third-party reviews or consulting input.

3.13 Role of the Chairperson or Co-Chairs

The Chairperson or Co-Chairs provide leadership to the Board, ensuring that the Board's processes and actions are consistent with its policies. As appropriate, the Chairperson or Co-Chairs represent the Board and the organisation to outside parties. It is expected that the Chairperson or Co-Chairs will promote a culture of stewardship, collaboration and co-operation, modelling and promulgating behaviours that define sound governance.

1. The Chairperson or Co-Chairs shall chair Board meetings in accordance with clause 3.4.4 of the Constitution. When doing so, they will ensure that:

    a. meeting discussion content is confined to governance matters as defined in the Board's policies and relevant legislation;

    b. all Board Members are treated even-handedly and fairly; and

    c. all Board Members are encouraged and enabled to contribute to the Board's deliberations.

2. The Chairperson or Co-Chairs have no authority to unilaterally change any aspect of Board policy.

3. The Chairperson or Co-Chairs will ensure that Board meetings are properly planned to include the development and distribution of Board papers in a timely manner and that the minutes accurately reflect the deliberations and decisions of the Board.

4. The Chairperson or Co-Chairs are responsible for ensuring that Board meetings are focused on the right matters and that time is allocated to apply sufficient attention to those.

5. The Chairperson or Co-Chairs will ensure that all Board decisions are understood by Board Members and accurately recorded.

6. With the approval of the Board, the Chairperson or Co-Chairs may establish a regular communication arrangement with the Chief Executive in which there is an exchange of information. This might also provide an opportunity for the Chief Executive to use such sessions as a sounding out the Board for proposed actions or to check interpretations of Board policy. However, in doing so, the Chairperson or Co-Chairs:

    a. will recognise that such sessions are not used to 'personally' supervise or direct the Chief Executive;

    b. will maintain an appropriate professional distance from the Chief Executive to ensure objectivity and attention to governance matters and concerns;

    c. will not inhibit the free flow of information to the Board necessary for sound governance. Therefore, the Chairperson or Co-Chairs will not come between the Board and its formal links with the Chief Executive; and

    d. may delegate aspects of the authority accompanying the position but remains accountable for the overall role.

3.14 Deputy Chairperson Role

In addition to the requirements set out for Board Members, in the case the Board has a Deputy Chairperson, they will have the following additional functions:

1. support the Chairperson in their role as outlined above;

2. act in the absence or incapacity of the Chairperson; and

3. other duties and responsibilities specifically defined in the Constitution.

3.15 Indemnities and Insurance

As at April 2025, InternetNZ provides Board Members with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as Board Members.

This is in line with clause 7 of the Constitution, which enables (but does not require) InternetNZ to provide Board Members with indemnity and insurance cover while acting in their capacities as Board Members.

3.16 Reimbursement of Board Members' expenses

InternetNZ will reimburse all reasonable expenses incurred by Board Members in the course of carrying out their role.

3.17 Remuneration of Board Members

InternetNZ will remunerate Board Members on a basis reviewed every three years by the Board. Rates of remuneration will be reported annually to stakeholders as part of transparency around the wider cost of governance.

4. Board-Chief Executive Interrelationship Policies

This section outlines the policies which relate to the relationship between the Board and Chief Executive of InternetNZ. All Board Members should be familiar with these policies.

4.1 Delegation to the Chief Executive

The Board delegates to the Chief Executive responsibility for delivering the outcomes stated in its Statement of Strategic Direction/Strategic Plan while complying with the Chief Executive Delegation policies.

1. The Chief Executive is the sole linkage and point of accountability between the Board and the operational organisation.

2. The Board will view Chief Executive performance as identical to total management performance so that the achievement of successful organisation outcomes will be regarded as successful Chief Executive performance.

3. Only the Board acting as a body can instruct the Chief Executive. Typically, all instruction to the Chief Executive will be codified as policy.

4. The Board will make clear InternetNZ's strategic direction including performance indicators to be applied by the Board when reviewing the organisation's and the Chief Executive's performance.

5. The Board will make clear to the Chief Executive in writing the conditions and circumstances that the Board deems to be unacceptable, allowing the Chief Executive any reasonable interpretation of these (further defined in the Chief Executive Authority policy). The Board holds the Chief Executive accountable for ensuring that all such conditions and circumstances are avoided.

6. The Chief Executive is responsible for the employment, management and performance management of all staff employed/contracted to the organisation. Neither the Board nor individual Board Members will 'instruct' staff in any matters relating to their work.

7. Provided that the Chief Executive achieves the outcomes sought by the Board and does so in a manner consistent with the Board's policies and InternetNZ's values, the Board will respect and support the Chief Executive's choice of actions.

8. The expert knowledge and experience of individual Board Members is available to the Chief Executive at their initiative.

4.2 Chief Executive Authority

1. As long as the Chief Executive applies 'any reasonable interpretation' of the Board's policies, i.e. does not set out to defeat their stated intent or spirit, they are authorised to establish all operational policies, make all operational decisions and design and implement and manage all operational practices and activities.

2. Acknowledging a Board Member's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive may refuse instructions or requests from individual Board Members or from unofficial groups of Board Members if, in their opinion, such requests or instructions are:

    a. inconsistent with the Board's policies;

    b. are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time; or

    c. are an unjustifiable cost to the organisation; or

    d. the information is not relevant to the operation or affairs of the Board.

3. The Chief Executive must notify the Chairperson or Co-Chairs of the use of point 2, and the Chief Executive at their own discretion may notify the Board.

4.3 Chief Executive Remuneration

Chief Executive remuneration will be decided by the Board based on terms and conditions that reflect the organisation's performance and executive market conditions.

1. Remuneration will be competitive with similar performance within the marketplace based on achievement of the Board's strategic direction and strategic goals while complying with the Chief Executive Delegation Policies.

2. A committee process may be used to gather information and to provide options and recommendations for the Board for its consideration and decision.

4.4 Chief Executive Performance Assessment

The Chief Executive's performance will be continuously, systematically and rigorously assessed by the Board against achievement of the Board-determined strategic outcomes and compliance with Chief Executive Delegation policies. The Board will provide regular performance feedback to the Chief Executive.

1. Organisation performance will be defined in terms of the Board's policy criteria and as identified through monitoring those criteria.

2. The standard applied to all facets of the performance assessment shall be that the Chief Executive has met or can demonstrate compliance with the intent or spirit of the Board's policies.

3. The Board may monitor any policy at any time using any method but will normally base its monitoring on a predetermined schedule outlining the regularity and method of monitoring for each policy.

4. The Board shall use any one or more of the following three methods to gather information necessary to ensure Chief Executive compliance with Board policies and thus to determine its satisfaction with that person's performance:

    a. Chief Executive reporting,

    b. advice from an independent, disinterested third party;

    c. obtained by a Board-appointed Board Member, Board committee or working party.

5. Chief Executive Delegation Policies

5.1 Overarching Chief Executive Limitation

As the Board's principal employee, the Board holds the Chief Executive accountable for ensuring that neither he/she or any organisational employees take, allow or approve any action or circumstance in the name of InternetNZ that is in breach of the law, is imprudent, which contravenes any organisation specific or commonly held business or professional ethic or is in breach of generally accepted accounting principles.

5.2 Financial Management

The Chief Executive is responsible for the day-to-day financial management of the organisation. In carrying out this duty they must take all reasonable steps to ensure that nothing is done, or authorised to be done, that could in any way cause financial harm or threaten the organisation's financial integrity. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. organisational funds are committed, contracts entered into or liabilities incurred other than for the implementation of Board-approved purposes and priorities;

2. expenditure exceeds the revenue received in the financial year or annual budget or policy parameters unless oset by approved borrowings or Board-approved withdrawals from reserves;

3. undisputed invoices from suppliers of goods and services remain unpaid beyond trade credit terms agreed with those suppliers;

4. land and buildings are acquired, encumbered or disposed of;

5. staff have access to credit or other purchasing cards without limitations on expenditure or adequate controls on their use; or

6. a transaction is entered into that assets more than 25% of gross assets or 25% of budgeted annual revenue without Board approval.

5.3 Budgeting and Financial Planning

Budgeting and financial planning for any financial year or the remaining part of any financial year shall be designed to ensure the achievement of the Board-determined outcomes with no risk of harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. there is too little available information to enable (a) a credible projection of revenues and expenses, (b) separation of capital and operational items, c) projection of cash flows, and (d) disclosure of planning assumptions;

2. financial risks are created that exceed Board-determined parameters;

3. expenditure is incurred within any financial year that could result in default under any of InternetNZ's financing agreements, or risk insolvency;

4. could result in the achievement of a 'bottom line' materially different from that determined by the Board, e.g. a predetermined surplus, acceptable deficit or balanced budget; or

5. omits Board developmental and other governance related expenditure.

5.4 Remuneration and Benefits

In managing the setting and review of salaries and benefits, the Chief Executive must not make or allow decisions or promises that would in any way cause or threaten financial harm to the organisation. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. there is any change to his/her own remuneration or benefits;

2. obligations are created that cannot be met over the projected period of an employee's or contractor's term of employment or over a period for which revenues can realistically be projected;

3. unfunded employee/contractor related liabilities occur that in any way commit InternetNZ to unpredictable future costs that could harm the organisation; or

4. promises or offers of guaranteed long-term employment are made under circumstances when such guarantees or promises cannot realistically be honoured.

5.5 Protection of Assets

In managing the protection of InternetNZ's physical and intellectual assets, the Chief Executive shall take all prudent and reasonable actions necessary to ensure that these are protected against all foreseeable damaging circumstances. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1.   unauthorised persons are permitted to handle cash;

2. organisation funds are processed or dispersed outside of controls acceptable to the organisation's official auditor;

3. assets are insured for less than is necessary for prudent risk-management;

4. Board Members and/or staff are unprotected against claims of liability;

5. goods or services are purchased without protection against conflicts of interest;

6. there is inadequate protection against theft, improper use or significant damage to intellectual property and organisation information or information systems;

7. the organisation's good name and reputation is harmed to the extent that the achievement of its Purpose and Strategic Intent are impeded; or

8. the organisation lacks a 'best-state-of-preparedness' necessary for the maintenance of effective and efficient operation in the event of conceivable or unanticipated risk.

5.6 Communication & Support to the Board

The Board must not be allowed to be uninformed about issues and concerns an awareness of which is essential to meeting its legal duties, discharging its moral responsibilities and meeting its accountabilities to stakeholders. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. the Board is uninformed about matters critical to its timely and effective governance of the organisation;

2. financial reports lack adequate detail to enable the Board to interpret and assess the significance of:

    a. significant trends;

    b. data relevant to agreed benchmarks and Board-agreed measures; and

    c. data and information relating to all further financial matters as determined by the Board from time-to-time.

3. the Board is placed in the position of being uninformed about significant external environmental trends, breaches of Acts relating to the organisation's performance and the Board's duties and responsibilities, significant internal issues, adverse media publicity, achievement of, or progress towards the achievement of, the Organisational Outcomes as stated in the Statement of Strategic Direction or changes in the basic assumptions upon which the Board's policies are based;

4. Board Members are uninformed when, for any reason, there is actual or anticipated non-compliance with a Board policy;

5. the Board is uninformed about health and safety in the workplace matters that fall within Board Members' duties and responsibilities, or about any related matter the Board has made clear it wishes to be informed of, including the results of all internal and external health and safety audits. The Board is

uninformed of any serious legal conflict or dispute or potential serious legal conflict or dispute that has arisen or might arise in relation to matters affecting InternetNZ;

6. the Board is unaware of any occasion, action or decision that results in it being in breach of its Governance Process policies particularly when this relates to the Chief Executive's ability to carry out their responsibilities;

When communicating to the Board under this policy, the CE shall not treat Board Members as individuals, rather they must communicate the same information to all Board Members ideally at the same time. The CE may respond to individual requests for information from Board Members, Board committees or working parties. (See also Chief Executive Authority policy point 2 in relation to Board Member access to information.)

5.7 Emergency Chief Executive Succession

The Board recognises that one of its major risks is the loss of key personnel, particularly its Chief Executive. To this end the Chief Executive must not neglect to ensure that there is an emergency management regime that can operate in the event of unexpected loss of their services. There must also be at least one person capable of responding to Board concerns and requirements at a level necessary to support effective governance.

5.8 Employment Conditions

In the management of the organisation's staff and volunteers, the Chief Executive must ensure that the workplace environment is conducive to ethical behaviour consistent with InternetNZ's core values, and sound workplace practices consistent with workplace legislation or its common understanding. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. employees work under adverse conditions or are managed in a manner that may invite behaviour contrary to InternetNZ's values or that might undermine InternetNZ's trust and reputation with its stakeholders;

2. there are no clear guidelines as to employee rights, entitlements and workplace obligations;

3. employees are placed in 'inequitable', 'unsafe', 'undignified', or 'unfair' working conditions or circumstances as defined in relevant workplace legislation;

4. employees and volunteers and others to whom InternetNZ owes a duty of care, are exposed to, unprotected from, or unprepared-for hazardous and risky

situations or circumstances that could result in harm as specified in the Health and Safety at Work Act;

5. staff are denied engagement in planning and review of health and safety policies and procedures;

6. continuous improvement protocols are omitted in the design and execution of health and safety systems and processes;

7. employees are denied the right to an approved and fair internal grievance process;

8. employees are uninformed of their rights under this policy;

9. employees who report directly to the CEO are appointed, dismissed or subject to a change in their employment out of line with the rest of the organisation without the Board first being made aware and given sufficient opportunity to scrutinise the proposed action for any potential conflict of interest; or

10. any proposed restructure that affects more than 25% of roles without the Board first being made aware and being given sufficient opportunity to scrutinise the impact of the restructuring.

5.9 Stakeholder Engagement

In engaging with InternetNZ's key stakeholders, the Chief Executive must take all reasonable steps to ensure that the relationships created and maintained are in the best interest of both the organisation and the stakeholder. Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:

1. the good name of the organisation is placed at risk as the result of poor quality interpersonal or inter organisational communication;

2. unrealistic expectations are created or implied that could cause hardship to either party, i.e. deviation from organisation policy;

3. InternetNZ is unaware of the expectations, needs and aspirations of key stakeholders as these relate to the organisations' planning and programme delivery systems; or

4. the Board is uninformed of any significant change in relationship status with a key stakeholder, notably in regard to revenue.

5.10 Public Affairs

As the Board's principal employee, the Board holds the Chief Executive accountable for ensuring that neither he/she or other organisation personnel undertake, approve or in any way support any action or circumstances that are directly or indirectly demeaning or derogatory or in any way damaging to InternetNZ.

Draft Board Charter - summary of changes

Background

Clause 3.13 of the Constitution requires the Board to adopt a governance charter which sets out detailed responsibilities, expectations and processes for the Board. While there is already a Council Charter in place, as part of the Constitution review project it is necessary to update the Charter to align with the new Constitution.

The **current Council Charter** can be found [here](#).

The **proposed new draft Board Charter** can be found here.

Overview of proposed changes

Proposed changes have been made to the document in line with the approach noted in the accompanying cover memo and additional feedback recieved by the Governance Committee, who reviewed a draft of the proposed changes. The following table provides a summary of the substantive changes made to the charter. Where proposed changes do not change the meaning of the content (e.g. small text edits and changes to formatting), we have not included an overview below.

Section	Changes
About	This is a new section that provides information and context about the charter. The content reads:

	This charter is adopted in line with clause 3.1.3 of the Constitution, which requires the Board to adopt a governance charter which sets out detailed responsibilities, expectations and processes for the Board. *This charter shall be consistent with the Constitution, the Incorporated Societies Act 2022 (Act), regulations made under the Act and any other relevant legislation. All defined terms in this document shall have the meanings as defined in clause 1.3 of the Constitution, unless as otherwise provided. In the event of any inconsistencies between any section of this document and any clauses of the Constitution, the clauses of the Constitution shall prevail.*
Overview	In addition to minor editing changes: ● a title has been added to help readers navigate the document; ● the description of the Board's role to review InternetNZ's purpose has been changed to "organisational purpose" to avoid confusion with the charitable purpose (objects) which is set in the Constitution; and ● we have removed a statement that the Charter applies to the Broader InternetNZ group as applicable, as the document has not been applied to DNCL to date.
1.1. Functions and powers of the Board	This is a new short section and includes information from the Constitution about the functions and powers of the Board. The content reads: *The Constitution (clause 3.1.1) provides that the Society shall be managed by, or under the direction and supervision of the Board, in accordance with the Incorporated Societies Act 2023 (the Act), any Regulations made under the Act, and the Society's Constitution.*

	Clause 3.1.2 of the Constitution provides the Board with all the powers necessary for directing and supervising the management, operation and affairs of the Society, subject to any modifications, exceptions, or limitations contained in the Act or the Constitution.
1.2. Legal responsibilities of Board Members	This section has significant changes, reflecting the new legislative context that Board Members are operating under (the Incorporated Societies Act 2023). Please refer to the full Charter to review new content. Changes have been made to: • the list of legislative requirements. The previous list has been replaced with wording that reflects the specific requirements of the new Act (although the listed responsibilities themselves do not change significantly); • add an explanation that Board Members are Officers under the Act; • update the title, which was previously "meeting legal requirements". Some content from the original Charter has been retained and separated out into the section below (1.3 Other considerations when governing).
1.3 Other considerations when governing	This section retains three bullet points from the previous charter about how Board Members should discharge their responsibilities – these were previously in the "meeting legal requirements" section. While these considerations are still applicable to Board Members, they have been moved to their own section as they are not specific duties under the Act. The content reads: *Board Members, in discharging their responsibilities:*

	1. *should exercise leadership, enterprise, integrity and judgement in directing the organisation in order to provide assurance of its continuing and lasting success, with the public interest always at the forefront of their minds;*
	2. *have a duty to act in the best interests of InternetNZ as a whole, irrespective of personal, professional, commercial or other interests, loyalties or affiliations. Board Members' first duty and loyalty must be to the Society; and*
	3. *are potentially liable (either collectively or individually) if they act illegally or negligently.*
1.5 Other functions	This section has been renamed from "other" and one additional line has been added to say the Board has responsibility for appointing Board Members in line with the constitution.
3.3 Financial governance	This section is mostly the same, with small edits for clarity and an additional bullet added to align with the constitution. The new line is: *[Accordingly, the Board] will ensure the Society is acting in accordance with Clause 6 of the Constitution (Financial Management)*

3.4 Conflicts of Interest	This section has had some updates to the bullets and ordering changes to reflect the Act and Constitution. Please refer to the full Charter to review new content. Key changes are: ● **Changes to content:** in general, the provisions aligned with the new constitution, but some edits were required for clarity. In particular, the previous Charter did not allow an Interested member to be part of any discussion on that Matter. The new constitution allows their participation unless the Board decides otherwise. ● **Ordering change:** The examples of when a potential conflict may occur have been moved to the top of the section and the framing amended to make it clear that these are only examples to assist Board Members in their decisions about declaring an Interest in a Matter, rather than the legislative wording.
3.5 Health and Safety	One bullet has been removed as the wording was not clear, and it appears to be covered by other bullets in this section: **Deleted line:** *Design a system that ensures that all Council members have the opportunity of personal exposure to workplace processes where there is exposure to risk.* In addition, edits have been made to change previous shorthand use "the Act" to the "Health and Safety Act" to avoid confusion. The rest of the document uses "the Act" to refer to the Incoproated Societies Act.

3.7 Committees and advisory groups	**Overarching change:** We propose that the reference to Working Groups be removed and that this is replaced with reference to Advisory Groups, making this section about the groups enabled by the constitution (clause 3.3). **Terminology:** the Constitution refers to sub-committees, however, we propose that in practice, InternetNZ continues to call these "committees". A footnote has been added to note the discrepancy in language. **New content:** Two new lines have been added to this section to align with the constitution: • *The Board shall set a terms of reference for each committee and advisory group, as per clause 3.3.2 of the Constitution.* • *Committee members (including those not on the Board) are subject to follow the conflict of interest provisions set out in clause 3.12 the Constituton.* **Re-ordering:** the previous Charter had a standalone section at the end (Section 6) with links to all the current committee Terms of Reference. We propose moving this into the committee and advisory group section so this information is all together.
3.8 Board meetings	This section has had substantive updates to delete content that is better covered by the bylaws and reorder for flow. In particular: **New content:** • **Added the statement:** *Board Meetings shall be held in accordance with clause 3.4 of the Constitution. Procedural detail about how Board Meetings operate can be found in the bylaws.*

	● **Added a statement** that the Board's work plan will guide the items for discussion at meetings. **Deleted content:** it is proposed that some content is deleted as it sits better in bylaws, had too much operational detail, or doubled up on information. The following has been removed: 1. *the Chairperson / Co-Chair will, in consultation with the Chief Executive, establish the agenda for each Board meeting although each Board member is free to suggest the inclusion of item(s) on the agenda. The focus of the meeting will be a topic(s) drawn from the work plan. All Board members have the opportunity to contribute to the agenda;.* 2. *Board Members will receive their Board papers at least five working days prior to the meeting;* 3. *others (e.g. staff) may participate in Board meetings at the Board's discretion. Such attendees will respect the Board's integrity and accountability and will accept any constraints imposed by the Board or the Chairperson / Co-ChairPresident on their participation and presence;* 4. *the Board may hold 'Board only' sessions at its discretion. Such sessions, which will usually be scheduled prior to or at the commencement of the meeting, should not exclude the Chief Executive from deliberations on matters to which his/her role as the Board's chief adviser would be compromised.*
3.13 Role of the Chairperson or Co-Chairs	This section has many terminology changes to amend "President" to "Chairperson or Co-Chairs".

3.14 Deputy Chair Role	Terminology update and change to recognise there won't always be a Deputy Chair
3.15 Indemnities and Insurance	Edits have been made to make this section more high level and add reference to the Constitution. **Original:** *InternetNZ will provide Council members with, and will pay the premiums for, indemnity and insurance cover while acting in their capacities as Councillors, to the fullest extent permitted by the relevant legislation. This shall be consistent with Clause 6.12 in the InternetNZ constitution.* **Updated:** *As at April 2025, InternetNZ provides Board Members with, and pays the premiums for, indemnity and insurance cover while acting in their capacities as Board Members.* *This is in line with clause 7 of the Constitution, which enables (but does not require) InternetNZ to provide Board Members with indemnity and insurance cover while acting in their capacities as Board Members.*
4. Board-Chief Executive Interrelationship Policies	
Introduction	A new paragraph has been added to provide context about the policies and how they fit in with the rest of the document: *"This section outlines the Policies which relate to the relationship between the Board and Chief Executive of InternetNZ. It is useful for all Board Members to be familiar with these policies."*

4.2 Chief Executive Authority	It is proposed that the second bullet, which is about individual Board Member's access to information, is expanded upon, providing more specific reasons for refusal of information (which aligns broadly with the provisions for declining member access to information while recognising Board Members may need to access additional information to carry out their role).
	The original wording is:
	Acknowledging a Council member's right to have access to information necessary to meet his/her duty of care to the organisation, the Chief Executive may refuse instructions or requests from individual Council members or from unofficial groups of Council members if, in their opinion, such requests or instructions are:
	1. *inconsistent with the Council's policies;*
	2. *are deemed to make unjustifiable intrusions into the Chief Executive's or other staff members' time; or*
	3. *are an unjustifiable cost to the organisation.*
	The additional proposed reason (to be added to the list above) are:
	1. *the information is not relevant to the operation or affairs of the Board.*
5.6 Communication and support to the Board	It is proposed the following bullet point is reworded and made a standalone paragraph at the bottom of this policy. This reflects that on review, the meaning of this paragraph was not immediatley clear.
	Original: [*Without limiting this scope of requirement, the Chief Executive must not allow situations and circumstances in which:*] *Council members are treated as individuals rather than as part of the Council-as-a-single-entity, except when*

	responding to individual requests for information or requests from Council committees or working parties. (See also Chief Executive Authority policy point 2). **Updated:** *When communicating to the Board under this policy, the CE shall not treat Board members as individuals, rather they must communicate the same information to all Board Members ideally at the same time. The CE may respond to individual requests for information from Board Members, Board committees or working parties. (See also Chief Executive Authority policy point 2 in relation to Board Member access to information.)*

Board Bylaws

April 2025

1. Introduction

In accordance with clause 11 of the Constitution, the Board may make and amend bylaws. Further as per clause 3.4.5 of the Constitution other than as prescribed by the Act or the Constitution the Board may regulate its own procedure.

The Constitution establishes and details:

a)   the Board's function and powers;

b)   the Board's composition and skills;

c)   the Board's leadership structure and appointment;

d)   appointment and role of sub-committees;

e)   high-level Board meeting procedures (quorum, venue, resolutions, chairing and frequency);

f)   qualification, disqualification and duties of Board Members

g)   appointment, election and the term of Board Members;

h)   removal of Board Members and cessation of holding office; and

i)   approach to conflicts of interest held by Board Members.

The bylaws in this document (Bylaws) provide further guidance in regard to how the Board shall govern and conduct the business of the Board, in particular Board meetings.

The Bylaws shall be consistent with the Constitution, the Incorporated Societies Act 2022 (Act), regulations made under the Act and any other relevant legislation. All defined terms in this document shall have the meanings as defined in clause 1.3 of the Constitution, unless as otherwise provided. In the event of any inconsistencies between any section of this document and any clauses of the Constitution, the clauses of the Constitution shall prevail.

2. Board meetings

2.1   PREPARATION OF THE BOARD MEETING

2.1.1   **Board meeting dates for the year set following the AGM:** The Board meeting dates for the year are proposed after the AGM and approved at a Board meeting held after the AGM. The Board shall meet at least 4 times per year.

2.1.2 **Co-Chair or Chairperson may call a Board meeting:** A Board meeting may be called by either Co-Chair or the Chairperson.

2.1.3 **Board Members may request a Board meeting:** The Co-Chair or Chairperson may call a meeting within 21 Working Days from the Co-Chair or Chairperson receiving a request by at least 3 Board Members.

2.1.4 **Notice of Board meeting:** Subject to sections 2.1.1 to 2.1.3 above, the Co-Chair or Chairperson must provide a written notice to all Board Members at least 10 Working Days prior to any Board meeting. The notice must detail the date, time, venue (in accordance with clause 3.4.2 of the Constitution) of the Board.

2.1.5 **Emergency meeting:** Either Co-Chair or Chairperson may call a meeting to discuss any unforeseen challenges or urgent and imminent issues that require immediate attention in the sole discretion of the Co-Chair or Chairperson (Emergency Meeting) by providing 48 hours written notice (where possible) to all Board members.

2.1.6 **Agenda for the Board meeting:** The Co-Chair or Chairperson must advise the relevant InternetNZ staff member at least 5 Working Days prior to the Board meeting the items for the agenda. The Board Members shall receive the agenda at least 5 Working Days prior to the Board meeting, unless the meeting is an Emergency Meeting in which case the agenda shall be sent out as soon as possible.

2.2 QUORUM

2.2.1 **Quorum:** In accordance with clause 3.4.1 of the Constitution, the quorum for Board Meetings is at least half the number of Board Members. If quorum is not reached within 30 minutes of the appointed time for a meeting, those present at the meeting shall determine a date for the adjourned meeting (no earlier than 5 Working Days from the date of the meeting). If no such agreement is reached, the adjournment shall be for a meeting at the same time and place 5 Working Days from the date of the meeting.

2.2.2 **Notice of adjourned meeting:** Notice of the adjourned meeting shall be given to all Board Members. At such an adjourned meeting the number of Board Members attending shall constitute a valid quorum.

2.3 CHAIR

2.3.1 **Chairing the Board meeting:** The Board meeting shall be chaired in accordance with clause 3.4.4 of the Constitution, either by:

a) a Co-Chair of the Board, taking alternate turns when possible; or

b) the Chairperson of the Board, who may delegate to the Deputy Chair.

2.3.2 **Role of the chair of the Board meeting:** The person chairing the meeting shall:

  a) propose, speak and vote on motions;

  b) intervene if more than one speaker starts to speak at the same time and decide who shall take the floor; or

  c) have a casting vote in the event of a tied vote on any Board resolution.

2.4 SPEAKERS

2.4.1 **Speakers to address the Board meeting through the Chair**: All speakers shall:

  a) address the Board meeting through the person chairing the meeting;

  b) avoid personalities, impropriety, irrelevance and repetition;

  c) confine themselves to the matter under discussion; and

  d) not be interrupted except by the person chairing the meeting or by a Board Member raising a point of order.

2.5 OTHER ATTENDEES

2.5.1 **Subject matter experts:** InternetNZ staff or external stakeholders may be invited to attend the Board meeting as subject matter experts for the purpose of speaking to a specific motion as required or requested by the Board (Subject Matter Experts).

2.5.2 **Eligible Members:** Eligible Members may attend Board Meetings as an observer only (for avoidance of doubt such attendees may not speak at the Board meeting other than introducing themselves with their camera on when they join the meeting or as otherwise advised by the person chairing) and their presence must be formally acknowledged by the Board at the start of the Board Meeting.

2.5.3 **Attendance may be denied:** The Board, at their sole discretion, may deny attendance to Subject Matter Experts or Eligible Members for all or part of any Board meeting for reasons including but not limited to, staffing issues, commercial confidentiality or privacy.

2.6 MOTIONS

2.6.1 **Motions to be submitted prior to agenda being distributed:** All substantive motions to be heard at the Board meeting must be submitted by Board

Members to the Co-Chair or Chairperson at least 7 Working Days prior to the Board meeting.

2.6.2 **Motions moved at the Board meeting:** All motions must have a proposer and seconder. Any substantive motion before a Board meeting shall be heard one at a time. For avoidance of doubt one substantive motion shall be disposed off before any other substantive motion is introduced and heard.

2.6.3 **Procedural motions may be moved at any time:** The following procedural motions may be moved by any Board Member at any time, including during the Board meeting:

a) That the Chair's ruling be disagreed with;

b) For permission to withdraw a motion or amendment;

c) That the question be now put;

d) That the meeting proceed to the next item of business;

e) That consideration be deferred for a stated time;

f) That the motion be amended;

g) That the motion be referred;

h) That the meeting hear a named observer;

i) That observers be requested to retire; or

j) To discuss the action of a member who has been named by the person chairing the meeting.

2.6.4 **Procedural motions to be moved in order:** The procedural motions 2.6.3(a) to 2.6.3(d) shall be moved in the order in which they are listed.

2.6.5 **Chair to vacate position for procedural motion 2.6.3(a):** If procedural motion 2.6.3(a) is being moved the chair shall vacate their position as chair and only the mover and chair may speak to this motion.

2.6.6 **No discussion on some procedural motions:** There shall be no discussion on procedural motions 2.6.3(b) and 2.6.3(d).

2.6.7 **Procedural motion to amend:** Only one procedural motion to amend must be considered at a time and any motion to amend must be relevant to the substantive motion. If the motion to amend is to negate the substantive motion, it must include a reasoned alternative course of action.

2.7   RESOLUTIONS & VOTING

2.7.1   **Resolutions:** In accordance with clause 3.4.3 of the Constitution, a Board resolution is passed at any Board meeting if a Simple Majority of the votes cast on it are in favour of the resolution. Every Board Member shall have one vote. The presiding chair of the meeting has a casting vote in the event of a tied vote on any Board resolution.

2.7.2   **Names to be recorded:** The names of Board Members voting for and against any motion not carried unanimously shall be recorded in the minutes.

2.8   E-VOTE

2.8.1   **An e-vote may be required:** From time to time Board Members may be required to partake in an e-vote for urgent or time sensitive motions.

2.8.2   **E-vote procedure:** E-voting may be held via electronic mail or other electronic technologies. Board Members shall receive the request to vote electronically and the request shall include the resolution, any relevant information and the date and time at which e-voting shall open and close.

2.8.3   **Simple Majority:** In accordance with section 2.7.1 above and clause 3.4.3 of the Constitution the e-vote shall be passed if a Simple Majority of the e-votes cast on it are in favour of the resolution.

2.8.4   **Ratification of resolution:** Any resolution subject to an e-vote shall be ratified at the next Board meeting.

2.9   MINUTES

2.9.1   **Minutes:** The Board shall keep minutes from each Board meeting. The minutes shall include the time of the Board meeting, the venue, attendees, substantive motions (including the name of the mover and seconder), the results of the motion and a summary of discussion whether or not a motion was considered.

2.9.2   **Supporting material:** Any supporting material that is presented at a Board meeting, whether it was discussed or not, shall be attached to the minutes of the meeting, unless the Board decides otherwise for reasons such as confidentiality or privacy.

2.9.3   **Motion to move minutes:** The only discussion on a motion for the confirmation of the minutes shall be as to the accuracy of the record.

3.   Other legislation & governance policies

3.1   **Bylaws shall be consistent with legislation:** The Bylaws shall be consistent with the Constitution, the [Incorporated Societies Act 2022](#) (Act), regulations made under the Act and any other relevant legislation.

3.2   **Consideration of legislation and governance policies:** The Board shall consider relevant legislation, such as the [Health and Safety at Work Act 2015](#) and InternetNZ governance policies when governing and conducting the business of the Board.

4.   Amending the Bylaws

4.1   **Amendments:** These Bylaws may be changed by a two-thirds majority of the Board members. Any motion to change the Bylaws must be presented in writing to all Board members 14 days prior to the vote being taken.

Draft Bylaws - summary of changes

Background

As part of the Constitution review project it is necessary to update the Bylaws to align with the new Constitution. In accordance with clause 11 of the Constitution, the Board may make and amend bylaws. The Bylaws provide further guidance in regard to how the Board shall govern and conduct the business of the Board, in particular Board meetings.

Current council bylaws can be found here.

The **new draft bylaws** can be found here.

The following table provides an overall summary of the updates/changes made to the bylaws and highlights items that need to be confirmed by the Board (other than the overall review of the Bylaws).

Summary table

Section	Current Bylaws	Draft Proposed Bylaws
1. Introduction	These Bylaws are written for the establishment of rules regarding the conduct of Council business. They are additional to the Constitution of the Society and must be interpreted in accordance with those Articles.	➔ **Delete and replaced with:** In accordance with clause 11 of the Constitution, the Board may make and amend bylaws. Further as per clause 3.4.5 of the Constitution other than as prescribed by the Act or the Constitution the Board may regulate its own procedure. The Constitution establishes and details: a) the Board's function and powers; b) the Board's composition and skills; c) the Board's leadership structure and appointment; d) appointment and role of sub-committees; e) high-level Board meeting procedures (quorum, venue, resolutions, chairing and frequency); f) qualification, disqualification and duties of Board Members g) appointment, election and the term of Board Members; h) removal of Board Members and cessation of holding office; and i) approach to conflicts of interest held by Board Members. The bylaws in this document (Bylaws) provide further guidance in regard to how the Board shall govern and conduct the business of the Board, in particular Board meetings. The Bylaws shall be consistent with the Constitution, the Incorporated Societies Act 2022 (Act), regulations made under the Act and any other relevant legislation. All defined terms in this document shall have the meanings as defined in clause 1.3 of the Constitution, unless as otherwise provided. In the event of any inconsistencies between any section of this document and any clauses of the Constitution, the clauses of the Constitution shall prevail.
2. Changes to Bylaws	These Bylaws may be changed by a two-thirds majority of the Council of the Society. Any motion to change the Bylaws must have been presented 14 days prior to the vote being taken.	➔ **Delete and replaced with:** **5.1 Amendments:** These Bylaws may be changed by a two-thirds majority of the Board members. Any motion to change the Bylaws must be presented in writing to all Board members 14 days prior to the vote being taken.

		➔ **Moved to end of the Bylaws document (now section 5)**
3. Preparation for Council Meetings	3.1 A Council meeting shall be called by the President specifying the date, time and venue. The President must call a Council meeting to be held within twenty-one days of the President receiving a request for such a meeting from three Council Members. 3.2 Notice of a Council meeting, must be sent to all Council Members by the Secretary at least fourteen days before the meeting, except for Emergency meetings where 48 hours notice must be given. 3.3 Items for the agenda should be advised to the Secretary before the meeting. 3.4 The Secretary must send a draft agenda to all Council members, and ensure that it is available to Members, at least five days before the Council meeting.	➔ **Consolidate the following sections into an overall Board meetings section**: **2.1 Preparation of the Board meeting** - provides for how meeting dates are set (this has been added from the Governance Handbook), how a meeting can be called, what notice is required, provision for emergency meetings and what the agenda should consist of. Much of this section is consistent with the current bylaws however has been made clearer in terms of wording and also provides for the various Board leadership options in relation to the Board Leader(s) calling a meeting. **2.2 Quorum** - this **section has been updated** to align with the wording in the Constitution, there is no change in terms of what constitutes a "quorum". **2.3 Chair** - this **section has been updated** to refer to the Constitution and refers to the role of the chair in a Board meeting. An additional role of the chair has been added in line with the Constitution and that is to have a casting vote in the event of a tied vote on any Board resolution. **2.4 Speakers** - this **section is based on the current bylaws**, the sentence "the provisions of this paragraph shall also apply to those taking part in an Email Council Meeting" has not been included as we understand Email Council Meetings no longer exist/emails are not considered a formal meeting. **2.5 Other attendees** - this is a **new section** to cover those (other than Board members) who may attend Board meetings and in what capacity. The current bylaws/practices suggest any members may attend as observers but understand the intent is for eligible members to attend. The section also provides eligible members may not speak other than introducing themselves at the start or as otherwise advised by the person chairing. **2.6 Motions** - this **section is based on the current bylaws**. **2.7 Resolutions & Voting** - this **section has been updated** to include the need for a Simple Majority to pass a resolution (as per the Constitution). **2.8 E-vote** - this is a **new section** to cover e-voting. **2.9 Minutes** - this section has been updated to contain similar wording to the words used re AGM minutes in the Constitution and refers to the requirements provided in the current bylaws.
4. Conflict of Interest	1. All members of Council are required to notify the Society Office of any Conflict of Interest promptly for inclusion in the Register of Conflicts. 2. Members of Council are required, at the start of Council Meetings, to inform the meeting if any item on the agenda will give rise to a potential conflict of interest for that Member. Council will note the declaration and determine if the Member will be requested to withdraw during discussion on the indicated topic.	➔ **Delete** - this is covered in the new Constitution (see clauses 3.12 & 8.2)
5. Motions at Council Meetings	5.1 All motions require a proposer and seconder. 5.2 Any substantive motion before a Council meeting shall be disposed of before any other substantive motion is introduced. 5.3 The following procedural motions may be moved at any time: 1. That the Chair's ruling be disagreed with	➔ **Consolidated into section 2.6 Motions**

	2. For permission to withdraw a motion or amendment	
	3. That the question be now put	
	4. That the meeting proceed to the next business	
	5. That consideration be deferred for a stated time	
	6. That the motion be amended	
	7. That the motion be referred	
	8. That the meeting hear a named observer	
	9. That observers be requested to retire	
	10. To discuss the action of a member who has been named by the person chairing the meeting	
	The first four procedural motions shall have precedence in the order in which they are listed. On the motion given as 5.3(a) being moved, the person chairing the meeting must vacate the chair. Only the mover and the person chairing the meeting may speak to this motion. There shall be no discussion on the motions given as 5.3(b) or 5.3(d).	
	5.4 Only one amendment shall be considered at a time.	
	5.5 Any amendment must be relevant to the substantive motion. If its effect is to negate the motion, it must include a reasoned alternative course of action.	
6. Quorum	6.1 The quorum for a Council meeting shall be a majority of the Council Members then serving.	➔ **Consolidated into section 2.2 Quorum**
	6.2 If a quorum is not reached within thirty minutes of the appointed time for a meeting, those present at the meeting shall determine a date for the adjourned meeting (not earlier than five days from the date of the meeting).	
	6.3 If no such agreement is reached, the adjournment shall be for a meeting at the same time and place one week from that day.	
	6.4 Notice of the adjourned meeting shall be given to all Council Members. At such adjourned meeting the number of Council Members attending shall constitute a valid quorum.	
7. Conduct of Council Meetings	7.1 The meeting shall be chaired by the President.	➔ **Consolidated into sections 2.3 Chair**, **2.4 Speakers**, **2.5 Other attendees** and **2.7 Resolutions** (2.7.2 in particular)
	In the absence of the President the Vice-President shall chair the meeting	
	In the absence of the Vice-President the Secretary shall chair the meeting	
	In the absence of the Secretary the Treasurer shall chair the meeting	

	and if all are absent or stand aside then any other Elected Council Member elected by the Meeting. 7.2 Observers shall have the right to attend Council Meetings, but their presence must be formally acknowledged by the meeting. 7.3 Observers may not vote, but may speak to a specific motion at the request of the meeting. 7.4 The Council may deny attendance to observers for all or part of any Council Meeting on the grounds of staffing issues, commercial confidentiality or individual privacy. 7.5 All speakers shall address the meeting through the chair. Speakers shall avoid personalities, impropriety, irrelevance and repetition. Speakers shall confine themselves to the matter under discussion. The provisions of this paragraph shall also apply to those taking part in an Email Council Meeting. 7.6 A Council Member, when speaking, shall not be interrupted except by the person chairing the meeting as conductor of the meeting or by a Council Member raising a point of order. When more than one speaker starts to speak at the same time the person chairing the meeting shall decide who takes the floor. 7.7 The person chairing the meeting may propose, speak and vote on motions. 7.8 The names of those voting for and against any motion not carried unanimously shall be recorded in the minutes.	
8. Minutes of Council Meetings	8.1 Minutes shall be the responsibility of the Secretary who may delegate recording of the minutes to another person present. 8.2 The minutes shall contain at least: 1. The time and place of the meeting, recorded in a manner appropriate to the type or meeting. 2. The names of those present at the meeting. 3. Substantive motions, each with its proposer's and seconder's name and result. 4. Summary of discussion where no motion was considered. 8.3 Any papers or other supporting material, whether discussed or not, shall where practical be attached to the minutes of the meeting where the material was presented. Where this is not practical, the minutes shall contain sufficient references to allow such material to be found by the reader. 8.4 The only discussion on a motion for the confirmation of the minutes shall be as to the accuracy of the record.	➜ **Consolidated into section 2.9 Minutes**

9. Conduct of Electronic Meetings	9.1 The Council may hold meetings by electronic mail or other Internet technologies subject to the Guidelines for such meetings which may be approved by the Council from time to time. 9.2 Council video conference or teleconference meetings shall be governed by these Bylaws as if they were face to face meetings. 9.3 For the purposes of electronic ballots the Council shall be considered to be permanently in session via the formal Council mailing list. Once an electronic ballot results in a majority of serving Council members registering a vote "for" a motion the result shall be declared as "carried", or if a majority registers a vote "against" a motion, the result shall be declared as "lost", as if a properly quorate formal face to face meeting had been held. The voting period on such a ballot will be three working days unless a different period is specified prior to the opening of the ballot. 9.4 The Secretary is required to call an electronic ballot of Council within 2 working days of receipt of such a request accompanied by a properly moved motion in compliance with Section 5 above.	➔ **Delete and replaced with new section 2.8 E-vote**
10. Financial Control	10.1 The Treasurer shall ensure that: 1. All money received on account of the Society shall be paid into the Society's account with its bankers. 2. All cheques drawn upon the society's bankers must be signed by two signatories authorised by the Council. 3. Cheques or other negotiable instruments paid or payable to the society's bankers for collection requiring endorsement of the society may be endorsed by the Treasurer or by such person or persons as the Council may appoint. 4. A proper account shall be kept of the Society's income and expenditure, and of the matters in respect of which the income and expenditure arises and takes place respectively and of the Society's property, credits and liabilities, in books to be provided for that purpose, and must produce the account books, properly written up, when required by the Council. 5. Once at least in every year the accounts of the Society made up to the last day of the preceding financial year must be audited by the society's auditor, and an abstract of the accounts be produced and issued to every member, together with the notice of the Annual General Meeting. 10.2 The Treasurer shall file with the Registrar of Incorporated Societies, within one month after the Annual General Meeting, the financial statements required to be filed under section 3 of the Incorporated Societies Act 1908. 10.3 Funds approved for investment shall be managed in	➔ **Delete as** no longer relevant and covered by the Charter

	strict accordance with the formal Treasury Policy that has been approved and adopted by the Society's Council.	
11. Communication with Members	Where communication with a member by electronic mail is not possible, communication may be by either of the following methods: 1. by post, to the address of the member as held in the Society's records, or 2. by facsimile, to the member's facsimile phone number as held in the Society's records.	➔ **Delete as not relevant**
12. Electing the Council Member to Executive Committee	12.1 A Council member who is not an elected Officer may be elected by Council to sit on the Executive Committee. The Council member will hold the seat for a term of office of one year. The procedure for election to a vacant position will be by secret ballot at the first meeting of the Council following the AGM. All Council members and Officers present at the meeting may participate in the vote. In the event of a tie between two candidates a second secret ballot will be held. In the event of deadlock after two rounds of voting the President will be requested to nominate one or other of the candidates to be affirmed by a normal Council vote.	➔ **Delete as not relevant**
<mark>NEW SECTION:</mark> 2.8 E-VOTE	N/A	➔ **Include a new section to cover off e-voting 2.8 E-VOTE**
<mark>NEW SECTION:</mark> 3. Other legislation & governance policies	N/A	➔ **Include a new section** to ensure alignment with legislative requirements and relevant governance policies (as these contain processes and/or obligations for Board Members)

2025 Elections and AGM

ITEM: 4.2
AUTHOR: Rose Jamieson, Tumu Te Puni Whiria
FOR: Board
PURPOSE: Approval of upcoming elections and AGM plan
DATE WRITTEN: 28 April 2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	The Annual General Meeting supports accountability of our progress towards meeting the current strategy, our 2025/26 strategic goals, actions and measures.
Te Tiriti o Waitangi	InternetNZ will welcome new members, noting over 500 new Māori members, and support engagement with and participation in the election
Associated Document links	New Constitution Board Candidate Pack

Recommendations

We recommend:

- That the Board **approve** nominations for elected Council members to open on 23 May 2025 and close on 26 June 2025.

- That the Board **approve** an online election for elected Council members to open on 7 July 2025 and close on 23 July 2025.

- That the Board **approve** the appointment of Vivian Chandra as the Returning Officer for the 2025 InternetNZ Board Elections.

- That the Board **approve** the appointment of Grant Thornton as Scrutineer for the 2025 InternetNZ Board Elections.

- That the Board **approve** the candidate Campaigning Guidelines.

- That the Board **approve** the AGM to be held in an online format on 24 July 2025.

Key dates timeline

The following are the key dates for notifications, election period, and holding the Annual General Meeting:

Thurs, 24 April	Voting Eligibility for new memberships closes.
Friday, 23 May 2025	Nominations for Elected Board members open. Nominations must open at least 2 months before the AGM.
Thurs, 26 June 2025	Notice of the AGM by the Board. Notification of any Motions the Board intends to bring to the AGM.
Thurs, 26 June 2025	Nominations period closes - four weeks prior to the AGM. Returning Officer has received all submitted material.
Mon, 30 June	End of grace period for membership renewals for existing members to be completed in order to be eligible to vote and participate in the AGM
Mon, 7 July 2025	Online Election of Elected Board members open
Thurs, 10 July 2025	All eligible Members' Motions must be received in correct order by this date so they can be considered at the AGM. Board to notify all members as soon as practicable.
Tues, 22 July	Online Election for Elected Board Members closes
Thurs, 24 July	Scrutineer to confirm election results AGM is held, including any Motions to be voted on Election results announced at the AGM by the Returning Officer Announcement of new Fellows
Date (to be agreed)	Public announcement of new Board members and new Fellows. Announcements and statements will be published on our website and communicated via social media.

AGM event delivery

The AGM is scheduled to be held between **5.30-7.30pm, Thursday 24 July 2025**.

InternetNZ is responsible for the smooth delivery of the event including ensuring all speakers and panel members have been provided with relevant event content and information. At a high-level, AGM delivery will be:

- Similar to the AGM held in 2024, but takes account of requirements under the new Constitution
- Hosted on Zoom with members to join via Zoom
- Panel style delivery (President, CE, Chair A+R, Chair of Te Komiti, Chair of Governance)

- Quorum for the AGM and each Motion will be assessed using the number of members logged into Zoom
- Board member elections will be completed using Electionz
- We will hold 'meet the candidate' sessions hosted by the Returning Officer
- Voting on Motions - we are exploring 3 possible tech options to enable real-time voting and results.

Board vacancies

There are three Board vacancies this year.

1. Elected Board member vacancy by Jeff Montgomery (term is complete)

2. Elected Board member vacancy by Kris Dempster-Rivett (term is complete)

3. Elected Board member vacancy by Alpana Roy (term is complete)

Note the transition provisions in the recently passed Constitution require only two elected Board positions to be made available for the 2025 election to support the Board transition from 11 to 9 members.

Annual General Meeting date

Section 4.2.1 of the new Constitution requires that "the Society must call an AGM to be held once each calendar year, no later than six months following the end of the financial year of the Society and no later than 15 months after the previous AGM, on a date to be decided by the Board."

While the AGM can be held as late as the end of September 2025, the Society has traditionally held its AGM in July. It is proposed that the current placeholder AGM of **5.30-7.30pm on Thursday, 24 July 2025** be confirmed by the Board.

As per Section 4.1.2 "The Board shall give all Members at least 20 Working Days written Notice of any General Meeting and the business to be conducted at that General Meeting." Notice of the AGM by the Board must be given by **Thursday, 26 June 2025**.

AGM Motions

Sections 4.2.3 and 4.2.4 outline the process and notification of any Members' Motions. "Any Eligible Member may request that a motion be voted on at an AGM (Members' Motions), by giving notice to the Board at least 10 Working Days before the AGM." All eligible members' motions must be received by **Thursday, 10 July 2025**. Note any Motion "may not be amended by motions from the floor of the AGM."

In addition, Section 4.1.13 enables the Board itself to "propose motions for the Society to vote on (Board Motions), which shall be notified to Members with the notice of the General Meeting" by **Thursday, 26 June 2025**.

Election Period

The process for elected Board members is covered by sections 3.5, 3.8 and 3.9 of the new Constitution. Note that Voting rights for new members for the AGM is 3 months, and closed on **24 April 2025**. Members who are renewing their membership have until 30 June to complete their renewals in order to vote at the AGM.

The following outlines the key election dates for Board approval:

- Section 3.8.6(a) requires that the Nominations Period shall start at least 2 months prior to the AGM. Therefore nominations need to open by **Friday, 23 May 2025**, and Notice shall be given to all Eligible members calling for nominations for Board positions to be filled.
- There is no set time for Nominations to close, but all information must be provided to the Returning Office no later than 15 days prior to the AGM. It is proposed nominations should close four weeks prior to the AGM on **Thursday, 26 June 2025** to enable a suitable period for membership to get to know candidates and vote.
- Online voting will open **Monday, 7 July 2025**.
- Online voting will close on **Tuesday, 22 July 2025**.
- Election results will be announced at the AGM on **Thursday, 24 July 2025**.

The election results (and new Fellows) will be communicated to all members, and announcements and statements published on our websites and via social media.

Returning Officer role

Vivian Chandra will take on the role of Returning Officer in 2025. We recommend that the Board confirms this appointment.

External suppliers for AGM

We have external suppliers to support the AGM as follows :

- Grant Thornton - Scrutineer
- Fuzion - CiviCRM Support
- Electionz - Election management
- Tech support - N-Tech
- To be confirmed - Voting technology for Motions

To note we are exploring a new supplier to support voting on motions during the AGM, and have identified 3 potential options. (We will continue to use Electionz for Board member elections but their platform is not suitable for voting on Motions during an AGM.)

We recommend that the Board confirms the appointment of Grant Thornton as election Scrutineer.

Tech rehearsal and pre-event briefing

A comprehensive event plan is in development to support those who hold roles on the day.

InternetNZ staff will conduct a technical rehearsal with our suppliers a week before the AGM. This enables enough time to adjust and ensure smooth delivery on the day of the event. The usual pre-event briefing will be held in the afternoon just prior to the AGM.

Creating a supportive environment

Nominations process

InternetNZ and the Returning Officer will keep nominees informed so they understand what will happen to their nomination and information, before they agree to the nomination and become a confirmed candidate.

Nominators will also be informed to ensure they know there are expectations for supporting nominees. Nominators will not be publicly identified.

Staff conduct due diligence checks to identify any risks to the organisation from the Board election.

All members will be reminded of, and understand, the Code of Conduct expected on member communications channels, to ensure we maintain safe online spaces for all members to share and participate.

We will conduct a pre-check/call and share nominations with the Returning Officer before confirming any candidate for election. The pre-check/call would include an online public profile check on each nominee as follows:

- **Disqualified officer search** - as [outlined by DIA Charity Services](#), review New Zealand Business registers ie. Incorporated Societies, for any references to bankruptcy or otherwise
- **Social media channels search** - check Google, Facebook, X(Twitter), LinkedIn, Instagram, using the members full name and other versions known of their name (i.e. shortening of)
- **General and news online public content search** - check Google and review first 3 pages of results (on both the All and News tabs)

The Returning Officer will review the results and then call the nominee to progress to the next stage where the Nominee will provide a bio/statement and photo for the website.

InternetNZ will conduct an NZ online criminal record check before any candidate is confirmed as a Board member.

Campaigning Guidelines

We will encourage members to join the Slack workspace and request candidates to engage with other members on NetHub in the #members-chat channel and during meet-the-candidate sessions online.

If a candidate contacts a member personally through any other medium (ie. a DM, email, phone, other messaging system, or post) more than once, it may be deemed undesired by the receiver, and could be reported to the Returning Officer to address with the candidate directly.

InternetNZ will host an online "meet the candidates" session. This session will be an online webinar with questions asked to the candidates either before and/or only to candidates (not visible to members).

Should candidates wish to host their own session outside of INZ channels or platforms, information should be included in this bio information. InternetNZ can share any session details on the members-announce email list distributed to all members.

All candidates will receive a copy of the Candidate Pack, draft attached in Appendix 1.

Communications Management

Similar to last year, for reactive responses and to ensure specific responsibilities are led by the appropriate role, we propose the following accountabilities during the election period.

InternetNZ AGM comms roles	*Election process*	*INZ Annual Rpt/ Financials/ Performance*	*Governance processes/ decisions*
Lead Communicator *(approves messaging & delivers response)*	Returning Officer	Chief Executive	Board Chair/Deputy Chair/Sub-Committee Chairs
Who Supports *(supports process, develops messaging for approval)*	Community & Engagement Mgr/Project Co-ordinator/ Tumu Te Puni Whiria/ Comms Mgr	TKT/Comms Mgr/Finance Manager	CE/Pou Arahi/ Tumutaumatua/ Comms Mgr
Types of queries to manage *(dependent on specific topic)*	• Candidate issues/queries • Nomination process queries • Election process queries • Election results	• Fellows nominations queries • INZ performance queries • Agreed 25/26 Goals/actions • 25/26 or 3 yr budget questions • Business growth focus issues • .nz strategy or operations queries • Grants/funding questions • Membership	• Approved Goals or Budget queries (joint with INZ) • AGM Motions • Council decisions taken • New Strategy development • Specific Committee related questions • Membership queries • Nominated person controversy

		queries ● Media queries	

Media queries

- Comms Manager advises Lead Communicator and Support of the media query including any other relevant information (ie, additional context, media/political environment scan, previous member commentary etc)
- Comms Manager will engage with media outlet to refine query and deadlines being worked to
- Lead Communicator and Support agree whether to respond, the approach to any response (generally a written statement), spokesperson, and timing
- If a media response is agreed upon, the Comms Manager will lead the response approach and drafting directly with the Lead Communicator. Support is provided by other roles as necessary.
- The Lead Communicator approves the response, and the Comms Manager provides to journalist/media outlet and manages any follow-ups.

All reactive comms drafted for members will be kept in the existing members-messages comms tracker (held in Te Puni Whiria).

Board Candidate Pack

Version at April 2025

Introduction

This pack provides helpful information and links to help potential InternetNZ Board candidates prepare for our upcoming Board Member elections.

For further questions/patai, please email: membership@internetnz.net.nz

Outline of role

The Board is the governing body for the InternetNZ Society. The Board is currently made up of nine members elected by our membership and up to two appointed members,but subject to the transitional provisions under the new Constitution, the Board shall consist of 9 Board Members when possible but at no time less than 7 Board Members.

The Board shall comprise:

at least 5 and up to 6 Elected Board Members, who must be Eligible Members of the Society; and

at least 2 and up to 3 Appointed Board Members.

 The Board guides InternetNZ's strategic direction and governs the organisation. InternetNZ staff carry out operational work as directed by the Chief Executive, but it's the Board members that are the governors of InternetNZ.

Examples of what Board members do:
- ensure we meet our international and national obligations to run the .nz and Domain Name System for New Zealand;
- establish and monitor InternetNZ's strategy;
- set and review the budget and annual goals;
- appoint and hold the Tumu Whakarae | Chief Executive to account and guide their performance;
- act as stewards of our ownership interests in the Domain Name Commission (DNC).

Board members are entitled to an honorarium for their positions, and meeting and travel expenses are paid for by InternetNZ where required.

Who should consider being nominated?

Eligible members who have appropriate skills, experience, representation, and the time to support our kaupapa should consider standing to be a Board member.

Expected Time Commitments

Candidates should ensure they have adequate time to commit to the role for the full length of their term. Board members are expected to commit on average two days every month to our mahi. This includes at a minimum six half-day Board meetings each year, where the strategy development and business planning will be discussed.

In addition to the ordinary Board meetings, there may be additional meetings of the Board as required; Board sub-committee meetings; training; strategic sessions; or pop-up meetings as determined by the Board.

Board meetings are generally held at the InternetNZ offices in Wellington or online or in other locations as required. InternetNZ meet travel and accommodation costs for Board meetings, where required.

Board members are also encouraged to attend and participate in InternetNZ events during the year. They are also invited to join and participate on member channels like the members-discuss email list, and on our community space, NetHub.

For more info on the roles of the Officers refer to our constitution and bylaws.

Eligibility to nominate or be nominated

Under clause 3.8.2 of the Constitution, any Eligible Member of the Society may stand for election, subject to meeting the qualification requirements in clause 3.5 and the maximum term requirements in clause 3.9.2.

Members who are Eligible Members on or before the date the Nomination Period closes are eligible to stand for election. Nominations Period means the time that nominations are open for Elected Board Member positions under clause 3.8 of the Constitution.

How do I nominate another Eligible Member for a Board Member role?

Eligible members are able to nominate another Eligible Member using the candidate nomination form.

When a form is received, it will be automatically acknowledged, and the member nominated will be contacted by the Returning Officer by email and phone to:

- confirm if they want to accept the nomination
- answer any questions the nominee may have

- advise them to prepare their bio and photo, which will be published on the InternetNZ website.

What happens if I am nominated?

If you are nominated by another Eligible Member, the Returning Officer will be the person that contacts you (the nominee). This will be done by phone and email, which will give you an opportunity to ask any questions in regards to the process.

Note, you'll be confirmed as a candidate for the elections once you confirm you meet the qualification requirements in clause 3.5 and the maximum term requirements in clause 3.9.2 and your bio details and photo are received and acknowledged by the Returning Officer.

The InternetNZ website will then be updated with your bio and photo within three working days after confirmation by the Returning Officer. When your details are uploaded, you will be notified by email. There will be no changes permitted to bio information once they are published on the website.

Every week leading up to the nominations closing date, confirmed candidate names will be announced to members on NetHub and through the member-announce email list.

What if you don't have someone to nominate you?

If you would like to nominate yourself for the elections, the Returning Officer can provide a 'neutral' nomination. They will call and email you to confirm this as above.

Who is ineligible to be a Board Member?

Those who do not meet the qualification requirements in clause 3.5 and have already served as a Board Member for the maximum term of 9 years as per clause 3.9.2. Also any person who is disqualified (under section 47(3) of the Act or section 36B of the Charities Act) from being appointed or holding office as an officer of the Society (see r clause 3.5.3 of the Constitution) cannot be a Board Member of the Society..

The Election

Returning Officer

The Returning Officer is responsible for implementing election and voting processes that help to achieve the best possible election outcomes and adhere to the InternetNZ code of conduct.

The Board appoints the Returning Officer in a neutral role. They are there to encourage and motivate eligible members to put themselves forward or nominate other members for the annual elections of the InternetNZ Board.

Building and maintaining relationships with candidates is a critical part to their role, as is providing feedback to the Board on the elections process, and the staff

membership team who implement the election. They will be the first point of contact for questions from candidates.

Candidate obligations

Confirmed candidates should agree to abide by the Code of Conduct. If elected, Board members will undergo a Police check and other formalities suitable to their role as governor of an Incorporated Society.

Where can members discuss the election, and campaign?

Campaigning is welcome during the stated election period in the InternetNZ Board elections. This year the nomination period is 23 May 2025 to 26 June 2025, and members can campaign up to when voting with voting from 7 to 22 July 2025.

Those who wish to nominate or be nominated for a Board position can use discussion, images, distribution of campaign materials, and solicitation of votes for or against any person or position. InternetNZ maintains NetHub the Slack workspace for members to engage with other members. Candidates are welcome to use this space to campaign. Candidates are also welcome to use their own chosen platforms to campaign, InternetNZ is not responsible for moderation in those spaces.

The incumbent Chair and Deputy Chair are committed to a respectful and inclusive election process. To deliver on this commitment, we will continue to provide moderation support to InternetNZ member spaces, as needed. All material should adhere to the Code of Conduct.

1. NetHub's members-chat

This is a channel in our open online community hosted on Slack. Members opt-in to this channel, and staff with administration rights can moderate comments. Campaign messages in NetHub will be moderated by InternetNZ staff and the InternetNZ Board. All communications are subject to InternetNZ's code of conduct.

If you do not have access to this channel contact membership@internetnz.net.nz.

2. Meet the Candidate online sessions

InternetNZ hosts an online 'Meet the Candidate' session for members. Questions that members have can be sent directly to candidates before or during these sessions. These sessions will be facilitated and are subject to InternetNZ's code of conduct.

3. Campaigning on other channels

Social media — Candidates are welcome to utilise their own public social media accounts during the election period. We recommend candidates moderate their own posts.

Self-hosted sessions or events — Candidates are welcome to host their own online or in-person event themselves. We recommend they should host and run these in

accordance with the Code of Conduct. Information on any self-hosted sessions can be included in candidate bios (online). Session details will also be shared on the members-announce email list, distributed to all members by InternetNZ after nominations are closed.

Contacting members — Candidates can contact a member personally through any other medium (ie. a DM, email, phone, other messaging system or post) but not more than once. If the receiver deems this undesirable, they can report this contact to the Returning Officer to address with the candidate directly.

How does the election work?

Election system

Under the Single-Transferable Vote (STV) electoral system that InternetNZ uses, voters rank candidates in their order of preference. You write "1" next to the name of your favourite candidate, "2" next to your second favourite candidate and so on.

We encourage candidates to understand our [electoral voting system](#).

Elections Provider

InternetNZ contracts election services to [Electionz](#). They provide online voting and election services for a range of New Zealand clients, and InternetNZ has used their services for several years.

Announcement of results

The final election results are shared at the Annual General Meeting in late July. The Returning Officer will contact all nominees by phone with the results before the public announcement.

On some occasions, announcements may be made interim, pending review by an external scrutineer.

Final confirmed results will be put in [the historic election section](#) of the InternetNZ website, where they will be presented as a publicly available official record of the outcome of the election.

Useful links

Item	Link
Constitution	https://internetnz.nz/governance-and-reports/governance-documents/internetnz-constitution/
Bylaws	Link to be updated after updated by-laws approved
Governance Charter and policies	Link to be updated after updated Board Charter approved

Council/Board papers	https://internetnz.nz/governance-and-reports/plans-and-reports/archive-doc/?Sort=ID&Dir=ASC&PageType=Council+documents
2024 AGM Minutes	https://internetnz.nz/assets/Archives/AGM-Minutes-25-July-2024-draft-to-be-ratified.pdf
InternetNZ voting system explained	https://internetnz.nz/governance-and-reports/council/council-elections/internetnz-electoral-system-explanation/
NetHub	https://join.slack.com/t/nethubnz/shared_invite/zt-moe48vmf-HDiK2oZGwjcuHHy8KM9xrA

Useful contacts

Returning Officer	returningofficer@internetnz.net.nz
InternetNZ membership team	membership@internetnz.net.nz
Electionz	iro@elections.com

Appendix A: self-assessment of skills and diversity by current Board members

Summary

This report comprises a recalculation of the assessment of skills, experience, and diversity attributes of the current Board Members that will remain on the Board after the 2025 elections.

This Skills and Diversity assessment has been completed by the following Board Members:

- Chairperson -Stephen Judd (term ends at AGM 2027)

- Deputy Chairperson -Anjum Rahman (term ends AGM 2027)

- Richard Hulse (term ends at the AGM 2027)

- Kate Pearce (term ends at the AGM 2026)

- Potaua Biasiny-Tule (term ends at AGM 2026)

- Whetū Fala (appointed, term ends 2026)

- Anthony Bow (appointed, term ends 2026)

- Daniel Spector (term ends at AGM 2026)

Responses from these Board members are presented in no particular order.

The Board members listed below have had their results removed as they complete their time with Board or they are up for re-election:

- Jeff Montgomery

- Alpana Roy

- Kris Dempster-Rivett

Members are encouraged to use this Skills and Diversity matrix to consider the skills, experience and diversity attributes of the sitting Board Members, and to utilise this information in participating in the InternetNZ Board Member election process.

Governance

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

Governance

Legend: Little experience, Some experience, Experienced, Advanced experience, Expert experience

Categories: Strategic Thought, Role of Board Member, Te Ao Māori, Analytical Capability, Finance, Communication Skills, Stakeholder Relations, Governance Experience

Governance - weighted balance

Axes: Strategic Thought, Role of Board Member, Te Ao Māori, Analytical Capability, Finance, Communication Skills, Stakeholder Relations, Governance Experience

Governance skills/experience

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.
Role of the Board Member	An understanding of the governance function and the value it should add. Clarity on the role of and obligations placed on a Board member..
Analytical capability	A structured approach to problem-solving, critical reasoning, an ability to analyse information and importantly asking considered and relevant questions
Finance	The ability to read and comprehend the organisation's accounts and the financial material presented to the board. Financial literacy is at a level consistent with minimum expectations placed on directors under the law.
Communication skills	Ability to clearly articulate a point of view in a positive manner.
Stakeholder relations	Ability to understand the requirements of owners and stakeholders and as required and relate to those constituencies.
Governance experience	Previous experience in related governance roles.
Te Ao Māori	Understanding aspects of Te Ao Māori that pertain to InternetNZ's role, including concepts of indigenous governance, Te Tiriti, data sovereignty, cultural competence of staff and governors and familiarity with Tikanga Māori and Te Reo Māori. Diverse representation around the Council table.

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.

Specialist Area

Specialist Area - weighted balance
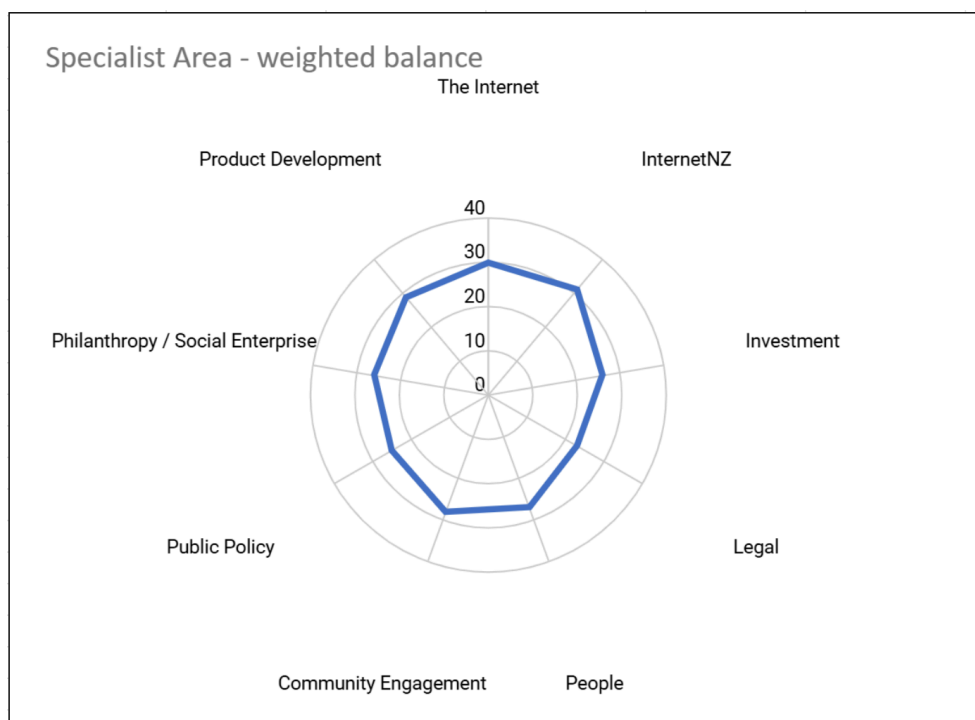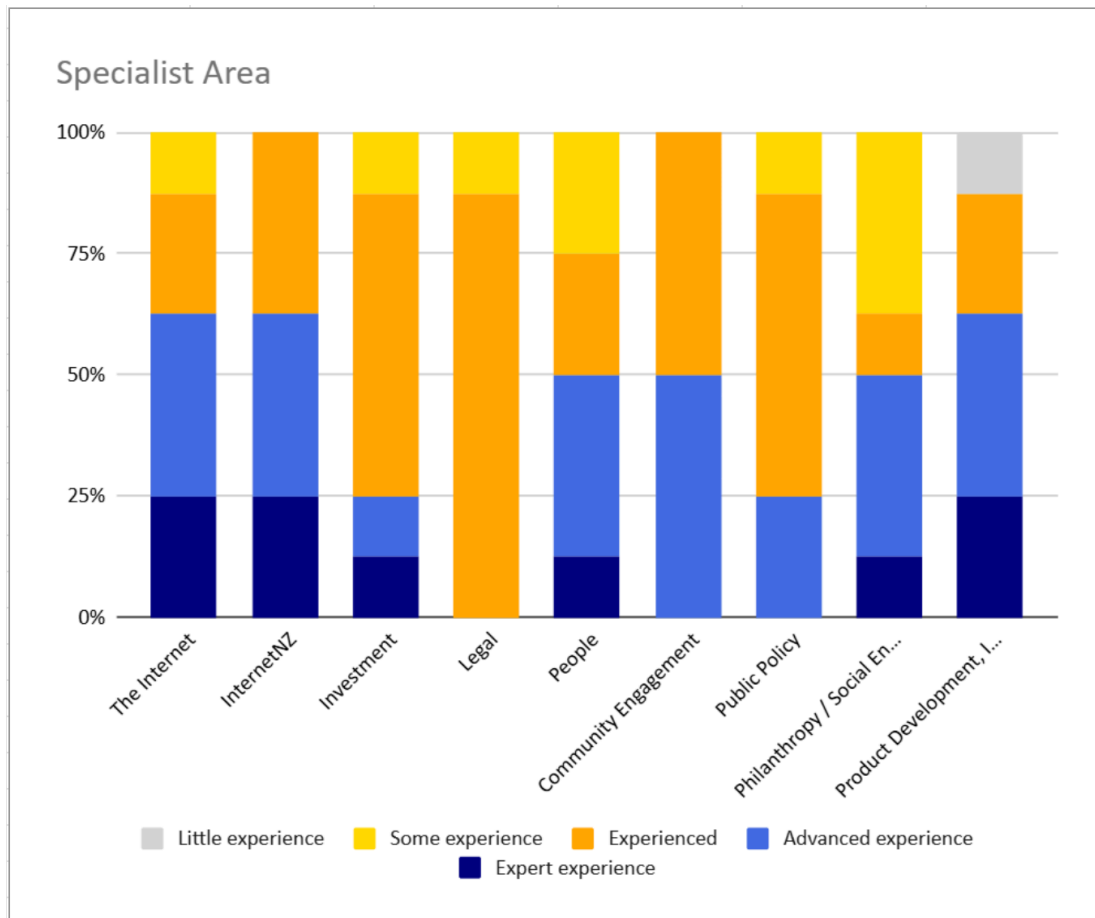
Specialist skills/experience

The Internet	An understanding of the key role that the Internet plays in our world now and into the future.
InternetNZ	An understanding of the specific role that InternetNZ plays in that world.
Investment	Knowledge, understanding and appreciation of Investment advice, practices and framework. Ability to work with management in discerning and driving appropriate investment approaches.
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	Understanding the current drivers of technology innovation in the 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

InternetNZ has a strong commitment to broad representation at the Board table representing the diversity of the community we serve. We are interested in bringing these perspectives to our governance.
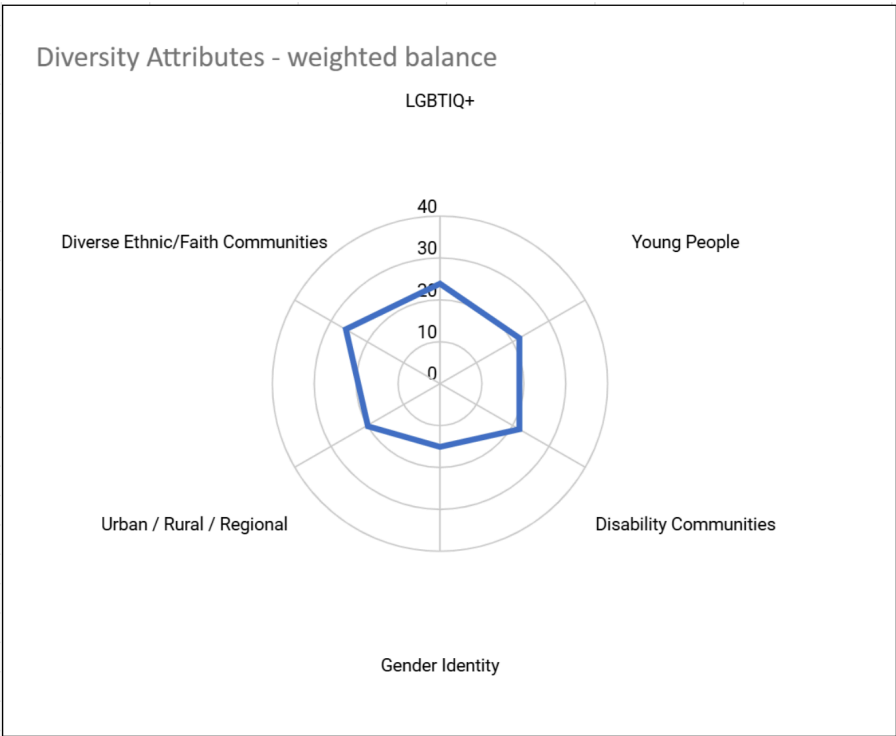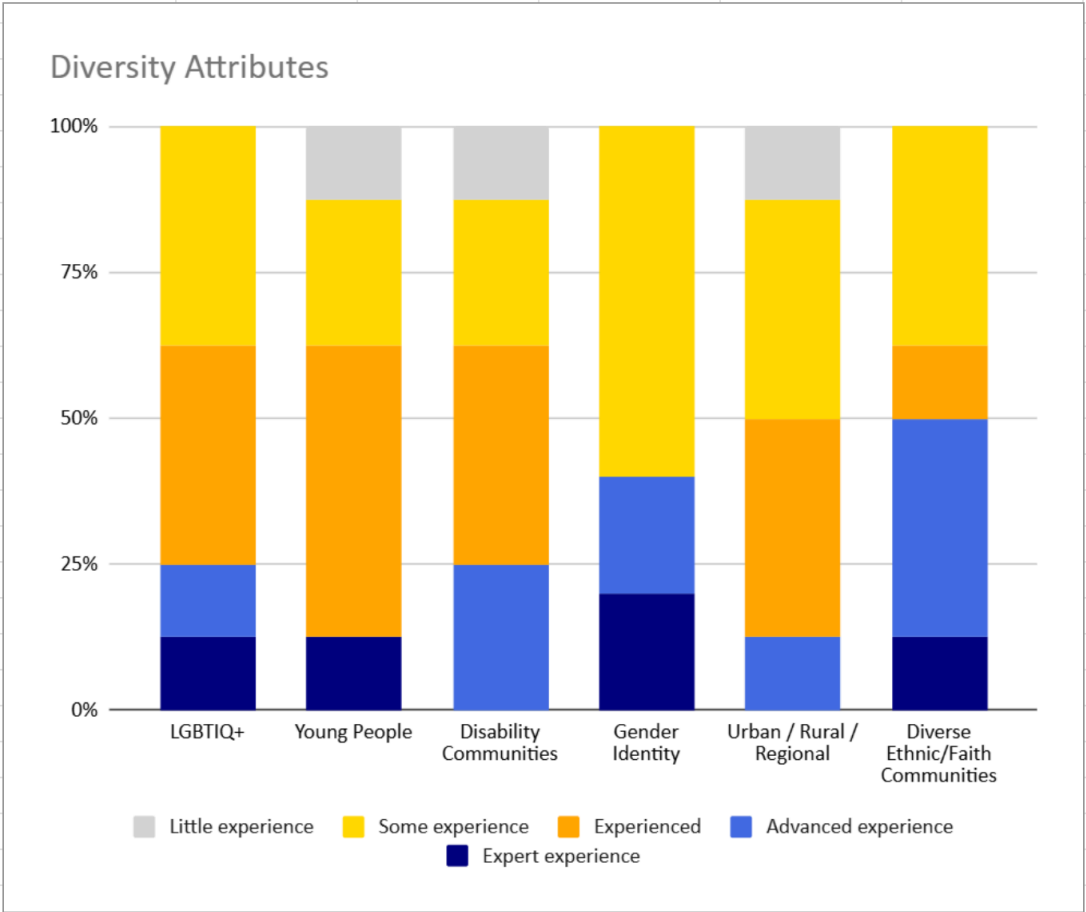
Diversity Attributes

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 Board table.
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 Board table.
Diverse ethnic communities	Understanding of the issues facing people of diverse ethnic identities, and of their communities, and the opportunities and challenges that relate to our work.

Systemic Racism Review Recommendations-
Final Update, 2022 - April 2025

ITEM: 4.4
AUTHOR: Vivien Maidaborn, Tumu Whakarae
FOR: Board
PURPOSE: Approval of upcoming elections and AGM plan
DATE WRITTEN: 9 April 2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper connects to our Rei Kura that has Te Tiriti at the centre of our strategy. Progressing the Systemic Racism Review recommendations is a priority work programme.
Te Tiriti o Waitangi	Addressing the Recommendations of the O'Regan Report relates to the Principles of Te Tiriti, Protection, Participation and Partnership
Associated document links	Systemic Racism Review and Report Ngā Pae Pathway for Growing Te Tiriti Vision

The Systemic Racism Review was received by Ipurangi Aotearoa in October 2022. Council received the report and accepted all of the Recommendations. Three key recommendations relate to the Constitutional Review which has now completed.

Recommendation

That the Board **approve** this report as the final Systemic Racism Review report .

All ongoing work associated with the SRR is incorporated into Ngā Pae and the Annual Strategic Goals.

Systemic Racism Review Recommendations Progress Update as at Quarter 4 2024/25

The table below provides an update on each Recommendation area as at the end of March 2025.

Owner	Recommendations	CEO Update Q4 2024/25
1. Recommendations on Culture Change		
Te Kāhui Tumu	**1.1** Co-design with Māori staff and other experts, protocols between staff, members, Council and Management to (a) Address issues of racism and discrimination in safe ways. (b) Raise issues or examples of personal, cultural or institutional racism to Management via a culturally safe mechanism; and communicate these protocols organisation-wide, including to members.	**Ongoing** ● Cultural safety remains a high priority in InternetNZ with strong wellbeing initiatives in place including responding to racism from public and members. ● Te Tumu Kaupapa Māori is leading cultural competence work throughout the organisation and this remains a priority in 2025/26 ● Te Tumu Kaupapa Māori provides an option for staff to raise issues of discrimination or racism outside line management pathways ● Council passed in 2023 a paper 'Becoming Te Tiriti o Waitangi Centric Organisation' as a key part of this cultural change work ● Code of Conduct has been developed in response to rising levels of hostility toward InternetNZ and this will continue to be reviewed. ● Whilst many iterative initiatives have been undertaken over three years no one codesign process relating to recommendation 1 has happened.

Te Kāhui Tumu	**1.2** Address with urgency, current issues of personal racism being experienced in InternetNZ and highlighted through this review.	**Complete** An immediate process for raising current (2022) issues of personal racism was implemented when the recommendations were accepted by Council. No issues have been raised. The co-design process with staff on an update procedures on personal racism or harassment is in the planning stages.
Te Kāhui Tumu	**1.3** Explore options for healing with staff and council members for whom the events of 2021 and subsequent events continue to cause hurt and trauma.	**Complete** Tumu Whakarae and TKT have communicated with kaimahi support via Employee Assistance Programme, Peer Group support networks, talking with Tumu Whakarae if required. As time has passed and other events or processes have brought to light racist communications or actions we have added to the range and expertise of support people and initiatives.

2. On the Claims of Systemic Racism

Council, Tumu Whakarae	**2.1** Consider giving an apology to the parties who raised the claims, for the harm caused and an acknowledgement of the situation in which they arose.	**Complete** 16th January 2023, 10:00am
Council, Tumu Whakarae	**2.2** Inform the parties who raised the claims, of actions taken by InternetNZ to address systemic racism in the organisation.	**Complete** After the apology offered to parties in 2023, there have been small group or one on one contact points between parties and INZ staff or management.From this point updates will be provided at the INZ AGM and parties will be notified of those events. Letters were sent to specified parties in August 2024 to communicate the change in updates.

3. Governance

Council, Te Kāhui Tumu, Governance Committee, Membership	**3.1** Review the constitution of InternetNZ by 2025 as required by changes to Incorporated Societies and laws. Connect SRR codesign with Māori into proposed options for change to the constitution broadly, e.g objectives	**Complete** The Constitutional Review Programme had a codesign process embedded into its design. The codesign group was made up of members of InternetNZ and Māori, both members of INZ and from the community. The review focused on three key areas to review: Objects, Governance & Membership arrangements, and a technical tidy up. The core parts of the programme are the writing process, codesign with Māori and members, and an engagement programme to test proposed constitutional arrangements with InternetNZ members.
Council, Te Kāhui Tumu, Governance Committee, Membership	**3.2** Consider a more representative model of governance for InternetNZ that is co-designed by Māori and informed by iwi that gives effect to Te Tiriti	**Complete** The Constitution allows for **3.2.4 Māori representation:** The Society shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori. **3.1.1 Leadership of the Board:** Subject to clause 3.2.6, the Board shall be led by two Board Members, either: a) Co-Chairs with joint responsibility for leading the Board, one of whom must be Māori; or b) a Chairperson and Deputy Chairperson.

4. Membership

Council, Te Kāhui Tumu	**4.1** The Membership Discuss forum is immediately reviewed and strategies put in place to prevent the continuation of anti Titiri and Māori sentiment with the intention to create a culturally safe forum for ongoing engagement. This would involve a strong directive from Council articulating the expectations around engagement and the consequences of not adhering to these	**Ongoing** Membership has changed dramatically since this review with a shift from 380 members to 4791 members. Code of Conduct, member moderators and new platforms are all in consideration for creating and maintaining safe spaces for members.
Council, Te Kāhui Tumu, Governance Committee	**4.2** As part of the constitutional review, consider membership models, including voting systems, to address issues raised in this report including: transparency of membership, diversity and representation, and current imbalance of power.	**Complete** The Co-design group considered many models and settled on the proposals now confirmed in the Constitution.
	4.3 Develop target strategies to widen the membership base to include more Māori and diverse communities	**Complete** Membership has changed dramatically since this review with a shift from 380 members to 4791 members. Code of Conduct, member moderators and new platforms are all in consideration for creating and maintaining safe spaces for members. It is unclear exactly the profile of members as of April 2025 but there is more diversity expected due to the diverse contact points new members have joined through. The upcoming member survey will help us plan more specifically into 2025/26.

5. Cultural capability

Te Kāhui Tumu	**5.1** Proactively identify issues of inequity and bias against Māori and Māori knowledge by undertaking an equity self-review process at team and individual role level where appropriate	**Complete** As part of the cultural competence programme all staff participated in during 2023/24, team and self assessment models were offered. In 25/26 there is a new cultural competency programme, a new App, Taonga to roll out and Kaimahi and Council participation in Te Tiriti visioning for Ipurangi Aotearoa.
Te Kāhui Tumu	**5.2** Systemically address identified issues of inquiry and bias against Māori and Māori knowledge through a cultural capability plan that supports transparency and awareness of areas of concern, including the use of staff self-review processes.	**Complete** Cultural Capability plan continues to address 5.2 into 2025/26. Staff engagement in Te Tiriti visioning Self and Peer review resources is being explored as part of the Taonga App
Te Kāhui Tumu	**5.3** Adequately resource organisation wide delivery of the cultural capability plan, including the use of external experts where appropriate.	**Completed** Te Amokura consultants providing support for Cultural Capability roll out in 2025/26 Taonga App founder also involved in developing resource for INZ
Te Kāhui Tumu	**5.4** Implement clear, time-bound cultural capability targets for all staff as part of team goals and individual performance appraisal processes.	**Complete** Te Tiriti o Waitangi team goals 2022/23 have been developed supported by Te Puni Maori. Annual Goal 2025/26 have Te Tiriti goals built in ensuring quarterly reporting to INZ and DNC Board

6. Scope of control and influence		
Tumu Whakarae Te Kāhui Tumu	6.1 The Tumu Whakarae | Chief Executive of InternetNZ is proactive in calling together Netsafe, the NZ Police, and other interested parties with responsibilities in the area of online harm. A **priority action** will be to collectively agree to new protocols to address the areas where no clear responsibility currently exists.	**Complete** Significant community networking including with government regulators was done toward developing the INZ Safer Online Services and Media Platforms submission in 2023/24. CEO involvement in the Independent Advisory Committee to DPMC on Mis/disinformation in 2023 also focused on building a more integrated approach to safety online and looked to giving advice to an incoming government in this regard. Government have not prioritised action in the regulation space at all regarding safety online. It remains a priority for social policy for InternetNZ. The development of a 5 year strategy for INZ Group on Malicious Use in Domain Names is the continuing opportunity for us to evolve toward a safer internet.

Building a Sustainable InternetNZ Community Fund

ITEM NO: 4.5
AUTHOR: Rose Jamieson/Catherine Fenwick
FOR: InternetNZ Board
PURPOSE: Agree a preferred approach for a sustainable Community Fund
DATE WRITTEN: 28 April 2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	The 2024/25 funding update aligns each funding stream into our strategy's Rei Kura. This report delivers on Goal 4 of the 2024/25 Strategic Goals, and is reported on in our Statements of Service Performance as part of our Annual Report.
Te Tiriti o Waitangi	This paper provides the Board with visibility of the funding levels that support 'as Māori, by Māori' groups, and outlines our learnings on place-based community-led partnerships.
Associated Document links	2024/25 Community Funding & Hapori Māori Funding

Purpose

As part of InternetNZ's budget roadmap that supports a multi-year sustained effort on business-led growth, we also need to identify how to achieve a self-sustaining Community Fund.

This paper sets out key elements for consideration in order to build a sustainable Community Fund.

Recommendation

That the Board :

- **Approve** a sustainable fund approach whereby we keep the fund at between $10,000,000 and $12,000,000 and maintain similar levels of disbursement each year to the community.
- **Approve** Sustainable Fund, Scenario 2 as the long term community funding and disbursement approach
- **Approve** the total funding envelope for the 2025/26 financial year of $1,000,000 based on Year One of Scenario 2, noting that *$460,000 of community funding to support our current strategic partners was already approved at the 21 March Council meeting and is included in the total amount.*
- **Agree** the InternetNZ Community Fund remains a part of the InternetNZ balance sheet and is managed through policy settings and annual review.

Background

In March 2024, Council agreed to carve out $11.0m of retained earnings into a Community Fund. Of that $11.0m, Council determined to allocate $1.0m in 2024/25 to community partnerships and grants, leaving $10.0m in the fund. During 2024/25 the fund's investment returned $615k, leaving a balance of $10.6m at the start of 2025/26 year.

In April 2025, we put forward a number of 10-year community funding scenarios to the Audit and Risk Committee. There was discussion on the parameters, time horizon, level of disbursement and guidelines for a policy. The Committee provided the following advice. That the fund:

- Retain a minimum of $10million and should not go below that as a baseline parameter.
- Aim to have an annual payout of 5% in the long term.
- Have a goal of 5% of revenue as the community fund contribution from the INZ Group.
- Have a goal of another 4-5% of revenue reserved in the accounts of INZ for capital costs.
- Build in a CPI adjustment of 2-4% for contributions and disbursements.

The Committee also discussed the possibility of putting stronger protections around the fund so that a simple majority of the Board would not be able to disestablish it. Legal and financial experts indicate that we would need to move the fund into a separate entity or to go through an amendment to the new Constitution in order to achieve this.

We have prepared 2 scenarios estimating the Community Fund 10-year forecast based on all this background information/feedback.

Key areas of consideration

Five specific considerations need to be resolved :

- the context, the needs we are responding to and outcomes we are striving for, in order to create a sustainable Community Fund,
- the structure of the Community Fund itself,
- implementation of the Investment Strategy as per the [Policy](#) approved in May 2024,
- the level of funding disbursement to community groups in 2025/26, and consideration of an approach in future years, and
- the identification of an approach to the allocation of operational surplus to the InternetNZ Community Fund in future years.

Community Fund Structure

Recommendation

The InternetNZ Community Fund remains a part of the InternetNZ balance sheet and is managed through policy settings and annual review.

Discussion

The central consideration for the structure of the fund is to support its use and purpose. A&R discussed scenarios of making the fund secure from potentially changing views of future Board members. No consensus was reached on whether this was a reasonable approach and if it was even possible without legal structural changes. There are key points from the operational perspective critical to the fund structure.

- We have a Board commitment to business growth and we would advise against making retained earnings funds unavailable at all to the business
- ccTLD's have historically built strong asset base because of the risk of costly litigation and this remains a consideration and could require accessing these funds
- The international environment is volatile so a policy based approach to Community Fund management with annual reviews seems pragmatic and prudent at this time.

Tax changes for not-for-profits indicated by the Government are now off the table for this year although still may be considered over the term of Government. We did get an opinion from Grant Thorton and have it in our back pocket if needed.

Investment Strategy for the Community Fund

The Investment Strategy will remain as per the Policy approved May 2024.

Policy Extracts
"The investment strategy will vary with market conditions and operational needs."

"The objective for the Short Term Fund will be OCR + 0.5% over rolling three-year periods. The objective for the Long Term Fund will be CPI + 3% averaged over five-year rolling periods."

Level of funding disbursement

Each year InternetNZ Council has allocated a set amount of funding in service of community initiatives - ranging from $0.4m to $1.4m per annum over the last 10 years - and averaging out at $1.0m per annum in the last few years. Most recently our focus has been rebalancing our partnerships and granting with a Te Tiriti lens and measuring the annual percentage of total funding provided to Māori entities or individuals. Please also see the Community Funding & Hapori Māori Funding Update for 2024/25 - Agenda item 6.5.3.

The Audit and Risk Committee provided the following advice, and these two elements have been incorporated in The Growth Scenario, **Scenario 1**.

- There should be an aim to have an annual payout from the Community Fund of 5% in the long term.
- Adjustment should be made for a CPI Increase of 2-4% for money coming in and going out. (The Reserve Bank of New Zealand (RBNZ) the mean ten-year-ahead annual inflation expectation was 2.07%).

We also looked at maintaining a disbursement level of at least $1.0m per annum and growing the amount that can be disbursed to communities, through prudent financial management of the Fund, including optimising the level of interest earned and a our approach to operational surpluses. These elements have been incorporated in The Sustainability **Scenario 2**.

Allocation of operational surpluses

The proposed approach to operational surpluses has two elements:
- An agreed base level of contribution per annum ($250k proposed)
- Injections of operational surpluses following any wholesale price increases as they flow through.

We propose that guidance should be developed for injections of operational surpluses into the Community Fund. This is due to a number of factors - the incremental flow of price increases through to revenue, the likely need for ongoing significant operational expenditure for .nz operations, and noting we are in a stagnant domain name market.

The Audit and Risk Committee provided the following advice:

- There should be a goal of setting the Community Fund contribution from the InternetNZ group to 5% of the revenue.
- There should be another 4-5% reserved in the accounts for capital costs.

Based on the current 3-year projections tabled at the March Council meeting, these goals are not achievable in the next three years (see table below).

Calculation based on A&R feedback			
As presented for Scenario 2 Budget	**2025/26**	**2026/27**	**2027/28**
	Year 1	**Year 2**	**Year 3**
Revenue forecast	14,286,969	*16,170,477*	*16,782,489*
5% fund top up - Goal	714,348	*808,524*	*839,124*
5% for capital costs - Goal	714,348	*808,524*	*839,124*
Total Operating profit Goal	1,428,697	1,617,048	1,678,249
Projected profit pre interest	(150,458)	1,063,880	1,408,950
Projected Profit post interest	202,068	*1,449,682*	*1,909,007*
Deficit to target pre interest	(1,579,155)	*(553,168)*	*(269,299)*
Deficit to target post interest	(1,226,629)	*(167,366)*	*230,758*

In order to find a starting point for the Community Fund we have developed 2 scenarios based on Audit & Risk Committee guidance, but have not included the 5% revenue goal or the 5% capital costs goal at this stage.

2025/26 Community Fund allocation

The Community Fund total stands at $10.6m at present. We propose to:

- contribute $250,000 from operations
- assume $500k as the interest expected from this year (2025/26)
- distribute $1,000,000

Future Steps

1. We will develop guidance for the use of operational surpluses.
2. We will annually review and adjust based on revenue, interest earned, and operational priorities.

Community Fund Forecast	Scenario 1	The Growth Scenario								CPI	2.07%
2026-2036		5% of Fund distributed									
		Operational Surpluses based on two-prong approach									
Year	**2025-2026**	**2026-2027**	**2027-2028**	**2028-2029**	**2029-2030**	**2030-2031**	**2031-2032**	**2032-2033**	**2033-2034**	**2034-2035**	**2035-2036**
Average Rate of Return	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%
Interest	543,866	556,366	596,624	637,716	651,009	664,576	708,237	752,802	767,229	781,956	829,306
Guaranteed Contribution INZ	250,000	255,175	260,457	265,849	271,352	276,969	282,702	288,554	294,527	300,624	306,846
INZ Surplus estimates		550,000	561,385			596,247	608,589			646,383	659,763
Funds Recieved	**793,866**	**1,361,541**	**1,418,466**	**903,565**	**922,360**	**1,537,792**	**1,599,528**	**1,041,356**	**1,061,756**	**1,728,962**	**1,795,915**
Disbursement											
5% of Fund	543,866	556,366	596,624	637,716	651,009	664,576	708,237	752,802	767,229	781,956	829,306
Movement	250,000	805,175	821,842	265,849	271,352	873,216	891,291	288,554	294,527	947,006	966,609
Balance Sheet											
Opening	$10,877,310	$11,127,310	$11,932,485	$12,754,327	$13,020,176	$13,291,527	$14,164,743	$15,056,034	$15,344,588	$15,639,115	$16,586,121
Movement	$250,000	$805,175	$821,842	$265,849	$271,352	$873,216	$891,291	$288,554	$294,527	$947,006	$966,609
Closing	**$11,127,310**	**$11,932,485**	**$12,754,327**	**$13,020,176**	**$13,291,527**	**$14,164,743**	**$15,056,034**	**$15,344,588**	**$15,639,115**	**$16,586,121**	**$17,552,731**

Community Fund Forecast	Scenario 2	The Sustainability Scenario								CPI	2.07%
2026-2036		$1,000,000 total distributed via Partnerships , Funding rounds									
		Operational Surpluses based on two- prong approach									
Year	**2025-2026**	**2026-2027**	**2027-2028**	**2028-2029**	**2029-2030**	**2030-2031**	**2031-2032**	**2032-2033**	**2033-2034**	**2034-2035**	**2035-2036**
Average Rate of Return	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%	5%
Interest	543,866	533,559	549,460	565,934	554,354	541,369	556,704	572,563	557,908	541,625	555,932
Baseline Contribution	250,000	255,175	260,457	265,849	271,352	276,969	282,702	288,554	294,527	300,624	306,846
INZ Surplus estimates		550,000	561,385			596,247	608,589			646,383	659,763
Funds Recieved	**793,866**	**1,338,734**	**1,371,303**	**831,783**	**825,705**	**1,414,584**	**1,447,995**	**861,117**	**852,435**	**1,488,631**	**1,522,541**
Disbursement											
Total Funding Expenses	**1,000,000**	**1,020,700**	**1,041,828**	**1,063,394**	**1,085,407**	**1,107,875**	**1,130,808**	**1,154,215**	**1,178,107**	**1,202,494**	**1,227,386**
Movement	-$206,135	$318,034	$329,474	-$231,612	-$259,701	$306,710	$317,188	-$293,098	-$325,672	$286,137	$295,155
Balance Sheet											
Opening	$10,877,310	$10,671,176	$10,989,209	$11,318,683	$11,087,072	$10,827,370	$11,134,080	$11,451,268	$11,158,170	$10,832,498	$11,118,634
Movement	-$206,135	$318,034	$329,474	-$231,612	-$259,701	$306,710	$317,188	-$293,098	-$325,672	$286,137	$295,155
Closing	**$10,671,176**	**$10,989,209**	**$11,318,683**	**$11,087,072**	**$10,827,370**	**$11,134,080**	**$11,451,268**	**$11,158,170**	**$10,832,498**	**$11,118,634**	**$11,413,790**

President Report

AUTHOR: Stephen Judd, President

PURPOSE: To provide a report back to Council on the President's activities between February 2025 and May 2025

Governance

Board meeting for May

- Review of agenda
- Preparation

Constitution Review

We have a new constitution. In a gratifying conclusion to a long process, the society's future is secured by meeting legal obligations, rules and governance are modernised, and addressing the issues raised in the strategic racism review.

The last two months leading up to the special general meeting were marked by controversy. I would like to thank my fellow Councillors (now Board members), staff and the co-design group for their hard work and commitment during this period.

Meetings and events

Key stakeholder meetings

As opportunities arise I continue to meet peers in organisations that share InternetNZ interests. In February I was pleased to meet the new Chair of Netsafe and we look forward to developing our relationship.

Chief Executive meetings

Anjum and I continue to meet regularly with Vivien to stay on top of important projects and issues.

DigiTech Ecosystem Strategic Alignment Wānanga

Along with two general managers I participated in this event convened by Te Hapori Matihiko. Many senior representatives from other organisations we work with were also there. This event made evident both the number of organisations

whose work complements or intersects with the work of InternetNZ, and the opportunities for co-operation in digital equity work and in advancing the interests of the local technology sector.

Product Standing Report

AUTHOR:	Tim Johnson, Tumuwhanake
	General Manager, Customer and Product
REPORTING PERIOD:	1 February 2025 to 30 April 2025
DATE WRITTEN:	1 May 2025

Recommendation

THAT Council **receive** the report.

Systems performance

DNSSEC best practice settings updates and ZSK rollover activities on standby signing chains were successfully completed without service interruptions or incidents.

DNS availability:

.nz DNS Servers were available 100% of the time for the monitoring period.

Registry services availability:

The Registry services were fully operational throughout the monitoring period.

Domain name transactions

In the reporting period, domains under management (DUM) count and other transaction trends are consistent with our long-term seasonal patterns.

The domain renewal graph shows an annual drop in renewals over the November-December period. This drop is related to switching from monthly to annual domain renewals when the new registry system IRS went live on 1 November 2022. This drop is not concerning and does not show a lower overall renewal rate.

DUM: 12 months view

2024-5	2024-6	2024-7	2024-8	2024-9	2024-10	2024-11	2024-12	2025-01	2025-2	2025-3	2025-4
747010	746566	748181	749570	750832	751388	751084	749898	749042	750598	750909	
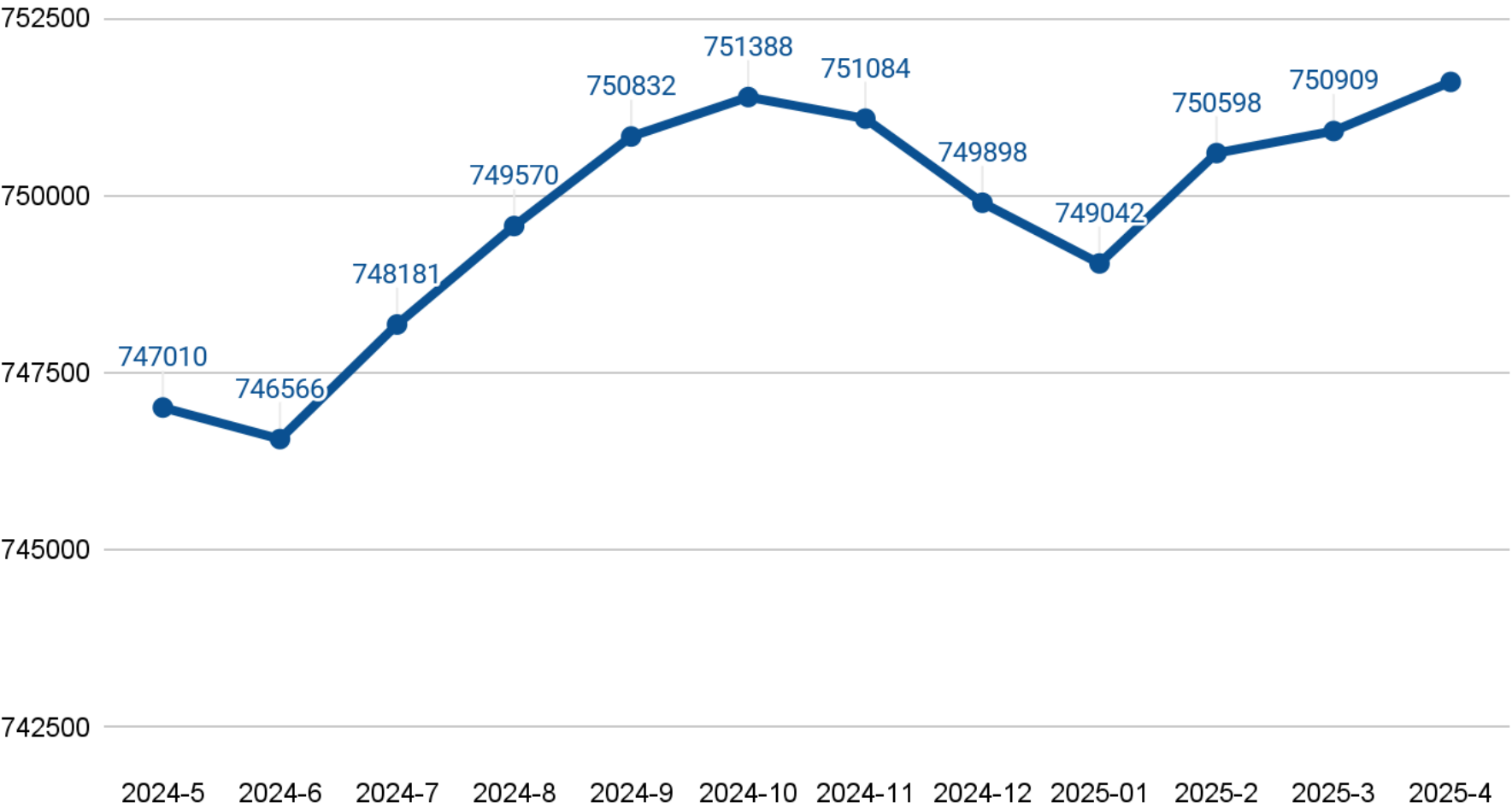
DUM count, 2017-2025
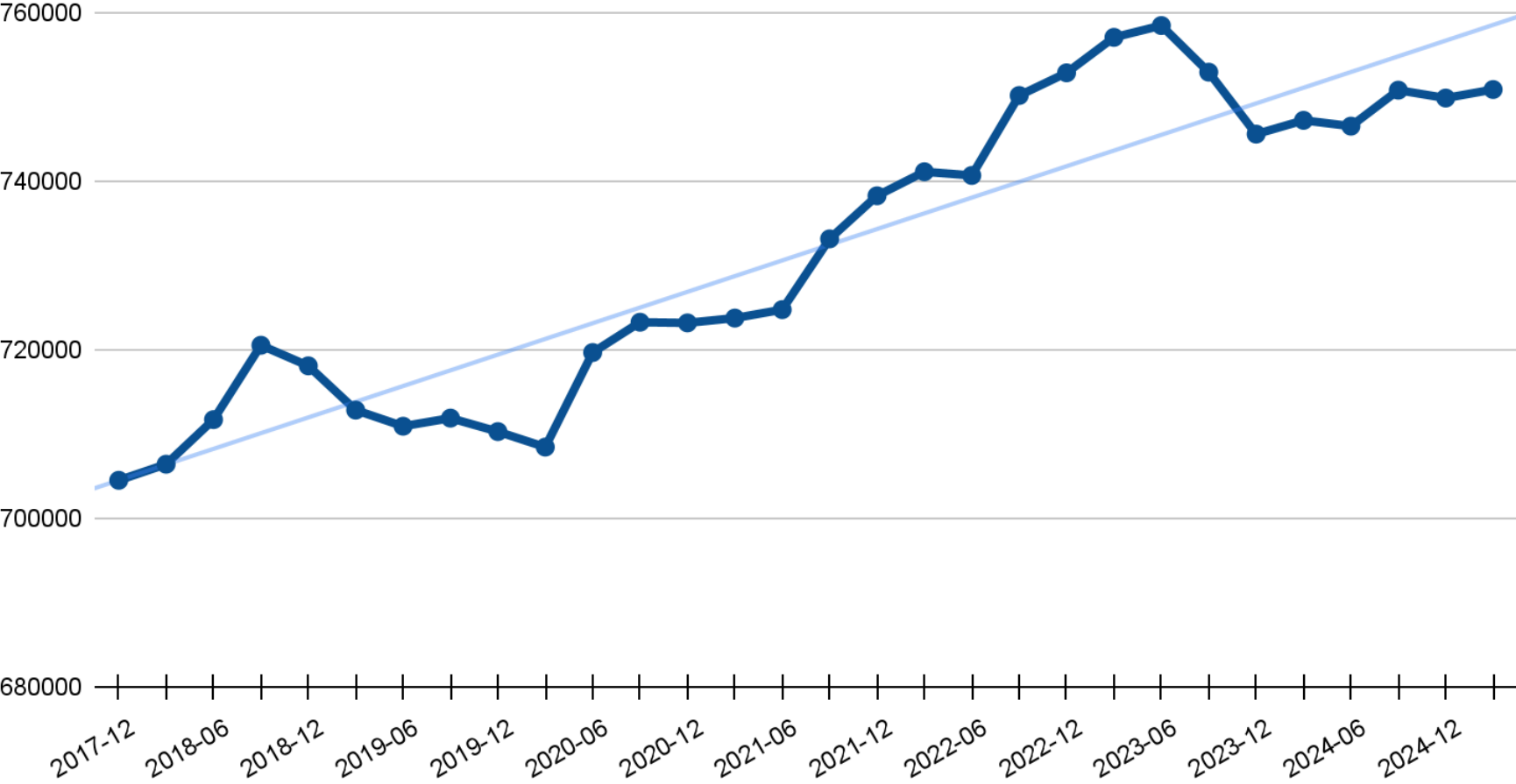
Monthly domain creates, 2022-2025
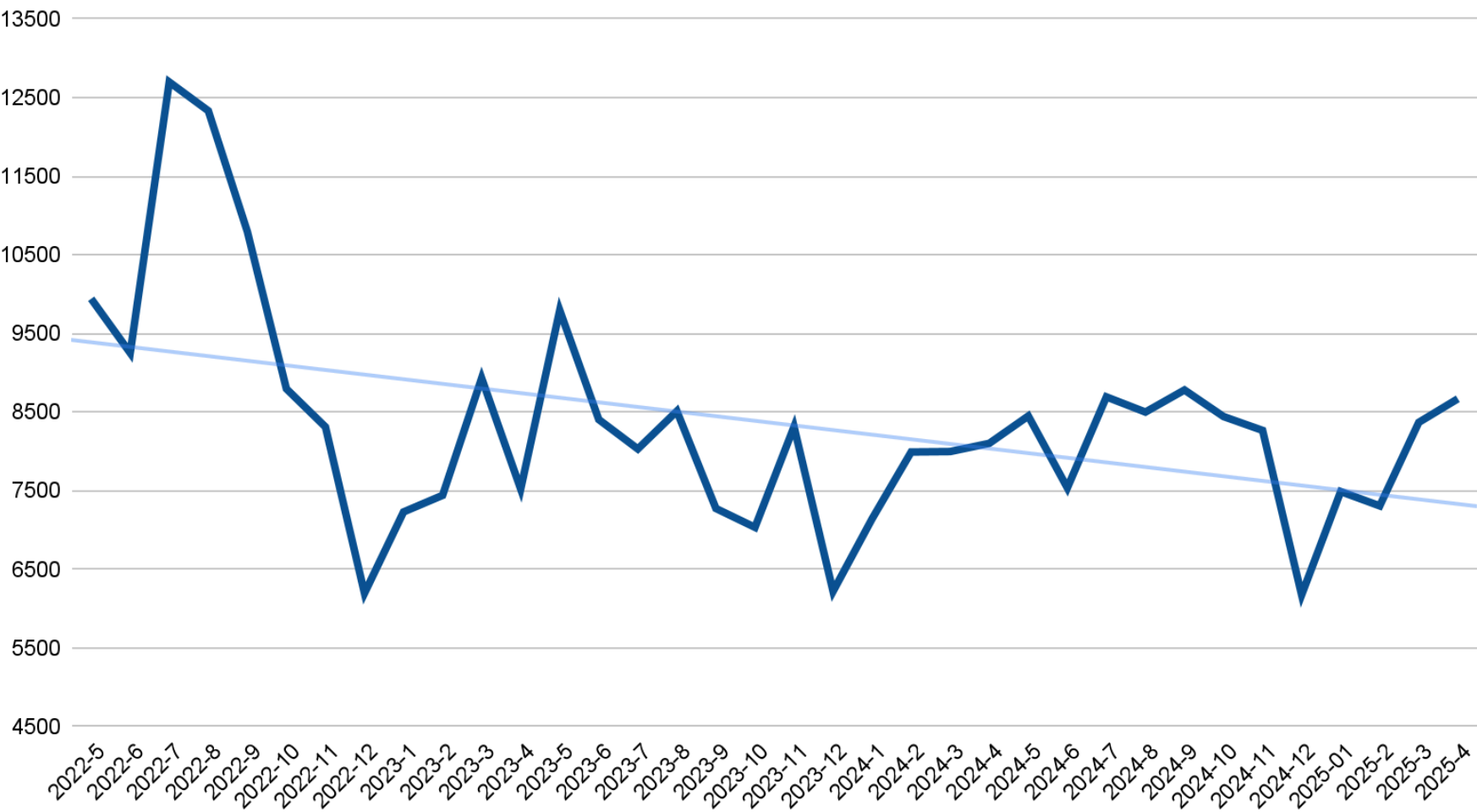
Monthly domain renewals, 2022-2025
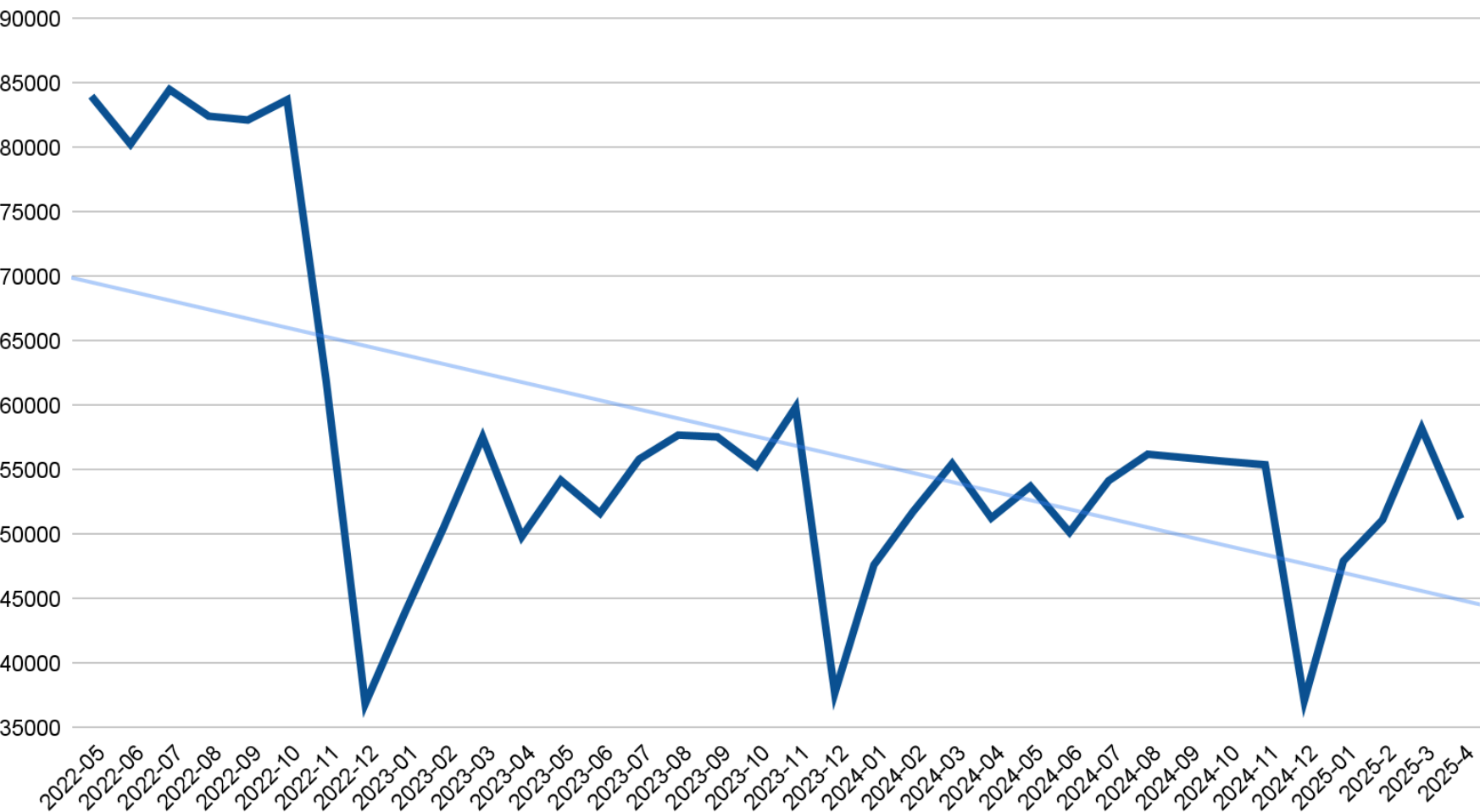
Creates vs cancels, 2022-2025
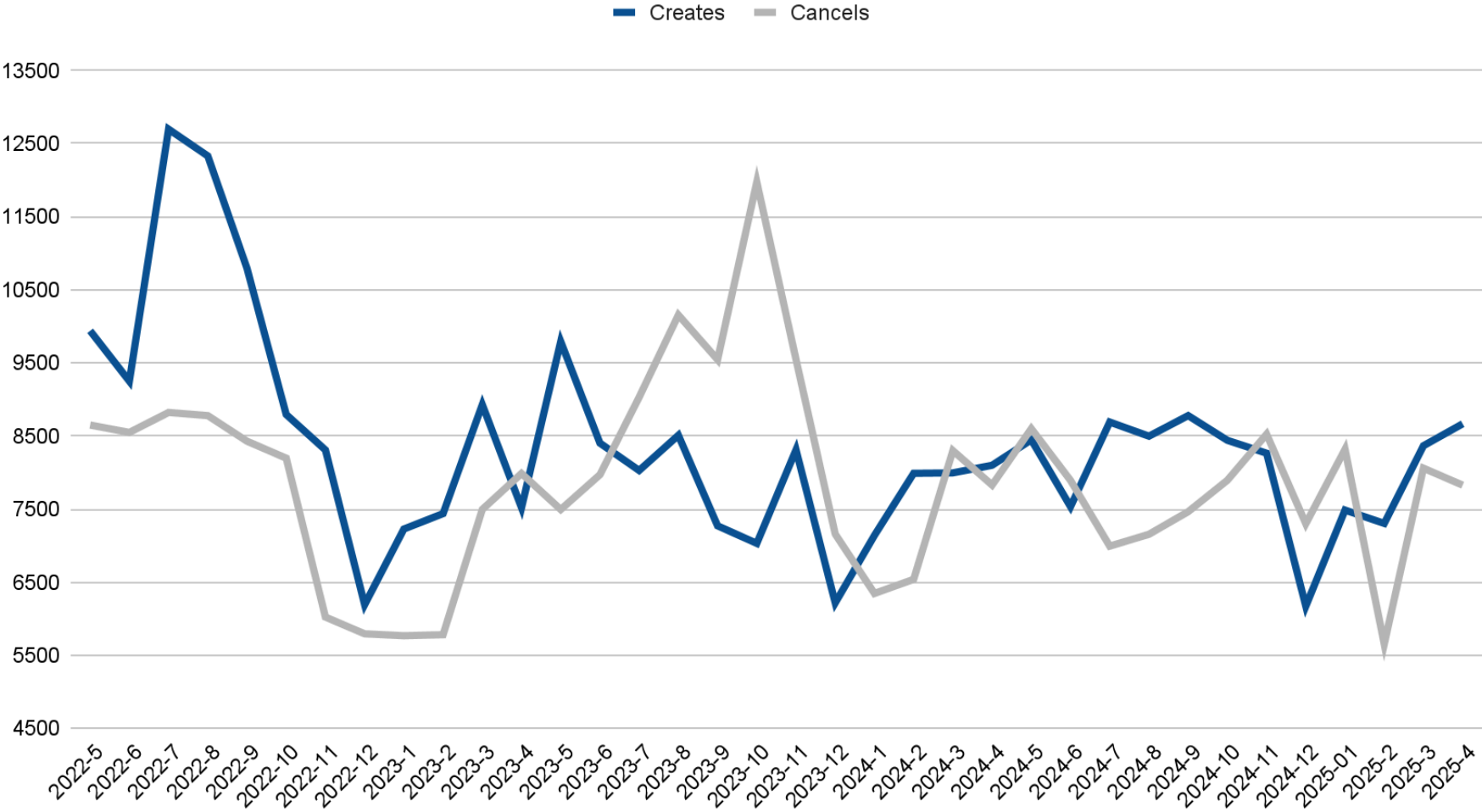
Broadband Map

The following graphs provide information on the number of address searches that have occurred over the last 12 months. An address search is triggered when a member of the public or a registered API user inputs an address to find out the broadband connectivity options at that location.

Broadband Map Data use, total, 12 months view
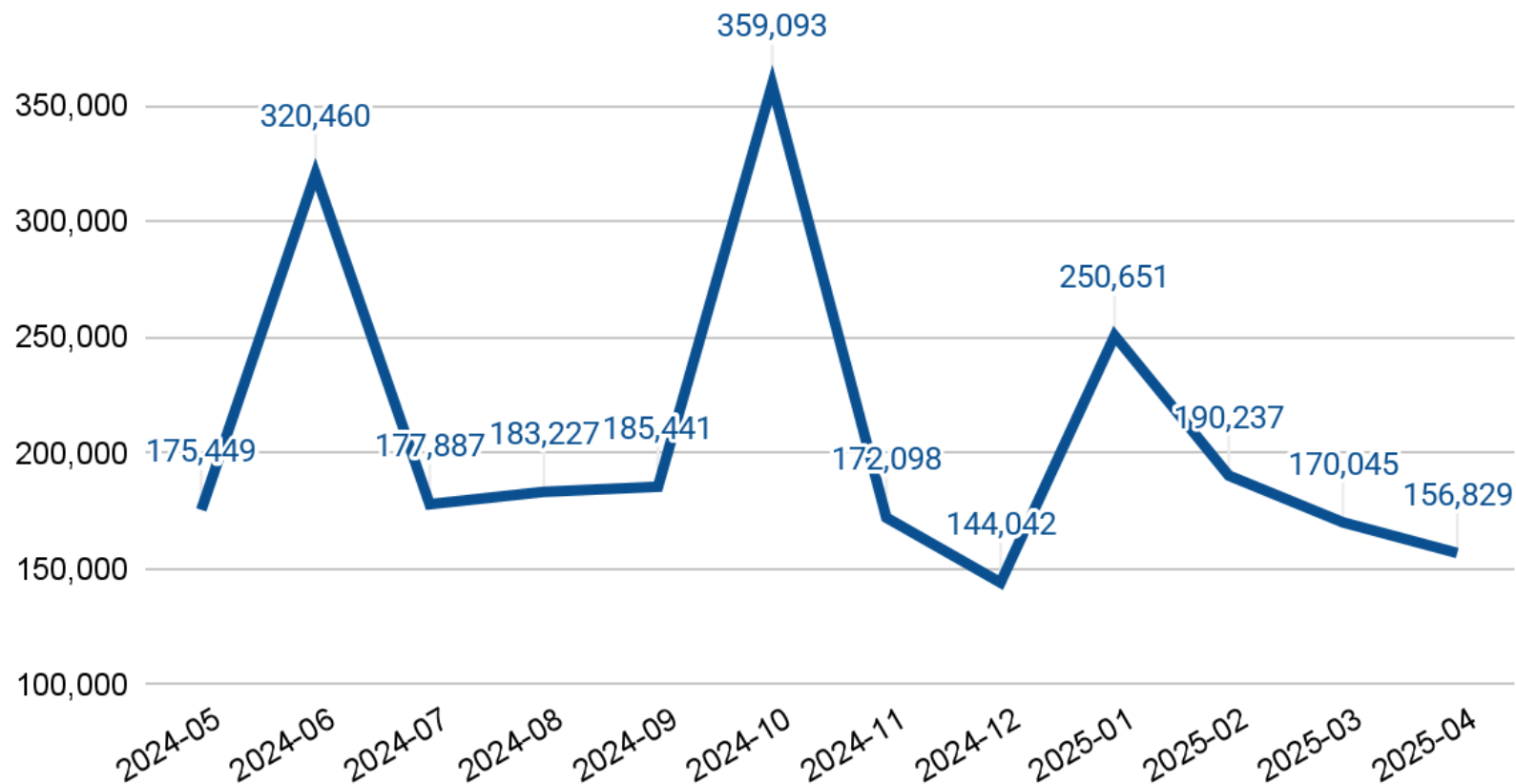
Broadband Map data use, by type, 2024-2025

Legend: Widget Plugin · BBM Website · Customer APIs
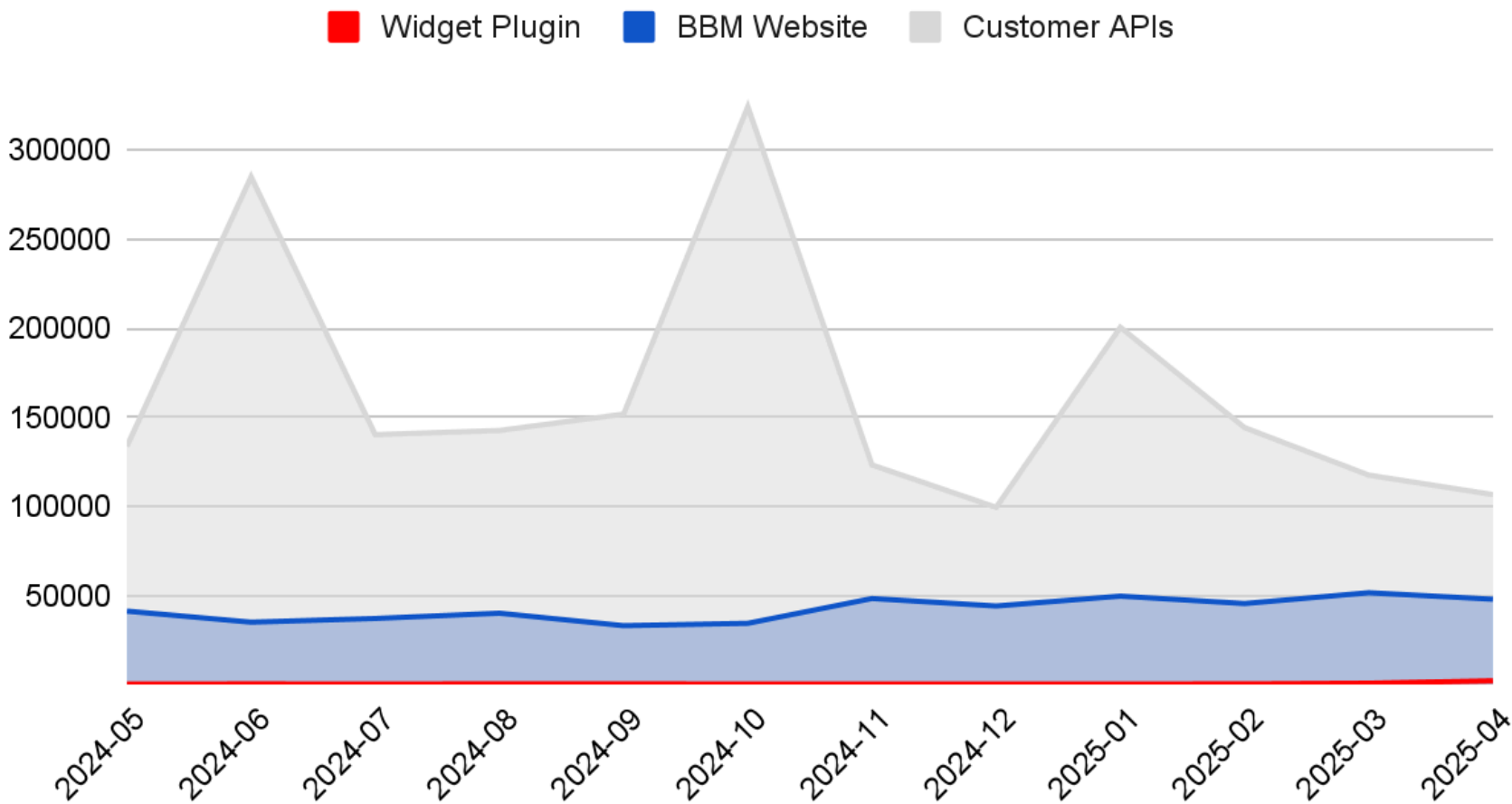
Audit and Risk Committee

AUTHOR: Anjum Rahman, Chair
FOR: Audit and Risk Committee Report back to Board
REPORT: December 2024 to April 2025

Report back to Council

The Audit and Risk Committee held their meeting on 1 April 2025. The meeting was delayed due to the SGM on 31 March 2025.

The following Agenda items were discussed:

- The Committee met with the auditors to discuss scope of work. Discussion focused on revenue items, and the auditors talked through the IRS system, the testing process and the internal control system. There was also some discussion about visibility of grants made, with this being reported through the Statement of Service Performance. Auditors clarified that they do not review the decisions made, but rather the controls and delegated authorities around grant-making.
- The Committee reviewed the Engagement Letter and the Required Enquiries of management and TCWG, and recommends that the Board approve these for signing. The only new item this year is a new Financial Standard around the Statement of Service Performance.
- There was discussion on the parameters, time horizon, level of disbursement and guidelines for a policy. With several scenarios presented, the Committee provided the following advice:
    - The fund should have a minimum of 10 million and shouldn't go below that.
    - There should be an aim to have a payout of 5% from the fund in the long term.
    - There should be a goal of setting the community fund contribution from the INZ group to 5% of the revenue.
    - There should be another 4-5% to be reserved in the accounts for capital costs.
    - Adjustment should be made of a CPI Increase of 2-4% for money coming in and going out.

    The Committee also discussed the possibility of putting stronger protections around the fund, so that a simple majority of the board would not be able

to disestablish it. The only options available to do this are to move the fund into a separate entity or to go through an amendment to the new constitution.

- The audit tender process has begun and three proposals have been received. There was agreement that all three firms should be interviewed.
- As part of the Health and Safety review, the Committee recommended that the Code of Conduct be reviewed, particularly to add emails. Also that the Board should be involved in a debrief session on the Constitutional review, as well as decision-making and preparation around the SGM.

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

- That the Engagement Letter and Required Enquiries of the TCWG be signed by the Chair of the Audit and Risk Committee.

Recommendations

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

Governance and CE Review Committee

AUTHOR: Stephen Judd, Chair
FOR: Board
REPORT: April 2025

Report back to Council

The Governance and CE Review Committee held their meeting on April 17th, 2025.

Since the adoption of the new constitution, related governance documents need to be updated to reflect changes between the previous and current constitutions. The Committee reviewed proposed changes to the Board (formerly Council) Charter and by-laws and identified a number of areas for further work. These draft documents will come to the Board for approval in due course.

This discussion also raised the need to clarify the status of other "rules" such as our code of conduct.

The CE presented an update on development of the InternetNZ five year strategy. Much larger membership presents us with new challenges in gathering member input into the strategy process: the range of views in new members is unknown, and the much larger number of members makes extensive consultation more challenging. We discussed different approaches to consulting members.

COUNCIL MEETING MINUTES

Status: [Draft to be ratified]

Date: 21 March 2025 / 9:00am

Present:
Stephen Judd (President), Anjum Rahman (Vice President), Whetū Fala, Richard Hulse, Kate Pearce, Anthony Bow, Jeff Montgomery, Potaua Biasiny-Tule, Kris Dempster-Rivett and Daniel Spector.

In attendance:
InternetNZ: Vivien Maidaborn (Tumu Whakarae | CE), Tim Johnson, Hinemaua Rikirangi, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Members observing: Three members.

Apologies: Alpana Roy

Meeting opened: 9:33am

Section 1 — Meeting Preliminaries

1.1   Council only (in committee)

1.2   Council and CE alone time (in committee)

1.3   Karakia and apologies

The President opened the meeting at 9:33am and welcomed members to observe the meeting, noting there were some confidential items on the agenda when members would be asked to leave the meeting.

Cr Bow led the Council with Karakia.

Section 2 — Strategic Priorities

2.1	**SGM Discussion**
	The CE opened discussion on the upcoming Special General Meeting (SGM) scheduled for 31 March 2025, called by Council to adopt the Proposed Constitution of Internet New Zealand Incorporated, noting recent legal advice and FAQ update on the website.
	Council discussed the voting process, members eligible to vote and noted that Rule 10 of Schedule 1 of the Incorporated Societies Act 2022 provides for a simple majority in passing the new Constitution.
	Council noted that members eligible to vote are invited into a Zoom room and that new members ineligible to vote are invited to observe the meeting via a separate live video stream.
	Council discussed appointing a facilitator to support the Chair of the meeting, and the value of preparing a rule of order for discussion at the SGM.
	AP02/25: The CE to prepare a rule of order for the SGM discussion and seek feedback from the President, that may include: • A time limit for speakers. • Requirement for balance; e.g. if one speaker is 'against', then allow one speaker 'for', and advise speakers if their point has already been made. • A maximum number of speakers. • Invite speakers to raise hand (in Zoom) and speakers selected from the queue.

Section 3 — Matters for Decision

3.1	**InternetNZ Group Strategic Goals 2025/26**
	The CE introduced the strategic annual goals for 2025/2026, noting Council's request at the February meeting for measures that reflect the outcomes intended and to be quantifiable where possible.
	Council sought clarification and changes to goal measures including: • In Goal 1, *'Malicious use'* is a more appropriate term than *'disrupting abuse'* and typically applies to fake webshops set up for malicious purposes. • That Goal 5 measure *'endorsement of Māori sector investment objectives'* is procedural and should be moved into the operational work programme. • The CE drew Council's attention to the new measure in Goal 4 where we offer members of INZ *"no less than 6 engagement opportunities across 2025/26 in core InternetNZ work"*, and to adapt as we learn what members want.

Council noted that we have chosen to include Te Tiriti elements within each goal and set of measures, to emphasize this work is integrated across all areas of the organisation as appropriate.

Council further enquired about the ability of the organisation to deliver on the goals and measures noting the risk to capacity if the Proposed Constitution is not adopted at the SGM.

The CE responded that significant ongoing Constitutional Review work over April, May and June would set back the work programme and this needs to be assessed and adjusted for, as the year unfolds.

RN19/25 That Council **approve** the 2025/2026 Strategic Goals, subject to the changes discussed.

(President Judd / Cr Bow)
CARRIED U

[InternetNZ Group Strategic Annual Goals 2025/26 - Council Amended 21 March 2025](#)

Members left the meeting for Council discussion on confidential items.

3.2	**2025/26 Budget** (Confidential) The CE introduced the proposed 2025/26 budget, balancing short-term needs with our long term business vision, noting that it should be read alongside the strategic goals for 2025/26. The budget paper covers the operational budget, and an initial budget allocation for community funding. The overall approach and proposed budget for the Community Fund will be presented at the May 2025 Council meeting. Council discussed budget elements including capital expenses, community funding and a wholesale price increase in .nz domain name to ensure ongoing sustainability of operations. Cr Montgomery and Te Kahui Tumu staff left the meeting at 11:00am. Council explored how the aspirations of Te Komiti Whakauru Māori (as a committee of Council) for progress on the deliverables in Ngā Pae are met through budget allocation in 2025/26. It was agreed the CE and Te Komiti would meet and explore the allocated budget, what this includes, and consider how any gap in resources or outcomes might be managed. This may include reallocation of the underspent budget in 2025/26 or referral to the new strategic planning process. Council reviewed a 3 year financial projection and considered options for an increase in the wholesale price of .nz in three budget scenarios,

agreeing Scenario 2 as recommended.

Council noted that communication of the price increase should consider that:
- This is the first price increase since 2020, and as the annualised increase is quite reasonable, Council suggest communicating a % increase year on year over the past 5 years.
- The organisation has been absorbing increasing costs of operations.
- The price increase allows us to continue to support community funding.
- The impact of a price increase on the revenue of InternetNZ Group is spread over 10 years, with the main benefits in years 2 and 3.

RN20/25 That Council **approve** for 2025/26 an operational expenditure budget limit of **$15,068,978** and capital expenditure of **$454,104.**

RN21/25 That Council **note** the Revenue target of **$14,918,520.**

RN22/25 That Council **approve $460,000** of community funding to support our current strategic partners pending decisions about the Community Fund at the May Council meeting.

(President Judd / Vice President Rahman)
CARRIED U

AP03/25: The CE and Te Komiti Whakauru Māori to meet and explore the allocated budget, what it includes, and consider how any gap in resources or outcomes might be managed.

3.3	**DNC Company Plan 2025/26**

The InternetNZ Group CE and Chair of Domain Name Commission recommended the DNC management fee for 2025/26 to Council.

Council discussed the travel budget and noted the intent to review travel policy. Council also discussed the reserves policy and use of interest to preserve a buffer for response in the case of international litigation.

The CE noted that the DNC organisation restructure and recruitment is completed.

RN23/25 That Council **receive** the DNC budget for FY 2025/26 with three year projection.

RN24/25 That Council **approve** the DNC Management fee for 2025/26 at $1,699,500.

(President Judd / Cr Dempster-Rivett)
CARRIED U

Section 4 — Consent Agenda

4.1	**Minutes of the previous meeting** **RN25/25** That Council **approve** the minutes of 14 February 2025. (President Judd / Cr Spector) **CARRIED U**
4.2	**E-vote Ratification** **RN26/25** That Council **approve** the Evote 04032025a. Evote 04032025a That Council approve the distribution of the proposed constitution to members. (Cr Pearce / Vice President Rahman) **CARRIED U**

Section 5 — Other Matters

5.1	**CONTINGENCY (for any overflow)**
5.2	**Matters for communication — key messages**
5.3	**General business**
5.4	**Meeting review**
5.5	**Meeting close (karakia or waiata)**

E-Vote Ratification

Recommendation

That the Board **ratify** the e-votes.

There have been three e-votes conducted since the last Council Meeting:

Evote:	Motion:	For:	Against	Abstain:
27032025	That Council approve that from 1 July 2025 the fixed wholesale fee for each .nz domain name is $22.00 [price] (excluding GST) per year and that this price increase be reflected in clause 7.3.1 of the .nz Rules effective on 1 July 2025.	President Judd (Move) Vice President Rahman (Second) Cr Roy Cr Bow Cr Spector Cr Montgomery Cr Pearce Cr Dempster-Rivett Cr Biasiny-Tule Cr Hulse Cr Fala		
03042025	That the Audit Engagement Letter for the year ended 31 March 2025 (attached) is accepted and approved for signing by the A&R Chair. THAT the Required Enquiries from TCWG (attached) is accepted and approved for signing by the A&R Chair.	Cr Bow (Move) Cr Montgomery (Second) President Judd Vice President Rahman Cr Roy Cr Spector Cr Pearce Cr Dempster-Rivett Cr Biasiny-Tule Cr Hulse Cr Fala		

04042025	That the Board nominate Catherine Fenwick, Tumutaumatua | General Manager Organisational Performance as Contact Person to the Registrar of Incorporated Societies.	Vice President Rahman (Move) Cr Dempster-Rivett (Second) President Judd Cr Roy Cr Bow Cr Spector Cr Montgomery Cr Pearce Cr Biasiny-Tule Cr Hulse Cr Fala		

Group
financial
statements

to the quarter ended 31 March 2025

Table of Contents

Introduction

Here is the Year to date to March report for InternetNZ Group for the 2024/2025 financial year. We 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 Board 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.

2

INZ Group Consolidated Income Statement – Operational

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Internet New Zealand Group **Consolidated Income Statement** **Year to date (YTD) 31 March 2025**									
Income - Operating									
Registry Fees		13,384,410	13,602,942	(218,532)	-2%	13,384,410	13,602,942	(218,532)	-2%
Broadband Map		40,699	59,000	(18,301)	-31%	40,699	59,000	(18,301)	-31%
Sundry Income	1 (a)	162,875	701,497	(538,622)	-77%	445,962	982,280	(536,318)	-55%
Total Operating Income		**13,587,985**	**14,363,439**	**(775,454)**	**-5%**	**13,871,071**	**14,644,222**	**(773,151)**	**-5%**
Income - Investments									
Interest		314,735	460,000	(145,265)	-32%	274,757	420,000	(145,243)	-35%
Total Investment Income		**314,735**	**460,000**	**(145,265)**	**-32%**	**274,757**	**420,000**	**(145,243)**	**-35%**
Less Direct Expenses									
Domain Name Commission Fee	2 (a)	-	-	-	-	1,650,000	1,650,000	-	0%
.nz Costs		2,033,857	2,182,489	148,632	7%	2,033,857	2,182,489	148,632	7%
Other		83,877	100,760	16,883	17%	83,877	100,760	16,883	17%
Total Direct Expenses		**2,117,734**	**2,283,249**	**165,515**	**7%**	**3,767,734**	**3,933,249**	**165,515**	**4%**
Less Other Expenses									
Audit		52,955	45,500	(7,455)	-	40,505	33,000	(7,505)	-
Amortisation & Depreciation		334,663	338,212	3,549	1%	269,586	272,764	3,178	1%
Registrar Engagement		38,921	70,500	31,579	45%	33,421	65,000	31,579	-
Communications		84,624	107,057	22,433	21%	27,709	50,000	22,292	-
Community Engagement		288,298	710,145	421,847	59%	288,298	710,145	421,847	59%
Domain Name Commission		183,226	185,792	2,566	1%	-	-	-	-
Employment		7,560,070	7,732,754	172,684	2%	6,769,185	6,917,736	148,551	2%
Governance		462,719	475,439	12,720	3%	417,751	428,464	10,713	3%
International		369,881	372,508	2,627	1%	295,402	297,792	2,390	1%
Legal		170,744	170,500	(244)	0%	65,010	59,500	(5,510)	-9%
Operational		1,978,661	2,016,658	37,997	2%	1,921,145	1,949,110	27,965	1%
Projects		9,900	9,900	-	0%	-	-	-	-
Security		28,658	112,050	83,393	74%	28,658	112,050	83,393	74%
Total Expenses		**11,563,321**	**12,347,015**	**783,694**	**6%**	**10,156,670**	**10,895,561**	**738,891**	**7%**
Net Operating Profit (Loss) Before Tax		**$221,664**	**$193,175**	**$28,489**	**15%**	**$221,424**	**$235,412**	**($13,988)**	**-6%**

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 ($311,886) to INZ
2 (a) The DNCL fee paid by INZ ($1,650,000) 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

	Notes	Internet New Zealand Group Consolidated Income Statement - Function Based Year to date (YTD) 31 March 2025							
	Notes	Group	Group	+/-	+/-	Parent	Parent	+/-	+/-
		YTD	Budget	$	%	YTD	Budget	$	%
Income - Operating									
Domain Name Commission - Sundry		68,778	71,103	(2,325)	-3%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)		13,482,809	13,994,586	(511,777)	-4%	13,482,809	13,994,586	(511,777)	-4%
Te Puni Whiria (Public Impact)		72,547	337,450	(264,903)	-79%	91,447	356,350	(264,903)	-74%
Te Puni Raupa (Organisational Performance)		278,585	420,300	(141,715)	0%	571,572	713,286	(141,714)	-20%
Total Operating Income		**13,902,719**	**14,823,439**	**(920,720)**	**-6%**	**14,145,828**	**15,064,222**	**(918,394)**	**-6%**
Less Activity Expenditure									
Domain Name Commission	2 (a)	1,406,651	1,451,454	44,803	3%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a)	5,280,778	5,625,431	344,653	6%	6,930,778	7,275,431	344,653	5%
Te Puni Whiria (Public Impact)	3 (a)	2,362,327	2,788,388	426,061	15%	2,362,327	2,788,388	426,061	15%
Te Puni Māori		607,395	630,369	22,974	4%	607,395	630,369	22,974	4%
Te Puni Raupa (Organisational Performance)		4,023,905	4,134,622	110,717	3%	4,023,905	4,134,622	110,717	3%
Total Expenses		**13,681,055**	**14,630,264**	**949,209**	**6%**	**13,924,404**	**14,828,810**	**904,406**	**6%**
Net Operating Profit (Loss) Before Tax		**$221,664**	**$193,175**	**$28,489**	**15%**	**$221,424**	**$235,412**	**($13,988)**	**-6%**

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($311,886) to INZ
2 (a) The DNCL fee paid by INZ ($1,650,000) to DNCL.
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

	GROUP	INZ	DNCL
Internet New Zealand Group **Statement of Movements in Equity** **Year to date (YTD) 31 March 2025**			
Equity at start of period			
Opening Retained Earnings	931,375	545,528	385,847
Shares Subscribed	-	-	580,000
	931,375	545,528	965,847
Net Profit (Loss) After Tax	221,664	221,424	241
Equity at end of period	**$1,153,039**	**$766,952**	**$966,087**

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 10 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 $545,528.

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.

5

INZ Consolidated Balance Sheet – Operational

		Internet New Zealand Group		
		Balance Sheet		
		As at 31 March 2025		

	Notes	GROUP	INZ	DNCL
Current Assets				
Cash and Cash Equivalents		8,730,783	7,675,924	1,054,859
Managed Funds		-	-	-
Other Current Assets		2,310,138	2,269,156	40,981
Total Current Assets		11,040,921	9,945,081	1,095,840
Non-current Assets				
Property, Equipment & Software		3,198,201	2,826,512	371,690
less: Accumulated Depreciation		(1,449,684)	(1,173,596)	(276,089)
Intangible Assets		4,235,003	4,235,003	-
less: Amortisation		(1,743,836)	(1,743,836)	-
Investments		-	-	-
Shares and Loans	**5 (a)**	-	580,000	-
Total Assets		15,280,606	14,669,164	1,191,441
Less Liabilities:				
Deferred Income		11,443,656	11,443,656	-
Trade and Other Payables		2,683,910	2,458,556	225,354
Total Liabilities		14,127,566	13,902,212	225,354
Net Assets		**$1,153,040**	**$766,952**	**$966,087**
Represented By:				
Current Year Earnings		221,664	221,424	241
Retained Earnings	**4 (a)**	931,375	545,528	385,847
Share Capital	**5 (a)**	-	-	580,000
Total Equity		**$1,153,039**	**$766,952**	**$966,087**

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.

6

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

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

7

Summary reporting by functional areas of expenditure - Operational

INZ Group Revenue Analysis to the Period ending 31 March 2025

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	13,384,410	13,602,942	(218,532)	96.3%
BBM	40,699	59,000	(18,301)	0.3%
Sundry - Membership	3,797	6,269	(2,472)	0.0%
Sundry - Misc.	473,813	1,155,228	(681,415)	3.4%
Total Operating Revenue	**13,902,719**	**14,823,439**	**(920,720)**	**100%**

- The accounts report Total Operating revenue of $13,903,719 YTD March up by $194,355 from the same period last year. Revenue from Registry fees grew by .5% over the year leaving a shortfall to budget of over $200k,

- Several key factors have contributed to the year-to-date negative variance in Misc Revenue of $681,415. Notably, the Nethui project was postponed, and we had budgeted sponsorship revenue $260,000 for. Also delays in wholesale registry fees (.tk) of approx $200,000 and interest income fell short by $145,000

INZ Group Expenditure Analysis by Function to the Period ending 31 March 2025

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission 1 (a)	1,406,651	1,451,454	44,803	10.3%
Te Puni Whakawhanake Rawa/Cust & Prod	5,280,778	5,625,431	344,653	38.6%
Te Puni Whiria/Public Impact	2,362,327	2,788,388	426,061	17.3%
Te Puni Maori	607,395	630,369	22,974	4.4%
Te Puni Raupa/Organisational Performance	4,023,905	4,134,622	110,717	29.4%
Total Operating Expenditure	**13,681,055**	**14,630,264**	**949,209**	**100.0%**

Notes:
DNCL expenditure excludes
1 (a) GSE paid by DNCL ($311,886) to INZ

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.
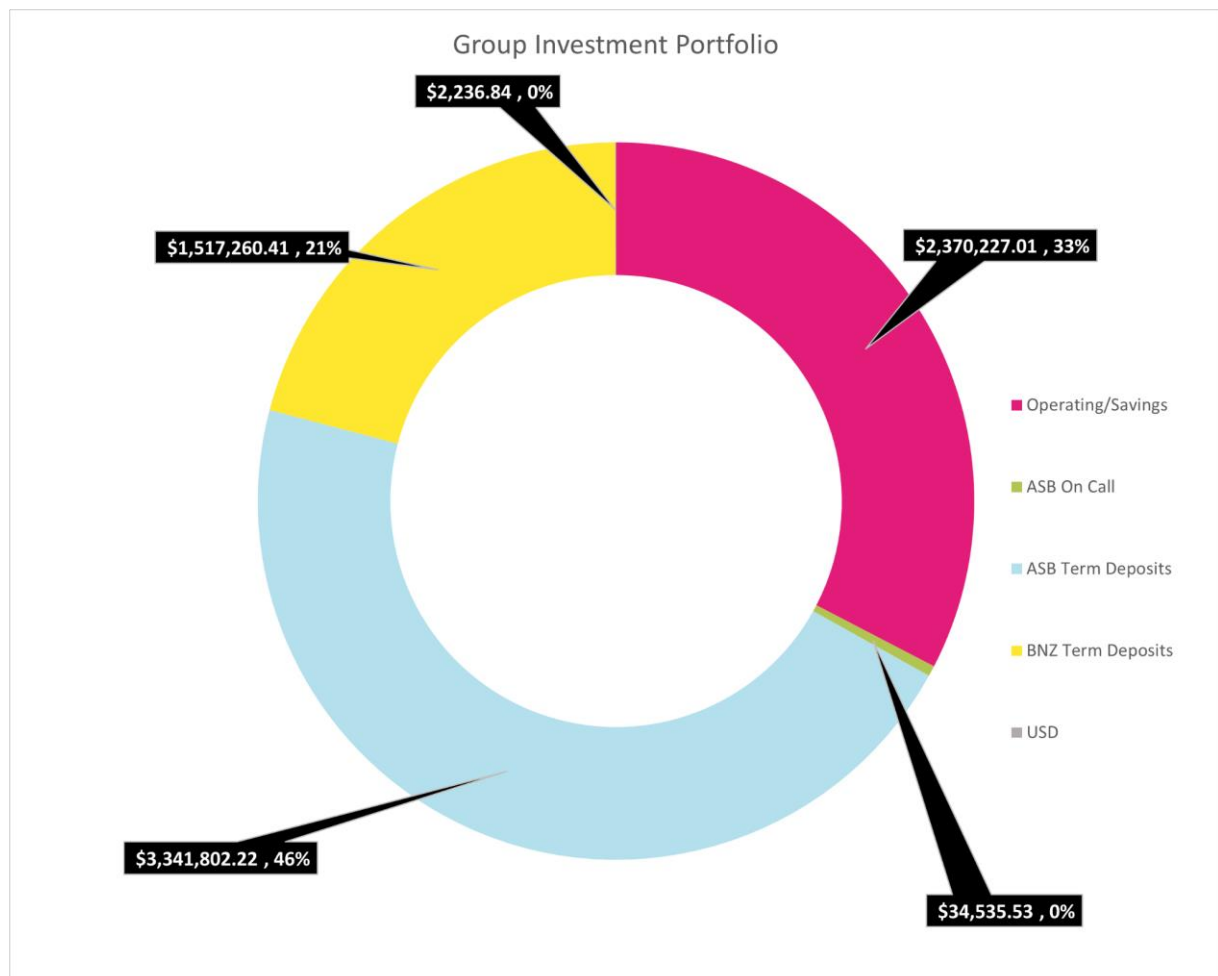
8

Underspend variances arise from several factors, with the key contributor being Nethui was postponed and we have budgeted costs of at $385,000 unspent.

Additionally savings were made in the following areas against budget
- Employment costs - $148,000
- Cost of Sales (Registry support) - $165,000
- Underspend across areas such as Communication,Policy and Security - $110,000
- Delays in Marketing - $37,000

INZ Group Investments as of 31 March 2025 (Operational)

The chart below shows the percentage spread of INZ Operating funds invested **($7,266,062.00)** across all institutions as of 31 March 2025.

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

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 December.

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

10

Funding Reporting

INZ Funding Income Statement

<table>
<tr><td colspan="5">Internet New Zealand
Funding Income Statement
Year to date (YTD) 31 March 2025</td></tr>
</table>

	Group	Group	+/-	+/-
Funding Investment Income	**YTD**	**Budget**	**$**	**%**
Interest Received	297,313	280,000	17,313	0
Fair Value Gains/(Losses) on Managed Funds	317,942	320,000	(2,058)	-1%
Total Investment Income	**615,255**	**600,000**	**15,255**	**3%**
Funding Rounds	646,500	650,000	3,500	1%
Strategic Partners	353,000	350,000	(3,000)	-1%
Total Expenses	**999,500**	**1,000,000**	**500**	**0%**
Net Funding Profit (Loss)	**($384,245)**	**($400,000)**	**$15,755**	**-4%**

INZ Funding Movements in Equity

<table>
<tr><td colspan="3">Internet New Zealand
Statement of Movements in Equity - Funding
Year to date (YTD) 31 March 2025</td></tr>
</table>

	2025	2024
Equity at start of period		
Opening Retained Earnings	10,974,161	10,974,161
	10,974,161	10,974,161
Net Profit (Loss) After Tax	(384,245)	
Equity at end of period	**$10,589,916**	**$10,974,161**

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

	INZ
Current Assets	
Cash and Cash Equivalents	4,566,330
Managed Funds	6,023,587
Total Current Assets	10,589,917
Non-current Assets	
Investments	-
Total Assets	10,589,917
Less Liabilities:	
Trade and Other Payables	-
Total Liabilities	0
Net Assets	**$10,589,917**
Represented By:	
Current Year Earnings	(384,245)
Retained Earnings	10,974,161
Total Equity	**$10,589,917**

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 31 March 2025

The chart below shows the percentage spread of funds invested $10,589,917 across all institutions as of 31 March 2025.

Funding Investment Portfolio

$2,907,820.37 , 28%

$2,582,928.50 , 24%

$1,983,401.67 , 19%

$3,115,766.17 , 29%

- Fisher Funds
- Milford Asset Management
- BNZ Term Deposits
- ANZ Term Deposits

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.
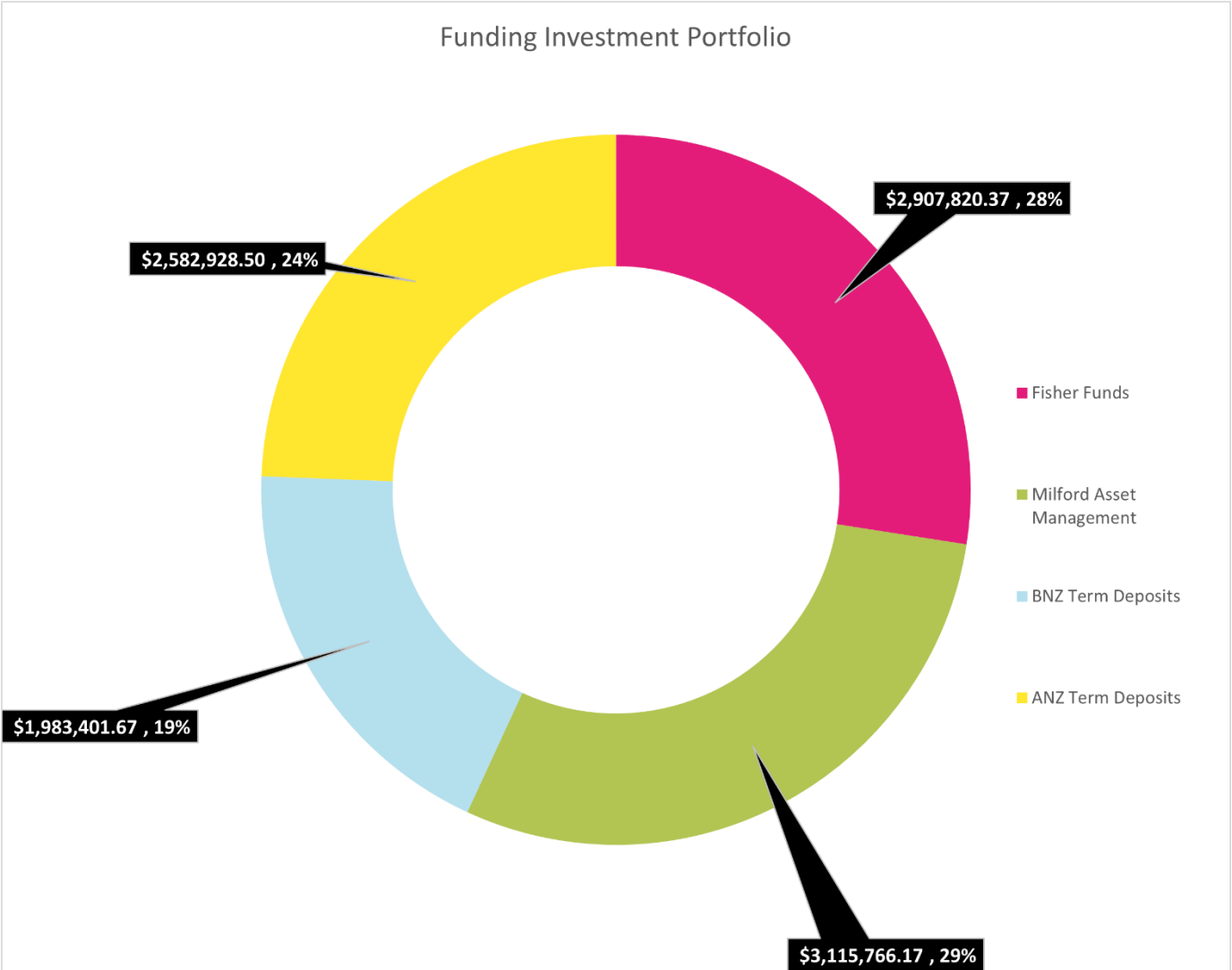
Community Funding & Hapori Māori Funding Update

ITEM: 6.5.3
AUTHOR: Rose Jamieson, Tumu Te Puni Whiria
PURPOSE: 2024/25 Community Funding - end of year final report
DATE WRITTEN: 30 April 2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	The 2024/25 funding update aligns each funding stream into our strategy's Rei Kura. This report delivers on Goal 4 of the 2024/25 Strategic Goals, and is reported on in our Statements of Service Performance as part of our Annual Report.
Te Tiriti o Waitangi	This paper provides the Board with visibility of the funding levels that support 'as Māori, by Māori' groups, and outlines our learnings on place-based community-led partnerships.

Recommendation

We recommend that Council **receives** the 2024/25 Community Funding & Hapori Māori Funding Update report.

Purpose

Each year our community funding helps InternetNZ give life to our public impact aspirations to support Internet communities.

This paper provides:

- an overview of the 2024/25 Community Funding | pūtea distributed to individuals and organisations, and specifically pūtea distributed to 'by Māori, for Māori' individuals and entities,
- reflections on the participatory granting-making process partnership

- an overview of the processes used in relation to granting and funding as requested by the Audit and Risk Committee.

Funding approach

Our funding streams this year built on what worked well in 2023/24. We have continued to align with three overall approaches:

- [Rangapū | Partnership](#)
- [Pūtea Tautoko | Grants](#)
- [Powering Communities](#) which includes:
  - Hāpai te Ipurangi | Supporting Internet Technologies,
  - Whakawhanake | Relationship Development,
  - Hōtaka | Programmes,
  - Mahi Tahi | Collaborative and Koha.

Te Tiriti o Waitangi has been central to our funding approach. To achieve this our funding distribution processes are underpinned by foundational principles of:

- whakawhanaungatanga | relationships of connectedness,
- manaakitanga | showing respect and care for others through people-centred approaches,
- tino rangatiratanga | recognition of Māori right to self-determination,
- kotahitanga | working together and kaitiakitanga | guardianship and giving back.

In practice, this has meant we have fewer publicly contestable grant rounds, and more relational, holistic trust-based funding. Where possible, we prioritise funding initiatives that follow a 'by Māori, for Māori' approach.

Funding data 2024/25

We distributed $999,500 in the 2024/25 financial year - 44.86% of the overall pool, or $448,390, went to Māori individuals or organisations, up from 35.97% in 2023/24 and 25.02% in 2022/23.

Furthermore, we estimate that 17.11% ($171,110) supported improved accessibility - through tangata whaikaha | disability-led groups or kaupapa up from around 9.16% ($109,963) in the previous year. This funding supported 12 web accessibility projects, and integrated natural language processing enabling Alexa Skill to respond to natural conversational language for those with blind or low vision.

A reduction of $200,000 in available funding in 2024/25[1] coincided with funding pressures across the wider community sector. This is reflected in reduced funding across Rei Kura 2 and 3 (*An Internet that benefits* and *An Internet for everyone*).

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[1] Our total community funding budget was reduced by $200,000 from the previous year (where it was $1.2m).

Table 1 below does not fully illustrate the interwoven nature of the funding across our goals, but outlines the total funding amounts broken down by the different funding streams, and aligned into our strategy's Rei Kura:

- Rei Kura 1. We are a Te Tiriti o Waitangi-centric organisation
- Rei Kura 2. An Internet that benefits
- Rei Kura 3. An Internet for everyone

Rei Kura 1 in the table below represents our reported funding provided to Māori entities or individuals.

Note all community funding reporting and agreements are audited as part of our SSP report each year.

Table 1: Breakdown of community funding by Funding Streams and Rei Kura

Funding Streams	Pūtea distributed 2024/25	Pūtea distributed by Rei Kura category
Rangapū | Partnership	$416,500 or 41.67% of the whole funding distributed	1. $130,000 or 31.21% of all Rangapū
		2. $130,000 or 31.21% of all Rangapū
		3. $156,500 or 37.58% of all Rangapū
Pūtea Tautoko | Grants	$353,622 or 35.36% of the whole funding distributed	1. $259,000 or 73.24% of all Pūtea Tautoko
		3. $94,622 or 26.76%% of all Pūtea Tautoko
Mahi Tahi | Collaborative	$25,000 or 2.5% of the whole funding distributed	3. $25,000 or 100% of all Mahi Tahi
Hōtaka | Programmes	$52,400 or 5.24% of the whole funding distributed	1. $36,390 or 69.45% of all Hōtaka
		2. $16,010 or 30.55% of all Hōtaka
Hāpai te Ipurangi – Supporting Internet Technologies	$26,000 or 2.6% of the whole funding distributed	1. $18,000 or 69.23% of all Hāpai te Ipurangi
		2. $8,000 or 30.77% of all Hāpai te Ipurangi
Whakawhanake | Relationship Development	$120,478 or 12.05% of the whole funding distributed	2. $70,000 or 58.1% of all Whakawhanake
		3. $50,478 or 41.9% of all Whakawhanake

Koha	$5,500 or 0.55% of the whole funding distributed	1. $5,000 or 90.91% of all Koha
		2. $500 or 9.09% of all Koha
Total	**$999,500**	

A spotlight on Te Tairāwhiti

In the last two years we have been working alongside Taiki e! on collaborative and community-led funding. We set aside $250,000 to distribute in the Te Tairāwhiti community towards digital equity - an amount that is consistent with previous years in our main grants round. In last year's report we acknowledged the preparatory work that was underway, and contributed to our relational approach to community decision-making.

Underpinning Principles

Tātau Katoa, Tātau Kōtahi, Tātau Tātau | All of us together, One together, We together.

Taiki e! developed underpinning principles that we all agreed to at the beginning of the partnership to guide how we worked together:

1. *Principle of Collective Ownership | Tātau Katoa*: This principle recognises that the pursuit of digital equity is a shared responsibility that belongs to all community members, regardless of their background or circumstances. By embracing this principle, the model can encourage active participation, contribution, and accountability from all stakeholders to promote inclusivity, where diverse perspectives and contributions are valued and integrated into the decision-making processes.
2. *Principle of Unity of Purpose | Tātau Kōtahi*: This principle recognises that digital equity is a multifaceted challenge that requires a coordinated and collaborative approach. It promotes a sense of cohesion and synergy, where resources, expertise, and efforts are leveraged across different sectors and communities, in a unified manner to achieve greater impact and sustainability.
3. *Principle of Collaborative Empowerment | Tātau Tātau*: This principle acknowledges that true empowerment and lasting change can only be achieved through collective action and shared ownership. It promotes a culture of shared learning, capacity building, and continuous improvement, ensuring that the collective efforts are sustained and amplified over time.

Piloting participatory grantmaking

The following are our reflections on piloting a participatory-grantmaking approach. Reflection reports from Taiki e! are attached in Appendix 1.

What we set out to achieve

We sought to explore community-led decision-making models with the intention of challenging some existing philanthropic models by devolving power to those within communities. Our joint aspirations were to distribute pūtea in a way that would support tino rangatiratanga | independence and mana motuhake | self-determination.

The importance of partnership

Co-designing the method of implementation through a high-trust partnership with Tāiki e! was critical to ensuring InternetNZ was both a funder and a doer. Together, we invested considerable time and energy into developing our relationship, and it paid significant dividends, enabling transparency and effective collaboration. The relationship dynamic in the partnership allowed us to iterate, constantly learn and maintain responsiveness to local needs.

Tāiki e! served as the central coordinating pou for this kaupapa, holding threads across multiple projects and organisations. InternetNZ has walked alongside and listened as partners rather than as overseers. Since the kaupapa as a whole sought to redress the power imbalance inherent in philanthropic or grant-making funding, this core relationship dynamic has been about creating conditions so others lead, rather than about control.

Kotahitanga over competition

The competitive nature of traditional contestable grant-making pits community groups against each other and can exacerbate inequities long-term or create tensions locally. The kaupapa sought to reorient towards a mindset of kotahitanga| unity, resource sharing, collaboration and collective benefit, particularly within the current context of economic scarcity and recent climate events in their region. Therefore, the relational approach was embedded throughout. Investment in the soft infrastructure of relationship building between different groups in Tairāwhiti, fostered a shift from "me" or "us" to "we".

Groups with diverse backgrounds and areas of expertise found alignment and shared purpose. Being connected through a bigger vision for the region has brought a sense of affirmation and transformation during a time when challenges and barriers felt overwhelming, and burnout was inevitable.

In practical terms, meetings, hui, and kōrero were not enough to make progress - the real work often happened outside of formal meetings, in unplanned moments of connection, in after-hours kōrero, or car rides. The kaupapa began to really gather momentum when we switched to activation in the form of solution-oriented collaborative projects. These were catalysts for forming deeper connections between different community groups, and transitioning to a shared vision of impact, with an atmosphere of collective goals over individual success.

An adaptable approach

Another point of difference within this kaupapa compared to more traditional models of funding distribution, has been maintaining an emergent approach. The

project design accommodated real-time shifts and recognised changes as adaptation and growth.

Our partnership with Tāiki e!, their local connections and their understanding of local context shifts enabled the process as a whole to remain agile. In the face of changes to local conditions and various challenges that arose (such as weather events), we held space for Tāiki e! and the other groups to support each other, personally and professionally. Taking a principled approach was essential to ensure the kaupapa remained on track, but also created space to flex as needed.

The funded initiatives

The resulting funded initiatives reflect the ongoing need to tackle digital equity through collective actions across the community. Resulting in a more holistic cohort than we would typically see in traditional contestable grant rounds:

- $116,300 supported 5 collaborative projects undertaken by a coalition of committed leaders calling themselves Te Tairāwhiti Digital Equity Collective. The collaborative projects included practical community-facing digital equity solutions such as Alexa workshops for kaumatua living alone, ecosystem mapping, and storytelling.
- $82,700 supported innovation funding to nurture new ideas and newcomers in this space. Te Tairāwhiti Digital Equity Collective supported us in engaging locally and meeting with innovators kanohi ki te kanohi. This provided innovators with an opportunity to gain experience from presenting their kōrero and hearing expert whakaaro. Funding also supported a layer of wrap-around support through tuakana-teina guidance. This kind of mentoring nurtures fresh shoots and provides our more experienced leaders with motivation, inspiration and encouragement for what the future holds.
- $50,000 supported a roadshow and wānanga series up the East Coast, which allowed groups to carve out time together. This means they can continue to nurture their connection, better understand each other's mahi, and gain a holistic awareness of community needs in order to address them together. Later in the year, the groups will engage across the region in a roadshow that will deliver interactive workshops, technology showcases, and community mapping around Te Tairāwhiti.

Reflections and Insights

While the funded projects themselves are now underway, these groups have already worked together to achieve something significant. Building trust and shifting mindsets towards collective goals was necessary to reach a point where funding decisions could be made together. This embodied our aspirations of supporting tino rangatiratanga and mana motuhake through this process.

We intend to spend the coming months reflecting and sharing insights. We want to encourage other funders who hold pūtea to explore alternative models, highlighting factors they may also like to consider.

Our experience has demonstrated the complexities of community-led collaboration, and the importance of allowing space, time, and resources for an

adaptable approach that values the process as much as the product, and fosters relationships built on trust and mutual understanding.

Grassroots leadership should be matched by system-level responsibility, otherwise there is a risk of creating a two-speed system, where communities do the heavy lifting and philanthropic organisations recede once funding is provided.

Overall, the kaupapa has demonstrated the power of collective action. However, there is always a danger that funders and institutions take it for granted that the community will take care of itself - kotahitanga, tino rangatiratanga and mana motuhake are strengths, but they should not be a substitute for ongoing structural support by funders. This is why a true partnership with shared responsibility is crucial.

Funding processes

The Audit and Risk Committee asked for further information on:

- decision-making for grants and funding
- tracking of milestones and outcomes
- due diligence on partnerships and funding agreements, and
- visibility of funding recipients on our website.

This information is provided at Appendix 2.

What's next for community funding

We have been working on a sustainable approach to the Community Fund, and decisions on that paper (on the Board agenda item 4.5) will support and inform next steps.

DPMC mis/disinformation funding

We completed the final Phase 2 report to complete this project - with two community providers having extended their reporting timelines due to other pressures. Phase 2 was focused on smaller amounts of funding for community-driven projects mostly focused on education and improving awareness. The Phase 2 report is now published on our website.

Funding smaller local community groups broadens the reach and ensures grassroots approaches can also be supported, as they often create support networks within communities. For example, a Sri Lankan community group built the capability of around 300 people through community education workshops and resources with $8k of funding.

Reflections from the Tairāwhiti Digital Equity Project

An Update on Learning, Leadership, and Community-led Systems Change
Prepared for: InternetNZ
Date: April 2024
Prepared by: Cain Kerehoma on behalf of Tāiki e!

Introduction

This updated reflection builds on our initial learnings from the Tairāwhiti digital equity kaupapa—a community-led movement grounded in care, equity, and collective action. As the project has matured, so too have the relationships, complexities, and aspirations that surround it. What began as a bold response to digital exclusion has become a broader ecosystem effort: one that seeks not only to improve access but to challenge and reshape the systems that maintain inequity.

Rather than treating digital equity as a standalone issue, this mahi has helped surface the deeper questions about resourcing, relationships, and community-led governance. It has made visible both the promise and precarity of building from the ground up.

1. Leaning Into Complexity

One of the clearest insights since our first reflection is this: systems change isn't neat. It doesn't follow a timeline or linear logic. This project has had to embrace the messiness—holding space for uncertainty, while still seeking clarity and action.

We've learned that complexity isn't a barrier—it's a signal that we are working at the right level. Our work exists within a layered system of power, history, infrastructure, and community readiness. Trying to simplify that system risks missing the very dynamics we need to influence. Instead, we've leaned into ecosystem thinking—mapping relationships, identifying leverage points, and choosing our interventions carefully.

Progress in this space often looks like relationships deepening, language evolving, and trust expanding—well before infrastructure or policy catch up.

2. Relational Infrastructure is Everything

While strategy and systems thinking are important, what has sustained this kaupapa are the people and the relationships between them. The early wānanga was a critical turning point. It allowed us to move beyond transactional collaboration into a more intentional, values-based collective. We weren't just aligning on tasks—we were aligning on why this matters, and to whom.

That relational groundwork has paid dividends. Even as capacity fluctuates and external conditions shift, the project holds because people remain connected.

Slack, while a useful tool, is not the glue—it's the relationships beneath it that give the tool power.

Investing in relationships is strategic. It's not a soft add-on—it's the infrastructure that enables action when the system is in flux.

3. Leadership is Relational, Not Positional

The leadership required for this kaupapa has not come from formal roles—it has emerged through the willingness of individuals to take responsibility, hold space, and keep the kaupapa warm.

Tāiki e! has served as the central coordinating pou for this kaupapa, holding the threads across multiple projects and organisations. Much of this leadership has been invisible—stimulating action, holding relational warmth, supporting accountability. It hasn't been about control, but about creating the conditions for others to lead.

We're beginning to see others step in more confidently. That shift—towards shared responsibility and wider ownership—will be key to the long-term sustainability of the kaupapa.

4. Joy and Responsibility: What Sustains Us

Despite the weight of the work, what sustains this kaupapa is joy. Not joy in the superficial sense—but the deep, affirming joy of seeing our own people thrive. Of serving our Coast and rural communities. Of seeing our rangatahi working alongside our kaumātua, bridging generations in the spirit of learning and transformation.

This joy coexists with a strong sense of responsibility—both to the kaupapa and to one another. That balance is important. If we only carry the burden, burnout is inevitable. But when we stay connected to the bigger vision, the work feels less like survival and more like purpose.

The joy of service, of legacy, and of connection reminds us that this is more than a project. It's a way of living into the future we want to see.

5. Movement Happens in the Margins

One of the most unexpected lessons has been just how much of the real work happens outside formal meetings. Some of our most strategic shifts have emerged from car rides, after-hours kōrero, and unplanned moments of connection.

This isn't incidental—it's part of how Māori communities work. These marginal spaces are where trust is built, where ideas are tested, and where energy is exchanged. Systems change isn't just made in workshops or frameworks—it's made in the margins, through deep listening and relational insight.

We continue to lean into these informal moments, knowing that often the most important breakthroughs are not scheduled—they're felt.

6. Navigating Systemic Silence

The project has continued to evolve in a context where regional and national support for digital equity is inconsistent at best. Regional strategies that once held promise have lost momentum. National policy has shifted, with funding for digital capability and social support systems significantly reduced. These changes have created gaps—both in resourcing and in hope.

Yet the kaupapa hasn't stalled. In the face of systemic silence, the community has stepped forward—not with complaints, but with creativity and resolve. We've built what we could, with what we had.

The insight here isn't that community can fill the gaps—it's that we shouldn't have to. The strength of grassroots leadership must be matched with system-level responsibility. Otherwise, we risk creating a two-speed system—one where communities do the heavy lifting while institutions recede.

7. The Power—and Risk—of Community Stepping Up

Time and again, this project has shown the power of collective action. When resourcing is tight, people show up. When complexity increases, communities lean into one another. This is part of the magic of Māori and community-led systems—we are built for relational responsiveness.

But there's a danger here too: that this resilience gets exploited. That funders and institutions assume "the community will take care of it," and use that as a reason to disinvest or delay.

We must resist this. While kotahitanga is our strength, it is not a substitute for structural support. Communities are not a backup plan. They are a partner. And true partnership means shared responsibility, not downloaded burden.

8. Looking Forward: Sustaining the Kaupapa

If there is one thing to carry forward, it's this: don't fear the complexity—trust the ecosystem. Start where the relationships are strong. Let momentum come from connection, not compliance. And don't be disheartened by systems that don't yet see you. Keep building the model that proves what's possible.

The hope is that over time, more leadership will emerge, more capability will be built, and more resources will follow. But even if they don't, this kaupapa is already changing lives, growing rangatira, and reshaping what digital equity can mean.

And if you're ever unsure where the real strategy is—check the back seat of the car on the way home from hui. That's often where the future is being imagined.

Reflections Report on the Digital Equity Participatory Funding Distribution Model

Prepared for: InternetNZ
Date: 2 November 2024
Prepared by: Cain Kerehoma on behalf of Tāiki e!

1. Executive Summary

This report offers reflections on the learnings and insights gained through the digital equity participatory funding distribution model in Tairāwhiti. The initiative has brought together key community organisations, each committed to advancing digital equity through collaborative action. As this community-led model unfolds, we recognise the challenges of fostering collaborative processes in environments shaped by historical competition, resource scarcity, and external economic pressures. The following insights provide a comprehensive view of the dynamics at play, underscoring the need for an adaptable, resilient approach that values relationship-building, trust, and the alignment of long-term strategic goals with local needs.

2. Background and Objectives

The primary objectives of this project include creating a coordinated network of digital equity stakeholders, enabling community-led funding decisions, and fostering new approaches to digital challenges. The project's goals reflect a desire to achieve both immediate and sustained impact, balancing the short-term needs of organisations with longer-term strategic aims. This dual focus has required continual adaptation to both internal and external challenges, a theme that pervades the insights discussed in this report.

3. Key Insights

A. Community Collaboration Requires Intentional Investment of Time and Space

Community collaboration is inherently complex and often slow to produce visible outcomes, as it depends on building interpersonal trust and mutual understanding. While such processes do not yield immediate productivity metrics, they establish a foundation upon which sustainable initiatives can flourish. For Tairāwhiti, the early focus on relationship-building has allowed each organisation to contribute openly, fostering an atmosphere that values collective goals over individual successes.

In a traditional funding model, there is often pressure to demonstrate "value for money" quickly; however, this model has emphasised creating "soft infrastructure" before measurable outcomes. This underscores the importance of not only funding outputs but also valuing the intangible process of community strengthening—a critical insight for any organisation seeking long-term impact in community-led initiatives.

B. Overcoming Competitive Dynamics in Resource-Scarce Environments

Collaboration is challenging in an ecosystem shaped by limited resources, where organisations are often pitted against each other for survival. The Tairāwhiti initiative has grappled with the tension between fostering a collaborative ethos and operating within a competitive framework that traditionally prioritises individual outcomes. Moving toward a collaborative model in such an environment requires reorienting participants' perspectives on resource sharing and collective benefit.

In an atmosphere of scarcity, the transition to cooperative practice requires participants to redefine success and adopt a shared vision of impact. This transition reflects the need for structural support that acknowledges both the resilience of individual organisations and the collective power of a unified approach. Here, the shift from individual survival to collective achievement represents not just a strategic pivot but a cultural one, affecting how organisations perceive and pursue community goals.

C. Engaging Key Leaders as Early Champions for the Initiative

Within any ecosystem, certain individuals hold influential positions and have established networks that can significantly accelerate or impede progress. Engaging these leaders early has been essential in galvanising support and creating momentum for Tairāwhiti's initiative. Their endorsement serves as a signal to others within the community, helping to create legitimacy and encouraging others to engage actively.

However, the process of engaging these key figures is not instantaneous. Building a coalition of committed leaders involves aligning their unique perspectives and, at times, mediating differing priorities. The presence of these leaders lends credibility and consistency to the initiative, but their involvement requires ongoing engagement and a nuanced understanding of how best to integrate their contributions without overshadowing the collective ethos of the project.

D. Emphasising Adaptable, Emergent Project Design

The flexibility of an emergent project design has been a fundamental aspect of this initiative's progress. Unlike more prescriptive models, an emergent approach accommodates real-time shifts based on community needs, allowing the project to pivot away from originally envisioned design sprints toward relationship-building when required. This flexibility has allowed the initiative to remain responsive to local conditions and challenges, such as changes in community leadership or unforeseen regional events.

This insight highlights the importance of valuing responsiveness as a core competency in community-led projects. Rather than perceiving deviation from the original plan as a failure, this model interprets adaptation as necessary for sustaining alignment with community needs. Such responsiveness requires a

mindset shift for all stakeholders, where success is not defined by adherence to initial plans but by the project's ability to stay relevant and effective over time.

E. Balancing Long-Term Strategic Vision with Immediate Operational Needs

A key challenge in Tairāwhiti has been reconciling the immediate operational demands of each organisation with the long-term strategic vision of the project. While collaborative activities are essential for future success, the immediate realities of funding cuts, resource constraints, and economic pressures have necessitated a pragmatic approach that also addresses short-term survival.

This tension illustrates the dual nature of community-led initiatives, which must support both "keeping the lights on" for participating organisations and building the groundwork for larger, more strategic goals. It reveals the need for a holistic understanding of sustainability that encompasses both immediate stability and future potential. Striking this balance requires continual negotiation and a recognition that the organisations' operational viability directly impacts their ability to contribute to the collaborative process.

F. Building High-Trust, Transparent Relationships with Funders

A cornerstone of the Tairāwhiti initiative has been its relationship with Internet NZ, characterised by high levels of trust and transparency. This openness has allowed for a dynamic, iterative process that can respond to challenges without compromising the integrity of the project. Unlike more rigid funder-recipient relationships, this high-trust approach has encouraged candid feedback, allowing both parties to learn and adapt collaboratively.

This insight underscores the value of funders who view their role as partners rather than overseers. The trust placed by Internet NZ has facilitated a fluid working relationship where the community can explore unconventional solutions without fear of reprimand for deviating from the initial plan. Such funder relationships empower community-driven projects, underscoring that genuine partnership is integral to meaningful and lasting impact.

G. Promoting Resilience through "Soft Infrastructure" Development

Building collaborative resilience has required investment in what might traditionally be seen as intangible assets, such as trust, relationships, and shared values. In the Tairāwhiti project, this "soft infrastructure" has proven as essential as any material resource. While these elements may not be immediately quantifiable, they provide the foundation upon which more tangible successes are built.

Developing soft infrastructure shifts the focus from quick wins to enduring impact, highlighting the necessity of valuing process over product in community-led initiatives. This insight reflects a paradigm where relationships and trust-building are seen as assets in their own right, necessary for building a sustainable and cohesive network. It suggests that lasting impact in community work depends as much on relational integrity as on programmatic success.

H. Creating Pathways for Continual Learning and Growth within the Collaborative Model

The ongoing nature of learning has been another important insight from the Tairāwhiti initiative. By embedding reflective processes, the project has encouraged participants to continually reassess and refine their roles and strategies. This emphasis on learning is essential in a model that must respond to dynamic community needs and a shifting resource landscape.

This approach elevates learning as a key component of the project's resilience, recognising that adaptation and growth are signs of a healthy collaboration. It reflects an understanding that sustained success in a collaborative model depends on its participants' ability to evolve, both individually and collectively. In practice, this has meant embracing trial and error as part of the process, viewing missteps as opportunities for reflection rather than setbacks.

I. Recognising the Emotional and Personal Investment Required in Community Collaboration

An often-overlooked aspect of community-led initiatives is the emotional and personal investment required from participants. In Tairāwhiti, leaders have navigated personal, professional, and community challenges while also striving to foster digital equity. The project's progress has depended on the resilience and commitment of these individuals, underscoring the deeply personal nature of community collaboration.

This insight highlights the need for understanding and supporting the human elements of collaboration, recognising that burnout and disengagement are risks when individuals are asked to shoulder significant emotional and operational burdens. Acknowledging this emotional labour is essential for maintaining a healthy collaborative environment, where participants feel supported and valued not only for their skills but also for their dedication to the community.

4. Conclusion

The Tairāwhiti digital equity initiative has highlighted critical insights into the complexities of community-led collaboration. These insights underscore the importance of an adaptable approach, valuing process over product, and fostering relationships built on trust and mutual understanding. The project's challenges and successes alike reveal that sustainable impact in digital equity—and broader community work—depends on resilience, adaptability, and a deep commitment to collaborative values. As this initiative continues, these insights will guide ongoing work and inform future projects, setting a model for how funders and communities can create lasting change together.

Funding distribution processes

<u>How decisions are made</u>

Decisions on grants and funding do not take a one-size fits all approach.

We have a granting policy that is currently being updated and needs to reflect changes in the approach to the community fund.

Funding Agreements are provided for each partnership with principles, agreed areas of working, or a small number of milestones. Our whakawhanaungatanga approach, means we track progress as part of our regular contact with partners/grantees. Each year our funding agreements are audited as part of the SSP reporting process. Generally we publish community funding recipients on our website after the audited results have been finalised.

Increasingly our funding of strategic community partners is supporting the existing ecosystem which is starting to map out how they work together. For strategic partners, we tend to have specific elements we agree to work on or support across each year. And collectively the strategic partners are also working collaboratively, on shared areas of interest. Our strategic partners also provide us conduits into digital equity communities.

Funders are also increasingly understanding that there is a broader role for them to play in partnering beyond funding, by being partners - so contributing both money and support (funders and doers). Our approach with DECA this year is a green shoots example of that.

<u>Contestable grants rounds</u>

Specifically, when we run contestable grant rounds, eligibility to apply is derived from alignment with the funding purpose of that grant round. The funding purpose is established based on our strategic goals, and informed by community need.

Applications are assessed by internal and/or external assessors, who are selected based on their relevant expertise. Assessors prioritise applications with reference to the assessment criteria and any predetermined priority groups. These criteria are developed in relation to the funding purpose and in consultation with subject-matter experts.

As a starting point we generally consider 3 primary factors:

1. Potential benefit
2. Likelihood of success
3. Alignment with funding purpose

Once a recommendation is made by the assessors, the responsibility for approving funding decisions is held independently, either by the Tumu Whakarae | Chief

Executive, the Tumu Whiria | GM Public Impact or Kaiwhakahaere ā Hapori | Community Engagement Manager.

Conflicts of interest

All those involved in assessing applications are bound to disclose and deal appropriately with any conflicts of interest—real or perceived—that arise in the operation of the community funding.

Equally, applicants are required to provide details of any prior connection they have with InternetNZ when applying, and staff conduct due diligence checks.

Reporting

Funding Agreements are developed to include reference to the milestones described in the grantees application. We work with them to determine appropriate deadlines for providing reports on these milestones. All agreements must be signed and countersigned before any funding is distributed.

Reporting is primarily in writing, with an option or supplementary offer of verbal reporting. Written reports are publicly available in our document library except where privacy or safety concerns exist. The combination and degree of flexibility between written and verbal reporting enables staff to nurture relationships with grantees, provide support over and above funding, and share impact stories primarily in the form of blogs.

BOARD MEETING - MAY 2025

Membership Report

ITEM NO: 6.5.4
AUTHOR: Vivien Maidaborn, Tumu Whakarae
FOR: Board
PURPOSE: Progress and work for membership of InternetNZ
DATE WRITTEN: 30 April 2025

Recommendation

THAT the InternetNZ Board **note** the new members and work undertaken to manage greater volumes.

Executive Summary

Current membership (at 30 April 2025)

	31 Mar 2024	30 Jun 2024	31 Aug 2024	30 Sep 2024	28 Nov 2024	5 Feb 2025	30 April 2025
Fellows	38	38	39	39	39	39	**39**
Individual	321	265	282	284	296	305	**4,646**
Individual Plus	9	9	7	7	7	7	**7**
Small organisation	15	16	17	19	21	21	**97**
Large organisation	1	0	0	0	0	0	**2**
Total Membership	384	327	345	349	363	372	**4,791**

Since the last meeting, we have received 4,419 new membership applications: 4,341 for individuals, 76 for small organisations and 2 for large organisations.

Items to Note

Membership activity since last council update (5 February – 30 April)
During this period, we received and processed 4,419 membership applications.

Some new members contacted us stating they were unaware they had signed up for InternetNZ membership, with the majority of these queries originating between 26 March and 3 April. To ensure compliance with the Incorporated Societies Act, we conducted additional due diligence and introduced an explicit consent process. Staff manually reviewed 1,319 memberships from the affected period, seeking written confirmation:

- 992 members consented
- 35 withdrew their applications
- 292 did not respond (these members will receive a refund)

We have since automated the explicit consent process within the membership form to prevent future issues.

Current Membership Snapshot (as at 30 April)
Total members: **4,791**

Earlier this year, we upgraded CiviCRM, enabling us to collect additional demographic data, including ethnicity and location. This information was not gathered from pre-update members. Of the current membership:

- ~2,500 identify as NZ European / Pākehā
- 500+ as Māori
- Other ethnicities are represented in smaller numbers, with many selecting 'not stated'
- Wellington has the highest concentration regionally, followed by Auckland, Christchurch, and Waikato, with other areas significantly lower.

Renewal of Memberships
The renewal process is underway, with additional reminders scheduled for the 105 members whose membership is up for renewal.

Operational Impact
Managing this surge in membership—from 372 at the last Council meeting to nearly 4,791 now—has required a substantial increase in resourcing. The membership inbox, which previously received a handful of emails per quarter, now sees hundreds, creating significant workload pressure for the team. The manual consent review alone demanded weeks of focused effort, and ongoing administration continues to demand considerable time. While membership growth is positive, it has resulted in operational strains to processes, systems from the volume of administration that is not automated We're assessing how to sustainably manage this scale moving forward.

Next steps
As of this date, we still need to refund the 292 members who did not give consent. Once the consent process is complete, we will ensure all new members are added to the membership channels and invited to NetHub. We will be auditing our membership in advance of the AGM to ensure that all duplicates are removed and all information is accurate. The annual membership survey will be released in May, and results shared at the AGM.

Submission to the Council Meeting of InternetNZ

21st March 2025.

This submission addresses significant and substantive concerns about the overarching goal of "Centering Te Tiriti o Waitangi" as a Strategic Priority and the ethnic-specific preferences that dominate the five Strategic Goals and 13 out of 25 sub-goals that specifically focus on extending ethnocentric preference and focus in the proposed InternetNZ's strategic plan for 2025-2026. See Figure 1.

Figure 1:InternetNZ Proposed Strategic Goals and Sub-Goals

Goal 1:

We promote policies and practices that are inclusive of Māori perspectives, to achieve access and equity in .nz domain, and global internet governance.

We work with the Māori community to ensure Māori voices are actively involved in shaping digital, internet policies and decisions.

Work with and support Māori decision-making for the protection and use of te reo Māori, mātauranga Māori within .nz rules and the Internet.

We advocate inclusion and support the priorities of Māori and rangatahi Māori in Internet governance platforms.

Goal 3:
Implement Ngā Pae: Pae Kākano | Horizon 1.

We have a clear Tiriti vision, we understand what it means to InternetNZ | Ipurangi Aotearoa Group to be Tiriti-centric.

Centre, embed Te Tiriti through our strategies, policies, practices, people capability to achieve digital equity, digital inclusion and access for Māori.

We are building confi dence, knowledge and capability in te ao Māori, whilst ensuring _a Te Tiriti oWaitangi perspective guides everything we do._

Foster meaningful engagement and build stronger relationships with Māori organisations, iwi, hapū on kaupapa that are mutually benefi cial.

Goal 4:
InternetNZ Group has a clear identity, centered in our Te Tiriti vision - we are clear on our story and who we are. Our people and values are strong drivers for our identity as InternetNZ Group.

Increase Māori engagement and awareness of InternetNZ Group and membership opportunities.

Goal 5:
We have a sustainable, equitable community funding model into the future (including partnerships with other philanthropic, community, **Iwi, hapū, Māori national bodies, organisations).**

Investment priorities are guided by clear objectives that promote equity, align with priorities identified by Māori in the sector.

The Internet was developed using late 20ᵗʰ Century information technology and advanced high speed communications network technology. Such technology is designed to be universally available to the world population and by its very nature does not adhere to any one ethnicity but is designed to enable, facilitate and connect greater and greater of the globe's diversity of cultures, languages, polities, civic and economic societies.

The extensive ethnocentric priority and preference expressed in the InternetNZ 2025-2026 Strategic Goals distorts and impedes the fundamental and foundational premises and concepts of the international multi-stakeholder model of the internet – open access for all – that InternetNZ subscribes to and supports.

The goals and more specific sub-goals, as writ, stand at odds with the fundamental and foundational principles and standards of internet governance as identified for example by the global Internet Society that leads the multi-stakeholder approach to the global management of the internet. These standards are:

(1) inclusiveness and transparency;
(2) collective responsibility;
(3) effective decision-making and implementation;
(4) collaboration through distributed and interoperable governance.

The InternetNZ Strategic Plan goals and sub-goals for 2025-2026:

- **Fail the Internet Society's standard of inclusiveness**: the disproportionate attention and priority preferencing of the input and the outcomes of one particular group, by definition, excludes all other groups in New Zealand society.
- **Fail the Internet Society's standard of collective responsibility** in placing disproportionate responsibility on non-preferred groups of New Zealanders to meet the special needs of one particular racial group. Moreover, these are defined by self-selected non-elected members of that group. In the case of the mission and purpose of InternetNZ, such distinctive and separate considerations stand at odds with a 21ˢᵗ century medium purposefully designed for globally open access for all rather than any particular social, economic, religious, cultural, national, age, racial grouping; and
- **Fail the Internet Society's standard of collaboration through distributed and interoperable governance.** As writ, the Strategic Goals limit and restrict interoperability (particularly internationally) by a focus on one domestic ethnic group. Such special attention has been proven, both in policy and research, to contain and constrain effective distributed collaboration across national and international boundaries and borders and led to what is described as "Balkinisation" of the internet itself.

As a critical facility for internet access for all New Zealanders, InternetNZ, needs to return and recommit to the fundamental and foundational principles of a globally interconnected world, that demonstrates no preference for any particular ethnic, religious, social, economic, national, cultural or racial grouping.

MOTION FOR CONSIDERATION:

Therefore, a Motion is proposed that the InternetNZ Strategic Goals and Sub-Goals for 2025-2025 in the proposed form be rejected by InternetNZ's membership, and a more representative committee be formed to prepare expeditiously a balanced set of strategic goals and sub-goals that reflect the open access for all principles and standards of the internet,

Cathy Downes Ph.D.