

BOARD MEETING

AGENDA

Date/Time: Friday 5 December 2025, 9:00am - 3:00pm
(Open to public at 10:10am)

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)
9:40am	1.3	Meeting open (in committee): Karakia and Apologies

Section 2 — Confidential Items

9:45am	2.1	Confidential Briefing (Confidential)
		Short break - Transition to open meeting

Section 3 — Meeting preliminaries & Chief Executive’s Report

10:10am	3.1	Open meeting: Member welcome and Agenda review
10:15am	3.2	Actions Register
10:20am	3.3	Interests Register
10:25am	3.4	Chief Executive’s Report

Section 4 — Strategic priorities discussion

10:30am	4.1	Feedback on Draft InternetNZ Group Strategy 2026/31 - Draft InternetNZ Group Strategy 2026/31
11:00am	4.2	Break
11:20am	4.3	Annual Goals and Budget 2026/27 - Draft Annual Goals 2026/27 - Draft Budget 2026/27 (Confidential)

Section 5 — Matters for decision

11:50am	5.1	Te Korowai o Ipurangi Aotearoa
12:00pm	5.2	2025 Amendments to .nz Rules - .nz Rules - Marked up changes (Tranches 1 & 2) (Confidential)
12:10pm	5.3	Review of Board Fees
12:25pm	5.4	Appointed Board members
12:40pm	5.5	Board Charter amendments
12:45pm	5.6	Kai Lunch

Section 6 — Matters for discussion

1:30pm	6.1	Product Standing Report
1:35pm	6.2	Chairperson's Report
1:40pm	6.3	Report Back from Committees: 6.3.1 Audit & Risk Committee (Chair, Deputy Chairperson Rahman) 6.3.2 Governance & CE Review Committee (Chair, Chairperson Judd) 6.3.3 Te Komiti Whakauru Māori (Chair, Board Member Fala) 6.3.4 .nz Advisory Committee (Chair, Board Member Pearce)
1:50pm	6.4	Risk Policy Review - Risk Management Policy

Section 7 — Consent agenda

2:00pm	7.1	Ratify the minutes of the previous meeting - 10 October 2025
2:05pm	7.2	Quarterly and Operational Reports 7.2.1 Quarterly Report Q2 2025/26 7.2.2 Group Financial Report 7.2.3 Membership update 7.2.4 NetTalks report

Section 8 – Other matters

2:30pm	8.1	CONTINGENCY (for any overflow)
	8.2	Incoming correspondence - Brynn Nielson
	8.3	Matters for communication — key messages
	8.4	General business
	8.5	Meeting review
3:00pm	8.6	Meeting close (karakia)



BOARD MEETING — 5 DECEMBER 2025

Actions Register 2025

As at 26 November 2025			
Action No#	Action	Owner	Status
AP13/24	Council to write an annual letter of expectations of DNC	CE	In progress. Research phase complete, draft writing phase will be initiated once INZ Group strategy is agreed.
AP21/24	Council to review the process of appointing Fellows.	Chairperson	In progress. The relevant paper is in progress, to be brought to a meeting in the new year.
AP22/25	Propose further improvements to the Charter and Bylaws to the Governance Committee.	CE	Complete. The Governance Committee reviewed amendments and proposed an amended revision to the Board Charter in the December Board meeting.

As at 26 November 2025

Action No#	Action	Owner	Status
AP26/25	Te Komiti Whakauru Māori communicate with key stakeholders and the Māori technical community on progress towards addressing the SRR recommendations, and plan to move ongoing work into Te Tiriti work programme through Ngā Pae by 31 July, 2024/25 AGM.	Chair Te Komiti Whakauru Māori	In progress. Te Komiti Whakauru Māori discussed this item at the November meeting and agreed to discuss progress of the organisation at Te Hapori Matihiko regional hui.
AP27/25	Organise a discussion with the Board to provide clear guidance on the entrenchment and long term structure of the fund.	Chairperson	The A&R committee met in October and will be considering a policy document to bring to the Board after their next meeting.
AP30/25	Governance Committee to review the election process for members prior to the next election, including; the waiting period, candidate pack, eligibility and candidacy, communications, and feedback from successful and unsuccessful candidates.	Chairperson	To start. (March 2026)

As at 26 November 2025

Action No#	Action	Owner	Status
AP32/25	Schedule an online wānanga with Te Komiti Whakauru Māori members and key staff to consider the final draft of Te Korowai o Ipurangi Aotearoa. This wānanga would address the whakapapa of the document and final wording and application guidance.	Chair Te Komiti Whakauru Māori	Complete. Recommendation in December Board meeting.
AP33/25	Convene a Board pop up meeting on membership by November, with aim to draft a Board paper for the December meeting.	Chairperson Judd	The pop up meeting was scheduled, but did not take place due to a calendar issue. Meeting to be rescheduled for late Jan/early Feb 2026.

BOARD MEETING - 5 DECEMBER 2025

Interests Register

ITEM NO: 3.3
FOR: InternetNZ Board
PURPOSE: Review and disclose any changes to the Interests Register
DATE WRITTEN: 26/11/2025

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 required to declare a Conflict of Interest, or an Interest, and have that recorded in the Minutes.

Board Members receive the following annual Board fee:

Chairperson - \$38,500

Deputy Chairperson - \$24,062

Board Member - \$19,250*

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

Name: Stephen Judd

Position: Chairperson

Term: AGM 2024 – AGM 2027

Declaration Date: 10 October 2025

Interests:

- Trustee of the Fight Against Conspiracy Theories Aotearoa Trust
- Holds .nz domain names
- 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 Zoom Health, Punakaiki Fund, Catalyst Cloud
- Receives additional fee as Chair Governance & CE Review

Name: Anjum Rahman

Position: Deputy Chairperson

Term: AGM 2024 – AGM 2027

Declaration Date: 10 October 2025

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)
- Advisory Group Social Cohesion Fund, The Gift Trust
- Holds a .nz domain name.
- Receives additional fee 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: 22 August 2025

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
- Receives additional fee for being Chair of .nz Advisory Committee.

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: Anthony Bow

Position: Appointed Board Member

Term: AGM 2024 – AGM 2026

Declaration Date: 9 May 2025

Interests:

- Holder of .nz and .com domain names
- Chair of Whai Rawa Fund Ltd
- Independent chair of Maungaharuru-Tangitū Ltd
- Chair of Medical Radiation Technologists Board.
- 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: 10 October 2025

Interests:

- Holder of .nz domain names
- Board Member, Māori TV
- Board Member, Creative NZ
- Board Member, Te Manu Atatū Whanganui Māori Business Inc
- 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
- Shareholder Morikau Nui Inc
- Shareholder Atihau, Whanganui
- Wharanga Hakopa Kiwa Whanau Trust
- Te Kōpuka o te Awa Tupua o Whanganui Board, Ngā Rauru iwi representative
- Receives additional fee as Chair Te Komiti Whakauru Māori

Name: Daniel Spector

Position: Board Member

Term: AGM 2024–2026

Declaration Date: 25 November 2024

Interests:

- Holder of .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

Name: Dylan Reeve

Position: Board Member

Term: AGM 2025–2028

Declaration Date: 4 August 2025

Interests:

- Holder of .nz domain names
- Director and Shareholder The Opposition Limited (non-trading)
- Freelance Film, Television and Media Businesses

Name: Jonathan Ayling

Position: Board Member

Term: AGM 2025–2028

Declaration Date: 10 October 2025

Interests:

- Board member Altum Academic Trust
- Contractor Free Speech Union
- Contractor NZME to provide a weekly column to the NZ Herald
- Director Mahala Vines

The register was last updated on 10 October 2025.

BOARD MEETING - DECEMBER 2025

Report of Tumu Whakarae

ITEM NO: 3.4
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: 18 November 2025

Introduction

With such a substantive agenda for this Board meeting the CEO report provides an overview of key items, discussions and decisions.

Recommendation

That the Board **receive** the report.

Strategic Planning 2026-2031

Based on the last Board meeting, and the strategy workshop we have developed a Draft Strategy 2026-31 and shared it with members. We closed that process with 79 responses. These have been grouped and themed for Board consideration. The Domain Name Commission Board also met and viewed the strategy. That feedback is included in the same paper. The InternetNZ Board will now review feedback and discuss any changes you would like to make in the draft Strategy as a result.

Annual Goals and Budget 2026/27

The Annual Goals for 2026/27 represent the set up work and implementation for year one of a new 5 year strategy. They are draft at this stage, for discussion with the Board and then development between now and March. The Budget work for this meeting includes high level assumptions on which the full budget scenarios will be developed also for approval in March.

Suite of Documents for InternetNZ

As the Strategy process has unfolded we have developed two other key documents which along with the Constitution mean we have a suite of 4 core documents for InternetNZ. These are:

- The InternetNZ Constitution
- Strategy 2026/31
- Te Korowai o Ipurangi Aotearoa
- Ngā Uara | Our Values

These documents were workshopped on the 4th December to explore connections, relationships, use of language and coherence across the suite. In the December Board meeting Te Korowai is recommended to the Board for adoption by Te Komiti Whakauru Māori.

Heads Up on Decisions

- The 2025 amendments to .nz Rules come to the Board for final decision in this meeting, recommended by the .nz Advisory Committee.
- It is also the time for the review of Board fees
- The Constitution requires a Panel based process for appointed members including any current appointed members who seek reappointment. The Process for this will be discussed and next steps agreed.
- The Board Charter is for final decision after review by the Board and recommendation from the Governance Committee.

Update on the Risk Environment

- **International markets** - Diversification is more important than ever: With disparate risks across geographies, sector, and asset types, being well-diversified can help manage volatility.
- **Current Status of the NZD** - The NZD has weakened significantly versus major currencies. Further RBNZ rate cuts could continue to weaken the NZD, but there's a balance to strike with inflation.
- **Data Protection - Personnel data requests**

A higher volume of data privacy requests continues to be received than previously. We have developed a framework to ensure we meet our obligations in a structured systemic way.

- **Financial / Economic Risk - Additional costs**

The Group faces increased financial exposure due to multiple legal risks requiring ongoing external legal and advisory support.

Feedback on Draft InternetNZ Group Strategy 2026-2031

ITEM NO: 4.1
AUTHOR: Rose Jamieson, GM Public Impact
FOR: InternetNZ Board
PURPOSE: To present feedback on the draft InternetNZ Group Strategy 2026-31 and recommend a path forwards.
DATE WRITTEN: 25/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper supports the new InternetNZ Group strategy for 2026-2031.
Te Tiriti o Waitangi	This paper supports the incorporation of Te Korowai ō Ipurangi Aotearoa within the new strategy.
Associated document links	Draft InternetNZ Group Strategy 2026/31

Recommendations

That the InternetNZ Board **receive** the report ‘Feedback on Draft InternetNZ Group Strategy 2026-2031’.

That the InternetNZ Board **consider** any potential refinements to the Draft InternetNZ Group Strategy based on the feedback received.

That the InternetNZ Board **approve** a new Vision statement in response to feedback received from members to be:

We envision an Aotearoa New Zealand where .nz is the preferred online identity for internet users, where every individual and organisation has the capacity to be secure and take charge of their online presence.

That the InternetNZ Board **approve** further role clarification between DNC and InternetNZ in the final version of the Strategy.

Background

We have undertaken the process of strategy development during 2025. Significant engagement has been undertaken with multiple stakeholders to date including:

- TKT initial scoping for the Group Strategy, vision, purpose and values (February 2025)
- Interviews with key stakeholders (February 2025)
- Group staff wānanga and workshop on Te Tiriti o Waitangi (February 2025)
- Environmental scan/alignment and analysis completed (May 2025)
- Scenario development and workshops with TKT and InternetNZ Board (May 2025)
- Strategy development workshop with TKT, some Group staff and Board representatives (August 2025)
- Group staff wānanga on vision, purpose and values (September 2025)
- Finalise Draft Group Strategy by TKT (October 2025)
- Strategy workshop with TKT, InternetNZ and DNC Boards to finalise draft (October 2025)
- Update Group Strategy and design work post workshop (November 2025)

Domain Name Commission Board Feedback

The Domain Name Commission Board received the draft Strategy as part of their recent Board pack and discussed it on 20 November 2025.

The Domain Name Commission Board would like to see further development and separation of the roles and responsibilities of the Domain Name Commission in relation to its regulatory role from the InternetNZ role. They propose that this clarification is expanded on for both InternetNZ and the Domain Name Commission as part of the writing of the final InternetNZ Group Strategy 2026-31.

Engagement on the Draft Strategy with Members

Members

We released a membership survey in mid-November for 10 days to provide a feedback mechanism for members on the Draft InternetNZ Group Strategy 2026-2031.

We received feedback from 79 individual members (1.6%), and those responses provide vital qualitative insights into the views of our actively engaged members. Our analysis provides key sentiments for each question, and summarises the substantive themes that emerged.

To note, based on analysis of the free-text comments, 42 individuals made 92 comments criticising InternetNZ for acknowledging Te Tiriti and te ao Māori. Of the 92 comments, 20 (from 14 respondents) were considered discriminatory and/or abusive. Those specific comments were not considered in the analysis of key themes, but all other commentary from these respondents was included.

Feedback from Membership

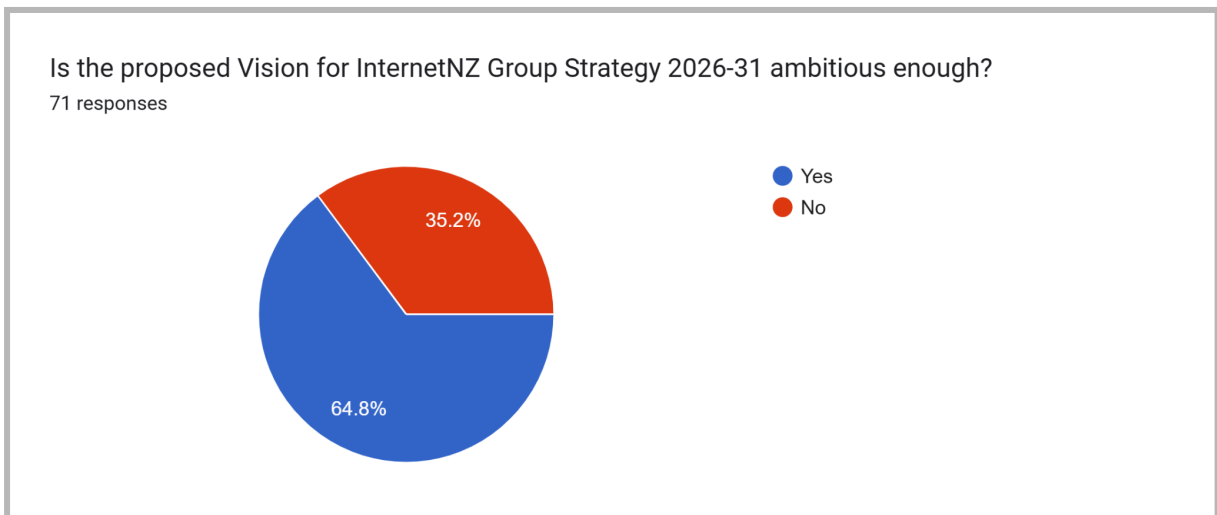
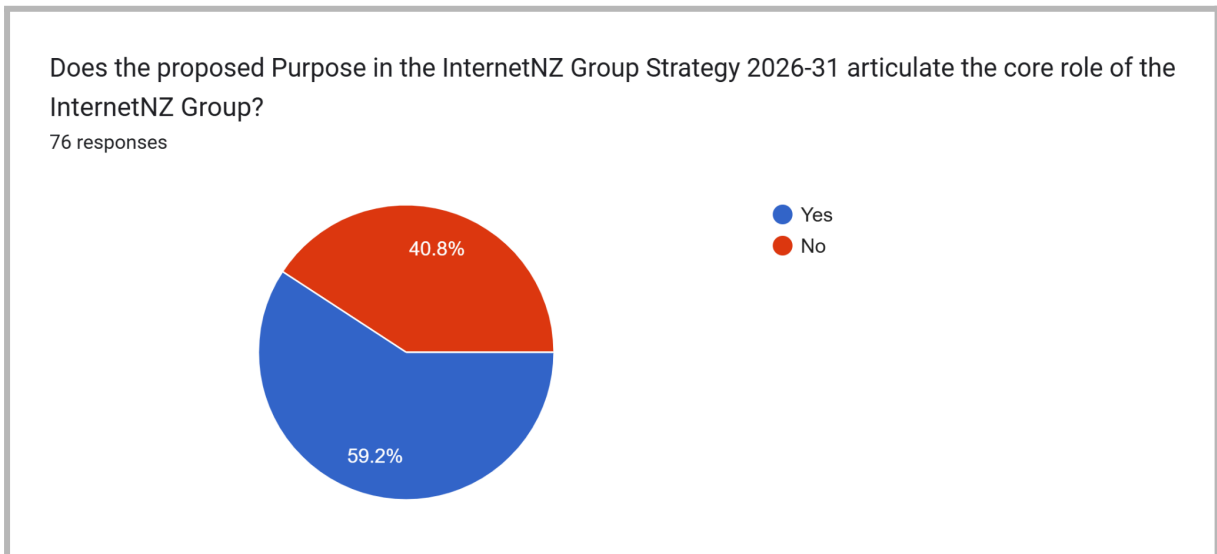
The feedback reveals strongly-held divergent views on the role and identity of InternetNZ. The high proportion of free-text comments also indicates a passionate and considered level of engagement from those who chose to participate in the survey.

Feedback that was consistently raised across all questions included:

- The conflation of two distinct and potentially conflicting organisational types: a neutral technical infrastructure organisation and an advocacy organisation.
- The need for better connections between the Purpose, Vision and Values, and the Strategic Pillars.
- Outlining how the Strategy would be executed, including accountability, measures, or roadmaps.
- Many respondents support the focus on Te Tiriti o Waitangi, but would like a stronger commitment.
- Many critiques included direct opposition to integrating Te Tiriti, citing ideological divisiveness, and mission creep.
- Generally, greater clarity is needed on some wording, with clearer definitions and terms.

Support for the Purpose and Vision

Around two-thirds of respondents were supportive of the Strategy's Purpose and Vision.



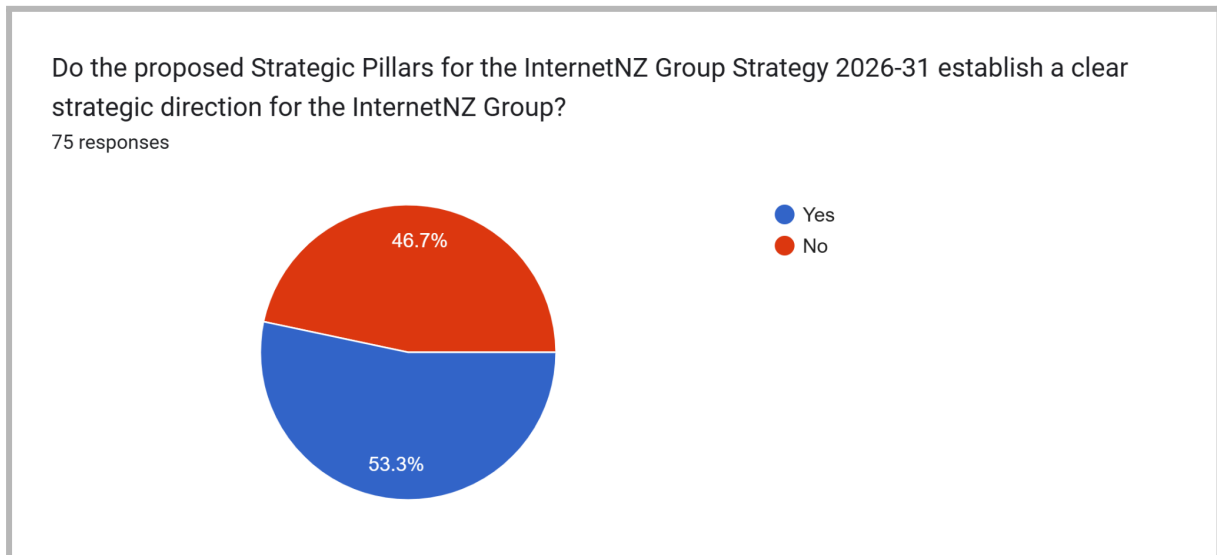
Free text comments included:

- Many responses articulated the natural tension between the neutral role of running the DNS and technical competence, and the Society playing an advocacy role.
- Some respondents agree that the Purpose generally articulates the core role but would benefit from clearer definitions for terms like "open Internet" or "accessible," and better explanation of *how* the purpose will be met.
- Similarly for the Vision, respondents commented on the use of words that have ambiguous meanings such as "fair" and "inclusive".
- Several respondents thought the Vision may be too far-reaching, and beyond InternetNZ's core purpose of maintaining the integrity and trust of the .nz domain name space. It is also similar to the Purpose.

- Some described the Vision as solid or appropriately ambitious, while others found it more descriptive rather than ambitious, and sounded like an existing goal.
- Many respondents perceived an over-emphasis on Te Tiriti o Waitangi, Māori principles, and cultural goals, believing it confuses the core role of the organisation.

Support for the Strategic Pillars

Just over half of responses supported the Strategic Pillars in the draft Strategy.



Free text comments included:

- Many felt that the Current and Future States narrative, and strategic pillars provided a broad outline of the direction. However, others found the overall strategic direction hard to follow or how it might be used to guide work or make decisions.
- Some felt the pillars lack clear prioritisation or parameters between them, with some respondents questioning why the pillars are not more clearly tied to the Values, Purpose, Vision, or whakataukī (Māori proverb) in the strategy. And some were unclear how the pillars would address the environmental contexts outlined in the Current State.
- Many respondents did not believe that "Social Impact" is a pillar or core role for InternetNZ because it risks politicising a neutral technical organisation, or is difficult to measure objectively. Suggestions included removing the pillar or refocusing it on the value created by economic and digital participation through excellent technical service.
- A small number noted underemphasized aspects in the Strategy such as advocacy for government policy, international relationships, and needing a more explicit focus on accessibility and disabled internet users, or the influence of geopolitics not coming through in our strategic pillars.
- Some respondents continued to note overemphasis on Te Tiriti o Waitangi and Māori Issues that they felt were irrelevant to DNS or .nz operations.

Fewer than half think the Strategy prepares InternetNZ Group for the next 5 years

Around 60% of respondents did not think the Strategy positions the InternetNZ Group effectively for the next 5 years (noting that a couple of responses noted the binary choice made them choose No).

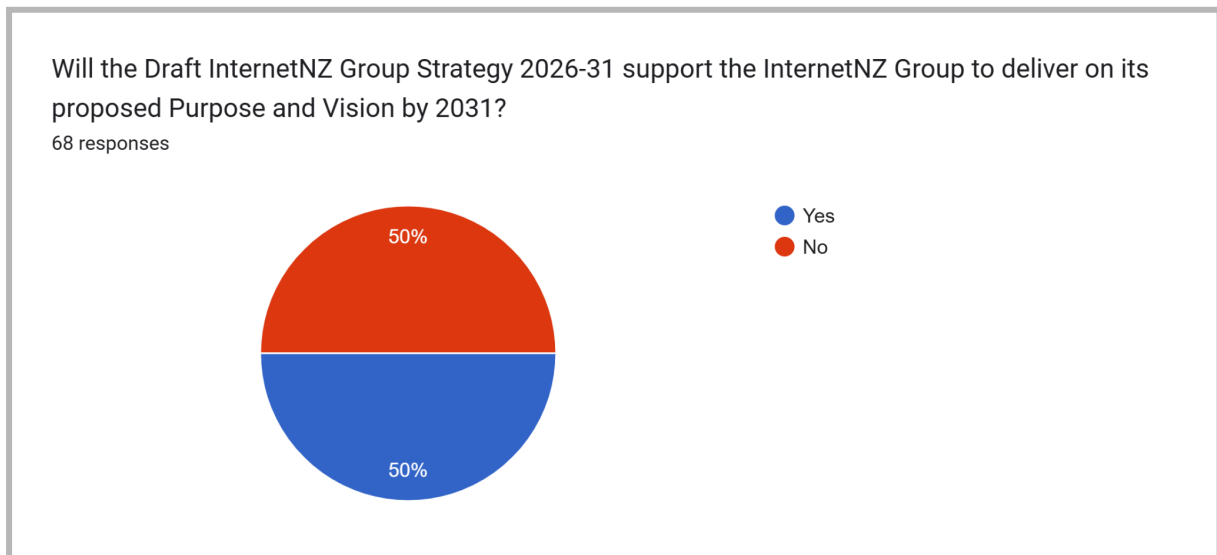


Free text included:

- Most responses felt the Strategy covers the main challenges including addressing infrastructure resilience and governance challenges well. Some felt a focus on opportunities was missing.
- Some felt it lacked focus and needed prioritisation, with measurable goals for accountability or actionable roadmaps.
- Many respondents recommend focusing on core roles like DNS reliability, security, and governance, and removing political advocacy. This included some wanting greater activity in policy and advocacy, others more focus on economic survival, and others had concerns that the Strategy may not uphold free expression and equality, or fearing censorship on the Internet.
- A few felt the organisation would have to go through a lot of effort to make the Strategy actionable and translate it into a roadmap.
- Some respondents felt the Te Tiriti ō Waitangi integration created ongoing confusion about InternetNZ's core role.

Evenly split on whether the Strategy delivers on the Purpose and Vision

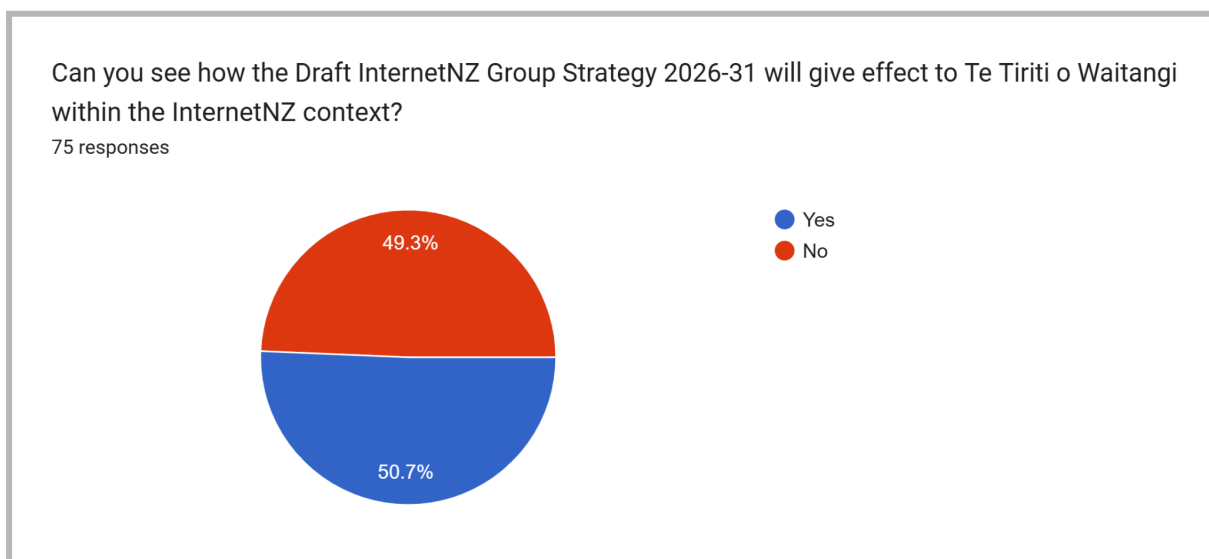
Members are split 50/50 on the Strategy supporting the organisation to deliver on its Purpose and Vision.



Free text commentary included:

- A lack of focus on the core business of technical infrastructure and serving all New Zealanders equally. Some suggested removing advocacy and political positioning and a focus on technical excellence, security, innovation, and service delivery.
- Many respondents felt the Strategy had too much emphasis on Te Tiriti and Māori, leading to concerns about discrimination.
- Some felt the Strategy had clearly defined goals, measurable outcomes (KPIs), or an operational methodology to execute on the strategy, which made it hard to see how the organisation would deliver on its Vision.
- Several responses highlighted that the Pillars are disconnected from the Purpose and Vision, or felt the Purpose itself is not consistent with the Vision.

Evenly split on whether the Strategy gives effect to Te Tiriti ō Waitangi



Free text commentary included:

- Many respondents support the focus on Te Tiriti o Waitangi, viewing it as a high priority, a commitment to social good, and a vital guide for any organisation in Aotearoa New Zealand
- A significant number of responses argue that Te Tiriti o Waitangi is irrelevant to InternetNZ's core purpose as a domain registry and technical service provider, and suggest it should be removed
- Suggestions for strengthening the commitment included focusing more on genuine partnership, shared design, and co-governance rather than just consultation or "gathering perspectives." Recommendations included framing the commitment around equitable access to technical services and inclusive stakeholder engagement for all New Zealanders.
- Some responses felt this section of the Strategy was the strongest and most coherent part of the document, because its intent was clearer plus it had a roadmap for action
- Some wanted greater clarity on what "giving effect to Te Tiriti o Waitangi" or phrases like "Te Tiriti intelligent culture" mean in practice

Potential Areas for Strategy Refinement

The feedback does not necessitate a fundamental change in direction, but consideration of adjustments that more clearly articulate the narrative and alignment across various elements in the Strategy. There is an opportunity to refine the draft Strategy to enhance its clarity to foster a broader understanding of our aspiration.

It is essential for the Board to acknowledge the Te Tiriti sentiment as a significant component of the feedback landscape. This highlights the ongoing need for the Board and the organisation to clearly and confidently articulate its Te Tiriti commitment, and to communicate this effectively to all members.

Recommended Changes

Vision Statement

Many responses felt that the Purpose and Vision were too similar. In reviewing them both we felt the Purpose articulated why we exist well, but that the Vision could be more focused on where we want to go. We have developed a new Vision statement to respond to the feedback members had.

We envision an Aotearoa New Zealand where .nz is the preferred online identity for internet users, where every individual and organisation has the capacity to be secure and take charge of their online presence.

This Vision emphasises the importance of engaging with individuals as well as businesses in growing the .nz domain. It also begins our narrative about people understanding how their online identity could be more secure when they shift their reliance on big platforms, where they can own their data and security settings. It introduces the vision that for the people of Aotearoa, .nz is integral to their online identity.

Role Clarification between Domain Name Commission and InternetNZ

The Domain Name Commission Board requested further development and clarification of the roles and responsibilities of the Domain Name Commission in the Strategy. The About Us section of the Strategy will be developed more fully for both DNC and InternetNZ in the final version, and will clarify more explicitly DNC's regulatory role.

Connecting the Purpose, Vision, Values and Strategic Pillars & Goals

Many responses found it difficult to connect how the Strategic Pillars and Goals supported the Strategy's Vision and Purpose and the challenges outlined in the Current State. As part of the final Strategy we will develop a Strategy on a Page that connects the key elements together, as well as expands on the narrative throughout the Strategy document in order to bring cohesion to the final Strategy.

Next Steps

The following activities will take place up to the end of the financial year.

- A plan to complete the section writing of the final Strategy and its design has been developed. This plan includes the design of the Te Korowai o Ipurangi Aotearoa and Ngā Uara Values.
- In January, the TKT will be working on the sequencing of key initiatives to meet the strategic goals. As well as how we will operationalise the final strategy to support the Budget and annual Goals for 2026/27.

- In February, the annual staff wananga will have sessions on what the Strategy means for staff and the organisation.
- The DNC Board will review the next version of the Strategy at their Board meeting in February.
- A Communications Plan will be developed to support the publishing and dissemination of the Strategy, and could include activities for the Board to engage members on the final Strategy.
- Final approval by the InternetNZ Board will be at the March 2026 Board meeting.



Draft InternetNZ Group Strategy 2026-2031



This is an integrated strategy between InternetNZ and the Domain Name Commission (InternetNZ Group).

About InternetNZ Group

About InternetNZ

InternetNZ | Ipurangi Aotearoa operates the .nz domain space. We ensure all domain names ending with .nz are available for people and businesses in Aotearoa to thrive online.

We're not government funded — we're a not-for-profit organisation. The money we receive from .nz domain names runs the .nz Registry and goes back into the community. We support and fund other organisations, and advocate for an accessible and safe Internet that benefits everyone in Aotearoa.

We are also a member organisation. You can join us as a member, have a say in our direction, stand for the Board, vote in elections, or simply because you believe in our cause.

About the Domain Name Commission

The Domain Name Commission is a subsidiary of InternetNZ and was appointed to develop and monitor a competitive registrar market and create a fair environment for registering and managing .nz domain names.



Our whakatauāki

Whakatauāki are traditional Māori proverbs used to convey deep meaning, wisdom, and values.

Kua raranga tahi tātou he whāriki ipurangi mō āpōpō
Together, we have woven a digital mat for the future.

– Takawai Murphy (Ngāti Manawa, Ngāti Rangitahi, Ngāti Hinekura), January 2017

Our vision

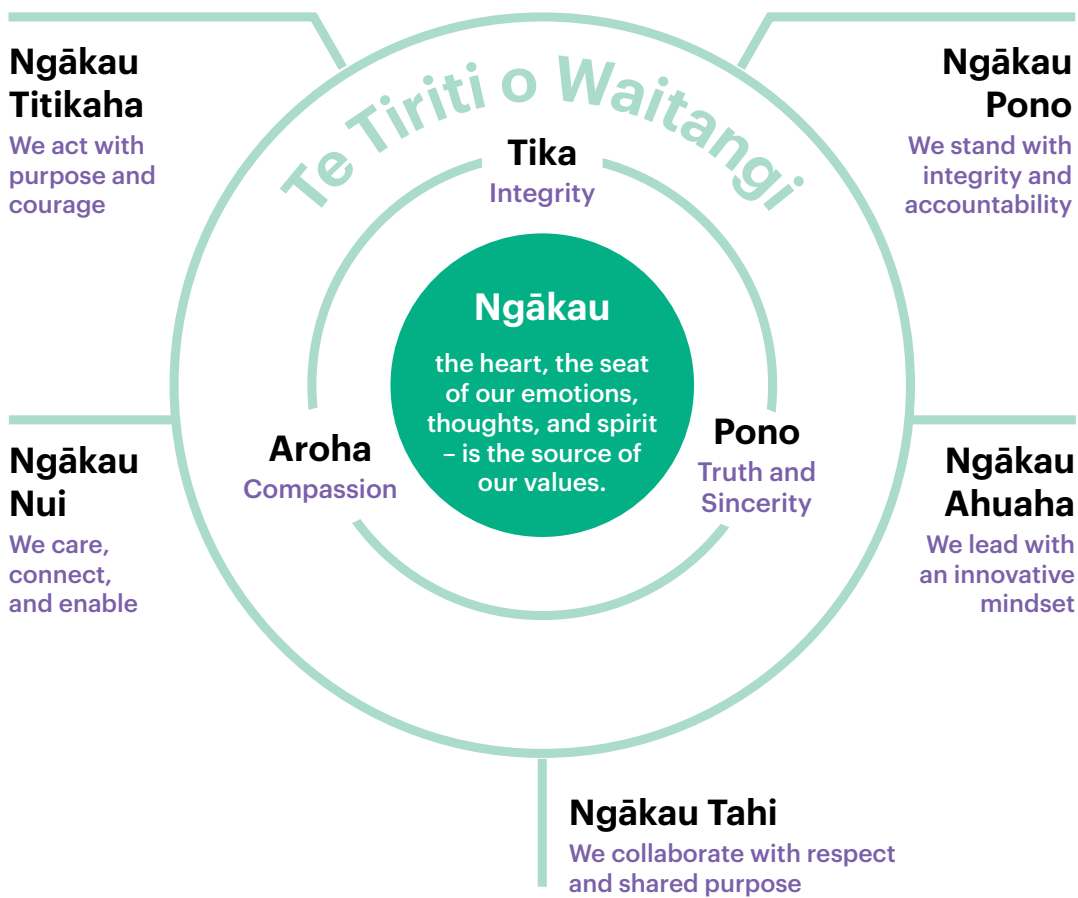
A fair and inclusive Internet for Aotearoa New Zealand, where the trusted .nz brand drives social and economic value.

Our purpose

Ensure a trusted and thriving .nz that empowers us and others to advance an open, accessible global Internet.



Ngā uara | Our values



Ngākau – the heart, the seat of our emotions, thoughts, and spirit – is the source of our values. From Ngākau flow **Pono** (truth and sincerity), **Aroha** (compassion), and **Tika** (integrity). These principles shape how we think, feel, and act, guiding our relationships with each other, with our communities, and with the Internet world.

Anchored in **Te Tiriti o Waitangi**, our values show care in honouring tangata whenua, building authentic partnerships, and delivering on our purpose for all.

From this foundation, our five values emerge – defining who we are, who we strive to become, and how we lead with purpose, courage, and heart. Together they light the path for how we stand with integrity, in service for Aotearoa through the Internet.



Ngākau Titikaha – we act with purpose and courage

We lead with dedication, resilience, and perseverance. We carry long-term responsibility for .nz with courage, purpose, and a future-focused mindset.

Ngākau Titikaha reflects our commitment to serving our core purpose with courage and forward thinking.

Ngākau Pono – we stand with integrity and accountability

We are honest and accountable, doing what's right, not just what's easy.

Ngākau Pono reflects our commitment to truth, integrity, and to acting in good faith – qualities that are critical to being the trusted steward of .nz

Ngākau Tahi – we collaborate with respect and shared purpose

We work collaboratively across teams and communities.

Ngākau Tahi reflects our commitment to equity, collaboration, respectful relationships and partnerships

Ngākau Auaha – we lead with an innovative mindset

We embrace auaha (innovation) by seeking smarter ways to serve, fostering creativity, and shaping an Internet future where communities can thrive.

Ngākau Auaha reflects our commitment to innovation and enabling bold ideas that empower all people and communities to grow and develop.

Ngākau Nui – we care, connect, and enable

We place people, communities and connections at the heart of .nz, working to create an inclusive digital space for everyone in Aotearoa.

Ngākau Nui reflects aroha, our commitment to inclusion, wellbeing, and shared belonging.



Current state

The need to evolve – Our current environment

The world we operate in is complex, fast-moving, and more contested than ever before. Trust in institutions, information, and technology is increasingly fragile. Geopolitical and economic landscapes are also shifting, and in New Zealand the economy remains cautious. The era of easy growth in domain names has passed. In this environment, our stewardship of New Zealand’s domain name space matters more than ever, and so does how we fulfil that role.

As the steward of New Zealand’s Domain Name System (DNS), we navigate the intersection of public good and a commercial service. Expectations are high that we deliver value, are transparent, while sustaining trust and efficiency within a fiscally constrained climate. Our challenge is to continue to deliver New Zealand’s critical infrastructure, while ensuring a sustainable revenue base from .nz domain names that grow relevance and trust within these shifting economic and policy landscapes.

Internationally, the geopolitical landscape is being redrawn. The once borderless Internet is showing signs of fragmenting into a multipolar system, shaped by competing blocs, and growing national and regional interests that threaten an open, global, interoperable Internet. Digital networks are increasingly influenced by power dynamics, trade alignments, and polarised ideologies. As the Internet becomes more politicised, the systems that underpin it, including smaller registries like .nz, are being drawn into global debates about sovereignty, trust, and control.

Over the last five years the information space provided by the Internet has become a battleground of influence, where false information shapes how people engage with the Internet, and each other. Questions of rights in digital spaces are becoming more visible but divisive. Many governments are asserting greater control over digital spaces and digital sovereignty, and driving tighter regulation of online infrastructure or online harms. New Zealand’s regulatory approach is lagging behind many other jurisdictions.

Socially, the Internet continues to mirror and magnify inequities. We have an established community fund that supports closing this digital divide. However, digital exclusion persists, with barriers to access and participation, unreliable connectivity, and low levels of digital literacy. While many Māori are actively participating in the digital economy, there remain fundamental challenges of inequity and reduction of harm, and we strive for more equitable outcomes on the Internet.

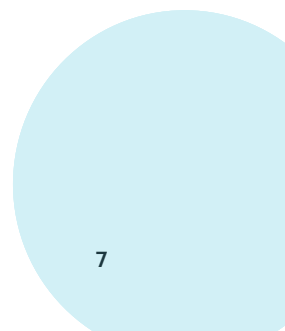
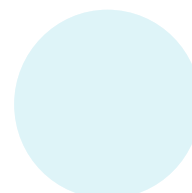
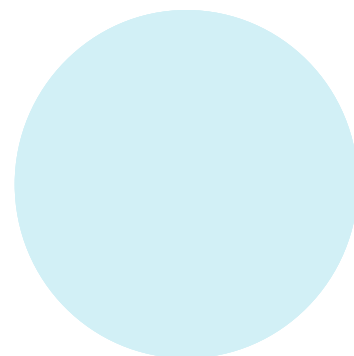


Operationally, confidence in the integrity of the domain name space and .nz remains our cornerstone. Maintaining reliability of our service, through resilience and trust, is fundamental for the wider confidence of New Zealanders in the Internet itself.

However, online criminal activity and DNS abuse are escalating globally, demanding timely and smarter responses that ensure the .nz domain space remains trusted. The Domain Name Commission’s new regulatory framework provides a solid foundation, but our systems, capabilities and .nz Rules must also continue to mature. Costs in our supply chain have risen significantly in recent years, adding further pressure on our ability to deliver efficiently. InternetNZ is increasingly held accountable for matters beyond our direct remit, underlining the importance of providing greater clarity about who we are, what we do, and what we stand for. At the same time, it’s clear our role and brand need sharper definition. Multiple brand versions and fragmented messaging have created confusion about our core functions, diluting the visibility of our core role as the .nz domain name administrator.

As we enter a more demanding period over the next five years, we will need the capability to plan and engage within an unpredictable environment.

To continue serving Aotearoa New Zealand effectively, we must maintain the integrity of our core role, unify our identity and purpose, and continue to evolve, growing a deep trust in the .nz domain name space as an enduring cornerstone of New Zealand’s digital future.





Future state

What does Success in 2031 look like?

Our 2026–2031 Strategy builds on the core work of InternetNZ and The Domain Name Commission, contributing to a trusted and thriving Internet on behalf of New Zealanders. Our strategy sits alongside Te Korowai o Ipurangi Aotearoa and incorporates our values, Ngā Uara. These will guide our people and decision-makers as we execute on this strategy.

In 2031, .nz is the first choice for people of Aotearoa for their trusted digital presence. Our service excellence will continue to deliver robust and resilient critical infrastructure for New Zealanders, creating a trusted online presence into the future. Growth in InternetNZ will be based on carefully considered commercial opportunities that build off our core skills and services, including for registries and registrars – utilising market research, and evidence-based targeted marketing to grow domain names under management. This growth will be supported by a known and trusted .nz brand where we act to protect domain name holder rights and is associated with the public good we do toward digital equity. Where the Domain Name Commission has the right tools and processes to effectively manage malicious use of domain names, and the .nz Rules are aligned for both trust and growth. The people of Aotearoa will understand the role and scope of InternetNZ’s work.

We will continue to strengthen our leadership in Internet governance, engaging nationally and internationally with Internet communities. Our relationships with the New Zealand government and their officials remains strong and we are a trusted source of advice.

The InternetNZ Group will be efficient and resilient in the face of evolving technologies, geopolitical shocks, and increasing interests in the sovereignty and ownership of data. Our membership supports our delivery of service excellence, our strategic direction, and has a confident approach to both membership rights and responsibilities.

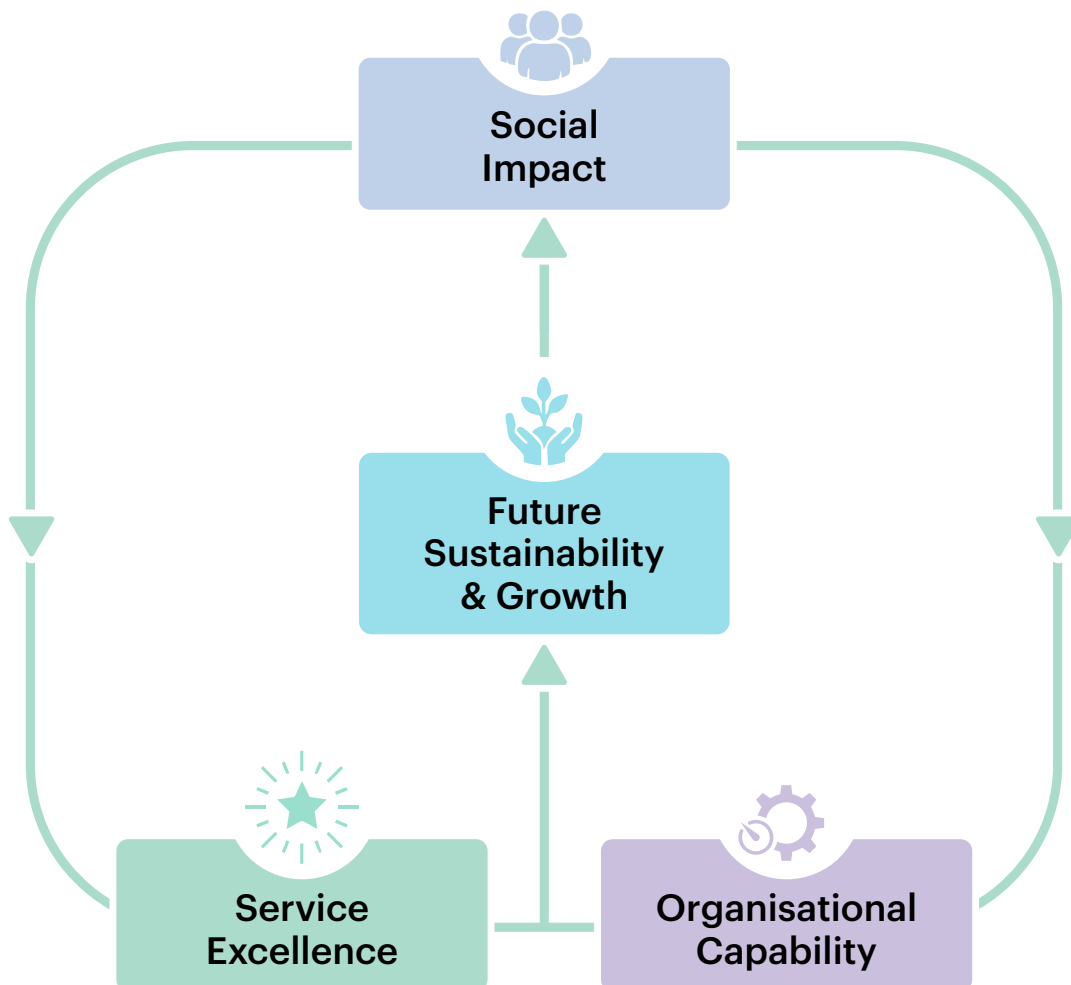
As a Group we have a strong workforce strategy that delivers the right mix of technical, commercial, compliance and policy capabilities, while being effective with the resources we have as a self-funded not-for-profit.



Moving to a future state

Through our strategy process, we identified four interconnected strategic pillars that guide our direction over the next five years.

- ▶ **Social Impact** - an open global Internet where everybody thrives
- ▶ **Future Sustainability and Growth** - a sustainable future through business growth
- ▶ **Service Excellence** - we are recognised for reliable and trusted services
- ▶ **Organisational Capability** - our capabilities enable us to respond within a fast-changing environment



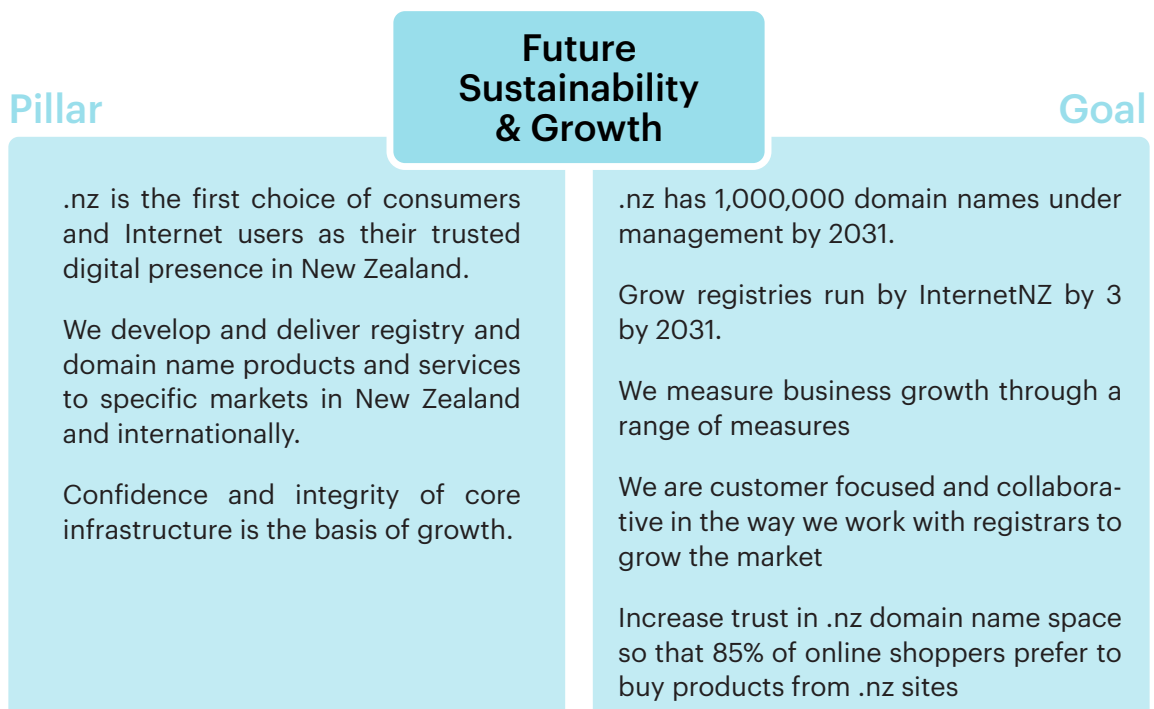


Strategic Pillars

Where we will invest and focus our efforts.

Strategic Goals

What we will deliver in five years



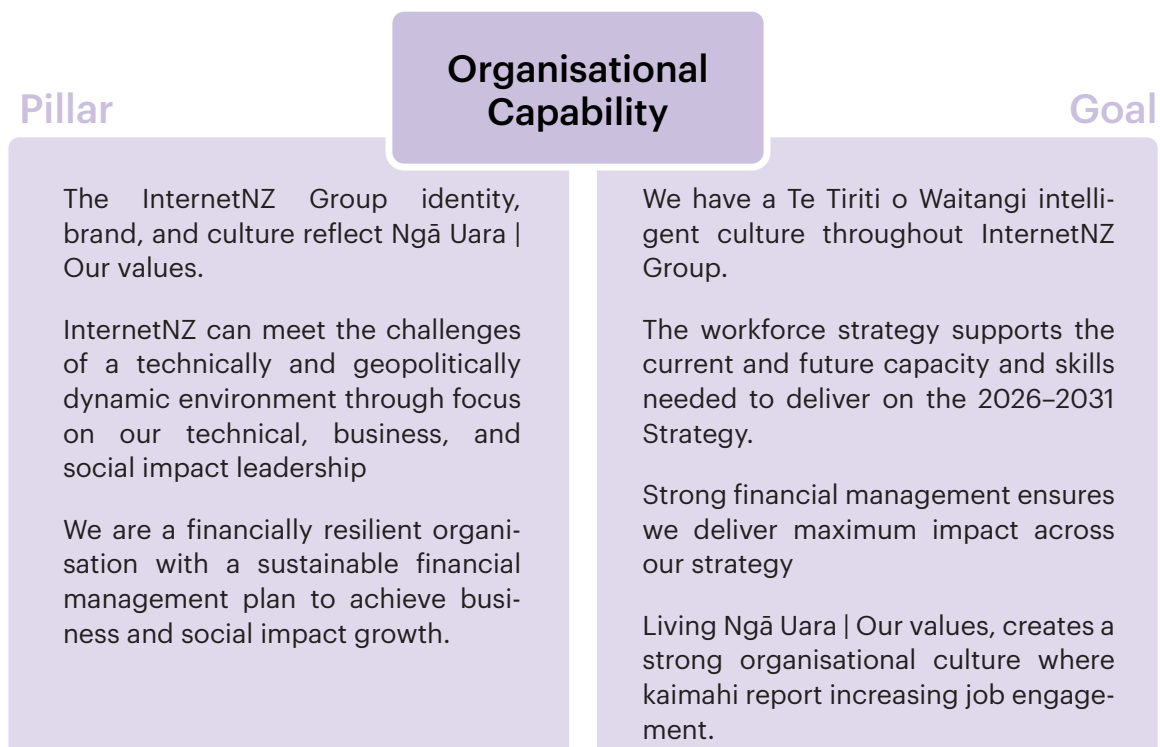
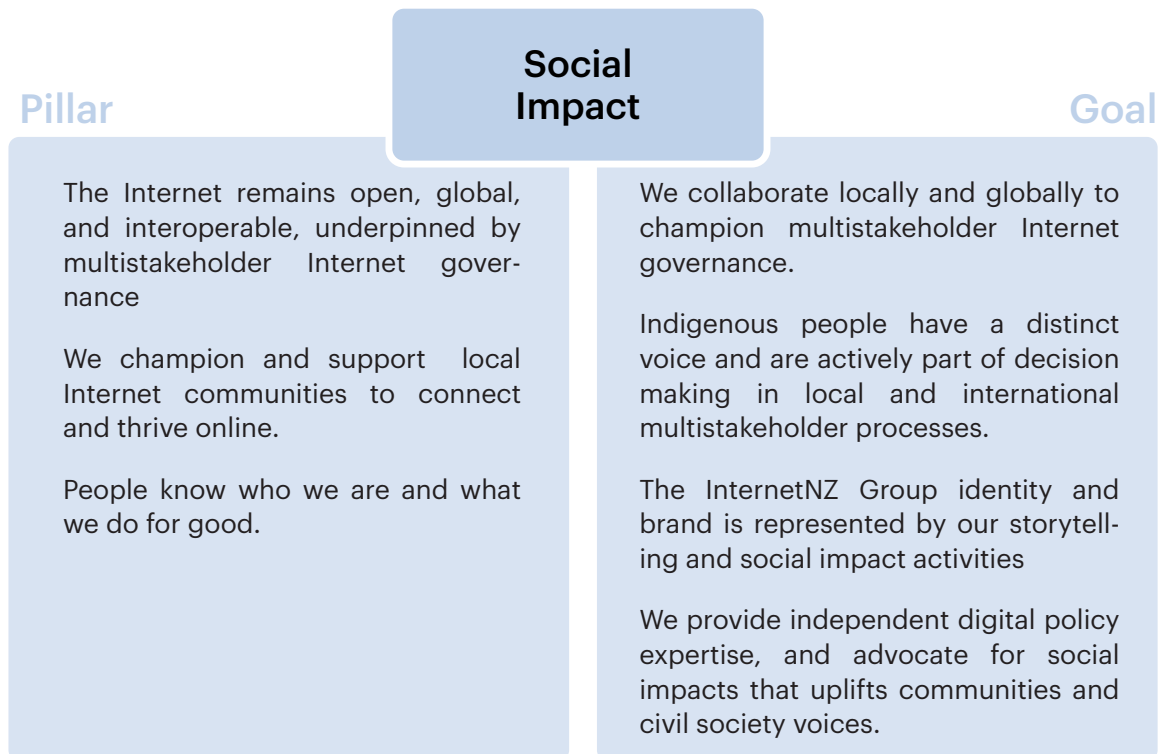


Strategic Pillars

Where we will invest and focus our efforts.

Strategic Goals

What we will deliver in five years





Te Korowai ō Ipurangi Aotearoa

Giving Effect to Te Tiriti o Waitangi in our 2026-2031 Strategy

InternetNZ's approach to giving practical effect to Te Tiriti o Waitangi is to weave our responses into the InternetNZ Group strategy. This ensures that we take a cross-organisation approach, and it is explicitly woven into our annual planning processes.

For example, key elements of our approach to giving practical effect would be to:

- ▶ continue to fund kaupapa Māori entities or individuals through our Community Fund
- ▶ grow the cultural capability of everyone in the organisation so that in five years we have a Te Tiriti intelligent culture
- ▶ gather the perspectives of the Māori Internet community on key Internet governance and share their views into global forums
- ▶ support the Māori community in their aspirations for national and international engagement with Internet governance
- ▶ ensure Māori community engagement on our .nz Rules
- ▶ tikanga-based dispute resolution services are offered
- ▶ gather more explicit information on Māori businesses' experiences of .nz domain names

In this way, our five year strategy reflects an integrated approach that continues to have specific annual initiatives directly focused on outcomes for Māori as well as other under-served communities in Aotearoa New Zealand's Internet community.

Guiding documents:

InternetNZ Constitution
Our Purpose
Ngā Uara « Our Values
Te Korowai ō Ipurangi Aotearoa
2026–2031 InternetNZ Group Strategy
Ngā Pae – Our five year InternetNZ Group plan



Draft Annual Goals 2026/27

ITEM NO: 4.3
AUTHOR: Vivien Maidaborn, Tumu Whakarae
FOR: Board
PURPOSE: Purpose of this paper
DATE WRITTEN: 27/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper supports the new InternetNZ Group strategy for 2026-2031.
Te Tiriti o Waitangi	The draft annual goals include building a Te Tiriti o Waitangi intelligent culture throughout InternetNZ Group.
Associated document links	Draft InternetNZ Group Strategy 2026/31

Recommendation

That the InternetNZ Board **provide feedback and guidance** on the draft Annual Goals 2026/27.

Internet New Zealand Group Strategy 2026-2031

Draft Annual Goals 2026/27

This document is an integrated view of 2026/27 Annual Goals between InternetNZ and the Domain Name Commission (the InternetNZ Group).

These Draft Annual Goals are the first steps, in the first year toward achieving the Internet New Zealand Group Strategy 2026-2031.

The Strategic Pillars in the Strategy set 4 clear work programme foci.

The Strategic Goals in the Strategy provide a framework for measuring progress across the strategy as a whole and over time.

The Draft Annual Goals 2026/27 set the workplan for each year in a way that ensures operational activity is directly relevant to the strategy.

VISION (recommended change)

We envision an Aotearoa New Zealand where .nz is the preferred online identity for internet users, where every individual and organisation has the capacity to be secure and take charge of their online presence.

PURPOSE

Ensure a trusted and thriving .nz that empowers us and others to advance an open, accessible global Internet.

2026/27 Draft Annual Goals – what we will deliver in the first year of the Strategy			
Service Excellence	Future Sustainability & Growth	Social Impact	Organisational Capability
The year one priorities in the Malicious Use strategy are implemented.	Business Growth Plan is developed including new revenue and .nz domain name growth. Increase by 25% Domain Name holders that purchase more than one .nz domain.	We contribute to global internet governance through TCCM and through participating in ICANN processes	Workforce strategy is integrated with the overall business strategy.
80% renewal rate of Domain Names year on year is achieved.	Registrars find us easy to work with and see .nz as a valuable TLD.	200+ InternetNZ members or NZ Internet Community participate in InternetNZ multi-stakeholder processes in 2026/27	The 5 year financial management plan resources the annual goals and ensures long term fiscal health.
Implement an engineering talent pipeline plan, specific to registry infrastructure, to ensure succession and growth are possible starting in 2026/27	InternetNZ identity and brand review plan is approved by the Board and year 1 priorities implemented.	InternetNZ Group supports Māori tech sector in engaging with Internet governance.	Ngā Uara Our values are expressed in actions and attitudes of DNC and InternetNZ Boards and by staff across the Group.

<p>DNC delivers a robust .nz Dispute Resolutions Scheme that meets the needs of users.</p>	<p>The active innovation pipeline for future products and initiatives is in place with 3 initiatives underway.</p>	<p>InternetNZ’s community impact is more visible through a new community evaluation framework</p>	<p>Cultural capability engagement is over XX% and staff are confident in how to practically apply in their work.</p>
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STRATEGIC PILLARS – where we will invest and focus our efforts			
<p>Service Excellence</p> <p>We operate and manage critical infrastructure for New Zealand, that is part of the national and global Internet ecosystems.</p> <p>Our DNS services are resilient and transparent, and are in line with international best practices.</p> <p>InternetNZ Group has an integrated customer journey and services for Registrars.</p>	<p>Future Sustainability & Growth</p> <p>.nz is the first choice of consumers and Internet users as their trusted digital presence in New Zealand.</p> <p>We develop and deliver registry and domain name products and services to specific markets in New Zealand and internationally.</p> <p>Confidence and integrity of core infrastructure is the basis of growth.</p>	<p>Social Impact</p> <p>The Internet remains open, global, and interoperable, underpinned by multistakeholder Internet governance.</p> <p>We champion and support local Internet communities to connect and thrive online.</p> <p>People know who we are and what we do for good.</p>	<p>Organisational Capability</p> <p>The Internet NZ Group identity, brand and culture reflect Ngā Uara Our values.</p> <p>InternetNZ can meet the challenges of a technically and geopolitically dynamic environment through focus on our technical, business, and social impact leadership.</p> <p>We are a financially resilient organisation with a sustainable financial management plan to achieve business and social impact growth.</p>

STRATEGIC GOALS – what we will deliver in five years

<p>1. Technical and infrastructure innovation will enhance our offerings in the .nz domain name space.</p> <p>2. Evolving technologies and strong national and international relationships disrupt abuse and malicious use in .nz Domain Name space.</p> <p>3. InternetNZ Group achieves significant retention in quality .nz domain name registrations.</p> <p>4. We effectively regulate .nz domain name space so that New Zealanders can thrive online.</p>	<p>5. .nz has 1,000,000 domain names under management by 2031.</p> <p>6. Grow the number of registries operated by InternetNZ by 3 by 2031.</p> <p>7. We measure business growth through a range of measures.</p> <p>8. We are customer focused and collaborative in the way we work with Registrars to grow the market.</p> <p>9. Increase trust in .nz domain name space so that 85% of online shoppers prefer to buy products from .nz sites.</p>	<p>10. We collaborate locally and globally to champion multistakeholder Internet governance.</p> <p>11. Indigenous people have a distinct voice and are actively part of decision making in local and international multistakeholder processes.</p> <p>12. The InternetNZ Group identity and brand is represented by our storytelling and social impact activities</p> <p>13. We provide independent digital policy expertise, and advocate for social impact that uplifts communities and civil society voices.</p>	<p>14. We have a Te Tiriti o Waitangi intelligent culture throughout InternetNZ Group.</p> <p>15. The workforce strategy supports the current and future capacity and skills needed to deliver on the 2026–2031 Strategy.</p> <p>16. Strong financial management ensures we deliver maximum impact across our Strategy.</p> <p>17. Living Ngā Uara Our values create a strong organisational culture where kaimahi report increasing job engagement.</p>
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TE KOROWAI Ō IPURANGI AOTEAROA

ITEM NO: 5.1
AUTHOR: Vivien Maidaborn Tumu Whakarae
FOR: InternetNZ Board
PURPOSE: To approve Te Korowai ō Ipurangi Aotearoa
DATE WRITTEN: 25/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	Rei kura: a Te Tiriti o Waitangi centric organisation.
Te Tiriti o Waitangi	Te Korowai ō Ipurangi Aotearoa (Te Korowai) adorns our organisation, guiding how we enliven Te Tiriti o Waitangi and inspiring our collective aspiration to serve all of Aotearoa with courage, integrity and distinction.
Associated document links	Te Korowai ō Ipurangi Aotearoa

Recommendation

That the InternetNZ Board **adopt** Te Korowai ō Ipurangi Aotearoa as one of the suite of key documents.

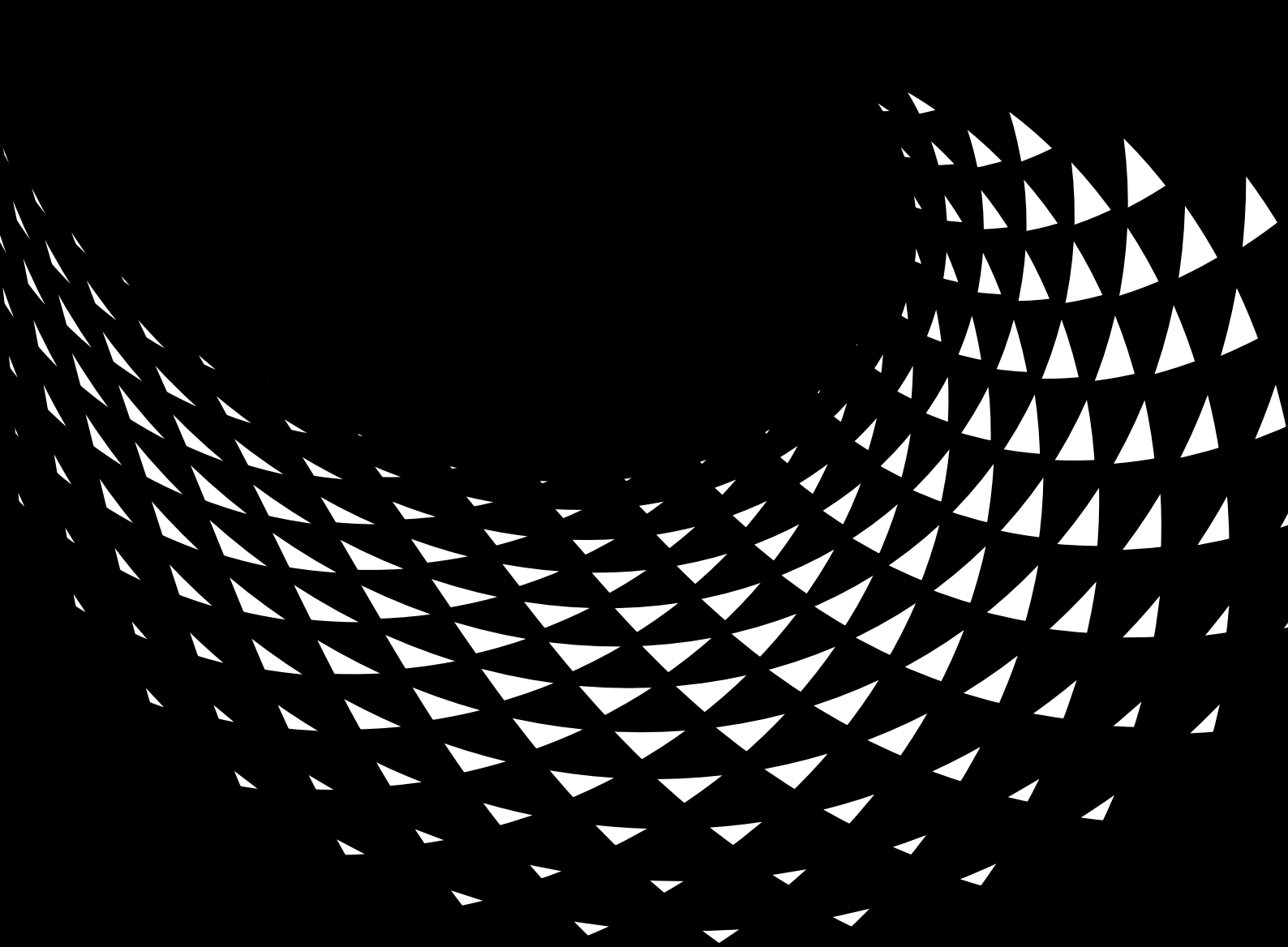
Summary

There have now been 5 hui where Board members from Domain Name Commission and InternetNZ have discussed Te Tiriti. Te Amokura Consultants facilitated the early hui, with later hui being part of the overall strategy workshops facilitated by Anne Pattillo.

Te Komiti Whakauru Māori recently held wānanga to consider Te Korowai ō Ipurangi Aotearoa, its whakapapa, and its relationship to other documents (Constitution, Ngā Uara | Our values and the Strategy 2026/31) along with Te Amokura's report, with the support of key staff.

At the end of Te Korowai ō Ipurangi Aotearoa wānanga with staff, Te Komiti agreed;

- That there is a suite of documents comprised of Ngā Uara, Te Korowai, the InternetNZ Constitution and the 2026-31 Strategy.
- That Te Komiti Whakauru Māori recommend adoption of Te Korowai conditional on strengthening the first sentence in the statement to include the uniqueness of the INZ role (as a ccTLD) and addition of a section at the bottom that gives us a sense of the whakapapa of Te Korowai and its relationship to the other documents in this suite.



Te Korowai o Ipurangi Aotearoa

internetnz 

**domain name
commissionnz** 



Te Korowai¹ ō Ipurangi Aotearoa (Te Korowai) adorns our organisation, guiding how we enliven Te Tiriti o Waitangi and inspiring our collective aspiration to serve all of Aotearoa with courage, integrity and distinction. Like a finely woven korowai (cloak), this representation conveys messages of protection, leadership, and the history of Ipurangi Aotearoa, its people, and legacy.

As the domain name administrator, we have a unique role to manage the .nz domain name space for the benefit of all of Aotearoa. InternetNZ's responsibility is one of stewardship and accountability to all its people, acknowledging the significance of Māori as tāngata whenua.

We serve our communities by operating .nz in a way that is respectful and inclusive, so all New Zealanders can connect and thrive online. Māori, as tāngata whenua, are an integral part of the community we are mandated to serve.

¹ A korowai is a traditional woven kākāhu (cloak) that is variously decorated with history, messages of protection, leadership and genealogy. Korowai would adorn leaders and be treasured by whānau, hapū and iwi inherited by descendants and or gifted to esteemed relationships.



The weaving of Te Korowai ō Ipurangi Aotearoa

InternetNZ Board members, past and present, recall discussions about Te Tiriti o Waitangi within InternetNZ over the last decade.

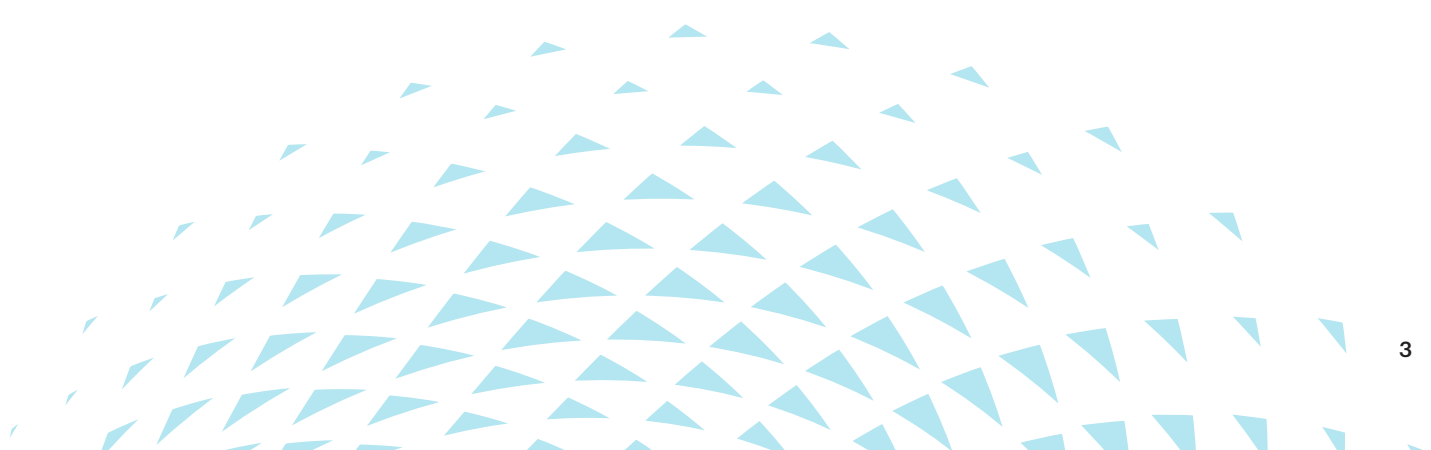
In 2022, the [O'Regan Report](#) created momentum and focus within Ipurangi Aotearoa with a set of recommendations that focused on systemic change toward more alignment with Te Tiriti o Waitangi. In 2024/25, the Constitutional Review implemented recommendations from the O'Regan Report and supported InternetNZ in transitioning to a new framework, accompanied by a suite of documents that enliven Te Tiriti within the organisation. The Constitutional Review raised the question, "What does it mean to be 'Te Tiriti-centric?'" Te Korowai was designed to provide guidance on this question and to further the work of ensuring Māori are recognised as tāngata whenua within the core work of Ipurangi Aotearoa.

The meaning behind the name

Te Korowai ō Ipurangi Aotearoa is a name and a concept given by Te Puni Māori to encapsulate the way in which Te Tiriti o Waitangi wraps around all citizens of Aotearoa like a cloak to adorn them with the rich history, promises and commitments Tangata Whenua and Tangata Tiriti made to each other at the signing of Te Tiriti o Waitangi in 1840.

Just like a korowai, this piece of work will adorn InternetNZ Ipurangi Aotearoa with the rich history, the promises and commitments for an Internet for all of Aotearoa. It reflects Te Tiriti o Waitangi in what we do, not driven by obligation but by opportunity and social responsibility. The opportunity to lead in this space reflects the idea that Te Tiriti o Waitangi is not merely an arrangement between Māori and the Crown but is also a blueprint for how we want to be as a country.

Te Korowai was woven in collaboration with the InternetNZ and Domain Name Commission Boards, with special guidance from Te Komiti Whakauru Māori and InternetNZ kaimahi. Te Amokura Consultancy provided the methodology and facilitation of many hui through 2025.





Te Korowai becomes part of our core document suite

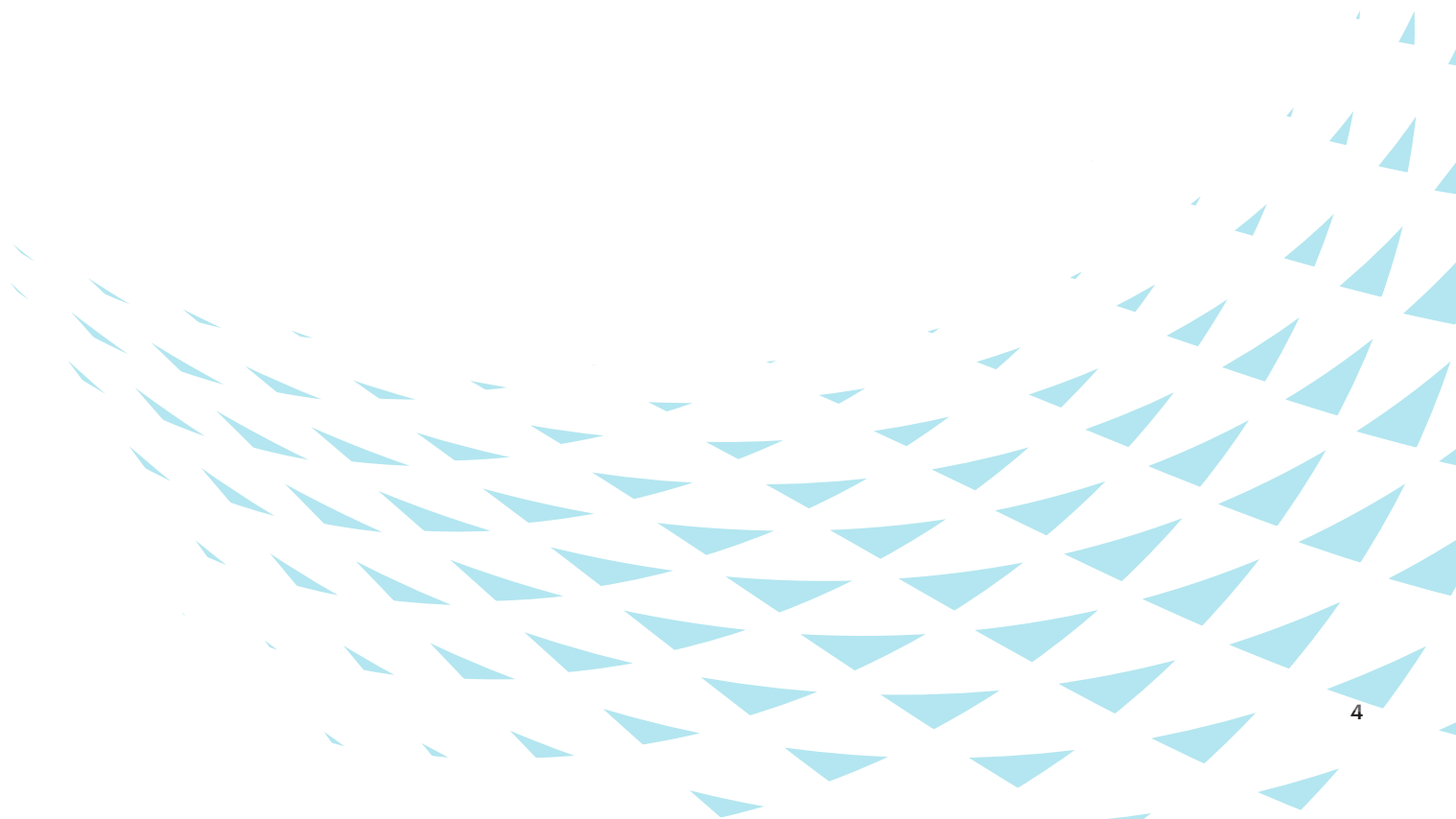
[NB: we will create a graphic for this in January 2026]

The InternetNZ Constitution, approved by membership at the Special General Meeting in April 2025, is the foundational document for InternetNZ, and sets out the roles and responsibilities for our governance and membership.

Three other documents in our core suite play different roles, and all serve to add value to the understanding and operationalisation of the **Constitution**.

- ▶ **Te Korowai ō Ipurangi Aotearoa** provides guidance on how we enliven Te Tiriti o Waitangi within Ipurangi Aotearoa and inspires our collective aspiration to serve all of Aotearoa with courage, integrity and distinction within our Constitutional remit.
- ▶ **Ngā Uara**, our values, are the behaviours and ways of working that also serve to bring Te Korowai to life every day, shaping how we relate to each other, our members and the communities we serve.
- ▶ **InternetNZ Group Strategy 2026 - 2031** is our roadmap for giving effect to our purpose over a specific period of time. The Strategy represents the Board's priorities and direction to ensure the Internet benefits all of Aotearoa.

Te Korowai provides an accountability link across all these core documents, starting with the roots in the Constitution and spreading through our values, into our relationships and the goals mandated in the strategy.





Te Korowai ō Ipurangi Aotearoa is grounded in the Articles of Te Tiriti o Waitangi

Article

What it means to us

Kāwanatanga

‘Kāwanatanga’ in our context, describes the concept of governance. It relates to the Boards' obligations to provide good governance for InternetNZ | Ipurangi Aotearoa as a whole and to act reasonably and in good faith.

Good governance is an expression of New Zealand's Te Tiriti relationship, that extends to how the InternetNZ Group works with Māori, including Board Directors, staff, partners and stakeholders. In applying Kāwanatanga, the Boards will practice the Tikanga associated with the InternetNZ Group.

Ipurangi Aotearoa is committed to ensuring that the InternetNZ and Domain Name Commission Boards have representation from Māori and wider relationships with Māori, to support robust decision-making.

Kāwanatanga means the InternetNZ and Domain Name Commission Boards provide input and advice to the Group CEO on senior Māori leadership roles within InternetNZ.

Tino rangatiratanga

InternetNZ understands that tino rangatiratanga rests with Māori. In recognition of the importance of this, we will create and maintain strong relationships with Māori.

We will continue to support opportunities for Māori perspectives within the Domain Name ecosystem, both locally and globally. We will enable and support Māori to express tino rangatiratanga in the Domain Name Space including exploring how the .nz domain name space responds to taonga Māori and matters of significance to Māori.

We will enable opportunities for tino rangatiratanga, through supporting Māori-identified and Māori-led initiatives that align with InternetNZ's strategy and goals.

Ipurangi Aotearoa acknowledges the important place of te reo Māori, tikanga and mātauranga Māori as taonga under Te Tiriti o Waitangi. We will protect these taonga as they occur within Ipurangi Aotearoa under the authority of senior Māori expertise.



Article

What it means to us

Ngā Tikanga Rite Tahī

Ngā Tikanga Rite Tahī, states “the rights and privileges of citizenship” gives the promise of equity and equality as a fundamental right to all.

InternetNZ will provide targeted funding, resources, and development opportunities for Māori and other marginalised groups in Aotearoa to support progress toward digital equity and equality. We are committed to ensuring greater access for all communities by developing focused strategies that enable us to serve all users and members of the .nz domain.

Ngā ritenga Māori me ngā whakapono katoa

Tikanga Māori is at the heart of how we operate, including respecting and honouring Māori practices. Ipurangi Aotearoa will develop clear tikanga for key organisational ceremonies and milestones, and set expectations to help guide the organisation in positive and uplifting ways. Guided by tikanga Māori, InternetNZ | Ipurangi Aotearoa will welcome and support the expression of other cultures’ practices and respective beliefs.



2025 Amendments to .nz Rules

ITEM NO: 5.2
 AUTHOR: Isobel Egerton, Domain Name Policy Lead
 FOR: InternetNZ Board
 PURPOSE: To seek approval to amendments to .nz Rules
 DATE WRITTEN: 18 November 2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	.nz for all of Aotearoa. InternetNZ provides .nz as a public good. Aotearoa New Zealand has a high trust domain name service, and a well-functioning internet as critical infrastructure.
Te Tiriti o Waitangi	The Policy Development policy requires that consideration is given as to whether any Māori interests are affected by rules changes, and a Māori engagement plan implemented if needed.
Associated document links	Summary of proposed changes (Merged Tranche 1 and tranche 2 changes.) Final proposed form of .nz Rules (proposed version 3.2) with changes marked up. (Merged Tranche 1 and Tranche 2 changes.) Submissions received on Tranche 1. Submissions received on Tranche 2.

Recommendations

That the InternetNZ Board **note** both Tranche 1 and Tranche 2 amendments to .nz Rules were consulted on in 2025, and version 3.2 of the .nz Rules have been recommended for adoption by the .nz advisory committee.

That the InternetNZ Board **approve** version 3.2 of the .nz Rules.

That the InternetNZ Board **approve** that version 3.2 Rules will come into force on 17 March 2026.

Consultation Process

We have undertaken two rounds of consultation on changes to the .nz Rules this year.

- Tranche 1 - minor amendments were consulted on in May and five submissions were received.
- Tranche 2 - more substantial amendments were consulted on during September 2025 and twelve submissions were received.

Tranche 1

The changes proposed as Tranche 1 were minor, and consisted of:

1. Adopting the new acronym for the Domain Name Commission (DNC and not DNCL)
2. Adopting the new name for the Dispute Resolution process (now the 'nz Dispute Resolution Scheme')
3. Ensuring defined words were capitalised and other minor language corrections
4. Correcting the definition of 'Compliance Lock' to cross reference all .nz Rules clauses that empower compliance locking.

Tranche 2

More significant changes were included in the September 2025 consultation. Those changes included:

General changes

1. Making things simpler through introducing uniform terms for use and aligning language in the .nz Rules, which are used in our Agreements (eg: Authorisation Agreement and Connection Agreement).
2. Amending the exclusion of liability clause to cover actions taken by InternetNZ or the Domain Name Commission to enforce, or actions authorised by, the .nz Rules, and also to cover actions taken under the .nz associated agreements.

Affecting Registrars (domain name providers)

3. Make clearer the process under which new Registrars are authorised.
4. Clarifying that InternetNZ may enforce the Connection Agreement that it signs with Registrars.
5. Make changes to reflect a new domain locking product that InternetNZ is implementing.

Affecting Domain Name Holders

6. Explicitly extend the obligation that Domain Name Holders *continue* to meet eligibility criteria during the entire lifecycle of a domain name (that is, domain names must be held by living persons or lawfully constituted entities).
7. Make clear the Domain Name Holder obligation that accurate data is maintained on the .nz Register for the *full duration* of the domain name's registration.
8. Make explicit that if data accuracy is not maintained, and/or queries from the Commission about data accuracy or to verify identity are not responded to, domain names can be suspended or cancelled following a DNC (Domain Name Commission) process.

Submissions and advice

Overview of submissions

The key themes from both tranches of consultations were:

1. The majority were in support of the introduction of uniform terms.
2. The majority were in favour of the exclusion of liability clause but some parties said it was too broad.
3. Nearly all submitters were in favour of the eligibility criteria remaining in place for the full life cycle of the domain name. (That is, domain names must be held by living persons or lawfully constituted entities.)
4. Nearly all submitters were in favour of and/or accepted that suspension of domain names was an appropriate response where registration data was inaccurate, and had not been corrected following notification to the domain name holder. It was noted that up-to-date registrant data supports operational integrity, facilitates dispute resolution, and enhances security. It was also noted that Registrars should be informed/involved in any suspension processes and fair warning given to domain name holders.
5. The majority were in favour of the new Authorisation Process flow. Three submitters suggested that the Domain Name Commission's decisions should be capable of review.
6. Submissions were positive about the domain lock provisions. Two submitters wanted more detail about the Domain Lock added to the .nz Rules.

7. One submitter was against most changes and submitted against a number of other clauses in the .nz Rules which were outside the scope of the consultation. Their submission questioned the mandate of the Domain Name Commission, and proposed very prescriptive terms governing potential actions of the Domain Name Commission, and sought the introduction of a complaints process. One other submitter commented negatively on aspects of the .nz Rules that were also out of scope.

Response to feedback - some changes adopted

Changes were made following feedback on Tranche 2:

1. One submitter raised the point that a large administrative burden would fall to Registrars under proposed clause 8.2.4(m) if they were required to advise the Domain Name Commission every time they observed the eligibility criteria was not met (for example, where a corporate domain name holder was wound up or struck off). Registrars have advised that they have their own processes to regularise the registration in this instance. On reflection, we recommend withdrawing this notification obligation from Registrars. The issue is probably best managed as an education of the industry to help bring domain name holders into compliance.

Accordingly, our advice is that proposed new clause 8.2.4(m) will not be introduced.

2. A submitter proposed better phrasing for 8.2.2(d)(iii), which has been adopted in the final proposed Rules. A typo (word double up) was notified and fixed in clause 11.2.10; plus a missing word is added to 6.2.13.

Proposed language clarifications submitted by the Domain Name Commission were made to clause 8.2.6.

3. The DNC submitted that it needed to be aware in advance of proposals by InternetNZ to enforce provisions of the Connection Agreement against a Registrar, so as to ensure that domain name holders were not negatively impacted, especially where domain names might need to be transferred out.

Given the high likelihood of the DNC having a significant role in any suspension of a registrar's access to the registry, it was determined to modify clause 12.2.4 so that InternetNZ must enforce the Connection Agreement 'in consultation with DNC'.

4. A clarification of the drafting in clause 12.2.15(b) was undertaken to reflect that failure to verify information on the register may result in suspension and the underlined words have been added:

12.2.15(b): the Domain Name Holder has not validated the accuracy of the information in the .nz Register or verified their identity associated with the Domain Name Holder's .nz domain name within the timeline specified by DNC in any request to the Domain Name Holder.

5. There was feedback that the exclusion of liability was too broad. On further review of the proposed amended clause 12.2.19 (underlined words were to be added), the advice to the Committee was that the words in *italics* should be removed. This is because those words cover liability for the operation of the .nz Register which is best covered in the Connection Agreement. Accordingly, the final proposed version removes the words in *italics* which were intended to be introduced but now will not be included.

12.2.19 To the extent permitted by Law, DNC, ~~not~~ the Commissioner, DNC's personnel, InternetNZ or InternetNZ's personnel or any of their related parties shall not be liable for any direct or indirect loss or damage suffered by a Domain Name Holder or Registrar or any third party, arising out of any act or omission in connection with the exercise in good faith of the powers provided for in these .nz Rules or arising out of any act or omission taken in connection with the Associated Agreements. [or otherwise in connection with the operation of .nz or the .nz Register.] ~~clauses 12.2.8, and 12.2.16.~~

.nz Advisory Committee recommendation to adopt

The proposed final form of the amendments to be adopted in the .nz Rules were discussed at the .nz Advisory Committee meeting on 15 October 2025. The .nz Advisory Committee agreed to make a recommendation to adopt the Board. The .nz Advisory Committee:

- a. Noted that it had already considered the feedback on the Tranche 1 proposed changes and agreed to recommend those changes to the Board (Committee meeting of 2 July 2025);
- b. Considered the Tranche 2 summary of changes and marked up document;
- c. Considered the submissions received and the advice in response to tranche 2;
- d. Noted that appropriate consultation had been conducted and that engagement had been achieved;
- e. Noted that submitters' comments had been considered and the proposed Rules had been modified in response to some submissions;
- f. Agreed to:

1. **Recommend** that the 2025 Tranche 1 and Tranche 2 amendments to .nz Rules:

- a. Become version 3.2 of the .nz Rules; and
- b. Be adopted by the InternetNZ Board.

2. **Recommend** that the effective date of version 3.2 of the .nz Rules be set by the InternetNZ Board to ensure it aligns with the effective date of the new versions of the Authorisation Agreement and Connection Agreement given the consequential changes in those agreements.

Advice

These amendments are all considered appropriate and consistent with the [principles](#) contained in the .nz Rules. The external engagement undertaken complies with the standards required by the [Policy Development Process](#).

The Domain Name Policy Lead recommends the approval of these amendments and advises that there is no impediment to the introduction of these amended Rules as version 3.2 of the .nz Rules.

It is recommended that the new .nz Rules come into force on 17 March 2026. That date allows for new Agreements that InternetNZ and the Domain Name Commission are entering into with Registrars to be notified and signed up to with all three documents (Connection Agreement, Authorisation Agreement and version 3.2 of the .nz Rules) going live on the same date - 17 March 2026.

Next steps

A communications plan on the new version of the .nz Rules will be developed ensuring, to the extent practicably possible, all affected parties are notified in advance of the .nz Rules changes coming into effect.

The new Rules will be updated on the InternetNZ and Domain Name Commission websites on 17 March 2026.

BOARD MEETING - DECEMBER 2025

BOARD REMUNERATION REVIEW

ITEM NO: 5.3
AUTHOR: Catherine Fenwick, Tumutaumatua | GM Organisational Performance
FOR: Board
PURPOSE: Board Remuneration review as required in the Board Charter
DATE WRITTEN: 4/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	An essential element in the Board's leadership role is its responsibility to establish a Statement of Strategic Direction for InternetNZ.
Te Tiriti o Waitangi	The Board is responsible for enacting the Society's commitment to centring Te Tiriti o Waitangi as expressed in the Constitution.
Associated document links	CO (25) 2: Cabinet Fees Framework for members appointed to bodies in which the Crown has an interest

Recommendation

That the InternetNZ Board **approve** the new remuneration levels as set out in this paper, effective 1 April 2026. (Effective 10.5% increase)

That the InternetNZ Board **confirm** the next review in 2029.

Purpose

The Board's remuneration is subject to the Board Charter and Policy. The remuneration for the Board is reviewed every three years, with the last review conducted in August 2022. Fees were updated to the current level from April 2023.

The current board fees set at this time were:

Chairperson - \$38,050

Deputy Chairperson - \$24,062

Board member - \$19,250*

**Sub-Committee Chairs also receive an additional 10% of their remuneration.*

Background

Board remuneration is reviewed every three years as per the Governance Charter. The last review concluded in November 2022, with new rates taking effect on 1 April 2023. The 2022 process benchmarked the Crown Entity (Cabinet) Fees Framework and considered staff salary movements over the period. In July 2025, the Cabinet released CO (25) 2, revising the Fees Framework, which includes a change to the review process (classification/points).

The review in this paper applies the updated framework as an external benchmark while maintaining a conservative approach appropriate for a charitable incorporated society.

This fee framework is detailed on the State Services Commission website: [CO \(25\) 2: Cabinet Fees Framework for members appointed to bodies in which the Crown has an interest](#)

Application of the Crown Entity Fee Framework and staff salary movements

We have selected Group 3a: General Governance Boards under the revised 2025 Framework (CO (25) 2) (similar to grouping in 2022) .

We are identifying Level 5 as most appropriate to InternetNZ on the basis that the fees are set for Crown Entities and we are an Incorporated Society with specific affordability factors in play, that the fees range in level 5 offers significant increase to current levels.

Using the method below this is a different assessment.

Single primary function method (per CO (25) 2 guidance to select one principal function): Lead Provider of Services = 5 points, with assets of budget/turnover between \$10-50m = 4 points = 9 points in total @ Level 4 (7-10).

This framework is applied to InternetNZ in the following table:

Prime Functions	Classification	Points allocation
Budget/Turnover	Between \$10-50m	4
Provider of services	Lead provider / commercial influence.	5
TOTAL		9

While InternetNZ Group ranks as a Level 4 organisation in this framework, given that InternetNZ is a charitable incorporated society and the revenue threshold is only slightly above the minimum for Level 4, Level 5 is more appropriate.

The Annual Fees recommended by the Department of Prime Minister and Cabinet for this category of organisations are set as bands, as follows:

Total score	Level	Fees range - chair	Fees range - members
21-24	1	\$73,100 - \$162,200	\$36,500 - \$80,400
15-20	2	\$62,300 - \$132,400	\$31,200 - \$66,200
11-14	3	\$55,900 - \$96,700	\$27,900 - \$48,300
7-10	4	\$51,600 - \$72,200	\$25,800 - \$36,500
6 or less	5	\$25,800 - \$54,200	\$12,900 - \$27,100

Staff Remuneration Trends (2022–2025)

Year	Average Staff Increase
2022	7.2%
2023	6.0%
2024	4.0%
2025	2.9%

Cumulatively, average staff remuneration has increased by approximately 13% since 2022. The Council received an 8.5% adjustment, effective April 1, 2023, after a four-year freeze.

Recommendation based on the Crown Entity Fee Framework and Staff Salary Movements

It is recommended that the Board's remuneration be reviewed and adjusted in line with the revised Crown Entity Fee Framework and recent staff salary movements.

The revised Crown Entity Fee Framework remains an appropriate touchpoint for the InternetNZ Group. While the Group's profile aligns broadly with that of a Level 4 entity, consideration of InternetNZ's turnover is at the lower end of the range, and its charitable incorporated society status supports an assessment at a level down from Level 4; therefore, the Level 5 band may be a more accurate comparator. This should also be considered in line with staff remuneration trends set out above

The resulting recommended rates are summarised below:

Role	2022 Adopted	2026 Proposed	% change
Chairperson	\$38,500	\$42,540	10.5%
Deputy Chairperson	\$24,062	\$26,590	10.5%
Board member	\$19,250	\$21,270	10.5%
Committee Chair	\$21,175	\$23,400	10.5%

These proposed rates represent a 10.5% increase from the 2023 adopted figures. They remain above the Level 5 midpoints, reflecting a balanced approach that also includes the overall staff remuneration trends.

Implementation and Review

- Effective date: 1 April 2026.
- Retain triennial review cadence (next review 2029).
- Continue referencing the Cabinet Fees Framework

APPOINTED BOARD MEMBERS

ITEM NO: 5.4
AUTHOR: Vivien Maidaborn, Tumu Whakarae
FOR: Board
PURPOSE: To establish a panel to review and recommend appointed Board Members
DATE WRITTEN: 25/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	In development and execution of Strategy, the Board needs an appropriate mix of knowledge, skills and experience on the Board to better conduct the governance of the Society, and adhere to the requirements of the Constitution.
Te Tiriti o Waitangi	The Board is responsible for enacting the Society's commitment to centring Te Tiriti o Waitangi as expressed in the Constitution.
Associated document links	Terms of reference Appointed Board Member Appointment Process Constitution Skills & Diversity Matrix

Recommendation

That the InternetNZ Board **approve** the Terms of Reference - Appointments Panel .

That the InternetNZ Board **approve** the establishment of the Appointments Panel - Q4 (Jan-March 2026).

That the InternetNZ Board **complete** a skills survey of 5 board members not up for reelection or reappointment- Q4 (Jan-March 2026).

Purpose

The Board must include at least 2 to 3 Appointed Board Members. Each Appointed Board Member is appointed for 3 years.

In order to appoint a new Appointed Board Member or reappoint current Appointed Board Member the Board must follow a process, which includes identifying diversity, knowledge, skills and experience gaps and establishing an Appointments Panel to provide recommendations on candidates to the Board.

Background

The following concepts and clauses in the Constitution provide the terms and conditions under which Appointed Board Members are appointed.

Board composition - Elected Board Members v Appointed Board Members ([clause 3.2.1 of the Constitution](#))

The Board shall consist of 9 Board Members (and at no time less than 7 Board Members), out of which:

- at least 5 to 6 Board Members must be elected; and
- at least 2 and up to 3 Board Members must be appointed.

Board composition - skills & diversity ([clause 3.2.1](#) and [clause 3.2.4](#) of the Constitution)

The Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society.

At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance.

InternetNZ shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori.

Appointed Board Members

Appointed Board Members are Board Members appointed in accordance with [clause 3.7](#) of the Constitution.

Appointment of Appointed Board Members ([clause 3.7](#) of the Constitution)

Appointed Board Members will be appointed by the Board on recommendation of the Appointments Panel. In making any such appointment, the Board shall:

- seek to achieve an appropriate mix of knowledge, skills and experience on the Board to better conduct the governance of InternetNZ; and
- adhere to the requirements of the Act and the Constitution.

Appointment Panel ([clause 3.6](#) of the Constitution)

The Board shall establish and maintain an Appointments Panel to:

- make recommendations to the Board about the appointment (including reappointment) of Appointed Board Members; and
- undertake tasks related to the skills, diversity and performance of the Board as set out in the Appointments Panel's Terms of Reference set by the Board.

The Appointments Panel shall comprise:

- at least one Eligible Member (who is not also a Board Member or staff member)
- one Board Member; and
- one external governance recruitment expert.

Eligibility to be an Appointed Board Member ([clause 3.7.2](#) of the Constitution)

As every Board Member will be registered as an officer of InternetNZ, Appointed Board Members must:

- not be disqualified from being appointed as an officer InternetNZ under [section 47\(3\)](#) of the Incorporated Societies Act or [section 36B](#) of the Charities Act; and
- must carry out the duties required of them under [sections 54 to 60](#) of the Incorporated Societies Act.

Note: there is no requirement for the Appointed Board Member to be a Member of InternetNZ.

Appointed Board Member term ([clause 3.9](#) of the Constitution)

The term of office for all Board Members shall be 3 years.

The Board may choose to appoint an Appointed Board Member for a shorter period in the case of temporary skills, knowledge or experience gaps.

No Board Member shall serve for more than 9 years.

Replacing an Appointed Board Member ([clause 3.9.3](#) of the Constitution)

If an Appointed Board Member steps down or is removed during their term, the Board may at any time, by resolution, fill their position for the remainder of the term.

Transition requirements

InternetNZ's Constitution provides Transitional Provision ([Schedule 1](#)) to facilitate transition of InternetNZ's governance from the provisions of the previous constitution to the current Constitution.

In 2024, InternetNZ appointed 2 Appointed Board Members for a 2 year term ending in July and August 2026.

Appointment of Board Members following the 2026 AGM ([clause 4.2, Schedule 1](#) of the Constitution)

Two new Appointed Board Members shall be appointed for a 3 year term, ending at the 2029 AGM.

Note: Following the 2026 AGM there shall therefore be a total of 9 Board Members, 7 elected Board Members and 2 Appointed Board Members.

Appointments Panel to be established prior to the 2026 AGM ([clause 8, Schedule 1](#) of the Constitution)

The Appointments Panel shall be established after the 2025 AGM but prior to the 2026 AGM in accordance with clause 3.6 of this Constitution.

Terms of Reference - Appointments Panel

POLICY: Terms of Reference - Board Appointments Panel
VERSION: 1.0
DATE IN FORCE: 1 January 2026
PLANNED REVIEW: 1 January 2029

Associated document links	Appointed Board Member Appointment Process
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Purpose

The Appointments Panel (the Panel) is established by the Board of InternetNZ in accordance with [clause 3.6.1](#) of the Constitution.

The Panel is authorised to:

- Develop and approve the candidate selection criteria and process based on any diversity, knowledge, skills and experience gap assessment provided by the Board and eligibility requirements as provided in [clause 3.7.2](#) of the Constitution;
- Review applications and conduct interviews with prospective candidates;
- Seek external advice or expertise as deemed necessary for the process, subject to budgetary constraints; and
- Recommend a shortlist of preferred candidates to the Board for final selection.

The Panel structure & responsibilities

The Panel shall comprise:

- at least one Eligible Member (who is not also a Board Member or staff member)

- one Board Member; and
- one external governance recruitment expert.

The Panel shall be responsible for:

- **Candidate Sourcing and Selection Criteria**

- Review the results of the diversity, knowledge, skills and experience gap assessment carried out by the Board and eligibility requirements as provided in [clause 3.7.2](#) to establish the candidate selection criteria.
- Define and approve the specific selection criteria for the available Board vacancies, including required experience, competencies, and time commitment.

- **Recruitment Process**

- Determine the methodology for candidate sourcing ensuring the search will be wide canvassing (e.g., public advertising, headhunting, internal nominations).
- Oversee the advertising of the vacancies.
- Review and shortlist applications against the candidate selection criteria.
- Conduct structured interviews and assessments with shortlisted candidates.

- **Recommendation**

- Evaluate all interviewed candidates against the selection criteria.
- Prepare a confidential report containing the Panel's recommendations, including a ranked list of suitable candidates and a rationale for their suitability.
- Submit the final recommendation to the Board for final decision.

- **Documentation and Reporting**

- Maintain accurate and confidential records of the entire recruitment and selection process.
- Report on the progress of the appointment process at the Board meeting or upon request.

Meetings

The Panel shall meet as frequently as necessary to discharge its duties effectively, particularly during active recruitment periods.

Authorities

The Panel makes recommendations to the Board for final approval.

Appointed Board Member Appointment Process

Policy	CNL-APT: Appointed Board Member
Version	3.0
Date in force	Dec 2025
Reviewed	N/A
Planned review	Dec 2028

Overview and purpose

The Board must include at least 2 to 3 Appointed Board Members. Each Appointed Board Member is appointed for 3 years.

In order to appoint new Appointed Board Member or reappoint current Appointed Board Member the Board must follow a process, which includes identifying diversity, knowledge, skills and experience gaps and establishing an Appointments Panel to provide recommendations on candidates to the Board.

This document provides details on:

- The [key concepts and clauses](#) in the Constitution which provide the terms and conditions under which Appointed Board Members are appointed;
- The [transitional provisions](#) that are in the Constitution which provide guidance on how many Appointed Board Members need to be appointed
- The [appointment process](#) which provides 7 steps, from the establishment of the Appointments Panel to the induction of the Appointed Board Member(s); and
- Details about [reappointments](#).

Key concepts & clauses

The following concepts and clauses in the Constitution provide the terms and conditions under which Appointed Board Members are appointed.

Board composition - Elected Board Members v Appointed Board Members ([clause 3.2.1](#) of the Constitution)

The Board shall consist of 9 Board Members (and at no time less than 7 Board Members), out of which:

- at least 5 to 6 Board Members must be elected; and
- at least 2 and up to 3 Board Members must be appointed.

Board composition - skills & diversity ([clause 3.2.1](#) and [clause 3.2.4](#) of the Constitution)

The Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society.

At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance.

InternetNZ shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori.

Appointed Board Members

Appointed Board Members are Board Members appointed in accordance with [clause 3.7](#) of the Constitution.

Appointment of Appointed Board Members ([clause 3.7](#) of the Constitution)

Appointed Board Members will be appointed by the Board on recommendation of the Appointments Panel. In making any such appointment, the Board shall:

- seek to achieve an appropriate mix of knowledge, skills and experience on the Board to better conduct the governance of InternetNZ; and
- adhere to the requirements of the Act and the Constitution.

Appointments Panel ([clause 3.6](#) of the Constitution)

The Board shall establish and maintain an Appointments Panel to:

- make recommendations to the Board about the appointment (including reappointment) of Appointed Board Members; and
- undertake tasks related to the skills, diversity and performance of the Board as set out in the Appointments Panel's Terms of Reference set by the Board.

The Appointments Panel shall comprise:

- at least one Eligible Member (who is not also a Board Member or staff member)
- one Board Member; and

- one external governance recruitment expert.

Eligibility to be an Appointed Board Member ([clause 3.7.2](#) of the Constitution)

As every Board Member will be registered as an officer of InternetNZ, Appointed Board Members must:

- not be disqualified from being appointed as an officer InternetNZ under [section 47\(3\)](#) of the Incorporated Societies Act or [section 36B](#) of the Charities Act; and
- must carry out the duties required of them under [sections 54 to 60](#) of the Incorporated Societies Act.

Note: there is no requirement for the Appointed Board Member to be a Member of InternetNZ.

Appointed Board Member term ([clause 3.9](#) of the Constitution)

The term of office for all Board Members shall be 3 years.

The Board may choose to appoint an Appointed Board Member for a shorter period in the case of temporary skills, knowledge or experience gaps.

No Board Member shall serve for more than 9 years.

Replacing an Appointed Board Member ([clause 3.9.3](#) of the Constitution)

If an Appointed Board Member steps down or is removed during their term, the Board may at any time, by resolution, fill their position for the remainder of the term.

Transition requirements

InternetNZ's Constitution provides Transitional Provision ([Schedule 1](#)) to facilitate transition of InternetNZ's governance from the provisions of the previous constitution to the current Constitution.

In 2024, InternetNZ appointed 2 Appointed Board Members for a 2 year term ending in July and August 2026.

Appointment of Board Members following the 2026 AGM ([clause 4.2](#), [Schedule 1](#) of the Constitution)

Two new Appointed Board Members shall be appointed for a 3 year term, ending at the 2029 AGM.

Note: Following the 2026 AGM there shall therefore be a total of 9 Board Members, 7 elected Board Members and 2 Appointed Board Members.

Appointments Panel to be established prior to the 2026 AGM ([clause 8, Schedule 1 of the Constitution](#))

The Appointments Panel shall be established after the 2025 AGM but prior to the 2026 AGM in accordance with clause 3.6 of this Constitution.

Appointment process

Step 1: Establish Appointment Panel

At least 3 months prior to the expiry of the current term of an Appointed Board Member the Chair or Co-Chairs (with assistance from InternetNZ staff if required) shall establish the Appointments Panel.

The Appointments Panel shall comprise at least one Eligible Member (who is not also a Board Member or staff member), one Board Member, and one external governance recruitment expert.

InternetNZ staff shall provide support to the Appointments Panel as requested/required.

Step 2: Board carry out skills and diversity gap assessment & makes recommendations

At least 3 months prior to the expiry of the current term of an Appointed Board Member the Board shall carry out a diversity, knowledge, skills and experience gap.

When identifying the gaps, the Board shall consider the following:

- the Board must comprise people with the knowledge, skills and experience required for effective governance of InternetNZ; and
- InternetNZ shall endeavour to have at least 3 Māori Board Members at all times; and
- at least 1 Appointed Board Member must be Māori.

The Board shall make a written recommendation to the Appointments Panel which details:

- the number of Appointed Board Member vacancy(ies); and
- and the diversity, knowledge, skills and experience gap the Board needs to fill.

Step 3: Appointments Panel carries out search for Appointed Board Member(s)

Upon receiving the Board recommendation, the Appointments Panel shall:

- conduct a search for candidates and ensure the search is wide canvassing to allow for a wide range of candidates
- assess all candidates against the same critical requirements for the role
- ensure candidates are:
 - willing to provide consent to be an officer of InternetNZ;
 - are not disqualified from being elected or appointed or otherwise holding office as an officer; and
 - able to carry out the duties required of them under [sections 54 to 60](#) of the Incorporated Societies Act
- conduct interviews in a fair and consistent manner using the same interview panel for each interview and ensuring an objective record is kept for each interview.

Note: If the Appointment Panel is considering a reappointment they must consider the points noted in the [Reappointments section](#) below.

Step 4: Appointments Panel identifies candidate(s) for Appointed Board Member vacancy(ies) & makes recommendation

Within 2 months of receiving the Board recommendation, the Appointments Panel shall provide a written recommendation to the Board which must include:

- preferred candidate(s) for Appointed Board Member vacancy(ies) (including any reappointments)
- rankings if there are more candidates than vacancies
- any supporting information and/or documentation relating to the candidate(s)
- declarations of any conflicts of interest the member(s) of Appointments Panel may have in relation to any of the candidates
- any information as requested by the Board.

Step 4: Board to make decision based on recommendation of the Appointments Panel

The Board shall make a decision as to who the successful candidate(s) is/are for Appointed Board Member vacancy(ies) based on the recommendations provided by the Appointments Panel.

Step 5: Board to notify Appointed Board Member(s)

The Board shall notify the successful Appointed Board Member(s) of their appointment by sending them a letter of appointment which shall include:

- the details of the Appointed Board Member role, including officer requirements and duties that need to be carried out, declaring conflict of interest, termination processes
- the terms of appointment
- the remuneration details
- a clear indication that there is no guarantee of appointment for a further term
- how the successful Appointed Board Member(s) may accept the role and what do they need to provide (e.g. consent forms, HR/payroll requirements)

The letter of appointment must be signed by the Chairperson or the Co-Chairs (as applicable).

Note: Existing Appointed Board Members being re-appointed should be sent a similar letter though the level of detail required would be less.

Step 6: Appointed Board Member(s) accepts appointment

The successful Appointed Board Member(s) must accept the appointment and provide all necessary documentation including:

- [A completed and signed office and consent form](#)
- InternetNZ Officer Declaration Form for the purpose of section 36B of the Charities Act
- [HR/Payroll details]

Step 7: Induction of Appointed Board Member(s)

The Board and InternetNZ shall carry out the induction of newly Appointed Board members.

The Board must have a comprehensive induction programme to help new Appointed Board Members contribute confidently to the work of Board.

Reappointments

Even though Board Members may serve consecutive terms (no more than 9 years), Appointed Board Members should not be given any expectation that they will be offered a subsequent term of appointment.

There is a balance between the benefits derived from continuity of service on Board, the value of Board gaining new ideas and perspectives, and the need to avoid Board losing experience.

Board's goals, its overall skills needs, and/or an Appointed Board Member's performance may have changed since their term began.

If a reappointment is being considered, the Appointments Panel must consider the following:

- the number of terms already served by the current Appointed Board Member;
- is the current Appointed Board Member's role and skills still relevant to the work of the Board?
- how well does the current composition of the Board match the current and future work programme, governance requirements and general needs of InternetNZ?



Skills & Diversity Matrix

GOVERNANCE FRAMEWORK

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

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

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

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

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

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

Governance

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

Skill / Experience	Description	Weighting
Strategic thought	Ability to consider an issue in the context of the organisation's stated goals. Keeping at the high level, weighing options with an open mind.	High
Role of the 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.	High

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

Specialist Areas

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

Skill / Experience	Description	Weighting
The Internet	An understanding of the key role that the Internet plays in our world now and into the future. This can include areas of internet Governance skill sets in particular DNS skills	High
InternetNZ	An understanding of the specific role that InternetNZ plays in that world.	High

Investment	Knowledge, understanding and appreciation of investment advice, practices and frameworks. Ability to work with management in discerning and driving appropriate investment approaches including financial strategies.	
Legal	An understanding of the legal environment as relevant to the Internet.	
People	Experience in evaluating the performance of the chief executive and skills in human resource management, culture, reward and recognition.	
Community Engagement	High level reputation and networks in the community including with relevant industry organisations and consumer or business groups, and the ability to effectively engage and communicate with those stakeholders.	
Public Policy	An understanding of public policy and how it relates to the Internet.	
Philanthropy / Social Enterprise	An understanding of granting process and the maximisation of philanthropic funds	
Product Development, Innovation and Commercialisation	Technology Innovations: Understanding the current drivers of innovation in the information technology market. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for innovation.	

Diversity Attributes

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

Diversity	Description	Weighting Certain areas are deemed central to the role
LGBTIQ+	Understanding of the issues facing people from diverse Rainbow communities and the opportunities and challenges that relate to our work.	
Young people	Internet industries are driven by a younger demographic. We encourage that voice at the Board table	High
Disability Communities	Understanding of the issues facing people living with disability and the opportunities and challenges that relate to our work.	
Gender Identity	Understanding of the issues facing people of diverse gender identities, and the opportunities and challenges that relate to our work.	
Urban / Rural / Regional	A diverse representation from different towns and cities around Aotearoa around the Board table.	
Diverse ethnic/faith communities	Understanding of the issues facing people of diverse ethnic and faith identities, and of their communities, and the opportunities and challenges that relate to our work.	

Adopted: October 2019

Last Reviewed: December 2024

Last Assessment: Assessment undertaken on Matrix February 2024

BOARD CHARTER AMENDMENTS

ITEM NO: 5.5
AUTHOR: Catherine Fenwick, Tumutaumatua | GM Organisational Performance
FOR: Board
PURPOSE: To approve amendments to the Board Charter as recommended by the Governance & CE Review Committee
DATE WRITTEN: 20/11/2025

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	A governance charter that sets out detailed responsibilities of the Board is required by the Constitution clause 3.1.3.
Te Tiriti o Waitangi	The Board is responsible for enacting the Society's commitment to centring Te Tiriti o Waitangi as expressed in the Constitution.
Associated document links	Board Charter Amendments November 2025 (proposed) Board Charter April 2025 (current)

Recommendation

That the InternetNZ Board **approve** amendments to the Board Charter as detailed in [Board Charter Amendments November 2025](#).

Introduction

The following areas were requested by the Board in May to be reviewed in the Charter and
The CE to consider and propose further improvements to the Charter and Bylaws to the Governance Committee, so as to make a recommendation to the Board.

a. Paragraph 3.16

Action: CE will define reasonable and a process for reimbursement of Board Member's expenses.

b. Paragraph 5.2 point 6

Review, clarify transaction limit of 25% of net assets. Board Member thinks this should be lower.

c. Paragraph 5.6

Review the paragraph at the end of section 'not treat Board Members as individuals' for the exception of CE and Chairperson / Deputy Chairperson meetings.

Also, at the August Board session the following was raised as consideration for inclusion to the Board Charter.

d. The charter covers the relationship between the board and CE. **It does not address the relationship between board and members.** This could for example cover things like dealing with member requests and obligations the Board has to members, if any. To the extent that the Act requires our duty to be to the organisation first, this could be restated in the same way other legal responsibilities are.

e. There is a persistent belief that the Board directly influences policy (in the sense of the policy advice and advocacy the organisation provides). It would be useful **to make explicit that policy in this sense is operational and sits with the CE**, and as with other things the Board's role is through agreeing strategy with the CE and setting the policy under which the policy team operates.

Note that the [Constitution](#) covers
OBLIGATIONS AND RIGHTS OF MEMBERSHIP (2.6)
MEMBER'S ACCESS TO INFORMATION (8.3)

Suggested addition to the [Charter](#)

Recommendation re request a: In relation to defining reasonable expenses.

Current

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.

Additional

Reasonable expenses are costs that are ordinary, necessary, and directly related to carrying out a Board member's official duties, and which do not exceed what a prudent person would spend if paying the expense personally.

In relation to the process this is shared as part of onboarding and do not believe it should be in the Charter as process not policy

Recommendation re request b: In relation to paragraph 5.2 point 6 review, clarify transaction limit of 25% of net assets.

Suggested change this is removed for the Charter and a link to the approved [CE delegation Policy](#) inserted.

Recommendation re request c: In relation to paragraph 5.6 to review the paragraph at the end of section 'not treat Board Members as individuals' for the exception of CE and Chairperson / Deputy Chairperson meetings.

Suggested change we add the exception noted - CE and Chairperson / Deputy Chairperson meetings.

Recommendation re request d: In relation to the relationship between Board and members we suggest including the following:

Section: Relationship Between the Board and Members

1. Purpose of this Guidance

This section sets out the Board's approach to engaging with members, responding to their requests, and upholding its legal duties under the Incorporated Societies Act 2022. It is designed to balance transparency and respect for members with the Board's primary responsibility to act in the best interests of the Society as a whole.

2. Primary Duty to the Society

Under the Incorporated Societies Act 2022, all Board members (officers) must act in good faith and in what they believe to be the best interests of the Society [section 54].

This means:

- The Board's obligation is to the organisation as a whole, not to individual members or particular interest groups.
- Decisions must prioritise the long-term sustainability, purpose, and integrity of the Society, even if those decisions do not align with the views or requests of some members.
- This principle underpins all aspects of Board conduct and interaction with members.

3. Accountability to Members

While the Board's primary duty is to the Society, it also recognises that members play a vital role in its governance and community. The Board is accountable to the members collectively through:

- General Meetings, including the Annual General Meeting (AGM)
- Reporting obligations, such as presenting annual financial statements and performance updates
- Constitutional processes, including member votes on major decisions (e.g. Board appointments)

The Board is committed to maintaining an open and respectful relationship with members within the boundaries of its governance responsibilities.

4. Responding to Member Requests

The Board will engage with members in a transparent and constructive manner. However, to ensure fair and efficient governance, the following approach applies:

- **Formal Requests:** Requests made under the Constitution or the Act (e.g. a request to call a special meeting, access financial statements, or propose a resolution) will be responded to in accordance with legal and constitutional requirements.
- **General Enquiries:** Operational questions or concerns may be delegated to Management.

Board Discretion: The Board is not required to act on every individual request and retains discretion to determine whether the matter raised:

- Is in the Society's best interests;
- Falls within its governance remit (rather than operational); or
- Requires action or response in accordance with legislative requirements and/or the Constitution

Where a request raises issues that affect the Society more broadly, the Board may consider it at a future meeting or include it in stakeholder engagement processes.

5. Communication with Members

The Board aims to keep members informed through:

- Regular updates via newsletters, website, or other channels
- Annual reporting, including financial and strategic updates
- General Meetings and other member forums
- The Board may also choose to consult members on significant matters where appropriate, while retaining final decision-making authority.

6. Limitations on Member Influence

The Board must remain independent in its decision-making and cannot act under the direction of individual members or factions. Unless specifically required by the

Constitution or the Act, members cannot override Board decisions or require specific actions from the Board.

7. Confidentiality and Respect

Members are expected to engage with the Board and the Society in a manner that is respectful and consistent with the Society's values and Code of Conduct.

In responding to members, the Board will:

- Maintain confidentiality of sensitive or personal information
- Uphold the privacy of members and staff in accordance with the Privacy Act 2020
- Act respectfully and professionally at all times

Recommendation re Request e: That it be explicitly noted that final approval regarding policy advice and advocacy that InternetNZ provides is an operational matter and sits with the CE provides (see suggested wording in blue to be added to item 3 under section 1.5 of the Charter).

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).** (Noting that policy advice and advocacy that the organisation provides sits with the CE)

3.10 Media statements

3. Media statements made by Board members in their capacity as a Board member must be consistent with InternetNZ policy and Board decisions, and be free from personal opinions, interpretations, or commentary. Any statements made by Board members in their personal capacity must explicitly state within the same broadcast or published item that they are a Board Member of InternetNZ, and their statement, commentary or opinion is the Board members' personal views and does not reflect or represent the views or position of InternetNZ.



Board Charter

April 2025

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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). **Noting that policy advice and advocacy that the organisation provides sits with the CE.**

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 committees¹ 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.

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. Media statements made by Board members in their capacity as a Board member must be consistent with InternetNZ policy and Board decisions, and be free from personal opinions, interpretations, or commentary. Any statements made by Board members in their personal capacity must explicitly state within the same broadcast or published item that they are a Board Member of InternetNZ, and their statement, commentary or opinion

is the Board members' personal views and does not reflect or represent the views or position of InternetNZ.

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 with 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.

**Reasonable expenses are costs that are ordinary, necessary, and directly related to carrying out a Board member's official duties, and which do not exceed what a prudent person would spend if paying the expense personally.*

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 offset 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. The Chief Executive delegation is based on the [CE Delegation Policy](#).

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, **with the exception of CE and Chairperson / Deputy Chairperson meetings.** 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.

6. Relationship Between the Board and Members

6.1 Purpose of this Guidance

This section sets out the Board's approach to engaging with members, responding to their requests, and upholding its legal duties under the Incorporated Societies Act 2022. It is designed to balance transparency and respect for members with the Board's primary responsibility to act in the best interests of the Society as a whole.

6.2 Primary Duty to the Society

Under the Incorporated Societies Act 2022, all Board members (officers) must act in good faith and in what they believe to be the best interests of the Society [section 54].

This means:

- The Board's obligation is to the organisation as a whole, not to individual members or particular interest groups.
- Decisions must prioritise the long-term sustainability, purpose, and integrity of the Society, even if those decisions do not align with the views or requests of some members.
- This principle underpins all aspects of Board conduct and interaction with members.

6.3 Accountability to Members

While the Board's primary duty is to the Society, it also recognises that members play a vital role in its governance and community. The Board is accountable to the

members collectively through:

- General Meetings, including the Annual General Meeting (AGM)
- Reporting obligations, such as presenting annual financial statements and performance updates
- Constitutional processes, including member votes on major decisions (e.g. Board appointments)

The Board is committed to maintaining an open and respectful relationship with members within the boundaries of its governance responsibilities.

6.4 Responding to Member Requests

The Board will engage with members in a transparent and constructive manner. However, to ensure fair and efficient governance, the following approach applies:

- **Formal Requests:** Requests made under the Constitution or the Act (e.g. a request to call a special meeting, access financial statements, or propose a resolution) will be responded to in accordance with legal and constitutional requirements.
- **General Enquiries:** Operational questions or concerns may be delegated to Management.

Board Discretion: The Board is not required to act on every individual request and retains discretion to determine whether the matter raised:

- Is in the Society's best interests;
- Falls within its governance remit (rather than operational); or
- Requires action or response in accordance with legislative requirements and/or the Constitution

Where a request raises issues that affect the Society more broadly, the Board may consider it at a future meeting or include it in stakeholder engagement processes.

6.5 Communication with Members

The Board aims to keep members informed through:

- Regular updates via newsletters, website, or other channels
- Annual reporting, including financial and strategic updates
- General Meetings and other member forums
- The Board may also choose to consult members on significant matters where appropriate, while retaining final decision-making authority.

6.6 Limitations on Member Influence

The Board must remain independent in its decision-making and cannot act under the direction of individual members or factions. Unless specifically required by the Constitution or the Act, members cannot override Board decisions or require specific actions from the Board.

6.7 Confidentiality and Respect

Members are expected to engage with the Board and the Society in a manner that is respectful and consistent with the Society's values and Code of Conduct.

In responding to members, the Board will:

- Maintain confidentiality of sensitive or personal information
- Uphold the privacy of members and staff in accordance with the Privacy Act 2020
- Act respectfully and professionally at all times

7. Committee Terms of Reference

The current 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](#)

Product Standing Report

AUTHOR: Tim Johnson, Tumuwhanake
General Manager, Customer and Product

REPORTING PERIOD: 1-31 October 2025

DATE WRITTEN: 20 November 2025

Recommendation

That the Board **receive** the report.

Systems performance

DNSSEC best practice settings updates and key rollover activities were successfully completed without service interruptions or incidents.

DNS availability:

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

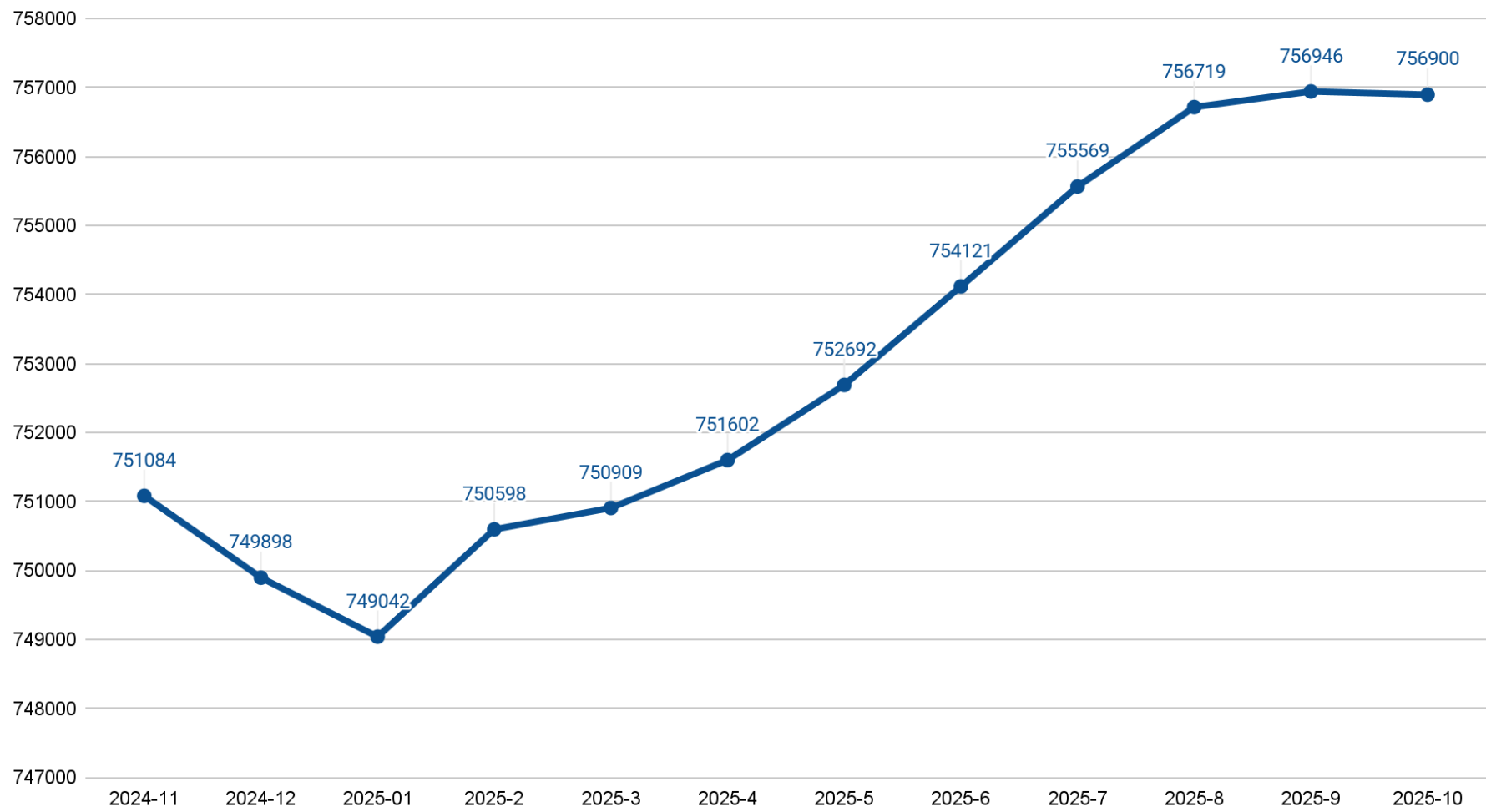
Registry services availability:

The Registry services were fully operational throughout the monitoring period.

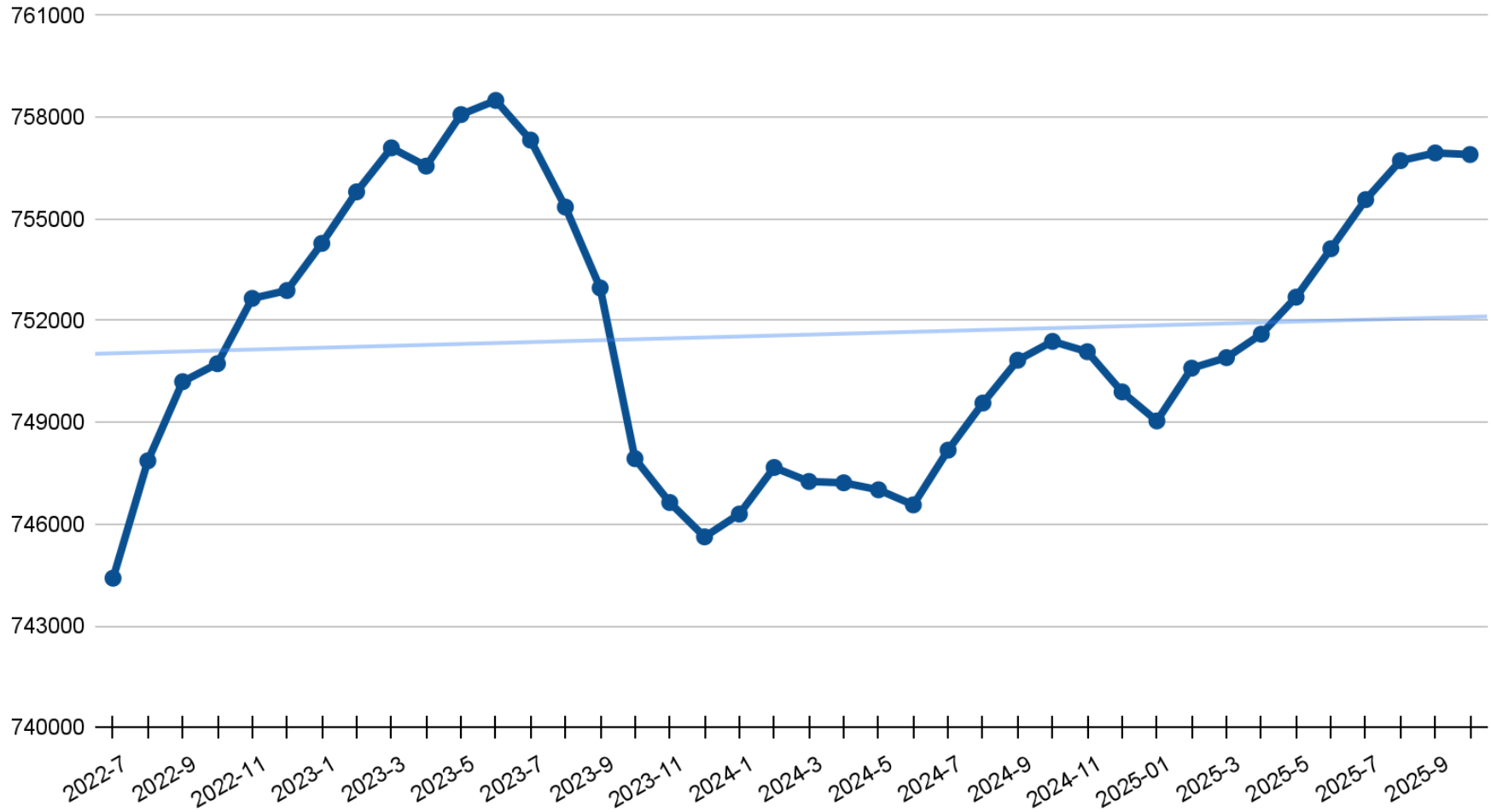
Domain name transactions

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

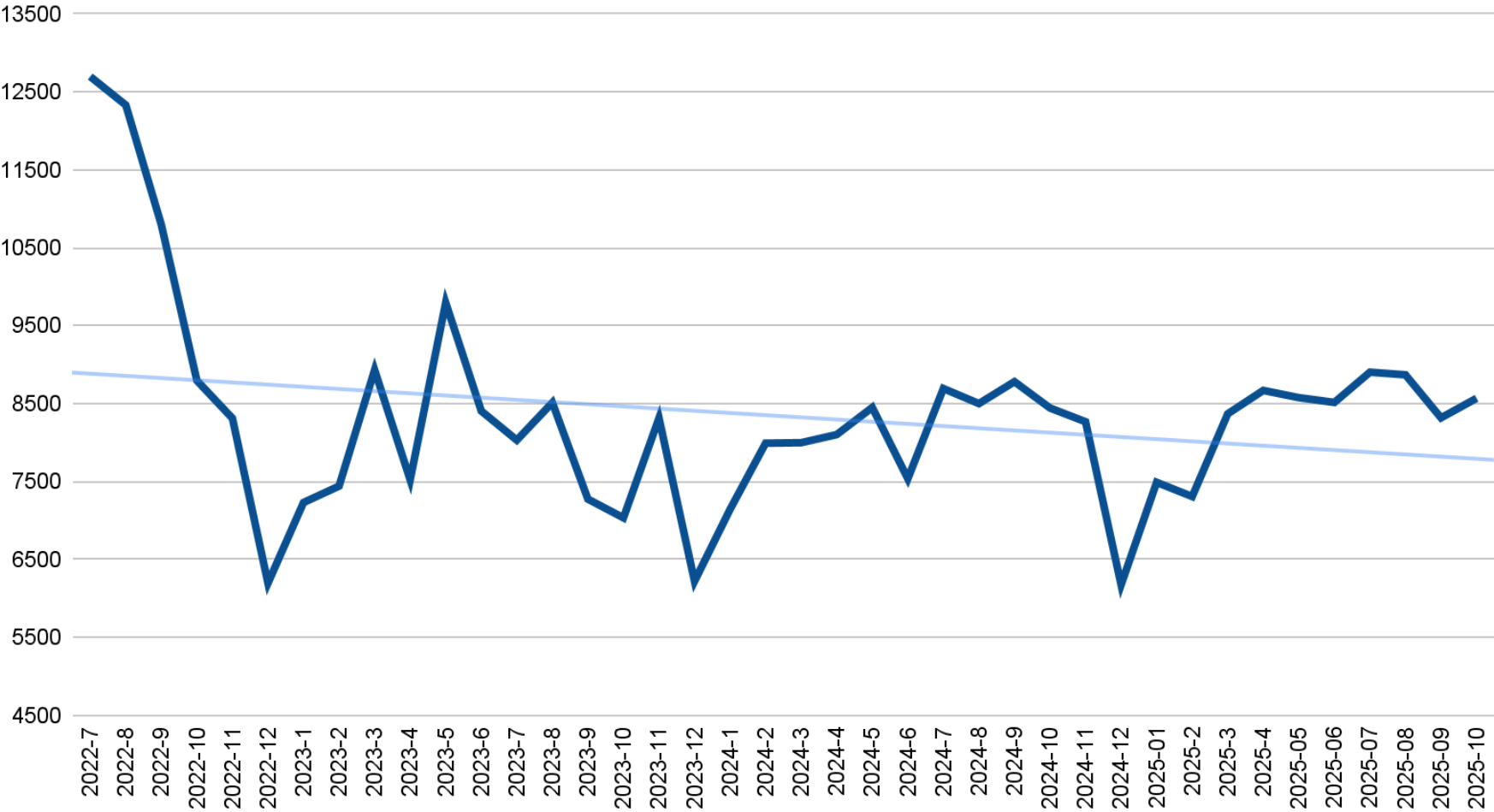
DUM: 12 months view



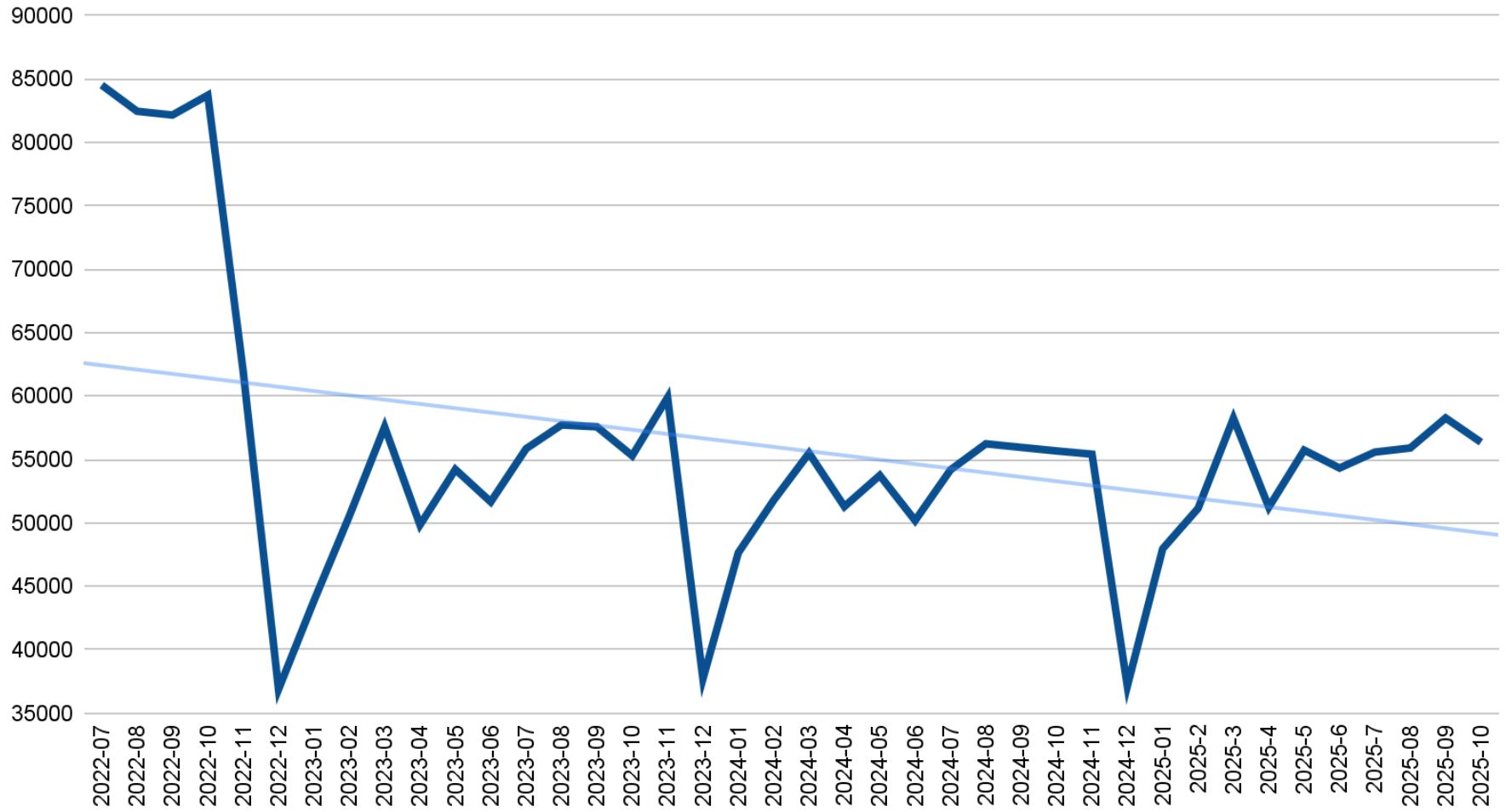
DUM count, 2022-2025



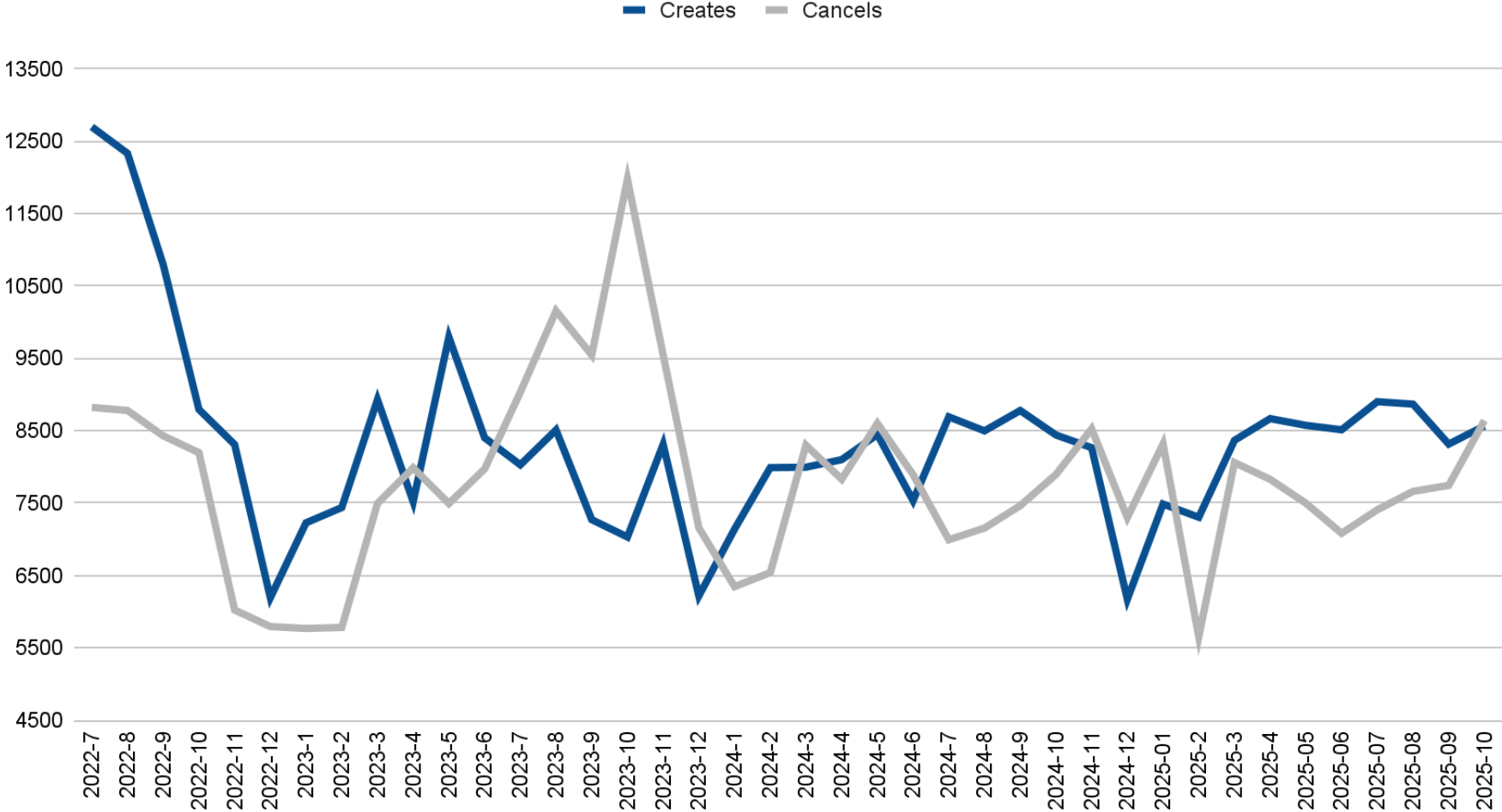
Monthly domain creates, 2022-2025



Monthly domain renewals, 2022-2025



Creates vs cancels, 2022-2025

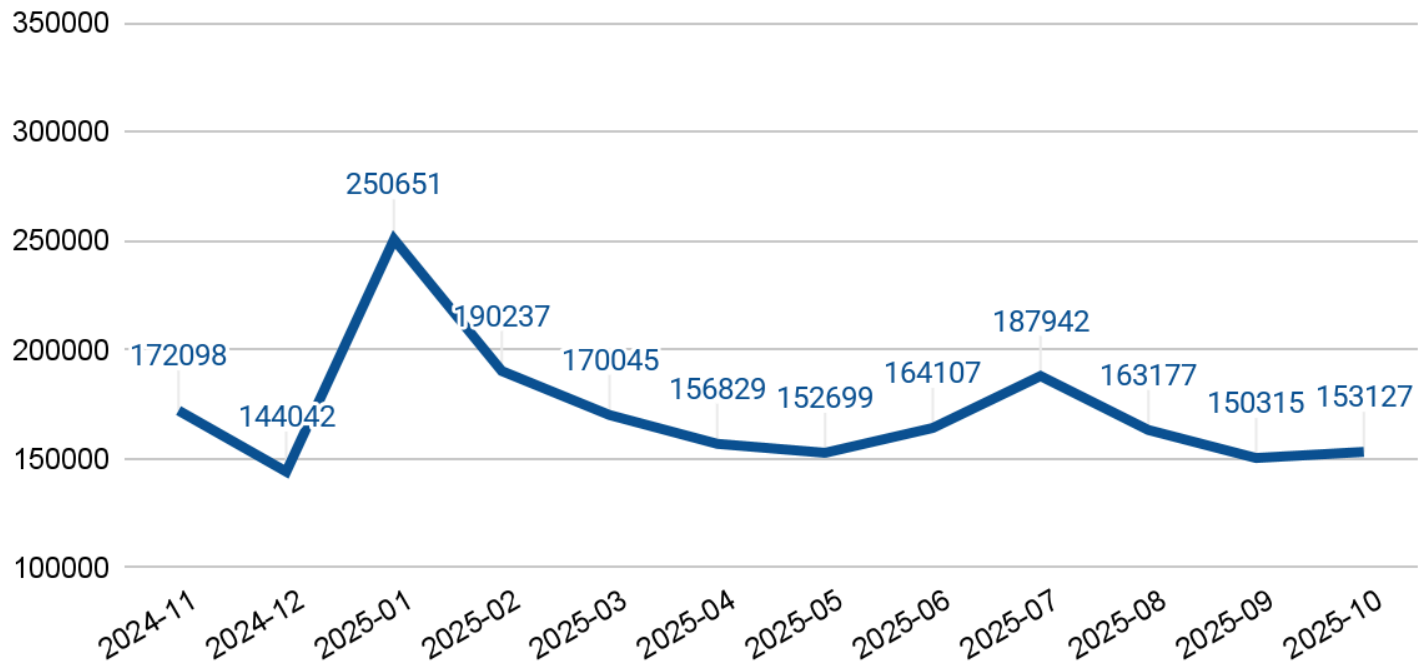


Broadband Map

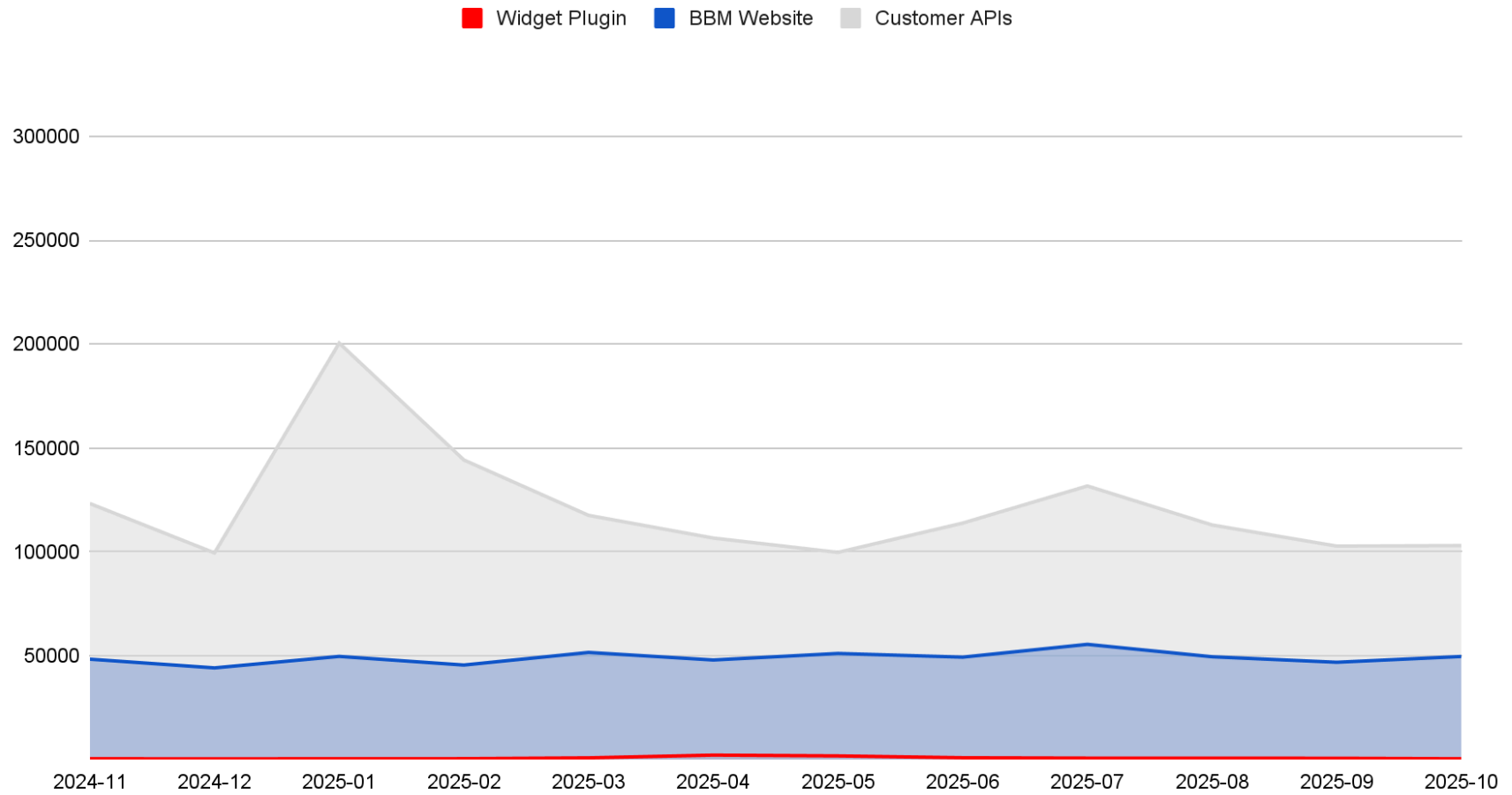
As of August 2025, satellite broadband coverage for New Zealand has been added to the Broadband Map.

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



Chairperson's Report

AUTHOR: Stephen Judd, Chairperson

PURPOSE: To provide a report back to the Board on the Chair's activities between October 2025 and December 2025

Governance

Board meeting for December

- Review of agenda
- Preparation

Board performance assessment

As required by our board charter, we are undergoing another bi-annual performance assessment of the board, this year assisted by the Institute of Directors. I have been working with them to prepare for a board workshop immediately preceding our December meeting.

Chairing

In September I was absent for several weeks on a long-delayed overseas trip. During this time our deputy chair Anjum Rahman dealt admirably with those issues which arose and I am very grateful to her for this considerable work.

Meetings and events

Auckland end of year celebration

In November I was delighted to be able to attend this event in Auckland. It was a great opportunity to meet and talk with the many members who attended.

I was especially interested to hear presentations from Dr Lisa Meehan about this year's findings from the World Internet Project, and from Jesse Armstrong and Andrea Fua about their work with Vaka and the modern generation of 3D printers. The impact of our community funding goes far.

Chief Executive meetings

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



BOARD MEETING - DECEMBER 2025

Audit & Risk Committee

AUTHOR: Anjum Rahman
FOR: Audit and Risk Committee Report back to Board
REPORT: August 2025 to October 2025

Report back to InternetNZ Board

The Audit and Risk Committee held their meeting on 29 October 2025. The following Agenda items were discussed:

- The Committee had alone time with the Board chair in attendance.
- The Terms of Reference were reviewed, with one minor amendment.
- There was discussion on how the Board will fulfil its requirement to monitor legislative compliance. There was an agreement that the ARC would identify 3 to 5 key legislative requirements, and focus on one annually.
- The Committee discussed and finalised the workplan for the year, with the SIPO to be reviewed annually. The investment advisor will attend the hui where we do this review next year.
- ARC will be reviewing the Travel Policy at our next hui.
- Mr Bow prepared a paper on entrenching the investment fund, with 2 potential options: a separate organisation or a change to the constitution requiring a 75% vote. The Committee discussed the options, and an agreement was reached that a policy document is the best option under current circumstances. A draft policy, along with minutes of previous discussions on the fund, will be presented at the February meeting.
- The Committee reviewed the Risk Appetite Statements, along with the Tolerance and Likelihood Criteria in the Risk Management Policy. Feedback covered the need to include liquidity and going concern, the fact that some risk appetites were too conservative, using less precise numbers in our criteria, and the inclusion of cyber risks, amongst other things.

- The next Committee meeting will be on 1 April 2026. All board members are welcome to attend.

Recommendations from the Audit and Risk Committee:

The Board is asked to provide feedback on the Risk Management Policy including :

- Risk appetite statements
- Provide feedback on the tolerance and likelihood criteria to confirm their ongoing relevance.
- Endorse the direction of these changes ahead of a final policy being brought back for formal approval in February 2026.

Te Komiti Whakauru Māori

AUTHOR: Whetū Fala, Chair
FOR: InternetNZ Board
REPORT: October to November 2025

Report back to InternetNZ Board

Te Komiti Whakauru Māori held their meeting on 11 November 2025.

The following agenda items were discussed:

- Members of Te Komiti - Succession planning. The current Komiti members have served for many years and are delighted with progress made. It is timely to bring in new members with fresh energy and fresh eyes, and Te Komiti have received expressions of interest from two Māori candidates; Dougal Stott and Joanna Maraki.
- Te Korowai o Ipurangi Aotearoa - Te Tiriti Statement. Te Komiti met in wānanga with invited staff and the CE to consider Te Korowai o Ipurangi Aotearoa, its whakapapa, its relationship to other documents along with Te Amokura Consultant's report.

At the end of Te Korowai o Ipurangi Aotearoa wānanga with staff, Te Komiti agreed there is a suite of documents comprised of Ngā Uara | Our values, Te Korowai, Constitution and Strategy, and that Te Komiti recommend adoption of Te Korowai conditional on strengthening the first sentence in the statement to include the uniqueness of our role (as a ccTLD) and addition of a section at the bottom that gives us a sense of the whakapapa of Te Korowai and its relationship to the other documents in this suite.

Recommendations for InternetNZ Board

That the InternetNZ Board **receive** report back from the Te Komiti Whakauru Māori

That the InternetNZ Board **appoint** Dougal Stott and Joanne Maraki to Te Komiti Whakauru Māori for a one year term, to be reconfirmed by the Board at the September 2026 Board meeting.

That the InternetNZ Board **note** that Te Komiti Whakauru Māori agree there is a suite of documents comprised of Ngā Uara, Te Korowai, Constitution and Strategy.

That the InternetNZ Board **adopt** Te Korowai conditional on strengthening the first sentence in the statement to include the uniqueness of our role (as a ccTLD) and addition of a section at the bottom that gives us a sense of the whakapapa of Te Korowai and its relationship to the other documents in this suite.

RISK POLICY REVIEW

ITEM NO: 6.4
AUTHOR: Mike Gray - Head of Security and Risk Assurance
PURPOSE: This paper seeks the Board's review of the updated Risk Policy and any additional feedback before the Policy is finalised for Board approval in March 2026.
DATE WRITTEN: 25/11/2025

Recommendations

That the InternetNZ Board **note** the scheduled February 2026 Risk Policy review and the minor editorial updates in Draft v1.4, including the ISO 31000-aligned definition of risk and the change from Council to Board.

That the InternetNZ Board provide **feedback** on the risk appetite statements (Appendix 2).

That the InternetNZ Board provide **feedback** on the tolerance and likelihood criteria (Appendix 3) to confirm their ongoing relevance.

That the InternetNZ Board **endorse** the direction of these changes ahead of a final policy being brought back for formal approval in February 2026.

Purpose

This paper seeks the Board's review and feedback on the revised Risk Policy, specifically on the risk appetite statements, the tolerance and likelihood criteria, and any further changes before the Policy is finalised for Board approval in March 2026.

Background

The Risk Policy was approved in February 2024 with a 24-month review cycle, meaning the next review is due in February 2026. Following consideration by the

Audit and Risk Committee, we are now seeking input from the Board in advance of that review.

Beyond minor editorial updates required to align with constitutional changes, such as renaming Council to Board, the attached Draft v1.4 also includes:

- **Updated Definition of Risk:** Updated from “any adverse condition or event that could negatively impact the success of our services or activities” to “the effect of uncertainty on objectives (which may be positive or negative)”, making explicit that we manage both opportunities and threats, while aligning with ISO 31000.
- **Risk appetite statements for input (Appendix 2):** The current Risk Management Policy assigns the Risk Governance Committee, which corresponds to the Audit and Risk Committee, responsibility for setting risk appetite. This paper presents an initial set of risk appetite statements, derived from the approved tolerances and refined based on Audit and Risk Committee recommendations.
- **New key stakeholder category:** Based on Audit and Risk Committee feedback, a new category has been identified for both risk appetite (Appendix 2) and tolerance criteria (Appendix 3).

Risk Management Policy

Policy: Risk Management Policy
Version: 1.4-DRAFT
Date in force:
Planned Review:

Purpose

This policy aims to provide a risk management framework that ensures all significant risks associated with InternetNZ strategic objectives are effectively identified, assessed, and managed.

The framework enables us to help identify our key risks, i.e., those that, if realised, would result in one or more of the following:

- Impact InternetNZ's ability to maintain the security, stability, and resilience of the .nz domain name space.
- Impact the realisation of InternetNZ strategy.
- Significantly challenge the trust and confidence stakeholders place in InternetNZ.

Scope and Context

This policy applies to all InternetNZ employees, contractors and governors and encompasses internal operations and externally contracted functions.

“Risk” means the effect of uncertainty on objectives (which may be positive or negative). We manage both opportunities and threats that could affect the organisation’s ability to achieve its objectives, including the stable and secure operation of .nz.

This includes, but is not limited to:

- Continuity planning - risks to the availability of critical registry, DNS and supporting business functions and services.
- Security - risks to the confidentiality, integrity and availability of information, systems, networks and physical assets (including third-party services).
- Health and Safety - risks of harm to people and non-compliance with health and safety obligations in our workplaces and activities.

To facilitate the application of this policy across different levels of risk in the organisation, we have established three roles for risk governance. In the context of key InternetNZ risks, these roles are documented in Appendix 3:

- **Risk Leadership Team:** Leaders directing risk management strategy and priorities, integrating risk management into organisational processes.
- **Risk Governance Committee:** This group oversees risk management activities, ensures compliance, and reviews risk mitigation efforts.
- **Risk Oversight Board:** The top-level body responsible for overarching risk oversight, aligning risk management with organisational goals and providing strategic guidance.

Recognising that risk is an inherent aspect of our activities, this policy aims not to eliminate risks but to effectively identify, assess, and manage them. The approach focuses on risks that impact our strategic objectives, offering a framework to enable the organisation to capitalise on opportunities while minimising threats.

Key Objectives

InternetNZ Group's risk management objectives are to:

- Develop a "risk aware" culture that encourages personnel to identify risks and opportunities in a planned and coordinated manner and to respond to them with cost-effective actions;
- Ensure continuity for critical operations by anticipating and managing risks that could cause major disruptions.
- Assure stakeholders that an effective risk management programme is in place.

Framework for Managing Risk

The Risk Management Framework comprises four key components:

Risk Identification

The identification stage helps the organisation identify current and emerging risks and where they sit within the risk matrix through:

- Discovery of potential risks:
 - Surveillance of the operational and external environment.
 - Gathering insights from stakeholders.
 - Analysing data and trends to anticipate future risks.
 - Conducting focused sessions to identify and evaluate risks.
 - Reviewing industry reports, conferences and best practices to understand risks similar organisations face locally and globally.
- Running an initial triage of the risk to:
 - Assess initial likelihood and severity.

- Assess the need for an out-of-cycle review.
- Capturing these in the risk register for further analysis.

While the Risk Leadership Team is primarily responsible for risk identification, we expect everyone across the InternetNZ to raise actual or potential risks they identify for consideration.

Risk Assessment and Analysis

Following identification, the risk assessment stage focuses on a more detailed evaluation of each risk in the risk register, including:

- Clear articulation, ensuring the information is understandable and valuable for relevant stakeholders.
- Streamlining and distinguishing risks by ensuring each risk is sufficiently distinct while avoiding overly broad risks that hinder effective assessment and mitigation.
- Categorisation of risks based on likelihood and severity, ensuring alignment with our established criteria detailed in Appendices 1, 2 and 3, wherever feasible. This approach:
 - Enables consistent assessment
 - Helps identify risk mitigation strategies proportionate to these risks' potential impact and probability.
 - Supports comparative analysis.

Risk ratings must be grounded in realistic loss scenarios using plausible assumptions, rather than defaulting to theoretical worst-case outcomes.

Effective assessment and analysis should enable risk to serve as a strategic management tool, supporting:

- The Risk Governance Committee and Risk Oversight Board in establishing risk appetite, risk likelihood, and tolerance criteria.
- InternetNZ in achieving strategic objectives and maintaining critical infrastructure rather than acting as an exercise in compliance.

The Risk Leadership Team is responsible for a consistent risk assessment and analysis approach, sourcing expertise across the organisation to provide necessary context.

Risk Controls and Response

The risk control and response stage manages controls and responses for identified risks through:

- Development of controls/mitigations for each identified risk, tailored to likelihood and impact.

- Assessment of control implementation status and effectiveness, ensuring this is captured alongside each control.
- Strategic allocation of resources to address high-priority risks.
- Continuous monitoring and adjustment of mitigation strategies to ensure ongoing effectiveness and relevance.

The Risk Leadership Team is responsible for ensuring the availability of necessary information to facilitate effective controls and mitigations and for strategically allocating resources to operationally manage these risks.

Reporting and Review

The reporting and Review stage establishes a process for reporting risk management activities and facilitating periodic reviews:

- InternetNZ staff will provide the Risk Governance Committee and Risk Oversight Board access to the Risk Register's high-level reporting interface and supply snapshots at specific points in time for documentation purposes.
- InternetNZ staff will schedule routine reviews with the Risk Governance Committee or Risk Oversight Board to assess the effectiveness of the risk management approach and risk register.
- InternetNZ staff will identify any critical information that requires the attention of the Risk Governance Committee or the Risk Oversight Board following the risk assessment. This information is likely to include:
 - Identification of new risks and mitigation of prior risks reported.
 - Risks that have changed, for example, increased from moderate to extreme.
 - Identification of key groups of risks and the broad controls in place for these.
- The Risk Leadership Team and Risk Governance Committee are jointly responsible for bringing specific areas of concern to the attention of the Risk Oversight Board.

Review of Policy

The Board will review this policy every two years per the protocol for reviewing all policies.

Appendix 1 - InternetNZ Likelihood Criteria

Each definition is over a 24-month horizon:

Category	Rare	Unlikely	Possible	Likely	Almost Certain
Definition	The consequence would occur only in exceptional circumstances and is not expected to occur in a typical 24-month period.	The consequence is not expected to occur in most 24-month periods, but could happen occasionally (roughly a 5%–20% chance over 24 months).	The consequence might reasonably occur in some 24-month periods (roughly a 20%–50% chance over 24 months).	The consequence has a high chance of occurring in a 24-month period and is more likely than not to occur at least once (roughly a 50%–80% chance over 24 months).	The consequence is expected to occur in most 24-month periods (roughly greater than an 80% chance over 24 months).

Appendix 2 - InternetNZ Risk Appetite Statements

Category	Appetite	Statement
Strategic	Moderate for calculated change that advances strategy and strengthens .nz; Very Low for risks that endanger .nz security, stability, or resilience.	We pursue initiatives that improve outcomes for .nz and the community, accepting well-governed strategic risk where it is clearly understood and aligned with our mandate. We do not accept risks that could reasonably cause failure of strategic objectives or undermine our mandate to operate .nz.
Service	Very low appetite for unplanned registry outages and cyber security incidents involving registry systems or data; No appetite for any loss of .nz DNS resolution.	We will run the registry and DNS with near-zero tolerance for service loss or compromise; planned change is tightly controlled and revertible.
Financial	Moderate for planned financial variance that supports strategy while maintaining liquidity and going concern; Low for unplanned financial losses arising from operational failures or incidents.	We take measured financial risk to deliver our strategy, provided we remain liquid, meet the legal tests of solvency, and maintain our status as a going concern. We avoid exposures that could threaten organisational viability, .nz obligations, or the confidence of key stakeholders.
External and Reputation	Low for sustained or preventable damage to public trust in .nz or InternetNZ; Moderate for short-term scrutiny, robust public debate, and transparent disclosure when incidents occur.	We protect trust in .nz and in InternetNZ among the wider internet community and general public. We accept short-term criticism, media attention, and robust debate when we act transparently and in line with our purpose.

Key Stakeholders	Low for loss of confidence, withdrawal of support, or breakdown in relationships with key stakeholders (including MoU partners, funders, government, registrars, and members); Moderate for robust challenge, negotiation, and changes in expectations within these relationships.	We maintain trusted, constructive relationships with key stakeholders, including MoU partners, funders, government, registrars, members, and other critical partners. We accept robust challenge and negotiation where this supports our purpose, but we do not accept sustained loss of confidence or support that could impair our ability to operate .nz or deliver our strategy.
Legal & Compliance	Very Low for non-compliance; No appetite where non-compliance threatens our ability to operate .nz.	We comply with applicable law, regulation, and contractual obligations; we will not accept deliberate breaches.
People	No appetite for life-threatening health & safety risk; Low appetite for sustained workload-related stress.	We provide a safe, sustainable workplace; we will act early on indicators of harm or organisational stress.

Appendix 3 - InternetNZ Risk Tolerance Criteria

Category	Insignificant	Minor	Moderate	Major	Extreme
Strategic	<ul style="list-style-type: none"> Minor complaints about INZ's or DNCL's capability, service delivery or infrastructure 	<ul style="list-style-type: none"> An aspect of INZ's or DNCL's capability, service delivery or infrastructure is deemed unsuitable Minor impact on growth of new .nz registrations 	<ul style="list-style-type: none"> A noticeable aspect of capability, service delivery or infrastructure are deemed unsuitable Multiple years of declining .nz domains (<10%) 	<ul style="list-style-type: none"> Multiple years of declining .nz domains (10–20%) Failure to deliver strategic objectives and key operational objectives Failure to maintain the security, stability and resilience of .nz 	<ul style="list-style-type: none"> InternetNZ deemed unsuitable to manage the domain name registry Multiple years of declining .nz domains (>20%)
Service	<ul style="list-style-type: none"> Short unplanned outage of registry up 4 hours Minor localised environmental event resulting in lack of access to files and facilities for less than one day 	<ul style="list-style-type: none"> Unplanned registry outage between 4 to 12 hours Temporary loss of access to office premises and facilities for up to two days. Temporary loss of one registry site for up to 2 days 	<ul style="list-style-type: none"> Unplanned outage to registry between 12 to 24 hours Disruptions to .nz domain resolution for less than one day Loss of access to office premises and facilities for up to 1 week. 	<ul style="list-style-type: none"> Unplanned registry outage between 1 day and 1 week Disruptions to .nz domain resolution for 1–2 days Data integrity problems affecting DNS and/or registry 	<ul style="list-style-type: none"> Registry unavailable for an extended period with no ability to restart as part of BCP Total loss of .nz domain name resolution

Category	Insignificant	Minor	Moderate	Major	Extreme
Financial	<ul style="list-style-type: none"> Less than \$250,000 financial impact on performance of the organisation within one year. 	<ul style="list-style-type: none"> Between \$250,000 to \$500,000 financial impact on performance of the organisation within one year. 	<ul style="list-style-type: none"> Between \$500,000 and \$1,000,000 financial impact on performance of the organisation within one year. 	<ul style="list-style-type: none"> Between \$1,000,000 to \$2,000,000 financial impact on performance of the organisation within one year. 	<ul style="list-style-type: none"> Greater than \$2,000,000 financial impact on performance of the organisation within one year.
External and Reputation	<ul style="list-style-type: none"> A short-lived reputational issue confined to a small group, with no lasting change in sentiment or behaviour. 	<ul style="list-style-type: none"> Relationship issues with suppliers cause delays to major decisions or disruption to service One-off negative media coverage 	<ul style="list-style-type: none"> Ongoing relationship issues with suppliers that impact on achievement of objectives Significant one-off event or series of events resulting in sustained negative media coverage and perception 	<ul style="list-style-type: none"> Relentless or sustained reputation issue Severe breakdown of relationships with suppliers resulting in changes in appointments Public removal and replacement of a key staff member (e.g. an executive or senior leader) as a result of an employment dispute or court case. 	<ul style="list-style-type: none"> Public severance of relationships with suppliers A number of key personnel (Board, Management or Representatives) replaced

Category	Insignificant	Minor	Moderate	Major	Extreme
Key Stakeholders	<ul style="list-style-type: none"> Minor disagreements with stakeholders that are resolved through normal engagement and do not delay major decisions. 	<ul style="list-style-type: none"> Relationship issues with key stakeholders cause delays to major decisions 	<ul style="list-style-type: none"> Ongoing relationship issues with stakeholders that impact on achievement of objectives 	<ul style="list-style-type: none"> A one-off event or series of events that result in loss of confidence from one or more key stakeholders 	<ul style="list-style-type: none"> Loss of government and community support possibly leading to withdrawal of mandate to operate .nz
Legal	<ul style="list-style-type: none"> Isolated contractual disagreements with suppliers 	<ul style="list-style-type: none"> Significant contractual disagreement with suppliers 	<ul style="list-style-type: none"> Warrant to examine and/or copy records issued Unexpected audit by a government department. Litigation with one registrar 	<ul style="list-style-type: none"> Litigation with key suppliers Injunction or legal action impedes ability to function normally Key equipment and/or files are removed by court order 	<ul style="list-style-type: none"> Litigation with the government Injunction freezes assets or operations
People	<ul style="list-style-type: none"> Workplace incident with no injuries and no loss of work hours Minor stress issues or dissatisfaction 	<ul style="list-style-type: none"> Workplace incident requiring First Aid or medical treatment and loss of work hours Significant stress issues experienced by one staff member 	<ul style="list-style-type: none"> Prolonged loss of work hours Significant injury Significant stress issues affecting two or more staff members impacting ability to function 	<ul style="list-style-type: none"> One staff member lost without notice Several staff lost with notice Significant stress issues affecting two or more teams impacting ability to function Office facilities shut down 	<ul style="list-style-type: none"> Workplace incident with life threatening injuries or loss of life Majority of staff lost with/without notice Significant stress issues affecting organisation impacting ability to function

Appendix 4 - InternetNZ Risk Governance Structures

Role	InternetNZ	DNCL
Risk Leadership Team	Te Kāhui Tumu (TKT)	
Risk Governance Committee	Audit and Risk Committee	DNCL Board
Risk Oversight Board	InternetNZ Board	

INTERNETNZ BOARD MEETING MINUTES

Status: [Draft to be ratified]

Date: 10 October 2025 / 9:00am

Present:

Stephen Judd (Chairperson), Anjum Rahman (Deputy Chairperson), Richard Hulse, Kate Pearce, Potaua Biasiny-Tule, Anthony Bow, Whetū Fala, Daniel Spector, Dylan Reeve and Jonathan Ayling.

In attendance:

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

Members: 14 members.

Apologies: No apologies.

Meeting opened: 10:00am

Section 1 — Meeting Preliminaries

1.1 Board only (in committee)

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

1.3 Meeting open: Karakia and Apologies

Chairperson Judd opened the meeting at 10:00am with karakia.

All Board members present. No apologies.

Section 2 — Confidential Items

2.1 Health, safety, and wellbeing update (Confidential)

RN65/25 That the InternetNZ Board receive the Health, Safety and Wellbeing quarterly report.

(Chairperson Judd / Board Member Ayling)

CARRIED U

2.2 Enterprise Risk Management Update (Confidential)

RN66/25 That the InternetNZ Board note the new and emerging risks.

(Chairperson Judd / Board Member Fala)

CARRIED U

Section 3 — Meeting preliminaries & Chief Executive's Report

3.1 Open meeting: Member welcome and Agenda review

Chairperson Judd opened the meeting at 10:24am and welcomed members.

14 members joined to observe during the meeting.

3.2 Action Register

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

AP13/24 Board to write an annual letter of expectations of DNC. [In progress.] The CE noted that the research phase is complete and intent to draft a letter of expectations following completion of the Strategy 2026/31.

AP21/24 Board to review the process of appointing Fellows. [In progress.] The Chairperson has proposed a process for the appointment of Fellows to the Board via email, and intends to bring a paper to a future Board meeting.

AP22/25 Propose further improvements to the Charter and Bylaws to the Governance Committee. [In progress.] The CE noted the feedback received from the Board review and intends to bring suggestions made to the Governance Committee.

AP26/25 Te Komiti Whakauru Māori communicate with key stakeholders and the Māori technical community on progress towards addressing the SRR

recommendations, and plan to move ongoing work into Te Tiriti work programme through Ngā Pae by 31 July, 2024/25 AGM. [In progress.] To be reviewed at the next Komiti Whakauru Māori meeting in November.

AP27/25 Organise a discussion with the Board to provide clear guidance on the entrenchment and long term structure of the fund. [In progress.] To be discussed at the next Audit & Risk committee on 29 October.

AP28/25 Schedule a pop-up meeting with the Board to consider Board Member Health, Safety and Wellbeing needs. [Complete.] Notes have been circulated with next steps.

AP30/25 Governance Committee to review the election process for members prior to the next election, including; the waiting period, candidate pack, eligibility and candidacy, communications, and feedback from successful and unsuccessful candidates. [To start.] March 2026.

AP31/25 Chairperson Judd to reply to the member that the concerns raised will be brought to the next review of the Code of Conduct. [Complete.] Member has acknowledged reply.

3.3 Interests Register

Board Members disclosed changes to their interests:

Deputy Chairperson Rahman has been appointed to an Advisory Group for the Social Cohesion Fund run by the Gift Trust.

Board Member Ayling has been appointed contractor with NZME to provide a weekly column to the NZ Herald.

Board Member Fala is no longer a Board Member of Te Paepae Ataata Aōtearoa NZ Film Heritage Trust, and has recently been appointed Board Member, Te Manu Atatū Whanganui Māori Business Inc.

Chairperson Judd is no longer a Shareholder of Spark NZ.

3.4 Chief Executive's Report

The CE presented the CE Report highlighting the .nz Register Summit 2025 held recently and noting the warm opening by local Ngāi Tahu representative. The Summit theme was one of celebration recognising the long term business relationship of Registrars and the InternetNZ Group over 20 years.

The CE acknowledged the Chair of the Registrar Advisory Group who thanked InternetNZ Group for outstanding and responsive service through a tough 10 month period. He said that as a customer he felt InternetNZ Group didn't miss a beat over the last 10 months with the same responsiveness

and generosity as always. This sentiment was supported by the other Registrars at the Summit, who represent 85% of .nz domain names.

NetTalks is a regional event coming up in Ōtautahi | Christchurch on 31 October 2025, and the CE encouraged the Board to attend and share on social media.

RN67/25 That the InternetNZ Board receive the CE Report.

(Chairperson Judd / Deputy Chairperson Rahman)

CARRIED U

Section 4 — Strategic Priorities Discussion

4.1	2025 Amendments to .nz Rules Chairperson Judd advised that the paper was withdrawn from the meeting until the amendments are considered by the .nz Advisory Committee, who will bring a paper on amendments back to the Board at the December meeting.
4.2	Strategy 2026/31 Chairperson Judd noted that the Board met on 9 October for a full day Strategy workshop. The CE presented the summary of the output of the day, inviting the Board to ask questions and identify areas to spend more time on, and sought support of the Board to proceed to high level budget assumptions based on the Strategy. The Board discussed the draft Vision, Purpose, key Strategic Pillars and Strategy Goals, noting that it expresses a representation of the Board's inputs at the workshop. The Board invited further prioritisation of the Goals noting there are still too many. The Board further noted that members will be offered an opportunity to feedback on the Strategy via an online survey. RN68/25 That the InternetNZ Board note the outcome of the Board Strategy workshop. RN69/25 That the InternetNZ Board approve the Strategy 2026/31 including Te Korowai, with amendments discussed during the meeting, as the basis for budgeting and planning work for the coming financial year (2026/27). RN70/25 That the InternetNZ Board approve the Strategy 2026/31 including

amendments for consultation with members.

(Chairperson Judd / Board Member Fala)

CARRIED U

Board Member Hulse left the meeting at 11:25am.

Section 5 — Matters for Decision

5.1 Te Korowai o Ipurangi Aotearoa

Te Korowai o Ipurangi Aotearoa is the InternetNZ Te Tiriti o Waitangi Statement.

Chairperson Judd noted that following advice of Te Komiti Whakauru Māori Chair Fala, the resolutions of this agenda item were withdrawn. Te Komiti Whakauru Māori through Komiti Chair Fala acknowledged the work of the CE and staff in making significant progress of the society's journey to centre Te Tiriti. Te Komiti endorse the direction of travel of Te Korowai o Ipurangi Aotearoa and suggest a further step to bring the process to a conclusion

Te Komiti Chair, Fala proposed an online wānanga with Te Komiti members and key staff to consider the final draft of Te Korowai o Ipurangi Aotearoa. This wānanga would address the whakapapa of the document and final wording and application guidance.

The Board look forward to receiving a recommendation from Te Komiti Whakauru Māori on Te Korowai o Ipurangi Aotearoa at a future board meeting.

AP32/25 Te Komiti Chair to schedule an online wānanga with Te Komiti Whakauru Māori members and key staff to consider the final draft of Te Korowai o Ipurangi Aotearoa. This wānanga would address the whakapapa of the document and final wording and application guidance.

RN71/25 That InternetNZ Board agree an online wānanga be held to further develop Te Korowai and the resulting text is brought to a subsequent Board meeting for approval.

(Deputy Chairperson Rahman / Board Member Reeve)

CARRIED U

5.2 Ngā Uara - Values

The Board acknowledged the work of Te Puni Māori in developing Ngā Uara - Values and enthusiastically endorsed the values, bursting into waiata led

by Te Komiti Whakauru Māori Chair Fala.

RN72/25 That the InternetNZ Board approve Ngā Uara - Our Guiding Values for the InternetNZ Group.

(Te Komiti Whakauru Māori Chair Fala / Board Member Pearce)

CARRIED U

Section 6 — Matters for Discussion

6.1 Product Standing Report

Tumuwhanake | GM Customer & Product Tim Johnson introduced the Product Standing Report noting there has been sustained growth of 0.8% in Domains Under Management (DUMs) for the year, and cautioned that after a period of growth it is common to see a softening in growth before lifting again.

The Board noted that DUMs tend to track along with global trends for ccTLDs, and there is not a strong correlation with the national economy.

RN73/25 That the InternetNZ Board receive the Product Standing Report.

(Board Member Biasiny-Tule / Board Member Ayling)

CARRIED U

6.2 Membership update

The CE introduced the Membership update noting:

- Total number of current members: 4,814
- Total number of new memberships since 30 April 2025: 338
- Total number of members who have resigned since 30 April 2025: 223

The Board have a strong interest in understanding more about the membership of InternetNZ including considering what is the membership path from here. The Chairperson stated that the Board would have further conversations about membership.

The Board requested membership statistics including:

- Term remaining on membership
- Renewals long term and short term

AP33/25 Chairperson Judd convenes a Board pop up meeting on membership by November, with aim to draft a Board paper for the December meeting.

	<p>RN74/25 That the InternetNZ Board receive the Membership update.</p> <p style="text-align: right;">(Board Member Reeve / Board Member Spector) CARRIED U</p>
6.3	<p>Chairperson’s Report</p> <p>Chairperson Judd noted that the report has been prepared by Deputy Chairperson Rahman and expressed his gratitude for her work on important matters as Acting Chairperson during the 6 weeks of his overseas travel.</p>
6.4	<p>Report Back from Committees:</p> <p>6.4.1 Governance Committee (Chair, Chairperson Judd)</p> <p>Chairperson Judd reported that the Institute of Directors have been commissioned to run an evaluation survey and a facilitated workshop with the Board as part of the programme to improve governance. The survey is planned in November and a half day governance workshop to be scheduled for 4 December 2025.</p> <p>6.4.2 Komiti Whakauru Māori (Chair, Board Member Fala)</p> <p>RN75/25 That the InternetNZ Board receive the reports from the Chairperson and Committees.</p> <p style="text-align: right;">(Deputy Chairperson Rahman / Board Member Bow) CARRIED U</p>

Section 7 — Consent Agenda

7.1	<p>Minutes of the previous meeting</p> <p>RN76/25 That the InternetNZ Board approve the minutes of 22 August 2025.</p> <p style="text-align: right;">(Board Member Ayling / Board Member Reeve) CARRIED U</p>
7.2	<p>Domain Name Commission (DNC) Quarterly Report Q1&2 2025</p> <p>The CE introduced the DNC Quarterly Report noting that DNC is under financial pressure with a higher legal expenditure than budgeted.</p>

The CE further noted;

- The work underway to align the Authorisation and Connection Agreements with .nz Rules.
- That dispute resolution is showing new trends with more people wanting to get to agreement quickly rather than engaging in mediation.
- DNC has received a first request for tikanga based mediation.

The Board reviewed the domain name registration data and noted the use of a tool to find suspicious domain names and flag for action.

The Board expressed concern for the significant budget overspend on legal expenses by DNC and raised a specific concern about the process and cost of acquiring external legal counsel, noting this represents a high risk.

RN77/25 That the InternetNZ Board **receive** the Domain Name Commission Quarterly Report Q1&2 2025.

(Deputy Chairperson Rahman / Chairperson Judd)

CARRIED U

Section 8 — Other Matters

8.1	CONTINGENCY (for any overflow)
8.2	Incoming correspondence
8.3	Matters for communication — key messages
8.4	General business Board Member Fala announced that Te Komiti Whakauru Māori will be meeting at Pākaitore, Whanganui on 28th February 2026, and extended an invitation to the Board to attend. AP34/25 Chairperson Judd to review governance budget for the Board The Board noted the Tamaki Makaurau event to celebrate the community groups funded through InternetNZ, and the invite to Board members in the area.
8.5	Meeting review
8.6	Meeting close (karakia or waiata) Chairperson Judd closed the meeting at 12:45pm with karakia.



Group financial statements

Quarter 2, 2025/26

YTD 01 April 2025 to 30 September 2025

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Introduction

This Quarter Two Report for the 2025/26 financial year, covering the period 01 April 2025 to 30 September 2025 provides a consolidated summary of the InternetNZ Group's financial performance.

The financial results have been prepared with a focus on three core areas that together present a comprehensive view of the organisations financial position and operational effectiveness:

1. Group Consolidated Reporting -Including funding and overall group financial results.
2. Operational Performance - reflecting activity across the organisation's business units.
3. Community Fund Performance - outlining investments and funding outcomes.

This report aims to provide the Board and stakeholders with a clear, transparent view of the Group's financial position and progress to date, aligned with the approved 2025/26 budget and organisational objectives.

Summary of InternetNZ Group Results – Q2 - YTD Sept 2025

	YTD Actual	YTD Budget	YTD Var
INZ Operational	(82,818)	(33,730)	(49,088)
INZ Community Funding	(68,326)	(215,000)	146,674
Domain Name Commission	(37,645)	2,078	(39,723)
YTD Net Surplus INZ Group	(188,790)	(246,652)	57,862

INZ Group Consolidated Income Statement

Internet New Zealand Group								
Consolidated Income Statement								
Year to date (YTD) 30 September 2025								
Notes	Group YTD	Group Budget	+/- \$	+/- %	Parent YTD	Parent Budget	+/- \$	+/- %
Income - Operating								
Registry Fees	6,832,124	6,832,046	78	0	6,832,124	6,832,046	78	0
Broadband Map	18,442	22,044	(3,602)	(0)	18,442	22,044	(3,602)	(0)
Sundry Income	79,035	75,621	3,414	0	228,243	221,829	6,414	0
Total Operating Income	6,929,600	6,929,711	(111)	0%	7,078,809	7,075,919	2,890	0%
Income - Investments								
Interest	156,748	179,425	(22,677)	(13%)	149,502	172,250	(22,748)	(13%)
Fair Value Gains/(Losses) on Managed Funds	535,764	383,000	152,764	40%	535,764	383,000	152,764	40%
Total Investment Income	692,512	562,425	130,087	23%	685,266	555,250	130,016	23%
Less Direct Expenses								
Domain Name Commission Fee	-	-	-	-	849,750	849,750	-	0%
.nz Costs	1,052,257	1,064,708	12,451	1%	1,052,257	1,064,708	12,451	1%
Other	9,576	12,825	3,249	25%	9,576	12,825	3,249	25%
Total Direct Expenses	1,061,832	1,077,533	15,701	1%	1,911,582	1,927,283	15,701	1%
Less Other Expenses								
Audit	0	-	0	-	0	0	0	-
Amortisation & Depreciation	170,157	183,443	13,286	7%	137,637	150,923	13,286	9%
Communications	35,841	36,383	542	1%	6,894	7,565	671	-
Community Engagement	245,968	227,310	(18,658)	(8%)	245,968	227,310	(18,658)	(8%)
Domain Name Commission	69,944	75,422	5,478	7%	-	-	-	-
Employment	3,854,968	3,853,910	(1,058)	0%	3,414,595	3,409,916	(4,679)	0%
Funding	615,000	650,000	35,000	5%	615,000	650,000	35,000	5%
Governance	156,155	163,124	6,969	4%	133,001	136,200	3,199	2%
International	176,515	189,802	13,287	7%	150,535	164,710	14,175	9%
Legal	185,563	67,600	(117,963)	(175%)	86,961	27,600	(59,361)	(215%)
Operational	1,185,919	1,162,702	(23,217)	(2%)	1,160,006	1,126,833	(33,173)	(3%)
Projects	0	0	0	0%	-	-	-	0%
Security	53,040	51,559	(1,481)	(3%)	53,040	51,559	(1,481)	(3%)
Total Expenses	6,749,069	6,661,255	(87,814)	(1%)	6,003,637	5,952,616	(51,021)	(1%)
Net Operating Profit (Loss) Before Tax	(\$188,790)	(\$246,652)	\$57,862	(23%)	(\$151,145)	(\$248,730)	\$97,585	(39%)

Notes: The income and expenditure lines for the individual entities do not add to the group totals because the following intra-group entries have been eliminated.

1 (a) GSE paid by DNC (\$152,1209) to INZ & 2 (a) DNC fee paid by INZ (\$849,750) to DNC

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 – By Function

Internet New Zealand Group								
Consolidated Income Statement - Function Based								
Year to date (YTD) 30 September 2025								
Notes	Group YTD	Group Budget	+/- \$	+/- %	Parent YTD	Parent Budget	+/- \$	+/- %
Income - Operating								
	10,245	13,175	(2,930)	(22%)	-	-	-	-
Domain Name Commission - Sundry								
Investment Returns (Funding)	546,674	435,000	111,674	26%	546,674	435,000	111,674	26%
Te Puni Whakawhanake Rawa (Customer and Product)	6,868,070	6,871,122	(3,052)	0%	6,868,070	6,871,122	(3,052)	0%
Te Puni Whiria (Public Impact)	58,166	52,289	5,877	11%	61,915	56,039	5,876	10%
Te Puni Māori	-	-	-	0%	4,525	4,524	1	0%
Te Puni Raua (Organisational Performance)	138,957	120,550	18,407	0%	282,891	264,484	18,407	7%
Total Operating Income	7,622,112	7,492,136	129,976	2%	7,764,075	7,631,169	132,906	2%
Less Activity Expenditure								
Domain Name Commission	2 (a) 745,432	708,639	(36,793)	(5%)	-	-	-	-
Funding	615,000	650,000	35,000	5%	615,000	650,000	35,000	5%
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a) 2,746,197	2,769,323	23,126	1%	3,595,947	3,619,073	23,126	1%
Te Puni Whiria (Public Impact)	1,284,656	1,283,759	(897)	(0%)	1,284,656	1,283,759	(897)	(0%)
Te Puni Māori	395,524	373,886	(21,638)	(6%)	395,524	373,886	(21,638)	(6%)
Te Puni Raua (Organisational Performance)	2,024,092	1,953,181	(70,911)	-4%	2,024,092	1,953,181	(70,911)	-4%
Total Expenses	7,810,901	7,738,788	(72,113)	-1%	7,915,219	7,879,899	(35,320)	0%
Net Operating Profit (Loss) Before Tax	(188,790)	(246,652)	57,862	-23%	(151,145)	(248,730)	97,585	-39%
Net Operating Profit (Loss) Before Tax	(\$188,790)	(\$246,652)	\$57,862	-23%	(\$151,145)	(\$248,730)	\$97,585	-39%

Notes: The income and expenditure lines for the individual entities do not add to the group totals because the following intra-group entries have been eliminated.

1 (a) GSE paid by DNC (\$152,209) to INZ, **2 (a)** DNC fee paid by INZ (\$849,750) to DNC

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

INZ Group Consolidated Movements in Equity

Internet New Zealand Group			
Statement of Movements in Equity			
Year to date (YTD) 30 September 2025			
	GROUP	INZ	DNCL
Equity at start of period			
Opening Retained Earnings	11,726,659	11,340,571	386,087
Shares Subscribed	-	-	580,000
	11,726,659	11,340,571	966,087
Net Profit (Loss) After Tax	(188,790)	(151,145)	(37,645)
Equity at end of period	\$11,537,869	\$11,189,426	\$928,442

INZ Consolidated Balance Sheet

Internet New Zealand Group			
Balance Sheet			
As at 30 Sept 2025			
Notes	GROUP	INZ	DNCL
Current Assets			
Cash and Cash Equivalents	6,925,365	5,945,467	979,898
Managed Funds	12,559,351	12,559,351	-
Other Current Assets	2,688,741	2,659,526	29,215
Total Current Assets	22,173,457	21,164,344	1,009,113
Non-current Assets			
Property, Equipment & Software	3,149,244	2,772,622	376,622
less: Accumulated Depreciation	(1,625,597)	(1,316,989)	(308,608)
Intangible Assets	4,341,885	4,341,885	-
less: Amortisation	(2,000,935)	(2,000,935)	-
Investments	-	-	-
Shares and Loans	3 (a)	580,000	-
Total Assets	26,038,054	25,540,928	1,077,126
Less Liabilities:			
Deferred Income	12,604,600	12,604,600	-
Trade and Other Payables	1,895,586	1,746,902	148,684
Total Liabilities	14,500,186	14,351,502	148,684
Net Assets	\$11,537,868	\$11,189,426	\$928,442
Represented By:			
Current Year Earnings	4 (a)	(188,790)	(37,645)
Retained Earnings	5 (a)	11,726,659	386,087
Share Capital	3 (a)	-	580,000
Total Equity	\$11,537,869	\$11,189,426	\$928,442

Notes:

3 (a) Shares in DNC wholly owned by InternetNZ. Share subscription with respect to shares issued to InternetNZ by DNC.

4 (a) Current earnings include funding earnings and distributions net \$(68,326).

5 (a) Within the retained earnings is the ring-fenced funding of \$10,856,378.

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
- .nz rules

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

INZ Group Operating Income Statement

Internet New Zealand Group								
Operating Income Statement (excludes funding)								
Year to date (YTD) 30 September 2025								
Notes	Group YTD	Group Budget	+/- \$	+/- %	Parent YTD	Parent Budget	+/- \$	+/- %
Income - Operating								
	6,832,124	6,832,046	78	0%	6,832,124	6,832,046	78	0%
	18,442	22,044	(3,602)	(16%)	18,442	22,044	(3,602)	(16%)
	79,035	75,621	3,414	5%	228,243	221,829	6,414	3%
1 (a)	6,929,600	6,929,711	(111)	0%	7,078,809	7,075,919	2,890	0%
Income - Investments								
	94,714	109,425	(14,711)	(13%)	87,468	102,250	(14,782)	(14%)
	51,124	18,000	33,124	184%	51,124	18,000	33,124	184%
	145,838	127,425	18,413	14%	138,592	120,250	18,342	184%
Less Direct Expenses								
	-	-	-	-	849,750	849,750	-	0%
	1,052,257	1,064,708	12,451	1%	1,052,257	1,064,708	12,451	1%
	9,576	12,825	3,249	25%	9,576	12,825	3,249	25%
2 (a)	1,061,832	1,077,533	15,701	1%	1,911,582	1,927,283	15,701	1%
Less Other Expenses								
	0	-	0	-	0	0	0	-
	170,157	183,443	13,286	7%	137,637	150,923	13,286	9%
	35,841	36,383	542	1%	6,894	7,565	671	-
	245,968	227,310	(18,658)	(8%)	245,968	227,310	(18,658)	(8%)
	69,944	75,422	5,478	7%	-	-	-	-
	3,854,968	3,853,910	(1,058)	0%	3,414,595	3,409,916	(4,679)	0%
	156,155	163,124	6,969	4%	133,001	136,200	3,199	2%
	176,515	189,802	13,287	7%	150,535	164,710	14,175	9%
	185,563	67,600	(117,963)	(175%)	86,961	27,600	(59,361)	(215%)
	1,185,919	1,162,702	(23,217)	-2%	1,160,006	1,126,833	(33,173)	-3%
	0	0	0	0%	-	-	-	-
	53,040	51,559	(1,481)	-3%	53,040	51,559	(1,481)	-3%
	6,134,069	6,011,255	(122,814)	-2%	5,388,637	5,302,616	(86,021)	-2%
	(\$120,463)	(\$31,652)	(\$88,811)	281%	(\$82,818)	(\$33,730)	(\$49,088)	146%

Notes: The income and expenditure lines for the individual entities do not add to the group totals due to the elimination of the following intra-group entries.

1 (a) GSE paid by DNC (\$152,209) to INZ. 2 (a) DNC fee paid by INZ (\$849,750) to DNC

INZ Group Operational Revenue Analysis to the Period ending 30 Sept 2025

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	6,832,124	6,832,046	78	96.5%
BBM	18,442	22,044	(3,602)	0.3%
Sundry - Membership	58,166	52,289	5,877	0.8%
Sundry - Misc.	170,077	169,540	537	2.4%
Total Operating Revenue	7,078,809	7,075,919	2,890	100%

INZ Group Operational Expenditure Analysis by Function to the Period ending 30 Sept 2025

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission 1 (a)	745,432	708,639	(36,793)	10.4%
Te Puni Whakawhanake Rawa/Cust & Prod	2,746,197	2,769,323	23,126	38.2%
Te Puni Whiria/Public Impact	1,284,656	1,283,759	(897)	17.9%
Te Puni Maori	395,524	373,886	(21,638)	5.5%
Te Puni Raupa/Organisational Performance	2,024,092	1,953,181	(70,911)	28.1%
Total Operating Expenditure	7,195,901	7,088,788	107,113	100%

Notes: The DNC expenditure line excludes:

1 (a) GSE paid by DNC (\$152,209) to INZ

At the end of the second quarter, three areas recorded notable budget overspends. The Domain Name Commission (DNC) and Te Puni Raupa variances were primarily driven by unplanned legal expenses, while the Te Puni Māori overspend reflected timing differences in budget phasing.

A budget reforecast for Q3 and Q4 will be undertaken to realign overspends with identified savings, ensuring overall expenditure remains within the total budget approved by the Board.

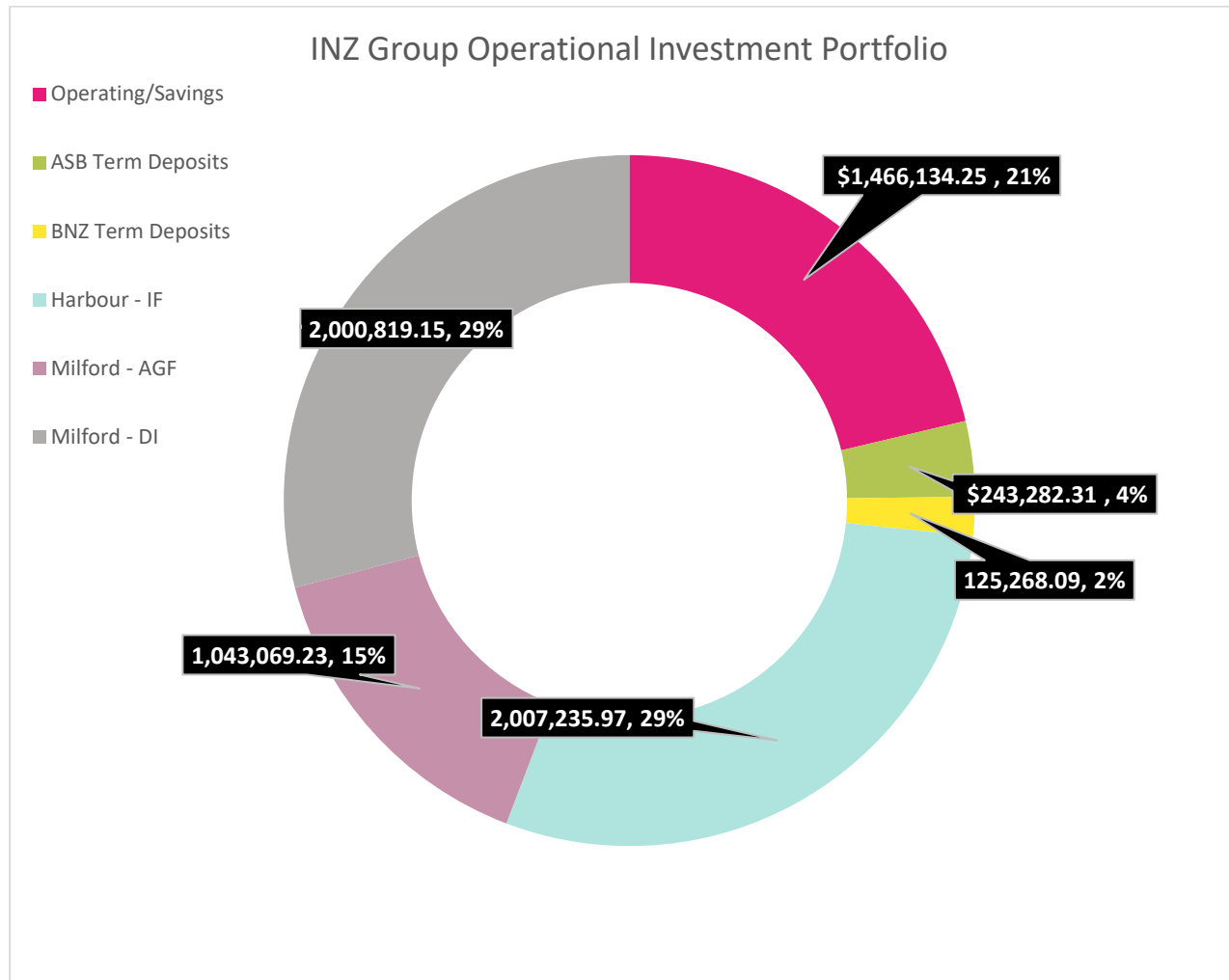
INZ Operational Cashflow

INZ Operating 12-Month Cash Flow Forecast												
Fiscal Year Ending Date 31-Mar-2026	1-Apr-2025	1-May-2025	1-Jun-2025	1-Jul-2025	1-Aug-2025	1-Sep-2025	1-Oct-2025	1-Nov-2025	1-Dec-2025	1-Jan-2026	1-Feb-2026	1-Mar-2026
	Actual	Actual	Actual	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
<i>Operating Account Opening Balance 31 March 2025</i>	\$ 781,701	\$ 459,446	\$ 512,060	\$ 884,691	\$ 1,024,969	\$ 2,337,977	\$ 171,445	\$ 717,662	\$ 723,275	\$ 751,799	\$ 736,670	\$ 788,837
<i>Cash Receipts</i>												
Total Cash Receipts	\$ 2,170,503	\$ 1,263,320	\$ 1,472,825	\$ 1,655,903	\$ 2,677,727	\$ 2,628,672	\$ 2,042,630	\$ 1,381,955	\$ 1,384,867	\$ 1,401,782	\$ 1,419,509	\$ 1,593,662
<i>Cash Disbursements</i>												
Total Cash Disbursements	\$ 2,492,758	\$ 1,210,706	\$ 1,100,195	\$ 1,515,624	\$ 1,364,720	\$ 3,527,609	\$ 1,496,411	\$ 1,376,342	\$ 1,356,342	\$ 1,416,911	\$ 1,367,342	\$ 1,476,342
Cash-flow Movements	\$ (322,255)	\$ 52,614	\$ 372,630	\$ 140,279	\$ 1,313,007	\$ (898,937)	\$ 546,219	\$ 5,613	\$ 28,525	\$ (15,129)	\$ 52,167	\$ 117,320
ASB Operating Account Closing Balance	\$ 459,446	\$ 512,060	\$ 884,691	\$ 1,024,969	\$ 2,337,977	\$ 1,439,039	\$ 717,662	\$ 723,275	\$ 751,799	\$ 736,670	\$ 788,837	\$ 906,157
<i>Other Banking Institutes</i>												
Total Other Accounts	\$ 1,370,252	\$ 1,310,733	\$ 1,314,137	\$ 22,694	\$ 26,888	\$ 27,178	\$ 454,696	\$ 461,516	\$ 468,440	\$ 475,467	\$ 482,599	\$ 489,838
Operational Closing Balance (all Accounts)	\$ 1,829,698	\$ 1,822,793	\$ 2,198,828	\$ 1,047,662	\$ 2,364,864	\$ 1,466,217	\$ 1,172,358	\$ 1,184,791	\$ 1,220,238	\$ 1,212,137	\$ 1,271,435	\$ 1,395,995
<i>Operational Investments</i>												
Total Term Deposits	\$ 4,483,224	\$ 4,489,430	\$ 4,383,449	\$ 4,389,712	\$ 1,368,467	\$ 368,468	\$ 365,544	\$ 365,544	\$ 365,544	\$ 365,544	\$ 370,482	\$ 378,892
Total Managed Funds	\$ -	\$ -	\$ -	\$ 1,010,546	\$ 3,016,780	\$ 5,051,124	\$ 5,061,829	\$ 5,091,356	\$ 5,121,056	\$ 5,150,928	\$ 5,180,976	\$ 5,211,198
Operational Investments	\$ 4,483,224	\$ 4,489,430	\$ 4,383,449	\$ 5,400,258	\$ 4,385,247	\$ 5,419,592	\$ 5,427,373	\$ 5,456,900	\$ 5,486,600	\$ 5,516,473	\$ 5,551,457	\$ 5,590,090
Total Operating Funds	\$ 6,312,922	\$ 6,312,223	\$ 6,582,277	\$ 6,447,920	\$ 6,750,112	\$ 6,885,809	\$ 6,599,731	\$ 6,641,691	\$ 6,706,838	\$ 6,728,609	\$ 6,822,893	\$ 6,986,085

Notes: Closing Operating Funds does not equal Group Operational Investments as cash-flow excludes DNC.

INZ Operational Investments as of 30 Sept

The chart below shows the percentage spread of INZ Group Operating funds invested **\$6,885,809** across all institutions as of 30 Sept 2025.



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

INZ Community Fund Performance

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 2025/26 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 June.

Community Fund Income Statement

Internet New Zealand Funding Income Statement Year to date (YTD) 30 September 2025				
	Group	Group	+/-	+/-
	YTD	Budget	\$	%
Funding Investment Income				
Interest Received	62,034	70,000	(7,966)	-11%
Fair Value Gains/(Losses) on Managed Funds	484,640	365,000	119,640	33%
Total Investment Income	546,674	435,000	111,674	26%
Funding Rounds	190,000	200,000	10,000	5%
Strategic Partners	425,000	450,000	25,000	0%
Total Expenses	615,000	650,000	35,000	5%
Net Funding Profit (Loss)	(\$68,326)	(\$215,000)	\$146,674	-68%

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

Community Fund Model - Balance Sheet & Statement of Movements

Internet New Zealand Funding Balance Sheet As at 30 Sept 2025	
	INZ
Current Assets	
Cash and Cash Equivalents	3,854,520
Managed Funds	7,508,226
Total Current Assets	11,362,747
Less Liabilities:	
Trade and Other Payables (INZ) Operational	574,695
Total Liabilities	574,695
Net Assets	\$10,788,051
Represented By:	
Current Year Earnings	(68,326)
Retained Earnings	10,856,378
Total Equity	\$10,788,051

Internet New Zealand Statement of Movements in Equity - Funding Year to date (YTD) 30 September 2025		
	2026	2025
Equity at start of period		
Opening Retained Earnings	10,856,378	10,606,378
	10,856,378	10,606,378
INZ Operations Contribution		250,000
Net Profit (Loss) After Tax	(68,326)	
Equity at end of period	\$10,788,051	\$10,856,378

Trade payables of \$574,695 within the Funding Balance Sheet reflect amounts payable to InternetNZ Operations, as the operational entity cash-funded grant and partnership payments during the first half of the financial year. A corresponding inter-entity transfer will be processed in October to reconcile and compensate these payments.

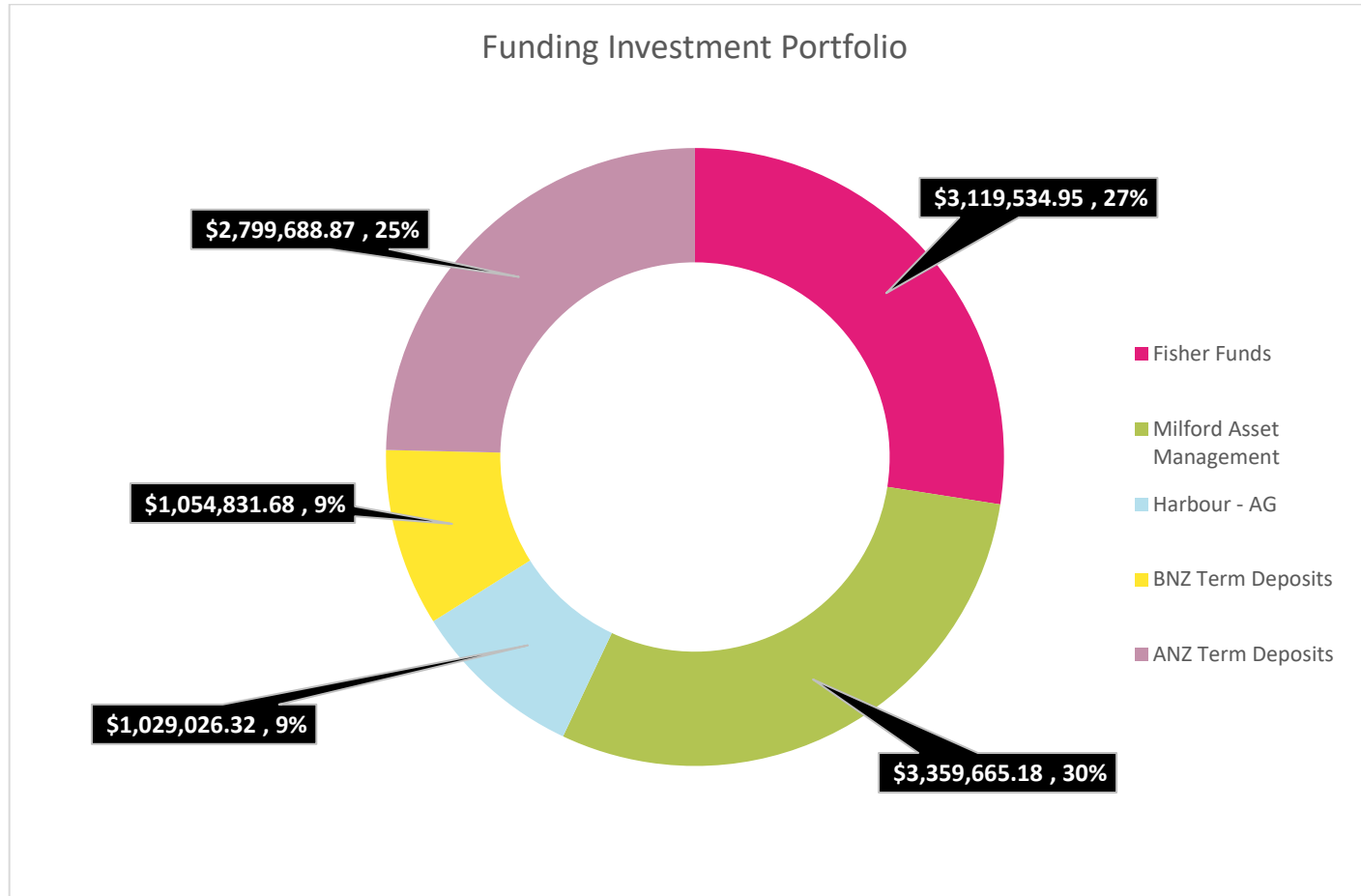
Community Fund Model Cashflow

Community Fund 12-Month Cash Flow Forecast												
Fiscal Year Ending Date 31-Mar-2026	1-Apr-2025	1-May-2025	1-Jun-2025	1-Jul-2025	1-Aug-2025	1-Sep-2025	1-Oct-2025	1-Nov-2025	1-Dec-2025	1-Jan-2026	1-Feb-2026	1-Mar-2026
	Actual	Actual	Actual	Actual	Actual	Actual	Forecast	Forecast	Forecast	Forecast	Forecast	Forecast
Opening Balances as per BS 1 April 2025	\$ 10,744,066	\$ 10,726,816	\$ 10,894,128	\$ 10,993,818	\$ 11,115,160	\$ 11,238,372	\$ 11,370,935	\$ 11,045,738	\$ 10,876,032	\$ 11,015,660	\$ 10,787,336	\$ 10,720,413
Cash Receipts												
Interest	\$ 4,665	\$ 35,142	\$ 5,738	\$ 4,576	\$ 36,755	\$ -	\$ 4,799	\$ 16,917	\$ -	\$ -	\$ 15,635	\$ 5,738
Managed Funds	\$ (23,881)	\$ 130,879	\$ 93,952	\$ 77,630	\$ 86,458	\$ 119,604	\$ 15,047	\$ 15,110	\$ 15,173	\$ 15,236	\$ 15,300	\$ 15,363
INZ Operating Contributions (July 2024-2025 and March for 2	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -		\$ -	\$ -	\$ -	\$ -	\$ 250,000
Total Cash Receipts	\$ (19,216)	\$ 166,021	\$ 99,690	\$ 82,206	\$ 123,212	\$ 119,604	\$ 19,846	\$ 32,027	\$ 15,173	\$ 15,236	\$ 30,935	\$ 271,101
Cash Disbursements												
Funding refer INZ Cashflow for payments, Less INZ Operatin	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 574,695	\$ 125,000	\$ -	\$ 130,000	\$ 130,000	\$ -
Total Cash Disbursements	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 574,695	\$ 125,000	\$ -	\$ 130,000	\$ 130,000	\$ -
Cash-flow Movements	\$ (19,216)	\$ 166,021	\$ 99,690	\$ 82,206	\$ 123,212	\$ 119,604	\$ (554,849)	\$ (92,973)	\$ 15,173	\$ (114,764)	\$ (99,065)	\$ 271,101
Funding Investments												
Operating Bank Accounts												
Total Bank	\$ 958,542	\$ 959,833	\$ 960,864	\$ -	\$ -	\$ -	\$ 717,663	\$ 592,663	\$ 592,663	\$ 462,663	\$ 332,663	\$ 332,663
Term Deposits												
Total Term Deposits	\$ 3,768,568	\$ 3,803,711	\$ 3,808,418	\$ 3,812,995	\$ 3,849,749	\$ 3,854,520	\$ 2,804,488	\$ 2,821,405	\$ 2,821,405	\$ 2,821,405	\$ 2,837,040	\$ 2,839,500
Fund Managers												
Total Managed Funds	\$ 5,999,705	\$ 6,130,584	\$ 6,224,536	\$ 7,302,165	\$ 7,388,623	\$ 7,508,226	\$ 7,523,587	\$ 7,554,937	\$ 7,586,419	\$ 7,618,032	\$ 7,649,776	\$ 7,681,652
Total Funding Investments	\$ 10,726,816	\$ 10,894,128	\$ 10,993,818	\$ 11,115,160	\$ 11,238,372	\$ 11,362,747	\$ 11,045,738	\$ 10,876,032	\$ 11,015,660	\$ 10,787,336	\$ 10,720,413	\$ 11,124,916

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

Community Fund Investments as of 30 Sept 2025

The chart below shows the percentage spread of funding investments of **\$11,362,747** across all institutions as of 30 Sept 2025.



Note: Trade Payables as per Balance Sheet (\$574,695) to be paid from the investment above in October 2025.

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

MEMBERSHIP UPDATE

ITEM NO:	7.2.3
AUTHOR:	Rose Jamieson, GM Public Impact
FOR:	InternetNZ Board
PURPOSE:	Update on recent new and resigned members
DATE WRITTEN:	25 November 2025

Membership Numbers

- Total number of current members: 4,928
- Total number of new members since 1 October 2025: 5
- Total number of members who have resigned since 1 October 2025: 2

Membership Overview

InternetNZ Society's membership had unprecedented growth in 2025, growing more than tenfold due to a large influx of members. At the October Board meeting, the Board asked for more granular information on our membership profile as a Society. We only collect a small amount of information from members when they join, and much of that information is optional for members to provide. We have provided a short summary of the data we have, and the data tables for your information.

Currently, our membership base is overwhelmingly composed of individuals who have signed up for one year, with uncertain retention potential. Our historical data indicates that most membership departures occur within the first year of membership. We also had a considerable increase in small organisations and we now have 121 entities as members, with most of those one year memberships too.

Just under half of our membership base is located in Wellington (19.3%), Auckland (15.3%), Canterbury (6.4%), Waikato (3.9%), and Otago (2.7%), and 14.3% in a range of other locations. The remaining 38.1% of members did not specify a location at all.

Our membership base identified as European/Pākeha (52.7%), Māori (9.6%), British (3.7%), Asian (2.6%), and Pacific (2.2%), with the remaining 22.5% a range of ethnicities. Noting that 6.8% of members have not stated an ethnicity.

While around 27% of members signed up for NetHub, the number of active NetHub users is considerably smaller - just under 10% in July and falling to 3.7% in November this year.

Between April-August every year are the key months where our focus is on activities as a membership organisation. During this period we deliver the SSP and Annual Reports for both InternetNZ and DNC, complete the financial reports and audits, complete membership renewals, run the election process, plan and deliver both Annual General Meetings, requiring extensive comms and significantly higher volumes of membership queries.

In the coming year it's unclear whether our membership will reduce significantly due to membership renewals lapsing, or whether we might have continued interest in our Board elections resulting in significant renewals and new members.

Managing Member Processes

Ongoing management of membership queries, especially difficult correspondence, takes considerable staff time to manage and respond to. We have set up a specific Membership Project focused on improving our processes - how we triage and manage queries and complaints, in line with the Code of Conduct, and streamlining of supporting comms.

Membership Data

Membership type as at 23/10/2025	
Individual - 1 year	4168
Individual - 5 year	465
Individual - 10 year	129
Individual Plus - 5 year	4
Individual Plus - 10 year	2
Small Organisation - 1 year	91
Small Organisation - 5 year	24
Small Organisation - 10 year	6
Large Organisation - 1 year	2
Life Member	33

Membership	Expiry by Year (Members who did not renew)	Resignation by Year	Cancellation by Year
2015	89	1	1
2016	65	0	0
2017	61	0	0
2018	63	0	3
2019	51	0	3
2020	66	1	2
2021	61	0	3
2022	55	0	0
2023	62	0	0
2024	59	0	1
2025	53	17	407
Total			420

Who is on NetHub?	
Current Members	4928
Members on NetHub	1332
July 2025 Active Monthly Users	482
November 2025 Active Monthly Users	185

Length of Membership	
Numbers of years	Members
<1 year	4517
1 years	53
2 years	33
3 years	29
4 years	23
5 years	34
6 years	20
7 years	21
8 years	17
9 years	11
10 years	11
11 years	21
12 years	17
13 years	23
14 years	27
15 years	8
16 years	24
17 years	5
18 years	12
19 years	7
20 years	1
21 years	3
22 years	1
23 years	0
24 years	3
25 years	0
26 years	0
27 years	3

Ethnicity¹	
African	14
Australian	40
British	181
Cambodian	1
Chinese	39
Cook Island Māori	20
Dutch	31
Fijian	13
Filipino	8
German	25
Greek	5
Indian	37
Irish	57
Italian	8
Japanese	6
Korean	7
Latin American	12
Māori	471
Middle Eastern	16
Niuean	4
Not Stated	337
NZ European / Pākehā	2599
Other Asian	7
Other Ethnicity	126
Other European	100
Other Pacific Peoples	20
Other Southeast Asian	16
Polish	9
Samoan	36
South Slav	7
Sri Lankan	5
Tokelaun	2
Tongan	11
Vietnamese	1

¹ Demographic data only began being collected at the end of 2024 and optional

Where in NZ do our members live?	
Region	Number
Auckland	753
Bay of Plenty	128
Canterbury	317
Gisborne	13
Hawkes Bay	47
Manawatu-Whanganui	87
Marlborough	25
Nelson	36
Northland	72
Otago	135
Southland	24
Taranaki	52
Tasman	37
Waikato	190
Wellington	949
West Coast	10
Unspecified	1880

NetTalks: Ōtautahi Report

ITEM NO: 7.2.4
AUTHOR: Ana McAllister, Community Engagement Manager
FOR: InternetNZ Board
PURPOSE: This report provides a summary of the financial, attendance, and feedback outcomes for the NetTalks event held in Christchurch on Friday, 31 October 2025.
DATE WRITTEN: 04/11/2025

Recommendation

That the InternetNZ Board **receive** the report.

Event Summary

The event, "NetTalks: Short Talks, Big Impact," featured five local speakers from Ōtautahi, and one from Wellington, covering topics including digital equity, AI, cybersecurity, Māori digital sovereignty, and digital wellbeing. The short-format talks were followed by a networking session.

NetTalks Ōtautahi was a successful event that strengthened local engagement, had low financial cost compared to NetHui, and delivered high-quality content. The positive feedback received confirms the value of running an event series, while the constructive comments provide some clear avenues for enhancing the impact and reach of future NetTalks.

We recommend continuing the NetTalks series, incorporating the learnings from this event into future planning.

Ticket Sales

- Total Tickets Sold: 93 (General Admission)
- Paid Tickets Issued: 65
- Complimentary Tickets: 28
- Gross Ticket Revenue: \$925.00
- Net Revenue Remitted to InternetNZ: \$848.80 (After deduction of ticketing and complimentary ticket fees).
- Total in attendance: 59

Budget

The final budget for the NetTalks pilot series was \$45,700, inclusive of the brand design work undertaken for the launch (\$6,072 for brand assets). A few invoices are still being reconciled. For future events, this cost is expected to be lower, as budgets will depend on the event location and any travel requirements for the MC, out-of-town speakers, and event staff, along with the fact that the NetTalks brand assets have now been developed.

Participant Feedback Overview

Feedback was given via a Google Form.

- **High Satisfaction:** The event was very well-received, with 78.6% of respondents giving it a 5/5 satisfaction score, and the remaining respondents gave it a 4/5. This represents a very high level of overall satisfaction, and the quality of speakers was also rated highly, at 4 or 5 out of 5.
- **Strong Local Connection:** The decision to feature Ōtautahi-based speakers was positively noted, with attendees valuing local perspectives.
- **Logistics Praised:** The venue (The Piano), location, and overall execution were consistently rated highly.
- **Relevant Topics:** Speakers from Bronwyn Scott (Digital Equity), Dr. Cara Swit (Children & Technology), and Elle Archer (Māori Digital Future) were frequently highlighted as being particularly relevant and impactful.

Speaker Feedback Overview

Feedback was given via a Google Form.

- **INZ support:** All speakers who responded to the survey rated the pre-event support and staff communication 5/5
- **Overall experience:** All speakers who responded to the survey rated the overall experience 5/5, and said they would recommend contributing to someone else. *“Thank you all so much! I'm saying this with my ex-event manager hat on... this event was down-to-earth, bloody well organised and really well curated. You'd thought of all the details! I really hope there's future similar events, I think you're on to something here.”*

Key Takeaways & Opportunities

Success: The format and execution were successful in delivering an engaging and professionally valuable experience for attendees.

Opportunity for Growth: Several attendees expressed a desire for a larger audience, suggesting a need for enhanced local promotion for future Christchurch events.

[Office] Item One: Let's improve transparency and discourse within InternetNZ

1 message

Brynn Neilson

10 September 2025 at 12:01

To: Office <office@internetnz.net.nz>

Please add this to Incoming Mail in the next Board meeting.

Let's improve transparency and discourse within InternetNZ

Many non-profit organisations (like ours) keep posts publicly viewable, but restrict posting to members. There's a number of reasons for this:

1. It provides organisational transparency.
2. It becomes an historical record that anyone can view to assess how decisions have been made within the organisation.
3. Members behavior is more balanced because they know their posts are being publicly scrutinized.
4. Administrators and other members ensure rules are adhered to so disrepute isn't brought to their organisation.
5. Administrators who may be friends of the perpetrators can't be lenient with them because their actions are publicly viewable.
6. Privacy and commercially sensitive information is protected in threads that are only available to members. This also encourages users to join the organisation so they can find out what is in the protected area.

Our Slack channel doesn't work like that. Here's what typically happens:

1. A user with a differing opinion makes a post and immediately gets attacked by multiple users who make personal attacks such as calling them a "Di**" or slandering their credibility.
2. Someone tries to defend the poster and then they get attacked too.
3. The Admin then requests the culprits, who are normally the same people, change their posts; they do, but their damage has already been done.
4. If it gets worse, the Admin then freezes the thread which stops any discourse at all so the content of the post isn't addressed at all.
5. The bullies then move to a different thread and start bullying there.
6. Members with a differing opinion stop posting and don't return to Internet NZ's community.

If we're to move forward as a trustworthy and transparent organisation, this type of behavior has to stop. I propose the following:

- One thread or Channel within our Slack be made publicly viewable. If members don't want what they say to be public, then they shouldn't post in that thread.
- If a member breaks our rules then they should be immediately reprimanded in the post by an Admin.
- A clear list of repercussions for breaking our rules needs to be established to ensure good member behavior such as:

1st Breach: User gets a publicly viewable warning by the Admin.

2nd Breach within one week: User gets a publicly viewable warning by the Admin and is suspended from posting for 24 hours.

3rd Breach within one week: User gets a publicly viewable warning by the Admin and is suspended from posting for 7 days.

4th Breach within two weeks: User gets a publicly viewable warning by the Admin and is banned from the system.

This isn't a breach of Free Speech. If speech incites unlawful actions then it's not protected by Free Speech law (Section 14 of the New Zealand Bill of Rights Act 1990). The same values should be applied to our rules. If a member breaks them, repercussions need to be immediate to deter future bad behavior.

Proposals for vote:

1. That one Thread or Channel be opened that is publicly viewable
2. That specific rules be created to clarify how to behave in our Slack channel
3. That clear repercussions are created and are stringently enforced

In the minutes of your meeting can you please provide a list of who voted for the above proposals and what their vote was? This will improve transparency and accountability like www.howtheyvoted.nz is doing for Christchurch. Can you also email Me a copy of the results.

Brynn Neilson

[Office] Item Two: Staff requirements under the Incorporated Societies Act 2022

1 message

To: Office <office@internetnz.net.nz>

10 September 2025 at 12:39

Please add this to Incoming Mail in the next Board meeting.

Staff requirements under the Incorporated Societies Act 2022

Earlier today I received an email from InternetNZ regarding the "InternetNZ Membership Survey Report Update" because of "comments from members, some of which included racist remarks that did not align with our organisational views". I requested a copy of the previous report because I wanted to compare it to the new report.

1. The response from InternetNZ was "We will not be releasing the original report. "
2. I responded with: "I want to compare the documents to assess your decision to change the information. Without the document I'm unable to validate your decision. Please keep in mind your responsibilities under the Incorporated Societies Act 2022."
3. InternetNZ responded with: "We outlined our reasoning in the email this morning. We will not be providing further comment."
4. I then replied with:

Please choose one of the following:

A society may decline a request if:

- o Privacy: The information would reveal the private details of natural persons.
- o Commercial Harm: Disclosure of the information could harm the commercial position of the society, its members, or any other person.
- o Relevance: The information is not relevant to the society's operations or affairs.
- o Frivolous or Vexatious Request: The request is deemed to be frivolous or vexatious.

It's now been three hours and InternetNZ has still not responded. In my opinion this is a breach of the Societies Act.

Staff Processes

A response such as "We will not be providing further comment." is unacceptable and extremely unprofessional. How many other members with valid queries have been ignored this way? A new communications process needs to be created such as:

1. If a Staff Member is unable to solve a member's problem they should escalate the communication to a more senior staff member and notify the member.
2. If the senior staff member is also unable to solve the problem, they should respond with: "We're unable to fulfill your request. Your next option is to write a letter to the Board that will be included in their next meeting".

Proposals for vote:

1. That Brynn Neilson be sent both copies of the 2025 Membership Survey Report for comparison
2. That staff are refreshed on their responsibilities to Members under the Incorporated Societies Act
3. That a new process for how staff respond to members gets created that does not include a freeze on communication.

In the minutes of your meeting can you please provide a list of who voted for the above proposals and what their vote was? I'd also like both of my emails be publicly available on the website (without my phone number) as proof that these items have been brought to the Board's attention.

Brynn Neilson