

# MINUTES

# COUNCIL MEETING

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**Status:**

Draft to be Ratified

**Date**

Friday 2 December 2022

**Present:**

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

**In attendance:**

*Staff:* Vivien Maidaborn (Tumu Whakarae); Raniera Albert, Catherine Fenwick, Vanisa Dhiru, Tim Johnson and Diane Robinson

The meeting opened at 10:16am

## Section 1 - Meeting Preliminaries

### 1.1 Council only (in committee)

### 1.2 Council and CE alone time (in committee)

### 1.3 Karakia, apologies, interests register, and agenda review

The President opened the meeting with Karakia.

The following updates were made to the Interests Register:

#### **Alpana Roy**

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

- Committee Member of the Indigenous Knowledge Forum.

**Jeff Montgomery**

- Member of Netsafe
- Member of TohaToha

**Antony Bow**

- Receives additional honoraria for being Chair of InternetNZ Audit, Finance and Investment Committee.

**Anjum Rahman**

- Holds a .nz domain name.

**Brenda Wallace**

- Receives additional honoraria for being Chair of InternetNZ Risk and Compliance Committee.

**Potaua Biasiny-Tule**

- Receives additional honoraria for being Chair of InternetNZ Te Komiti Whakauru Māori (Māori Engagement Committee).

**1.4 Agenda Review**

**Section 2 - Strategic Priorities**

**2.1 & 2.2. Rei Kura: Te Tiriti o Waitangi centric organisation | Te Tiriti paper**

*Whetu joined the hui at 10:53am*

Council shared their understanding of honouring Te Tiriti and being a Te Tiriti centric organisation. In the paper, it specifically outlined that being Te Tiriti centric does not exclude equitable outcomes for all people in Aotearoa. Māori equitable outcomes would be applied and shared for the betterment of the entire community of Aotearoa. The commitment to being Te Tiriti centric has the potential to be more reciprocal and authentic than previous approaches. This would be achieved, for example, through Maori self determination in public impact funding, governance models and rules and .nz policy development. A beautiful metaphor was shared that Te Tiriti o Waitangi is a korowai (a Māori cloak) and how does our organisation wear that korowai. It can be at times uncomfortable but we wear it with great pride.

Council gave Te Komiti Whakauru Māori the mandate to guide and provide leadership to Council on this journey.

**RN55/22** Council acknowledged and thanked Raniera Albert, Chief Advisor Māori and Te Puni Māori team for their thought leadership in the Becoming a Te Tiriti o Waitangi centric organisation paper presented.

**RN56/22** Council received the Te Tiriti organisation paper and encouraged ongoing refinement in light of the discussion and any feedback from stakeholders.

(All Council)

**CARRIED U**

**AP21/22** Develop a message house to share with the Council and staff.

*Potaua left the meeting.*

### **Section 3 – Matters for Decision**

#### **3.1 Revised Terms of Reference for the Māori Design Group**

The Council thanked and acknowledged the Māori Design Group (MDG) for their work with InternetNZ. The MDG have decided that they were not the right group to progress the co-design work required of InternetNZ and the group has voluntarily disbanded. On this basis the resolution to approve the updated Terms of Reference was not put to Council.

The Council has given Te Komiti Whakauru Māori the mandate to work on identifying a co-design approach to progress the recommendations of the Systemic Racism Review.

#### **3.2 Mid year financial update to Q2 2022/23**

Council agreed that including investment income in the reported Profit was not best practice because income is out of InternetNZ's control, and that in future investment income needs to be separated from the reported Profit line in determining the operational budget and performance against that budget. Accordingly, from now on Council will set and review operational budget at the Net Operating Profit line. This decision resulted in an amendment to the recommendation on the revised year end forecast and deficit budget. Review of investment income performance will be dealt with by Council based on recommendations of the Audit Finance and Investment Committee.

**RN57/22** That Council approve the revised Forecast year end deficit of -\$438,000 (Net Operating Profit) which is a \$308k improvement to what was budgeted.

(Cr Bow / Cr Hulse)

**CARRIED U**

#### **3.3 Review of Council honoraria**

**RN58/22** That Council agrees to adopt the Crown Entity fee framework (as at 1st September 2022) as the basis for Honoraria levels.

**RN59/22** That the Council adjusts the Honoraria levels in accordance with the recommendation above with effect from 1 April 2023.

**RN60/22** That the Honoraria level be reviewed again in 2 years.

(Cr Fala / Cr Hulse)

**CARRIED U**

**AP22/22** That the basis of the Honoraria level be reviewed and agreed before the Council elections in 2024.

### **3.4 Reappointment of the DNCL Independent Directors**

The Council discussed the resolution for the reappointment of the Independent Directors Anita Killeen and Mel Hewitson and an increase to the director fees.

It was agreed that the President would discuss further with the DNCL Independent Directors at their next DNCL Board Meeting on the 20th December 2022.

The final resolutions will be considered by Evote.

**AP23/22** Governance Committee to work on the Appointment Process for the Domain Name Commission and the DNCL Directors.

## **Section 4 – Matters for Discussion**

### **4.1 President’s Report**

**RN61/22** That the President’s report be received.

### **4.2 Registry Replacement Project Post Go Live Update**

**RN62/22** That Council receive the paper on the Registry Replacement Project.

## **Section 5 - Consent Agenda**

### **5.1 Health, Safety and Wellbeing Update (Verbal)**

There was one identified hazard relating to furniture (tables) that has been mitigated.

The Health, Safety and Wellbeing Committee is reviewing their terms of reference.

One focus is to support staff and their wellbeing in relation to the Systemic Racism Review.

**RN63/22** That Council receive the Health, Safety and Wellbeing Update

### **5.2 Minutes of the Meeting of October 2022**

**RN64/22** That Council approve the minutes of the 28th October 2022.

### **5.3 Actions Register**

*International Strategy Paper February 2023*

The approach to international will be changed and staff will bring it back to Council when it is ready.

*A Community Membership Strategy paper*  
A paper is being prepared for the February Council meeting.

*Review of Honoraria*  
This work has been completed.

*Policy on staff bank signatories*  
This work will be completed with the review of the investment policies and procedures. Can be removed from the register.

**AP24/22** Add to the Actions Register Community Strategy paper for February 2022.

#### **5.4 Evote Ratification - None**

#### **5.5 Operational Reports**

##### **5.5.1 Committee Updates (Verbal)**

Each Committee Chair provided a verbal update to the Council. These will be provided as written updates.

##### **.nz Policy Committee (Chair, Kate Pearce)**

The first tranche of work is completed and the second tranche of work is underway. An update paper on the .nz Policy review was provided to the Committee in November in lieu of a meeting. As part of the question of how the .nz Policies can manage/respond to online harm there will be some foundational research undertaken on what other ccTLDs are doing in this space. Recruitment is underway for a Researcher.

##### **Te Komiti Whakauru Māori (Chair, Potaua Biasiny-Tule)**

Te Komiti meets on Monday 5 December, no report back was provided.

##### **Audit, Risk and Investment Committee (Chair, Anthony Bow)**

The committee met on 30 November and there were two main areas of focus:

(1) Review of the three main policies around Investment and create one policy with an appendix for process/procedures.

(2) Seeking an independent legal opinion on our deferred revenue. This advice will tell us whether we need to keep this revenue in cash.

##### **Risk and Compliance Committee (Vice President Brenda Wallace)**

The Risk and Compliance Committee is holding their first meeting on 15 December 2022. No report back.

##### **Governance Committee (Richard Hulse)**

The meeting schedule and work plan is being worked on.

## 5.6 Meeting Schedule

The Council reviewed the meeting schedule dates.

The following was suggested:

- A Council Meeting (welcoming hui) to get to know new Councillors to be organised in August 2023.
- Add the Cultural Capability training to be included.
- Review of Te Komiti Whakauru schedule - Te Komiti to reflect on the number of meetings (7) and what support or resources that they need from Council.
- Strategy Day for InternetNZ - discussion on what the focus will be on.  
Council discussed the opportunities to do more regular strategy sessions and/or deep dives on current topics.
- Regular Council pop up meetings.

**RN69/22** That Council received the Committee Updates.

Section 5 Block consent - (Cr Fala / Cr Bow)

**CARRIED**

Abstained 5.2 - Cr Hulse, Cr Roy and Cr Rahman

**AP25/22** The meeting schedule to be updated from discussion.

## Section 6 - Other Matters

### 6.1 CONTINGENCY

### 6.2 Matters for communication – key messages.

#### 6.2.1 Communications in general

#### 6.2.2 Upcoming events

### 6.3 General business

#### 6.3.1 Public Submissions

Cr Fala asked what is the process for developing public submissions (where we state our position) and how these are communicated to the Council, before they are publicly submitted.

A description of this process is to be brought back to Council for discussion at the next meeting.

**AP26/22** A brief on the process public submissions for the February Council meeting.

### 6.4 Meeting review

#### Next meeting:

The next scheduled Council meeting is Friday 10 February 2023.

The meeting closed with a karakia.