

MINUTES

COUNCIL MEETING

Status:

Final

Date

Friday 12 August 2022

Present:

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

In attendance:

Staff: Andrew Cushen (Interim Tumu Whakarae), Vivien Maidaborn (Incoming Tumu Whakarae), Catherine Fenwick (Tumutaumatua), Vanisa Dhiru (Tumuherenga Waka), Tim Johnson (Tumuwhanake), Raniera Albert (Tumuaki Māori), Jodi Anderson (Acting Policy Director), Ellen Strickland (Chief Advisor, International), and Diane Robinson (Council Secretary).

Member: David Neil

Meeting opened:

The meeting opened publicly at 10:05am.

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

Apologies from Cr Biasiny-Tule

Cr Montgomery opened the meeting with Karakia.

1.4 Agenda Review

Section 2 - Strategic Priorities

2.1 .nz Product Strategy

The .nz Product Strategy follows the Council .nz strategy day, and finishes off the strategy making process of 2021.

The .nz Product Strategy aligns commercial activity on .nz, following the end of the previous product development approach in the previous Strategy.

It is focused on “re-grouping, re-focusing and re-engaging” on the .nz product, following the launch of the new IRS registry platform and refreshed .nz Policy set in November this year.

Council will be kept apprised of the implementation of this product strategy, over the expected 12 month implementation window to the end of 2023.

RN28/22 That Council approves the .nz Product strategy.

(Cr Fala/Cr Pearce)

CARRIED U

AP12/22 Build in an annual .nz Strategy day to the Council Work Plan.

2.2 International Internet Governance

This paper follows the strategy discussion and related paper presented in May on the current state of International Internet Governance, and sought to confirm our approach over coming years.

InternetNZ has lost much capacity and experience in Internet governance due to recent staffing changes. This is another area where we need to rebuild over time.

The paper outlined the approach, forums and objectives of our Internet governance approach and engagement.

As a result of this discussion, staff have clarity to continue to execute on re-establishing presence at major Internet governance forums during the 2022/23 financial year (primarily ICANN). Additional budgeting will be required in the post-Q2 budget refresh to fund this.

Staff are asked to develop this approach further to confirm the full focus for the 2023/24 financial year and beyond, and to present this draft to Council at the February 2023 meeting. This will also allow this work to be fully considered in the context of budgeting for 2023/24.

RN29/22 That Council receives this International Internet Governance approach document.

(Cr Montgomery/Cr Stokes)

CARRIED U

AP13/22 Initiate Stakeholder Engagement with Ministers.

AP14/22 Further development of the International strategy with a paper to be brought back to February 2023 Council hui.

2.3 Systemic Racism Review

Andrew provided an update that he had shared with Council some thoughts on the review in their alone time. Raniera and Andrew both advised the independent review is progressing well.

The timeline for the review is due end September 2022 and it will be in two parts:

- 1) For Council to review the recommendations
- 2) For the Chief Executive to review staff wellbeing recommendations from the review.

The approach and sequence on how the report is to be received by Council and by the public to be further discussed by Council and with Hana.

The President would like to invite Dr Hana O'Regan to present her independent report to the October Council Meeting.

(Cr Rahman/Cr Hulse)

CARRIED U

AP15/22 Invite Dr Hana O'Regan to discuss her report and its presentation to Council with the President.

AP16/22 Invite Dr Hana O'Regan to present her report to the October Council Meeting.

Vivien Maidaborn, Brenda Wallace, Alpana Roy, Ellen Strickland and Jodi Anderson left the meeting after the strategy section.

Section 3 – Matters for Decision

3.1 Council Work Plan

The Council discussed the work plan and agreed the following to be added:

- Cultural capability training - clarify the the duration of the training e.g. full day or half day so that Councillors who need to do so can seek leave from their employment to attend
- Change the CE Performance Review to CE Key Performance Indicators to be set for 2023.
- Pōhiri for Chief Executive Vivien Maidaborn | Date 17 Oct 2022 to be added.
- .nz Strategy Day to be added to the plan as an annual event.
- Strategy discussion on charitable objects and philanthropic strategies to be added.

RN30/22 That Council **agree** to the draft work plan, subject to any amendments.

3.2 Māori Design Group Update

3.2.1 Appointment of new member to Māori Design Group

3.3.2 Draft ToR Māori Design Group

The President advised that the Māori Design Group will discuss and revise the draft ToR at their next hui on 24th August 2022. The ToR will be brought back to Council at the October meeting.

RN31/22 Approve the appointment of Peter Lucas-Jones to the Māori Design Group.

RN32/22 Notes the sixth seat will remain vacant until MDG has identified areas they may require.

Block Section 3.1-3.2 (Cr Fala/Cr Rahman)

CARRIED

3.3 Review of Council members against Skills and Diversity Matrix

Council discussed the Skills and Diversity Matrix and made the of following amendments:

- Te Ao Māori was removed from the Diversity section and included into the Governance section.
- Personal Attributes: remove the entire section - these are the attributes of the Councillor's role.

RN33/22 That Council **adopt** the Skills and Diversity Matrix, subject to the above amendments.

3.4 Review of Council Honoraria

The President advised that she received membership feedback about the paper and acknowledged that the timing for a review should be presented before the Annual General Meeting rather than after. It was noted that Council Honoraria had not been reviewed for four years and that at the end of 2021 there was discussion on the need to complete a review. Small, regular reviews were preferred to less regular, more substantial ones.

It was raised that the Public Service current pay guidance is that there shall be no pay increases for a two year period and that we should take this into consideration. It was noted there had been no review for four years.

There were a number of questions around operational matters regarding remuneration for staff that needed to be addressed to provide assurances that any pay increase to Council was fair relative to staff.

It agreed that the cycle for review should be two years, with the next in May 2024

Council decided that this paper should be rewritten to address questions being asked and deferred to October 2022.

RN34/22 That Council received the paper.

AP17/22 A new paper to be prepared for October Council Meeting.

3.5 Council Committee Appointments

The Bank Signatories were agreed:

Brenda Wallace

Alpana Roy - The President to confirm this with Alpana

Vivien Maidaborn to be added in October

For the staff bank signatories it was recommended that these should come back to Council for approval via an e-vote. Council also suggested a policy to be written regarding staff bank signatories that confirms the position and role of staff members who have the relevant authority.

Audit and Risk Committee Membership: Anthony Bow (Chair), Anjum Rahman, Kate Pearce and Jeff Montgomery and DNCL Independent Directors (as DNCL observers / interested parties)

.nz Policy Committee Membership: Kate Pearce (Chair), Don Stokes, Jeff Montgomery and Alpana Roy.

CE Review Committee: Joy Liddicoat (Chair), Brenda Wallace, Richard Hulse and Whetu Fala.

Te Komiti Whakauru Māori: Whetu Fala (Chair), Potaua Biasiny-Tule and Sarah Lee (Co-opted member)

Governance Committee: Richard Hulse (Chair) Brenda Wallace, Don Stokes and Jeff Montgomery

The Governance Committee work will need to review the constitution over the next year in relation to the changes to the charities act that are to come into effect in 2025. This work will need to be incorporated into the ToR of the Governance Committee .

RN35/22 That Council **confirms** that it will conduct some of its work through these five committees: Audit and Risk, CE Review, Te Komiti Whakauru Māori, nz Policy Committee and Governance Committee as above.

RN36/22 That the makeup of the committees will be set out as above and **adopted**.

RN37/22 That the Terms of Reference for each of the committees will be **reviewed** by the committees and **adopted** at October Council meeting.

RN38/22 That the changes to the bank signatories be **confirmed**, including the considerations to additions to the authorised bank signatory list.

RN39/22 That Jay Daley and Sarah Lee be **removed** as bank signatures.

AP18/22 That staff bank signatories need to be decided operationally and that these should be forwarded to the Council by way of evote to approve.

AP19/22 That a staff policy regarding bank signatories needs to be written and presented to Audit and Risk.

AP20/22 All Council subcommittees review their Terms of Reference and these be re-formatted to be consistent across all Committees. Any updated ToRs be submitted at the October Council Meeting.

3.6 Co-Opt Member for Te Komiti Whakauru Māori

RN40/22 That Council **appoints** Sarah Lee to a co-opted member of Te Komiti Whakauru Māori for a term of two years 2022-2024.

AP21/22 The President to reconfirm with Sarah Lee's availability to take up the co-opted position in Te Komiti Whakauru Māori.

Block Consent - Section 3.3-3.6 (Cr Rahman/Cr Hulse)
CARRIED

Section 4 – Matters for Discussion

4.1 President's Report

RN41/22 That the President's report be **received**.

4.2 InternetNZ Quarterly Report - 1 April to 30 June 2022

RN41/22 That Council **receives** the Quarterly Report for Q1 2022/23.

Block Consent - Section 4 (Cr Hulse/Cr Stokes)
CARRIED

Section 5 - Consent Agenda

5.1 Health, Safety, Wellbeing Update

RN42/22 That the Health, Safety, Wellbeing Update be received.

5.2 Minutes of the Meeting of 13 May 2022

RN43/22 That Council approves the minutes of the meeting held on 13 May 2022.

5.3 Actions Register

5.4 E-votes Ratification

5.5 Quarterly and Operational Reports for 1 April to 30 June 2022

5.5.1 DNCL Quarterly Report

5.5.2 Group Financial Report

5.5.3 Committees Update

5.5.4 Membership Update

5.5.5 Project Mimosa Update

5.5.6 .nz Policy Update

Block Consent - Section 5 (Cr Hulse/Cr Stokes)
CARRIED

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

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 28 October 2022.

The meeting closed with a karakia by Raniera Albert (Tumuaki Māori).