MINUTES
COUNCIL MEETING

Status:
Final

Date
14 May 2021
InternetNZ Offices, Level 11, 80 Boulcott Street, Wellington
and Online

Ikapahitanga (Attendees):
President: Jamie Baddeley, ***Vice President*** Joy Liddicoat ***Council Members:*** Sarah Lee*,* Amber Craig*,* aimee whitcroft, Anthony Bow, Don Stokes, Hiria Te Rangi, Melissa Davies and Richard Hulse.

Chief Executive: Jordan Carter, *Engagement Director:* Andrew Cushen *Chief Advisor Māori:* Raniera Albert, *Commercial Director:* David Morrison*, IT Operations Director:* Dane Foster *Tech Strategy Director:* Dave Baker, *Policy Director:* Kim Connolly-Stone and *Council Secretary:* Diane Robinson

The meeting started at 9:00am
Staff joined the meeting at 9:50am

Section 1 - Meeting Preliminaries

1.1   Council only (in committee)

1.2   Council and CE alone time (in committee)

1.3   Karakia, apologies, interests register, and agenda review

The Vice President opened the meeting with a karakia.

No apologies received.

There were no updates to the Interest Register.

1.4   Environmental Scan

- Council congratulated Chief Scientist, Sebastian Castro on the work and research carried out for TsuName that was disclosed last week. An exceptional piece of work.
- Digital identity - a discussion relating to a number of tech Māori digital identification issues were raised, e.g. such as changes to birth and death certificates to include Iwi and the controls of the information. It was suggested to keep feeding this information to the Chief Executive as it arises, if we need to be aware of the issues at the time.

- Minister David Clark announced at a Digital Identity event that the government is moving ahead with a digital identity trust framework legislation which will be coming out later this year.
- A new Digital Strategy that includes three pillars 'Trust, Inclusion and Growth' is being developed by the government. Consultation is expected later in the year.
- Consultation on an Artificial Intelligence Framework for New Zealand being undertaken.
- The Algorithm Charter is being reviewed around July.
- Christchurch Call & Summit - DPMC have pulled together a team attached to the policy advisory group (4-5 roles) which will support the work of involving the community in the Call more successfully. The Summit will set out the next two year agenda for the Call.
- The InternetNZ submission on filtering was well received by the Select Committee.
- Drone Data information collected is not staying on New Zealand servers.

Section 2 - Strategic Priorities

2.1   Decisions on updated .nz Rules Framework

Kim introduced the paper.

Council discussed matters in the paper. There was a focus on the one month renewal period submissions (Appendix One), with Council members asking for staff insight into why there was a preference for this billing over the annual period? The Commercial Director explained some of the reasons behind this to Council. He also advised that internationally most ccTLDs standardise at 12 months as a minimum term for domain names.

Council also reflected on the new .nz principles and agreed that the principles feel right as they stand; with further input relating to Māori to be worked on.

The Council commended Policy Director, Kim Connolly-Stone for her excellent work in preparing this paper and how easy it was to read. The Chief Executive, Jordan Carter and the Chair of .nz Policy Cr Pearce thanked Kim and team for the hard mahi.

THAT Council:

RN21/2021 Approve the replacement of the existing set of .nz policy documents with the new .nz Rules (dated 14 May 2021, and set out in Appendix Three).

RN22/2021 Note the new .nz Rules include a change to the minimum monthly registration and renewal term for .nz domain names - under the new rules registrations and renewals will be available for annual terms not monthly terms.

RN23/2021 Agree the new .nz Rules will come into effect in 2022 when the new registry system is operational.

RN24/2021 Note the new .nz Rules are being confirmed ahead of time to provide certainty for the Registry Replacement Project and to give stakeholders plenty of lead time.

RN25/2021 Note further changes to the .nz Rules will be needed to address the adjustments noted in this paper arising from the submissions, and potentially following consideration of category two issues late in 2021 or in 2022.

Block Consent Section 2.1 - (Cr Pearce/ Cr Craig)
CARRIED U

2.2 Structural Change Reflections

Council discussed the report from Boardworks and their impressions. :

- Council conveyed that they were very pleased that this report was commissioned by them to review the structural changes made in 2017 that they had implemented. They were happy with the feedback reported, which was mainly supportive and positive.
- The Domain Name Commission (DNCL) feedback in this report was discussed; that included their independence in the regulator role, dual role of Chair/CE and how this was working and other matters relating to InternetNZ group and the operational relationship between InternetNZ and DNCL.
- Jordan noted that part of the source of the different views about DNCL's role explored in the review was a need for greater clarity about how the organisation fits in within the wider group - as a team that's part of the group or as something more separate. He advised that a discussion about how this can work best is under way, and will update Council in June.
- Council also advised that they felt that they were performing better in their role since the changes made to their composition as a group, and the inclusion of independent directors was reported as highly positive.
- The culture of the organisation has significantly improved and this was evident from the feedback.
- Council acknowledged Jordan for his efforts working through the org changes and that they collectively agreed that the organisation was functioning much better.
- Jordan noted his advice that any future such review be kicked off in open session, since that is the best way to make sure that staff understand the drivers for the review from the start.

RN26/2021 THAT Council receive the report from Boardworks with thanks.

(President/ Cr Craig)
CARRIED U

2.3 Strategy Review Process

Jordan presented the paper and said the essential point is that our strategy needs revisiting to tighten it up, refresh it for there to be more depth behind the strategic thinking that would provide more clarity. This work will help to make the goals crisper and easier to measure. It will also be a chance to make sure that new strategic intentions like working more effectively with and within Te Ao Maori can be properly incorporated in the whole strategic framework.

The proposed approach to this work is to maintain a partnership of governors and staff in doing this work together. Engagement with membership and broader

stakeholders in informing the process and testing the emerging direction is important to make sure the clarification is actually meaningful and relevant.

Milestones (with governance involvement)
- August 2021 - Council Meeting - share management initial thinking and agree focus for retreat
- September 2021 - Council and DNCL Board Retreat to focus on this work (17th-19th September).
- October 2021 - Council approves focus for engagement with membership and stakeholders.
- December 2021 - Finalise the refresh.

Next steps: Jordan will lead an internal process to prepare the staff's thinking ready to be delivered for the August milestone as above.

Council queried whether it would be too ambitious to include the new Māori Advisory Group (MAG) to assist with the refresh of the strategy? In discussion, it was felt we needed to allow some space for the MAG to arrive and connect to the organisation. It may be the right time by then to have an exchange and welcoming of the MAG. Inviting the Chair of the MAG to the Council Retreat was also suggested. All will be discussed with the MAG once they are appointed and begin their mahi.

RN27/2021   **THAT** Council note and endorse the intention behind, and proposed approach for, refreshing our strategy by the end of this year.

(Vice President / Cr Hulse)
CARRIED U

2.4   Update on the Project Mimosa (.nz Registry Replacement)

The Council received a report that provided an Executive Summary of the Current Status of Project Mimosa as of 7 May 2021.

The Chief Technology Strategist, Dave Baker asked the Council for comment on the layout of the reporting and if they had any changes or would like more detail, or if anything was missing to please let him know. His update was that currently the project implementation is six weeks in and progress is on track.

Council commented:

- Cr Bow flagged the Changement Management Risk that was marked as Amber and asked for comment on the under-estimation of the change impact on both the organisational culture, and registrants. Response: That the team is half way through the changement management planning work and the risk is assessed on the provisional findings so far. The consensus is the risk is medium and confident that the change management will address those risks.
- Cr Te Rangi asked for more reporting on the Customer Impact (feedback loops) in the report in future, which was agreed. It is a significant part of the project, but not shown in this update.

Section 3 - Matters for Decision

3.1   2021 Council Elections and Annual General Meeting

The Annual General Meeting (AGM) will be held online this year similar to the format of 2020 that proved to be very successful. Noting that we have learned a lot from the initial online experience and will continue to build upon this approach.

The communications approach for the AGM was outlined in the paper, advising Council that there was a need for less intrusive ways to alert members of new nominations (lower volume of email to Members during this process). In the paper, staff propose that communications move to real-time announcements via Nethub's #members-discuss channel. The Engagement Director, Andrew Cushen welcomed feedback from Council on the communications approach.

Council Comments:

- Mindful that the Slack Nethub #members-discuss channel is not well used. As a forum it can get stale with the duration of time (if no responses to slack messages in days the conversation can feel closed). Different on an email list you can respond after days have passed on the thread.
- Need to find a better way to curate communications on multiple platforms (email, slack).
- The advantage of emails, members are more considered in their response on the thread.
- Keeping the traditional approach to communications - posting email questions for candidates to answer back to the membership. Still favourable to Council.
- Joining the Nethub #members-discuss channel - you do not automatically get added to the members-discuss channel. Guidance and onboarding process material for members needed for using Slack.
- Generational differences - diversity re slack (younger generation) vs email (older generation) - finding the right balance.
- Clear communications on how the voting system works this year with the President and Vice President appointments and new Council Members.

Andrew took onboard the feedback above and will work with the Community Team to find the best approach for the communications.

THAT the Council:

RN28/2021 Appoint Andrew Cushen as Returning Officer for the 2021 InternetNZ Council Election

RN29/2021 Appoint Grant Thornton as Scrutineer for the 2021 InternetNZ Council Election

RN30/2021 Note the full tech rehearsal on Wed 28 July 2021 for all presenters.

RN31/2021 Note communication channels to be used for nomination updates/questions

RN32/2021 Are active on NetHub, to receive updates on the election process

RN33/2021 Note the contents of this report.

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Block Consent - Section 3.1 (Cr Stokes / Cr Pearce)
CARRIED U

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3.2   Council Role in Grants Panel

Andrew presented the paper that reflected the discussion held at the February 2021 meeting that determined the role of the Observer and for that to be updated in the Grants Panel Terms of Reference.

Council Comments:

- Minor amendments to the Terms of References were suggested through the online papers for Andrew to incorporate.
- Clarification of the Observer role was discussed and the Vice President provided a clear direction of how to work in the Observer role.
- Remove reference to 'the Chair' in the Terms of Reference.

RN34/2021   THAT the Funding Panel Terms of Reference be noted.

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(Cr Lee / Cr Bow)
CARRIED U

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AP06/2021   The Terms of Reference to be revised on the feedback received from Council and disseminated on the Council email list for review.

Section 4 – Matters for Discussion

4.1   President's Report

The President did not provide a verbal update, he will provide a full report at the Annual General Meeting.

He did leave some parting thoughts and reflections on the Digital Identity space to be considered by the future Council, urging InternetNZ to consider their involvement and role in this area.

Cr Craig commented that if we were to be more involved in the Digital Identity space; that we would need to be better at honouring and understanding the Te Tiriti of Waitangi. Staff agreed with Cr Craig on her views.

No decisions were made at this meeting about our role in the Digital Identity space. A robust dialogue was held and we will need to further explore and consider our role for the future.

AP07/2021   Staff to prepare an online webinar and information exchange on Digital Identity and the group's work on this so far, to be shared with Council.

4.2   Council Meetings and Retreat - August & September 2021
- Change to August Meeting (Fri 13 Aug not Fri 20 Aug)
- Planning for Retreat
- Re-confirm Council Retreat date (Fri 17-Sun 19 Sept)

Council approved the changes to date.

AP08/2021   New invitations to be sent for the dates above. Options for locations to be shared with Council on the list.

4.3   Terms of Reference - Māori Advisory Group

Andrew presented the draft Terms of Reference (ToR) for the Māori Advisory Group (MAG) and asked Council to discuss, provide feedback and then endorse the ToR, subject to any further amendments.

Cr Lee, the Chair of Komiti Whakauru Māori thanked Cr Bow for his feedback on the ToR which challenged the Komiti to be more ambitious.

Cr Lee thanked Andrew and Raniera for the rewording of the purpose statement below:

To support InternetNZ in understanding and incorporating te ao Māori and the perspectives of Māori Internet communities into its work, and to help build mutually impactful relationships and partnerships with Māori.

Council commented:
- Further work on the **background** to be tweaked and aligned with the purpose statement.
- The remuneration was discussed amongst Council and it was felt that for the Māori leaders we are pursuing for the roles, the rate needed some review. Staff were asked to do some further research on the rate of pay and to advise on a rate that would be appropriate based on findings.

RN35/2021   **THAT** Council **approve** the Māori Advisory Group Terms of Reference, subject to potential change in remuneration and amendments to the background in the ToR.

                                                                    (Cr Lee / Cr Craig)
                                                                    CARRIED U

AP09/2021   Staff to research the remuneration rates for the MAG and report-back; the background to be amended.

4.4   Audit and Risk Committee Update - Risk Discussion
Cr
Jordan introduced the Risk Discussion, this item came about after Council members and staff attended the Risk Essentials course at the Institute of Directors earlier in the year. At the course it was advised that Risk should be a visible topic on the agenda so that Council can discuss Risk at every meeting. Previously, Risk had been an item in the consent agenda.

Cr Hulse, the Chair of the Audit and Risk Committee also advised that as the Council is accountable and responsible for Risk, they cannot delegate it, so visibility on the Agenda is there to support Council in their duties.

Cr Te Rangi asked if Digital Identity could be included in our risks.

The Council agreed with introducing the Risk Discussion and the President thanked Jordan and Cr Hulse. Future meetings will include substantive risk discussion led by the A&R chair.

4.5   Management Items

Council commented:

- Under section B3 - **Engagement with Māori** there has been engagement with two Iwi - Waikato Tainui and Te Wananga o Aotearoa. Council members asked why these two Iwi specifically were selected and what the next steps are to approaching other Iwi.

  Raniera Albert, Chief Advisor Māori, advised that we have a Nethui coming up in Hamilton and it's right that we partner with Waikato Tainui as the manawhenua Iwi. Te Wananga o Aotearoa is for our staff and their Māori educational journey and would also partner on NetHui. It was also noted that we do not intend to try and engage all Iwi within our first year, but we have started engaging 4-5 Iwi for 2021, including iwi where our offices are located, and will re-evaluate the approach in 2022.

Section 5 - Consent Agenda

5.1   Confirm Minutes - 26 March 2021

The following Councillors abstained from approving the Minutes of the last meeting due to being absent - Cr Lee, Cr Craig and Cr Pearce.

5.2   Actions Register
This was not discussed.

5.3   E-Vote Ratification
None conducted since the previous meeting.

5.4   Quarterly and Operational Reports (Q4 2020/21)

- 5.5.1 Health, Safety and Wellbeing Update
- 5.5.2 Membership Report
- 5.5.3 Q4 InternetNZ Activity Report
- 5.5.4 Q4 InternetNZ Financial Group Consolidated Report
- 5.5.5 Q4 InternetNZ Financial Report
- 5.5.6 Q4 DNCL Quarterly Report
- 5.5.7 Council Committee Report

RN36/2021 THAT Council **approve** the minutes of 26 March 2021

RN37/2021 THAT the Quarterly and Operational Reporting are **received**.

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Block Consent Section 5 - (President, Cr Stokes)
CARRIED U
Abstain Cr Lee, Cr Craig, Cr Pearce

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Section 6 – Other Matters

6.1   Contingency

6.2   Matters for Communication - key messages

6.3   General Business

6.4   Meeting Review

Council members thanked Jamie Baddeley and Joy Liddicoat for their service as President and Vice President since 2014, noting how much the organisation has changed and developed in that time. More will be said on this subject at the Annual General Meeting in July.

6.5   Meeting Close (Karakia or waiata)

Next meeting:

The next scheduled Council meeting is Friday 13 August 2021.

The meeting closed with a karakia by all at 12:10pm.