

# MINUTES

# COUNCIL MEETING

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**Status:**

Final

**Date**

Friday 15 October 2021

**Present:**

*Council:* Joy Liddicoat (President), Jay Daley (Vice President), Don Stokes, Sarah Lee, Richard Hulse, Kate Pearce, aimee whitcroft, Jeff Montgomery, Anthony Bow and Melissa Davies.

**In attendance:**

*Staff:* Jordan Carter (Chief Executive), Catherine Fenwick, Dave Baker, Kim Connolly-Stone, Andrew Cushen, Raniera Albert, Dane Foster, Brent Carey, James Ting-Edwards and Diane Robinson (Council Secretary)

**Meeting opened:**

The meeting started at 9:02am for Council and Council and CE alone time. The meeting opened publicly at 9:28am.

## 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

Cr Lee opened the meeting with a Karakia.

Apologies: Cr Biasiny-Tule.

The following updates to the Interest Register were advised:

Name: **Jeff Montgomery**

Position: Council Member

Declaration Date: 13 August 2021

The following updates were advised at the previous Council meeting, but did not get updated:

- Holder of 14 .nz domain names
- Employee Service Delivery and Operations, Department of Internal Affairs
- Statutory Officer - Registrar General of Births, Deaths and Marriages.
- Chair, Pacific Civil Registrars Network

- Owner and Director, City Bed and Breakfast Ltd.

Cr Biasiny-Tule to advise any items for the interests register.

Name: **Potaua Biasiny-Tule**

Position: Council Member

Term: AGM 2021 - AGM 2023

Declaration Date: TBA

Name: **Aimee Whitcroft**

Declaration Date: 15 October 2021

- Amend to Wildlife.ai advisor
- Global Data Barometer Advisor, Research Advisory Committee (new)
- Toha.NZ Advisor (new)

Name: **Joy Liddicoat**

Declaration Date: 15 October 2021

- Change Rule Foundation - amend Chair to Secretary.

The Chair asked if there were conflicts of interests for the papers to be identified. There were none.

The Agenda was reviewed and the section order was changed to the following: 2.1, 2.4, 2.2. 2.5 and 2.3.

The Project Mimosa Update was moved to be discussed under item 4.2.

#### **1.4 Environment Scan**

Councillors shared the following:

- General turnover of staff within Wellington public service, public service pay restraint, close border reduction of tech workforce, and likely impact on INZ staffing turnover, availability and cost.
- Covid borrowing by government, likely economic downturn and tightening of public service expenditure in future years - post next election.
- Keep a watching brief on offshore developments with respect to the restrictions and regulations of the Internet for young people.
- Covid-19 - mental wellbeing for those people working from home and alone with the internet the only way to connect.
- Consultation on digital strategy document from the government has been released.

- Acknowledge Covid-19 inequalities starting to bite e.g. health care, education, inequalities.
  - Security community is getting quite agitated about bad spokespeople miscommunicating about the covid app.

Council discussed this the 'environmental scan section' and what it is used for and intentions:

- A macro discussion about what we are seeing in the work around us and whether it might impact on Aotearoa and InternetNZ strategy or operations.
- Keeping a watching brief on trends and big picture stuff
- Future focus strategic Council discussion.

Jordan asked the Council that if items raised in the environmental scan had implications for our strategy these should be advised at the time of raising them, so that they can be dealt with in the right way.

## Section 2 - Strategic Priorities

### 2.1 Overarching Paper on Dangerous Speech, Te Ao Māori and related matters

The President invited Cr Lee, Chair of the Komiti Whakauru Māori to share feedback from the first Māori Design Group (MDG) hui that was held on 6-7 October 2021.

Cr Lee shared the following:

The hui was very positive, the group gelled really quickly and there was an amazing vibe and energy amongst the group. The Chief Advisor Māori, Raniera Albert was acknowledged for coordinating the group and the work put into the Mihi Whakatau and hui. Council was acknowledged for their attendance. During the hui Policy Director Kim Connolly Stone presented a paper to the MDG that posed a question relating to the ongoing .nz policy review - 'Was it the right time to be engaging with Māori right now?' (in light of the past year). Co Chair Sir Pou Temara responded with 'Yes we are here now'. Cr Lee advised Council that this was reassuring for us and she felt at that moment 'We had a korowai being wrapped around us as an organisation'. InternetNZ can now feel we can move forward confidently as we have an incredible group guiding and walking alongside us.

Cr Daley added the outlook from the group was very strategic and forward focus and very broad. So he anticipated very creative things coming out from MDG. It came across as a very solid foundation for taking things forward and broader in scope than was initially envisaged.

Jordan advised that he enjoyed the joy and energy in the room and that the main challenge for us will be to work alongside this group effectively, and not to make too many requests for input from them.

Raniera echoed the sentiments that were shared. That this was the first time the group had all actually met, but it was like they had known each other for a long time already. A few things that were discussed:

- MDG had some expectations around bringing a new Council member to each hui. They want to keep engaging with different Councillors each time so they can meet us all.
- MDG will meet again in November 2021. In February they will work on the work programme and will also engage with Māori stakeholders, members and Māori staff of InternetNZ.
- They also discussed filling the vacancy in the group - but felt that they will leave this vacant for now. The synergy of the group is working well with five members.

The paper was a summary of the issues in the others, so the Council decided simply to receive it, and move on to substantive consideration of the issues as part of discussing each of the following papers.

**RN48/21** THAT Council **receive** the paper.

## **2.2 Our role in dealing with Dangerous Speech**

The President thanked Kim Connolly-Stone, Policy Director and James Ting-Edwards, Senior Policy Advisor for the work that they and other team members have put into the paper which will be used to assist Council in our strategy conversations.

**RN49/21** That Council **receive** the paper and defer any substantive discussion on this matter for the Council strategy hui on Saturday 16 October 2021.

NOTE: the paper would form part of a broader discussion about a range of issues in the online environment.

## **2.3 Structural racism review**

The President outlined Council's view about the breadth of what was proposed in the paper, advising that the Council's current view is that the suggested scope is too wide and too deep.

Before making decisions about the scope of and approach to the review, Council will consult with the Māori Design Group. The goal is to sustain some positive momentum of the work thus far with our engagement in Te Ao Māori and the Group, and to agree on an appropriate scope and approach for this review through the partnership we are beginning to build.

**RN50/2021** That Council reaffirms its intention to conduct a review relating to structural racism issues, and note that its next step will be to engage with the Māori Design Group to discuss the scope and approach for this review.

(Cr Bow /Cr Pearce)

**CARRIED**

## 2.4 Te Ao Māori

Jordan presented the paper and advised that it provided an update and proposals, both strategic and operational, on:

- Increased internal capability of Ipurangi Aotearoa in working with Te Ao Māori.
- Ipurangi Aotearoa becoming a Te Tiriti o Waitangi honoring organisation.
- He Pouwhenua, He Pou Tangata strategy to be embedded into the wider organisation strategy.
- The establishment of the Māori Sector Relationship and Partnerships team.
- The separate governance work that Council undertook at the Council Strategy hui in September on Te Tiriti.

He noted the feedback from Council that the paper covered a number of areas operational, financial and strategic elements, and a preference by Council in future that these areas of work remain separate, with changes made to relevant plans or policies rather than pulled together into single papers. Jordan welcomed this approach, which he sees as making things clearer and simpler.

The Recommendations on **strategic** matters (listed below) rather than being dealt with ad hoc, need to be integrated into the organisation's strategy, and should come back to Council through that process..

- **Agree** to the goal of Ipurangi Aotearoa committing to become a Te Tiriti o Waitangi honouring organisation, and note that engagement with the Māori Design Group about how to go about this would be the next step.
- **Agree** that the He Pouwhenua, He Pou Tangata strategy be embedded into the organisation's wider strategy.
- **Agree** that Te Ao Māori work becomes a top 2 priority for InternetNZ.

The recommendations on **operational** matters (relating to the organisation's capability and how to finance that) should be incorporated in a mid-year update to the annual plan and Budget, which Council would welcome for consideration at its December meeting.

The Māori Design Group will be engaged to assist us with our mahi in this area, through discussion about overall strategy.

Council members discussed what would be involved in committing to become a Te Tiriti o Waitangi organisation. This direction had been discussed at the Council strategy hui in September. While having a shared understanding of what this means was agreed to be important, Council intends to move in this direction, and this will form part of its dialogue with the Māori Design Group. The Chief Advisor, Māori and the Komiti Whakauru Māori will also be able to support greater understanding and progress in these areas.

The Chief Executive advised Council that whatever the process for considering this at a governance and membership level, his commitment is that the organisation will carry on with this direction, by developing and integrating growing elements of tikanga, te reo and other diversity elements as critical patterns of how InternetNZ staff work. It is the right thing to do for any organisation working in Aotearoa in the 2020s, and in addition, doing so will also help us to do our work better.

Finally, Council confirmed the financial scope of support for the Māori Design Group and asked staff to also incorporate this in the revised work plan and Budget.

**RN51/2021** **Agree** to the revised budget of \$132,500 needed for the Māori Design Group in the 2021/22 year.

(President / Vice President)

**CARRIED**

**AP17/21** Staff to incorporate material in draft strategic documents and financial and operational matters in a mid-year budget and plan update (for December).C

## **2.5 Diversity, and communicating these changes**

Jordan presented the paper to Council, noting that the organisation has identified the need for training in areas of diversity and sensitivity. This training will be made available to both staff and Council members, and will establish a common baseline of understanding and ways of working that mark a practical and effective commitment to supporting diversity and inclusion in the organisation and the work we do with stakeholders.

The organisation will also embed this work through both operational and governance policy documents.

The paper also noted the importance of effective communication of our work in these areas, and that this would be a priority for us.

**RN52/2021** THAT Council **note** the commitment to diversity and sensitivity training and policy/process development, the approach to relationship unblocking, and the approach to strategic communications in this area set out in the paper.

(Vice President / Cr Hulse)

**CARRIED**

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

### **3.1 Audit & Risk - Health Safety, Wellbeing Update**

This was a confidential paper discussed in committee, with Council being updated on the impacts on staff wellbeing of some of the events with members and stakeholders earlier this year.

## Section 4 – Matters for Discussion

### 4.1 President's Report and CE Review Committee Report

The President's report was taken as read, with Council members thanking her for her mahi in a very busy first few months in the role.

Joy advised that the Chief Executive (CE) Review Committee met in September. The CE Review committee membership is made up of the President, Vice President, Cr Davies and Cr Hulse. The process for the CE review has now been documented and it was advised that the CE's current position description is out of date and is in need of review so that the remuneration can also be reviewed and market assessed.

**RN53/21** That the President's report be **received**.

**RN54/21** That Council

1. Agree to the CE Performance Assessment process
2. Note that the CE Remuneration has not been reviewed since 2017 and that a market assessment is proposed.
3. Note that the Position Description of the CE needs to be updated and that revisions to this document be circulated to Council for approval.

Block Consent 5.2, 5.3 - (Cr Montgomery / Cr Hulse)  
**CARRIED**

**AP18/21** A review of the CE Review Committee's Terms of Reference is due, and this will need to be done by Council.

The Council Members who attended the IOD - Governance Essentials Course on 5 October reported back their learnings from the course, these have been captured and will be used for continuous improvement to the governance structure.

### 4.2 Management Items for Discussion

There was no discussion of this paper, which was taken as read.

**RN55/21** That the management issues paper be **received**.

## Section 5 - Consent Agenda

### 5.1 Confirm Minutes of August 2021

**RN56/21** That Council **approve** the minutes of the meeting held on 13 August 2021.

(Cr Lee / Cr Stokes)

**CARRIED**

### 5.2 Actions Register

### 5.3 E-votes Ratification

### 5.4 Quarterly and Operational Reports

#### 5.4.1 Quarterly Report

Some of the Council asked for clearer criteria and definitions for the traffic light reporting. Specifically about the targets and measures being used to make the judgements. It was noted that this information will be in the CE KPIs and Council would discuss this at a later date.

There was a query about Goal 2.2 Online home for digital equity/inclusion - why is this off track? Jordan advised that the tool is with DECA and that they would follow up and report back.

#### 5.4.2 Membership Update

#### 5.4.3 Project Mimosa Update

This paper was marked as a confidential paper, in case there was discussion of it that went into confidential matters. There was not. The Council agreed that the paper could be released, and so it will be added to the papers pack on the website.

**RN57/20** That the E-votes be **ratified**.

**RN58/20** That the Quarterly and Operational reporting be **received**.

Block Consent section 5.4 (Cr Stokes/ Hulse )

**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**

Council thanked Kim Connolly-Stone for her hard work in the role of Policy Director over the past 2.5 years and wished her well for her future.

### **6.4 Meeting review**

#### **Next meeting:**

The next scheduled Council meeting is Friday 3 Dec 2021.

The meeting closed at 11:47am with a karakia.