

SUPPORTING DOCUMENTATION - Drafting Guidelines 2024

# Governance proposals: member feedback analysis and proposed approach

## Summary

This document provides an overview of the governance proposals tested with membership, along with the recommendations made to InternetNZ by subject matter experts and the feedback from members. It also provides information about if the proposal was progressed into the drafting guidelines, and any changes made.

InternetNZ received 12 survey responses from members about the governance proposals and one written submission.

## Key themes underpinning proposals

As the co-design group explored the options for governance at Internet New Zealand | Ipurangi Aotearoa, they identified 5 themes they believe are essential to reflect in our governance proposals. These were tested with members. Overall, there was support for these statements (for each, at least 10 out of 12 survey responses showed support to various degrees). The themes are:

* Representation of Māori: Guaranteeing Māori representation in governance is a top priority.
* Diversity: Our governance should be diverse.
* Skills and succession planning: Having the right skill sets in the governing body and a clear succession plan is important
* Participation: Our structure must enable participation and support pathways into governance.
* Te Tiriti o Waitangi: Governance should support our goal to be a Te Tiriti centric organisation, both operationally and in the Society.

Some commenters noted that these statements were vague and that there was some repetition with Māori representation and Te Tiriti statements.

For the drafting guidelines, no change has been made to the level of detail (or to combine statements), reflecting that the goal is to inform more detailed proposals rather than to stand on their own. A small amendment to the wording of one of these proposals (about skills and planning) was made to reflect that it is possible to read "succession planning” sounding like the goal was to entrench power structures or get favoured people into positions of power, rather than the intention of ensuring there can be planning for the future.

The update is: Skills and **forward** planning: Having the right skill sets in the governing body and a clear plan to **fill future gaps** is important. (Changes marked in bold).

## Feedback on other proposals

The table on the following pages provides more information about the feedback on specific governance proposals.

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The table below provides further information about the proposals, the recommendations received from subject matter experts and the views of members. For the membership feedback column, we have included statistics from the membership survey, and views expressed in both the membership survey and written response.

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| Governance proposals – overview of feedback | | | |
| **Proposal** | **External expert recommendations** | **Membership feedback (overview)** | **Proposed approach in drafting guidelines** |
| **Co-leadership:** Do you support the proposal to establish two leadership positions within the governance structure, with one position held by someone of Māori descent? | **Recommendation:**  In her 2022 report commissioned by the InternetNZ council, Dr Hana O’Regan recommended:   * Consider a more representative model of governance for InternetNZ that is co-designed by Māori and informed by iwi and that gives effect to Te Tiriti. | From survey responses, 5 members supported, 5 were not sure and 2 did not support.  Reasons for not supporting the proposal (or not being sure) included:   * Wanting free representative democracy that is not biased to any group * Uncertainty about the process, and whether this approach would achieve the goal (i.e. if there was not a shared vision, would mandatory co-leadership serve the organisation?)   There were suggestions that a stepped progression to co-leadership model, a Māori ward model, or a more complex shared leadership model (looking to other organisations as examples) could be other ways to support Māori representation. One commenter noted that relevance to, and genuine connection with, Māori should be the primary goal, rather than forced leadership. Another commenter noted the current diversity of the board indicated constitutional provisions were not required. | The proposed approach is to enable co-leadership (as proposed by the co-design group) if the conditions are there to support it, but recognise this might be a longer-term goal.  There will be an option for tangata whenua and tangata Tiriti co-Chairs to be appointed by the Board. If co-Chairs were not able to be appointed by the Board, there could be a Chair and Deputy Chair.  The drafting instructions propose that the Society endeavours to have at least three members of the Board who are Māori.  The constitution will be clear that all Board members will have responsibility for acting in the best interests of the Society (as per the Act). |
| **Nominations committee**  Do you support the proposal to establish a nomination committee to support a diverse range of candidates for InternetNZ's governance? | **Governance recommendation:** The creation of a constitutionally mandated board appointment panel with these features:   * three persons being the chair, an independent and a members’ representative * power to make appointments * recommends to the annual meeting a ranked preference of candidates for election * all short list candidates to be interviewed including those seeking renewal.   **International approaches:** Other ccTLDs (including Australia and Canada) use this approach  **INZ Council Charter:** [In discharging its responsibilities, the Council] Takes active steps to ensure an appropriate mix of Council 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. | Overall, 5 survey responses showed some level of support for this proposal. However, a large proportion (5/7) members who did not agree with the proposal did so strongly.  There were two commenters who expressed strong disagreement with the nominations committee. There was concern that this approach would see the Council entrenching its own power.  Other commenters highlighted that the process and procedures around such a committee would be important. Others were concerned that this approach would see the role of members further diminished - and disagreed with elected members having criteria to meet.  One respondent considered a nomination committee seemed like the wrong solution to the problem of getting enough members and candidates and suggested a Recruitment and Engagement Committee or strategy may work better for increasing the INZ candidate pool. | The drafting guidelines do propose an Appointments and Nominations committee. They also add more information about the proposed approach to bring more clarity to how it will operate.  Members’ voices will be heard on the Appointments and Nominations Committee – one or two Committee members will be from InternetNZ membership.  One member of the Committee will be an external member who has governance expertise.  The role and responsibilities of the Committee will be transparent and outlined in a Charter. |
| **Rangatahi advisory:**  Do you support the proposal to establish a rangatahi advisory group to provide the InternetNZ council with youth perspectives? | N/A | 10/12 member survey responses supported a rangatahi advisory group.  Comments included wanting clarity about what constituted youth, and noting that it could be good to get more youth members on board first.  One commenter noted they would like to see similar approaches taken for hearing the voices of Pacific and disabled people. | Reflecting that there might not be the relationships with youth in place at the moment, the drafting guidelines propose the Constitution enables a rangathai advisory group to be established by the Council. |
| **Voting for leadership positions:** There is the potential to move from an elected leader (the President) to a Chair appointed by the other governance group members. This would mean the disestablishment of the President and Vice-President roles. | **Governance recommendations:**   * the roles of President and Vice President are discontinued * two new roles are defined as chair and deputy chair. The Council appoints these roles | There was a split in that 4 member survey responses strongly agreed and disagreed to this proposal. The remaining 4 replies all showed some level of support for the proposal. | The drafting guidelines have two options for leadership, both which are appointed by the council.  (Options are co-Chairs or a Chair and Deputy Chair) |
| **Governance group name:** InternetNZ has historically named its governance group the council. Many organisations with a similar approach to InternetNZ use the name “Board”, and there is an opportunity to consider whether InternetNZ does the same. | This is an InternetNZ recommendation, to reflect a more modern approach. | In member survey responses, 8 people supported (5 strongly supported), but there was also some strong disagreement (4 replies).  In wider testing of the terminology there was significant support from council and external stakeholders.  Comments included that “Board” sounds very corporate. | It is proposed the name is changed to Board |
| **Number of governance group members:** External advice advised us that the best practice for effective boards is 7-9 members. InternetNZ can currently have up to 11 members on the council, including the President and Vice President. A council consisting of 9 members is recommended. | **Governance recommendation:** A maximum of nine Councillors | 10 out of 12 member survey replies supported this proposal (7 strongly agree) | The constitution will enable between 7 and 9 members (with the aim of 9 but some leeway if people step down) |
| **Appointed vs. elected governance:** Currently, two council members can be appointed. External advice suggests that this is too limiting.More appointed members would help ensure the council has the right mix of skills. A mix of five elected and four appointed councillors is recommended. | **Governance recommendation:** five elected Councillors and four appointed.  [**Note:** the Incorporated Societies Act 2022 requires that at least half of the committee (Board/Council) are members of the Society.] | 7 out of 12 survey replies disagreed (4 strongly) with this proposal.  One commenter considered there should be no appointed members and if there are skills gaps these should be filled by recruiting more members. Another was not sure why appointments were necessary given the proposal for the role of the nomination committee in regards to elected members.  In the responses, there was an overall theme from some commenters of discomfort with increase in appointed members and a perceived move of power and decision-making away from members, and the risk that the Board may just entrench its own interests. | The drafting guidelines suggest the balance remains the same as the proposal with 5 elected (InternetNZ member) Board members and 4 appointed (who may or may not be InternetNZ members at the time of their appointment).  The current constitution allows for two appointed Councillors appointed based on skills gaps; this proposal is to build on this approach with two additional appointed positions. |
| **Terms of councillors:** External advice recommends a three-year term for elected and appointed governance members, up to a maximum of nine years.  Do you favour implementing term limits for members of the InternetNZ council? | **Governance recommendation:** a term of three years for all Councillors with a maximum tenure of nine years, (three terms). | 10/12 member survey replies supported this proposal | The drafting guidelines will propose a three term limit for all Board members. |
| Elected members currently have three-year terms, and appointed members have two-year terms.  Do you support changing appointed councillor terms from two years to three years? | **Governance recommendation:** a term of three years for all Councillors with a maximum tenure of nine years, (three terms). | 58% of member survey responses supported the change in terms of appointed councillors | The drafting guidelines propose the same three year term for both elected and appointed members. |