



COUNCIL MEETING - 9 February 2024

MINUTES COUNCIL MEETING

Status:

[Final]

Date

9 February 2024 / 9:00am

Present:

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

In attendance:

Vivien Maidaborn (Tumu Whakarae), Catherine Fenwick, Tim Johnson, Whitiaua Ropitini, Rose Jamieson and Michael Elwood-Smith (Pou Ārahi | Council Secretary).

Meeting opened: 10:00am

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

Cr Potaua opened the meeting with Karakia.

Apologies for partial participation from:

- Cr Montgomery unavailable between 11:30am and 1:30pm
- Cr Roy left the meeting at 11:00am
- Cr Rahman left the meeting at 11:45am, returning at 12:30pm

There were no changes to the interest register.

1.4 Agenda Review and Action Register

Agenda was reviewed. Action register was discussed and updated.

Section 2 – Strategic Priorities Discussion

2.1	<p>Constitution work plan and timetable</p> <p>Vivien outlined the planning for the constitutional review and the first report on progress.</p> <p>Council were reminded of the two key principles that influence the process for constitutional review:</p> <ul style="list-style-type: none">• Recommendation of the Systemic Racism Review by Dr Hana O’Regan for co-design with Māori with relation to fair election processes.• The co-design process treats all parts of the constitution together, and does not attempt to separate out two tranches of work to be approved at different times. <p>Co-design involves people from the beginning of a process and this is reflected in the work plan timetable and engagement process. A facilitator expert in codesign processes has been engaged and will ensure our codesign achieves our intent to have Māori voice involved from the beginning of the process.</p> <p>Council discussed the work plan and co-design process, confirming:</p> <ul style="list-style-type: none">• The three work streams of; general compliance, governance and membership improvements and the objects, be developed and presented to members through the engagement processes together.• That the co-design group should be focused on Māori and members, and not broadened to wider members of the community. <p>Council further encouraged developing an online component to the constitutional review process, with online documents and tools to increase accessibility to the work and be more inclusive.</p> <p>RN01/24 That Council receives the first progress report on the Constitution Project.</p> <p>(Cr Hulse / Cr Fala)</p> <p style="text-align: right;">CARRIED</p>
2.2	<p>Budget key questions: Strategic scenarios</p> <p>In preparation for the 2024/25 budget, Council discussed scenarios considering the impact of .nz revenue growth slowing.</p> <p>InternetNZ strategy experiences two core tensions; maximising our public impact investments, and/or investment in business growth.</p>

Council noted that public impact work is a core part of InternetNZ values and value proposition, at the same time funds available for public impact are limited by available revenue.

Council asked the CE to prepare budget scenarios that focus on new business growth and to continue our commitment to reaching a profit/loss break-even in a 3-5 year period.

Council provided clear focus to help management prepare the budget for presentation to Council for sign off in March.

RN02/24 Council **agree** to a budget focus on new business growth.

(Cr Hulse / Cr Fala)

CARRIED

AP01/24 CE **present** a budget for Council approval at the March Council meeting.

2.3 Update on 2024/25 Strategic goals and measures

CE presented the current draft of 2024/25 strategic annual goals and measures incorporating prior feedback from Council, staff and members / stakeholders. Council discussed each goal and measure, and provided feedback.

RN03/24 Council **receive** the summary of feedback on the draft 2024/25 goals; and provided further comment for the CE to consider.

(Cr Hulse / Cr Fala)

CARRIED

2.4 Rei kura: a Te Tiriti o Waitangi centric organisation

2.4.1 Debrief from Waitangi

2.4.2 Te Tiriti o Waitangi work programme

Vivien introduced the 2024/25 Te Tiriti o Waitangi work programme identifying strategic priorities, projects and work streams. The work programme aligns work streams across the organisation, embeds Te Ao Māori values, concepts and principles and centres kaupapa Māori into the core of our work.

Reflecting on Māori cultural competency work stream, Cr Biasiny-Tule noted there is also an element of Māori cultural safety - that staff may know what to do, but the practice also needs to be considered and developed across the organisation in an ongoing way.

	<p>Council noted alignment to Te Māramataka Māori (Māori calendar) with Waitangi, Matariki and Nethui.</p> <p>RN04/24 Council receive the report.</p> <p>RN05/24 Council thank staff for their work.</p> <p>(Cr Hulse / Cr Fala)</p> <p style="text-align: right;">CARRIED</p>
<p>2.4.3</p>	<p>SRR Q3 2023/24 Recommendations Progress Update</p> <p>Vivien presented the report outlining progress towards addressing the recommendations from the Systemic Racism Review. Many of the actions to implement the recommendations are now complete or have been integrated with the Te Tiriti o Waitangi work programme. Vivien noted that many of the cultural change processes will be ongoing - not just one-off, and this work will be represented in the ongoing 'centering Te Tiriti' work plan that connects to our 90 day planning cycles.</p> <p>Council discussed the progress towards each recommendation, and recommended a number of adjustments to the report to reflect more of the proactive things the organisation has been doing.</p> <p>RN06/24 Council receive the report.</p> <p>(Cr Hulse / Cr Fala)</p> <p style="text-align: right;">CARRIED</p> <p>AP02/24 CE to make adjustments to the SRR Q3 2023/24 Recommendations Progress Update report.</p>

Section 3 – Matters for Decision

<p>3.1</p>	<p>Special resolution - Altering DNCL Constitution</p> <p>A special resolution was proposed to approve a decision by Council on 17 October 2017, to transition the number of directors in DNCL to a size of three directors. The decision was not enacted at the time.</p> <p>At this meeting Council considered a recommendation to amend the DNCL Constitution to set the number of directors to three, and make other ancillary amendments as proposed.</p> <p>The recommendation is that Council pass a special resolution, in InternetNZ's capacity as 100% shareholder of DNCL, to amend the DNCL Constitution.</p>
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	<p>RN07/24 Council approve the special resolution (attached) to amend the Domain Name Commission Limited Constitution including the changes to the Number of Directors (clause 13.2).</p> <p>(Cr Hulse / Cr Wallace)</p> <p style="text-align: right;">CARRIED</p>
3.2	<p>Risk Management Policy Update</p> <p>Council received the Enterprise Risk Management Update report, noting risks that have been identified or have changed in likelihood or significance over the last quarter.</p> <p>The Risk management policy provides a risk management framework that ensures all significant risks associated with InternetNZ strategic objectives are effectively identified, assessed and managed. The policy has been reviewed and recommended by the Audit and Risk Committee to Council.</p> <p>RN08/24 That Council approve the revised Risk Management Policy.</p> <p>(Cr Hulse / Cr Wallace)</p> <p style="text-align: right;">CARRIED</p>

Section 4 – Matters for Discussion

4.1	<p>President’s Report</p> <p>The President’s report was received.</p>
4.2	<p>InternetNZ Quarterly Reporting</p> <p>The Q3 2023/24 Quarterly Report was discussed, noting good progress towards achieving goals, and the value of the product strategy and .nz standing report.</p>
4.2.1	<p>.nz Standing report (confidential)</p> <p>The .nz Standing report was received.</p>
4.3	<p>Report Back from Committees</p>
4.3.1	<p>Audit and Risk Committee</p> <p>Committee met, reviewed the risk management policy, approved the work plan for the merged committee and are happy with the Audit Findings report. The committee is working on a draft reserves policy and plan to bring it to the March Council meeting for approval.</p>

<p>4.3.2</p>	<p>Governance Committee</p> <p>The Governance Committee met in December 2023, discussing the Constitution review programme, Document Information Disclosure Policy, work plan and Council training.</p>
<p>4.3.3</p>	<p>Komiti Whakauru Māori</p> <p>Te Komiti participated in Waitangi. Council noted the wider mahi now spread throughout the organisation, and potential change in structure of Komiti under consideration to suit the work for 2024.</p>
<p>4.3.4</p>	<p>.nz Advisory Committee</p>
<p>4.4</p>	<p>Council Skills & Diversity Assessment</p> <p>Council received a report of the assessment of skills, experience and diversity attributes of the current Council, as tested against the agreed Skills and Diversity Matrix.</p> <p>Council discussed the process leading up to the election of Councillors; noting that the skill capacity of elected Councillors is low in finance and Te Ao Māori, and there is a continued requirement for independent directors with these skills.</p> <p>Council also noted the lowest representation of diversity attributes is a lack of young people. And noted that while there is currently sufficient DNS expertise, this is an ongoing need for this skill.</p> <p>Budget for skills training for Councillors is available, and Council members are appointed to address gaps in skills and diversity in Council.</p> <p>RN09/24 That Council recieve the skills and diversity assessment report.</p> <p>(Cr Hulse / Cr Wallace)</p> <p style="text-align: right;">CARRIED</p>
<p>4.4.1</p>	<p>Appointed Council Members</p> <p>The President recommended that a decision on the re-appointment of current Appointed Council members be made at the March Council meeting.</p> <p>RN10/24 That Council note that the terms of current Appointed Council members expire in July 2024.</p> <p>RN11/24 That Council ask the Governance Committee to prepare a recommendation on appointments.</p> <p>(Cr Hulse / Cr Wallace)</p> <p style="text-align: right;">CARRIED</p>

AP03/24 CE to bring a decision to the March Council meeting for the re-appointment of Appointed Council members.

Section 5 - Consent Agenda

5.1	Health, Safety and Wellbeing Update
5.2	Minutes of the previous meeting RN12/24 That Council approve the minutes of 1 December 2023. (Cr Biasiny-Tule / Cr Hulse) CARRIED
5.3	E-vote Ratification
5.4	Quarterly and Operational Reports 5.4.1 Group Financial Report Council discussed the financial report noticing the budget underspend is largely caused by challenges with recruiting in the first part of the year, and phasing alignment of budget for community investment. 5.4.2 Membership Update Membership report was noted. 5.4.3 DNCL Quarterly Report Vivien reported that a decision has been made to outsource dispute resolution. This is allowable under the rules as long as DNCL retains point of contact. The report notes more proactive work on compliance with registrars, and introduces new metrics as these become available. RN13/24 That Council receive the reports. (Cr Biasiny-Tule / Cr Hulse) CARRIED

Section 6 – Other Matters

6.1	CONTINGENCY (for any overflow)
6.2	Matters for communication – key messages
6.3	<p>General business</p> <p>Council and committee meeting timetable for 2024/25</p> <p>A proposal was made to reduce the number of Council meetings from six to four quarterly meetings (scheduled mid-quarter) plus the budget approval meeting, to better align with quarterly reporting. Additional Council meetings and events were noted, including the Council strategic retreat, Council training and Nethui.</p> <p>Council expressed concern with the proposal and preference to keep the current 6 Council meetings per year.</p> <p>Reflection on Waitangi Day</p> <p>Cr Biasiny-Tule thanked Council for endorsing Te Komiti Whakauru Māori to attend Waitangi as a rōpū, Vivien and kaimahi for organisation.</p> <p>Over three days, the rōpū visited the marae, went to the government pōhiri and attended the dawn ceremony. There were many discussions and every evening the rōpū held a nightly debrief.</p> <p>Cr Biasiny-Tule asks that Council send a letter of thanks to the Waitangi Treaty Grounds committee in recognition.</p> <p>AP04/23 President to send a letter of thanks to the Waitangi Treaty Grounds committee.</p>
6.4	Meeting review
6.5	<p>Meeting close (karakia or waiata)</p> <p>Cr Biasiny-Tule led Council in a closing karakia.</p>