AGENDA
Council Meeting: **Friday 9 February 2024, 9:00am - 3:00pm**
Venue: **InternetNZ, Level 13, 18 Willis Street, Wellington.**

NOTE: all timings are estimates, the meeting will run according to the needs of the meeting as it progresses.

Section 1 – Meeting Preliminaries

8:45am	0.0	Arrival and coffee
9:00am	1.1	Council only (in committee)
9:20am	1.2	Council and Tumu Whakarae (CE) alone time (in committee)
9:45 am	**-**	**Short Break**
10:00am	1.3	Karakia, apologies, interests register
	1.4	Agenda review, Actions Register

Section 2 – Strategic Priorities Discussion

10:15 am	2.1	Constitution work plan and timetable
10:45 am	2.2	Budget key questions: Strategic scenarios
11:25 am	2.3	Update on 2024/25 Strategic goals and measures

11:40 am	2.4	Rei kura: a Te Tiriti o Waitangi centric organisation
		   - Debrief from Waitangi (verbal)
		
		   - Te Tiriti o Waitangi Work Programme 2024/25
		
		   - SRR Q3 2023/24 Recommendations Progress Update

Section 3 – Matters for Decision

12:20 pm	3.1	Special resolution - Altering DNCL Constitution - DNCL Constitution Special Resolution - DNC Constitution 2023
12:25 pm	3.2	Risk Management Policy Update - Risk Management Policy v1.3
12:30pm	**-**	**Lunch Break**

Section 4 – Matters for Discussion

1:15pm	4.1	President's Report
1:20pm	4.2	InternetNZ Quarterly Reporting - Product Strategy 2024-2026
	4.2.1	.nz Standing report (confidential)
2:00pm	4.3	Report Back from Committees: 4.3.1 Audit and Risk Committee (Chair, Cr Rahmen) 4.3.2 Governance Committee (Chair, Cr Hulse) 4.3.3 Komiti Whakauru Māori (Chair, Cr Biasiny-Tule) 4.3.4 .nz Advisory Committee (Chair, Cr Roy)
2:15 pm	4.4	Council Skills & Diversity Assessment 4.4.1 Appointed Council Member

Section 5 – Consent Agenda

2:30pm	5.1	Health, Safety and Wellbeing Update (Verbal)
2:35pm	5.2	Minutes of the meeting of 1 December 2023
	5.3	E-vote Ratification
2:40pm	5.4	Quarterly and Operational Reports

		5.4.1 Group Financial Report
		5.4.2 Membership Update
		5.4.3 DNCL Quarterly Report

Section 6 – Other Matters

2:50pm	6.1	CONTINGENCY (for any overflow)
	6.2	Matters for communication – key messages
	6.3	General business - Council and committee meeting timetable for 2024/25
	6.4	Meeting review
3:00pm	6.5	Meeting close (karakia or waiata)

KARAKIA

Karakia timatanga (opening)

Kia hora te marino

Kia whakapapa pounamu te moana

Hei huarahi ma tātou I te rangi nei

Aroha atu, aroha mai

Tātou I a tātou katoa

(end with, Tihei Mauri ora, behold there is life. Or Haumi e, Hui e, taiki e, a call to be united, to join together, good for a meeting.

Let peace be widespread, may the water shimmer like greenstone before you, a pathway for each of us today, let us show respect for each other.

He Karakia Whakakapi (closing)
Kia whakairia te tapu
Kia wātea ai te ara
Kia turuki whakataha ai
Kia turuki whakataha ai
Haumi e. Hui e. Tāiki e!

Restrictions are moved aside
So the pathways is clear
To return to everyday activities

He karakia mo nga kai (for food)

Tēnei te whakamoemiti (this is the thanks)

mō nga ringawera (for the cooks)

i whakarite i ēnei kai (that prepared this food)

Mai te rangi (from the sky), Mai te moana (from the ocean), Mai te whenua (from the land)

Te hei mauri ora (behold there is life)

internetnz

REGISTER OF INTERESTS
Item 1.3
February 2024
FOR INFORMATION

Council Register of Interest

Officers and Councillors are required to register any interests, commercial, political or organisational, which they believe may be relevant to the perception of their conduct as a Councillor or Officer. Officers and Councillors are, however, still required to declare a Conflict of Interest, or an Interest, and have that recorded in the Minutes.

Officers and Councillors receive the following annual honoraria:

President - $38,500
Vice President - $24,062
Councillor - $19,250*
Sub-Committee Chairs also receives additional 10% of their honoraria

Name: Joy Liddicoat
Position: President, InternetNZ
Term: AGM 2021 - AGM 2024
Declaration Date: 11 August 2023
Interests:
- Secretary of the Peter Rule Foundation
- Holder of .nz domain name registrations
- Member of the Non Commercial Users Constituency of ICANN
- Founding Director and Shareholder of Oceania Women's Satellite Network (OWNSAT) PTE Limited. OWNSAT is a shareholder in Kacific Broadband Satellite
- Affiliate of the Centre for Law and Policy in Emerging Technologies, Faculty of Law, University of Otago.
- Member of the Association for Progressive Communications

Name: Brenda Wallace
Position: Vice President
Term: AGM 2022 - AGM 2024
Declaration Date: 10 February 2023
Interests:
- Employee of Artella/AnimationMentor/YellowBrick.co
- Trustee Strathmore Park Community Trust
- .nz Domain name registrant
- Various small shareholdings via Sharesies

Name: Richard Hulse

Position: Councillor, InternetNZ

Term: AGM 2021 – AGM 2024

Declaration Date: 2 December 2022

Interests:

- Holder of .nz domain name registrations
- Receives additional honoraria for being Chair of the InternetNZ Governance Committee.

Name: Kate Pearce

Position: Councillor, InternetNZ

Term: AGM 2023 - AGM 2026

Declaration Date: 11 August 2023

Interests:

- Employee of TradeMe
- Member of the New Zealand Labour Party
- Holder of .nz, .com, .org, .net domain registrations
- Member of NZ Internet Task Force

Name: Potaua Biasiny-Tule

Position: Councillor, InternetNZ

Term: AGM 2023 - AGM 2026

Declaration Date: 10 February 2023

Interests:

- Founder / Director of Digital Basecamp
- Trustee of Digital Natives Academy
- Co-Founder 4CompanyB (4CB) Digital Animation Studios Limited
- Board Member for Te Tatau o Te Arawa (partnership with Rotorua Lakes Council).
- Trustee of Te Takinga Marae Komiti
- Kaitiaki for numerous .co.nz and .iwi.nz whanau domains
- Receives additional honoraria for being Chair of the InternetNZ Te Komiti Whakauru Māori (Māori Engagement Committee).
- Te Papa Mati Hiko

Name: Jeff Montgomery

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 31 March 2023

Interests:

- Holder 14 .nz domain names
- Past Employee of Service Delivery and Operations, Department of Internal Affairs
- Employee of the Pacific Community in a Ministry of Foreign Affairs and Trade funded role
- Statutory Officer - Registrar General of Births, Deaths and Marriages.
- Chair, Pacific Civil Registrars Network
- Owner and Director City Bed and Breakfast Ltd.
- Member of Netsafe
- Member of TohaToha

Name: Anthony Bow

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2024

Declaration Date: 2 December 2022

Interests:

- Holder of .nz and .com domain names
- Director of Whai Rawa Fund Ltd
- Independent chair of Maungaharuru-Tangitū Ltd
- Deputy Chair and Board Member of the Medical Radiation Technologists Board.
- Chair and Director of Medical Sciences Secretariat Ltd
- Director and Shareholder of Waimana Capital Ltd
- Shareholder in private companies; Big Splash Ltd and Talent Propeller Ltd
- Member of the New Zealand Blood and Organ Service Board

Name: Whetū Fala

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2024

Declaration Date: 10 February 2023

Interests:

- Board Member, Māori TV
- Board Member, Creative NZ
- Board Member, Te Paepae Ataata Aōtearoa NZ Film Heritage Trust
- Chair, Whanganui District Creative Communities Assessment Panel
- Founding Member, Ngā Aho Whakaari Māori Screen Aōtearoa
- Founding Member, Wellington Women in Film & TV
- Founding Member, Taki Rua Theatre Wellington
- Pou Arahi Tikanga, Playmarket Inc Wellington
- Company Director, Fala Media Taki Rua Film'
- Shareholder Parininihi ki Waitotara Inc
- Morikau Nui Inc
- Atihau, Whanganui
- Wharanga Hakopa Kiwa Whanau Trust

Name: Alpana Roy

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 2 December 2022

Interests:

- Employee of the University of Waikato.
- Member of the NSW Law Society.
- Member of InternetNZ.
- Admitted to practice law in NSW, and is on the Roll of Legal Practitioners for the High Court of Australia.
- Member of the Intellectual Property Society of Australia and New Zealand (IPSANZ).
- Member of the International Trademark Association (INTA).
- Member of the Copyright Society of Australia (CSA).
- Member of the Internet Society of Australia.
- Member of .au Domain Administration Ltd (auDA).
- Executive Member of the Asian Pacific Copyright Association.
- Committee Member of the Indigenous Knowledge Forum.
- Receives additional honoraria for being Chair of the InternetNZ .nz Policy Committee

Name: Anjum Rahman

Position: Councillor, InternetNZ

Term: AGM 2022 – AGM 2025

Declaration Date: 2 December 2022

Interests:

- Co-Lead, Inclusive Aotearoa Collective Tāhono
- Contractor to Shama, Ethnic Women's Trust
- Co-Chair, Christchurch Call Advisory Network
- Trustee, Trust Waikato (Waikato Community Trust)
- Vice Chair, Independent Advisory Committee of the Global Internet Forum to Counter Terrorism.
- Holds a .nz domain name.
- Receives additional honoraria for being Chair of InternetNZ Audit, Finance and Investment Committee.

Name: Stephen Judd

Position: Councillor, InternetNZ

Term: AGM 2023 – AGM 2026

Declaration Date: 11 August 2023

Interests:

- Trustee of the Fight Against Conspiracy Theories Aotearoa Trust
- Holds a .nz domain name

The register was last updated on 6 December 2024.

Council Actions Register 2024

As at February 2024			
Action No#	**Action**	**Owner**	**Status**
AP08/23	Add Council workshop Constitutional Objects as part of the Constitutional Review project plan	Catherine Fenwick	Proposed for 22nd March
AP11/23	Moving forward with regular review of Governance Policies at future meetings.	Catherine Fenwick	Governance Committee is looking at the work plan on policies for future meetings. The policy up for review in Feb is Risk Management Policy
AP25/23	Explore options for displaying changes to the risk register so that Council can see point-in-time snapshots or, potentially, changes over time in addition to the current most up-to-date version.	Catherine Fenwick	In progress with an interim report at Feb 2024
AP26/23	Provide a further iteration of a framework to align with INZ's Te Tiriti o Waitangi centric goals at the next Council meeting	Vivien Maidaborn/ Whitiaua Ropitini	Specific update on progress on SRR provided in Feb. TToW Alignment statement added to each paper since Dec 2023. Further reporting incorporated in Quarterly reports

AP27/23	Amend the Skills & Diversity matrix to add internet governance skills, particularly DNS skills.	Catherine Fenwick	Complete. Paper in February meeting
AP29/23	CE to develop a framework showing what is INZ focus for internet governance and what is not, including a guide for making decisions about the large grey area.	Vivien Maidaborn	May Council Meeting
AP30/23	CE to re-present a paper at the next Council meeting that records the reasons for the decision, and that the recommendation to Council is to reduce the number of directors to three.	Vivien Maidaborn	Complete. February meeting
AP31/23	CE to extend health and safety action to Council members and others within InternetNZ who are named (by media publicly).	Vivien Maidaborn	In progress
AP32/23	President to write letters of appointment to the Directors.	Joy Liddicoat	Complete
AP33/23	President to arrange a Council pop-up meeting ahead of the next meeting in February.	Joy Liddicoat	Complete

Constitutional Review

What's in this pack?

PART ONE: Constitutional Review Programme Plan (Slides 2-10)

1. Phase descriptions and timeline overview
2. Workstreams
3. Focus Areas
4. Community Engagement & Co-design
5. Council Engagement Timeline

PART TWO: Progress Report (Slides 11-18)

1. Overview Status
2. What we need from Council (Decisions)
3. Learnings to Date
4. Council Focus Areas (FY24 Goals)
5. Phases & Activities Summary
6. Risks & Mitigants

internet nz

Constitutional Review Programme

Outline of the programme to review and update the INZ constitution

Programme

Phase Descriptions and timelines

Here are the different phases and their focuses for the review programme aligned with general timeline leading to February 2025 when we aim to ratify the constitution.

Ka Rongo
Development

Key Stories
Development Plans
Background research
Systems and procedures
Design Principles
Engagement Plan
Research

September 2023-
January 2024

Ka mōhio
Engagement

Key Stories
External and internal
engagement
Co-design with Māori &
Members
Policy research
Legal research

November 2023 -
August 2024

Ka mārama
Understanding

Key Stories
Formulating options
Testing new structures
Drafting Constitution
External Legal Testing &
Advice

April 2024 -
October 2024

Ka mātau
Knowing

Key Stories
Confirm final
Constitution for
consultation at Council
Communications to
members
Consultation

October 2024 -
Novermber 2024

Ka ora
Completion, a beginning

Key Stories
Development and
implementation of policy
and processes needed
for Constitutional review
SGM to ratify
Submission of
Constitution to re-
register
AGM run under new
constitution

November 2024 -
February 2025

Key Accountabilities
Key Stakeholder Engagements Throughout

Key Stories
This involves working within the programme eco-system to support
the development of the constitution
Accountabilities with: Te Kōmiti Whakauru Māori; Staff, Council,
Members, Governance Committee, TKT, DNC Staff

Appendix 1

Workstreams / Co-design

Specialist External Review

Specialist external review is managed by the PM and writing group, and undertaken by experts in incorporated societies, and Te Tiriti issues

Writing -

The writing team is an internal team who draws on the proposals from the co-design group to develop the written constitution to be tested by our communities.

Co-design

The co-design group are appointed by INZ to put proposals forward to the objects, member and governance arrangements. These are tested through the engagement and writing processes.

Engagement

Engagement priorities with members, fellows, staff, partners, priority communities (LGBTQIA+, Pacific, Disability, other ethnic groups). These happen right throughout the process and determined by each interested party as to the level of engagement wanted.

Proposed written constitution

Member consultation & Ratification

During this phase, a written / digital consultation period will open up for general feedback with minor changes possible; SGM is called.

New constitution ready for submission

This outlines our work streams that support the review and writing of the constitution.

Who will the co-design group involve?

Co-design approach

As the recommendation in the systemic racism review is focused on co-design with Māori, we would create a small group of up to around 15 members and Māori.

They would be invited to join through an expressions of interest process that would be implemented upon approval of this process.

Focus Areas

This outlines the focus areas of the constitutional review, the areas of the constitution we will review

General Update & Compliance

This pou will ensure that the revised constitution is clear and unambiguous, it is modern and meets the requirements of the new Incorporated Societies Act.

\+

Governance & Membership

This is about how we organise Internet NZ and set rules and guidance about what is important in our governance and membership structures.

\+

Objects

Articulation of our purpose within the constitution, that is aligned with our current and future aspirations whilst ensuring Te Tiriti o Waitangi is centric to this work.

Appendix 1

Council Engagement Timelines

Date	Hui	Report
28th February	Governance Committee	Progress Report / Monthly Reporting
22nd March	Council Meeting	Workshop on Objects
TBC - April	Report	90-day report Full report sent to all committees, advisories etc
April & May	TKWM, Governance Committee and Council Meetings	Available for questions about 90 day report
TBC Start July	Report	90-day report
25 July	AGM	Second 90-day report presented Presentation on Where we're at
TBC - Sept	Report	Available for questions about 90 day report
September / October	TKWM, Governance Committee, Council	Available for questions about 90 day reportt Draft constitution to review
TBC - Nov	Report	90 day report
February 2025		SGM

Progress Report October 23– January 24

Constitutional Review Programme

Reporting Dashboard
Quarterly Report October – December 2023

Overall Status: On Track   Project: On Track   People resource: On Track   Budget: Work required

Summary
The Constitutional Review programme is currently on track having completed significant ground work to ensure the we can deliver against the strategic goal to modernise the INZ constitution. Whilst you will see there are some areas which need attention, these are challenges that are currently being addressed and will likely be resolved in the coming month.

The 90-day planning which sees us through to the end of the financial year 2023/24, was positive with all staff teams engaging with the constitutional work. This helped identify opportunities to further strengthen the programme of work and best utilise the people across Internet NZ to achieve the Constitutional Review programme.

The formation of a new scrum team to support the programmatic work of Internet NZ will enable the programme managers of .nz rules, Nethui and constitutional review programmes to collaborate in managing complex projects drawing from all areas of the business and to coordinate engagement with wider stakeholders.

The codesign process being proposed will be part of this reporting cycle

Constitutional Review Programme

What we need from Council
February 9

1. **Approve the co-design process**

   The core question for the co-design process is whether the process is undertaken with members and Māori, or with a range of stakeholders alongside members and Māori. See <u>slide</u> 4&5 for information.

   Support of the co-design process has budget implications that need to be considered.

2. **Allow time at the 22nd March Council meeting to focus on the Constitution Review**

   Previously the council has asked for time to look specifically at the objects of the organisation. Including a workshop on the Constitutional Objects at the March meeting gives Council an early opportunity to feed into the co-design process.

Learnings to Date

- Different stakeholders wish to engage in different ways and interested in either the full constitutional review programme or on specific parts of it (i.e. objects, membership or governance).
- Stakeholders who have engaged so far, are supportive and keen to disseminate information to their communities, as it becomes available.
- The programme is moving and shifting swiftly, which will particularly be the case when engagement ramps up and the co-design process is set up.
- The other key areas for engagement in 2024 are .nz rules work programme and NetHui. These are of interest to people and sometimes more interesting than constitutional change. Identifying why Constitutional change is part of strong engagement in these broader areas is a strong hook for people.

A high level summary against the focus areas

Council Focus Areas

Goal 7 - Modernise the InternetNZ Constitution to reflect legal requirements and being Te Tiriti centric organisation

Focus Area	Updates	Status
Project Plan is documented and milestones reported on over the next two years	The fundamentals of the project plan are in place, with this being the first report written against the focus areas developed for this 90-day period. The programme document is a living document that is able to be revised as we do more learning. As part of the project plan, there are key Design Principles which will guide the process, particularly decision making.	🟢 Progress 🟢 People Resource 🟢 Budget
Members have multiple opportunities to be involved in the process and development of proposed constitutional changes.	We are heading into an intensive engagement phase of the project, and with the Community Advisor on board the calendar for member engagement is in development. The communications plan should be completed by the second week of February, with initial plans underway for engaging members through the co-design process. The budget for the co-design process is yet to be confirmed by council through the FY25 budget process.	🟢 Progress 🟢 People Resource 🟠 Budget
Legal requirements are met Membership demographics are reported on.	The bulk of the legal requirements work will be done in April and June. We have identified the writing process we will go through with the Inhouse Legal Counsel completing important work to cataloguing our legal obligations under the new legislation. Work is underway to update the what the requirements are and will be shared with Council as soon as practicable when completed with the view to allow time to discuss at the March 22 hui, if Council chooses.	🟢 Progress 🟢 People Resource 🟢 Budget

Phases & Activities

Phase	Summary of Activities as at 30 January	Next 90-days
Ka Rongo | Development	- Programme plan is in place include design principles - Comms & engagement plans are underway being developed - Policy / research paper to understand how other organisations operate in Te Tiriti focused organisations, and (seperate paper) ccTLD structures - New scrum team established to support programmatic work at INZ - Co-design process is ready for testing - Budget confirmed for Q4 FY24 - Proposed budget for FY25 submitted	- Firming up detailed engagement and communications plans (early feb) - Confirm and set up co-design process - Engagement phase with a range of engagements planned - Run Council Session on Constitutional Objects - Set up writing process including confirming information required to inform process (i.e. legal requirements, external reviews).

Phases & Activities

	Summary of Activities	Next 90-days (Jan-Mar)
Ka Mohio | Engagement	- A few key engagements instigated including with members, civil society orgs, Māori - Event planning underway	- Kaputi and Korero engagements across Aotearoa - Recruitment of member champions - Membership engagement initiated - Work with Te Puni Whiria & Te Puni Māori to collaborate on some engagements - Co-design process underway
Ka Mārama | Understanding	- Initiated conversations for writing process.	- Establish the writing process ready for the following 90 days (April-June 2024) - Policy work to support insights
Ka Mātau | Knowing	No activities	Phase is scheduled for October / November
Ka ora | a new beginning	No activities	Phase is scheduled for November / February 2025

Constitutional Review Programme: Reporting Dashboard

Risks, Mitigation and Issues

The Risk Register will be available on the Council Dashboard alongside the Enterprise Risk Register. This is managed operationally through Asana and our scrum team that supports the programmes of Internet NZ.

COUNCIL MEETING - FEBRUARY 2024

Update on 2024/25 Strategic goals and measures

AUTHOR: Tumu Whakarae - Vivien Maidaborn
FOR: Council
PURPOSE: Summary feedback and update on progress of strategic goals and measures for 2024/25
DATE WRITTEN: 26/1/2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper connects the overall strategy with specific goals for 2024, based on learning from 2023 goals.
Te Tiriti o Waitangi	Centering Te Tiriti o Waitangi is a Strategic Priority. Proposed Annual Goals for 2024 also identify opportunities for centering Te Tiriti and distribute this responsibility throughout the organisation.

Introduction

At the December Council meeting Vivien introduced the draft annual goals for 2024/2025 as a progress paper for consultation with Council, members, and staff noting:

- How the goals demonstrate progress towards the current strategic priorities.

- An opportunity to share an early draft of goals with Council so that all stakeholder groups have time to think about and contribute to the goals before they are signed off by Council.

Following feedback from Council, staff and members / stakeholders, the next version is offered for discussion at the February Council meeting and at the staff wānanga in late February. The final version will be presented to Council at the March Council meeting for signoff as part of the budget process.

At the February 9th Council meeting Councillors can take a look at feedback received, see measures added to create more external focus and continue to give feedback. An important consideration is to link the Strategic Goals to the budget scenario planning.

Summary

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
Goal 1 - A **thriving .nz** operation that is **resilient** and **sustainable**	Provide all NZers with a high trust domain name service. It is critical infrastructure. We want to create revenue that can be invested into public	100% availability DNS 99.9% availability registry services (excluding scheduled maintenance)	General comment: Some goals are too internally focused. Identify the external facing outcomes we will achieve.	Ngākaunui ana. Good mahi - nga mihi. Stronger .nz governance (anti-spam, anti-phish, identify theft)

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
	impact that close gaps in equity and accessibility to the internet in Aotearoa	Quantify the carbon footprint caused directly by the products we manufacture. From 2025, introduce a 20% reduction per year of that carbon footprint. .nz rules fit for purpose, and published .nz annual workplan Staff development, retention and internship programme, investing in our people.		No offshore .nz

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
Goal 2 - **Revenue growth** year-on-year by: • growing diverse and active registrars in our channel • Provide our wholesale domain name services to at least two other registries	Costs continue to increase. Demands for INZ policy contributions continue to increase. Able to invest in critical infrastructure for resilience and that we are continually improving so it can respond to future changes. Ongoing need for philanthropic funding with very few trusts focussed on this space means improving our surplus creates a basis for sustainable philanthropy into the future.	Organic growth in .nz revenue of 1% (distinct from stimulated growth) Stimulated growth of 15,000 .nz registrations in a 12 month period, attributable to campaigns. By 2026, Registry Lock (Lite) revenue of $150k per annum 5% growth of registrars, with a specific focus on registrars that differentiate themselves in the market. Conduct a low risk experiment to create new revenue streams by delivering	Clarify that the purpose of increasing revenue apart from business sustainability is to continue to increase public impact through our charitable objects. There are high risks in new product development. Staying with core competencies is important to risk mitigation and building a strong cohesive team. The need for revenue growth is cyclical, usually driving development of new products that don't achieve results. New strategy should be based on core	I like the "active registrars" not domain name squatters

| Draft 2024/25 Goals

What we will focus on | Goal value

The value this goal will deliver, why it is important | Measures

How we measure success of progress to the goal | Council Feedback | Members / Stakeholder Feedback |
|---|---|---|---|---|
| | | wholesale domain name services | competency. Anchor in .nz.

Like to see a % of budget investment on R&D.

Remember purpose of growth is to deliver more funds to community (not just for the sake of it)

Increase services.

Create a foundation for long term funding capability?

Is revenue growth the goal, or a contributor towards being sustainable and resilient?

- Include goal about proportion of revenue | |

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
			available for grants Show the link between these goals more closely with our rei kura and rei puta strategy and values.	
Goal 3 - Centering Te Tiriti o Waitangi in InternetNZ and in the partnerships, NZ internet community and multistakeholder events in Aotearoa INZ is involved in.	INZ has committed to becoming a Te Tiriti o Waitangi centric organisation As well as an internal aspiration INZ will play its part publicly in strengthening Te Tiriti o Waitangi in the NZ internet community and wherever we have influence.	Māori internet communities , and INZ partners see IPurangi Aotearoa as an ally in strengthening Te Tiriti o Waitangi Funding to Kaupapa Maori partners, organisations or individuals increases as an overall percentage by not less than 10% We engage Māori in co-design of key events and projects (e.g.	Clear guidance that we continue our Te Tiriti o Waitangi mahi including reporting progress against clear measures. Understand if / where a mandate for this mahi comes from; Māori, members, stakeholders? Note this is central to the constitutional review and in discussion with Māori community "what does it mean to centre	Whaka mahia te Tiriti o Waitangi. Foundational - so important!

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
		Constitution review, Nethui, .nz Rules). Te Ao Māori is understood and implemented in our mahi.	TToW in the organisation?" Diversify membership is critical. Although this goal may be a principle, it is seen important to enact in our priorities and include in 90 day planning.	
Goal 4 - **Our NZ voice is heard** and contributes to **strong global internet governance**	We are an independent organisation. We can be an informed apolitical policy voice, focused on an open, secure and inclusive internet. Internet governance is our core business and is critical to sustaining the Internet.	NZ government policy and laws that relate to internet governance reflect advice from InternetNZ INZ participates in three protocol, policy or rules committees of ICANN to ensure the NZ voice is present in internet governance internationally	Emphasising the unique characteristics of the New Zealand / Aotearoa voice in Internet governance internationally. Balance with a strong voice locally as well? Frame more carefully so not seen as [just] INZ voice.	Recognize and embrace our NZ-based technical partners to further NZ innovation. Stronger advocacy for communities who aren't connected; rural, disengaged. International & regional links are important. People listen to NZ. Keep in

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
		NetHui in 2024 is a multistakeholder event and views of NZers are contributed into ICANN forums and Regional Internet Governance Forum	Sharing knowledge and experience with our neighbours (refer to Australian trip) change 'strong' to 'good'	close contact with the AP & IGF (next year in Taipei) Too vague. What/who are we here for? Technical development and research focus. Help promote AI.
Goal 5 - **Revitalised InternetNZ** through ● modernising our constitution ● refreshing our brand/identity	Modernise the InternetNZ Constitution to reflect the legal requirements and being a Te Tiriti centric organisation INZ and our environment has changed since 2019. We need a refreshed brand that represents us as a Te Tiriti - centric organisation.	Māori are engaged and actively participating in the constitutional review across 2024 Member participation in constitution design process meet member expectations The engagement process for INZ in 2024/25 results in new INZ members	External focus with internal measures.	Validating policies. Is this a necessary goal? Should reflect the other goals.

43

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
		The approach to brand refresh is explored and a recommended approach is brought to COuncil by YE 2025		
Goal 6 - The Domain Name Commission is a **modern regulator**	Self regulatory system encouraging proactive compliance. Simplify access to justice by simplifying the dispute process, and streamline internal services, so as to reduce non-compliance and disputes.	#Disputes #Dispute resolution average time Home for .iwi domain moderation Resolve .nz conflicts	Modern - be clearer what is meant by this.	What does "modern" mean? (Maximising compliance?)
Goal 7 - **Partnership and collaboration** with diverse communities for an internet that benefits all of Aotearoa	InternetNZ's relevance grows through having meaningful relationships and partnerships that provide:	Maintain >30% funding for partners who work within a 'by Māori, for Māori' approach.	Purpose? So that we have a work plan Why for them [diverse communities]? What are the things they're	Incorporating interactive & innovative engagements for community using the internet.

Draft 2024/25 Goals What we will focus on	Goal value The value this goal will deliver, why it is important	Measures How we measure success of progress to the goal	Council Feedback	Members / Stakeholder Feedback
	• Value for members • Partnerships with tangata whenua Public policy and submissions provided into government or other processes include and advocate for our communities' lived experiences or perspectives Our research and insights enable us to tell stories of the impact our engagement and grants have on internet communities.	The NZ internet community, NZ government and media use and refer to INZ publications, press releases ad policy positions	measuring that serves them?	Lower entry barrier to funding. How does INZ find the diverse communities?

internetnz

COUNCIL MEETING – FEBRUARY 2024

Te Tiriti o Waitangi Work Programme 2024/25

AUTHOR: Whitiaua Ropitini | Acting Tumuaki Māori | Chief Advisor Māori

PURPOSE: Centering Te Tiriti o Waitangi in Ipurangi Aotearoa

Work Programme Outline 2024/25

DATE WRITTEN: 31 January 2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper connects our Rei Kura that has Te Tiriti at the centre of our strategy.
Te Tiriti o Waitangi	Centering Te Tiriti o Waitangi as core to our work programme and distributed throughout the organisation.

Summary

This paper sets out the Te Tiriti o Waitangi work programme for 2024/25. This programme identifies key strategic priorities, work projects and work streams that will ensure our commitment to becoming a Te Tiriti centric organisation.

Background

Upholding and fulfilling our commitment to centering Te Tiriti o Waitangi in our organisation is still new in Iprangi Aotearoa. Our exploration to date has discovered that this commitment is a journey based on relationship building, harnessing of knowledge and embedding of cultural concepts. In recent months courageous and dynamic conversations are taking place within Te Ao Māori both in a political context

1

and grassroots community space. Currently Māori and Crown relationship is the topic of discussion as they debate Te Tiriti o Waitangi principles.

At Ipurangi Aotearoa | InternetNZ we recognise our unique position and responsibility to run the .nz domain name system on behalf of everyone in Aotearoa; and to create an internet that benefits all the people of Aotearoa. We recognise and acknowledge Māori as Tangata Whenua (indigenous peoples) of Aotearoa and have committed to centering Te Tiriti o Waitangi recognising Māori as partners to te Tiriti o Waitangi. We do this work by the ongoing development of relationships and meaningful partnership with Māori, and in embedding Te Ao Māori into our core work. This is central to how we work, infusing relationships, in choosing the work we do and in how we go about that work.

We have developed and maintained future and existing relationships with Māori through whānau, hapū, and iwi, and the Māori specialist communities. A range of relationships are in place and more are in development. This will see the strengthening of Māori participation in Ipurangi Aotearoa | InternetNZ. It will also see responsiveness to Māori aspirations for the Internet in New Zealand, and incorporate Te Ao Māori perspectives in the work we do.

Te Komiti Whakauru Māori have been instrumental in advising, supporting and exploration of Mātauranga Māori *(Māori knowledge)*. To see the value of Mātauranga Māori added to our work gives the uniqueness to our approach and demonstration. This is taking shape in the work projects and work streams across the organisation.

Work Programme 2024/25

The design aspect of our work programme is to ensure we embed Te Ao Māori values, concepts and principles. That we center kaupapa Māori into the core of our work - that we do what we say, we will do. The 2024/25 work programme is designed based on work streams across the organisation carried out by the different Puni, and project leads. Detailing the type of mahi required and who is leading. The role of Te Puni Māori is to provide leadership, guidance, capacity and expertise into each of these initiatives across Ipurangi Aotearoa | InternetNZ.

We are working towards a Māramataka *(calendar)* Māori approach; which identifies key events significant to Te Ao Māori. Where Ipurangi Aotearoa | InternetNZ could potentially attend the event to hold a presence and share in conversation small or large, or carry out an engagement and seek input into our great work. This is also an opportunity for Ipurangi Aotearoa | InternetNZ to identify kaupapa of significance to culturally align our organisation awareness and celebrate internally.

2

This work programme is set out in two parts; work that is internal focused and work that is external focused.

#	Mahi | Main Item	Arahi | Lead	External/Int
1	Te Tiriti based HR processes explored and key processes identified for implementation	Te Puni Raupā | Organisational Performance	Int
2	Sustainability, carbon footprint of .nz, working with Māori environmental frameworks	Te Puni Whakanake Rawa | Customer Product	Ext
3	Annual Organisation Wānanga 2024	Te Puni Māori & Tumu Whakarae	Int
4	Continue to develop Tikanga and Waiata and use of kupu Māori for broad use in INZ, in engagement with community, and in our communications	Te Puni Māori	Int/ext
5	Codesign process with members and Māori regarding Constitutional review	Te Puni Raupā | Organisational Performance	Ext
6	Develop draft new constitution that embeds Te Tiriti o Waitangi and addresses SRR recommendations for members, staff and election process	Te Puni Raupā | Organisational Performance	Int/ext
7	To develop a sustainability model for INZ grounded in Māori environmental models and mātauranga; Te Tiriti Team Plans: Whare Tapa Wha	Te Puni Māori	Int'l
8	Māori Cultural Competency	Te Puni Māori	Int
9	HR Induction: Tikanga & Te Reo new staff induction	Te Puni Māori	Int

3

10	Establishment of Te Rōpū Kaimahi Māori	Te Puni Māori	Int
11	.nz Rules 2024 work programme and working with Māori to identify priorities and protect use of te reo Māori	Te Puni Whakanake Rawa | Customer Product	Ext
12	Programme design for NetHui 2024 engages and holds space Māori and has appropriate cultural experience	Te Puni Whiria | Public Impact	Int/ext
13	Waitangi 2024 visit; a key event of Te Māramataka Māori	Te Puni Māori | Te Komiti Whakauru Māori | other puni	Ext
14	Co-design and fund the development of sustainable reciprocal partnerships with Māori community organisations and Māori tech	Te Puni Whiria | Public Impact	Ext
15	Increasing the % of grantees that take a 'by Māori, for Māori, with Māori' approach.	Te Puni Whiria | Public Impact	Ext
16	Providing tikanga, and specialist Te Ao Māori input to DNCL including on .iwi moderation	Te Puni Māori and DNCL	Int
17	Public policy agenda incorporates Te Tiriti o Waitangi perspectives, and has strong engagement with members and Māori communities	Te Puni Whiria | Public Impact	ext

Recommendation

THAT Council **receive** the report.

Systemic Racism Review - Recommendations-Progress Update, Quarter Three 2023/24

AUTHOR: Tumu Whakarae - Vivien Maidaborn

DATE WRITTEN: 30/01/2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	This paper connects our Rei Kura that has Te Tiriti at the centre of our strategy.
Te Tiriti o Waitangi	Addressing the Recommendations of the O'Regan Report relates to the Principles of Te Tiriti, Protection, Participation and Partnership

Accountability to Māori community
It was discussed at the apology in 2023 that we would hold a Tatau Pounamu ceremony after 1 year, including reporting back to the Māori tech community where progress on SRR recommendations have got to.

Recommendation

That the May Council 2024 meeting includes Te Tatau Pounamu Hui.

1

Systemic Racism Review Recommendations Progress Update as at Quarter 3 2023/24

The table below provides an update on each Recommendation area as at the end of December 2023.

Owner	Recommendations	Timeframes	Due
1. Recommendations on Culture Change		
Te Kāhui Tumu	**1.1** Co-design with Māori staff and other experts, protocols between staff, members, Council and Management to (a) Address issues of racism and discrimination in safe ways. (b) Raise issues or examples of personal, cultural or institutional racism to Management via a culturally safe mechanism; and communicate these protocols organisation-wide, including to members.	The codesign with Māori staff on the protocols between staff, Council and Management has not been initiated in this financial year. The appointment of te Tumu Kaupapa Māori is key to the process. A Tikanga policy has been introduced and Te Puni Māori as a team have been developing confidence in the wider organisation of clearly setting Te Kanga for different contexts. Te Komiti Whakauru Māori have also been involved in this work. Council passed in 2023 Paper Becoming Te Tiriti o Waitangi Centric Organisation as a key part of this cultural change work

1

Te Kāhui Tumu	**1.2** Address with urgency, current issues of personal racism being experienced in InternetNZ and highlighted through this review.	**Complete** An immediate process for raising current issues of personal racism was implemented when the recommendations were accepted by Council. No issues have been raised. The co-design process with staff on a policy and protocol on personal racism or harassment is in the planning stages in Q3.
Te Kāhui Tumu	**1.3** Explore options for healing with staff and council members for whom the events of 2021 and subsequent events continue to cause hurt and trauma.	**Complete** Tumu Whakarae and TKT have communicated with kaimahi support via Employee Assistance Programme, Peer Group support networks, talking with Tumu Whakarae if required. There has been no renewed request for ongoing support outside of the pathways already in place.
2. On the Claims of Systemic Racism		
Council, Tumu Whakarae	**2.1** Consider giving an apology to the parties who raised the claims, for the harm caused and an acknowledgement of the situation in which they arose.	**Completed** 16th January 2023, 10:00am
Council, Tumu Whakarae	**2.2** Inform the parties who raised the claims, of actions taken by InternetNZ to address systemic racism in the organisation.	**Ongoing** The next communications to parties is due in Feb 2024. Discussion at Council at Feb

2

		Council meeting will be key to this. Feb/March 2024 Tatau Pounamu protocol that includes reporting progress against recommendations.
3. Governance		
Council, Te Kāhui Tumu, Governance Committee, Membership	**3.1** Review the constitution of InternetNZ by 2025 as required by changes to Incorporated Societies and laws. Connect SRR codesign with Māori into proposed options for change to the constitution broadly, e.g objectives	**Underway** Codesign plan in place
Council, Te Kāhui Tumu, Governance Committee, Membership	**3.2** Consider a more representative model of governance for InternetNZ that is co-designed by Māori and informed by iwi that gives effect to Te Tiriti	**Underway** Part of Constitutional Review and in another paper for this meeting
4. Membership		
Council, Te Kāhui Tumu	**4.1** The Membership Discuss forum is immediately reviewed and strategies put in place to prevent the continuation of anti Titiri and Māori sentiment with the intention to create a culturally safe forum for ongoing engagement. This would involve a strong directive from Council articulating the expectations around engagement and the consequences of not adhering to these	**Underway** the members-discuss channel closed in 2022. Nethub is providing a membership forum for about 60 people. Members tell us (survey 2023) that they prefer email so more communications will be planned for 2024 via email. Membership engagement plan is in development and due Q4 2023/24
Council, Te Kāhui	**4.2** As part of the constitutional review,	**Ongoing**

3

Tumu, Governance Committee	consider membership models, including voting systems, to address issues raised in this report including: transparency of membership, diversity and representation, and current imbalance of power.	Part of the engagement with members and Māori in the NZ technical sector will explore all these issues
	4.3 Develop target strategies to widen the membership base to include more Māori and diverse communities	**Complete** Recruit a Kaiwhakahaere ā Hapori - Community Engagement Manager with strong links to Māori internet community to enable relationship development and win win outcomes for Māori and InternetNZ through partnerships and members. This is now an operational and ongoing piece of work
5. Cultural capability		
Te Kāhui Tumu	**5.1** Proactively identify issues of inequity and bias against Māori and Māori knowledge by undertaking an equity self-review process at team and individual role level where appropriate	**Ongoing** Exploration of Te Tiriti based HR practises are being explored in Q3 with a plan to be developed over Q1&2 2024/25
Te Kāhui Tumu	**5.2** Systemically address identified issues of inquiry and bias against Māori and Māori knowledge through a cultural capability plan that supports transparency and awareness of areas of concern, including the use of staff self-review processes.	**Ongoing** Exploration of Te Tiriti based HR practises are being explored in Q3 with a plan to be developed over Q1&2 2024/25

4

		We are reviewing the INZ process for discrimination in Q4, incl workshops with kaimahi Māori and other staff.
Te Kāhui Tumu	**5.3** Adequately resource organisation wide delivery of the cultural capability plan, including the use of external experts where appropriate.	**Completed** As of Q3 2023/24 Now part of ongoing operational planning Cultural Capability Plan underway for Council 2022-2023. Cultural Capability Plan delivered in 2023 for staff facilitated Kapuhipuhi Resource hub for Te Tiriti and Te Ao Maori, Te Reo launched in intranet.
Te Kāhui Tumu	**5.4** Implement clear, time-bound cultural capability targets for all staff as part of team goals and individual performance appraisal processes.	Te Tiriti o Waitangi team goals have been developed supported by Te Puni Maori. Exploration of Te Tiriti based HR practises are being explored in Q3 with a plan to be developed over Q1&2 2024/25
Domain Name Commission	.Iwi DNCL Moderator Process	**Ongoing** Discussions with key Māori organisations have agreed .iwi needs to be moderated by an iwi affiliated or mandated group. DNCL is exploring options for this toward making an agreement.

5

Complaint to Council	Racism from Membership raised	
6. Scope of control and influence		
Tumu Whakarae Te Kāhui Tumu	6.1 The Tumu Whakarae | Chief Executive of InternetNZ is proactive in calling together Netsafe, the NZ Police, and other interested parties with responsibilities in the area of online harm. A **priority action** will be to collectively agree to new protocols to address the areas where no clear responsibility currently exists.	**Ongoing** New political environment in Q3 2023 means this work needs rescoping and opportunities for further collaboration identified.

6

ipurangi aotearoa

INTERNAL

Co-design process for Constitutional Review Programme

AUTHOR:	Ta'ase Vaoga
FOR:	Council
PURPOSE:	Outline the co-design process for the constitutional review programme
ACTION:	Read and note process
DATE WRITTEN:	January 2024

Introduction

As part of the Systemic Racism Review a recommendation was made that Internet NZ take the opportunity of reviewing the constitution by undertaking a co-design process with Māori. This is to one programme of work to step us closer to being a Te Tiriti centric organisation and address the current inequities in the election process, and representation of Māori within the membership.

The three key areas of development through the co-design process are: the organisational objects, membership and governance arrangements, and a general update and compliance focus. See here.

What is co-design?

Co-design is the bringing together of groups of people to create solutions to a problem identified. All participants of the co-design process are treated as equal collaborators designing and agreeing the solutions.

In our process, proposals would be made by the co-design group that would be tested through an engagement programme.

How will it work?

A co-design process will sit alongside our wider engagement programme and writing group. The insights from engagements will feed into the co-design group who will make proposals for consideration by the membership and other communities of interest with whom we will engage. These communities include stakeholders from membership, council, Māori Digitech sector, civil society and government partners.

This is an interactive process that also feeds into an internal writing group that takes the proposals and turns them into a written constitution. This writing process will include specialist external review to ensure compliance with our legal obligations and best practice te Tiriti arrangements.

What's considered in the programme - our Focus Areas

The focus areas are the parts of the constitutional update that will be reviewed by the co-design group.

Workstreams / Co-design

Writing -

The writing team is an internal team who draws on the proposals from the co-design group to develop the written constitution to be tested by our communities.

Specialist External Review

Specialist external review is managed by the PM and writing group, and undertaken by experts in incorporated societies, and Te Tiriti issues

Co-design

The co-design group are appointed by INZ to put proposals forward to the objects, member and governance arrangements. These are tested through the engagement and writing processes.

Proposed written Constitution

Member consultation & Ratification

During this phase, a written / digital consultation period will open up for general feedback with minor changes possible; SGM is called.

New constitution ready for submission

Engagement

Engagement priorities with members, fellows, staff, partners, priority communities (LGBTQIA+, Pacific, Disability, other ethnic groups). These happen right throughout the process and determined by each interested party as to the level of engagement wanted.

Who does it involve?

There are two options for creation of the co-design group.

OPTION ONE (Selected)
As the recommendation in the systemic racism review is focused on co-design with Māori, we would create a small group of up to around 15 members and Māori.
They would be invited to join through an expressions of interest process that would be implemented upon approval of this process.

OPTION TWO
We invite a range of stakeholders (up to 25) who represent Māori, a range of other industry stakeholders, Council and committee members (incl TKWM), Members, Staff, Civil Society.
 who meet several times throughout the year to iterate the design process learning and building on insights gathered from the engagement process.

Stakeholder groups could include: Māori, a range of other industry stakeholders, Council and committee members (incl TKWM), Members, Staff, Civil Society.

Some logistics

When	Four face to face wānanga throughout the year between February and October Online and relationship management between wānanga Concluding with an online consultation / wānanga to ratify the proposals going through to membership.
Where	Wellington

Wānanga

Wānanga # 1	Beginning of March	Whanaungatanga, setting the kawa /tikanga, setting our why
Wānanga #2	End of April	Iteration #1 - What's best practice constitutional arrangements? Brainstorming ideas

Wānanga #3	Begin June	Iteration #2 - What do our communities Think? Expanding on the constitutional Arrangements. Consideration of the first draft constitution.
Wānanga #4	Mid-August	Final Iteration - Consideration of the Final Draft Constitution
Online Wānanga	Sept/Oct	Taking in the final feedback
Online Wānanga	Oct/Nov	Confirming final Constitution to go to Council before approving for Member consideration and ratification

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COUNCIL MEETING - FEBRUARY 2024

Special Resolution - Altering DNCL Constitution

AUTHOR: Tumu Whakarae - Vivien Maidaborn

ITEM NO: 3.1
DATE WRITTEN: 7/12/23

Background

Amendment to the Constitution of Domain Name Commission Limited

In a Council meeting on 17 October 2017, the Council agreed that the DNCL Board would transition to a size of three directors, consisting of two independent directors and the Chair of Board, being the new InternetNZ CEO (RN 71/17).

This amendment as part of the Organisational review aimed to simplify the governance and management of the group to improve our effectiveness and agility while protecting the essence of our successes to date.

This change requires an amendment to be made to the DNCL Constitution, which currently states that the number of directors shall "ordinarily be between four and six". Section 32(2) of the Companies Act 1993 requires a special resolution to amend the Constitution to be passed by DNCL's shareholder/s. As the 100% shareholder of DNCL, InternetNZ therefore needs to pass a special resolution to amend the DNCL Constitution.

This special resolution should have been passed in 2017 but due to an administration error and gap in processes it was not presented to Council to be approved, therefore the delay in actioning.

A written special resolution, attaching a marked-up version of the DNCL Constitution which reflects the change to the number of directors, and includes some other minor amendments, was tabled and discussed.

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Recommendation

THAT the Council agrees to pass a special resolution, in InternetNZ's capacity as 100% shareholder of DNCL, to amend the DNCL Constitution .

DOMAIN NAME COMMISSION LIMITED
("the Company")

SPECIAL RESOLUTION ALTERING CONSTITUTION IN TERMS OF

SECTION 32(2) OF THE COMPANIES ACT 1993

RESOLVED as a Special Resolution in accordance with section 122 of the Companies Act 1993 that the Company alter its Constitution by amending it in accordance with the marked-up version **attached** and marked "A".

DATED   2023

SIGNED

THE COMMON SEAL of **INTERNET NEW**   ....
ZEALAND INCORPORATED is affixed in the   Joy Liddicoat
presence of: InternetNZ President

                                                 ....

Certified as the Constitution of **Domain Name Commission Limited**

COMPANIES ACT 1993

CONSTITUTION

OF

DOMAIN NAME COMMISSION LIMITED

A

IZARD WESTON
SOLICITORS
WELLINGTON

2

1.0 EFFECT OF CONSTITUTION

1.1 The Company, the Board, the Shareholders and each of the Directors and Shareholders of the Company have rights, powers, duties and obligations set out in the Act except to the extent that they are negated or modified by this Constitution.

2.0 DEFINITIONS

2.1 **Interpretation**

In this constitution (including the schedules), unless the context otherwise requires:

"Act" means the Companies Act 1993;

"Balance Date" means the date adopted by the Company at which the balance sheet of the Company prepared for the purpose of its annual financial statements is prepared;

"Board" means the Directors numbering not less than the required quorum acting together as a board of directors;

"Company" means Domain Name Commission Limited;

"Constitution" means this Constitution of the Company as amended from time to time;

"Director" means the person appointed for the time being in accordance with the Constitution as a Director of the Company;

"Distribution" has the meaning given to it in the Act;

"Dividend" has the meaning given to it in the Act;

"Interest Group" has the meaning given to it in the Act;

"InternetNZ" means the incorporated society 692906, a society incorporated under the Incorporated Societies Act 1908 and is to be registered a charitable entity with the Charities Commission;

"InternetNZ Directors' Policy" means the current Directors' Policy of InternetNZ to the extent that it is not inconsistent with this Constitution and the Act;

"Major Transaction" has the meaning given to it in the Act;

"Month" means calendar month;

"Ordinary Resolution" means a resolution of shareholders approved by a simple majority of the votes of those Shareholders entitle to vote and voting on the question;

"Related Person" for the purposes of clause 16 and in accordance with section CW 42(1)(c) of the Income Tax Act 2007, means a person specified in paragraphs (i) to (iv) of subsection (5)(b) of that section, the persons currently specified being:

3

(a) A settlor or trustee of the trust by which the business is carried on;

(b) A shareholder or director of the company by which the business is carried on;

(c) A settlor or trustee of a trust that is a shareholder of the company by which the business is carried on; or

(d) A person associated with a settlor, trustee, shareholder, or director referred to in any of subparagraphs (a) to (c).

"Shareholder" means a person whose name is entered in the Share Register as the holder for the time being of one or more shares in the Company;

"Share Register" means the register kept pursuant to the Act and includes any division of such register;

"Solvency Test" has the meaning given to it in the Act;

"Special Meeting" means any meeting (other than an annual meeting) of Shareholders entitled to vote on an issue called at any time by the Board or by any other person who by this Constitution is entitled to call meetings of shareholders; and

"Special Resolution" means a resolution approved by a majority of 75% of the votes of those Shareholders entitled to vote and voting on the question.

2.2 **No Definition**

Any expression not defined in this Constitution but defined in the Act shall bear the same meaning in this Constitution as in the Act.

2.3 **Singular and Plural, Persons and Firms**

In this Constitution, if it is not inconsistent with the context:

2.3.1 words importing the singular number also include the plural, and vice versa; and

2.3.2 words importing persons include firms and corporations and a firm includes a partnership.

2.4 **Headings**

Headings shall not affect the interpretation of this Constitution.

2.5 **Statutes**

Unless the context otherwise requires, references to a statute mean a statute of New Zealand and include any term defined in a statute, as well as:

2.5.1 amendments to that statute;

4

2.5.2   a statute passed in substitution for that statute; and

2.5.3   regulations passed thereunder.

2.6   **Reference to Shares**

A reference to a share means a share in the Company.

2.7   **References to Clause, Paragraph or Schedule**

2.7.1   A reference to a clause means a clause in this Constitution.

2.7.2   A reference to a paragraph means a paragraph within a clause of this Constitution or a paragraph of a schedule to this Constitution.

2.7.3   A reference to a schedule means a schedule to this Constitution.

3.0   CHARITABLE OBJECTS

3.1   The intention is that the Company will operate as a charitable company and be registered with the Charities Commission.

3.2   The Company's charitable objects are those of its Shareholders and the profits, benefits or other income and property (if any) of the Company shall be distributed solely for the benefit of the Shareholders.

3.3   The Company's activities which are intended to achieve its objects are:

3.3.1   Providing effective management and oversight of the .nz domain space.

3.3.2   Developing policies and procedures for .nz and monitoring compliance with those, while protecting the rights and relationships of all parties in the .nz market, thereby enabling the Shareholder to meet its obligations and responsibilities under RFC 1591 - Domain Name System Structure and Delegation.

5

4.0   SHARES

4.1   Section 45 of the Act does not apply to the Company. Shares, or options to acquire securities, in the Company may only be issued to or held by InternetNZ, or another registered charitable entity.

4.2   The Board of Directors must obtain the approval of InternetNZ prior to making any decision that relates to the issue, transfer, cancellation or redemption of shares or options, or that alters the rights attaching to such shares or options

4.3   **Additional Shares**

Different Classes of Shares may be issued and (without limiting the foregoing) shares may:

4.3.1   be redeemable;

4.3.2   confer preferential rights to distributions of capital income;

4.3.3   confer special, limited, or conditional voting rights;

4.3.4   not confer voting rights; or

4.3.5   have limitations or restrictions on transferability.

4.4   **Redeemable Shares**

The Board may issue shares that are redeemable:

4.4.1   at the option of the Company;

4.4.2   at the option of the holder of the shares;

4.4.3   on a date determined by the Board;

for a consideration that is:

4.4.4   determined by the Board;

4.4.5   to be calculated in accordance with a formula; or

4.4.6   required to be fixed by a suitably qualified person who is not associated with or interested in the Company.

6

4.5   **Options**

The Board may issue options to acquire securities on such terms and conditions as shall be determined by the Board at the time when such options are granted. No options may be issued which confer the right on holders to vote other than at meetings of option-holders.

5.0   ISSUE OF SHARES

5.1   **Initial Shares**

As at the date of this Constitution, the number of initial shares and their class, issued pursuant to section 41(a) of the Act, are those currently on issue.

5.2   **Types of Shares**

Subject to the Act and this Constitution, the Board may issue shares at any time, to any person, and in any number it determines.

5.3   **Consent to Issue**

While InternetNZ is the holder of not less than 50% of all the ordinary shares in the Company, the Board may not issue any additional shares or rights or options for any class of shares unless prior to such issue InternetNZ has formally consented in writing to such issue after full and fair disclosure of the proposed issue (including number of shares, issue price, terms of issue and names of the issues).

5.4   **Time of Issue**

A share is issued when the name of the Shareholder is entered on the Share Register in respect of that share.

5.5   **Consideration for Issue of Shares**

Subject to clause 4.3, before the Board issue shares, it must:

5.5.1   decide the consideration for which the shares will be issued and the terms on which they will be issued;

5.5.2   if the shares are to be issued other than for cash, determine the reasonable present cash value of the consideration for the issue;

5.5.3   resolve that, in its opinion, the consideration for the shares and their terms of issue are fair and reasonable to the Company and to all existing Shareholders; and

5.5.4   if the shares are to be issued other than for cash, resolve that, in its opinion, the present cash value of that consideration is not less than the amount by which the shares will be credited as paid up.

7

5.6 **Clause 5.5 does not apply to**

5.6.1 the issue of shares that are fully paid up from the reserves of the Company to all Shareholders of the same class and in proportion to the number of shares held by each such Shareholder; nor

5.6.2 the consolidation or subdivision of shares.

5.7 **Amount Owing on Issue of Shares**

Where money or other consideration is due to the Company on shares in accordance with their terms of issue, such an amount does not comprise a call and no notice is required to be given to the holder or other person liable under the terms of issue in order for the Company to enforce payment of the amount due.

5.8 **Bonus Shares**

The Board may authorise the allotment to Shareholders of shares issued as fully or partly paid up from the assets of the Company.

5.9 **Company Paying up Partly Paid Shares**

Subject to the Distribution meeting the Solvency Test and to section 47(3) of the Act, the Board may authorise the payment from the assets of the Company any amount unpaid on shares already issued by the Company.

6.0 **COMPANY MAY ACQUIRE ITS OWN SHARES**

6.1 **Purchase of Own Shares**

The Company may purchase or otherwise acquire its own shares in accordance with the Act.

The Company may hold shares acquired in accordance with sections 67A to 67C of the Act.

7.0 **REDEMPTION OF SHARES**

7.1 **Power to Redeem**

The Company may, pursuant to its terms of issue, redeem any share which is issued as redeemable.

7.2 **Cancellation of Shares Redeemed**

Shares that are redeemed by the Company are deemed to be cancelled immediately on redemption.

8

8.0   TRANSFER OF SHARES

8.1   **Shareholder May Transfer Shares**

A Shareholder may transfer shares, subject to clause 8.2.

8.2   **Board's right to refuse registration of transfer**

8.2.1   The Board may, within 30 Working Days of the receipt of a transfer of shares, refuse or delay the registration of the transfer if the Board considers that it is not in the best interests of the Company to register the transfer.

8.2.2   A resolution of the Board to refuse or delay a transfer of shares must set out in full the reason for doing so, and a copy of the resolution must be sent to the transferor and transferee within five Working Days of the date of the resolution being passed.

8.3   **Form of Transfer**

8.3.1   Every form of transfer shall be in any usual common form or other form which the Board may approve and shall be executed by or on behalf of the transferor to the satisfaction of the Board. If a share is not fully paid up, the form of transfer (or a separate transferee's acceptance document in any usual form or common form or other form which the Board may approve) shall also be executed by or on behalf of the transferee to the satisfaction of the Board.

8.4   **Transferor Holder Until Transferee Registered**

The transferor shall remain the holder of the share until the name of the transferee is entered in the Share Register.

8.5   **Registration of Transfer**

Subject to clause 8.3, on receipt of a duly completed form of transfer the Company must enter the name of the transferee on the Share Register as holder of the shares unless the Board has resolved in accordance with clause 8.2 to refuse or delay the transfer of the shares.

9.0   DISTRIBUTION TO SHAREHOLDERS

9.1   **Satisfaction of Solvency Test**

The Board, if it is satisfied on reasonable grounds that the Company will immediately after the Distribution satisfy the Solvency Test, may authorise a Distribution at a time, and of an amount, and to any Shareholders it determines and otherwise than in accordance with the terms of issue.

9.2   **No Interest on Distribution**

No Distribution shall bear interest against the Company.

9

9.3   **Deductions from Distribution**

The Board may deduct from any Distribution payable to a shareholder all such money as may be due from that Shareholder to the Company on account of:

9.3.1   unpaid calls and instalments and any interest payable on such amounts in respect of shares for which the Distribution is being paid; and

9.3.2   such amounts as the Company may be called upon by law to pay in respect of those shares including withholding and other taxes.

10.0   NOTICES AND INFORMATION FOR SHAREHOLDERS

10.1   **Notices, Reports, Financial**

Shareholders of all Classes shall be entitled to attend meetings of Shareholders and to receive copies of all notices, reports and financial statements issued by the Company to holders of securities carrying votes.

10.2   **Shareholders may request Information**

10.2.1   A Shareholder may at any time make a written request for information held by the Company.

10.2.2   A Shareholder may question, discuss and comment on the management of the Company at a meeting of Shareholders.

11.0   MEETINGS OF SHAREHOLDERS

11.1   **Proceedings at Meetings**

The provisions of the first schedule to the Act shall govern the proceedings at meetings of Shareholders.

12.0   POWERS AND DUTIES OF THE BOARD

12.1   **Management by the Board**

The business and affairs of the Company shall be managed by, or under the direction or supervision of, the Board.

12.1.1   The Board has all the powers necessary for managing and for directing and supervising the management of the business and affairs of the Company.

12.1.2   The Board may delegate its powers in accordance with the Act.

12.1.3   The Board will, at all times, act in the best interests of the Shareholders.

12.2 Director duties

Subject always to the provisions of the ~~Companies Act 1993~~Act, as the Company is a wholly-owned subsidiary, a Director shall (even when exercising powers or performing duties as a Director), act in a manner which he or she believes is in the best interests of its Shareholders, even though it may not be in the best interests of the Company.

12.3 Delegation by Board

The Board may delegate to a committee of Directors, a Director, or an employee of the Company any one or more of its powers, other than the powers referred to in the second schedule to the Act.

13.0 APPOINTMENT AND REMOVAL OF DIRECTORS

13.1 Directors are appointed and removed according to the InternetNZ Directors' Policy.

13.2 Number of Directors

The number of Directors shall be three, comprising two independent Directors and the person holding the position for the time being of CEO of InternetNZ, who shall be the Chair of Directors. ~~The number of Directors shall ordinarily be between four and six at the discretion of the Shareholder.~~

13.3 First Directors

The first Directors of the Company are the persons named as the Directors in the application for registration of the Company.

13.4 Appointment and Removal by Notice

13.4.1 The Directors are the persons appointed from time to time as Directors by a notice in writing signed by the Shareholders and who have not been removed, resigned or disqualified from office under this Constitution.

13.4.2 A Director may be removed from office at any time by notice in writing signed by the shareholder.

13.4.3 A notice given under 13.3.1 or 13.3.2 takes effect upon receipt of it (including receipt of a facsimile copy) at the registered office of the Company, unless the notice specifies a later time at which the notice will take effect. The notice may comprise one or more similar documents separately signed by the Shareholder.

13.4.4 A Director holds office until his or her retirement, disqualification or removal in accordance with this Constitution.

11

13.5 **Appointment and Removal of Directors by Resolution**

13.5.1 A Director may also be appointed or removed from office by an Ordinary Resolution.

13.5.2 A resolution to appoint two or more Directors may be voted on as one resolution without each appointment being voted on individually.

13.6 **Disqualification and Removal**

The office of Director is vacated if the person holding that office:

13.6.1 is removed from office in accordance with the Act or under clauses 13.3 or 13.4;

13.6.2 resigns in writing;

13.6.3 becomes disqualified from being a director pursuant to the Act;

13.6.4 dies;

13.6.5 becomes a protected person under the Protection of Personal and Property Rights Act 1988; or

13.6.6 is an undischarged bankrupt;

13.6.7 is disqualified from being an officer of a charitable entity under section 16(2) of the Charities Act 2005; or

13.6.8 reaches the expiry of their term of appointment as defined in the InternetNZ Directors' Policy.

13.7 **Resignation**

A Director may resign office by signing a written notice of resignation and delivering it to the Company. The notice takes effect upon the later of the receipt of it at the registered office of the Company (including receipt of a facsimile copy), (where InternetNZ is a Shareholder) receipt of a copy of such notice at its registered office or by its President, and at any later time specified by notice.

13.8 **Qualification of Director**

A director shall not hold shares, but is required to be a member of InternetNZ.

14.0 PROCEEDINGS OF THE BOARD

14.1 **Proceedings and Powers of the Board**

14.1.1 A meeting of the Board may be held either:

12

14.1.1.1 By a number of Directors sufficient to form a quorum, being assembled together at the place, date, and time appointed for the meetings, or

14.1.1.2 By means of audio, or audio and visual communication by which all the directors participating in the meeting and constituting a quorum, can simultaneously hear each other throughout the meeting.

14.1.2 Where a meeting of the Board is held pursuant to clause 14.1.1.2, at the commencement of the meeting each Director participating must acknowledge his or her presence to all the other Directors participating. A Director may not leave the meeting by disconnecting his or her means of communication unless he or she has previously obtained the express consent of the chairperson.

14.2 For the purposes of clause 14.1.1 a quorum for a meeting of the Board is a majority of the Directors.

14.3 The provisions of the Third Schedule to the Act shall govern the proceedings of the Board, subject to clause 14.1.

15.0 REMUNERATION AND OTHER BENEFITS OF DIRECTORS

15.1 As a restriction to the powers conferred on the Board by the Act, the Board may only authorise the payment of remuneration or the provision of other benefits by the Company to a Director:

15.1.1 For services as a Director;

15.1.2 Where the payment is reasonable;

15.1.3 Where the relevant action has been approved by written notice signed by the Shareholders; and

15.1.4 Where that payment is consistent with the InternetNZ Directors' Policy.

15.2 The Director who is interested in the transaction referred to at clause may not:

15.2.1 Vote on a matter relating to the transaction; or

15.2.2 Sign a document relating to the transaction on behalf of the Company;

however that Director may, subject to the consent of the other Directors, attend or continue attendance at a meeting of the Directors at which a matter relating to the transaction is discussed provided that the Director is not included among the Directors present at the meeting for the purpose of a quorum.

15.3 Clause 15.1 does not prevent a Director being reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers as a Director of the Company, provided that the expenses incurred

13

are not more than would be incurred for such reasonable expenses in a normal commercial transaction.

16.0   PECUNIARY PROFIT

16.1   In carrying on business under this Constitution no benefit, advantage or income shall be afforded to, or received, gained, achieved or derived by any Director, Related Person or person having control where that person, in his or her capacity as a Director, Related Person or person having control, is able in any way (whether directly or indirectly) to determine, or to materially influence the determination of:

16.1.1 The nature or amount of that benefit, advantage or income; or

16.1.2 The circumstances in which that benefit, advantage or income is, or is to be, so afforded, received, gained, achieved or derived.

16.2   A person, who is in the course of, and as part of the carrying on of his or her business of a professional public practice, shall not, by reason only of him or her rendering professional services to the Company, be in breach of the terms of this clause 16.

17.0   INDEMNITY AND INSURANCE

17.1   **Indemnity of Directors and Employees**

The Company shall indemnify every Director and employee of the Company and every wholly-owned subsidiary (and indemnify any Director or employee of a related company) in respect of:

17.1.1 any costs incurred by him or her in any proceedings:

17.1.1.1   that relates to liability for any act or omission in his or her capacity as a Director or employee; and

17.1.1.2   in which judgment is given in his or her favour, or in which he or she is acquitted, or which it is discontinued;

17.1.2 liability to any person other than the Company or related Company for any act or omission in his or her capacity as a Director or employee; and

17.1.3 costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability,

not being criminal liability or liability in respect of a breach, in the case of the Director, of the duty specified in Section 131 of the Act, or in the case of an employee, of any fiduciary duty owed to the Company or a related company.

14

17.2 **Insurance Against Liability**

The Company may, with the prior approval of the Board, effect insurance for a Director or employee of the Company or related company in respect of:

17.2.1 liability, not being criminal liability, for any act or omission in any Director's or employee's capacity as a Director or employee;

17.2.2 costs incurred by that Director or employee in defending or settling any claim or proceeding relating to any such liability; or

17.2.3 costs incurred by that Director or employee in defending any criminal proceedings in which he or she is acquitted.

17.3 **Definitions**

For the purpose of this clause 17, the words "Director", "effect insurance", "employee", "indemnify" and "indemnity" shall have the respective meanings given to them in section 162(9) of the Act.

18.0 LIQUIDATION

18.1 **Distribution of Surplus Assets**

Subject to the terms of issue of any shares, on the liquidation of the Company, any assets of the Company remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be distributed to the Shareholders in proportion to their shareholding.

18.2 **Distribution in Specie**

Upon the liquidation of the Company, the liquidator may with the sanction of an Ordinary Resolution and any other sanction required by law, distribute the assets to the Shareholders. The liquidator may, with the like sanction, vest the whole or any part of any such assets in trustees upon such trust for the benefit of the Shareholder as the liquidator thinks fit (but so that no Shareholders shall be compelled to accept any shares or other securities whereon there is any liability).

19.0 NOTICE

19.1 In addition to any other means of notice authorised by the Act or recognised at law, a notice is deemed duly served in the following circumstances:

19.1.1 Upon a Director, if served at the place of residence of such Director, or at his or her last known place of residence, employment or business;

19.1.2 Upon Shareholders at their address as shown on the share register and in the case of InternetNZ, at its registered office or served upon its President.

and service may be effected by:

15

19.1.3 Leaving the notice at the premises where service is authorised with a person applying to have charge of such place or securely affixing such notice to or within such premises.

19.1.4 Transmitting a copy of the notice by facsimile or similar means to a receiving machine at the premises where a person or body may be served.

19.2 Any notice not delivered personally to the recipient shall be deemed served at the commencement of the business day next following the date in which the notice is left at or faxed to the appropriate premises, or at such earlier time as the recipient acknowledges.

19.3 Without limiting the ways in which InternetNZ may issue any notice, a notice of InternetNZ is sufficiently authorised if signed by the President of InternetNZ or someone to whom such President has authorised in writing to give such notice, notices of that particular class, or notices in general, or in the case of service by facsimile, is endorsed with a copy of such signature.

19.4 A recipient of any notice from InternetNZ shall not be entitled or obliged to enquire into the authority of the President for giving such notice. A recipient of a notice signed by a delegate of the President may only enquire into the authority of the delegate if a copy of the delegation authority is not exhibited to the notice and is not supplied in response to a request made by the recipient promptly after service.

This document is certified as the Constitution of Domain Name Commission Limited.

MRKR3923-507947.1

COUNCIL MEETING - February 2024

Enterprise Risk Management Update

ITEM NO: 3.2
AUTHOR: Catherine Fenwick, Tumutaumatua | GM Organisational
Performance
PURPOSE: Update the Council on emerging and changing Enterprise Risks

DATE WRITTEN: 29/1/2024

Introduction

This paper is prepared to provide an update to Council on any new or changes to significant organisational risks and provide an update on the Risk Management System.

Key Risk Insights

The following risks have been identified or have changed in likelihood or significance over the last quarter and are therefore under assessment. The Risk Leadership Team as per the policy have met and are currently assessing the following risks:

Technical workforce - There is a change in the environment (particularly with ISP's) that means there are less people trained in technical fields suitable for recruitment into INZ. This change leads to an organisational capacity risk - If INZ staffing capacity and workforce contingency plans do not keep track of operational needs, strategy, and stakeholder requirements, then there may be an impact to critical operations, missed delivery opportunities, failure to recruit well trained people, further staff turnover, and/or challenges in achieving INZ's strategy.

Sustainability - As other ccTLD's put in place carbon neutral strategies we increasingly stand out as not being in action on this, delays may impact our reputation within the Internet community, and our strategic goal to have a thriving .nz operation that is resilient and sustainable and as per our .nz strategic goals – to consistently reduce the carbon footprint of activities that directly "manufacture" our products, and offset against those we cannot eliminate.

.nz remaining Competitive - The emergence of new domain name registries or technological advancements in the industry may impact the market share or attractiveness of the .nz ccTLD. This is assessed as part of the .nz Product relevance Risk in the Enterprise Risk register - If there is a significant reduction in the perceived value and relevance of .nz domain names, impacting customer demand, market position, and overall revenue generation, then this would limit our ability to meet our strategic objectives or capacity to maintain .nz

Status as an authority on Internet issues - The new government have a very different approach to regulation than previous governments. In order to advocate for a safe, open and accessible internet we need to quickly build the relevance and trust in our voice on internet governance issues -If InternetNZ does not appropriately research or engage in internet policy then we may lose our status as an authority on internet issues.

Risk management system Update

We are tabling the Risk management policy today for approval. This has been reviewed and recommended by the Audit and Risk Committee to Council.

This revised Policy will support the continuous improvement to the risk practices of the organisation and allow greater visibility to all stakeholders.

The current Risk register is available to Council on https://risk.internetnz.nz/

Recommendation

THAT Council **approve** the revised Risk Management Policy

THAT Council **note** the new and emerging risk

GOVERNANCE POLICY

Risk Management Policy

Policy: Risk Management Policy
Version: 1.3-DRAFT
Date in force: February 2024
Planned Review: February 2026

Purpose

This policy aims to provide a risk management framework that ensures all significant risks associated with InternetNZ strategic objectives are effectively identified, assessed, and managed.

The framework enables us to help identify our key risks, i.e., those that, if realised, would result in one or more of the following:
- Impact the InternetNZ ability to maintain the security, stability, and resilience of the .nz domain name space.
- Impact the realisation of InternetNZ strategy.
- Significantly challenge the trust and confidence stakeholders place in InternetNZ.

Scope and Context

This policy applies to all InternetNZ employees, contractors and governors and encompasses internal operations and externally contracted functions.

'Risk', within this policy, is defined as any adverse condition or event that could negatively impact the success of our services or activities. This includes, but is not limited to:
- Continuity planning - where risks primarily concern the availability of critical business functions and services.
- Security - where risks pertain to the safety and integrity of the InternetNZ information and physical assets.
- Health and Safety - where risks include workplace accidents, non-compliance with safety regulations, and potential employee health hazards.

To facilitate the application of this policy across different levels of risk in the organisation, we have established three roles for risk governance. In the context of key InternetNZ risks, these roles are documented in Appendix 3:

- **Risk Leadership Team**: Leaders directing risk management strategy and priorities, integrating risk management into organisational processes.
- **Risk Governance Committee**: This group oversees risk management activities, ensures compliance, and reviews risk mitigation efforts.
- **Risk Oversight Board**: The top-level body responsible for overarching risk oversight, aligning risk management with organisational goals and providing strategic guidance.

Recognising that risk is an inherent aspect of our activities, this policy aims not to eliminate risks but to effectively identify, assess, and manage them. The approach focuses on risks that impact our strategic objectives, offering a framework to enable the organisation to capitalise on opportunities while minimising threats.

Key Objectives

InternetNZ Group's risk management objectives are to:

- Develop a "risk aware" culture that encourages personnel to identify risks and opportunities in a planned and coordinated manner and to respond to them with cost-effective actions;

- Ensure continuity for critical operations by anticipating and managing risks that could cause major disruptions.
- Assure stakeholders that an effective risk management programme is in place.

Framework for Managing Risk

The Risk Management Framework comprises of four key components:

Risk Identification

The identification stage helps the organisation identify current and emerging risks and where they sit within the risk matrix through:

- Discovery of potential risks:
  - Surveillance of the operational and external environment.
  - Gathering insights from stakeholders.
  - Analysing data and trends to anticipate future risks.
  - Conducting focused sessions to identify and evaluate risks.
  - Reviewing industry reports, conferences and best practices to understand risks similar organisations face locally and globally.
- Running an initial triage of the risk to:
  - Assess initial likelihood and severity.

- ○ Assess the need for an out-of-cycle review.
- Capturing these in the risk register for further analysis.

While the Risk Leadership Team is primarily responsible for risk identification, we expect everyone across the InternetNZ to raise actual or potential risks they identify for consideration.

Risk Assessment and Analysis

Following identification, the risk assessment stage focuses on a more detailed evaluation of each risk in the risk register, including:

- Clear articulation, ensuring the information is understandable and valuable for relevant stakeholders.
- Streamlining and distinguishing risks by ensuring each risk is sufficiently distinct while avoiding overly broad risks that hinder effective assessment and mitigation.
- Categorisation of risks based on likelihood and severity, ensuring alignment with our established criteria detailed in Appendices 1 and 2, wherever feasible. This approach:
  - ○ Enables consistent assessment
  - ○ Helps identify risk mitigation strategies proportionate to these risks' potential impact and probability.
  - ○ Supports comparative analysis.

Effective assessment and analysis should enable risk to serve as a strategic management tool, supporting:

- ○ The Risk Governance Committee and Risk Oversight Board in establishing risk appetite, risk likelihood, and tolerance criteria.
- ○ InternetNZ in achieving strategic objectives and maintaining critical infrastructure rather than acting as an exercise in compliance.

The Risk Leadership Team is responsible for a consistent risk assessment and analysis approach, sourcing expertise across the organisation to provide necessary context.

Risk Controls and Response

The risk control and response stage manages controls and responses for identified risks through:

- Development of controls/mitigations for each identified risk, tailored to likelihood and impact.
- Assessment of control implementation status and effectiveness, ensuring this is captured alongside each control.
- Strategic allocation of resources to address high-priority risks.
- Continuous monitoring and adjustment of mitigation strategies to ensure ongoing effectiveness and relevance.

The Risk Leadership Team is responsible for ensuring the availability of necessary information to facilitate effective controls and mitigations and for strategically allocating resources to operationally manage these risks.

Reporting and Review

The reporting and Review stage establishes a process for reporting risk management activities and facilitating periodic reviews:

- InternetNZ staff will provide the Risk Governance Committee and Risk Oversight Board access to the Risk Register's high-level reporting interface and supply snapshots at specific points in time for documentation purposes.
- InternetNZ staff will schedule routine reviews with the Risk Governance Committee or Risk Oversight Board to assess the effectiveness of the risk management approach and risk register.
- InternetNZ staff will identify any critical information that requires the attention of the Risk Governance Committee or the Risk Oversight Board following the risk assessment. This information is likely to include:
    - Identification of new risks and mitigation of prior risks reported.
    - Risks that have changed, for example, increased from moderate to extreme.
    - Identification of key groups of risks and the broad controls in place for these.
- The Risk Leadership Team and Risk Governance Committee are jointly responsible for bringing specific areas of concern to the attention of the Risk Oversight Board.

Review of Policy

The Council will review this policy every two years per the protocol for reviewing all policies.

Appendix 1 - InternetNZ Likelihood Criteria

Category	Rare	Unlikely	Possible	Likely	Almost Certain
Definition	The consequence would occur only in exceptional circumstances, eg less than 1% chance of occurring in the next 24 months.	The consequence is unlikely to occur in most circumstances, eg 1% - 30% chance of occurring in the next 24 months.	The consequence could conceivably occur in some circumstances, eg 30% - 60% chance of occurring in the next 24 months.	The consequence has a reasonably high chance of occurring in many circumstances, eg 60% - 80% chance of occurring in the next 24 months.	The consequence is expected to occur in most circumstances, eg 80% + chance of occurring in the next 24 months.

Appendix 2 - InternetNZ Risk Tolerance Criteria

Category	Insignificant	Minor	Moderate	Major	Extreme
Strategic	• Minor complaints about INZ's or DNC's capability, service delivery or infrastructure	• An aspect of INZ's or DNC's capability, service delivery or infrastructure is deemed unsuitable • Minor impact on growth of new .nz registrations	• A noticeable aspect of capability, service delivery or infrastructure are deemed unsuitable • Multiple years of declining .nz domains (<10%)	• Multiple years of declining .nz domains (10–20%) • Failure to deliver strategic objectives and key operational objectives • Failure to maintain the security, stability and resilience of .nz	• InternetNZ deemed unsuitable to manage the domain name registry • Multiple years of declining .nz domains (>20%)
Service	• Short unplanned outage of registry up 4 hours • Minor localised environmental event resulting in lack of access to files and facilities for less than one day	• Unplanned registry outage between 4 to 12 hours • Temporary loss of access to office premises and facilities for up to two days. • Temporary loss of one registry site for up to 2 days	• Unplanned outage to registry between 12 to 24 hours • Disruptions to .nz domain resolution for less than one day • Loss of access to office premises and facilities for up to 1 week.	• Unplanned registry outage between 1 day and 1 week • Disruptions to .nz domain resolution for 1–2 days • Data integrity problems affecting DNS and/or registry	• Registry unavailable for an extended period with no ability to restart as part of BCP • Total loss of .nz domain name resolution

Category	Insignificant	Minor	Moderate	Major	Extreme
Financial	• Less than $250,000 financial impact on performance of the organisation within one year.	• Between $250,000 to $500,000 financial impact on performance of the organisation within one year.	• Between $500,000 and $1,000,000 financial impact on performance of the organisation within one year.	• Between $1,000,000 to $2,000,000 financial impact on performance of the organisation within one year.	• Greater than $2,000,000 financial impact on performance of the organisation within one year.
External and Reputation	• Minor disagreements with stakeholders	• Relationship issues with key stakeholders cause delays to major decisions • Relationship issues with suppliers cause delays to major decisions or disruption to service • One-off negative media coverage	• Ongoing relationship issues that impact on achievement of objectives • Ongoing relationship issues with suppliers that impact on achievement of objectives • Significant one-off event or series of events resulting in sustained negative media coverage and perception	• Relentless/sustained reputation issue • Severe breakdown of relationships with suppliers resulting in changes in appointments • A one-off event or series of events that result in loss of confidence from one or more key stakeholders • A single key person being publicly replaced	• Public severance of relationships with suppliers • A number of key personnel (Council, Management or Representatives) replaced • Loss of government support possibly leading to withdrawal of mandate to operate .nz

Category	Insignificant	Minor	Moderate	Major	Extreme
Legal	• Isolated contractual disagreements with suppliers	• Significant contractual disagreement with suppliers	• Warrant to examine and/or copy records issued • Unexpected audit by a government department. • Litigation with one registrar	• Litigation with key suppliers • Injunction or legal action impedes ability to function normally • Key equipment and/or files are removed by court order	• Litigation with the government • Injunction freezes assets or operations
People	• Workplace incident with no injuries and no loss of work hours • Minor stress issues or dissatisfaction	• Workplace incident requiring First Aid or medical treatment and loss of work hours • Significant stress issues experienced by one staff member	• Prolonged loss of work hours • Significant injury • Significant stress issues affecting two or more staff members impacting ability to function	• One staff member lost without notice • Several staff lost with notice • Significant stress issues affecting two or more teams impacting ability to function • Office facilities shut down	• Workplace incident with life threatening injuries or loss of life • Majority of staff lost with/without notice • Significant stress issues affecting organisation impacting ability to function

Appendix 3 - InternetNZ Risk Governance Structures

Role	InternetNZ	DNCL
Risk Leadership Team	Te Kāhui Tumu (TKT)	
Risk Governance Committee	Audit and Risk Committee	DNCL Board
Risk Oversight Board	InternetNZ Council	

COUNCIL - February 2024

President Report

AUTHOR: Joy Liddicoat, President

PURPOSE: To provide a report back to Council on the President's activities
                 from October 2023 to January 2024

.nz

Council held its annual .nz strategy day on 30 November. The purpose was to give
.nz strategy a full focus and ensure we are up to date with latest developments
and, if necessary, consider changes. In 2024 we will once again involve the local
Internet community in multi-stakeholder processes for .nz rule making. I am
determined that Council will see this underway before my term ends in July.

Council formally received the independent review of the DNSSEC chain validation
issue in December and agreed to implementation of 11 key recommendations.
Council must ensure proper business investment in .nz and this has been a focus
in the preparation of budget scenarios for Council's February meeting.

Membership and Engagement

Turnout at member meetings in December was very pleasing, with a good cross
section attending. In December, the Chief Executive announced dates for Nethui
2024, marking a significant milestone in our new strategic direction. I continue to
be in touch with members about a variety of issues including the Domain Name
Commission and other matters.

Governance

In December I advised Council that I would not be seeking re-election when my
term ends at the 2024 AGM. Making my decision known now will give plenty of
time for Council and members to consider what they want in their Council
leadership.

Council can appoint up to two independent directors in addition to elected
Councillors. Before doing so, Councillors complete a skills and diversity survey, the
results of which help identify the particular things which may be needed to
supplement Council membership. The terms of our two independent directors,
Whetu Fala and Anthony Bow, end soon and a review and recruitment process will
therefore commence in the coming months.

QUARTERLY REPORTING

REPORT ON Q3 2023/24

Introduction from Tumu Whakarae

Kia ora,

The purpose of this report is to summarise the delivery of our strategic plan as measured through the annual strategic goals, and highlight the key metrics that matter to the ongoing health of our organisation.

October to December 2023 demonstrated strong momentum for InternetNZ in achieving key strategic goals. Within Te Pu ni Whakawhānaki Rawa - Customer and Product Group, we achieved two significant milestones. The first was working with Council on the new three year product strategy. This sets out an approach to .nz future planning, new business revenue and .nz rules development that we will be implementing over the next three years. This piece of work introduces a key part of the 2025-2027 strategic direction. You will see our strategic measures for the 24/25 year, introducing 'thriving, sustainable and resilient' as criteria to mark progress in the development of the .nz business.

We also completed the first phase of our Hardware Security Modules (HSM) project, deploying new HSM hardware to data centres in early December. With this deployment we have moved to the integration and testing phase of associated software. The outcome of this second phase will be the complete rebuild of the DNSSEC pipeline, reproducing the current production DNSSEC pipeline with a modern refreshed hardware and software system, enabling phase three, the cutover between the old and the new.

Over this year we have tested the interest from the Māori community in working with us and received feedback on how to align with Te Ao Māori in relation to the internet. The difference in partnerships in development and grants received by Māori tell us we can be relevant, easy to work with and a strong partner for Kaupapa Māori organisations.. This work strongly underlines the importance of a continuing

focus on centering Te Tiriti and although we continue to make progress on the recommendations of the O'Regan report, we need a broader approach to make a difference for Māori in accessing and using the internet in equitable ways.

Building momentum in Q3 on three important projects has been evident. NetHui 2024, constitutional review and .nz rules have all identified project plans and begun to engage the wider community and members over this Quarter.

Rei kura: treasured teeth - The focus of our action and mahi

Our plan for 2023-2025 includes nine key strategic goals. The status of our work is summarised below :

Goal 1 — A 3-6 year vision is developed for .nz and related registry products, that inform business decisions and future investment

<table>
<tr>
<td>The vision document for .nz and related registry products, is in place by Dec 2024</td>
<td colspan="3">The 2022/23 product strategy came to its conclusion at the end of the 2023 calendar year. Building on the successes of that product strategy, a new three year product strategy has been developed and was presented to Council in December. The new product strategy has been based on the extensive market research carried out across 2023, as well as qualified opportunities that have emerged from our market and international engagement. This new product strategy places a renewed focus on delivering a thriving operation that is resilient and sustainable.</td>
</tr>
<tr>
<td rowspan="3">Service Availability</td>
<td></td>
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<tr>
<td>**October**</td>
<td>**November**</td>
<td>**December**</td>
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</table>

	October	November	December
DNS	100.00%	100.00%	100.00%
Registry (EPP)	100.00%	100.00%	100.00%

Registry (Portal)	100.00%	100.00%	100.00%
WHOIS (Port 43)	100.00%	99.84%*	100.00%

*Due to maintenance window not configured accurately in monitoring system

Goal 2 - Grow the volume of registrars in our channel and Revenue growth year on year.

Registrar Growth	As at the end of the reporting period:
	● There were 72 individual .nz authorised registrars as at the end of the reporting period. Two registrars were offboarded, which has reduced the number to 72 from 74.
	● There were 2 applying registrars with active applications in process to become .nz authorised.
	● There were 4 registrars undertaking the testing process that if successful, would result in them becoming fully authorised. This is an increase of one from the previous period. It is expected that two of these registrars will go into production in the next quarter.

Revenue - Growth							
		Oct 22	**Oct 23**	**Nov 22**	**Nov 23**	**Dec 22**	**Dec 23**
	Creates	8795	7033	8310	8312	6195	6219
	Renews	83722	55295	61965	59881	36878	37709
	Cancels	10777	14779	8075	12113	7808	9006
	Uncancels	2579	2805	2050	2565	2012	1846
	DUM*	750,731	747,930	752,656	746,636	752,889	745,623

	Domains Under Management **Note:** Although there are additional factors in the downward trend of domains under management, it is a regular seasonal occurrence to observe a downward trend in the last quarter of the calendar year.

Goal 3 - Engaging in regional ccTLD collaboration and support, including advocating for ccTLD sovereignty for Pacific islands

Two Pacific countries are supported towards ccTLD sovereignty and/or independence in registry management	In November, our Tumuwhanake attended a gathering of Pacific Island ccTLDs in Hamburg at the ICANN78 meeting. The gathering was built on the momentum from similar meetings held earlier in the year, in an effort to create an ongoing forum for sharing knowledge and resources for ccTLDs across Oceania. Moving into 2024, it is expected that this group will develop a more formal structure for collaboration and support. As reported in the previous quarterly report, InternetNZ has ongoing engagement with two pacific island nations regarding the operation of their ccTLDs. This collaborative work continues, however in December the relationship with one of the ccTLDs deepened significantly and will become an important progress indicator for this strategic goal.

Goal 4 - Make changes within InternetNZ toward ending racism and becoming Te Tiriti o Waitangi centric

Share progress made with the Māori Internet Community, staff and stakeholders on SRR recommendations March 2024.	Q3 progress report. SRR Q3 2023/24 Recommendations Progress Update

Increase the percentage of funding given to partners who work within a 'by Māori, for Māori' approach by 10% year on year over next 3 years.	To support 'by Māori, for Māori' approaches, we are in discussion and co-designing with two place-based Māori organisations to discuss 2-year reciprocal partnership opportunities. These might include development of a community incubator model, supporting expansion of existing mahi, participatory grants within their ecosystem, and INZ utilising their hubs to support our community engagement activities. Both phases of the one-off funding for mis/disinformation projects saw overall a high percentage of kaupapa Māori organisations funded.

Goal 5 - Maintaining the Domain Name Commission

The Domain Name Commission carries out its functions under the Operating Agreement	[Link to DNC Q3 Report](#)

Goal 6 - Design and implement an approach to collaboration, and partnering toward an internet that benefits everyone

Protocol to guide collaboration and partnering is consulted and published by October 2023.	Collaboration and engagement approaches are being tailored to particular audiences and deliverables (ie, Constitution Review, NetHui) using stakeholder mapping, and leveraging existing community relationships.
Membership Plan is consulted and published by 1st April 2024.	A membership engagement plan is in development and includes reviewing options to replace the current CiviCRM platform which now has limited technical support. We expect a draft plan to be consulted on with members and finalised over Feb-Mar 2024.
.nz rules development has input from members and the wider community.	The priorities for the 2024 .nz rules review program were discussed with staff and the .nz advisory Committee in Q3 and were also discussed at the December 2023 members' meeting. It is planned that the consultation on the conflicted names moves to implementation in April 2024 with all affected parties in the conflict sets receiving an invitation to provide feedback on the management of conflicted names. Once that

	feedback is reviewed a decision will be taken about the next stage of consultation on the management of conflicted names.
Internet Governance Strategy and approach is in place for InternetNZ Group by Quarter 4 23/24	Participation at Asia Pacific regional Internet Governance Forum and the global Internet Governance Forum 2023 set up the InternetNZ team to develop an Internet Governance approach that was articulated to and discussed with Council in December 2023. Next steps are for each team involved in Internet Governance to develop work plans for 2024/25. For example, public policy agenda and topics are in development, and feedback will be sought from members and community partners in March 2024.

Goal 7 - Modernise the InternetNZ Constitution to reflect legal requirements and being Te Tiriti centric organisation

Project Plan is documented and milestones reported on over the next two years Members have multiple opportunities to be involved in the process and development of proposed constitutional changes. Legal requirements are met Membership demographics are reported on.	The fundamentals of the project plan are in place, with the first report expected in February. The programme document is a living document that is able to be revised as we do more learning. As part of the project plan, there are key Design Principles which will guide the process, particularly decision making. We are heading into an intensive engagement phase of the project, and with the Community Advisor on board planning is underway on best approaches to member engagement. No specific progress on this apart from work to plan needs of this current 90-days period. Membership demographics are unable to be collected currently, but can be implemented through the exploration of membership platform options (see Goal 6)

Goal 8 - Diversify the membership base

Targets are reported on including increasing the number of Māori members by 50 individual and 5 organisational members per year over the next 2 years	The project to identify an appropriate membership platform to support members has been underway. Once a selection is made adding ethnicity data to that collected by new members will help us identify and support members including Māori members. Engagement in 2024 on NetHui and the Constitution reform provide opportunities to engage the wider internet community on the benefits of becoming members. These will be underpinned by the Membership Engagement Plan (see Goal 6).

Goal 9 - Mana Whakahaere processes are developed to achieve codesign with Māori for SRR recommendations 5&6 with Te Komiti Whakauru Māori (TKWM) and external parties

Mana Whakahaere process through Te Komiti Whakauru Māori (TKWM) recommends to Council changes to the Constitution that support Māori members equal right to stand and be elected to Council	Engagement plans are being developed to begin engagement works based on the relationships with Iwi, Hapū, and whānau as formed in Q2. This Q3 will focus on engagement and consultation work that is required to seek input into constitutional reform, internet governance, and .nz rules.

Product Strategy 2024-2026

AUTHOR: Tim Johnson, Tumuwhanake
PURPOSE: To present a draft product strategy to Council
DATE WRITTEN: November 2023

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	InternetNZ Strategy 2022-2025: Our purpose We are the home of .nz, and we work for an Internet that benefits all of Aotearoa. Success looks like: ● Sales. ● Infrastructure stability and reliability. ● Innovative uses. ● Policy up to date and tackling harm. ● Public and customer perceptions of value
Te Tiriti o Waitangi	InternetNZ's first initiative toward sustainability through carbon neutral DNS. Developing a model that includes Māori approaches to sustainability We will establish an internship programme focusing on Māori and Pasifika rangatahi to create capacity within New Zealand for expertise in DNS and the technological aspects of Internet Governance

Background

A previous INZ strategy focussed on creating a diverse portfolio of products in order to diversify revenue in the face of declining domain growth. While these products were aligned with the internet in a broad sense this effort was not successful.

The covid-19 pandemic saw an uptick in domain registrations, however this has not continued, with the trend returning to a pre-pandemic trajectory.

The August 2022 strategy was focussed on three principles—regroup, rebuild, re-engage—these being intended to refocus the team in a post-Mimosa world.

A good strategy ensures focus; we will make deliberate choices and agree where and how to operate in order to be successful. This also defines (by omission) what we will not do. Of the things we decide to do, these must be prioritised. It is not possible to work on everything at once, nor is it desirable to do so.

How to be successful is fundamentally a question of what choices we make in order to differentiate ourselves from our competitors and achieve our vision. Therefore, this strategy is an integrative set of choices that intends to position the organisation in the market/s of our choice in a way that InternetNZ wins.

What is Product at InternetNZ

At the early stages of this strategy development, some time was spent discussing the concept of 'product' by focussing on a key question: is .nz the product or is it wider, and if so, how wide? Does it include the entire portfolio of products, or just .nz?

In the interests of simplicity and focus, we decided to exclude the broadband map and NTP (Network Time Protocol) service from this strategy - neither of these services are considered commercial endeavours.

The broadband map is the last of the products developed under a pre-covid strategy, and this has a separate (and similar) piece of work strategic planning underway to determine next steps.

The NTP network is key infrastructure, but does not need a strategy in the traditional sense, being niche and fixed in scope. This is not something we want to, or need to grow. It is simply a necessary byproduct of our other infrastructure operations.

That being the case, product at Internet NZ currently encompasses:

- Registry services
- Authoritative DNS
- Domain name policy development

Regulation rests within DNCL, and is outside the scope of this strategy.

It was considered to make .nz the main product, but as the reader will see from the strategy below, a higher level view makes more sense if we want to diversify revenue based only on things we currently do.

Key Drivers

The following factors are primary considerations for forming the strategy. These are the key issues that should be agreed to be addressed by the business, and therefore this product strategy:

Finances

- Greater income stability and resilience
- Increase the amount we can use to fund the purposes of our org

Registry

- Organic registration growth slowing or potentially declining
- Technical and operational resilience, reliability and stability
- Domain name holder's interests are protected
- Care for our environment and the impact our products have

Registrars

- Growth and diversity of registrars in a consolidating industry
- Deepening our relationships with registrars
- Proactive support and value creation for registrars and for internal

Technical Community / Internet Community

- Māori language revitalization and retention
- Strengthening our relationships and connections with:
    - The New Zealand technical community
    - The international technical and ccTLD community
    - The regional ccTLD community, particularly the pacific

General

- Te Puni Whakawhanake Rawa | Customer and Product is being reactive instead of proactive
- Limited talent pipeline / pathways for rangatahi into our Internet Governance work, resulting in skills shortage in the DNS technical specialty
- Outdated / irrelevant data strategy to support insights and value generation
- There are constraints on commercial innovation and development that are rooted in .nz rules and principles

The Constraints

This strategy acknowledges certain constraints. Some of these are applied by design, others are environmental and will limit the ability of the strategy to be successful. We can overcome these, or choose to live with them.

Accepted constraints

By design, Internet NZ is restricted to being a wholesaler of domain names and DNS services. We do not, and will not, offer retail services.

Limiting constraints

A significant factor limiting the delivery of a new strategy is the need to complete the post-project wash up from the implementation of the new registry platform.

The workarounds that stem from this work not being completed have had a flow on effect to BAU operations, and have limited time for training and professional development both on the new platform, and in general. This can be summarised as saying there is technical and business process debt that needs to be reduced.

The team is currently operating near 100% capacity. Without any slack in the system, teams are less effective and queuing times grow. There is a feeling (and a reality) that things take too long, and that we are not making headway. These constraints are addressed by 2023 budget investments still being implemented but the fact of resource constraints will remain.

It is clear that some .nz rules limit business innovation and commercial development within the .nz space. Similarly, there is a lack of clarity whether the TLD principles are still applicable and whether these principles are fit for purpose.

Our Vision

To provide Te Tiriti centric and carbon neutral wholesale domain services, authoritative DNS and a relevant and robust policy framework that reflects a world class ccTLD.

As we build on our 2022 strategy of 'regroup, rebuild and re-engage,' we move into a three year strategy to achieve a **thriving** operation that is **resilient** and **sustainable**. Thriving, resilient and sustainable will become the key headings for our success criteria as well as naming the focus and intent of the .nz strategy

Our aim in doing this is that .nz remains the trusted domain of choice for all New Zealanders. With stable and targeted growth of .nz domain names at our core, we can pursue new ways to commercialise our existing services and increase our surplus. This enables increasing capability for the overall purpose and values of Ipurangi Aotearoa | InternetNZ.

This approach enhances and strengthens our .nz registry operation, creates a vibrant and cohesive team culture, provides opportunities for staff while creating the opportunity for more capacity and revenue, built on our core capabilities.

Our Services

This strategy defines what services we will offer. The following services can be collectively considered wholesale domain name services. They are in fact, in essence, what the entire end-to-end .nz service breaks down into.

Registry platform (InternetNZ Registry System). This is defined as the registry software and the environment of networks, hardware and systems that the software operates in. This also includes the necessary expertise required to maintain the platform.

Authoritative DNS. The public facing service that provides answers to end-user requests from the database (registry). It is a service that is distinct from the wholesale registry platform. The wholesale registry is the database**.** The Authoritative DNS also includes the necessary expertise required to maintain the system.

Registry business services. These are the associated business services that a registry operation requires. This includes registrar support, commercial strategy, compliance, account management, billing, marketing, etc.

Domain name policy. All registries will also require rules or domain name policies to define how the registry and its stakeholders participate - primarily the registrars and registrants.

The above four services are core to operating .nz and are certainly considered core competencies. They are however not unique to .nz and are needed to operate any kind of ccTLD (Country Code Top Level Domain) or gTLD (Generic Top Level Domain). It is very common globally for TLDs to outsource some or all of these four services to third party providers.

Having these capabilities within InternetNZ should be recognised as a genuine strength, providing benefit to our .nz operations, whilst also creating further market opportunities through commercialising these services in different ways.

Our Markets

This strategy defines in which markets we wish to apply our wholesale domain name services.

New Zealand

We will continue to provide, as our **first priority**, all four of the wholesale domain name services in New Zealand for .nz.

Regional ccTLDs

We will provide all four of the wholesale domain name services, on an *a la carte* basis, to neighbouring nations in the Pacific.

Global gTLDs

We will provide all four of the wholesale domain name services, on an *a la carte* basis, to select gTLDs on the basis of alignment with our values, and being cognisant of the revenue and effort required.

Antarctica

Access to the .aq ccTLD is restricted to entities that have a physical presence in Antarctica. Internet NZ is the technical operator of the registry and the DNS. The ccTLD Manager is the Antarctica Network Information Centre Limited. We will continue to provide a combination of wholesale domain name services to .aq.

Targets and Initiatives

The following table is a list of initiatives and target outcomes. These outcomes will be used to track our progress as we operationalise this strategy. The list of initiatives are not intended to be comprehensive, but is indicative of how the target outcomes will be achieved. These initiatives are what we are choosing to do, based on what we know now. As an agile organisation, this will be an evolving list based on evidence we discover in our chosen markets and service offerings.

1. World class registry service and DNS **Resilient** **Thriving**	
Initiatives	**Targets**
• Promoting te reo use within our technical and internet communities. • Develop a DNS abuse mitigation strategy, based on international best practice. • We will continue to proactively manage the Mimosa backlog, and allocate a timeframe for resolution. • Invest into DNS and monitoring infrastructure and continuous improvement of process. This includes our DNSSEC improvement work.	• 100% availability, for DNS • 99.9% availability, for registry services (excluding scheduled maintenance) • By 2024, a third "availability/validity" metric introduced for broader scoped DNS monitoring. • Relevant local and global event schedules mapped and prioritised, ensuring .nz representation for priority events either online or in person. • By 2025, all Mimosa backlog completed, removed or integrated into the general backlog. • Staff are proud to work in .nz ccTLD and recognise their work as world class (staff survey)

2. Growth in .nz registrations and/or .nz derived revenue	**Thriving**

Initiatives	**Targets**
- Maintain 'always on' digital marketing and branding exercises. Ensuring that organic .nz growth, through quality registrations, is in line with the changing size of the addressable market. - Launch a version of [Registry Lock](#) (Lite) to the registrar market using a low price, high volume strategy. - Develop a framework for measuring how advertising and campaigns impact growth factors in the registry. - Conduct tactical advertising campaigns and co-marketing activities with registrars.	- Organic growth in .nz revenue of 1% (distinct from stimulated growth) - Stimulated growth of 15,000 .nz registrations in a 12 month period, attributable to campaigns. - By 2026, Registry Lock (Lite) revenue of $150k per annum 5% growth of registrars, with a specific focus on registrars that differentiate themselves in the market.

3. Environmental sustainability	**Sustainable**

Initiatives	**Targets**
- Take a leadership role in the organisation, adopting a framework and conduct an assessment on the size of our carbon footprint, for activities that directly "manufacture" our products (Product Lifecycle). - Using the adopted framework, we will consistently reduce the carbon footprint of activities that directly "manufacture" our products, and offset against those we cannot eliminate.	- By 2024, quantify the carbon footprint caused directly by the products we manufacture. - From 2025, introduce a 20% reduction per year of that carbon footprint. - By 2030, our manufacturing process will be carbon neutral.

4. Diversity of income through greater yield   **Resilient**

Initiatives	Targets
- We will diversify income, leveraging our core capabilities, to supplement .nz revenue and help build a stronger, more resilient operational environment. - Based on a successful 2024 experiment, further expand services into additional registries that meet the accepted criteria.	- By 2024, conduct a low risk experiment to diversify revenue - By 2026, provide services to at least 3 other registries - By 2026, diversified revenue sources will contribute between 1%-2% of overall revenue.

5. Robust domain name policy   **Sustainable** **Resilient** **Thriving**

- The .nz annual plan includes review of current rules, and development of new rules. - Multi Stakeholder processes are explored and experimented with to identify the best processes in the context of Aotearoa and Te Tiriti centric	- The .nz annual workplan is published to the NZ Internet Community each year .nz rules are fit for purpose and when a requirement emerges we have a clear process for timely action. - Clarity on future requirements for the .nz rules function within the organisation.

6. Investment into our people   **Sustainable** **Thriving**

Initiatives	Targets
- Emphasising Maori and Pacific, we will establish an internship programme to create capacity within New Zealand for expertise in DNS and the technological aspects of Internet Governance. - Complete an assessment of current and future resource and expertise requirements across Te Puni Whakawhanake Rawa, with ongoing review cycles.	- By 2025, an internship programme will be launched with two participating interns. - Staff retention rates meet or exceed that within the sector. - By 2024, adopt an 85% workload practice - Staff training and professional development budgets are being spent. - Opportunities for staff to engage with and showcase their work to ccTLDs both online and in person.

• Informed by best practice[1], pursuing balanced workload targets for staff, to ensure staff can participate in cross-org activities, upskilling opportunities, training and collaboration with our industry peers. • Supporting efforts for our ccTLD and industry relationships to be owned not just by individuals but also at a shared Puni level.	• Appointment of Product Infrastructure Manager by Q3/Q4 of current financial year.

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[1]

internetnz

COUNCIL MEETING - February 2024
Audit and Risk Committee

AUTHOR: Anjum Rahman
FOR: Audit and Risk Committee Report back to Council
REPORT: October 2023 to February 2024

Report back to Council

The Audit and Risk Committee held their meeting on 4 December 2023 and 12 December 2023.

The following Agenda items were discussed:

- The Committee has agreed to review one aspect of the internal control system annually, to ensure that we have a good understanding of the robustness of these processes. This meeting we reviewed the Accounts Payable process, and there was some useful discussion around procurement processes.

- We had a discussion on the Erikson Global presentation and the next steps for the investment process. The Committee recommends that work on the reserves policy be completed before the next stage, as this is a block to investing deferred income.

- The Committee has approved the work plan for the year. One part of the risk register would be reviewed at each meeting, with one meeting focused solely on risk management. Any substantial changes to the risk matrix would be brought to Council meetings.

- The Committee reviewed the Risk Management Policy, and noted the excellent work by Mike in putting this together. Some suggestions were made regarding wording and definitions, which staff will consider and will make the necessary adjustments.

- The revised Audit Findings Report was received and the discussion centred around the measures reported in the Statement of Service Performance. It is important that verifiable data is kept throughout the year for audit purposes.

Recommendations from the Name of Committee were made to Council:

- That the Council receive the revised Audit Findings Report

Recommendation

THAT Council receive report back from the Audit and Risk Committee.

2023-2024 INZ Audit and Risk (A&R) Committee Work Plan

TOR Responsibility	Activity	When	Meetings			
			Quarter			
			Q1 (Apr-Jun)	Q2 (Jul-Sept)	Q3 (Oct-Dec)	Q4 (Jan-Mar)
COUNCIL MEETINGS			TBC	20/09	22/11	TBC
COMMITTEE						
1.1 TOR and Work Plan	Review the A&R TOR to ensure appropriate responsibilities, access and reporting arrangements are in place.	Review TOR and Work plan.	Annually		✔	
1.2 Reporting to Council	A&R will, as often as necessary, report to the Council on its operation and activities during the year.	Chair of the AFI to present to Council at each Council meeting.	As required. (Refer to Council meeting dates above)	✔	✔	✔	✔
1.3 Governance Functions	Perform other governance functions as requested by Council	Adhoc functions as requested by Council, e.g., Mimosa Data migration and reporting audit, Consolidated reporting.	As required	✔	✔	✔	✔
RISK						
2.1 Monitoring	InternetNZ's risk governance structure, risk assessment and risk management practices and the guidelines, policies and processes for risk assessment and risk management.	Review of Policy and Tolerance levels	Annually			✔	
2.2 Maintaining	Oversight of the enterprise risk register; ensuring that risks are appropriately identified and assessed	Review of Enterprise Risk tool and register		✔	✔	✔	✔
2.3 Reviewing	The efficacy of risk treatments undertaken by management			✔	✔	✔	✔
2.4 Informing Council	Of significant matters or any emerging risks.	Recommendation to Council of Approver Tolerance	As required				
2.5 Risk tolerance criteria	Review risk tolerance criteria used by management, ensuring it is approved by Council		Annually		✔		
2.6 Legislative compliance.	Legislative compliance, including health and safety.	HSW reporting received and reviewed		✔	✔	✔	✔
2.7 Insurance Monitoring	Monitoring the adequacy of InternetNZ's insurances	Annual review of Insurance requirements and Policies	Annually				✔
2.8 Provision for risk-focused meeting	Risk Focus	Annual provide a solely risk-focused meeting	Annually			✔	

| TOR Responsibility	Activity	When	Meetings			
			Quarter			
			Q1 (Apr-Jun)	Q2 (Jul-Sept)	Q3 (Oct-Dec)	Q4 (Jan-Mar)
Internal Control						
3.1 Compliance and assurance	Assess the internal controls, oversight, monitoring and review of the financial systems. Review the adequacy of management of these risks, ensuring the Council is aware of all significant matters, as well as matters which may become significant (when appropriate).	Internal policies and procedures are reviewed by management, and the AFI is updated on any significant changes because of this activity.	Biennial (and as required)			✔
3.2 Financial-related controls	Consider how management ensures that financial financial-related controls are being managed as per the external annual audit questionnaire	Ensure segregation of duties within the finance team, controls around the treatment of fixed assets, and payroll controls.	Annually			✔
3.3 Financial Process reviews	Assurance that financial related controls are being managed as per the external annual audit questionnaire	Annual deep dive into a nominated section of the financial processes.	Annually		✔	
FINANCIAL REPORTING						
3.1 Annual financial statements and management REPRESENTATIONS	Review the annual and interim financial statements and determine whether they are complete and accurate and comply with appropriate accounting standards and legal requirements.	Ensure that all regulatory compliance matters have been considered in preparing the annual accounts.	Annually	✔		
		Review significant accounting and reporting issues and understand their impact on the financial statements.	Annually	✔		
		Focus on complex and unusual transactions - a transaction outside the normal course of business for the company or that otherwise appears unusual due to its timing, size, or nature. Review Financial Statements and recommend to Council for approval and signing	Annually	✔		✔
	Review Management representation letters and recommend signing to Council by Chair.	Review Management representation letter to Council and Council rep letter to Auditors recommend to Council for approval and signing.	Annually	✔		

TOR Responsibility	Activity	When	Meetings			
			Quarter			
			Q1 (Apr-Jun)	Q2 (Jul-Sept)	Q3 (Oct-Dec)	Q4 (Jan-Mar)
External Audit						
4.1 Auditor Appointment	Auditor appointment. Consult with auditors on annual audit scope. Review audit engagement letter and recommend to Council for the chair to sign.	Manage the re/appointment of external auditors and make recommendations to Council for approval at the AGM	Every 3 – 5 years and Annually for re-appointment at AGM			
4.2 Annual Audit	Review the audit scope and approach.	Review the external auditors proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed upon the audit scope. Complete Related Party Transaction declaration and Fraud Questionnaire	Annually	✔			
		Review the external audit engagement letter and recommend it to Council for the Chair to sign.	Annually	✔			
		Review the external auditors' Audit Finding Report, management letter, and responses, and submit them to Council for approval and signing.	Annually	✔			
		Review significant adjustments arising from the external audit.	Annually	✔			
		Understand whether internal control recommendations made by external auditors have been implemented.	Annually	✔			
Investment						
4.1 Select investment advisor(s)	Investment advisors and Fund manager assessment and recommendation process.		As required				
4.3 Statement Investment Policy Objectives (SIPO). Draft Investment Principles and tolerances.	Draft, review and revise the SIPO, Investments and Reserves policies. Draft investment principles and risk tolerances that guide investment decisions are recommended to Council for approval.		As required or (Five years)				

TOR Responsibility		Activity	When	Meetings			
				Quarter			
				Q1 (Apr-Jun)	Q2 (Jul-Sept)	Q3 (Oct-Dec)	Q4 (Jan-Mar)
4.4 Monitor and evaluate investment performance, service and cost.	Monitor the investment portfolio's long-term performance against the investment objective, ensuring compliance with the written investment policy.	Establish appropriate performance benchmarks for the investment managers and monitor and evaluate performance over relevant time horizon terms.	As required				
		Periodically review the fees paid and appraise value for money.	Biennial				
		Monitor the liquidity to ensure that the spending commitments can be met.	Biannual			✔	
		Monitor the performance and formally review the performance of any Investment Consultants.	Biennial				
		Review Invested Managed Fund Reports	Quarterly	✔	✔	✔	✔
		Fund Manager Invite to provide an update	Annually		✔		

Grant Thornton

Internet New Zealand Group

Audit findings report to the Council
for the year ended 31 March 2023

![Grant Thornton logo]
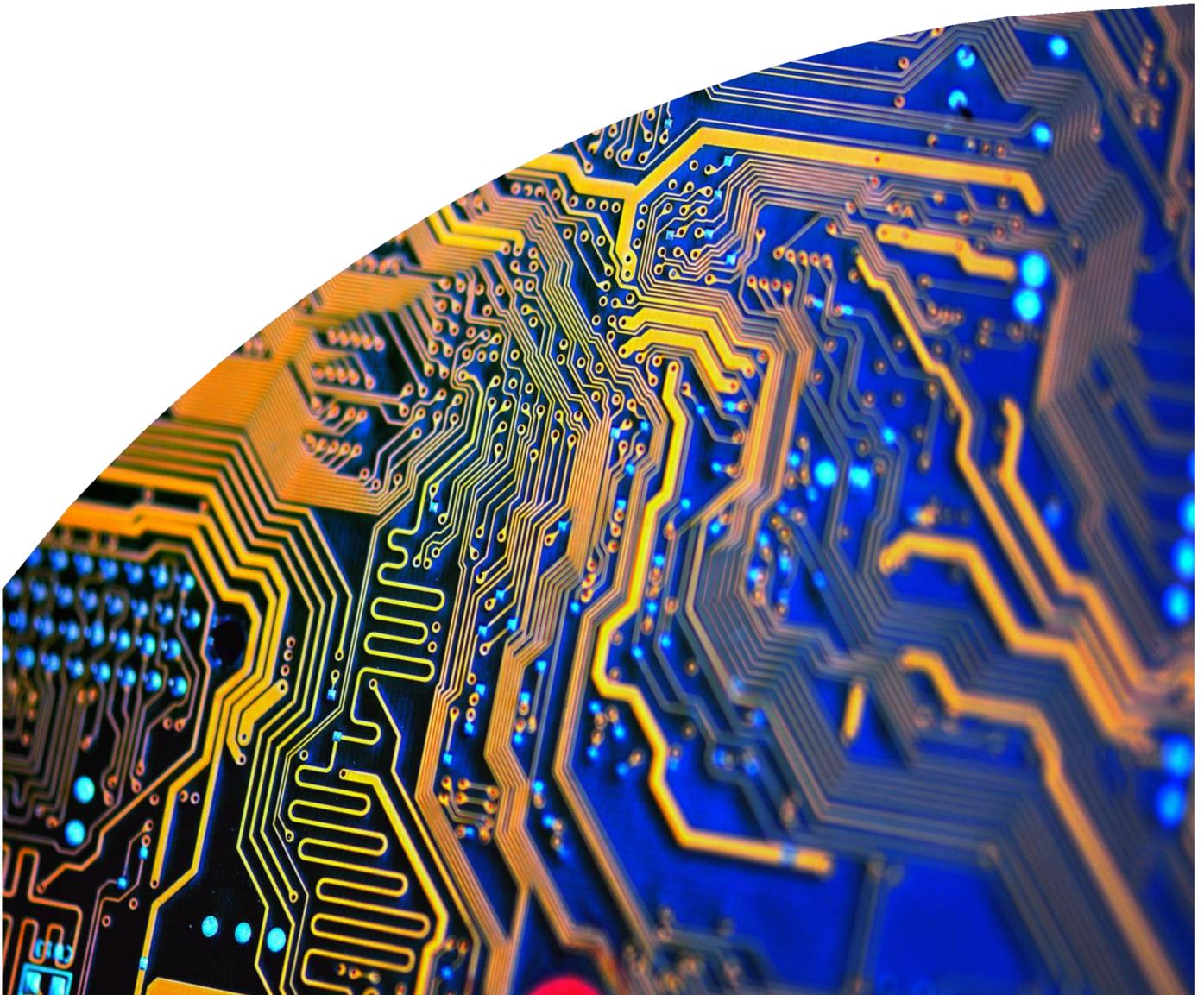
Joy Liddicoat
Council President
Internet New Zealand Group
Level 13, 18 Willis Street
Wellington 6011
New Zealand

Grant Thornton New Zealand Audit Limited
L15, Grant Thornton House
215 Lambton Quay
PO Box 10712
Wellington 6143

T +64 4 474 8500
www.grantthornton.co.nz

By email to: Mary Tovey <mary@internetnz.net.nz>

10 July 2023

Dear Joy,

Audit findings report for the year ended 31 March 2023

We are pleased to advise that our audit of the financial statements of Internet New Zealand (Internet NZ) Group and its subsidiary Domain Name Commission Limited (DNCL) (together referred to as the "Group"), for the year ended 31 March 2023 is complete. There have been no significant changes to our audit plan and strategy.

We issued an unqualified audit report on the consolidated financial statements on 10 July 2023.

We take this opportunity to extend our appreciation to Mary Tovey, Vikash Naidu and the teams at both Internet NZ and DNCL for their assistance and cooperation during the audit.

This report highlights the significant findings arising during our audit, in accordance with the requirements of ISA (NZ) 260 *Communication with Those Charged with Governance*. The report should be read in conjunction with our audit engagement letter and any other formal correspondence addressed to the Council regarding this year's audit.

We trust that you find this report informative. If you have any queries, or wish to discuss any issues further, please do not hesitate to contact me.

Yours faithfully,
Grant Thornton New Zealand Audit Limited

Brent Kennerley
Partner, Audit
T +64 21 475 049
E Brent.kennerley@nz.gt.com

Summary of our audit findings

Audit status

We have completed our audit work for the audit of Internet New Zealand and its controlled entity (the "Group") for the year ended 31 March 2023.

We expect to issue an unqualified audit report.

Audit adjustments

There were no uncorrected misstatements identified during the audit.

Control deficiencies and recommendations

We did not identify any control deficiencies during our audit work.

We have noted the following recommendation for management to consider:

Management should continue to update and improve the measures and outputs reported as part of the Statement of Service Performance.

When determining the measures to report against, management should also consider the practicality of gathering and storing the data and other information to be used for reporting purposes.

Internet New Zealand Group | Audit findings report to the Council for the year ended 31 March 2023

Areas of audit focus

The areas of audit focus discussed represent areas we specifically considered during our audit of the Group. The table below summarises our work and conclusions in these areas, with detail of each area provided on subsequent pages.

Areas of audit focus Focus area	Risk *	Management judgement or estimate	Audit adjustments	Control deficiency or recommendation	Pending matters
Management override of controls	Significant risk	No	No	No	Nil
Revenue recognition	Other risk	No	No	No	Nil

Notes: *   Risk refers to Significant risk or Other risk, as defined by International Standard on Auditing (NZ) 315 *Identifying and Assessing the Risks of Material Misstatement through Understanding the Entity and its Environment*.

Significant risks are those risks that have a higher risk of material misstatement.

Management override of controls

Summary

Account balance	All
Risk	Significant risk
Management judgement or estimate	No

Our understanding

The level of risk of management override of controls may vary from entity to entity, but the risk is always present. Due to the unpredictable way in which such override could occur, it is a risk of material misstatement due to fraud and thus a significant risk.

International Standard on Auditing (NZ) 240 The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements requires us to presume a significant risk of management override of control during our audit procedures.

Our conclusion

During our audit we obtained an understanding of management's assessment of the risk and the overall control environment in place including the risk of segregation of duties.

We reviewed accounting estimates, judgements and decisions made by management for material account balances. We performed data analysis on journal entries, and revenue accounts enabling us to identify outliers and focus on the riskier journals.

We also reviewed transactions that we consider to be unusual or significant during the financial year.

There are no significant issues to bring to your attention.

Revenue recognition

Summary

Account balance	Revenue: Registry fees
Risk	Other risk
Amount	$13.4m
Management judgement or estimate	No

Our understanding

A key source of revenue for the Society is registry fees – fees received from members for the registration of domain names.

The recording, monitoring, and reporting of registry fees is maintained in the SRS database, which was subsequently migrated to the new IRS / "FURY" system in November 2022.

Amounts received are initially recorded as deferred income and then recognized as revenue over the relevant term of the domain registration.

Our conclusion

From the audit work performed over revenue and deferred revenue, we noted that there is significant reliance on complex code-based extractions of summarised data for recognising both revenue and deferred revenue from the billing system.

As part of the audit, we considered the results of the data migration review that was performed in November 2022. We also placed reliance on the assurance obtained during planning over the design and operational effectiveness of management's internal control relating to revenue recognition.

There are no significant issues to bring to your attention.

Internal control deficiencies and recommendations

Internal controls

We considered internal controls to determine our auditing procedures for the purpose of expressing our opinion on the consolidated financial statements.

Our audit approach focused predominantly on detailed substantive testing rather than relying on the validation of the operation of internal controls due to the nature of the Group, as well as the inherent control limitations. We obtained an understanding of and evaluated the control environment. Where appropriate we undertook some limited testing of controls.

The purpose of our consideration of internal controls is not to provide assurance over internal controls. Therefore, our consideration of internal controls would not necessarily disclose all matters that a more detailed special examination might reveal.

Based in our work performed, we did not identify any control deficiencies that could result in a risk of error in the consolidated financial statements.

Audit adjustments

Uncorrected audit differences

There were no uncorrected misstatements identified during the audit.

Uncorrected financial statement disclosures

No material disclosure deficiencies were noted in our audit of the financial statements.

Corrected audit differences

There were no significant adjusted audit differences noted during the audit.
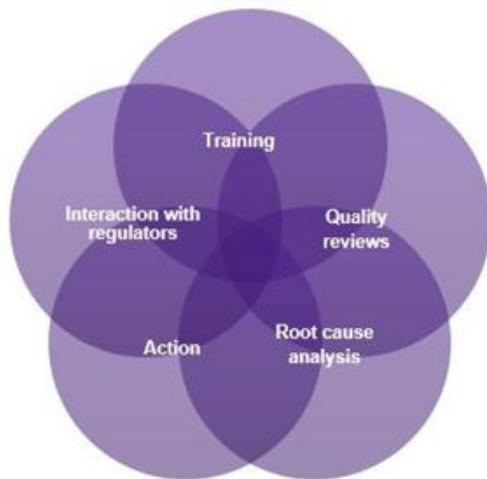
Corrected financial statement disclosures

There were no material disclosure corrections noted in our audit of the financial statements.

Our audit quality

We achieve our goal of a quality audit by ensuring we understand our opportunities for continuous improvement.

Our quality control system

We proactively identify emerging risks and identify opportunities to enhance audit quality and provide insights.

These processes include:

- internal and external monitoring.

- client feedback.

- monitoring of complaints; and

- interaction with regulators.

How we monitor our system of quality control

Annually, we conduct a comprehensive internal inspection program to assess whether our system of quality control is operating effectively.

The thematic findings of our internal inspections for 2021 and the themes identified by the FMA's inspections, are generally consistent.

Financial Markets Authority review

The Financial Markets Authority (the "FMA") completed a review of Grant Thornton in June 2021. There were no material findings that require communication. In their conclusion the FMA noted that Grant Thornton continued with its focus on improving audit quality because of outcomes from our previous reviews as well those from CA ANZ and the Auditor-General.

Fraud risk

Fraud risk is the risk that financial statements include undetected material misstatements.

Responsibilities of the Council and management

The Council and management are responsible for the internal control environment of the Group. The internal control system should be developed to prevent or detect material misstatements to the financial statements arising from instances of fraud.

Our responsibilities

The International Standard on Auditing (NZ) 240 *The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements* sets out that during our audit we are required to:

- identify and assess the risks of material misstatement of the financial statements due to fraud.

- obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses; and

- respond appropriately to fraud or suspected fraud identified during the audit.

Our audit

To address the risk of fraud, during our audit we:

- considered conditions present that increase the risk of fraud.

- conducted planning discussions with management regarding the risk or existence of fraud, policies, and procedures in place to prevent and detect fraud.

- planned the nature and extent of our audit tests having regard to the risk of fraud, noting revenue recognition is required to be an assumed fraud risk.

- reviewed accounting estimates for management bias.

- evaluated the business rationale for unusual transactions.

- maintained professional scepticism throughout the audit.

- reviewed the appropriateness of journal entries and year-end accounting adjustments.

- evaluated if any identified audit misstatements are indicative of fraud; and

- incorporated unpredictable audit procedures into our audit plan and testing.

From our work performed, we have not been put on notice of any instances of fraud within the Group.

Communications to the Council

Auditing standards require us to communicate several matters (if material) to the Council.

Communication	Status	Response
Auditor's responsibility under Generally Accepted Auditing Standards		We are responsible for the completion of our audit in accordance with the International Standards on Auditing (New Zealand) ("ISAs NZ"), and for forming and expressing an opinion on the consolidated financial statements that have been prepared by management with the oversight of those charged with governance. The ISAs (NZ) do not require us to design procedures for the purpose of identifying supplementary matters to communicate with those charged with governance. The audit of the consolidated financial statements does not relieve management or those charged with governance of their responsibilities.
Irregularities and illegal acts		We have not become aware of any irregularities or illegal acts during the audit.
Significant risk – management override of controls		There were no significant matters that arose during the audit related to management override of controls.
Non-compliance with laws and regulations		We did not identify any non-compliance with laws and regulations during the audit.
Significant difficulties		No significant difficulties were encountered during the audit.
Accounting practices where		We reviewed the appropriateness of the accounting policies, accounting estimates and accounting judgements. We did not note any instances
Related Parties		There were no significant matters for reporting to those charged with governance arising in connection with the Group's related parties.
Going concern preparation		No material uncertainties over going concern were noted. The use of the going concern assumption is appropriate in the

| Communication	Status	Response
Disagreements with management and scope limitations	🟢	We did not have any disagreements with management, and no scope limitations were imposed in regard to completing the audit.
Significant control deficiencies	🟢	There were no significant control deficiencies identified during our audit. Other recommendations noted are set out above
Matters affecting governance of the Council	🟢	There were no matters to report that arose during the audit, which in our professional judgement, are significant to the oversight of the financial reporting process.
Independence of the auditor	🟢	No relationships have been identified between our firm and yourself that, in our professional judgement, may reasonably be thought to impair our independence. We are satisfied those services provided during the year were permissible in accordance with PES-1 *Code of Ethics for Assurance Practitioners*, and that no independence rules have been breached during our audit engagement.
Draft Management Representation Letter	🟢	We have not requested any specific representations in addition to those areas covered by our standard representation letter.
Expected modifications to the audit report	🟢	No modification of the audit report is required; an unmodified audit report will be issued

Important notice

Purpose of this report

This report has been prepared in connection to our audit of the Group's financial statements.

This report has been prepared for those charged with governance, whom we consider to be the Council, to communicate such matters required by the International Standards on Auditing (New Zealand), including ISA 260 (NZ) (Revised) *Communication with those charged with Governance*, and for no other purpose.

This report summarises the key issues identified during the audit but does not repeat matters we have previously communicated to you. We draw your attention to our audit planning memorandum and letter of engagement, which summarised our respective responsibilities, the results of our risk assessment and certain information regarding our audit strategy and audit planning.
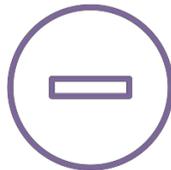
Limitations

This report is separate from our audit report and does not provide an additional opinion on the Group's financial statements, nor does it add to or extend or alter our duties and responsibilities as auditors.

We have not designed or performed procedures outside those required of us as auditors for the purpose of identifying or communicating any of the matters covered by this report, accordingly it will not necessarily disclose all matters that the Council may be interested in or those that a more detailed special examination might reveal.

The matters reported are based on the knowledge gained as a result of being your auditors. We have not verified the accuracy or completeness of any such information other than in connection with and to the extent required for the purposes of our audit.

Restriction on use

This report has been prepared for the Council and management of the Group only. It should not be quoted or referred to, in whole or part, without our prior written consent. No warranty is given to, and no liability will be accepted from, any party other than the Group.

This report should be read in conjunction with our audit engagement letter and any other formal correspondence addressed to the Council regarding this year's audit.

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COUNCIL MEETING - February 2024

Governance Committee

AUTHOR: Richard Hulse
FOR: Governance Committee Report back to Council
REPORT: October to December 2023

Report back to Council

The Governance Committee held meetings on 13 December 2023.

The following Agenda items were covered:

- Ta`ase Vaoga was introduced to the committee and gave an overview of the Constitution review programme plan and invited discussion on three key areas:
    - Scope of constitution review
    - Engagement with members
    - Expectations of the Governance committee.
- A review of Document Information Disclosure Policy. The committee felt that a wider discussion at Council was required.
- A review and approval of the Governance Committee work plan 2023/2024.
- A new Governance Policy registry was discussed, along with the schedule for reviewing the various policies.
- Council training and budget was discussed, with a focus on integrating this with the induction process.

Recommendation

THAT Council received report back from The Governance Committee

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COUNCIL MEETING – February 2024

.NZ ADVISORY COMMITTEE

AUTHOR: Alpana Roy (Chair)
FOR: .nz Advisory Committee Report back to Council
REPORT: 29 November 2023

The .NZ Advisory Committee met on 29 November 2023.

The following Agenda items were discussed:

- Update on commercial initiatives in the domain name industry.
  - Brand Safety Alliance initiative – their product GlobalBlock. The initiative works commercially through revenue share. The committee agreed that there are policy issues that need to be understood to determine if this is the right initiative for INZ.

- Update on growth and performance incentives: .au have developed a co-marketing program that includes rebates and incentives for registrars who market the .au domain well.
  - The concepts of rebates, incentives, and treating a registrar differently from other registrars are difficult for the .nz rules and principles. There are now industry-standard concepts and have proven to be successful in markets overseas, but are something that we cannot pursue with the current state of the .nz rules and policies.

- Constraints and the status of the .nz TLD principles
  - The Committee discussed the TLD principles from 2012, which are still part of our policy documents and still live on our website and need to be addressed.
  - The Committee advised doing more research on whether the current status of the principles still applies. The principles appear to be guidance, providing us assistance, but they don't read as binding. The minutes from the 2011/2012 TLD Council meeting adopted the TLD principles and stated that the principles can evolve. They appear to have been generated when an international discussion was taking place about releasing the new gTLDs.

- Update on .nz Policy Review
    - Five priorities for the 2024 rules review program:
        - Review of the draft Principle focusing on support te reo and Māori participation.
        - There is nothing in the rules about moderators for the .iwi.nz space; we need to find out from the community if there is an appetite for the appointment to go into the rules and find out what Māori priorities are.
        - A more standard rules review will be undertaken on the conflicted names.
        - Another focus for standard review is the adequacy of the response in the rules to DNS technical abuse. Internationally, there is a move for top-level domain name administrators to respond to phishing, pharming, malware, botnets, and spam.
        - Technical changes (typos and clarifications) have also been identified for going into fast-track reform.

No recommendations from the .nz policy committee were made to Council.

Recommendation

THAT Council receive the report back from the Chair of the .nz Advisory Committee (Alpana Roy).

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Council Skills and Diversity Assessment Report

ITEM: 4.4

AUTHOR: Catherine Fenwick, Tumutaumatua | General Manager Organisational Performance

PURPOSE: To share the results of the skills and diversity assessment with Council based on current elected Councilors

DATE: 29 January 2024

	Alignment
Ipurangi Aotearoa Strategy 2022-2025	Constitution clause 6.8 The Appointed Council Members can be appointed by the Council from time to time as the Council thinks fit. In making any such appointment, the Council will seek to achieve an appropriate mix of knowledge, skills and experience on the Council to better conduct the governance of the Society.
Te Tiriti o Waitangi	The appointment process offer a opportunity to identify opportunities for centering Te Tiriti and adding to the diversity and skills with Governance of the Society.

Summary

This report represents the outcome of the assessment of skills, experience, and diversity attributes of the current Council, tested against the agreed Skills and Diversity matrix.The data used is a combination of the assessment performed in May 2023 and updated for new councilors elected in the July 2023 elections. It was done by a self-completing survey.

No individual Council member is expected to have all the identified elements, nor will the Council always have the perfect mix. This assessment of the Council's skills and diversity is presented to support the requirement for recruitment of appointed Council members based on identified gaps in the current mix council skills, experience and diversity.

The strongest themes in the results below are lower skills/experience in the Diversity Attributes 'Young People'.

Management recommends that at the February 2024 meeting, Council consider appointing one Council member to close the gap.

Governance

These are core skills and areas of knowledge associated with the role of Council as InternetNZ's governing body. The analysis here shows two areas with a High to Medium Mix – Finance, Governance Experience and Stakeholder experience.
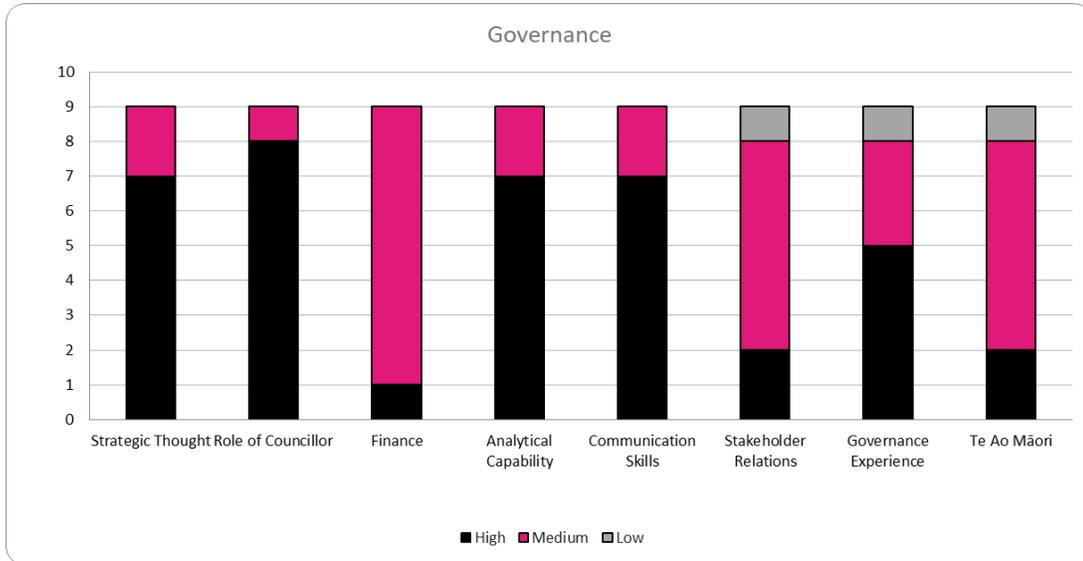
Governance Skills / Experience

Strategic thought - Ability to consider an issue in the context of the organisation's stated goals. Keeping at the high level, weighing options with an open mind.
Role of the Councillor - An understanding of the governance function and the value it should add. Clarity on the role of and obligations placed on a Councillor.

Finance - The ability to read and comprehend the organisation's accounts and the financial material presented to the board. Financial literacy at a level consistent with minimum expectations placed on directors under the law.
Analytical capability A structured approach to problem solving, critical reasoning, an ability to analyse information and importantly ask considered and relevant questions
Communication skills - Ability to clearly articulate a point of view in a positive manner.
Stakeholder relations - Ability to understand the requirements of owners and stakeholders and as required and relate to those constituencies.
Governance experience - Previous experience in related governance roles.

Te Ao Māori (Indigenous Governance, Te Tiriti o Waitangi) - Understanding aspects of Te Ao Māori that pertain to InternetNZ's role, including concepts of indigenous governance, Te Tiriti, data sovereignty, cultural competence of staff and governors and familiarity with tikanga Māori and Te Reo Māori. Diverse representation around the Council table.

Specialist Areas

It is desirable to have these skills around the table understanding that in the main these duplicate staff skills. The key attribute is an understanding of or willingness to learn about the business.

The analysis below shows a number of areas with Medium representation specialist skills-Investment, Legal, People, Community, Public and Product.
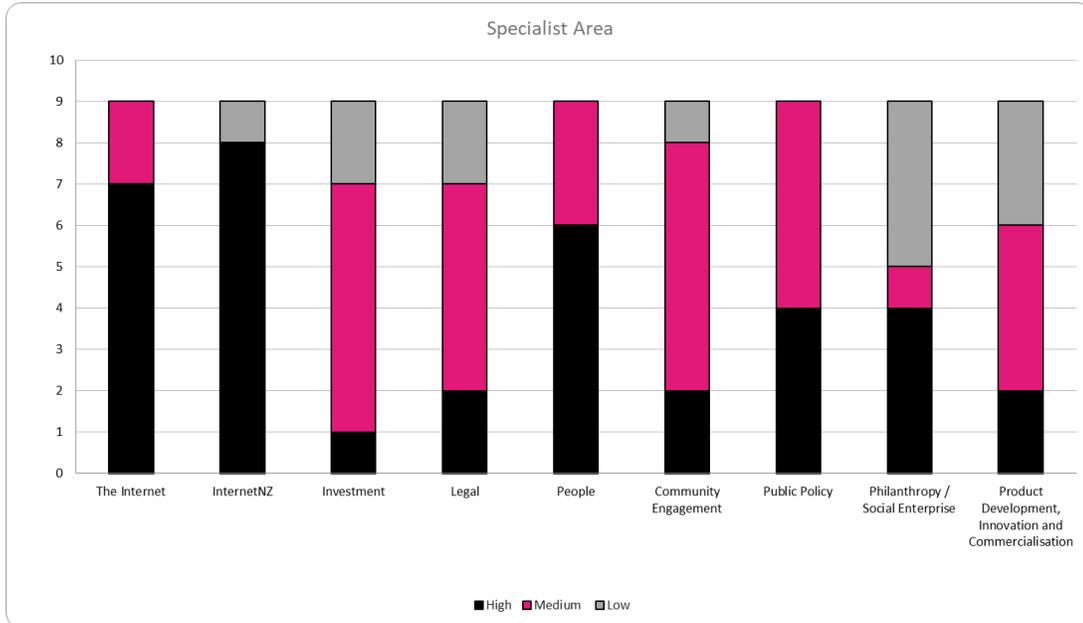
Specialist Skills / Experience

The Internet – An understanding of the key role that the Internet plays in our world now and into the future.

InternetNZ – An understanding of the specific role that InternetNZ plays in that world.

Investment – Knowledge, understanding and appreciation of Investment advice, practices and framework. Ability to work with management in discerning and driving appropriate investment approaches.

Legal – An understanding of the legal environment as relevant to the internet

People – Experience in evaluating the performance of the chief executive and skills in human resource management, culture, reward and recognition.

Community Engagement – High level reputation and networks in the community including with relevant industry organisations and consumer or business groups, and the ability to effectively engage and communicate with those stakeholders

Public Policy – An understanding of public policy and how it relates to the Internet.

Philanthropy / Social Enterprise – An understanding of granting process and the maximisation of philanthropic funds

Product Development, Innovation and Commercialisation – Technology Innovations:
Understanding the current drivers of innovation in the information technology market. Experience in delivering new product offerings in response to market demand, to achieve market leadership or to take advantage of opportunities for innovation.

Diversity Attributes

InternetNZ has a strong commitment to broad representation at the Council table representing the diversity of the community we serve. We are interested in bringing these perspectives to our governance.

The lowest representation of the diversity attributes at the Council table is in the area of Young People.
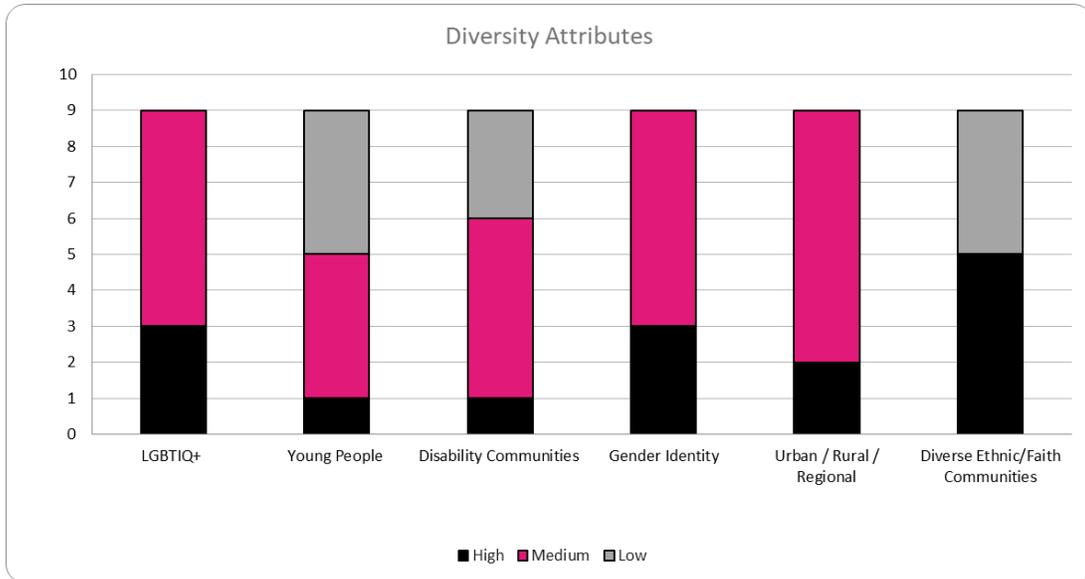
Attributes:

LGBTIQ+ – Understanding of the issues facing people from diverse Rainbow communities and the opportunities and challenges that relate to our work.

Young people – Internet industries are driven by a younger demographic. We encourage that voice at the Council table.

Disability Communities – Understanding of the issues facing people living with disability and the opportunities and challenges that relate to our work.

Gender Identity – Understanding of the issues facing people of diverse gender identities, and the opportunities and challenges that relate to our work.

Urban / Rural / Regional – A diverse representation from different towns and cities around Aotearoa around the Council table.

Diverse ethnic communities – Understanding of the issues facing people of diverse ethnic identities, and of their communities, and the opportunities and challenges that relate to our work.

Recommendations

THAT Council **receive** the skills and diversity assessment report.

Appointed Council Member

Policy	CNL-APT: Appointed Council Member
Version	2.0
Date in force	Feb 2024
Reviewed	N/A
Planned review	Feb 2026

Introduction

This document sets out the following matters:
- Key principles for an Appointed Council Member
- Terms of appointment
- The Appointment Panel
- Appointment process

Extract from the Council Charter /Policies

The Council will undertake a bi-annual structured assessment of its performance and a bi- annual assessment of the performance of individual Council members, including specifically the President.

a. The criteria for assessing the Council's performance will be drawn from the documented policies of the Council together with any further criteria agreed by the Council from time-to-time. The outcomes of the assessment will establish the upcoming requirements for the effective governance and Council leadership of the organisation.

b. A suitably qualified independent specialist may be used to assist the Council in this process.

c. The assessment process shall culminate in a report presented to the Council analysing the data and providing recommendations for improvements as required.

d. A Peer and Self-assessment process may be included in the process, the criteria based on a set of competencies agreed by the Council.

Key principles

1. Council must undertake a skills and diversity gap assessment .

2. Council has the option to appoint up to two Council Members to fill skills or diversity gaps identified in the assessment.

3. An Appointment Panel will be convened to bring a recommendation of an Appointed Council Member to Council for a vote.The Appointment Panel will consist of three/four panellists .

4. A vacancy for an Appointed Council Member must be advertised to members of InternetNZ as well as more generally, to help create the widest possible pool of potential applicants

5. An Appointed Council Member will have the same rights and obligations as an Elected Council Member except that they may not vote on the appointment of another Appointed Council Member

6. An Appointed Council Member must become a member of InternetNZ and must maintain that membership throughout their appointment term

7. An Appointed Council Member will generally be appointed for a two year term

8. Where a vacancy of an Appointed Council Member position arises Council is not obliged to fill it. If it wishes to fill the vacancy, Council will first update the skills and diversity gap assessment (if the Council's composition has changed since the outgoing member was appointed), and may choose either to appoint for a new two-year term, or appoint for the remainder of the term.

9. At the conclusion of the two-year term the Appointed Council Member may be re-appointed for additional two-year terms subject to a vote by Elected Council Members. If an Appointed Council Member resigns or is removed by Council during their term, then Council should instigate the assessment and appointment process.

Terms of Appointment

- An Appointed Council Member will be appointed for two-year terms

- The maximum consecutive term for appointment is four two-year terms

Appointment Panel

- Three to Four members

- Members of panel could be formed in the following ways:-

    o InternetNZ Fellows, who are not currently employed, contracted, or volunteering in a governance or staff capacity within the InternetNZ Group

    o independent, experienced governance practitioners who are remunerated on a consultancy basis

    o current Council member/s

- Supported by InternetNZ staff

CNL-APT: Appointed Council Member| Feb 2020Page **2** of **5**

Appointment Process

A four stage process

1. Council considers the diversity and skills gap assessment conducted fand then recommends to the Appointment Panel the skills, experience and other attributes it believes are desirable in the appointee.

2. The Appointment Panel conducts a search, shortlisting, interview and due diligence process to select a single candidate for each vacancy, and provides substantive documentation on recommended candidates to enable an informed decision to be made by Council.

3. Notification to the successful appointee, notification to unsuccessful candidates and public announcement of the appointment.

Further details for some of the stages are set out below.

Stage 1

Stage 1 should generally commence at least three month prior to the expiry of the current term of an Appointed Council Member and following the skills and diversity gap assessment.

Stage 2

The Search Process

- The widest possible canvassing for high quality candidates should be undertaken.

I
Shortlisting

- All candidates should be assessed against the same critical requirements for the role. The potential for conflicts of interest should also be considered at this stage.

Interviews

- Interviews should be handled in a consistent way and against clear criteria, so that fair comparisons can be made of all short-listed candidates.

- The membership of the panel for an appointment should remain the same, unless exceptional circumstances arise.

- An objective record should be kept of all interviews.

Recommendations to Council

CNL-APT: Appointed Council Member| Feb 2020Page **3** of **5**

- The Appointment Panel will provide appropriate documentation to the Council to enable it to make an appointment to each available Appointed Council Member role.

- The Appointment Panel may choose to rank appointable candidates and make recommendations on its preferred candidate (or candidates when there are two Appointed Council Member positions available) for appointment.

Stage 4

Letter of appointment

- A letter of appointment should be sent from the President of InternetNZ to the new Appointed Council Member setting out as a minimum:

  o the position being appointed to and a role description
  o the term of appointment
  o the fees relating to the appointment
  o a clear indication that there is no guarantee of appointment for a further term
  o termination reasons and procedures.

- Existing Appointed Council Members being re-appointed should be sent a similar letter though the level of detail required would be less.

Re-appointment of Appointed Council Members

- Appointed Council Members should not be given any expectation that they will be offered a subsequent term of appointment.

- There is a balance between the benefits derived from continuity of service on Council, the value of Council gaining new ideas and perspectives, and the need to avoid Council losing experience. Council's goals, its overall skills needs, and/or an Appointed Council Member's performance may have changed since their term began.

- Where a reappointment is being considered, the following points should be considered by the Appointment Panel:
  o The number of terms already served
  o Is the current Council Member role description, the mix of skills within Council and the contribution made by the incumbent still relevant to the work of Council?

o   How well does the current composition of Council match the current and future work programme, governance requirements and general needs of InternetNZ?

Induction

Induction of new Appointed Council Members is the responsibility of Council and InternetNZ staff.

Council must have a comprehensive induction programme to help new Appointed Council Members contribute confidently to the work of Council.

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COUNCIL MEETING - 1 December 2023

MINUTES
COUNCIL MEETING

Status:
 [Draft to be ratified]

Date
 1 December 2023 / 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).

Member: David Neal (9:55am to 10:45am)

Meeting opened: 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

Cr Potaua opened the meeting with Karakia.

Apologies for partial participation from:

- Cr Roy left meeting at 11:10am and rejoined at 1:15pm, and
- Cr Montgomery left meeting 11:55am, and
- Cr Bow left meeting at 1:50pm and rejoined at 2:30pm.

*9.55 am: Member David Neal joined the meeting and introduced himself; The
President welcomed David to the meeting.*

The interest register was updated with committee Chair changes.

1.4 Agenda Review and Action Register

Agenda was reviewed. Action register was discussed and updated.

Section 2 – Strategic Priorities Discussion

2.1	**2023 strategic goal review and introducing draft themes for 2024**
	Vivien introduced the draft annual goals for 2024/2025 as a progress paper, for consultation with Council, members, and staff noting: ● How the goals are aligned with, and demonstrate progress towards, the current strategy and strategic priorities. ● An opportunity to share an early draft of goals with Council so that all stakeholder groups have time to think about and contribute to the goals before they are signed off by Council in March 2024. Council discussed the environmental scan noting: ● Change in government does not impact on how the DNS operates, but may have an impact on the grants to NZ communities. ● As government policies emerge, there are likely opportunities to align with initiatives and to further support and elevate voices of underserved communities. ● Environmental disaster threat to digital infrastructure and resilience of communications and the Internet, remains a critical issue for InternetNZ ● Big changes on data privacy with new international data protection regulations and Privacy Act in NZ. Concerns about digital sovereignty, open standards and Māori taonga. ● Increasing importance of reducing carbon impact. Council sought to improve the goals, including: ● Clarifying that the purpose of increasing revenue apart from business sustainability is to continue to increase public impact through our charitable objects. ● There are high risks in new product development. Staying with core competencies is important to risk mitigation and building a strong cohesive team. ● Show the link between these goals more closely with our rei kura and rei puta strategy and values. ● Some goals are too internally focused. Identify the external facing outcomes we will achieve.

	- Clear guidance that we continue our Te Tiriti o Waitangi mahi including reporting progress against clear measures. - Emphasising the unique characteristics of the New Zealand / Aotearoa voice in Internet governance internationally
2.2	**Investment advisors workshop** *Jonathan Eriksen, EriksensGlobal and Craig Gordon, Bancorp Treasury joined the meeting at 11:05am to run an investment strategy workshop with Council.* Cr Rahmen lead a group discussion to consider: a. What the financial future for InternetNZ could look like, 10 years into the future and beyond. Sources of income and expenses. b. How an investment strategy fits with that vision. Council discussed a range of income sources including INZ's expertise of running registry services, a stronger fundraising approach, core domain name sales, return from investments and leveraging the value of the INZ brand. With such additional income, the Council considered how it might use it to provide further funding through grants, increase advocacy for underserved groups, invest alongside partners in specific initiatives, recognise staff expertise and higher market salaries where appropriate, support Nethui and similar events. Council considered how INZ investment strategy fits into what INZ would like to achieve; noting that INZ has a conservative approach to investment, wants to ensure sustainability and the ability to continue funding, so looks for a mandate to ensure longer term investment objectives.
2.3	**Internet Governance - Strategy Paper** Vivien Maidaborn introduced the paper 'Everything we do is Internet governance' outlining the approach to Internet governance for Internet NZ and seeking Council engagement. Council discussed: - That Internet NZ is a member of the technical community, yet is in a powerful position to support civil society. - A framework would be helpful to guide judgements about what INZ should be involved in as a ccTLD, noting our

particular concern is for anything that impacts the technical layer, such as blocking or filtering.
- That WSIS multi-stakeholder processes in the governance of the Internet is central, and INZ has an opportunity to lead in multi-stakeholderism.
- It is hard for the government to prioritise Internet governance, and INZ is in a strong position to inform, influence and resource government especially in regard to views of the multi stakeholder community of Aotearoa
- A glossary would be helpful.

AP29/23 CE to develop a framework showing what is INZ focus for Internet governance as a ccTLD, and what is not, including a guide for making decisions in grey areas.

Section 3 – Matters for Decision

3.1	**.nz Standing report** (confidential)
	Tim Johnson presented an update report on .nz services, noting:
	The recent DNS Abuse Institute statement is that the .nz registry has no DNS infrastructure abuse, and is in the lowest 10 of observed malicious abuse for ccTLDs in the 'small' ccTLD category.
	Domains under management (DUM) dropping slightly. Contributing factors include:
	- Seasonality dip December to February has hit earlier. - Some Registrars cleaning up domain names and cancelling. - August saw the lowest number of new companies registered with the New Zealand Companies Office, which usually impacts the number of new domains registered. - No evidence of national election impacting the number of new domains registered.
	Implementation plan for the purposes of the next DNSSEC key rollover
	Council reviewed the plan following a Q&A session at the prior .nz strategy workshop, and thanked Tim and team for their work.

3.2	**Special resolution - Altering DNCL Constitution**
	A special resolution was proposed to approve a prior decision to reduce the number of directors in DNCL from five to three, a decision that had not been enacted at the time.

	President proposed that Council do not receive the paper for the reasons:
	    ● Paper is not in the correct form.
	    ● Paper does not record the reasons for the decision.

	AP30/23 CE to re-present a paper at the next Council meeting that records the reasons for the decision to reduce the number of directors to three.

Section 4 – Matters for Discussion

4.1	**President's Report**
	The President apologised for not presenting a written report.

4.2	**Report Back from Committees**
	Training for chairs of committees Council members who chair committees were invited to attend governance training to help their role as chair.
	Sadly, the training was disappointing and not well received by participants. The objective to increase governance capability was not met, and a refund will be sought from the training provider.

Section 5 - Consent Agenda

5.1	**Health, Safety and Wellbeing Update**
	Council discussed a medium level risk incident that involved privacy and safety of staff and Councillors.

	Council noted that:
	    ● Incidents such as this should be flagged.
	    ● People named within InternetNZ should be given information and support if required.
	    ● Council should be included in health and safety actions.

	AP31/23 CE to extend health and safety action to Council members and others within InternetNZ who are named.

5.2	**Minutes of the previous meeting**
	Council approved the minutes of 13 October 2023.
5.3	**E-vote Ratification**
	President reminded Council of the procedure for voting on evotes:
	• Mover/seconder still need to vote on the evote
	• There should be a thread on the vote ahead of voting/motion, generally 4-5 days in advance.
	Council discussed the director term and resolved to proceed with the motion as proposed.
	RN87/23 That Mel Hewitson's term on the Board of Domain Name Commission Limited be extended for 2 years from 1 February 2024.
	RN88/23 That Wi Pere Mita be appointed as the second Independent Director on the Board of Domain Name Commission Limited for a term of three years from 1 February 2024.
	AP32/23 President to write letters of appointment to the Directors.
	(Cr Biasiny-Tule / President Liddicoat)
	CARRIED
5.4	**Quarterly and Operational Reports**
	5.4.1 Group Financial Report
	Vivien presented the group financial report noting that although domains under management have reduced, overall revenue remains strongly supported by other areas of operation.
	5.4.2 Membership Update
	Vivien presented the membership update noting that a plan for active recruitment is being planned for 2024, including increasing Māori membership and making use of the engagement channels we already have.
	Council expressed interest in seeing membership churn metrics.
	5.4.3 InternetNZ Quarterly Report - July to September 2023
	Council discussed the report, in particular noting great progress of distributing funds on behalf of the DPMC fund for mis/dis information.

Domain Name Commission report

Vivien introduced the DNC quarterly report noting the use of data in making decisions.

Council complimented the report, noting the value of the information, strong KPI performance metrics and growing need from businesses for expert determinations in dispute resolution.

RN89/23 That Council **receive** the reports presented in Consent Agenda items 5.1, 5.2 and 5.4

(Cr Hulse / Cr Fala)

CARRIED

Section 7 – Other Matters

7.1	**CONTINGENCY (for any overflow)**
7.2	**Matters for communication – key messages** The President invited input into the message to members to be sent in the week following the Council meeting. • Focus on the Internet part of the organisation's mandate; DNS and technical community aspects of our work. • Strategic goal summary, feedback from Council and invitation for feedback from members. • The DNSSEC remains high on Council's priorities and the implementation plan has the full faith and confidence of Council.
7.3	**General business** **Mis/disinformation funding: Phase1 (confidential)** Council noted DMPC's confidentiality and privacy requirement of the organisations funded as part of the funding agreement. The first phase is complete with funds distributed, and the second phase is expected to be complete by the end of January 2024. Reporting to DPMC is due in June 2024.
7.4	**Meeting review**

7.1	**CONTINGENCY (for any overflow)**
	AP33/23 President to arrange a Council pop-up meeting ahead of the next meeting in February.
7.5	**Meeting close (karakia or waiata)**

Group
financial
statements

to the quarter ended 31 December 2023

Table of Contents

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Consolidated Income Statement

Internet New Zealand Group
Consolidated Income Statement
Year to date (YTD) 31 Dec 2023

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income - Operating									
Registry Fees		10,148,090	10,183,683	(35,593)	0%	10,148,090	10,183,683	(35,593)	0%
Broadband Map		33,850	48,450	(14,600)	-30%	33,850	48,450	(14,600)	-30%
Sundry Income	2 (a)	138,328	73,565	64,763	88%	288,523	261,960	26,563	10%
Total Operating Income		**10,320,268**	**10,305,698**	**14,571**	**0%**	**10,470,464**	**10,494,093**	**(23,629)**	**0%**
Less Direct Expenses									
Domain Name Commission Fee	1 (a)	-	-	-	-	1,226,250	1,226,250	0	0%
.nz Costs		1,539,344	1,577,356	38,012	2%	1,539,344	1,577,356	38,012	2%
Other		86,905	94,625	7,720	8%	86,905	94,625	7,720	8%
Total Direct Expenses		**1,626,249**	**1,671,981**	**45,732**	**3%**	**2,852,499**	**2,898,231**	**45,732**	**2%**
Less Other Expenses									
Audit		-	-	-	-	-	-	-	-
Amortisation & Depreciation		278,692	279,988	1,296	0%	235,501	236,752	1,251	1%
Registrar Engagement		10,139	12,003	1,864	16%	2,998	6,000	3,002	50%
Communications		57,682	78,363	20,681	26%	-	15,000	15,000	100%
Community Investment		750,853	893,725	142,872	16%	750,853	893,725	142,872	16%
Domain Name Commission		105,390	107,651	2,261	2%	-	-	-	-
Employment		4,971,752	5,251,419	279,667	5%	4,312,318	4,543,198	230,880	5%
Governance		287,549	278,396	(9,153)	-3%	253,635	239,341	(14,294)	-6%
International		209,489	143,000	(66,489)	-46%	182,383	115,000	(67,383)	-59%
Legal		53,301	100,253	46,952	47%	46,587	62,750	16,163	26%
Operational		1,345,791	1,653,662	307,871	19%	1,286,400	1,540,670	254,270	17%
Projects		4,125	0	(4,125)	0%	-	-	-	-
Security		19,965	42,180	22,215	53%	19,965	42,180	22,215	53%
Total Expenses		**8,094,727**	**8,840,640**	**745,913**	**8%**	**7,090,640**	**7,694,616**	**603,976**	**8%**
Net Operating Profit (Loss) Before Tax		**599,291**	**(206,923)**	**806,215**	**-390%**	**527,324**	**(98,754)**	**626,078**	**-634%**
Net Operating Profit (Loss) Before Tax		**$599,291**	**($206,923)**	**$806,215**	**-390%**	**$527,324**	**($98,754)**	**$626,078**	**-634%**

Notes:
The income and expenditure lines for the individual entities
Do not add to the Group totals due to the following intra-group entries being eliminated.
1 (a) The DNCL fee paid by INZ ($1,226,250) to DNCL.
2 (a) GSE paid by DNCL ($207,395) to INZ

Reference:
Details on the DNCL results are available in the Quarterly DNCL report to Council dated 30th January 2024.

	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
FOR INFORMATION PURPOSES ONLY								
Investing Income								
Interest Received	265,718	193,253	72,465	0	248,301	178,600	69,701	39%
Fair Value Gains/(Losses) on Managed Funds	402,380	182,619	219,761	120%	402,380	182,619	219,761	120%
Realised gains on Foreign Exchange	-	-	-	-	-	-	-	-
Total Investment Income	**668,098**	**375,872**	**292,226**	**78%**	**650,681**	**361,219**	**289,462**	**80%**
Managed Funds Fees	12,177	11,934	(243)	-2%	12,177	11,934	(243)	-2%
Total Expenses	**12,177**	**11,934**	**(243)**	**-2%**	**12,177**	**11,934**	**(243)**	**-2%**
Net proceeds from Investing Activities	**$655,921**	**$363,938**	**$292,469**	**80%**	**$638,504**	**$349,285**	**$289,705**	**83%**

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Consolidated Income Statement – By Function

Internet New Zealand Group
Consolidated Income - Function Based
Year to date (YTD) 31 Dec 2023

	Notes	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
Income - Operating									
DNCL Sundry		57,200	19,000	38,200	201%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)		10,181,940	10,257,133	(75,193)	-1%	10,181,940	10,257,133	(75,193)	-1%
Te Puni Whiriaa (Public Impact)		76,794	29,265	47,529	162%	112,933	65,381	47,552	73%
Te Puni Raupa (Organisational Performance)		4,334	300	4,034	0%	175,590	171,579	4,011	2%
Total Operating Income		**10,320,268**	**10,305,698**	**14,570**	**0%**	**10,470,464**	**10,494,093**	**(23,629)**	**0%**
Less Activity Expenditure									
.nz Operations (DNCL)	2 (a)	1,004,087	1,146,024	141,937	12%	-	-	-	-
Te Puni Whakawhanake Rawa (Customer and Product)	1 (a)	3,565,743	3,731,608	165,865	4%	4,791,993	4,957,858	165,865	3%
Te Puni Whiria (Public Impact)		2,057,800	2,252,586	194,786	9%	2,057,800	2,252,586	194,786	9%
Te Puni Māori		296,774	413,271	116,497	28%	296,774	413,271	116,497	28%
Te Puni Raupa (Organisational Performance)		2,796,573	2,969,132	172,559	6%	2,796,573	2,969,133	172,560	6%
Total Expenses		**9,720,977**	**10,512,621**	**791,644**	**8%**	**9,943,139**	**10,592,848**	**649,709**	**6%**
Net Operating Profit (Loss) Before Tax		**599,291**	**(206,923)**	**806,214**	**-390%**	**527,324**	**(98,755)**	**626,079**	**-634%**
Net Operating Profit (Loss) Before Tax		**$599,291**	**($206,923)**	**$806,214**	**-390%**	**$527,324**	**($98,755)**	**$626,079**	**-634%**

Notes:
The income and expenditure lines for the individual entities
Do not add to the Group totals due to the following intra-group entries being eliminated.

1 (a) The DNCL fee paid by INZ ($1,226,250) to DNCL.

2 (a) GSE paid by DNCL ($207,395) to INZ

	Group YTD	Group Budget	+/- $	+/- %	Parent YTD	Parent Budget	+/- $	+/- %
FOR INFORMATION PURPOSES ONLY								
Investing Income								
Interest Received	265,718	193,253	72,465	37%	248,301	178,600	69,701	39%
Realised gains on Foreign Exchange	0	0	0	0%	0	0	0	0%
Fair Value Gains/(Losses) on Managed Funds	402,380	182,619	219,761	120%	402,380	182,619	219,761	120%
Total Investment Income	**668,098**	**375,872**	**292,226**	**78%**	**650,681**	**361,219**	**289,462**	**80%**
Managed Funds Fees	12,177	11,934	(243)	-2%	12,177	11,934	(243)	-2%
Total Expenses	**12,177**	**11,934**	**(243)**	**-2%**	**12,177**	**11,934**	**(243)**	**-2%**
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Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Consolidated Movements in Equity

Internet New Zealand Group
Statement of Movements in Equity
Year to date (YTD) 31 Dec 2023

	GROUP	INZ	DNCL
Equity at start of period			
Opening Retaned Earnings	10,539,128	10,248,305	290,823
Shares Subscribed	-	-	580,000
	10,539,128	10,248,305	870,823
Net Profit (Loss) After Tax	1,255,213	1,165,828	89,384
Equity at end of period	**$11,794,340**	**$11,414,133**	**$960,207**

Consolidated Balance Sheet

Internet New Zealand Group
Balance Sheet
As at 31 Dec 2023

	GROUP	INZ	DNCL
Current Assets			
Cash and Cash Equivalents	13,232,428	12,333,386	899,042
Managed Funds	5,376,781	5,376,781	-
Other Current Assets	1,612,966	1,555,389	57,577
Total Current Assets	20,222,175	19,265,556	956,619
Non-current Assets			
Property, Equipment & Software	3,681,240	3,325,419	355,821
less: Accumulated Depreciation	(2,140,273)	(1,944,655)	(195,619)
Intangible Assets	4,223,276	4,223,276	-
less: Amortisation	(1,141,914)	(1,141,914)	-
Investments	-	-	-
Shares and Loans	-	580,000.00	-
Total Assets	24,844,505	24,307,683	1,116,821
Less Liabilities:			
Deferred Income	11,606,214	11,606,214	-
Trade and Other Payables	1,443,950	1,287,336	156,614
Total Liabilities	13,050,164	12,893,550	156,614
Net Assets	**$11,794,340**	**$11,414,133**	**$960,207**

Represented By:

	GROUP	INZ	DNCL
Total Equity	**$11,794,340**	**$11,414,133**	**$960,207**

Notes:
The following items have been removed upon consolidation.

1 Share in DNCL wholly owned by InternetNZ.

2 Share subscription with respect to shares issued to InternetNZ by DNCL

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Revenue Analysis to the Period ending 31 December 2023

Consolidated Revenue	Actual	Budget	Variance	% of Total Sales
Registry Fees	10,148,090	10,183,683	(35,593)	98.3%
BBM	33,850	48,450	(14,600)	0.3%
Sundry - Membership	3,859	3,264	595	0.0%
Sundry - Recharge & Misc	134,469	70,301	64,168	1.3%
Total Operating Revenue	10,320,268	10,305,698	14,571	100%

FOR INFORMATION PURPOSES ONLY

	Actual	Budget	Variance	%
Net proceeds from Investing Activities	655,921	363,938	291,983	6.4%

- Revenue is reported excluding investment activities to reduce market distortion.

- Fair value gains of **$291k** on managed funds for the third quarter saw a return to gains from the losses in Q2 of **($76k)**, resulting in a YTD return of **$402K** after fees. Term deposit returns for the quarter were **$97k,** YTD **$248k**. Total investment returns (before fees) to the end of Q3 **$651k.**

- The accounts report a Total Operating revenue for the quarter of **$3.5M** and **$10.5M** YTD, up by $121k compared to the same period last year.

Group Expenditure Analysis by Function to the Period ending 31 December 2023

Consolidated Expenditure by Function	Actual	Budget	Variance	% of Total Expenditure
Domain Name Commission	1,004,087	1,146,024	141,937	10.3%
Te Puni Whakawhanake Rawa/Cust & Prod	3,565,743	3,731,608	165,865	36.7%
Te Puni Whiria/Public Impact	2,057,800	2,252,586	194,786	21.2%
Te Puni Maori	296,774	413,271	116,497	3.1%
Te Puni Raupa/Organisational Performance	2,796,573	2,969,132	172,559	28.8%
Total Operating Expenditure	9,720,977	10,512,621	791,644	100.0%

Notes:
DNCL expenditure excludes
2 (a) GSE paid by DNCL ($207,395) to INZ

Underspend variances are attributable to several factors, including recruitment delays resulting in delayed planned work and funding budget phasing.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Summary reporting by functional areas of expenditure: -

Outlined below is a summary of each function.

Te Puni Whakawhanake Rawa/ Customer and Product

- Running of the .nz registry and Broadband Map services.
- Data insights and analytics
- IT infrastructure and product technology

Te Puni Whiria/Public Impact

- Funding, Public policy, internet governance, including international
- Community Engagement, including membership, Communications – External and brand and Events Management

Te Puni Māori

- Māori sector partnership and relationships
- Rautaki Māori
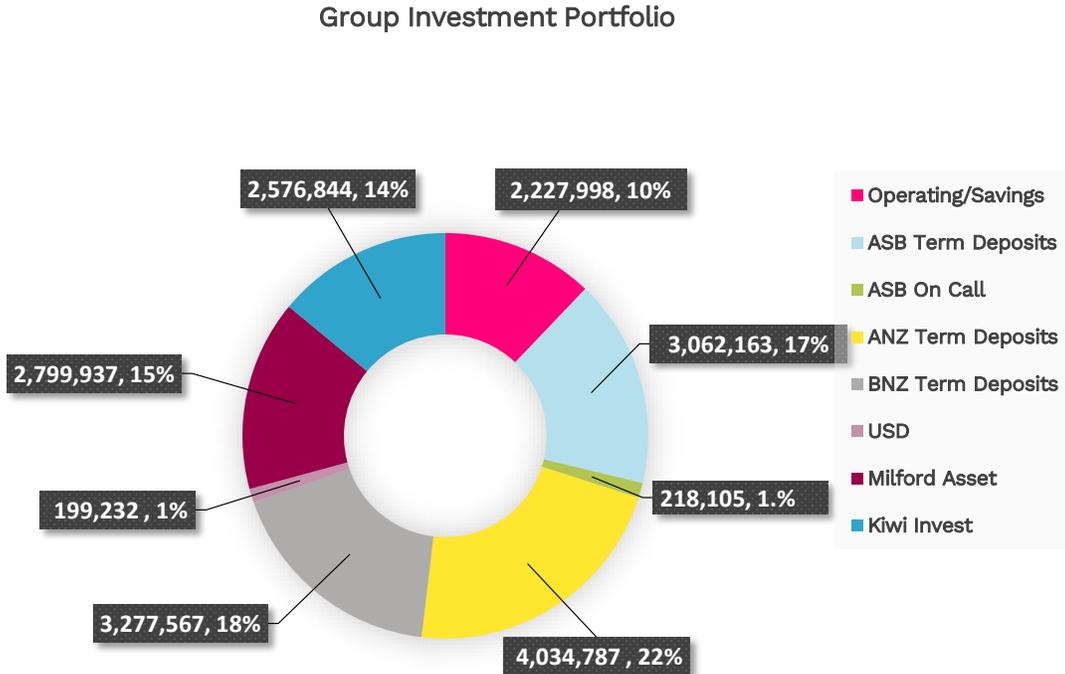- Māori cultural intelligence and cultural capability

Te Puni Raupa/Organisation Performance

- Governance, Strategy, planning, and performance.
- Security, compliance (including legal) and Privacy.
- HR and Finance, Technology Strategy, and Internal IT

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Investments as of 31 December 2023

The chart below shows the percentage spread of funds invested **($18,396,634)** across all institutions as of 31 December 2023.

Group Investment Portfolio

Legend:
- Operating/Savings
- ASB Term Deposits
- ASB On Call
- ANZ Term Deposits
- BNZ Term Deposits
- USD
- Milford Asset
- Kiwi Invest

Chart labels:
- 2,576,844, 14%
- 2,227,998, 10%
- 2,799,937, 15%
- 3,062,163, 17%
- 199,232 , 1%
- 218,105, 1.%
- 3,277,567, 18%
- 4,034,787 , 22%

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

Group Cash in Excess of Reserves as of 31 December 2023

We report the Cash in Excess of Reserves position as of 31 December 2023 at **$4.8M** as provided below:

Total Cash & Current Assets	$20,166,998
less: Deferred Income	($11,606,214)
less: Reserves as per the policy	($2,692,241)
less: other Current Liabilities	($1,050,563)
Cash in Excess of Reserves	$4,817,980
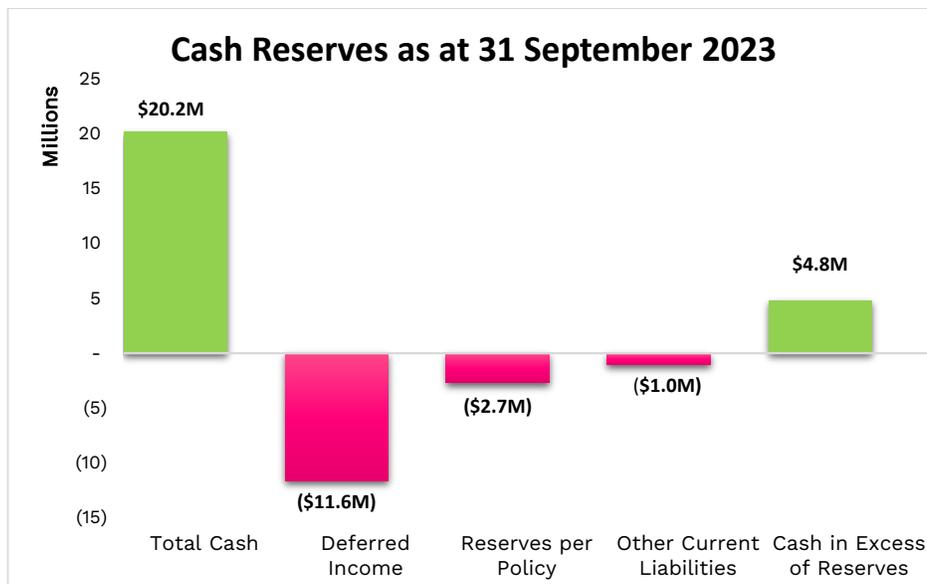
The close for the quarter-ended Dec 2023-24 financial year sees **Net Equity at $12.M** (reported at quarter-ended 30 Sept 2023 as $11.M) and the **Net Equity minus Reserves** position at **$7.M** ($7.2M in the previous quarter).

This exceeds the measure currently required by the *Financial and Investment Strategy Policy*, which sets the Net Equity minus Reserves target at $5.5M.

Due to rounding of cents, numbers presented throughout this report may not add up precisely to the totals provided in dollars.

COUNCIL MEETING - February 2024

Membership Report

PURPOSE: Progress and work for membership of InternetNZ
DATE WRITTEN: 29 January 2024

Executive Summary

Current membership (at 29 January 2024)

	31 Jan 2023	31 Mar 2023	30 Jun 2023	30 Sept 2023	31 Dec 2023	29 Jan 2024
Fellows	32	32	35	38	38	**38**
Individual	311	336	297	307	309	**311**
Individual Plus	11	11	11	9	9	**9**
Small organisation	20	21	22	16	15	**15**
Large organisation	2	2	2	1	1	**1**
Total Membership	376	402	367	370	371	**374**

Items to Note

Activities to support membership engagement
Since the last report in December 2024, we have:

- Hosted an online CE and members meet up in December 2023.
- Commenced work on our 2024 engagement plan for members and will consult on this with members before 1 April 2024.

Recommendation

THAT the new members be noted.

30 January 2024

Ms Joy Liddicoat

President
InternetNZ

Via email president@internetnz.net.nz

Dear Joy

Quarter 3 (Q3) Report 1 October – 31 December 2023

This report is for the three months 1 October – 31 December 2023. It includes the Domain Name Commission Ltd (DNC) quarterly Profit and Loss Statement and a summary of some of the key activities the DNC have focused on.

Financials

Q3 resulted in a net profit of $71,012.46 against a budgeted net loss of $38,802.00. Q3 returns have been favourable from the term deposits resulting in $3,133.13 more than budget.

Total Operating costs for Q3 were $367,965.67 against the budgeted amount of $463,647.00. The savings of $95,681.33 is derived from less spend across communications, external compliance reporting, professional services, moderator fees and a general reduction in office and administrative expenses.

With nine months down, we are tracking positive with a YTD Net profit of $89,384.25 against a budgeted loss of $93,517.00.

The profit and loss statement is attached at the end of this report.

Summary of DNC's performance of functions under the Operating Agreement:

Dispute Resolution Service

The table below shows the number of **new .nz domain name disputes filed** over the last two quarters

1

	July	Aug	Sept	TOTAL Q2	Oct	Nov	Dec	Total Q3
DRS Complaints Filed	4	9	7	**20**	7	7	3	**17**
Mediations commenced	1	2	1	**4**	1	2	0	**3**
Mediation - Settlement	0	2	0	**2**	0	0	0	**0**
Mediation - No settlement	0	2	0	**2**	1	2	0	**3**
Expert Determinations(total)	2	3	1	**6**	1	3	4	**8**

Note: Mediations are the total number of mediations that have commenced that month. The reporting on Mediation Settlement/ No settlement relates to mediations that have concluded that month (potentially started the month prior).   Expert Determinations are reported in the table when the decision is issued to the parties.

The number of new DRS complaints remains consistent across both quarters notwithstanding the holiday period close-down commencing on 22 December 2023. We will typically see a slight increase in Q4 due to this.

Of the Expert Determinations issued during Q3, 50% related to fake webshop/copy-cat domain names. There were also four cases that concluded this quarter where the registrant of the domain name did not engage in the process.

We are seeing an increase in fake webshop referrals which is consistent with observations from other regulators and agencies. This creates a financial impact on domain name holders who want to protect their brand and intellectual property as they are required to pay for the Expert Determination.

Customer Services/ Enquiry Management.

The DNC receives enquiries via multiple channels as set out in the following table, which provides comparisons over the three quarters.

2

Domain Name Commission Enquiry Management
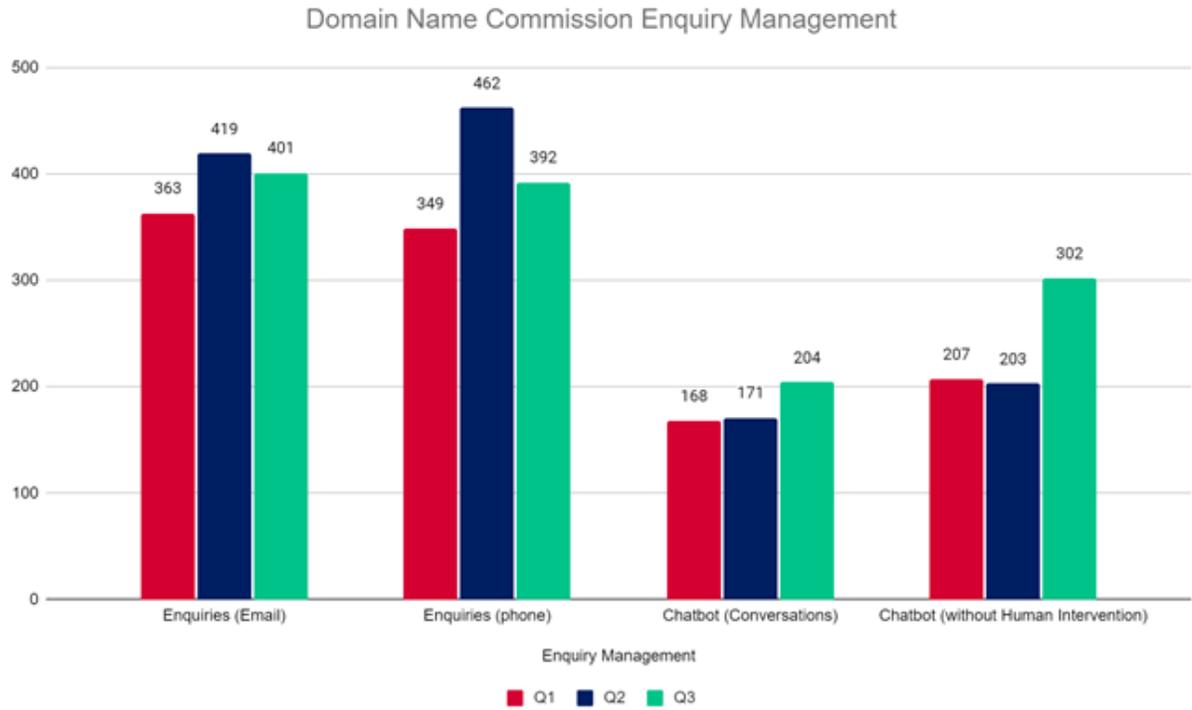
Trends and Analysis:

The graph above shows a slight decrease in email and phone enquiries over Q3 compared to Q2 with no major Registrar issues experienced.

It is positive to see an increase in the utilisation of chatbots to manage customer enquiries without human intervention over Q3.

The team is continually reviewing the questions that are flagged as unable to be answered via the Chatbot and developing answers to keep improving the functionality.

3

SLA to First Response
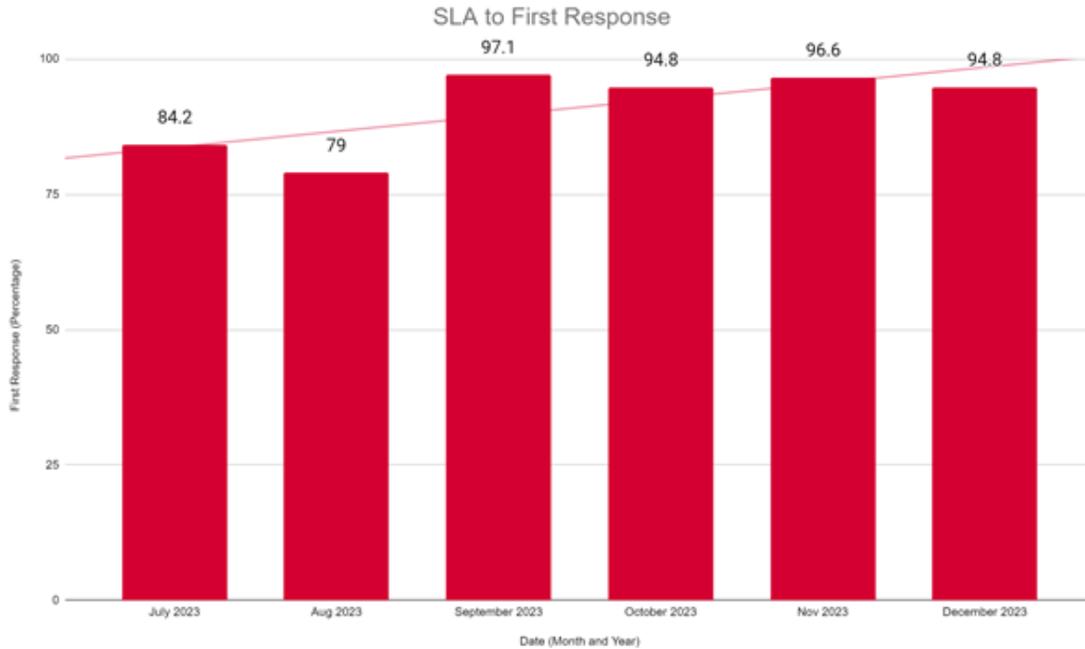
Trends and Analysis:

In Q1 the DNC established a new SLA to assess and respond to enquiries within two business days 80% of the time. We have continued to meet this SLA every month since August 2023.

Compliance Activities - Registrars

The DNC works with .nz registrars to resolve issues that are raised by Domain Name Holders or other related parties (Outbound to Registrars). We also receive enquiries from registrars regarding the .nz rules or processes the DNC administers (Inbound from Registrars). The Outbound category relates to proactive communication by the DNC to registrars for various purposes. The following table shows the number of enquiries by type and compares across Q1, Q2, Q3

4
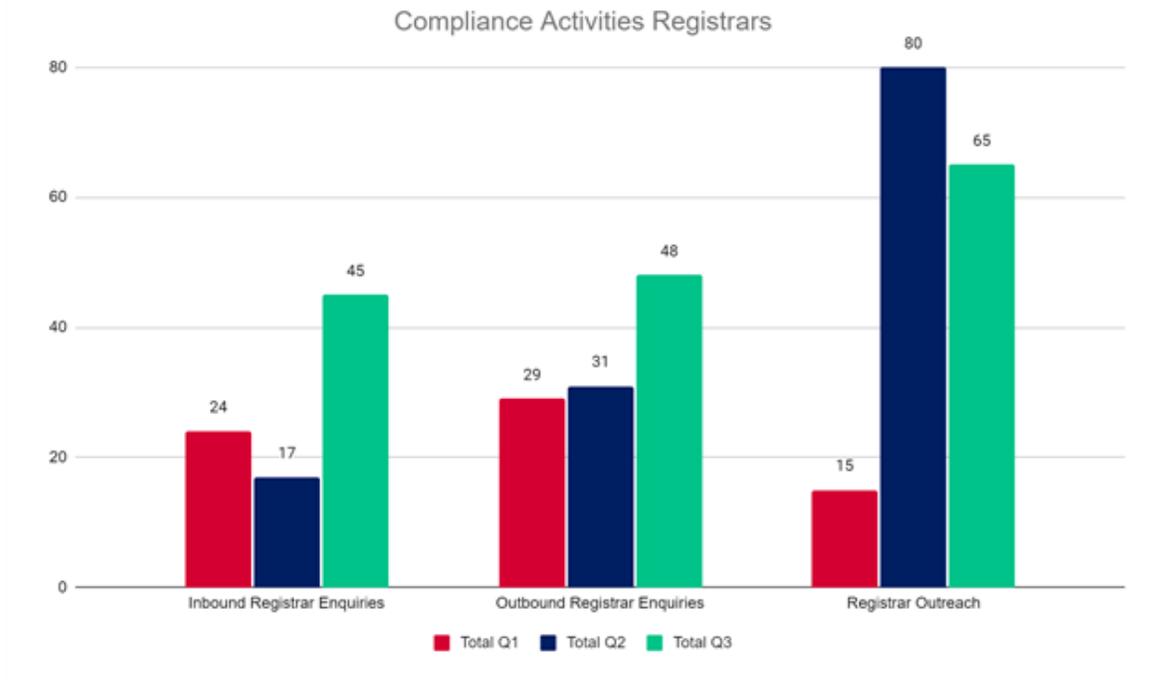
Trends and Analysis:

Over Q3 we continued to have a large amount of engagement with Registrars in respect of domain names reported to the DNC for DNS abuse. At the end of each month, we provide a list to Registrars of reported domain names under their management that have been cancelled. The number of Registrars impacted is increasing.

Over Q3 there was a 53% increase in inbound enquiries from Registrars, which related largely to domain names cancelled by the team where registration details were not validated.

Breakdown of classifications

The table below shows the types of issues and complaints the DNC has received over the last three quarters.

5

Registrar Enquiry Management Q1,Q2 and Q3
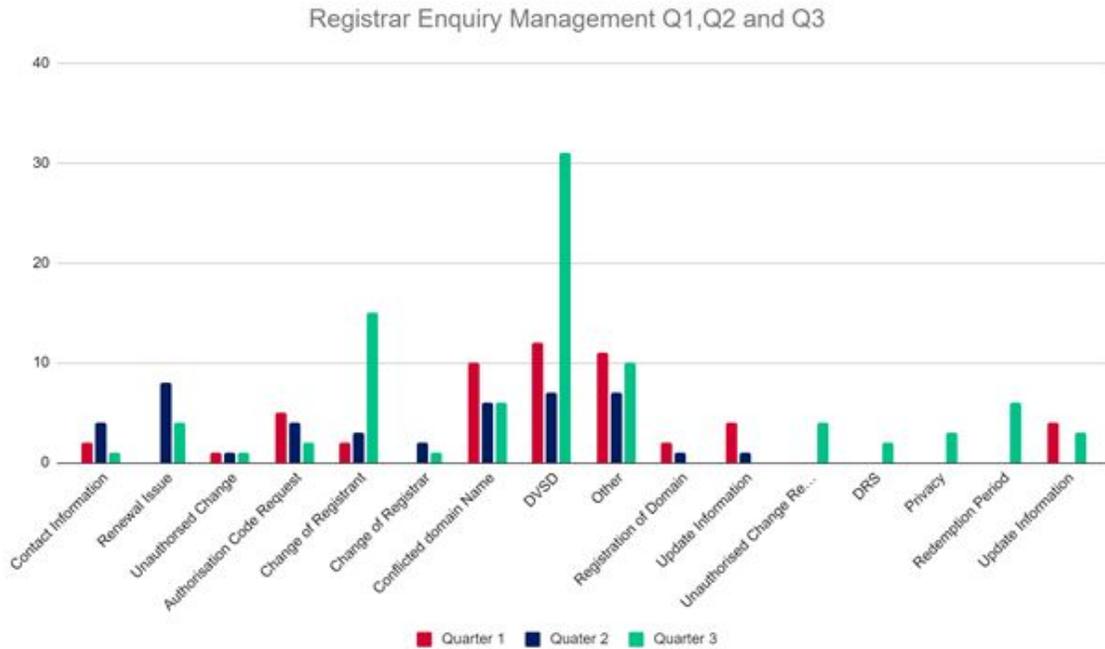
We had a spike in referrals to Registrars due to the increased DVSD suspensions in Q3 and increased enquiries from domain name holders wanting their registration information changed and concerns around time delays to action these requests or unclear information being provided to domain name holders.

There has been an increase in reports on the privacy option being allegedly used and the eligibility criteria not being met. We have referred these to the relevant Registrars to assess and follow up with the relevant domain name holders..

Compliance Activities: Domain Name Holder Data Verification

Over Q3, **we have suspended 80% of the .nz domain names** run through the DVSD process for failing the data validation checks. This was a decrease from 82% in Q2.

6

.nz abuse per quarter
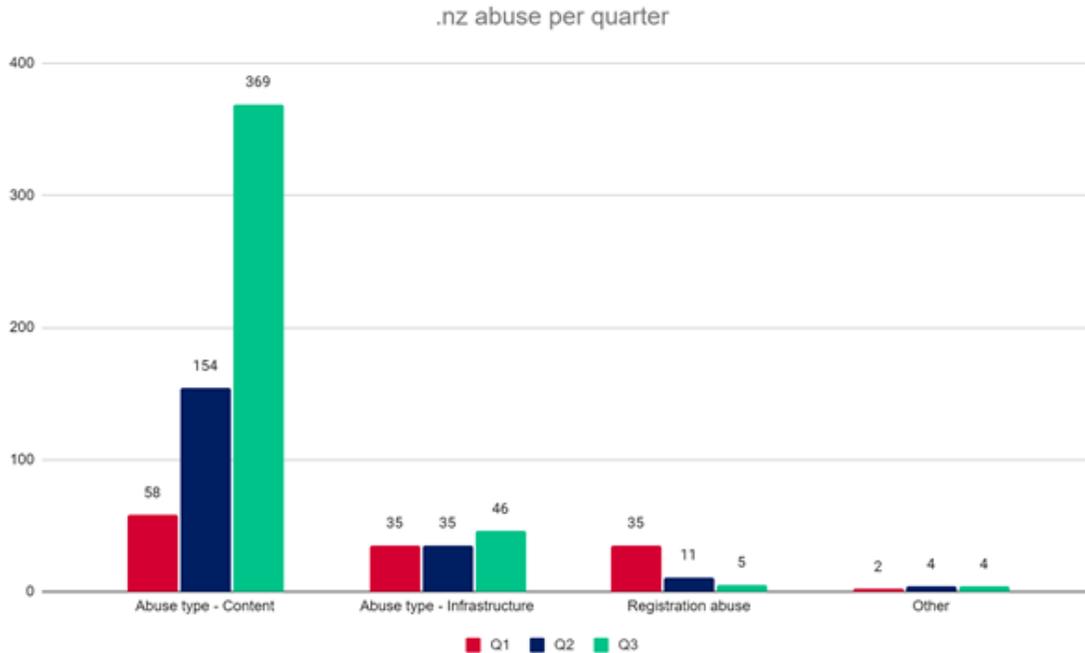
Trends and Analysis:

The 72% increase in Q3 on Q2 for content related reports is due to bulk referrals from NZ Police CyberCrime Unit, and Netcraft and related to suspected fake webshops coming into the Christmas period.   Of the 334 Police and Netcraft referrals, only 13 were validated by the relevant Domain Name Holders.

Registrar Authorisations

No new applications have been received during Q3.

Other Activities

With the recent .nz Registry IRS 8.7 release we have been able to recommence publishing the .nz Market Data Dashboard on the DNC's website. This dashboard is interactive and a useful resource to understand domain name growth, creates, deletes and renewals, competition, market health indicators, pricing, and other information to encourage the development of a healthy .nz domain name space.

We are continuing our search for a new moderator for the .iwi.nz domain name space. We have had a number of enquiries about .iwi.nz domain names but no urgent requests have been received for registration.

7

Yours sincerely

Vivien Maidaborn

Chair, Domain Name Commission

8

Appendix

Profit & Loss
Domain Name Commission Limited
For the quarter ended 31 December 2023

Account	Q3 Actual	Q3 Budget	Q3 Variance	Q2 Actual	Q2 Budget	Q2 Variance	Q1 Actual	Q1 Budget	Q1 Variance	YTD Actual	YTD Budget	YTD Variance	Overall Budget 2023-2024
Trading Income													
Authorisation Fees	0.00	3,000.00	(3,000.00)	9,000.00	3,000.00	6,000.00	3,000.00	3,000.00	0.00	12,000.00	9,000.00	3,000.00	12,000.00
Income - DRS Complaint Fees	16,000.00	2,000.00	14,000.00	19,200.00	0.00	19,200.00	10,000.00	8,000.00	2,000.00	45,200.00	10,000.00	35,200.00	12,000.00
Management Fees	408,750.00	408,750.00	-	408,750.00	408,750.00	0.00	408,750.00	408,750.00	0.00	1,226,250.00	1,226,250.00	0.00	1,635,000.00
Total Trading Income	424,750.00	413,750.00	11,000.00	436,950.00	411,750.00	25,200.00	421,750.00	419,750.00	2,000.00	1,283,450.00	1,245,250.00	38,200.00	1,659,000.00
Gross Profit	424,750.00	413,750.00	11,000.00	436,950.00	411,750.00	25,200.00	421,750.00	419,750.00	2,000.00	1,283,450.00	1,245,250.00	38,200.00	1,659,000.00
Operating Expenses													
Total Communications	20,665.03	22,863.00	(2,197.97)	17,126.59	20,250.00	(3,123.41)	19,890.22	20,250.00	(359.78)	57,681.84	63,363.00	(5,681.16)	86,228.00
Total Compliance	14,624.99	20,496.00	(5,871.01)	5,934.99	15,000.00	(9,065.01)	12,271.05	15,000.00	(2,728.95)	32,831.03	50,496.00	(17,664.97)	71,000.00
Total Director Expenses	11,380.31	13,019.00	(1,638.69)	11,836.10	13,018.00	(1,181.90)	10,697.45	13,018.00	(2,320.55)	33,913.86	39,055.00	(5,141.14)	52,070.00
Total Dispute Resolution Service	24,487.51	15,775.00	8,712.51	24,687.51	4,776.00	19,911.51	12,637.51	17,776.00	(5,138.49)	61,812.53	38,327.00	23,485.53	65,600.00
Total Memberships	2,826.06	3,450.00	(623.94)	2,826.06	3,450.00	(623.94)	3,596.49	3,450.00	146.49	9,248.61	10,350.00	(1,101.39)	13,800.00
Total Moderators	0.00	5,826.00	(5,826.00)	1,495.00	5,826.00	(4,331.00)	5,634.37	5,826.00	(191.63)	7,129.37	17,478.00	(10,348.63)	23,300.00
Total Office and Administration Expense	90,628.23	117,766.00	(27,137.77)	106,028.58	111,312.00	(5,283.42)	88,756.76	110,310.00	(21,553.24)	285,413.57	339,388.00	(53,974.43)	457,081.00
Total Personnel and Staff Costs	184,468.83	235,538.00	(51,069.17)	237,004.99	237,938.00	(933.01)	237,960.52	234,745.00	3,215.52	659,434.34	708,221.00	(48,786.66)	944,383.00
Total Professional Services	2,224.80	12,501.00	(10,276.20)	7,335.72	12,501.00	(5,165.28)	0.00	12,501.00	(12,501.00)	9,560.52	37,503.00	(27,942.48)	60,000.00
Total Projects	0.00	0.00	-	2,625.00	0.00	2,625.00	1,500.00	0.00	1,500.00	4,125.00	0.00	4,125.00	0.00
Total Registrars	2,440.49	2,001.00	439.49	2,349.99	2,001.00	348.99	2,349.99	2,001.00	348.99	7,140.47	6,003.00	1,137.47	8,000.00
Total Depreciation	14,219.42	14,412.00	(192.58)	14,489.40	14,412.00	77.40	14,482.69	14,412.00	70.69	43,191.51	43,236.00	(44.49)	57,648.00
Total Operating Expenses	367,965.67	463,647.00	(95,681.33)	433,739.93	440,484.00	(6,744.07)	409,777.05	449,289.00	(39,511.95)	1,211,482.65	1,353,420.00	(141,937.35)	1,839,110.00
Surplus from Investing Activity	14,228.13	11,095.00	3,133.13	3,045.75	3,510.00	(464.25)	143.02	48.00	95.02	17,416.90	14,653.00	2,763.90	30,000.00
TOTAL COMPREHENSIVE REVENUE AND EXPENSES FOR THE	71,012.46	(38,802.00)	109,814.46	6,255.82	(25,224.00)	31,479.82	12,115.97	(29,491.00)	41,606.97	89,384.25	(93,517.00)	182,901.25	(150,110.00)

9

internetnz

COUNCIL MEETING — FEBRUARY 2024

Council and Committee meeting timetable for 2024/25

AUTHOR: Michael Elwood-Smith
PURPOSE: To review and set key dates for the coming year
DATE WRITTEN: 30 January 2024

Linkages

A published timetable of key dates for the governance of InternetNZ / Ipurangi Aotearoa helps everyone align to the governance work to be done in the year ahead, creating opportunity for people to be involved in governance through transparency. It supports our mahi as guardians of .nz, and as a Te Tiriti o Waitangi centric organisation, by providing opportunity for relationships and partnership with Māori, and by embedding Te Ao Māori into our core work.

Summary

Key meeting dates are proposed for 2024 and the first quarter of 2025, providing early notice of meetings to help Councillors and staff prepare accordingly.

Proposal is to reduce the number of Council meetings from six to four quarterly meetings scheduled around 6 or 7 weeks after the end of the quarter, plus the budget approval meeting.

[Link to Council and Committee Schedule 2024/2025.](#)

Proposed changes and notes to pre-scheduled 2024 meetings

Council

- Move the Council Strategic retreat to Thursday 14th & 15th November
- Move the October meeting to 15 November as the last meeting for the calendar year
- Remove the Council training and meetings in December

If approved, some adjustments may need to be made to Committee meetings to avoid being too close to Council meetings.

Recommendation

THAT Council **approve** the changes to Council meetings as listed in Option 1 in the Council and Committee Schedule 2024/2025.

Vivien Maidaborn
Tumu Whakarae | Chief Executive

Council and Committee Schedule 2024/2025

Month	Council Meeting Dates		Other Meeting Dates	Committees (provisional)
	Option 1 Quarterly + Budget	Option 2 – (Current)		
Jan 24				~~.nz Advisory 24th (1)~~ TKWM 25th (1)
Feb 24	Friday 9th	9th		Governance 26th (1)
Mar 24	Friday 22nd (budget & goals, constitution)	22nd		Audit and Risk 20th (1)
Apr 24				.nz Advisory 3rd (2) TKWM 11th (2) Governance 22nd (2)
May 24	Friday 10th	10th		
Jun 24				Audit and Risk 21st (2)
Jul 24			AGM – 25th online	.nz Advisory 17th (3)
Aug 24	Thu 15th (mihi whakatau) Fri 16th	15th & 16th		Governance 26th (3)
Sep 24				TKWM 4th (3) Audit and Risk 18th (3)
Oct 24		10th & 11th	Council retreat 10th & 11th?	Governance 14th (4) .nz Advisory 23rd (4)
Nov 24	Friday 15th		Year end events w/b 25th	TKWM 13th (4) Audit and Risk 20th (4)
Dec 24		5th & 6th		
Jan 25				TKWM 30th (1)
Feb 25	Friday 14th	14th		
Mar 25	Friday 28th (budget & goals)	21st or 28th		Governance 3rd (1) Audit and Risk 5th (1)