

Council Pack.

09/10/2020

AGENDA

Council Meeting: 9 October 2020

Wellington Office: L11 / 80 Boulcott St, Wellington Central

9:00am Meeting start
10:45am Morning tea
12:40pm Meeting closed

Section 1 – Meeting Preliminaries

9:00am	1.1	Council only (in committee)
9:10am	1.2	Council and CE alone time (in committee)
9:40am	1.3	Karakia, apologies, interests register
	1.4	Agenda review and environment scan

Section 2 – Strategic Priorities

9:45am	2.1	.nz Policy Review - Panel's Report
10:15am	2.2	.aq Assumption of Stewardship
10:45am	-	Morning tea

Section 3 – Matters for Decision

11:00am	3.1	Council Training Plan
11:15am	3.2	Council Retreat Details
11:30am	3.3	Decisions without much discussion anticipated: 3.3.1 Extension to Emergency Powers provisions in .nz policy 3.3.2 Council Committees

Section 4 – Matters for Discussion

11:35am	4.1	Registry Replacement Update
11:45am	4.2	(Vice) President's Report
11:50am	4.3	Domain Name Commission Chair Report (verbal)
12:05pm	4.4	Management Items for Discussion

Section 5 – Consent Agenda

(fifteen mins for discussion of items, contingency available)

12:20pm	5.1	Committee Reports <ul style="list-style-type: none">• Audit and Risk• Chief Executive Review (no paper)• Komiti Whakauru Māori
	5.2	Confirm Minutes – 14 August 2020
	5.3	Actions Register
	5.4	E-vote Ratification - none since last meeting
	5.5	Health, Safety and Wellbeing Update
	5.6	Membership Report

Section 6 – Other Matters

	6.1	CONTINGENCY (for any overflow)
	6.2	Matters for communication – key messages
	6.3	General business
	6.4	Meeting review
12:40pm	6.5	Meeting close (karakia or waiata)

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 - \$35,470

Vice President - \$22,169

Councillor - \$17,735*

**Sub-Committee Chairs also receives additional 10% of their honoraria*

Name: Jamie Baddeley

Position: President, InternetNZ

Term: AGM 2014 - AGM 2021

Declaration Date: 27 May 2017

Interests:

- No items to declare.

Name: Joy Liddicoat

Position: Vice President, InternetNZ

Term: AGM 2014 - AGM 2021

Declaration Date: 31 March 2020

Interests:

- Trustee and Chair of the Peter Rule Foundation
- Holder of .nz domain name registrations
- Member of the New Zealand Law Society
- Member Otago Women Lawyers Society
- 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: Amber Craig

Position: Councillor, InternetNZ

Term: AGM 2013 - AGM 2022

Declaration Date: 4 May 2020

Interests:

- Holds .nz domain name registrations
- Trust Chair of Whare Hauora Charity
- Deputy, Chair, interim Treasurer and Trustee of Rangitāne o Wairarapa Rurunga
- Director of Tahetoka Limited (Facilitation and Consulting)
- Trustee of Te Rua o Mahara Wairarapa Trust
- Director and Shareholder of Te Rua o Mahara Tours Tapui Limited
- Receives additional honoraria for being Chair of the Audit and Risk Committee for InternetNZ.

Name: Sarah Lee

Position: Councillor, InternetNZ

Term: AGM 2014 - AGM 2022

Declaration Date: 24 August 2018

Interests:

- Member of New Zealand Māori Internet Society
- Receives additional honoraria for being Chair of the Māori Engagement Committee

Name: Richard Hulse

Position: Councillor, InternetNZ

Term: AGM 2015 – AGM 2021

Declaration Date: 1 April 2020

Interests:

- Employee of GS1 New Zealand
- Holder of .nz domain name registrations

Name: Don Stokes

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2023

Declaration Date: 6 December 2019

Interests:

- Shareholder/Director, Knossos Networks Ltd, an authorised .nz registrar
- Shareholder / director of several inactive companies
- Registrant of .nz and .net domains
- Consultant of Liverton Security

Name: Kate Pearce

Position: Councillor, InternetNZ

Term: AGM 2017 – AGM 2023

Declaration Date: 15 February 2019

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
- Board Member of New Zealand Internet Task Force (NZITF)
- Member and Co-leader of Aotearoa Tech Union
- Receives additional honoraria for being Chair of the .nz Policy Committee

Name: aimee whitcroft

Position: Councillor, InternetNZ

Term: AGM 2019 – AGM 2022

Declaration Date: 17 August 2020

Interests:

- Employee of Waka Kotahi NZ Transport Agency
- Holder of .nz domain names
- Open Data Charter Board Member
- Organiser for unconferences and related events
- Have previously been employed by InternetNZ on contractual basis
- Have previously been awarded an InternetNZ conference grant
- Wildlife.ai Board Member

Name: Melissa Davies

Position: Councillor, InternetNZ

Term: Appointed 2020 – 2022

Declaration Date: 8 August 2020

Interests:

- Own .com and .nz domains
- Owner/Principal SilverDelta
- Owner/CEO Holdmine Ltd
- Co-Owner Bolstur Ltd
- Independent Director - Canterbury Employer's Chamber of Commerce
- Independent Director - Canterbury A&P Association
- Independent Director - Motus Health
- New Zealand Rugby - Board Committee - Commercial and Technology

Name: Hiria Te Rangi

Position: Councillor, InternetNZ

Term: AGM 2020 – AGM 2023

Declaration Date: 14 August 2020

- I own registered .nz domain names
- CEO - Whare Hauora - Charity
- CEO - Do Good limited - Company
- Co business owner - Atamai - Company
- Advising the Spark Foundation

Name: Anthony Bow

Position: Councillor, InternetNZ

Term: Appointed 2020 – 2022

Declaration Date: 17 August 2020

- Holder of .nz and .com domain names
- Director of Whai Rawa Fund Ltd
- Director of Maungaharuru-Tangitū Ltd
- Deputy Chair and Board Member of the Medical Radiation Technologists Board.
- Director of Medical Sciences Secretariat Ltd
- Chair and Trustee of Bill McKinlay Park Trust
- Director and Shareholder of Waimana Capital Ltd
- Shareholder in private companies; Big Splash Ltd and Talent Propeller Ltd

The register was last updated on 17 August 2020.

COUNCIL MEETING - OCTOBER 2020

.nz policy review: recommendations report from Advisory Panel and next steps

ITEM NO: 2.1

AUTHOR: Kim Connolly-Stone, Policy Director

PURPOSE: To receive the recommendations of the .nz Advisory Panel and note next steps

DATE WRITTEN: 01/10/2020

The .nz Advisory Panel has completed its work

The .nz Advisory Panel has now completed its review of the .nz policy framework. On 30 September the Panel submitted its Recommendations Report. There are 44 recommendations that relate to the policy framework, and nine suggestions for work in other areas.

This is the cumulation of 15 months¹ of work engaging with New Zealanders, identifying issues and testing options. A copy of the Panel's Recommendations Report is available to you in Diligent. We ask that the Report remains confidential until its public release.

Communications

We will be making the Report publicly available on the InternetNZ website the week following this Council meeting. This is to provide time for Council and staff to consider the Report.

A press release will be issued, including comments from the Chief Executive and the Panel Chair. The press release will note the Recommendations Report is available and will explain what InternetNZ plans to do next.

We will not be seeking submissions on the Panel's report, as this would duplicate the consultation on options that has very recently taken place. We will of course be seeking submissions on proposals for implementing those recommendations accepted by Council, and will allow plenty of time for this.

¹ The initial 12 month period was extended by three months to take account of Covid-19 impacts.

Next steps

We propose the following next steps:

When	What
October	<ul style="list-style-type: none">• Staff develop advice for Policy Committee on whether, how and when to implement each recommendation• Staff prepare draft exposure draft of revised .nz policies for Policy Committee's consideration
Mid November	Policy Committee meeting to consider: <ul style="list-style-type: none">• what to recommend to Council on whether, how and when to implement each Panel recommendation• a first draft of what a restructured .nz policy framework might look like
December	Council decisions on: <ul style="list-style-type: none">• whether, how and when to implement each Panel recommendation• timeline for phase 2 of the .nz review (implementation)
First quarter of 2021 (depending on decision above)	Release exposure draft for public consultation: <ul style="list-style-type: none">• responding to recommendations to be implemented in first tranche• also incorporating proposed changes generated internally, including those essential for the registry replacement project

We anticipate providing advice to the Policy Committee that accepted recommendations be implemented in phases or tranches. This is because the recommendations differ in their nature, gravity and implementation difficulty. Some recommendations will be able to be implemented relatively quickly. Others will need more time to determine how to implement them.

We also need to consider interdependencies with other work, such as the registry replacement project (Mimosa). Key policy changes needed to implement the new registry system will be included in the December recommendations paper to Council. It may not be possible to know all requirements by this time, in which case we may need to engage with you out of cycle.

Recommendations

THAT Council:

1. Note and formally receive the Recommendations Report of the .nz Advisory Panel
2. Ask the Chief Executive to write to the members of the Advisory Panel thanking them for their work
3. Note the next steps for the .nz Policy Review.

Kim Connolly-Stone
Policy Director

1 October 2020



COUNCIL MEETING - OCTOBER 2020

Stewardship of .AQ

ITEM NO:	2.2
AUTHOR:	Jordan Carter, Group Chief Executive
FOR:	Council
PURPOSE:	To set out the basis on which InternetNZ is planning to assume responsibility for the stewardship of the .AQ ccTLD
DATE WRITTEN:	02/10/2020

Introduction and Context

This paper sets out in one place staff thinking about InternetNZ taking responsibility for the stewardship of .AQ, the top level domain for Antarctica.

This suggestion was first flagged with us in mid 2018, and gathered pace last year. InternetNZ has a long standing relationship with the operator, currently ANIC (Antarctica Network Information Centre Ltd, a New Zealand domiciled company, owned and operated by Peter Mott).

We were asked by Peter to take over stewardship of the domain on the same basis as it currently operates - as a public good activity for InternetNZ, and to be a neutral steward for .AQ into the future.

This responsibility would build on our current involvement in supplying services to .AQ on the DNS and registry systems levels.

We ascertained the NZ Government's view of this in 2018 and they indicated they were comfortable with the change.

This paper sets out the current state of the domain, the proposed operating model, some brief notes about the required IANA approval to effect the change of stewardship, and our next steps.

Current state of the .AQ domain

At 30 September 2020, there were 92 domain names in the .AQ domain. There are no charges for use of the domain, which is limited to entities or individuals active on the ice.

ANIC has operated the domain for years. Peter has been seeking to exit that role for some time. InternetNZ previously operated the authoritative DNS for the domain, and since earlier this year has also operated the registration system - an entirely manual approach given the scale of the domain. This means that in the [IANA record](#), we are already listed as the technical contact for the domain. (ANIC is the ccTLD manager and the Administrative Contact.)

As part of handing the operation of the registry to us, Peter provided the historical correspondence of all requests for names in the TLD.

This is a low-change domain. Since February, when we began operations, three domain names have been added.

Future operating model for .AQ

This paper proposes Council agree that InternetNZ operate .AQ as a service for the community of interest, on the policy basis and commercial terms currently in place. That is, the TLD is only available to individuals or entities on the ice, and it is free of charge.

We would operate this in house as part of our IT Operations function - we would not create a cost centre, since the effort involved is too small. It would remain a manual operation, not being included in the SRS or any future registry system we use for .nz.

We would not maintain any separate legal entity for the TLD, so InternetNZ would aim to secure a re-delegation of the domain and be listed as the ccTLD manager and Administrative Contact, as well as the Technical Contact.

Peter has advised that [COMNAP](#) (the Council of Managers of National Antarctic Programmes, whose Secretariat is based at the University of Canterbury in Christchurch) would be the moderator of requests to register new domain names in the TLD.

Ownership structure in the short term

As noted above, our vision is that InternetNZ would be the entity operating the domain in the future operating model.

To effect the change in control of the domain and to compensate Peter for the legal costs associated with the transfer, InternetNZ would purchase and own the shares in the current entity - Antarctica Network Information Centre, a limited liability company incorporated in New Zealand.

We would in the subsequent year or two wind up the company, to achieve the future operating model outlined above.

Peter would remain a director of the company in the short term, along with two management staff as directors, since there is no future to the company's involvement with the domain. There is no analogy with other subsidiaries.

Due diligence on the company shows no revenue, no costs, no contractual obligations, no debts, no ongoing obligations per se (other than operating .AQ).

ICANN process regarding re-delegation

.AQ is an unusual ccTLD, most of which are associated with countries with single governments or executive authorities.

The standard (re)delegation process for a TLD is set out by IANA at <https://www.iana.org/help/cctld-delegation>. Reviewing this process indicates that a discussion with IANA about how it will deal with any changes to .AQ is required.

We will make enquiries with IANA and with ICANN as to how to best proceed with this change, and keep Council advised.

If it proves difficult to make this change, we can continue to be the operator and de-facto steward for the domain, but it would be preferable to have the formalities with IANA lined up with the on-the-ground reality.

Risks

None of our due diligence suggests any significant risks to the organisation or to .nz from taking responsibility for the stewardship of .AQ. We would warmly welcome Council's consideration of this, and ongoing scrutiny and oversight by the Audit and Risk committee, as appropriate.

Next Steps

Following discussion and a decision by Council whether to proceed or not, the next step would be to purchase the shares in ANIC Ltd for the price that staff have negotiated with Peter Mott, which is designed to compensate him for the legal expenses of the process.

Council would appoint the directors being Peter Mott, Jordan Carter and Catherine Fenwick.

Alongside this transfer of ownership in the current operating entity, we would be in touch with IANA and ICANN to find out more about the re-delegation process and how it applies in this situation.

The recommendations which follow are designed to authorise this set of next steps without further Council decisions required. If things change, we would come back to Council.

Recommendations

That Council **endorse** InternetNZ becoming the ccTLD manager for .AQ consistent with the future operating model set out in this paper.

That Council **note** the next steps involved in the process.

That Council **authorise** the purchase of shares in Antarctic Network Information Centre Ltd (NZ for \$10k,

That Council **appoint** Peter Mott, Jordan Carter and Catherine Fenwick as directors of the company once the transaction to purchase the shares in the company has been completed.

That Council **authorise** the Officers of Council to take steps necessary to conclude this transaction and appointment of directors, including the affixing of the Common Seal of the Society if necessary.

Jordan Carter
Group Chief Executive

2 October 2020

Council Training Plan

AUTHOR: Catherine Fenwick, Organisational Services Director
ITEM: 3.2
FOR: Council
PURPOSE: To seek Council input on members' training requirements.
DATE WRITTEN: 24 September 2020

Introduction

This paper sets out the context for discussion of a Council training plan, with the aim of stimulating thinking and discussion at the meeting to inform a training plan for Council.

Council's role governing InternetNZ is an important one. A variety of work has been done to strengthen the role in recent years. This has included preparing a matrix of the diversity and skills that Council sees as a requirement for successfully discharging its responsibilities, and assessing Council membership against that matrix, in order to guide appointment processes.

The previous assessment of Council qualities against the matrix identified some gaps, and Council agreed to appoint Council members to close the gaps in the Finance/Investments/Governance areas and a lack of youth on the Council. We have since welcomed Melissa Davis and Anthony Bow - welcome aboard.

No individual Council member is expected to have all the identified elements, nor will the Council always have the perfect mix. Certain attributes are considered to be essential for all Council members, and others are accepted as somewhat specialist.

Establishing a Council training plan would involve identifying and agreeing training that Council members received to support their development as individuals and as a collective governing body.

Areas of focus and initially identified options

Based on the assessment noted above, recent changes to the Council's membership and other feedback, there are a number of suggested areas for consideration by you. These are:

- Governance - general governance skills
- Diversity attributes, in particular relating to the Disability Community - understanding the issues, opportunities, and challenges of this community.

Some initial research has brought up some options for consideration:

- **Governance NZ** - [The Effective Director Series](#) -

This course is designed for:

- newly appointed directors in public, private, not-for-profit or charity sectors
- directors wanting to refine their skills and knowledge
- those needing to better understand the role and responsibilities of a director

- **Institute of Directors** - [Governance Essentials Course](#) -

This course is designed for:

- New and aspiring directors embarking on a governance you learn the roles and responsibilities of the board and directors across a range of governance settings.

- [Access Advisors](#)

A demo day that will raise awareness of the need for accessibility can be difficult not exposed to real people with real access needs.

Demo days provide an opportunity for people with access needs or assistive tech suppliers to demonstrate how they use technology and the problems they face. Access Advisors has run several successful 'Demo Days,' with staff reporting being very moved by meeting, observing, and chatting with the participants, hearing, or seeing their struggles first-hand.

Typically, these are two-hour interactive sessions with a Q&A panel discussion to close. We usually invite four or five participants, either with access needs or assistive tech suppliers. We also include interactive 'tasks' for participants such as Screen Reader competitions.

Questions for Council member input

Your views on these questions are sought

- A. Are the priority areas of governance and diversity sensitivity (focused on disability communities) the right ones to focus on in 2020/21? If not, what areas would you suggest adding, or removing?
- B. How much time do Council members feel is appropriate for them to spend on training each calendar year?

Recommendation

THAT Council considers the options detailed in this paper and provide feedback on other areas and options they would like to develop skills in.

Catherine Fenwick

Organisational Services Director

Attached: A-Skills and Diversity Matrix, and B-Assessment (Dec 2019)

A - InternetNZ Skills and Diversity Matrix

October 2019

This Matrix sets out Council's identified skills and diversity characteristics it sees as required to allow the Council to effectively govern the InternetNZ Group. It is reviewed on an annual basis to make any adjustments required.

The information is used to guide any appointments of Council members.

Governance

Skill / Experience	Description	Weighting Certain areas are deemed central to the role
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.	High
Role of the Councillor	An understand of the governance function and the value it should add. Clarity on the role of and obligations placed on a Councillor.	High.
Analytical capability	A structured approach to problem solving, critical reasoning, an ability to analyse information and importantly ask considered and relevant questions	High
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.	.
Communication skills	Ability to clearly articulate a point of view in a positive manner.	High
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.	.

Personal Attributes

Diversity	Description	Weighting Certain areas are deemed central to the role
Ethics	Demonstrating high levels of integrity, ethical behaviour and honesty, Acting always in the interests of the organisation	High
Independence	Maintaining an independence of thought. Ability to politely maintain and promote a position and to agreeably disagree as needed.	
Team player	Understanding that board work is teamwork, ability to work with others and form productive relationships.	High
Commitment	To commit the time to prepare, understand the business and make meeting attendance a non-negotiable priority	High
Focus on impact	Always focused on ends and less on the means to get there. Seeking evidence of impact	
Stewardship orientation	Understanding that the board operates as a subset of the owners and comprehending its role as fiduciaries (acting for the benefit of others)	

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.

Skill Experience	Description	Weighting Certain areas are deemed central to the role
The internet	An understanding of the key role that the internet plays in our world now and into the future	High
Internet NZ	An understanding of the specific role that Internet NZ plays in that world	High
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.	High

Diversity Attributes

Internet NZ 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.

Diversity	Description	Weighting Certain areas are deemed central to the role
LGBTIQ+	Understanding of the issues facing people from diverse Rainbow communities and the opportunities and challenges that relate to our work.	
Te Ao Māori <ul style="list-style-type: none"> - 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.	High
Young people	Internet industries are driven by a younger demographic. We encourage that voice at the Council table	High
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.	

Created: October 2019
Last reviewed: May 2020

B - Council Skills and Diversity Assessment

Status: Final (Dec 2019)
Author: Catherine Fenwick, Organisational Services Director
Purpose: To share the results of the skills and diversity assessment with Council and to recommend Council consider appointing a member.

Summary

This report represents the outcome of the recent assessment of skills, experience, and diversity attributes of the current council. No individual Council member is expected to have all the identified elements, nor will the Council always have the perfect mix.

The assessment of the Council's skills and diversity was undertaken to review the requirement for recruitment of appointed Council members based on identified gaps in the current mix council skills, experience and diversity.

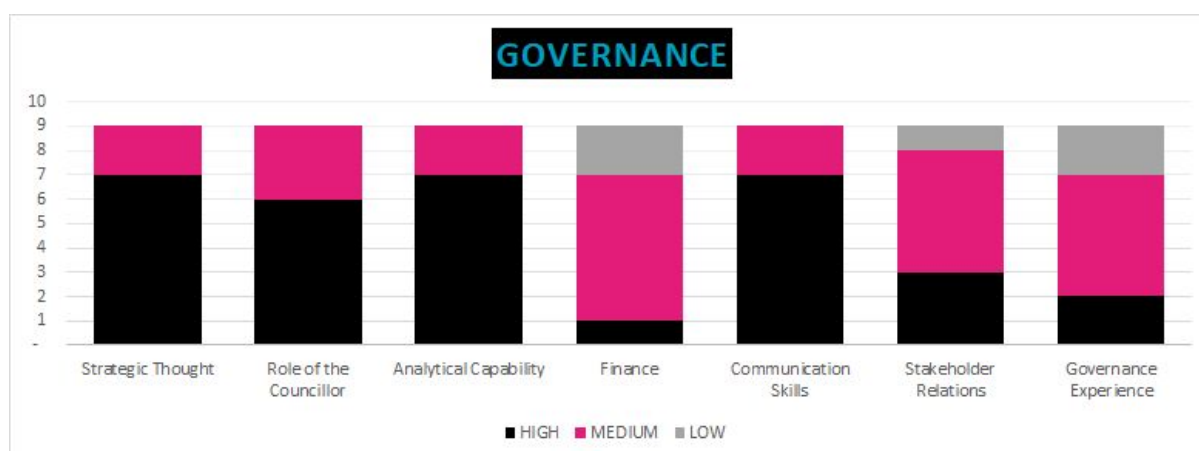
The strongest themes in the results below are lower skills/experience in the Finance/Investment/Governance areas and a lack of youth (under 30) on the Council.

Management recommends that Council consider appointing one or two Council members to close these gaps.

Governance

These are core skills and areas of knowledge associated with the role of Council as InternetNZ's governing body.

The analysis here shows three areas with a medium to low 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.

Analytical capability A structured approach to problem solving, critical reasoning, an ability to analyse information and importantly ask considered and relevant questions

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.

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.

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 a medium to low mix in specialist skills- Investment, Legal, People and Public Policy.



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

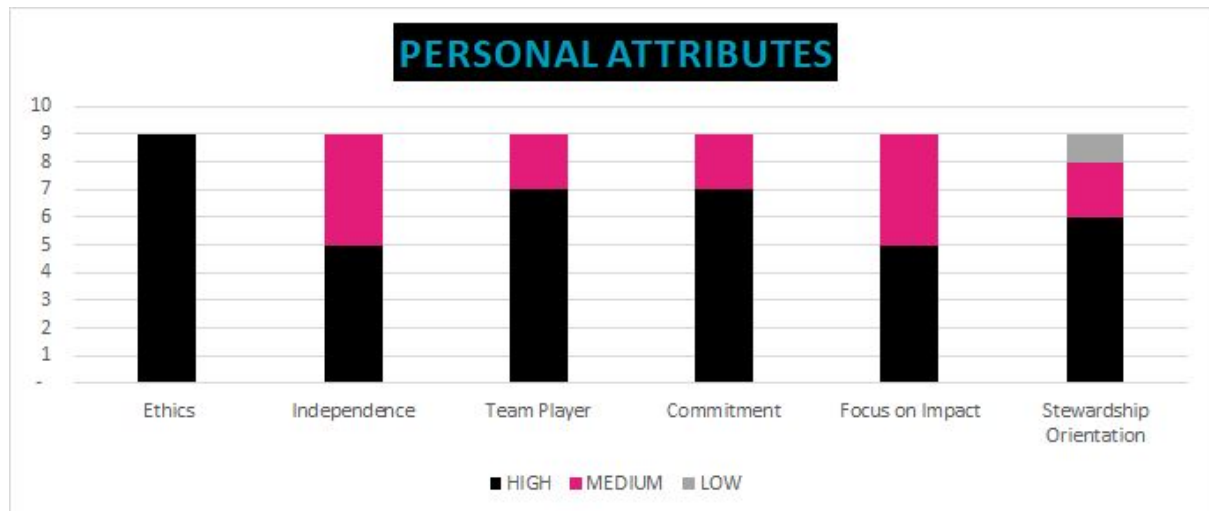
Public Policy - An understanding of public policy and how it relates to the Internet.

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.

Personal Attributes

The results below shows good strengths in personal attributes.



Attributes:

Ethics - Demonstrating high levels of integrity, ethical behaviour and honesty, Acting always in the interests of the organisation.

Independence - Maintaining an independence of thought. Ability to politely maintain and promote a position and to agreeably disagree as needed.

Team player - Understanding that board work is teamwork, ability to work with others and form productive relationships.

Commitment - To commit the time to prepare, understand the business and make meeting attendance a non-negotiable priority

Focus on impact - Always focused on ends and less on the means to get there. Seeking evidence of impact.

Stewardship orientation Understanding that the board operates as a subset of the owners and comprehending its role as fiduciaries (acting for the benefit of others)

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 on the diversity attributes at the Council table is in the area of Youth and Disability Communities.



Attributes:

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

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.

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.

COUNCIL MEETING - OCTOBER 2020

Further extension of emergency provision

ITEM NO: 3.3.1
AUTHOR: Kim Connolly-Stone, Policy Director
PURPOSE: To seek agreement to further extend the emergency provision.
DATE WRITTEN: 01/10/2020

Background

In April 2019, following the Christchurch Terror Attacks, an interim policy change was made to the .nz Operations and Procedures document¹. The change was made to clarify how emergency situations would be dealt with. It allows the Domain Name Commissioner to take action where the use of the .nz domain name space is causing, or may cause, irreparable harm to any person or to the operation or reputation of .nz.

The policy change was initially made for six months. Two further extensions of six months were made (in October 2019 and March 2020) while the .nz policy review was underway. We also agreed the emergency provision was useful during the Covid 19-situation.

A further extension is recommended

The Recommendations Report of the .nz Advisory Panel will touch on the question of what to do about the emergency provision - whether to make it permanent or do something else. We therefore recommend that the provision be extended for another nine² months to provide time for staff and Council to consider the Panel's recommendation, make in principle decisions, and allow time for consultation with stakeholders on proposed changes.

Recommendation

THAT Council note the interim changes to .nz policy agreed on 18 April 2019 (and subsequently extended) and agree to extend by a further nine months (until June 2021).

Kim Connolly-Stone

Policy Director

¹ See clauses 11.8 to 11.10 -

<https://internetnz.nz/nz-domains/nz-policies/operations-and-procedures/>

² The PDP requires interim policies be reviewed every six months. Since the .nz policy review is ongoing, this clause will be being reviewed as part of the broader framework, within that timeframe.

Annual Review of Council's Committees

ITEM NO: 3.3.2
AUTHOR: Jordan Carter
PURPOSE: To review Council Committees and membership
DATE: 2 October 2020

Summary

After each AGM, Council reviews and renews the mandate and membership of each Council committee.

This paper notes the current members of each committee, and those that staff have been advised by the Vice President are intended to join committees.

Councillors are asked to read the Terms of Reference to ensure they are familiar with the purpose of each Committee. When the new Governance Charter has been adopted, this will then supersede the current Terms of Reference - that is why these are not being reviewed right now.

Audit & Risk Committee

Current members are Amber Craig (*Chair*), Richard Hulse, Kate Pearce and aimee whitcroft.

David Wright is assisting the committee at present as a former NZRS director.

It is proposed **Anthony Bow** will join the committee.

CE Review Committee

Current members are Jamie Baddeley (*Chair*), Joy Liddicoat, Richard Hulse

Dave Moskowitz left the committee with the AGM.

It is proposed **Melissa Davies** will join the committee.

Māori Engagement Committee/Komiti Whakauru Māori

Current members are Sarah Lee (*Chair*), Jamie Baddeley and Amber Craig.

It is proposed **Hiria Te Rangi** will join the committee, while Jamie Baddeley will remain an ex officio member of this committee.

.nz Policy Committee

Current members are Kate Pearce (*Chair*), Joy Liddicoat and Don Stokes.

No changes are proposed.

Governance Committee suggestion - not proceeding now

A suggestion for a Governance Committee, pursuant to the slowly-progressing update to the governance policies framework, has not attracted interest from Council members.

As such the Vice President has suggested not proceeding with this Committee idea for now, but to note it can be considered by Council when working through the revised framework.

Recommendations

THAT Council confirms that it will conduct some of its work through these four Committees: Audit and Risk, CE Review, Komiti Whakauru Māori, .nz Policy.

THAT Council confirms the Council members of each Committee.

THAT Council endorse the current Terms of Reference for the Committees.

Jordan Carter

Group Chief Executive

2 October 2020

Note: Committee Terms of Reference

- A&R Audit and Risk v 1.3
- CEO Chief Executive Review v 1.1
- MAO Komiti Whakauru Māori (Māori Engagement) v 1.2
- NPL .nz Policy Committee v 2.0

COUNCIL MEETING - OCTOBER 2020

Council retreat details

ITEM NO: 3.4
AUTHOR: Jordan Carter
PURPOSE: To elicit further Council views on key aspects of the Retreat.
DATE: 02/10/2020

As discussed at the last meeting, staff have progressed logistical and other considerations for a Council retreat in November.

The **date** identified would be **Friday 13 to Sunday 15 November 2020**, at a venue to be determined in **the Wellington or Nelson regions**.

The **key topics** identified are:

- The .nz Policy Review and InternetNZ's stance
- Environment scan and End States for the Strategic framework
- Team building

The **participants** suggested are:

- All of Council
- Key SLT members working on the above topics
- Domain Name Commission Ltd Directors, for the first topic

We could defer this retreat to after the summer holidays (late January / early February), though Council would still need to find some time to work on its response to the .nz Policy Review in that case.

My inclination at the time of writing is to go with November, based on the value of the conversation at this time, but an SLT discussion on 6 October may change this advice.

Recommendation

That Council agree to proceed with a retreat with the topics, dates/venue and participation set out in this paper, and ask staff to organise this.

Jordan Carter
Group Chief Executive

COUNCIL MEETING - OCTOBER 2020

.nz Registry Replacement Project Update

AUTHOR: Dave Baker
ITEM: 4.1
PURPOSE: To provide an update on the registry replacement project and outline planned next steps in the project.
DATE WRITTEN: 30 September 2020

Background

At the August 2019 Council meeting the .nz Registry Replacement Project Initiation paper was presented. The paper set out the background and assumptions behind the need for change primarily being driven by technical debt. It looked at the strategic and operational outcomes for a new registry system and how we proposed to run the project.

Council acknowledged:

- the need to replace the Shared Registry System, and asked the Chief Executive to deliver a replacement.
- that a replacement registry system will not include the SRS Protocol.

Council agreed in principle that implementation of the updated .nz policy framework resulting from the .nz Policy Review should not be done in the current Shared Registry System.

At the October 2019 Council meeting the project goals, the project governance structure and a high level project approach were outlined.

Council acknowledged and confirmed:

- the project goals.
- the project governance structure

Council agreed in principle to a multi-staged project approach. The first phase being market engagement and vendor selection and the second phase covering implementation.

Council acknowledged the cost spent to date and the cost estimates for the EOI market engagement phase.

In mid October the project team engaged the market to obtain Expressions of Interest (EOI) to gain a better understanding of the supplier market and the range of available registry solutions. Over December 2019 and January 2020 the project Evaluation Panel evaluated the 12 EOI responses received.

At the February 2020 Council meeting a paper was presented to Council that summarised the Evaluation Panel's work and findings and recommended an approach to the next step, a restricted tender seeking providers of a registry system that will operate in New Zealand.

Council acknowledged:

- the project update and the expenses incurred for the EOI.
- the next step in the process, being an RFP to procure a registry system for .nz operating locally.
- the initial cost estimates for the RFT.

The three shortlisted providers from the EOI were invited to participate in the Request for Tender (RFT). The timeline of events is shown below.

Event	Date
InternetNZ announces next steps	19 February 2020
InternetNZ issues the RFT	1st July 2020
InternetNZ registry replacement project briefing sessions	W/B Monday, 27 July 2020
Closing date for requests for clarification	14 August 2020
Closing date for RFT	14 September 2020
InternetNZ considers the responses	September and October 2020

Current Status and next steps

Three responses to the RFT were received on the 14th September 2020 and are currently being evaluated.

Following the evaluation of the responses a preferred provider will be selected.

The next step of the project will be to complete negotiations, plan the implementation project and develop the business case.

The business case will include the scope of services and operations model for the preferred solution, financial modelling, and project implementation plan.

The completed business case will then be presented to Council at the February 2021 meeting for Council's approval to proceed.

Recommendations

THAT Council acknowledge the registry replacement project update, including the current status and next steps.

Dave Baker

Chief Technology Strategist

COUNCIL MEETING - October 2020

Management items for discussion

ITEM NO: 4.4
AUTHOR: Jordan Carter, Catherine Fenwick
PURPOSE: Key items for the Council to know / offer guidance on.
DATE WRITTEN: 02/10/2020

Introduction

This paper is designed to raise key issues for the Council to give advice, input and share understanding with management.

Due to the timing of this meeting, nine days after the quarter's end, there are no Quarterly Reports presented. This report aims to cover any key matters that Council should know; some of the content may be repeated later in the quarterlies.

Matters are broadly in order of priority, and there are five sections:

- A. **Key risks** - where we update you on any changes to significant organisational risks.
- B. **Key items** - the matters we'd like a conversation about - which may or may not be covered by other standard reporting.
- C. **Exceptions / items to note** - significant issues in the general reporting we want to be sure you have seen.
- D. **Late changes** - any material changes to conditions or issues that were covered in quarterly reporting (none in this paper).
- E. **Key future commitments** - a look forward to some key events over the next six months.

A. Key Risks

Over the Q2 period we had a number of new risks to InternetNZ with some having a material effect on our risk profile .

The items of note that we are currently working through effect and possible mitigations are

- **People - Health, Safety and Wellbeing** - New Seismic report from the landlord that changes the NBS rating of the building. Please see section B2 below for full update. Our focus remains providing a safe working environment both in the office and at home, access to mental health support and regular updates to all staff.

Medium term we have initiated a program of work (Flexible First) that is designed to improve how InternetNZ and DNCL do their work. At its heart are the twin goals of staff wellbeing and organisational performance.

- **Strategic/Financial** - The team have been engaged in a number of projects to roll out the price increase from the 1st October for .nz domains and introduce to the market the new Defenz product. The current success of attracting new customers may extend the free trial on Defenz into early 2021.
- **Services - .nz Service availability** - We're operating back in business as usual now compared to last quarter where we were operating in a change brownout to minimise any people-induced problems but we continue to take some extra caution.
- **BCP Planning and documentation** - we have commenced our annual review of the BCP documentation and discussion on testing based on different emergency scenarios.
- **Legal - Compliance** - continued review of the Privacy Act 2020 - enforcement date December 2020 and possible effect on policies and practices of compliance.

We continue to review risks across the business based on environment scan and current projects the teams are focused on to capture material items early. We have also commenced planning work for a Governance, Risk and Compliance tool that will give us a place to store and manage both our enterprise risks.

The high level output of the Risk review has the following 6 Key Focus areas.

- *Strategic - Product/Services Strategy, Business Planning*
- *People - Organisational Capacity, Wellbeing*
- *Financial - Product/Services Revenue, Financial Management.*
- *Service - .nz availability, Technology change*
- *External & Reputation - Stakeholder support*
- *Legal - Compliance*

Our ask:

That you note there are additional risks under review as part of the Risk management process.

B. Key Items

B1 - Building our organisation to be Flexible First

Issue:	<p>In our August paper we updated you on this project. The main goal is to support our aims of staff wellbeing and organisational effectiveness, by supporting a flexible approach to our work, rather than a solely office-bound one. This as noted last time has implications for systems and ways of working across the Group.</p> <p>A broadly based project team came together in September to triage the long list of suggestions received from staff in various debrief and survey work following the lockdown.</p> <p>That group, working with external consultants, has now prepared for SLT consideration the scope of the ongoing Flexible First programme; change management principles for us to make use of in managing the programme; and some scheduling of discrete components of the long list into bite-sized projects we can advance.</p> <p>We are balancing this work, which is important to our goal of being a high performing and resilient organisation, with all our other priorities. I expect progress to be slow but consistent.</p>
Our ask:	That Council notes the update on the Flexible First work.

B2 - 80 Boulcott Street

Issue:	<p>As shared with you in August, the new Seismic report from the landlord that changes the NBS rating of the building was received. Over the last two months a number of mitigations have been put in place. Initially, involving the installation of hoardings within the lobby areas which will enclose the Southern and Northern areas of the lobbies where they are at their widest.</p> <p>Secondly, barriers will be installed externally to areas to restrict access prior to the installation of the gantry structures. This will be a step by step process over the coming weeks with a view to keeping the disruption to a minimum in respect of egress to and from the building. Signage will follow the installation of the gantry.</p> <p>The intent as confirmed by Grand Complex Properties Limited (GCP) is to then ensure the building undergoes strengthening and redevelopment that increases the seismic rating to at least 80% of New Building Standard (NBS).</p> <p>Structural engineers Aurecon are presently engaged to work on the strengthening scheme for the building. They are working towards a commencement of construction in July 2021, with an expectation of an 18 month construction programme based on the information available to date.</p>
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	<p>It is anticipated that the level of construction will make 80 Boulcott Street an uncomfortable space to occupy during these construction works, as such they wish to provide us with a solution of relocation to 18 Willis Street.</p> <p>18 Willis is presently being strengthened to 80% NBS and all floors are programmed to be ready with the new base build fit out completed by July 2021.</p> <p>We are currently reviewing this option and also what size and layout of space is required as we work through the Flexible First programme of work to ensure the new space can support our new ways of working.</p>
Our ask:	That Council notes the above update and progress towards alternative premises.

B3 - NetHui 2020 - Update

Issue:	<p>NetHui 2020 will be held online on the 13th-14th of October 2020. At the time of this meeting, we will be less than a week away from the event. The programme has been finalised and the feedback received on it is very positive.</p> <p>Ticket sales are on track compared to other NetHui events, and we anticipate that the “last minute” nature of NetHui ticket sales will be exacerbated by the online format. As of the writing of this report, there is a more-than-sufficient audience for a great event.</p>
Our ask:	Please promote the event in your networks, and attend and participate!

B4 - 25th Anniversary for InternetNZ

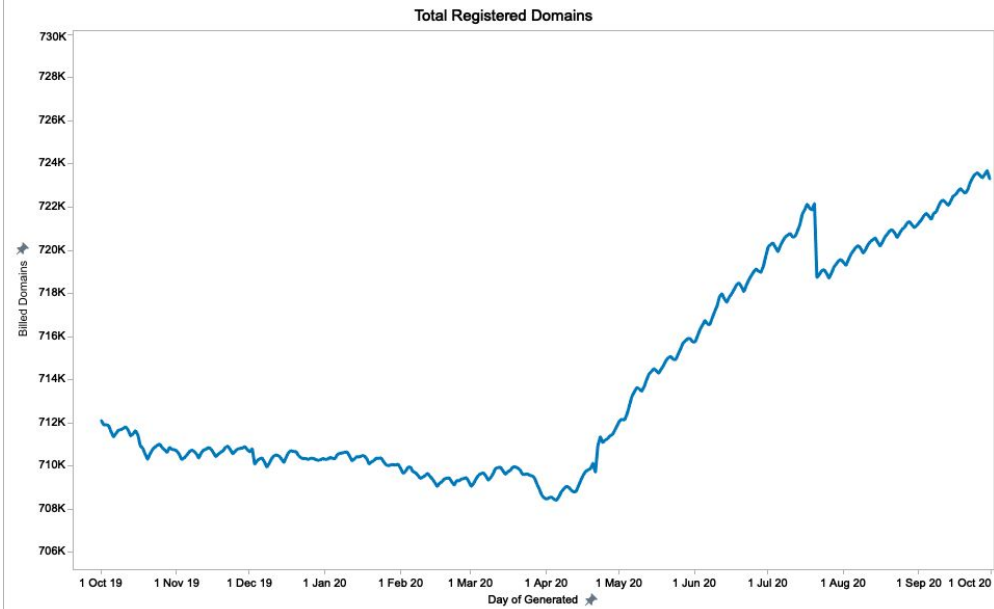
Issue:	<p>InternetNZ turns 25 this November. This is a new plan after COVID effectively ruined the previous plans; i.e. theming the other in-person events we would have run around the 25th Anniversary theme.</p> <p>We see a three pronged approach:</p> <ul style="list-style-type: none"> - Commissioning a new “about us” style video focused on InternetNZ’s role as the manager of .nz and NZ’s DNS/core internet infrastructure (after all, this is what we started doing 25 years ago) - An event to launch this video - this would effectively just be the end of year events we do anyway, with a different theme - Proactive pitching to media outlets - specifically the project - around talking about InternetNZ’s role as managing that core internet infrastructure. <p>SLT will consider this approach on the 6th of October.</p>
Our ask:	Please note the update and offer any feedback on the proposed approach.

B5 - Change to pricing for the .nz domain

Issue:	The pricing change for .nz has now come into effect and will be applied in our November billing process. This process has been smoothly handled by the team and some registrars have been proactive with their customer communications.
Our ask:	Please note the update.

C. Exceptions / Items to Note

C1 - Domain Name Registration Numbers

Issue:	<p>Domains at the end of September 2020 now sit at 723,317. This represents growth of 2.1% since the 1st April. We are now seeing a decline in the rate of increased volume of creates with these aligning to previous years of activity.</p> <p>We can expect the increased curve of total domains to start to flatten off as the initial surge of organisations shifting online passes and the bite of a recession starts to take hold. Other than the cancellation of a large portfolio of names in July and further small portfolio at the end of September, cancellations have been quite steady. Overall far activity is as anticipated.</p>  <p>Figure 1: Total domain names shown daily over past 12 months</p>
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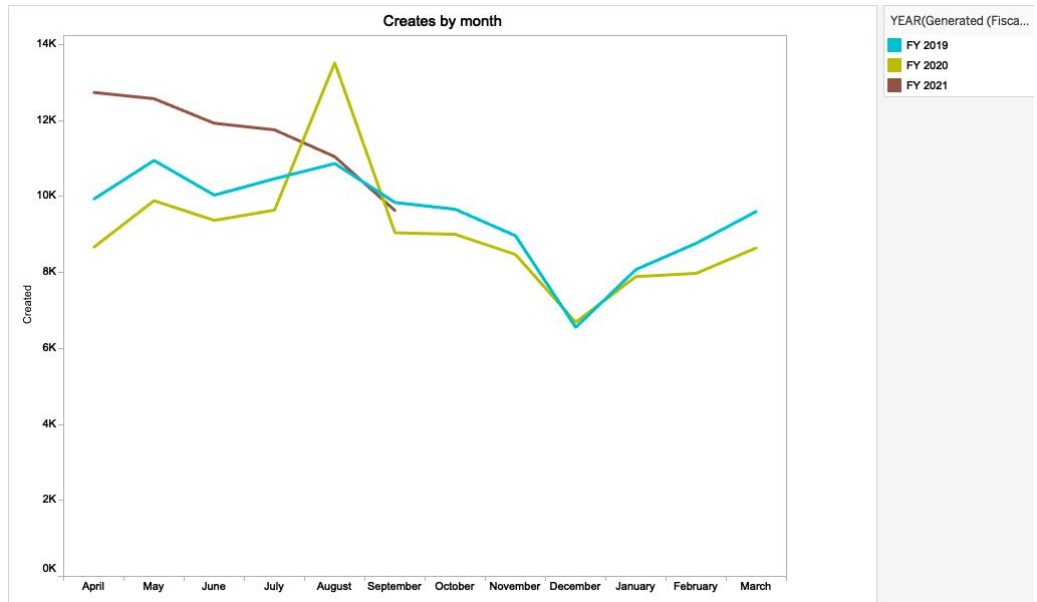


Figure 2: Comparison of creates by financial year for the past 12 months

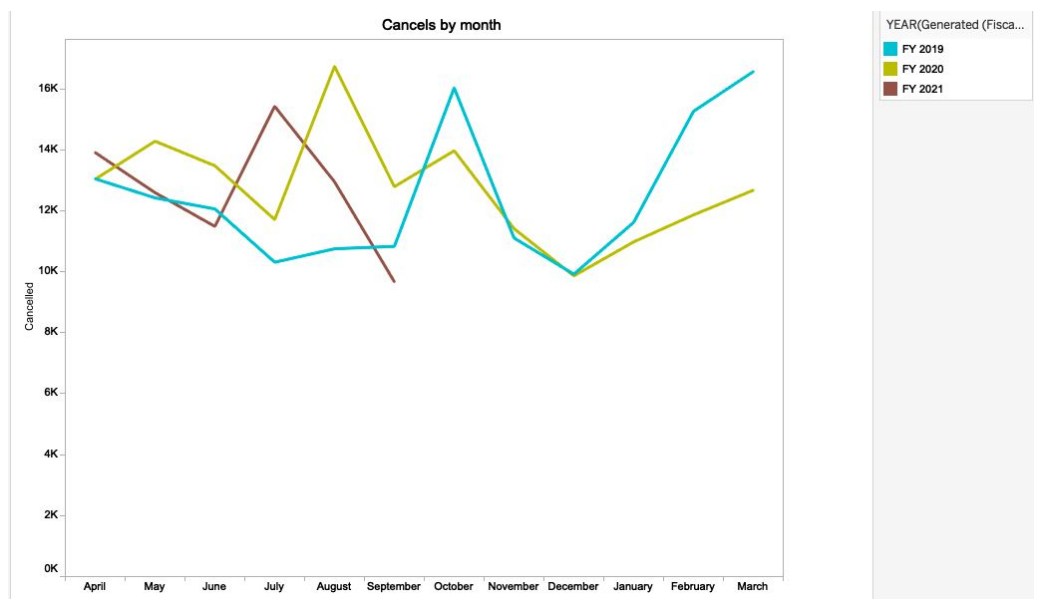
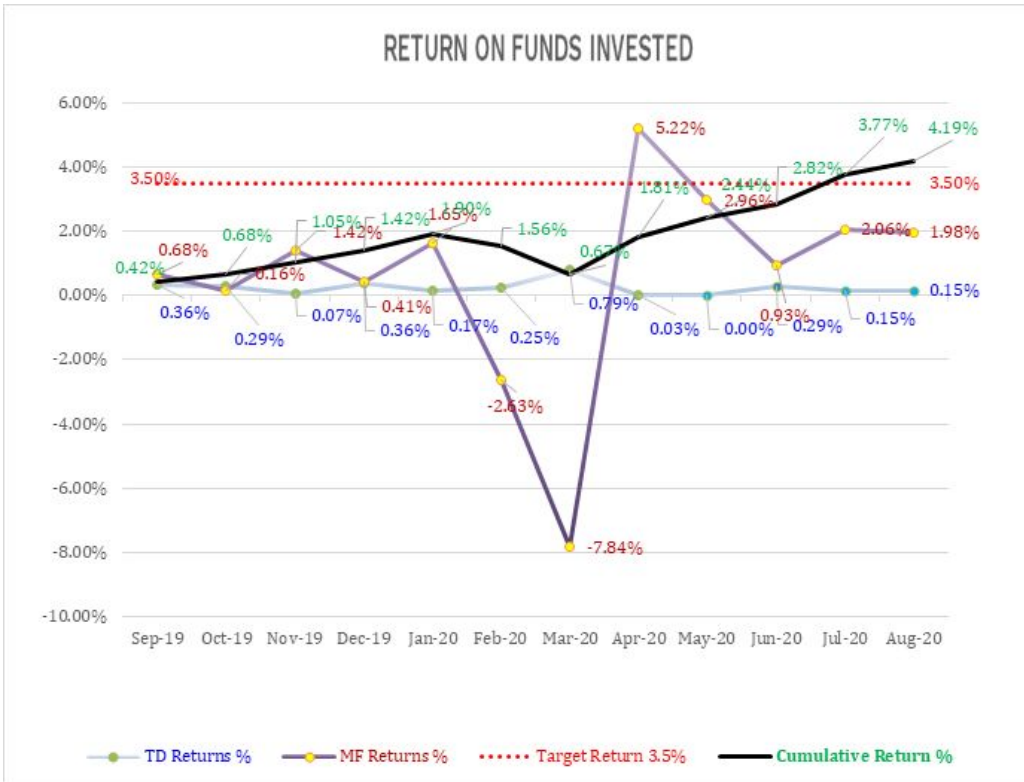


Figure 3: Comparison of cancels by financial year for the past 12 months

Our ask:

That Council note the impact of COVID-19 on domain name registration numbers.

C2 - Investments Returns

Issue:	<p>Investments posted another positive return for the month of August. The annualized cumulative return as at the end of August is 4.19% as illustrated below.</p> <p>Equity markets continued their steady climb with many global markets reaching all-time highs. The currency hedged MSCI All Country index returned 5.7% for the month of August. Economic data overseas showed signs of improvement, although much of it was driven by massive government support.</p> <div><p>RETURN ON FUNDS INVESTED</p><p>The chart displays the following data points (approximate values where not explicitly labeled):</p><table><tr><th>Month</th><th>TD Returns %</th><th>MF Returns %</th><th>Cumulative Return %</th></tr><tr><td>Sep-19</td><td>0.42%</td><td>0.36%</td><td>0.42%</td></tr><tr><td>Oct-19</td><td>0.68%</td><td>0.16%</td><td>1.10%</td></tr><tr><td>Nov-19</td><td>0.68%</td><td>0.29%</td><td>1.78%</td></tr><tr><td>Dec-19</td><td>1.05%</td><td>0.07%</td><td>2.83%</td></tr><tr><td>Jan-20</td><td>1.42%</td><td>0.36%</td><td>4.25%</td></tr><tr><td>Feb-20</td><td>1.65%</td><td>0.17%</td><td>5.90%</td></tr><tr><td>Mar-20</td><td>-2.63%</td><td>0.25%</td><td>3.27%</td></tr><tr><td>Apr-20</td><td>5.22%</td><td>0.79%</td><td>8.49%</td></tr><tr><td>May-20</td><td>1.81%</td><td>0.03%</td><td>10.30%</td></tr><tr><td>Jun-20</td><td>2.44%</td><td>0.00%</td><td>12.74%</td></tr><tr><td>Jul-20</td><td>2.82%</td><td>0.29%</td><td>15.56%</td></tr><tr><td>Aug-20</td><td>3.77%</td><td>0.15%</td><td>19.73%</td></tr></table><p>Legend: TD Returns % (blue line), MF Returns % (purple line), Target Return 3.5% (red dotted line), Cumulative Return % (black line).</p></div>	Month	TD Returns %	MF Returns %	Cumulative Return %	Sep-19	0.42%	0.36%	0.42%	Oct-19	0.68%	0.16%	1.10%	Nov-19	0.68%	0.29%	1.78%	Dec-19	1.05%	0.07%	2.83%	Jan-20	1.42%	0.36%	4.25%	Feb-20	1.65%	0.17%	5.90%	Mar-20	-2.63%	0.25%	3.27%	Apr-20	5.22%	0.79%	8.49%	May-20	1.81%	0.03%	10.30%	Jun-20	2.44%	0.00%	12.74%	Jul-20	2.82%	0.29%	15.56%	Aug-20	3.77%	0.15%	19.73%
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Our ask:	<p>That Council note the return on Funds investments.</p>																																																				

E. Key External Commitments to March 2021

The table below sets out key external commitments over the next two quarters.

The programme is still significantly impacted by the Covid-19 pandemic, with domestic engagements either cancelled or having timing/format changes, and with participation now online for all international engagement. No international travel is seen as likely before sometime in the latter part of calendar 2021, in the most optimistic scenario.

<p>October to December 2020 (Q3)</p>	<p>Domestic commitments include:</p> <ul style="list-style-type: none"> NetHui 2020 - 13-14 October, online. Broadband Compare Awards - 16 October, Auckland
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	<ul style="list-style-type: none"> • Connected Marae event with TUANZ and Vodafone - conversations to start around NetHui, further design needed. • Influence of design on privacy workshop - 20 October, VUW, Wellington. • National Digital Forum - was 21-22 November, now not till 2021. <p>International commitments include:</p> <ul style="list-style-type: none"> • RIPE, October • ICANN69, October (online, was Hamburg) • Internet Governance Forum, November (online, was Poland) • Paris Peace Forum, online (Christchurch Call related)
January to March 2021 (Q4)	<p>Domestic commitments include:</p> <ul style="list-style-type: none"> • NZNOG 2021 - likely to be rescheduled to later in 2021 <p>International commitments currently include:</p> <ul style="list-style-type: none"> • 24-25 February 2021. Muscat, Oman/online • ICANN70, March 2021, planned as Cancun/online

Jordan Carter
Group Chief Executive

2 October 2020

COUNCIL MEETING - October 2020

Audit & Risk Report

ITEM NO: 5.1.1
AUTHOR: Amber Craig, Audit & Risk Chair
PURPOSE: To provide an update from the Audit and Risk Committee
DATE WRITTEN: 25/09/2020

Introduction

This report covers the period since the last Council meeting in August 2020.

The Committee had one meeting in this period:

- 16th September 2020

Committee membership

The membership of the committee had not been confirmed at the last Council meeting, so at the time of the meeting, the Committee comprised of the Amber Craig, as Chair, Cr Richard Hulse, Cr Kate Pearce, Cr aimee whitcroft and David Wright as an advisor.

Confirmation of the Committee is planned to be confirmed before or at the October Council meeting.

Activities

The proposed work plan and schedule of meetings were presented. The Committee agreed to delay approving both until the next meeting, when Brent Kennerly from the newly appointed audit firm Grant Thornton, will attend and provide feedback on the work plan, which in turn may impact the meeting schedule.

The relationship between the audit firm and the Organisation was discussed, it was decided that the relationship needed to have the right balance of collaboration while ensuring segregation of services and should be clearly defined. This will be outlined in a paper to be presented at the November meeting.

Updates to the Committee were provided by staff on the following areas:

- Risk Management update
- DDOS Risk report
- Health, Safety and Wellbeing report

The Committee requested that the Risk Radar be added for discussion at the next meeting, so that the top 10 risk can be reviewed.

Sam Sargeant introduced a paper (being presented at this Council meeting) regarding the recent DDOS attacks, this provided reassurance to the Committee around the levels of protection in place on our services.

During the Health, Safety and Wellbeing update the following areas were discussed:

- Seismic report on 80 Boulcott St
- Lift work update
- Mental, Health Week and staff wellbeing

Attached to this paper is the draft minutes from the September meeting.

Recommendation

THAT Council receives the Audit & Risk Committee Report.

Amber Craig

Chair of Audit and Risk

25 September 2020

COUNCIL MEETING - October 2020

Komiti Whakauru Māori

ITEM NO: 5.1.3
AUTHOR: Sarah Lee, Chair Komiti Whakauru Māori
PURPOSE: Report to Council
DATE WRITTEN: 1/10/2020

This report covers activity undertaken by this komiti since the last Council meeting in August 2020.

Summary

During this reporting period the Komiti focused all of its attention on the hiring of the Chief Advisor Māori. The normal meeting cadence was replaced by as-required Zoom hui in order to meet the recruitment process milestones.

Sheffield was identified by staff as the preferred recruitment agency to assist with this hire. Sheffield provided the INZ panel (Amber, Jordan, Andrew and I) with long and short lists of potential candidates, along with their supporting information. I am pleased to report there were a large number of high-quality applicants for this role. After a healthy debate we short-listed four candidates.

One of the four candidates withdrew their application leaving three candidates engaged through to interview. All three candidates presented well in their panel interview held in Wellington early September, two were in person and one via Zoom. All three could have fulfilled the role adequately which made for a difficult decision for the panel.

On behalf of te Komiti Whakauru Māori, it gives me great pleasure to confirm **Raniera Albert** as the successful candidate. He will be welcomed into the organisation as Chief Advisor Māori, commencing with a mihi whakatau on the 20th of October 2020.

Raniera brings with him deep knowledge and understanding of matauranga Māori, as well as expertise in developing cultural capability and relationship management. He has held many senior advisory roles within large Government agencies and has extensive national networks.

Our future focus in the short term includes planning his mihi whakatau and how we, as a komiti, can best support Raniera in this new role. I hope Councilors are able to attend his mihi whakatau, which will commence in the Wellington office at 10:00am, 20 October 2020.

Recommendation

THAT Council receive this report and note the mihi whakatau time/date.

Sarah Lee

Chair, Komiti Whakauru Māori

MINUTES

COUNCIL MEETING

Status:

DRAFT to be ratified

Date

14 August 2020

Present:

Jamie Baddeley (President), Joy Liddicoat (Vice President), Don Stokes, Sarah Lee, Richard Hulse, Kate Pearce, aimee whitcroft, Hiria Te Rangi, Melissa Davies and Anthony Bow.

In attendance:

Jordan Carter (Chief Executive), Catherine Fenwick, David Morrison, Dave Baker, Kim Connolly-Stone, Andrew Cushen, Dane Foster and Diane Robinson (minute taker).

Apologies :

Amber Craig.

Meeting opened:

The meeting started at 9:00am

Staff joined the meeting at 9:35am

Section 1 - Meeting Preliminaries**1.1 Council only (in committee)****1.2 Council and CE alone time (in committee)****1.3 Karakia, apologies, interests register, and agenda review**

Sarah Lee opened the meeting with Karakia.

The President, Jamie Baddeley welcomed the new Council members Hiria Te Rangi, Melissa Davies and Anthony Bow.

Apologies were received from Councillor Amber Craig.

The register was updated to include the new [Conflict of Interest](#) declarations from Hiria Te Rangi, Melissa Davies and Anthony Bow. Cr Te Rangi added that she also has a contract as an Advisor to the Spark Foundation.

1.4 Environment Scan

Nothing flagged.

Section 2 - Strategic Priorities

2.1 Induction of New Council Members

Jordan Carter, Chief Executive talked through a one-pager on the strategic goals and provided an update on the key projects as outlined below:

Internet for Good

Defining how an Internet for Good is different and how to move to it, and engaged Kiwis in the work locally and globally. Underway, slightly delayed due to the pandemic.

Internet for All

Current focus is on leading the community of interest to instigate stronger investment in solving these challenges.

Internet for Good / All

Council had previously agreed to increase the funding pool this year to \$1.5m and to defer the price increase for .nz until 1 October 2020.

Projects

Grow .nz: New Policy Framework is underway and currently in progress is the consultation on the Options paper. Recommendations from the .nz Panel Committee is due at the end of 2020. Progress is good, but there may be some risks to timing.

Grow .nz: New Registry System. Request for Tenders closes 1 September 2020. Dependency on the new policy framework to be completed slight risk on implementation timeframe.

Grow .nz: Redefining the service and the market - seeking to change the value proposition for .nz so that we can massively expand the use of the service. This project is in the kick off phase.

New products: DEFENZ sales are delayed (COVID) free trial strategy is in place. Registry Lock is delayed due to clash with .nz review for policy consultation. The portfolio is developing. The model being used is a reseller model.

Great place to work: Flexible First - Work underway to re-engineer business processes and systems where required.

Break Scheduled for 10:15 - 10:30am

Section 3 – Matters for Decision

3.1 Council Work Plan

The Council discussed the Work Plan and suggested the following amendments:

- .nz Policy Review Decisions for Council - include when Council needs to make decisions for each phase.
- Registry Replacement Project - February - note the dependency on the .nz Policy Review and include other times Council needs to consider this.
- Council Meeting 13 August 2021 - change the meeting date to 20 August 2021.
- Diversity Skills and Matrix Review 2021 - the Council acknowledged the recent feedback received from members from the disability community. . The president asked for an action plan to be developed for governance and operations to address the points made by the disability community to further support accessibility/inclusivity.

RN48/20 THAT Council adopt the work plan, subject to inclusions and amendments above.

Cr Lee / Cr Hulse
CARRIED U

AP18/20 Develop an action plan at a governance and operational level to support and address points raised by the disability community (training and initiatives) - for review at the Oct Council Meeting.

AP19/20 Health and Safety Policy to be sent to Cr Davies.

3.2 Budget 2020/21 : Recut following COVID-19

Jordan and Catherine presented the paper to Council and talked through the following revisions to the Budget:

- The \$0.5M deficit relates to changes made by Council in March to:
 - Defer the .nz price increase from 1 June to 1 October that added \$0.5m.
 - Increase to the \$0.5m to the community funding pool from \$1m to \$1.5m.
- The Year to Date Position at the end of June is approx \$600k surplus:
 - An increase on .nz domain names creates and revenue from registry fees up by \$294k.
 - Investment income performed well in the quarter. Our return for the first quarter was \$250k up.

- Allocation of \$120k to the budget for Chief Advisor Maori (approx \$200k for a full year - no allocation was made for March).
- An increase to the .nz Policy Review budget of \$62,400 has been added to fund the costs of delays experienced in the running of the project (due to COVID-19).
- The deficit reported in March 2020 has been reduced by \$270k in the revised budget presented in August 2020.

RN49/20 THAT the Budget review and update be noted.

(Cr Pearce / Cr Hulse)

CARRIED U

3.3. Council Committees

Council discussed the size and composition of each of the committees. Cr Lee proposed Council establish a forum for Māori Councillors to discuss issues relevant to Māori, like a Māori caucus. There was discussion about this and Cr Lee agreed to include this as an agenda item at the next Komiti Whakauru Māori hui, for further discussion and development.

The President advised that he would like to have further discussion with the new Councillors on the compositions of committees and which committees they might like to be considered for. It was agreed to withdraw the motion to decide on the committees at this meeting and defer and confirm at the next meeting or by evote between meetings.

The Vice President advised that there was further work to be carried out by Council on the Governance Policy Framework and that we should consider adding a Governance Committee.

The President asked the Vice President to organise a meeting to provide some background on the Governance Policy Framework to the new Councillors.

RN50/20 THAT Council confirms that it will conduct some of its work through these committees: Audit and Risk, CE Review, .nz Policy, Komiti Whakauru Māori.

(President / Cr Lee)

CARRIED U

RN51/20 THAT Council approve the recommendations of the Audit and Risk Committee to increase the daily payment limits in the Treasury Policy as follows:

1. where the value of the payment is up to \$150,000, and the authorisers are two senior members of staff, or a senior member of staff and a Council Member, that this is increased to \$500,000:
2. where the value of the payment is between \$150,000 and

\$300,000, and the authorisers are the Chief Executive, and a Council Member, or two Council Members, that this is increased to between \$500,000 and \$1,000,000.

3. where the value of the payment was \$ 300,000 and the authorisers were two Council members, that this is increased to over \$1,000,000.
4. endorse the increase of the daily online banking authorisation limit of the Chief Executive from \$500,000 to \$1,000,000.

(Cr Hulse /Cr Pearce)

CARRIED U

AP20/20 The President to confirm with new Council members what committees they would like to be considered. A paper to be submitted at the October meeting to confirm the committee composition.

AP21/20 The Vice President to coordinate meeting with new Council members to provide the background on the Governance Policy Framework.

AP22/20 Cr Lee to add an agenda item to the Komiti Whakauru Māori next hui; to discuss development of a Māori caucus for Māori Councillors to discuss issues relevant to Māori.

3.4 Retreat / Strategy Workshop

The Council discussed the concept of a retreat, and made the following suggestions for planning, subject to pandemic and alert levels:

- Proceed with planning for the event and coordinate the programme (incl end states, team building and an environment scan) and table at the October Council Meeting. Staff should also consider some alternative planning around the pandemic, should the in-person retreat not be able to go ahead.

RN52/20 THAT Council agree to hold a retreat sometime in early November 2020, and that staff report back with logistical and date options.

(President / Cr whitcroft)

CARRIED U

AP23/20 The draft programme for the Retreat to be presented at the October Meeting.

Section 4 – Matters for Discussion

4.1 President's Report

The President will forward his report to Council on the mail list.

4.2 Product profit measurement approach

Council had requested for information to be provided on how products are tracked for financial viability. David Morrison, Commercial Director talked to the paper that covered an overview of the processes and reporting in place to track towards this goal and the guiding principles that have been established to track product related costs and ensure there is a consistent approach to track revenue and cost attribution.

Council commented:

- A need for regular reporting for visibility to be provided to Council on:
 - How the product is tracking and performance
 - How a product is being assessed for success or whether the product needs to be put to an end.
 - Track and trend projections as well as performance. Noting that the projections have been reset due to the environment.
 - Include an arbitrary formula on staffing efforts.
- Ensure we have a good understanding of InternetNZ and public perceptions - are we seen as trusted and valued - this will help us with our digital identity in being stronger.

David advised that product development metrics will mature over time so that we can attribute effort of the team to specific products. It was noted that product financial reporting will be included in the quarterly financial reports, rather than separately.

RN53/20 THAT Council note the information in this paper about tracking the financial performance of commercial products.

(Cr Davies / Cr Hulse)

CARRIED U

AP24/20 A brief cover note and attached paper on public perceptions and current thinking and research to be emailed for Council Discuss. Council to discuss over the list or if needed further discussion can be held at the October Meeting.

4.3 Management Items for Discussion

RN54/20 THAT Management Items for discussion be received.

(President/Cr Hulse)

CARRIED U

Section 5 - Consent Agenda

5.1 2021 Meeting Schedule

5.2 .AQ Assumption of stewardship - shares acquisition

The paper on the shares acquisition of .AQ was discussed by Council and they provided feedback to staff. The paper didn't set out the context of what is happening with .AQ comprehensively, and Council preferred not to make any decisions without staff providing a fuller context for the decisions noted in it.

It was agreed that the paper would be rewritten into a decision paper for Council to review either online, or at the October meeting.

AP25/2020 .AQ shares acquisition decision paper - October Meeting.

5.3 Confirm Minutes of August 2020

5.4 Actions Register

5.5 E-votes Ratification

5.6 Quarterly Report

5.6.1 .nz Quarterly Report

5.6.2 DNCL Quarterly Report

5.6.3 Group Financial Report

5.6.4 InternetNZ Financial Report

5.6.5 Council Committees Report

5.6.6 Membership Update

5.6.7 International - ICANN68 Policy Reform Online Report

RN55/20 THAT Council adopt the 2021 meeting schedule.

RN56/20 THAT Council approve the minutes of the 15 May 2020 meeting.

RN57/20 THAT the E-votes be ratified as amended.

RN58/20 THAT the Quarterly and Operational reporting be received.

5.7 Health and Safety and Wellbeing Update

RN59/20 THAT the Health and Safety and Wellbeing Report be received.

Block Vote for Section 5 - (President / Vice President)

CARRIED U

Section 6 - Other Matters

6.1 CONTINGENCY

6.2 Matters for communication – key messages

6.2.1 Communications in general

6.2.2 Upcoming events

6.3 General business

6.4 Meeting review

Next meeting:

The next scheduled Council meeting is Friday 9 October 2020.

The meeting closed at 12:33pm.

Council Actions Register 2020

As At October 2020			
Action No#	Action	Owner	Status
AP05/2020	2.3 Budget 2020/21 - Staff to schedule a session on Efficiencies for Council Retreat	Chief Executive / Organisational Services Director	Deferred/ awaiting decision to hold retreat.
AP09/2020	6.3 General Business - Staff to organise Council Retreat.	Chief Executive/ Executive Assistant	Deferred / awaiting decision to hold retreat.
AP18/20	Develop an action plan at a governance and operational level to support and address points raised by the disability community (training and initiatives) - for review at the Oct Council Meeting.	Chief Executive	October Meeting
AP19/20	Health and Safety Policy to Cr Davies	Executive Assistant	Completed
AP20/20	The President to confirm with new Council members what committees they would like to be considered. A paper to be submitted at the October meeting to confirm the committee composition.	President	October Meeting
AP21/20	The Vice President to coordinate meeting with new Council members to provide the background on the Governance Policy Framework.	Vice President	This will be part of the induction on 8 October 2020.
AP22/20	The draft programme for the Retreat to be presented at the October Meeting.	Chief Executive/ Engagement Director	October Meeting
AP23/20	A brief cover note and attached paper on public perceptions and	Engagement Director	The most recent

	current thinking and research to be emailed for Council Discuss. Council to discuss over the list or if needed further discussion can be held at the October Meeting.		stakeholder perception research is in the resource centre. This will be updated before the end of this financial year.
AP24/20	.AQ shares acquisition decision paper - October Meeting.	Chief Executive	TBA

Health Safety Wellbeing Report

ITEM NO: 5.5

AUTHOR: Catherine Fenwick, Organisational Services Director

PURPOSE: To provide the Council with an update on Health Safety and Wellbeing for the InternetNZ Group.

This report is prepared for InternetNZ and DNCL and all information is based on INZ and DNCL staff and activities of a HS&W Committee.

Month	Number of Near Misses reported/or identified	Number of Incidents reported/or identified	First Aid Incidents reported/or identified
November 2019 - January 2020	1	1 (Medical Treatment)	0
February - April 2020	0	0	0
May - July 2020	0	1	1
August - September	0	0	0

Summary

- The following actions have been taken by Colliers International Real Estate Management Limited (Colliers) regarding mitigations following the Detailed Seismic Assessment (DSA) of the property (as reported & noted at the August meeting), are as follows:
 - Hoarding has been installed within both lobby areas and barriers will also be installed externally to restrict access prior to the installation of the gantry structures. This will be a step by step process over the coming weeks with a view to keeping the disruption to a minimum in

respect of egress to and from the building. Signage will be posted around the following the installation of the gantry.

- No new incidents or near misses noted since the last Council Meeting.
- The Monthly Hazard walk at the INZ Wellington office was completed on 22 September 2020 and there was only one hazard identified which is the fire extinguishers in the office are now overdue for its annual maintenance & safety check. A representative from Fire Safety has been onsite on 1 October and have completed the safety and maintenance check for the fire extinguishers. The HSW Committee is also looking at reviewing the process for the hazard checking to ensure that remote workspaces (including the Auckland office and home offices) are being checked regularly as well.
- The INZ and DNCL Health, Safety & Wellbeing Committee met on 17 September 2020; key topics that were discussed were:
 - Plan for the nationwide earthquake drill (ShakeOut 2020) which will be held on 15 October
 - Plan of activities around promoting Mental Health Awareness as well as organising a workshop around Waste Minimisation to promote environmental sustainability.
 - Review of policies and procedures to ensure that they are aligned with the changes in how or where staff work as part of Flexible First.

Wellbeing

The HS&W Committee will continue to focus on the Environmental wellbeing in the Wellbeing matrix for the rest of the quarter since the Committee were not able to achieve some of the activities planned for the previous quarter due to sudden changes in the Covid-19 alert levels.



Recommendation

THAT the Health, Safety and Wellbeing Report be received.

COUNCIL MEETING - OCTOBER 2020

Membership report

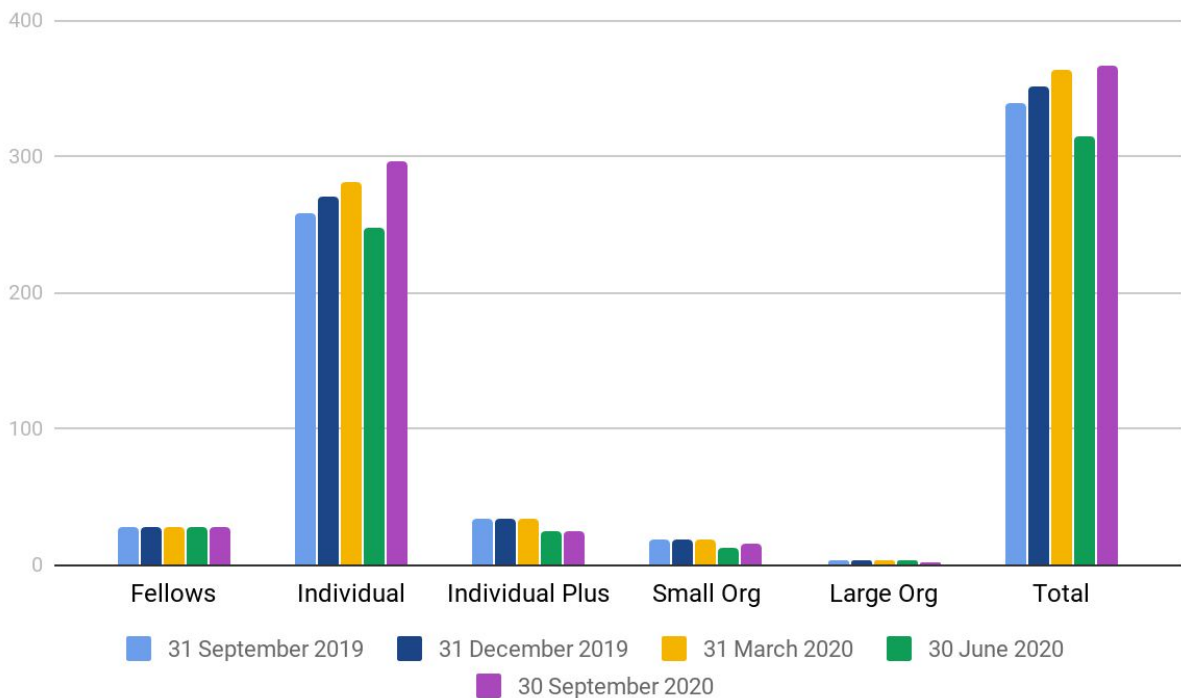
ITEM NO: 5.6
AUTHOR: Andrew Cushen
PURPOSE: Progress and work for membership of InternetNZ
DATE WRITTEN: 01/10/2020

Introduction

It has been 6 months since the membership work has been held by the Engagement Team. We have secured permanent resourcing, begun developing our work objectives and setting out a more formalised engagement programme. As this activity plan develops, we will keep Council informed of progress, including sharing more about recruitment and member engagement tactics trialed.

Membership by quarter (at 30 Sept 2020)

	30 Sept 2019	31 Dec 2019	31 Mar 2020	30 Jun 2020	30 Sept 2020 CURRENT
Fellows	27	27	27	27	27
Individual	258	270	281	247	297
Individual Plus	33	33	33	25	25
Small organisation	18	18	19	12	15
Large organisation	3	3	3	3	2
Total Membership	339	351	362	314	364



Items to Note

Progress towards increasing membership numbers

A Nethui/membership bundle package has been available for purchase. As at 30 September, 41 bundle memberships had been sold, which demonstrates we have people that are interested in our organisation's work from the wider community.

These past months a new grants round was launched. We can see new members coming from the applicants of this grant round.

We note no new fellows have been appointed this year.

Activities to support membership engagement

Over the past there have been concerted efforts to offer at least one membership engagement per month.

- May - Members-only webinar, [.nz dispute resolution research](#). Hosted by Joy Liddicoat on 28 May, 4pm
- June - Members annual survey (results shared at the AGM)
- July - Online members AGM
- August - Members-only webinar, [Product Development: From Ideas To Action](#). Hosted by David Morrison on 31 Aug, 12pm
- September - Invite to attend an online hui, focusing on promotion of the new 2020 Trust & Identity Research. Event open to members of Digital Identity NZ, Tech Alliance and InternetNZ. Research was sponsored by InternetNZ. NZ Tech

In the next quarter, we will be focusing engagement activity on the member meet-up during NetHui, work supporting our 25th anniversary, and the annual stakeholder survey.

Recommendation

THAT the new members be noted.

Andrew Cushen
Engagement Director

01 October 2020