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## Council Controlled Organisations Governance and Monitoring Committee OPEN MINUTES

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Minutes of a meeting of the Council Controlled Organisations Governance and Monitoring Committee held in the Reception Lounge, Level 2, Auckland Town Hall, 301-305 Queen Street, Auckland on Tuesday, 14 April 2015 at 1.06pm.

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### PRESENT

<b>Chairperson</b>	Deputy Mayor Penny Hulse	
<b>Deputy Chairperson</b>	Cr Calum Penrose	Until 4.17pm, Item C1
<b>Members</b>	Cr Cameron Brewer	Until 4.44pm, Item C2
	Cr Dr Cathy Casey	
	Member Precious Clark	Until 3.58pm, Item C1
	Cr Ross Clow	
	Cr Linda Cooper	Until 4.17pm, Item C1
	Cr Chris Darby	Until 4.59pm, Item C2
	Cr Denise Krum	From 1.23pm, Item 5.2
	Cr Dick Quax	Until 2.17pm, Item 10
	Cr Penny Webster	
	Member Glenn Wilcox	
<b>Ex-officio</b>	Cr George Wood, CNZM	
	Mayor Len Brown, JP	

### ABSENT

Cr Anae Arthur Anae

### ALSO PRESENT

Cr Bill Cashmore  
Cr Christine Fletcher  
Simon Randall, Maungakiekie-Tamaki Local Board Chair

### IN ATTENDANCE

Dr Lester Levy, Auckland Transport Chair  
David Warburton, Auckland Transport Chief Executive  
Richard Morris, Auckland Transport Chief Finance Officer  
Mark Lambert, Head of Public Transport Operations  
Brian Donnelly, Tamaki Redevelopment Company Chair  
Dr Susan Macken, Tamaki Redevelopment Company Deputy Chair  
Dame Jenny Gibbs, Regional Facilities Auckland Deputy Chair  
Norm Thompson, Auckland Tourism, Events and Economic Development Limited Deputy Chair

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**1 Apologies**

Resolution number COU/2015/20

MOVED by Chairperson PA Hulse, seconded by Deputy Chairperson CM Penrose:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **accept the apologies from Cr AJ Anae for absence, and Cr LA Cooper and Member P Clark for early departure.**

**CARRIED**

**2 Declaration of Interest**

There were no declarations of interest.

**3 Confirmation of Minutes**

Resolution number COU/2015/21

MOVED by Chairperson PA Hulse, seconded by Deputy Chairperson CM Penrose:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **confirm the ordinary minutes of its meeting, held on Tuesday, 3 March 2015, including the confidential section, as a true and correct record.**

**CARRIED**

**4 Petitions**

There were no petitions.

**5 Public Input**

**5.1 Public Input - Penny Bright - The underpinning legislation which outlines the aims and objectives of CCOs is the Local Government Act 2002**

Secretarial Note: Items 5.1 and 5.2 were resolved together under Item 5.2, as requested by the Chairperson.

Information was tabled in support of the presentation. A copy has been placed on the official minutes, and is available on the Auckland Council website as a minutes attachment.

**Attachments**

A 14 April 2015, CCO Governance and Monitoring Committee, Item 5.1 - Penny Bright Tabled Information

*Member G Wilcox left the meeting at 1.08 pm.  
Cr MP Webster left the meeting at 1.13 pm.*

**5.2 Public Input - Lisa Prager – Report back on the Auckland Council Property Limited Board Meeting**

*Cr MP Webster returned to the meeting at 1.20 pm.  
Cr DA Krum entered the meeting at 1.23 pm.  
Member G Wilcox returned to the meeting at 1.23 pm.*

Secretarial Note: Changes were made to the original recommendation with the agreement of the meeting.

Resolution number COU/2015/22

MOVED by Chairperson PA Hulse, seconded by Cr CM Casey:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) thank Lisa Prager and Penny Bright for their public input presentations.

**CARRIED**

**6 Local Board Input**

**6.1 Local Board Input - Maungakiekie-Tamaki Local Board Chair - Board Appointments Tamaki Redevelopment Company Limited**

The Maungakiekie-Tamaki Local Board Chair was in attendance and spoke at Item C1 – Board Appointments Tamaki Redevelopment Company Limited.

**7 Extraordinary Business**

There was no extraordinary business.

**8 Notices of Motion**

There were no notices of motion.

**9 Auckland Council's Council Controlled Organisations (CCOs) - Board Observers Update**

Kylie Clegg, Independent Director, was in attendance and spoke to this item.

Resolution number COU/2015/23

MOVED by Cr MP Webster, seconded by Chairperson PA Hulse:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) approve changing the programme title from a Board Observer to the Board Intern Programme.  
b) thank 2014 Board Observer Kylie Clegg for her attendance at the meeting.

**CARRIED**

**10 Auckland Transport Second Quarter Performance Report**

Dr Lester Levy, Auckland Transport Chair, David Warburton, Auckland Transport Chief Executive, Richard Morris, Auckland Transport Chief Finance Officer, and Mark Lambert, Head of Public Transport Operations, were in attendance and spoke to this item.

*Cr D Quax left the meeting at 2.17 pm.*

Resolution number COU/2015/24

MOVED by Deputy Chairperson CM Penrose, seconded by Cr MP Webster:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **receive Auckland Transport's quarterly performance report for the second quarter ending 31 December 2014.**

**CARRIED**

**11 Review of the Board Appointment Remuneration Policy : Appointment of councillors as directors and frequency of board-led performance reviews**

Secretarial Note: Changes were made to the original recommendation c) with the agreement of the meeting.

*Cr C Darby left the meeting at 2.19 pm.*

*Cr C Darby returned to the meeting at 2.25 pm.*

Resolution number COU/2015/25

MOVED by Deputy Chairperson CM Penrose, seconded by Cr RI Clow:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **note that the Local Government (Auckland Council) Act 2009 prohibits Auckland Council from appointing elected members to the Board of Directors of its substantive Council Controlled Organisations, with the exception of Auckland Transport to which it may (but is not required to) appoint two directors.**
- b) **note that any decisions made by this council regarding the appointment of elected members to the Board of Directors of Auckland Transport may be amended by any further decisions of this or any future council.**
- c) **endorse in principle the amendment of Sections 4.5.3, 4.8, and 4.14 of the Board Appointment and Remuneration Policy to state that any decisions regarding whether elected members should be appointed to the Board of Directors for Auckland Transport (and if so, how many and who) are most appropriately made following each triennial election, by the Governing Body.**
- d) **endorse that the process for appointment and remuneration of elected members to Auckland Transport would be determined following each triennial election.**
- e) **approve that a Board-led performance review is undertaken at least once every triennium.**

A division was called for, voting on which was as follows:

<u>For</u>	<u>Against</u>	<u>Abstained</u>
Cr CE Brewer	Cr LA Cooper	
Mayor LCM Brown	Cr GS Wood	
Cr CM Casey		
Member P Clark		
Cr RI Clow		
Cr C Darby		
Chairperson PA Hulse		
Cr DA Krum		
Deputy Chairperson CM Penrose		
Cr MP Webster		
Member G Wilcox		

The motion was declared **CARRIED** by 11 votes to 2.

**CARRIED**

Secretarial note: Pursuant to Standing Order 3.15.5, Cr C Darby requested that his vote against e) be recorded.

## 12 Ports of Auckland governance framework

A PowerPoint presentation was provided. A copy of the presentation has been placed on the official minutes and is available on the Auckland Council website as a minutes attachment.

Resolution number COU/2015/26

MOVED by Cr GS Wood, seconded by Cr LA Cooper:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

a) receive the Ports of Auckland governance framework report.

**CARRIED**

### Attachments

A 14 April 2015 - CCO Governance and Monitoring Committee - Item 12 - Ports of Auckland governance framework - PowerPoint Presentation

**13 Substantive CCOs - Draft Statements of Intent 2015-2018**

Secretarial note: Changes to the original motion were incorporated under a) i) with the agreement of the meeting.

Resolution number COU/2015/27

MOVED by Deputy Chairperson CM Penrose, seconded by Chairperson PA Hulse:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **approve the proposed shareholder comments on the draft Statements of Intent 2015-2018 for the substantive Council Controlled Organisations, including:**
  - i) **agree that Council Controlled Organisations have a focused service performance measure on their engagement with mana whenua, to be drafted in consultation with the Independent Māori Statutory Board**
- b) **agree that the Deputy Mayor may approve any further minor modifications to the shareholder comments.**

**CARRIED**

**14 Legacy council controlled organisations (CCOs) half year report**

Resolution number COU/2015/28

MOVED by Chairperson PA Hulse, seconded by Deputy Chairperson CM Penrose:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **receive the half year reports for COMET Auckland and the Contemporary Art Foundation.**

**CARRIED**

**15 Legacy council controlled organisations (CCOs) - draft statements of intent**

*Member P Clark left the meeting at 3.50 pm.*

Resolution number COU/2015/29

MOVED by Chairperson PA Hulse, seconded by Deputy Chairperson CM Penrose:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) **approve the following proposed shareholder comment for the draft 2015 – 2018 Statement of Intent provided by COMET Auckland:**
  - i) **the final Statement of Intent must reflect Auckland Council's adopted Long Term Plan**
- b) **approve the following proposed shareholder comments for the draft 2015 – 2018 Statement of Intent provided by the Contemporary Art Foundation:**
  - i) **the Statement of Intent performance targets should be amended to take into account both the previous year's performance and anticipated growth**
  - ii) **the Statement of Intent should contain financial information from 2014 – 2015, to allow comparison with future years.**

**CARRIED**

**16 Consideration of Extraordinary Items**

There was no consideration of extraordinary items.

**17 Procedural motion to exclude the public**

Resolution number COU/2015/30

MOVED by Chairperson PA Hulse, seconded by Cr MP Webster:

**That the Council Controlled Organisations Governance and Monitoring Committee:**

- a) exclude the public from the following part(s) of the proceedings of this meeting.**
- b) agree that Brian Donnelly (Chair - Tamaki Redevelopment Company) and Dr Susan Macken (Deputy Chair - Tamaki Redevelopment Company) be permitted to remain for Item C1 - Board Appointments Tamaki Redevelopment Company Limited after the public has been excluded, because of their knowledge on the item, which will help the Council Controlled Organisations Governance and Monitoring Committee with its decision-making.**
- c) agree that Dame Jenny Gibbs (Deputy Chair – Regional Facilities Auckland) and Norm Thompson (Deputy Chair – Auckland Tourism, Events and Economic Development) be permitted to address the committee at the beginning of Item C2 - Auckland Council's Council Controlled Organisations (CCOs): Board Appointments, after the public has been excluded, because of their knowledge on the item, which will help the Council Controlled Organisations Governance and Monitoring Committee with its decision-making.**

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution follows.

This resolution is made in reliance on section 48(1)(a) of the Local Government Official Information and Meetings Act 1987 and the particular interest or interests protected by section 6 or section 7 of that Act which would be prejudiced by the holding of the whole or relevant part of the proceedings of the meeting in public, as follows:

**C1 Board Appointments Tamaki Redevelopment Company Limited**

Reason for passing this resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	s7(2)(a) - The withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person.  In particular, the report contains specific information about potential board appointments for the Tamaki Redevelopment Company and discusses individual directors.	s48(1)(a)  The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.



**C2 Auckland Council's Council Controlled Organisations (CCOs): Board Appointments**

Reason for passing this resolution in relation to each matter	Particular interest(s) protected (where applicable)	Ground(s) under section 48(1) for the passing of this resolution
The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.	s7(2)(a) - The withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person.  In particular, the report contains information regarding the appointment of directors to Auckland Council's CCOs.	s48(1)(a)  The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.

The text of these resolutions is made available to the public who are present at the meeting and form part of the minutes of the meeting.

**CARRIED**

3.51pm The public was excluded.

The meeting adjourned at 3.51pm and reconvened at 3.55pm.

5.03pm The public was re-admitted.

**RESTATEMENTS**

It was resolved while the public was excluded:

**C1 Board Appointments Tamaki Redevelopment Company Limited**

That the Council Controlled Organisations Governance and Monitoring Committee:

- c) appoint members to the Nomination Panel for council's discretionary appointment, comprising:
  - i) the Chief Executive;
  - ii) the Chair of Tāmaki Redevelopment Company Limited;
  - iii) Cr DA Krum from the Council Controlled Organisations Governance & Monitoring Committee to represent the views of council;
  - iv) Chair of Maungakiekie-Tāmaki Local Board to represent the views of both Maungakiekie-Tāmaki and Orakei Local Boards
  - v) an Independent Māori Statutory Board member; and
  - vi) a representative from Auckland Council Properties Limited being the Chief Executive.
- d) appoint members to the Interview Panel for council's discretionary appointment, comprising:
  - i) the Chief Executive;
  - ii) the Chair of Tāmaki Redevelopment Company Limited;
  - iii) Cr DA Krum to represent the views of council, Maungakiekie-Tamaki Local Board and Orakei Local Board; and
  - iv) an Independent Māori Statutory Board member.

- e) approve the process for the discretionary appointments by the Council.
- f) note the process for joint director appointments last time included an Interview Panel comprising both Crown and Council representatives.
- g) agree that resolutions a) and b) remain confidential until candidates are notified at the completion of the board appointment process.

**C2 Auckland Council's Council Controlled Organisations (CCOs): Board Appointments**

That the Council Controlled Organisations Governance and Monitoring Committee:

- b) approve the skills and requirements for the vacant Auckland Tourism, Events and Economic Development board position (Vivienne Bridgewater)
- c) appoint members to the Nomination panel and Interview Panel for the Auckland Tourism, Events and Economic Development vacancy comprising:
  - i) Chief Executive of Auckland Council
  - ii) the Chair of Auckland Tourism, Events & Economic Development
  - iii) Cr MP Webster from the Council Controlled Organisations Governance & Monitoring Committee
  - iv) an Independent Māori Statutory Board member
- d) agree that resolutions a) and e) regarding the reappointment or retirement of substantive Council Controlled Organisations directors for a specified term be made publicly available once the appointment process is complete and all current and new candidates have been advised.

5.03 pm

The Chairperson thanked Members for their attendance and attention to business and declared the meeting closed.

CONFIRMED AS A TRUE AND CORRECT RECORD  
AT A MEETING OF THE COUNCIL CONTROLLED  
ORGANISATIONS GOVERNANCE AND  
MONITORING COMMITTEE HELD ON

**DATE:**.....

**CHAIRPERSON:**.....