

I hereby give notice that an ordinary meeting of the Council Controlled Organisations Governance and Monitoring Committee will be held on:

**Date:** Tuesday, 6 October 2015  
**Time:** 9.30am  
**Meeting Room:** Rooms 1 and 2, Level 26  
**Venue:** 135 Albert Street  
Auckland

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## **Council Controlled Organisations Governance and Monitoring Committee**

### **OPEN AGENDA**

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#### **MEMBERSHIP**

<b>Chairperson</b>	Deputy Mayor Penny Hulse
<b>Deputy Chairperson</b>	Cr Calum Penrose
<b>Members</b>	Cr Anae Arthur Anae
	Cr Cameron Brewer
	Cr Dr Cathy Casey
	Member Precious Clark
	Cr Ross Clow
	Cr Linda Cooper, JP
	Cr Chris Darby
	Cr Denise Krum
	Cr Dick Quax
	Cr Penny Webster
	Member Glenn Wilcox
	Cr George Wood, CNZM
<b>Ex-officio</b>	Mayor Len Brown, JP

(Quorum 7 members)

**Jaimee Maha**  
**Democracy Advisor**

**29 September 2015**

Contact Telephone: (09) 890 8126  
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Website: [www.aucklandcouncil.govt.nz](http://www.aucklandcouncil.govt.nz)

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## TERMS OF REFERENCE

### Responsibilities

The committee will undertake the Auckland Council's responsibilities for CCOs through:

- Setting policy relating to CCO governance
- Director appointments
- Approving SOIs
- Monitoring performance
- The committee will also have responsibility for the over sight of, and making appointments to, Council Organisations and exempt CCOs and COs

### Powers

- (i) All powers necessary to perform the committee's responsibilities.

Except:

- (a) powers that the Governing Body cannot delegate or has retained to itself (see Governing Body responsibilities)
  - (b) where the committee's responsibility is limited to making a recommendation only
- (ii) Power to establish subcommittees.

## **Exclusion of the public – who needs to leave the meeting**

### **Members of the public**

All members of the public must leave the meeting when the public are excluded unless a resolution is passed permitting a person to remain because their knowledge will assist the meeting.

### **Those who are not members of the public**

#### General principles

- Access to confidential information is managed on a “need to know” basis where access to the information is required in order for a person to perform their role.
- Those who are not members of the meeting (see list below) must leave unless it is necessary for them to remain and hear the debate in order to perform their role.
- Those who need to be present for one confidential item can remain only for that item and must leave the room for any other confidential items.
- In any case of doubt, the ruling of the chairperson is final.

#### Members of the meeting

- The members of the meeting remain (all Governing Body members if the meeting is a Governing Body meeting; all members of the committee if the meeting is a committee meeting).
- However, standing orders require that a councillor who has a pecuniary conflict of interest leave the room.
- All councillors have the right to attend any meeting of a committee and councillors who are not members of a committee may remain, subject to any limitations in standing orders.

#### Independent Māori Statutory Board

- Members of the Independent Māori Statutory Board who are appointed members of the committee remain.
- Independent Māori Statutory Board members and staff remain if this is necessary in order for them to perform their role.

#### Staff

- All staff supporting the meeting (administrative, senior management) remain.
- Other staff who need to because of their role may remain.

#### Local Board members

- Local Board members who need to hear the matter being discussed in order to perform their role may remain. This will usually be if the matter affects, or is relevant to, a particular Local Board area.

#### Council Controlled Organisations

- Representatives of a Council Controlled Organisation can remain only if required to for discussion of a matter relevant to the Council Controlled Organisation.

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## 1 Apologies

Apologies from Cr D Quax and Cr GS Wood have been received.

## 2 Declaration of Interest

Members are reminded of the need to be vigilant to stand aside from decision making when a conflict arises between their role as a member and any private or other external interest they might have.

## 3 Confirmation of Minutes

That the Council Controlled Organisations Governance and Monitoring Committee:

- a) confirm the ordinary minutes of its meeting, held on Tuesday, 1 September 2015 and the extraordinary minutes of its meeting, held on Wednesday, 23 September 2015, including the confidential sections, as true and correct records.

## 4 Petitions

At the close of the agenda no requests to present petitions had been received.

## 5 Public Input

Standing Order 7.7 provides for Public Input. Applications to speak must be made to the Democracy Advisor, in writing, no later than **one (1) clear working day** prior to the meeting and must include the subject matter. The meeting Chairperson has the discretion to decline any application that does not meet the requirements of Standing Orders. A maximum of **thirty (30) minutes** is allocated to the period for public input with **five (5) minutes** speaking time for each speaker.

At the close of the agenda no requests for public input had been received.

## 6 Local Board Input

Standing Order 6.2 provides for Local Board Input. The Chairperson (or nominee of that Chairperson) is entitled to speak for up to **five (5) minutes** during this time. The Chairperson of the Local Board (or nominee of that Chairperson) shall wherever practical, give **one (1) day's** notice of their wish to speak. The meeting Chairperson has the discretion to decline any application that does not meet the requirements of Standing Orders.

This right is in addition to the right under Standing Order 6.1 to speak to matters on the agenda.

At the close of the agenda no requests for local board input had been received.

## 7 Extraordinary Business

Section 46A(7) of the Local Government Official Information and Meetings Act 1987 (as amended) states:

“An item that is not on the agenda for a meeting may be dealt with at that meeting if-

- (a) The local authority by resolution so decides; and

- (b) The presiding member explains at the meeting, at a time when it is open to the public,-
  - (i) The reason why the item is not on the agenda; and
  - (ii) The reason why the discussion of the item cannot be delayed until a subsequent meeting.”

Section 46A(7A) of the Local Government Official Information and Meetings Act 1987 (as amended) states:

“Where an item is not on the agenda for a meeting,-

- (a) That item may be discussed at that meeting if-
  - (i) That item is a minor matter relating to the general business of the local authority; and
  - (ii) the presiding member explains at the beginning of the meeting, at a time when it is open to the public, that the item will be discussed at the meeting; but
- (b) no resolution, decision or recommendation may be made in respect of that item except to refer that item to a subsequent meeting of the local authority for further discussion.”

## **8 Notices of Motion**

At the close of the agenda no requests for notices of motion had been received.



## Auckland Council Appointment and Remuneration Policy for Board Members of Council Organisations

File No.: CP2015/17456

Item 9

### Purpose

1. To clarify the Auckland Council Appointment and Remuneration Policy for Board Members of Council Organisations.

### Executive Summary

2. Revisions to the Auckland Council Appointment and Remuneration Policy for Board Members of Council Organisations have been considered by the CCO Governance and Monitoring Committee on 3 February, 14 April and 4 August 2015. Changes have been discussed within the context of the CCO Review project and the development of an overarching Governance Manual for Substantive CCOs.
3. During discussions at the 4 August 2015 committee, it was clarified that the Chair and committee members informally agreed that previous resolutions be amended as follows:
  - CCO Governance and Monitoring Committee (not Chair) to nominate councillors for nomination and interview panels; and
  - IMSB to nominate their representatives on all panels.
4. It is also deemed prudent to include provision for alternates, as required, to address occasional scheduling constraints.
5. The final proposed revisions to Section 4.4.2 (New Appointments), including all proposed minor edits, is provided for reference.
6. Once all changes are confirmed, the updated policy document will be available on the council website.

### Recommendations

That the Council Controlled Organisations Governance and Monitoring Committee:

- a) agree, pursuant to Standing Order 1.9.5, to alter Resolution No. COU/2015/6 (3 February 2015):
  - a) *agree the proposed changes to the Board Appointment and Remuneration policy including:*
    - i) *amending Section 4.4.2: New Appointments*
      - 1.1 *a Nomination Panel, made up of the Chief Executive of Auckland Council, Mayoral Chief of staff, Chair of the CCO, an independent human resources advisor and an IMSB member. The CCO Governance and Monitoring Committee will be responsible for short-listing the candidates.*
      - 1.2 *an Interview Panel, made up of the Chief Executive of Auckland Council, two Councillors appointed by the Chair of the CCO Governance and Monitoring Committee, Chair of the CCO, and an IMSB member of the CCO Governance and Monitoring Committee. The Interview Panel is responsible for interviewing up to three candidates and recommending the preferred candidate to the CCO Governance and Monitoring Committee for approval.*

as follows:

- i) agree the proposed changes to the Board Appointment and Remuneration policy including amending Section 4.4.2: New Appointments as follows:

1.1 Nomination Panel comprised of:

- Chief Executive of Auckland Council (or representative) (ex officio)
- Mayoral Chief of staff (or representative)
- Chair of the CCO (ex officio) ~~an independent human resources advisor~~
- Councillors appointed by the CCO Governance and Monitoring Committee (up to two)
- IMSB member (nominated by the IMSB)

The CCO Governance and Monitoring Committee is ~~will be~~ responsible for approving the short-list of the candidates.

1.2 Interview Panel comprised of:

- Chief Executive of Auckland Council (or representative) (ex officio)
- Councillors appointed by the CCO Governance and Monitoring Committee (up to two)
- Chair of the CCO (ex officio)
- IMSB member (nominated by the IMSB).

The Interview Panel is responsible for interviewing up to three candidates and recommending the preferred candidate to the CCO Governance and Monitoring Committee for approval.

## Consideration

### Local Board views and implications

7. Setting the policy for Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations is the role of the governing body.
8. When board vacancies arise, the local boards are notified and able to participate in the process of nominating appropriately qualified candidates.

### Māori Impact Statement

9. The IMSB representatives on the CCO Governance & Monitoring Committee have provided feedback into the amendments of the Appointment and Remuneration Policy.
10. IMSB are able to participate in the process of board appointments by providing candidates into the nomination process and through their representation on the CCO Governance and Monitoring Committee, and on the Nomination and Interview Panels.

## Attachments

No.	Title	Page
A	Section 4.4.2 Updated Appointments Process	13

## Signatories

Authors	Josie Meuli - Senior Advisor
Authorisers	John Bishop - Treasurer and Manager CCO Governance & External Partnerships Stephen Town - Chief Executive



## Excerpt from the updated Auckland Council Appointment and Remuneration Policy for Board Members of Council Organisations:

### 4.4 Appointments Process

#### 4.4.2 New Appointments

Once a vacancy has been established, the [Committee](#) will identify the skills, knowledge and experience required for the position with the assistance of CCO Governance and External Partnerships. This may involve discussions with the Chair and consideration of the results of board performance reviews and composition on the board.

Applicants may be sought through a combination of the following search methods: advertising of the position, nominations from the mayor, councillors, local board members, Crown agencies such as the Ministry of Women's Affairs and Te Puni Kokiri. In addition, a review of the council's Register of Directors and an executive recruitment search and checking the availability of candidates, will form part of the appointment process.

A complete list of applicants will be compiled, usually with the assistance of council's executive recruitment consultant. [The Nomination Panel will comprise of:](#)

- [Chief Executive of Auckland Council \(or representative\), \(ex officio\)](#)
- [Mayoral Chief of Staff \(or representative\),](#)
- [Chair of the relevant CCO \(ex officio\)](#)
- [Councillors appointed by the CCO Governance & Monitoring Committee \(up to two\)](#)
- [IMSB member \(nominated by the IMSB\)](#)

[This Nomination Panel will screen the list to ensure that the candidates / applicants have the required core competencies \(see section 4.5.1\) as well as the specific skills and expertise required for the position. Any applicants from the Register of Directors will automatically be included on the long list. The names of all applicants from the complete list will be included in the report to the \[Committee\]\(#\).](#)

[The Nomination Panel, with assistance from a recruitment consultant, will prepare a recommended short list of applicants for consideration by the \[Committee\]\(#\).](#)

**The short list will normally include 3-4 candidates per position and the précis or CVs will be included in the report to the [Committee](#).**

The [Committee](#) will select the candidates for interview from the recommended short-list and [interviews will be undertaken by the Interview Panel comprised of:](#)

- [Chief Executive of Auckland Council](#) (or representative), (ex officio)
- [Councillors appointed by the CCO Governance & Monitoring Committee](#) (up to two)
- [Chair of the relevant CCO](#) (ex officio)
- [IMSB member](#) (nominated by the IMSB).

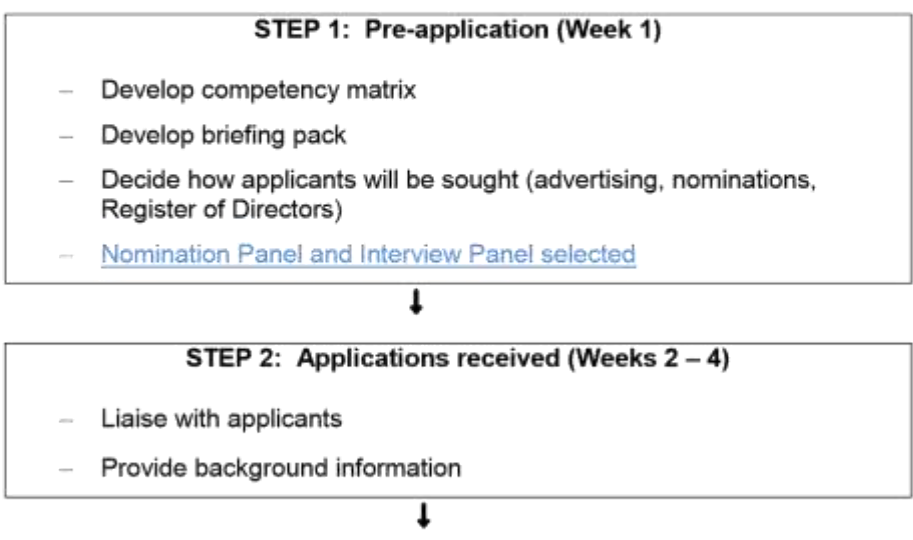
[The Interview Panel will assess candidates against the required skills, knowledge and experience and may take into account other factors such as:](#)

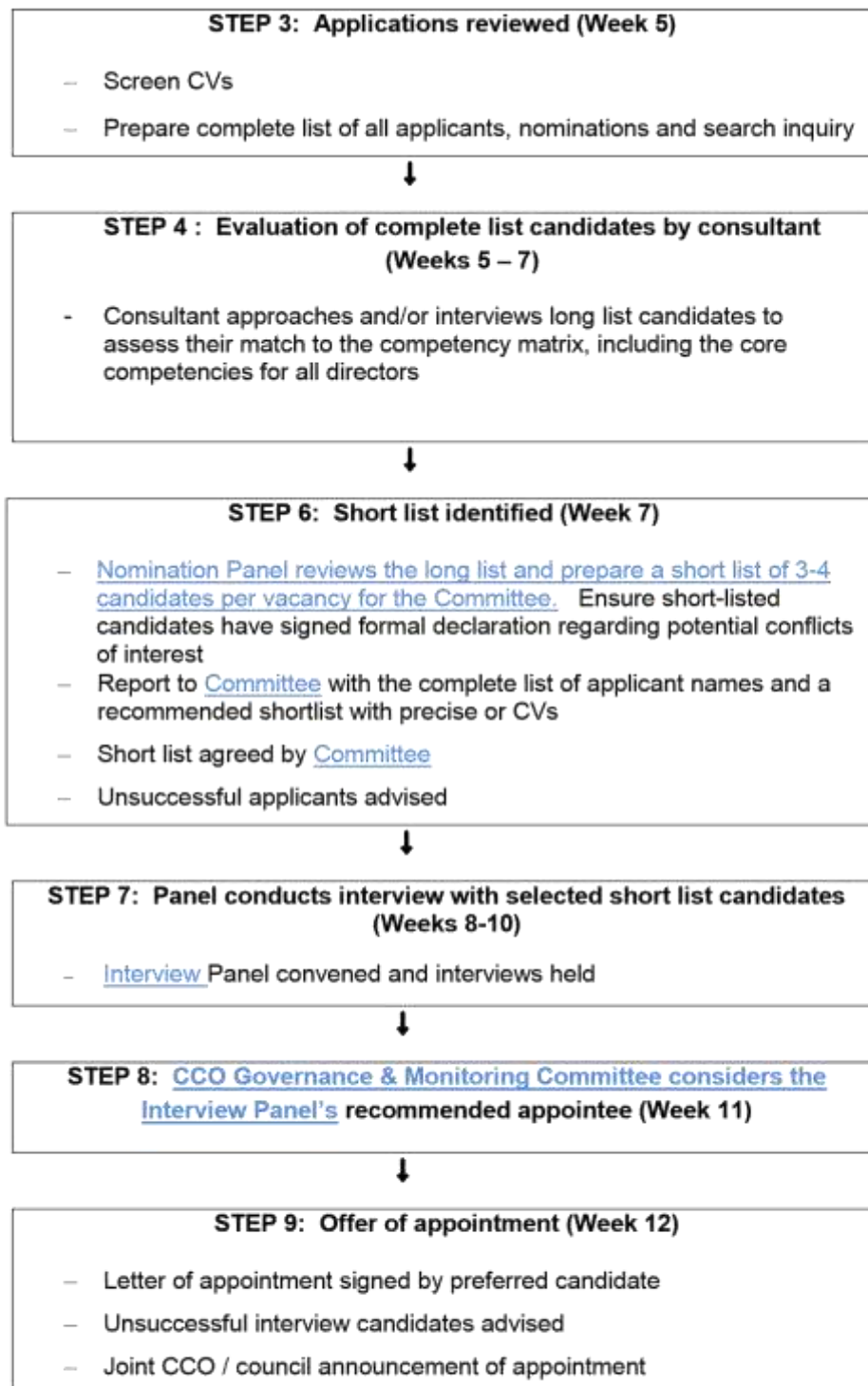
- the council's policy to encourage demographic and geographic diversity, and the appointment of more women to boards
- [candidates with knowledge of tikanga Māori and Te Reo, established iwi networks, and ability to engage with mandated iwi organisations on CCO matters](#)
- alignment with the council's objectives for that entity
- board dynamics and stakeholder relationships
- the capacity of applicants to attend regular board meetings and fulfil the other requirements of the directorship
- Chair and Deputy Chair succession planning.

[The Interview Panel](#) will recommend its preferred candidates [to the Committee](#) for approval. The panel may wish to signal to the [Committee](#) other candidates who on interview, have presented with appropriate skills that match or are of benefit to CCOs for future vacancies within the next twelve-month period.

It is envisaged that the appointment process for board members of substantive CCOs may take around 12 weeks from the time a vacancy is advertised to the finalisation of the appointment.

The chart below provides an overview of the appointment process









## Exclusion of the Public: Local Government Official Information and Meetings Act 1987

That the Council Controlled Organisations Governance and Monitoring Committee:

- a) exclude the public from the following part(s) of the proceedings of this meeting.

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 (TRC) - Shortlist of applicants

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 short-listing of candidates for the vacancy on TRC. The report contains private information about individuals who have applied for director vacancies on Tamaki Redevelopment Company Limited.	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.