

I hereby give notice that an ordinary meeting of the Appointments and Performance Review Committee will be held on:

Date: Thursday, 8 June 2017
Time: 9.30am
Meeting Room: Room 1, Level 26
Venue: 135 Albert Street
Auckland

Appointments and Performance Review Committee

OPEN AGENDA

MEMBERSHIP

Chairperson Mayor Hon Phil Goff, CNZM, JP
Deputy Chairperson Cr Hon Christine Fletcher, QSO
Members Cr Chris Darby
Cr Richard Hills
Cr Penny Hulse
Cr Desley Simpson, JP

Ex-officio Deputy Mayor Bill Cashmore

(Quorum 3 members)

Kalinda Gopal
Governance Advisor

2 June 2017

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TERMS OF REFERENCE

Responsibilities

The Appointments and Performance Review Committee is established to:

1. Review the chief executive's performance and to recommend to the Governing Body the terms and conditions of the CE's employment including any performance agreement measures and annual remuneration.
2. Make appointments to Council-Controlled Organisations (CCOs), Council Organisations (COs) and exempt CCOs and COs.
3. Approve policies relating to the appointment of directors and trustees to CCOs and COs.

Powers

All powers necessary to perform the committee's responsibilities.

Except:

- (a) powers that the Governing Body cannot delegate or has retained to itself (section 2)
- (b) where the committee's responsibility is limited to making a recommendation only
- (c) the power to establish sub-committees

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

At the close of the agenda no apologies had 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 Appointments and Performance Review Committee:

- a) confirm the ordinary minutes of its meeting, held on Thursday, 4 May 2017, including the confidential section, as a true and correct record.

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 Governance 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

There were no notices of motion.

Mount Albert Grammar School Community Swimming Pool Trust: Process for Appointment of Trustees

File No.: CP2017/10377

Item 9

Purpose

1. To outline the process for appointment of trustees to the Mount Albert Grammar School Community Swimming Pool Trust.

Executive summary

2. The current terms of the Mount Albert Grammar School Community Swimming Pool Trust chair and trustees expire on 30 June 2017.
3. The Albert-Eden Local Board was invited to provide nominations for the two trustee appointments and the chair appointment. The board has made nominations for the committee's consideration.
4. The committee will consider these nominations in the confidential section of this meeting.

Recommendation/s

That the Appointments and Performance Review Committee:

- a) note that it will consider nominations to the Mount Albert Grammar School Community Swimming Pool Trust and make appointments for a three year period commencing 1 July 2017 in the confidential section of this meeting.

Comments

5. The Mount Albert Grammar School Community Swimming Pool Trust is a council-controlled organisation that owns the Mt Albert Aquatic Centre. It has been exempted from the statutory accountability requirements applying to council-controlled organisations until 2019.
6. As a result of changes to management and operations, the trust's responsibilities are limited to maintaining financial accounts and receiving operational reports from council.
7. Under the terms of the recently revised trust deed, considered by the Finance and Performance committee on 23 May, Auckland Council appoints the chair and two trustees, one of whom must be an Albert-Eden Local Board member. The Board of Mt Albert Grammar School appoints one trustee. The Headmaster of the school holds office as an *ex officio* trustee.
8. The terms of appointment of the current chair and of the other council appointed trustees expire on 30 June 2017.

Consideration

Local board views and implications

9. The Albert-Eden Local Board views were sought in relation to this matter as the trust operates in this local board area. The board has made nominations for the committee's consideration.

Māori impact statement

10. While the appointment process potentially provides an opportunity to diversify council appointees to council-controlled organisations including more Māori appointees, the limited role of this particular trust board does not provide a good opportunity for developing governance experience. It is therefore considered that there is no real loss of opportunity to Māori through a limited recruitment process.

Implementation

11. In accordance with the committee's resolutions, the trust will be notified of the appointments of the two council trustees and the chair of the trust.

Attachments

There are no attachments for this report.

Signatories

Author	Alastair Cameron - Manager - CCO Governance & External Partnerships
Authoriser	Phil Wilson - Governance Director

City Rail Link Board Appointments

File No.: CP2017/10576

Item 10

Purpose

1. To note the process undertaken to jointly identify Directors to the City Rail Link Limited Board.

Executive summary

2. City Rail Link Limited (CRL) is a company set up jointly between Auckland Council and the Crown with responsibility for building the City Rail Link (CRL). The company will assume responsibility for the CRL project from Auckland Transport on 1 July 2017.
3. CRL will have a board of five directors, including the chair. The Governing Body and Cabinet approved the appointment of Sir Brian Roche as chair in December 2016.
4. A joint recruitment process, led by the NZ Treasury, has identified four candidates for the remaining four CRL director positions. A confidential report on today's agenda provides the information for the Appointments and Performance Review Committee to make its decisions.
5. Cabinet will consider the appointments in late June 2017 and an announcement on the successful candidates will be made shortly after.

Recommendations

That the Appointments and Performance Review Committee:

- a) note there is a confidential report on this meeting agenda providing recommendations regarding the appointment of four candidates to the City Rail Link Limited Board
- b) note that the appointment process is jointly managed with the Crown and Cabinet will consider the appointments in late June 2017
- c) note the final appointment decisions will be made publicly available at the conclusion of the joint appointment process.

Comments

Background

6. Auckland Council and the Crown are implementing the intent of the CRL Heads of Agreement. This includes the establishment of CRL Limited (CRL) which will be the joint company responsible for delivering the CRL project. The Mayor and Deputy Mayor, together with council's chief executive, were given delegation by the Governing Body to implement the Heads of Agreement.
7. CRL will have a board of five directors including the chair. An objective of Crown and Council under the project Heads of Agreement is to promote consensus decision-making as sponsors, including on matters like director appointments, and in the best interests of the project. The Treasury is managing the appointments process on behalf of both parties and in close consultation with the council.
8. In December 2016, the council and the Crown jointly appointed Sir Brian Roche as the inaugural chair.

Appointments Process

9. CRLI was incorporated on 13 April 2017 and will be listed in Schedule 4A of the Public Finance Act 1989. The Crown holds a 51 per cent shareholding in the company. The director appointment process is jointly undertaken between the council and the Crown, and this requirement will be included in the CRLI partnering agreements currently being drafted.
10. The NZ Treasury managed the CRLI director appointment process on behalf of the two sponsors. Nominations were called for earlier this year, and 115 applications and nominations were received. A short-list was approved by the Mayor, Deputy Mayor, the Minister of Finance and the Minister of Transport.
11. Fourteen candidates were interviewed by an interview panel consisted of Sir Brian Roche, Stephen Town and Penny Stoyner who is a specialist board recruitment advisor for the Treasury. Interviews were held over four days on 13 April, 1 May, 2 May and 16 May 2017.
12. The key skills and experience sought were in engineering both civil and rail systems, financial transactions, project management, commercial law and large scale procurement.
13. Following the completion of the interviews the panel determined that four of the candidates were suitable for appointment.
14. A separate confidential paper on today's agenda seeks the committee's approval of the four candidates.

Consideration

Local board views and implications

15. Local board views were not sought on this paper.

Māori impact statement

16. The board appointment process included nominations submitted by Te Puni Kōkiri.

Implementation

17. Subject to the committee's decision, Cabinet will consider the appointment recommendations in late June 2017.
18. Directors will take up appointment on 1 July 2017, which is the date of the commencement of CRLI and project handover from Auckland Transport.

Attachments

There are no attachments for this report.

Signatories

Author	Michael Quinn - Executive Officer
Authoriser	Stephen Town - Chief Executive

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

That the Appointments and Performance Review 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 City Rail Link Limited 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 relating to director appointments.	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 Mount Albert Grammar School Community Swimming Pool Trust: Appointment of Trustees

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 personal information relating to the trustee candidates.	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.