

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

Date: Thursday, 7 September 2017
Time: 9.30am
Meeting Room: Room 1, Level 26
Venue: 135 Albert St
Auckland

Appointments and Performance Review Committee

OPEN AGENDA

MEMBERSHIP

Chairperson Hon Phil Goff, CNZM, JP
Deputy Chairperson 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

1 September 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, 3 August 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.

Process for the appointment of new directors to Auckland War Memorial Museum and Museum of Transport and Technology

File No.: CP2017/18309

Item 9

Purpose

1. To provide an overview of the process to appoint directors to the boards of Auckland War Memorial Museum (AWMM) and the Museum of Transport and Technology (MOTAT).

Executive summary

2. Auckland Council appoints directors to the boards of AWMM and MOTAT. Regional Facilities Auckland undertakes the board appointment process and makes recommendations to council as per the Advisory and Management Agreement between Auckland Council and Regional Facilities Auckland.
3. Auckland Council appoints five of the ten members to the of AWMM board. There are three board appointments to be considered at this time.
4. Auckland Council appoints six of the ten members to the MOTAT board. There are three board appointments to be considered at this time.
5. These board appointments will be considered in the confidential agenda of this meeting.

Recommendation/s

That the Appointments and Performance Review Committee:

- a) note there is a confidential report on this meeting agenda providing recommendations regarding the appointment and/or reappointment of directors to the Auckland War Memorial Museum and Museum of Transport and Technology boards.
- b) note that Regional Facilities Auckland undertakes the board appointment process and makes recommendations to Auckland Council.
- c) note that the final appointment decisions will be made publically available at the conclusion of the appointment process
- d) thank the directors whose tenure has ended for their service.

Comments

6. The Auckland War Memorial Museum Act 1996 and the Museum of Transport and Technology Act 2000 govern the board appointment processes of these institutions. The advisory and management agreement requires Regional Facilities Auckland to recommend candidates to Auckland Council for these appointments.
7. A sub-committee of the Regional Facilities Auckland Board have undertaken the appointments process. The process that has been undertaken is consistent with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations.
8. A separate confidential paper on today's agenda considers the recommendations made by Regional Facilities Auckland.

Auckland War Memorial Museum

9. Auckland Council appoints five of the ten members to the AWMM board based on Regional Facilities Auckland's recommendations. Four board members are appointed by the Auckland Museum Institute, and one board member is appointed by Taumata-a-lwi.
10. Regional Facilities Auckland's board appointment subcommittee has worked with the Auckland Museum Institute to jointly interview and identify candidates for the AWMM board.

Museum of Transport and Technology

11. Auckland Council appoints six of the ten members to the MOTAT board. The other four are appointed by the MOTAT Society.
12. Regional Facilities Auckland's board appointment sub-committee worked with the deputy chair of the MOTAT board to jointly interview and identify candidates for the MOTAT board. The MOTAT Society runs a separate board appointment process for their appointments.

Consideration

Local board views and implications

13. Board appointments are the role of the governing body, however information on the vacancies was distributed to local board members. This was to allow local board members to put forward candidates they thought appropriate for the roles.

Māori impact statement

14. One AWMM board member is appointed by Taumata-a-lwi. Taumata-a-lwi is a committee established to ensure that the AWMM board's policy aligns with Māori values, and matters enshrined in te Tiriti o Waitangi. Taumata-a-lwi also advises on matters of Māori protocol within the museum and between the museum and tangata whenua at large.
15. The MOTAT board has a statutory duty to observe and encourage the spirit of partnership and goodwill envisaged by te Tiriti o Waitangi, including implications for Māori, and elements of Māori cultural property that only tangata whenua can provide appropriate care for.

Implementation

16. Pending approval by this committee, the board appointees will be notified and the appointment information will be made publically available.

Attachments

There are no attachments for this report.

Signatories

Author	Ella Kay - Senior Advisor - CCO Governance & External Partnerships
Authorisers	Alastair Cameron - Manager - CCO Governance & External Partnerships Phil Wilson - Governance Director

Process for the appointment of new directors to Watercare Services Limited and Auckland Tourism, Events and Economic Development Limited

File No.: CP2017/18458

Item 10

Purpose

1. To provide an overview and update on the process for appointment of new directors to Watercare Services Limited (Watercare) and Auckland Tourism, Events and Economic Development Limited (ATEED).

Executive summary

2. At its 29 March 2017 meeting, the Appointments and Performance Review Committee approved candidate specifications for three director appointments: two ATEED directors (one tourism focussed, the other strategy focussed) and one Watercare director (focus on water services and customer engagement).
3. Auckland Council's recruitment company Kerridge and Partners gathered names of potential candidates through research, its own database, and invitations to Auckland Council elected members and other external parties to contribute potentially suitable candidates.
4. Nomination panels appointed by this committee considered these initial lists of candidates, and selected longlists. Kerridge and Partners interviewed these longlist candidates. The committee is now asked to approve shortlisted candidates for formal panel interview in the confidential part of the 7 September 2017 meeting.

Recommendation/s

That the Appointments and Performance Review Committee:

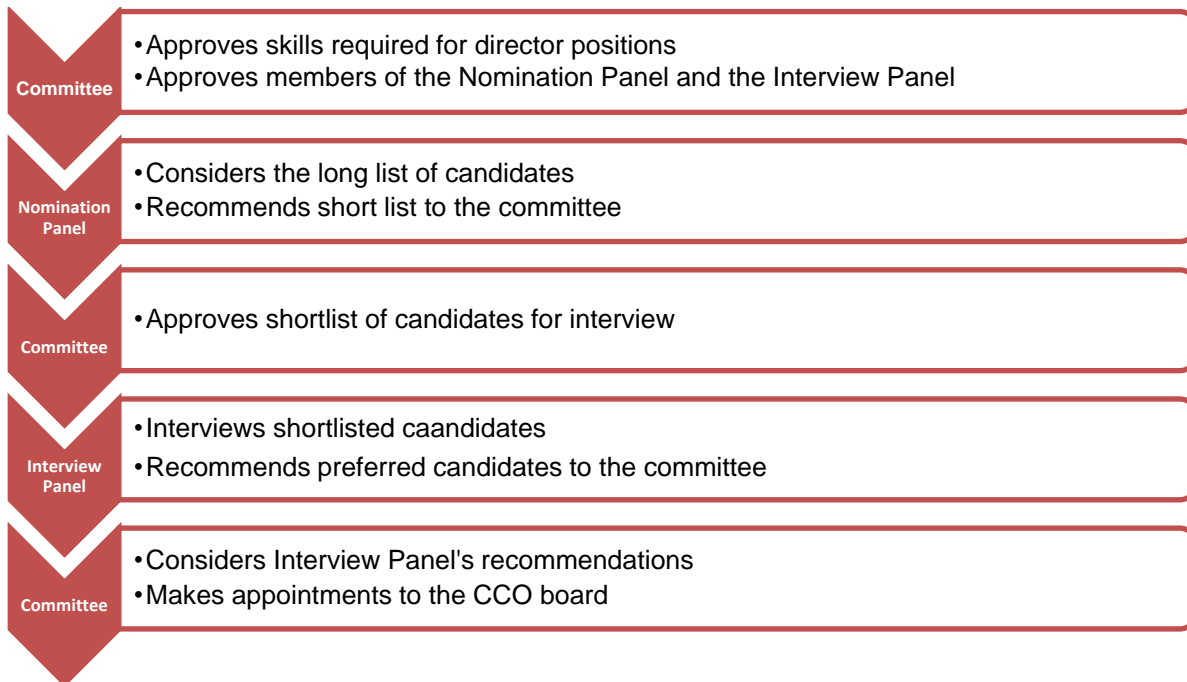
- a) note the appointment process for the two director appointments to Auckland Tourism, Events and Economic Development Limited, and the one director appointment to Watercare Services Limited
- b) note that recommendations about the shortlists for these appointments are included in a confidential report on this meeting agenda.

Item 10

Comments

Process – general

5. The general process for appointing directors to any council controlled organisation board is:



6. In building the initial list of potential candidates for each appointment, council's recruitment company undertakes targeted research, combined with potential candidates from its own database. Public advertising was not undertaken on this occasion. The process of attracting candidates needs to be transparent, but also systematic and targeted towards likely sources of talent.
7. It is therefore focussed on distributing information about the upcoming appointments through council networks, such as Auckland iwi organisations, Auckland Council elected members, Auckland Council's advisory panel members, relevant central government organisations and a range of relevant non-government organisations.
8. At its 29 March 2017 meeting, the Appointments and Performance Review Committee approved candidate specifications for three director appointments: two ATEED directors (one tourism focussed, the other strategy focussed) and one Watercare director (focus on water services and customer engagement).

Candidate specifications

9. The candidate specifications for these appointments are summarised as follows.
10. **ATEED (Tourism):** Council is looking for a director with expertise in tourism and the visitor economy and should have strong networks throughout the wider tourism sector. The successful candidate needs to bring strategic leadership to the board discussions to help ATEED deliver on its strategic plan and leadership succession plans. ATEED's overarching strategy has a number of focus areas, including visitor planning, events, growth and competitiveness and innovation, which council should bear in mind when considering appointments to this role.

11. **ATEED (Strategy):** Council is looking for a director with governance and executive experience in designing and executing strategic initiatives. The candidates should, with their understanding of Auckland's challenges and opportunities, and political insights, be able to contribute to board problem solving and strategic decision-making. Candidates should also bring an understanding of emerging social, cultural and technological trends in areas of ATEED's activities.
12. **Watercare:** For this appointment, council is looking for candidates who have governed or personally driven an organisation-wide cultural change by shifting the mindset away from a traditional product or engineering focus, to a service-orientated business.
13. This director should have strong skills in technology that enhances efficiency and productivity within the business, or technology that improves the customer experience. Finally, this director will need to contribute to the board's shareholder responsiveness and stakeholder engagement within the council group.

Process so far

14. A meeting to determine a longlist for the ATEED appointments was held on 4 August 2017, and for the Watercare appointment on 7 August 2017. At these meetings, the members of the nomination panels considered a range of candidate profiles for the appointments. These were individuals who closely align with the candidate specifications and who were actively interested in the opportunity. The evaluation was based on phone conversations with the candidates and in some instances, previous experience of meeting and interviewing the candidates for other roles.
15. The nomination panel reduced these initial lists to longlists for which Kerridge and Partners have undertaken preliminary interviews. Following these interviews, Kerridge and Partners have now recommended shortlists for formal panel interview. These shortlists are considered in the confidential part of the meeting.
16. Up to this stage, the panel considering the candidates has only seen 'blind' candidate profiles – without names or other identifying personal information available. This is a recognised method for reducing unconscious bias from the selection process.

Consideration

Local board views and implications

17. While board appointments to the council-controlled organisations are the role of the governing body, local boards are invited to participate in the nomination process by suggesting suitable candidates for consideration.

Māori impact statement

18. Council's Board Appointment and Remuneration Policy aims to appoint diverse boards. This can have positive impacts for Māori by creating opportunities for Māori directors.
19. Iwi organisations in the Auckland region were contacted during the nomination process to suggest suitable candidates for consideration.
20. In line with the Board Appointment and Remuneration Policy, an Independent Māori Statutory Board member was appointed to represent the Independent Māori Statutory Board on the nomination and longlist panels.

Implementation

21. Once the resolutions of this committee about the shortlists are made, staff will progress the interview process in conjunction with Kerridge and Partners.

Attachments

There are no attachments for this report.

Signatories

Author	Edward Siddle - Principal Advisor
Authorisers	Alastair Cameron - Manager - CCO Governance & External Partnerships Phil Wilson - Governance Director

Appointments and Performance Review Committee Information Report - 23 August 2017

File No.: CP2017/17981

Item 11

Purpose

1. To provide a public record of memos, workshop or briefing papers that have been distributed for the committee's information since 3 August 2017.

Executive summary

2. This is a regular information-only report which aims to provide public visibility of information circulated to committee members via memo or other means, where no decisions are required.
3. The following confidential workshop has taken place:
 - 3 August 2017 – Board Appointment Policy Review – Diversity on CCO Boards and other matters (Confidential – no attachment)
4. Note that, unlike an agenda report which requires a decision, staff will not be present to answer questions about the items referred to in this summary. Committee members should direct any questions to the authors.

Recommendation/s

That the Appointments and Performance Review Committee:

- a) receive the information report – 23 August 2017.

Attachments

There are no attachments for this report.

Signatories

Author	Kalinda Gopal - Governance Advisor
Authoriser	Phil Wilson - Governance Director

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

b)

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 Appointments to the boards of Auckland War Memorial Museum and Museum of Transport and Technology

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 about 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.

C2 Appointments to the boards of Watercare Services Limited and Auckland Tourism, Events and Economic Development Limited - shortlisted candidates for interview.

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. The public conduct of the confidential part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7. In particular, the report contains information regarding the candidates who have applied to be directors on Auckland Council's council-controlled organisations	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.