

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

**Date:** Tuesday, 30 March 2021  
**Time:** 10.00am  
**Meeting Room:** Room 1, Level 26  
**Venue:** 135 Albert St  
Auckland

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**Kōmiti Mō Te Kopou Me Te Arotake  
Whakatutukitanga /  
Appointments and Performance Review  
Committee**

**OPEN AGENDA**

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**MEMBERSHIP**

<b>Chairperson</b>	Hon Phil Goff, CNZM, JP
<b>Deputy Chairperson</b>	Cr Christine Fletcher, QSO
<b>Members</b>	Cr Josephine Bartley Cr Pippa Coom Cr Chris Darby Cr Alf Filipaina Cr Richard Hills Cr Desley Simpson, JP
<b>Ex-Officio</b>	IMSB Chair David Taipari Deputy Mayor Cr Bill Cashmore

(Quorum 4 members)

**Suad Allie**  
**Kaitohutohu Mana Whakahaere Matua /**  
**Senior Governance Advisor**

**24 March 2021**

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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 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, with the exception of Ports of Auckland Limited and Auckland International Airport Limited
3. receive updates on appointments to the council organisations, Ports of Auckland Limited and Auckland International Airport Limited, as well as any relevant updates on shareholder voting undertaken at Auckland International Airport Limited annual general meetings
4. 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 Tuesday, 2 March 2021, 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.”

## Appointments to the board of Manukau Beautification Charitable Trust

File No.: CP2021/02402

### Te take mō te pūrongo Purpose of the report

1. To summarise the rationale and process for recruiting prospective appointees to the board of the Manukau Beautification Charitable Trust Auckland (MBCT) which is a non-substantive council-controlled organisation (CCO).

### Whakarāpopototanga matua Executive summary

2. The power to appoint trustees to MBCT's board is vested in Auckland Council by the Deed of Trust that established MBCT as a CCO in 2001.
3. A separate confidential report on this meeting agenda contains information and advice regarding recommended appointees to the MBCT board.

### Ngā tūtohunga Recommendation/s

That the Appointments and Performance Review Committee:

- a) note that there is a confidential report on this meeting agenda with recommendations regarding the appointment of trustees to the board of Manukau Beautification Charitable Trust.
- b) note this report is confidential due to the personal information contained in it and the final appointment decisions will be made publicly available at the conclusion of the appointment process.

### Horopaki Context

4. MBCT was established in 2001 under Manukau City Council, with the purpose of promoting, supporting and undertaking programmes and initiatives to beautify Manukau's urban and rural environment. It provides graffiti removal services, undertakes mural projects and environmental education events to the six local board areas in south Auckland.
5. The Trust Deed requires MBCT to have no fewer than five trustees and no more than twelve, all appointed by Auckland Council. The power of appointment of all trustees to the board is vested in council as the settlor of MBCT's deed. MBCT has eight trustees in the current term (July 2019 to June 2022).

### Tātaritanga me ngā tohutohu Analysis and advice

6. MBCT has undertaken a process to appoint further trustees. The rationale for introducing new members includes:
  - succession planning for natural attrition
  - a broader range of intellectual capital, along with business and social experience within the group

- a commitment to representation to accurately reflect the community which the MBCT serves
  - more diverse perspectives to reduce the chance of homogenised thinking over time
  - introducing more networking potential to the MBCT and further reach to serve the community.
7. To facilitate the board recruitment, MBCT have engaged the services and expertise of a local human resources and recruitment company. Potential candidates were approached through existing networking pathways. The recruitment process included the following:
- current and potential trustees completed an online questionnaire to ascertain core competency levels within the trust board
  - current trustees and potential trustees were also asked to comment and rate their commitment to serving the community, adhering to Te Tiriti o Waitangi principles and the congruence of their personal values against those of the MBCT
  - the potential trustees presented to the trust board a summary of their key attributes, experience and individual passions and areas of interest.
8. The MBCT trust board unanimously recommended the candidates presented in the confidential report and the board chair has written to the mayor seeking approval of the prospective candidates.

### **Tauākī whakaaweawe āhuarangi** **Climate impact statement**

9. MBCT's work promotes, supports and undertake programmes to beautify south Auckland. This includes programmes such as 'Eye on Nature' that aims to connect children and their families to nature and engaging them to create more sustainable solutions every day.

### **Ngā whakaaweawe me ngā tirohanga a te rōpū Kaunihera** **Council group impacts and views**

10. There are no significant impacts on other parts of the council group as a result of these appointments.

### **Ngā whakaaweawe ā-rohe me ngā tirohanga a te poari ā-rohe** **Local impacts and local board views**

11. Appointments to CCO boards are the role of the governing body. Local board views are not sought on these matters. However, the services provided by MBCT are of particular benefit to the six local board areas that the trust works across. The board in its recruitment of trustees has taken this into account by conducting the recruitment locally.

### **Tauākī whakaaweawe Māori** **Māori impact statement**

12. MBCT provides beautification services and environmental education programmes of benefit to all local groups across south Auckland.
13. The trust recognised, through its rationale for these appointments, the opportunity to bring in a broader range of intellectual capital, along with business and social experience and more diverse perspectives. The Trust also has a commitment to representation to accurately reflect the community in which the Trust serves.

### **Ngā ritenga ā-pūtea** **Financial implications**

14. There are no financial implications for council associated with this report.

## Ngā raru tūpono me ngā whakamaurutanga Risks and mitigations

15. There are risks associated with all board appointments, including:
- Reputational Risk: All candidates are appropriately screened to meet the skill requirements sought by MBCT. Recommended candidates have also completed the council's director consent form prior to appointment, which requires them to confirm that there is nothing that would compromise their effectiveness as a board member.
  - Reputational risk: Breach of privacy if confidential candidate information is released prior to final decisions of the committee. The risk is that fewer, and potentially less-qualified, candidates would be attracted to board service in the future. To mitigate this risk, staff will assure confidentiality during the board appointment programme.
  - Governance risk: the risk of an unbalanced board where a loss of institutional knowledge impacts decision-making. Conversely, retaining board members for too long can mean that the board lack innovation and fresh thinking. There is a need to maintain an appropriate balance of new and longer-serving board members to avoid these problems and to retain institutional knowledge.

## Ngā koringa ā-muri Next steps

16. Following approval by the committee, CCO Governance and External Partnership staff will notify MBCT of the committee's decision.
17. The appointment decisions of the committee will be made publicly available once the successful and unsuccessful candidates have been notified.

## Ngā tāpirihanga Attachments

There are no attachments for this report.

## Ngā kaihaina Signatories

Author	Sarah Johnstone-Smith - Principal Advisor
Authorisers	Alastair Cameron - Manager - CCO Governance & External Partnerships Phil Wilson - Director, Governance & CCO Partnerships



## Board Appointments: Panuku Development Auckland

File No.: CP2021/02650

### Te take mō te pūrongo Purpose of the report

1. To inform the committee on the process that has been used to determine the shortlist for two directors to the board of Panuku Development Auckland Limited (Panuku).

### Whakarāpopototanga matua Executive summary

2. Auckland Council appoints directors to the boards of its council-controlled organisations (CCOs) and approves which candidates to be interviewed.
3. On 25 August 2020, this committee approved the commencement of the annual board appointment programme for 2020. This included agreeing the relevant skills required to fill vacancies on the CCO boards (APR/2020/11).
4. A confidential report on this agenda asks the committee to make decisions on shortlisting candidates for two director vacancies on the board of Panuku.

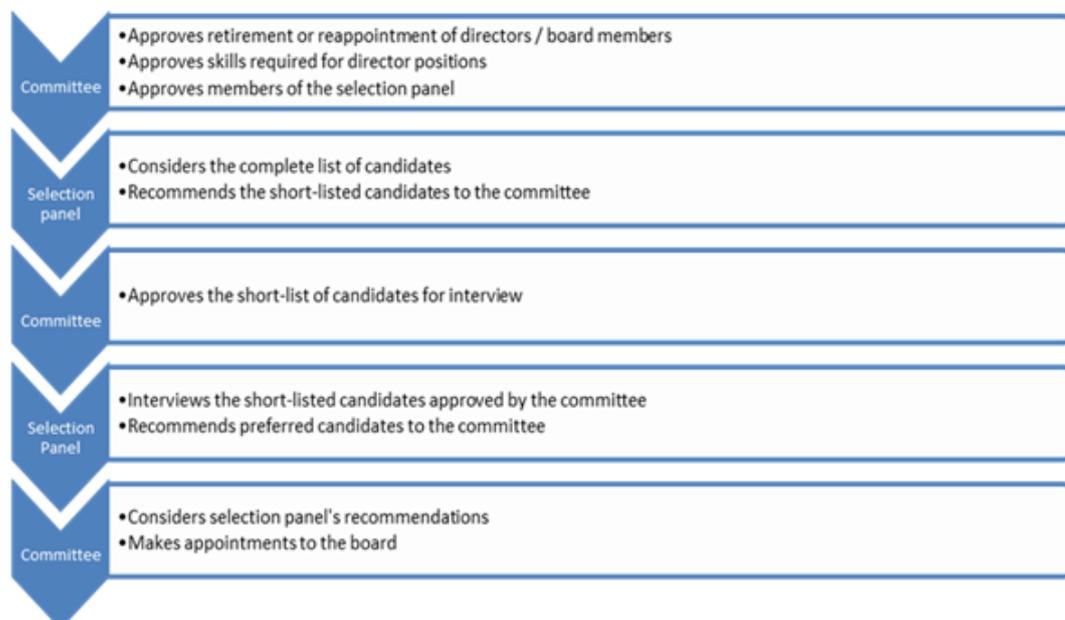
### Ngā tūtohunga Recommendation/s

That the Appointments and Performance Review Committee:

- a) note there is a confidential report on this meeting agenda requesting the committee make decisions regarding the shortlisting of two candidates for interview for vacancies on the board of Panuku Development Auckland Limited.
- b) note that the confidential report remains confidential due to the personal information contained in it, and that the final appointment decisions will be made publicly available at the conclusion of the appointment process.

### Horopaki Context

5. The board appointment process for appointing directors to any CCO and external partnership board is outlined in the following table.



## Tātaritanga me ngā tohutohu Analysis and advice

6. On 25 August 2020, this committee approved the commencement of the annual board appointment programme for 2020. This included agreeing the relevant skills required to fill vacancies on the CCO boards (APR/2020/11).
7. The selection panel has considered the complete list of candidates and recommends the short-listed candidates to this committee for two director vacancies on the Panuku board. This is the subject of a confidential report on this agenda.

## Tauākī whakaaweawe āhuarangi Climate impact statement

8. Auckland Council's Te-Tāruke-ā-Tāwhiri: Auckland's Climate Plan was adopted in July 2020 setting out the priority action areas to deliver our goals to reduce emissions and adapt to the impacts of climate change.
9. CCOs are responsible for delivering services to Aucklanders. Each CCO is accountable for ensuring their planning and decisions reflect the action areas outlined in Te-Tāruke-ā-Tāwhiri.
10. Those directors seeking appointment will need to demonstrate a commitment to integrate action areas outlined in Te-Tāruke-ā-Tāwhiri into the CCO's activities.

## Ngā whakaaweawe me ngā tirohanga a te rōpū Kaunihera Council group impacts and views

11. The appointment of appropriate directors to the CCO boards has an impact on the performance of the council group, however there is no significant impact on other parts of the council group as a result of the overall appointment programme.

## Ngā whakaaweawe ā-rohe me ngā tirohanga a te poari ā-rohe Local impacts and local board views

12. Board appointments to CCOs are the role of the Governing Body. Local boards can participate in the nomination process for each director vacancy. The nomination of a candidate requires the consent of that candidate.

## Tauākī whakaaweawe Māori Māori impact statement

13. Auckland Council's appointment and remuneration policy for board members of council organisations (the policy) states that the council "values and supports the benefits that diversity of thought, experience and skills bring to our CCO boards.
14. We recognise that increasing diversity and fostering inclusive board culture is an essential element in supporting high performing boards, driving long-term success and delivering better outcomes for the communities of Auckland".
15. The policy therefore encourages the identification of appropriately experienced Māori directors for consideration for appointment to CCO boards.
16. In addition, an Independent Māori Statutory Board member is involved in the appointment process by being a member of the selection panel. This ensures that a Māori perspective informs the recommendations of the selection panel during the shortlisting, interviewing and appointment processes.
17. The Independent Māori Statutory Board is also represented on this committee. This ensures a Māori perspective is brought to the decision-making process, and that the Independent Māori Statutory Board's views are considered by the committee.

18. At the 25 August 2020 meeting this committee agreed to strengthen the focus areas in vacancy briefs by including the following statements in the common priorities for all director vacancy briefs (advertisements):
- (i) Uphold the principles of the Treaty of Waitangi, readiness to promote improved outcomes for Māori and knowledge of Te Ao Māori established networks (APR/2020/10).

### Ngā ritenga ā-pūtea Financial implications

19. The costs associated with these appointments will be managed from existing budgets.

### Ngā raru tūpono me ngā whakamaurutanga Risks and mitigations

20. There are risks associated with all board appointments including:
- i) Reputational: all candidates are appropriately screened to meet the skill requirements for appointment to entities such as these and that they have appropriate governance experience especially within public-facing entities. To mitigate any potential risks of disqualified directors or under-qualified candidates:
- (a) a thorough due diligence process will be completed on all candidate applications in line with the council's appointment policy
- (b) short-listed candidates have completed the council's director consent form prior to interview which requires directors to confirm that there is nothing that would disqualify them from being a director
- (c) thorough reference checks of candidates who are approved for appointment to Auckland Transport are being conducted by Kerridge and Partners.
- ii) Reputational: breach of privacy if confidential candidate information is provided to media outlets prior to final decisions being made by the committee. The risk is fewer and potentially less qualified candidates being attracted into future board appointment programmes. To mitigate the risk staff will continue to highlight the need for maintaining confidentiality during the board appointment programme.
- iii) Governance: the risk of an unbalanced board where a loss of institutional knowledge impacts decision-making. Conversely, retaining board members for too long can mean the board lacks innovation and fresh thinking.

### Ngā koringa ā-muri Next steps

21. The appointment of candidates to these vacancies is expected to be reported to this committee on 4 May 2021.

### Ngā tāpirihanga Attachments

There are no attachments for this report.

### Ngā kaihaina Signatories

Author	Claire Gomas - Principal Advisor
Authorisers	Alastair Cameron - Manager - CCO Governance & External Partnerships Phil Wilson - Director, Governance & CCO Partnerships



## Approval of brief for Auckland Transport board appointment (Covering report)

File No.: CP2021/03046

Item 10

### Te take mō te pūrongo

#### Purpose of the report

1. To approve the brief for the appointment of an Auckland Transport board director, with a focus on audit and risk capability.

### Whakarāpopototanga matua

#### Executive summary

2. This is a late covering report for the above item. The comprehensive agenda report was not available when the agenda went to print and will be provided prior to the 30 March 2021 Appointments and Performance Review Committee meeting.

### Ngā tūtohunga

#### Recommendation/s

The recommendations will be provided in the comprehensive agenda report.



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## Appointments and Performance Review Committee Forward Work Programme (Covering report)

File No.: CP2021/03047

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### **Te take mō te pūrongo** **Purpose of the report**

1. To approve the committee's forward work programme.

### **Whakarāpopototanga matua** **Executive summary**

2. This is a late covering report for the above item. The comprehensive agenda report was not available when the agenda went to print and will be provided prior to the 30 March 2021 Appointments and Performance Review Committee meeting.

### **Ngā tūtohunga** **Recommendation/s**

The recommendations will be provided in the comprehensive agenda report.



## 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 CONFIDENTIAL: Appointments to the board of Manukau Beautification Charitable Trust

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 private information about the candidates for the position of trustee on the Manukau Beautification Charitable Trust Board.	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 CONFIDENTIAL: Board appointments to a council-controlled organisation

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 private information about candidates who have applied for director vacancies on the board of Panuku Development Auckland.	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.