

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

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

OPEN ADDENDUM AGENDA

MEMBERSHIP

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

(Quorum 4 members)

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

25 March 2021

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Approval of brief for Auckland Transport board appointment

File No.: CP2021/03001

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. Auckland Transport's Audit and Risk subcommittee chair is stepping down from their position on the board after serving two terms and needs to be replaced in 2021. Their term of appointment will conclude on 31 October 2021.
3. Attached for approval is a brief for appointment of a new director (Attachment A). It has been prepared by Auckland Council staff and Kerridge Partners, in consultation with the Auckland Transport chair.
4. In addition to the common skills priorities expected across all Auckland council-controlled organisations (CCOs), the skills focus is on audit and risk capability, and previous experience as a chair of audit and risk committees. It is important that the brief remain tightly aligned to these skills, so that Auckland Transport has strong capability in its audit and risk function.
5. The committee's approval is sought for the brief, along with any comments. Following the meeting, Kerridge & Partners (Kerridge) will finalise the brief and begin to develop a long-list. The appointment process will then proceed through its usual steps. This will include:
 - calibration meetings
 - short-listing (Appointments and Performance Review committee 15 June 2021)
 - interviews
 - appointment (Appointments and Performance Review committee 3 August 2021).

Ngā tūtohunga

Recommendation/s

That the Appointments and Performance Review Committee:

- a) approve the brief provided in Attachment A of the agenda report for the appointment of a director to the Auckland Transport Board, focussing on audit and risk capability.

Horopaki

Context

6. Auckland Transport's Audit and Risk subcommittee chair is stepping down in 2021 after serving two terms and needs to be replaced. Their term of appointment will conclude on 31 October 2021.

Tātaritanga me ngā tohutohu Analysis and advice

7. The brief for appointment will guide the recruitment process and is therefore an important document. It will provide direction for our recruitment partners Kerridge, as they develop a long-list of candidates for appointment, and provide the key guidance for interviewing and committee decisions as the process continues.
8. The appointment brief has been developed by council staff and Kerridge, in consultation with the Auckland Transport board chair.
9. The focus of the brief is on replacing the audit and risk skills of the director who is leaving. In particular, the brief seeks a person who has previously been a chair of an audit and risk committee and has significant public and private experience with large and complex organisations. These skills are in addition to the common priorities for all CCO appointments.
10. We therefore seek the committee's approval of the brief, along with any comments and changes the committee wishes to make. However, given the importance of the audit and risk function to an organisation as large and complex as Auckland Transport, staff advice is that the brief needs to remain tightly focussed on these skills. This will ensure the Auckland Transport board of directors continues to have appropriate capability in this regard.

Tauākī whakaaweawe āhuarangi Climate impact statement

11. A commitment to integrating council's climate action plans into the strategies and operations of all CCOs is one of the common priorities for director appointments.

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

12. The Auckland Transport board chair contributed to the development of this brief.

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

13. Appointments to the Auckland Transport Board are the responsibility of Governing Body and local board views have not been sought in the development of this brief.

Tauākī whakaaweawe Māori Māori impact statement

14. Upholding the principles of the Treaty of Waitangi and promoting Māori outcomes are one of the common priorities for appointment across the CCOs. In addition, this brief specifically is seeking candidates who can demonstrate understanding of Māori world views and strategic perspectives.

Ngā ritenga ā-pūtea Financial implications

15. Auckland Transport pays for its own directors. This appointment process is budgeted for from the contract council has with Kerridge. There are therefore no financial implications arising from agreeing this brief.

Ngā raru tūpono me ngā whakamaurutanga Risks and mitigations

16. Staff consider there are no significant risks at this stage of the appointment process.

Ngā koringa ā-muri

Next steps

17. Once the brief is approved, Kerridge will begin the long-list process. The committee will be asked to approve a short-list on 15 June 2021 and an appointment on 3 August 2021.

Ngā tāpirihanga

Attachments

| No. | Title | Page |
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| A | Auckland Transport Director 2021 - Briefing paper - FINAL | 9 |

Ngā kaihaina

Signatories

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



Context

- The Auckland Transport Board is seeking a new independent director to replace its Audit and Risk Committee Chair who will retire from the Board following the completion of two terms, in October 2021.
- The following background and requirements reflect discussions with the Chair, Adrienne Young-Cooper and Auckland Council's CCO Governance team.
- This brief also takes into consideration the board diversity profile and the diversity and inclusion objectives of Auckland Council.

Background

The 2020/21-2022/23 Statement of Intent included the following strategic priorities:

- Making Auckland's transport system safe by eliminating harm
- Improving the resilience and sustainability of the transport system
- Better travel choice for Aucklanders
- Better connecting people, places, goods and services
- Enabling and supporting Auckland's growth
- Focus on accountability and benefit realisation
- Provide an excellent customer experience for all services and customers
- Collaborative partnering with our funders, partners, mana whenua, stakeholders and customers
- Enhance capability of our people and practices, enable our business through effective leadership, the right culture and efficient systems and processes

Auckland Transport
Board Director
(Audit & Risk
Committee
Chair)
Draft Brief
2021

Competencies Required

Common Priorities Across the Council-Controlled Organisations:

- Uphold the principles of the Treaty of Waitangi, readiness to promote improved outcomes for Māori and knowledge of Te Ao Māori and established Māori networks
- Demonstrate appropriate accountability and responsiveness to the Governing Body and the public and a commitment to public sector ethos
- Demonstrate financial accountability with close review of current and proposed activities to deliver value for money
- Commitment to integrate council's climate action plans into the strategies and operations of the Council-Controlled Organisations
- Driving appropriate leadership and cultural response to deliver the required outcomes (and/or deliver on targets as identified)
- Commitment to collaborate across the Council-controlled Organisation family
- Demonstrate inclusive and adaptive leadership to harness the benefits of diversity.

Specific Auckland Transport Priorities:

- Highly skilled in financial management with deep experience of audit and finance and previous experience as a Chair of Audit and Risk
- Strong understanding of funding disciplines and relationships (Auckland Council and Waka Kotahi etc)
- Deep risk expertise and the ability to apply in governance, cultural and operational contexts
- Public and private sector background including very large organisations
- The ability to build relationships and the inclination to ask questions, understand and interpret information and encourage collaborative discussion on contrary points of view

Useful but non-Essential Priorities:

- Experience in driving customer facing culture change through complex organisations
- Experience in transforming organisations in times of change and uncertainty

Diversity

To achieve the desired balance of perspectives and experience we seek candidates who can demonstrate an understanding and / or lived experience of Māori, Pasifika and other world views and strategic perspectives.



Appointments and Performance Review Committee Forward Work Programme

File No.: CP2020/16030

Item 11

Te take mō te pūrongo

Purpose of the report

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

Whakarāpopototanga matua

Executive summary

2. This committee deals with making appointments and approving policies to Council-Controlled Organisations (CCOs), Council Organisations (COs) and exempt CCOs and COs, with the exception of Ports of Auckland Limited (POAL) and Auckland International Airport Limited (AIAL).
3. The committee also reviews and make recommendations to the Governing Body in relation to the chief executive's employment. Additionally, the committee is also responsible for receiving updates to the council organisations, POAL and AIAL.
4. This forward work programme covers the period February 2021 to December 2021.

Ngā tūtohunga

Recommendation/s

That the Appointments and Performance Review Committee:

- a) approve the forward work programme for the Appointments and Performance Review Committee
- b) agree that the Appointments and Performance Review Committee forward work programme be reported monthly for information and reviewed on a six-monthly basis.

Ngā tāpirihanga

Attachments

| No. | Title | Page |
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| A ¹ | Appointments and Performance Review Committee forward work programme. | 13 |

Ngā kaihaina

Signatories

| | |
|------------|--|
| Authors | Suad Allie - Kaitohutohu Mana Whakahaere Matua / Senior Governance Advisor |
| Authoriser | Phil Wilson - Director, Governance & CCO Partnerships |

Kōmiti Mō Te Kopou Me Te Arotake Whakatutukitanga / Appointments and Performance Review Committee Forward Work Programme 2021

This committee deals with making appointments and approving policies 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. The committee also reviews and make recommendations to the Governing Body in relation to the chief executive's employment. Additionally, the committee is also responsible for receiving updates to the council organisations, POAL and AIAL.
The full terms of reference can be found here: [\[Terms of Reference agreed 12 November 2019\]](#).

| Area of work and Lead Department | Reason for work | Committee role (decision and/or direction) | Expected timeframes | | | | | | | | | | | | |
|--|---|--|--|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|--|
| | | | Highlight the month(s) this is expected to come to committee in 2021 | | | | | | | | | | | | |
| | | | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | |
| [Auckland Regional Amenities Funding Board vacancy] [CCO Governance and External Partnerships] | The Auckland Regional Amenities Funding Act 2008 (the Act) established a model for funding ten specified regional amenities. The Act established two administrative bodies, the Funding Board and the Amenities Board. Council appoints 6 members of the ARAFA Board. | To approve shortlist of candidates for interview May – Shortlist candidates June - Appointments Progress to date: | | | | | | | | | | | | | |
| Board Appointments 2021 to CCO's [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve re appointments To approve: <ul style="list-style-type: none"> • AT Director Brief – 30 March 2021 • Skills • Panel members • IMSB representative on panel Progress to date: | | | | | | | | | | | | | |
| Director Appointments to CCO's – Panuku [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve brief – 2 December 2020 (completed) To approve short list – 4 May 2021 To approve appointment – 15 June 2021 | | | | | | | | | | | | | |
| Director Appointments to CCO's – Auckland Unlimited [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve brief – 2 December 2020 (completed) To approve short list – 4 May 2021 To approve appointment – 15 June 2021 | | | | | | | | | | | | | |

Item 11

Attachment A

| Area of work and Lead Department | Reason for work | Committee role (decision and/or direction) | Expected timeframes Highlight the month(s) this is expected to come to committee in 2021 | | | | | | | | | | | | | | |
|--|---|---|---|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|--|--|--|
| | | | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec | | | |
| Director Appointments to CCO's – Watercare [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve (1 Director): <ul style="list-style-type: none"> vacancy/skill set/selection panel longlist shortlist Appointment/re appointment | | | | | | | | | | | | | | | |
| Annual programme review for CCO's [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve: <ul style="list-style-type: none"> Appointment re appointment vacancy/skill set/ panel members Progress to date: | | | | | | | | | | | | | | | |
| Review of board remuneration appointment policy [CCO Governance and External Partnerships] | In accordance with Auckland Council's Appointment and Remuneration Policy for Board Members of Council Organisations (the policy – which is a requirement as per, Section 57(1) of the Local Government Act 2002 (LGA)). The committee are to make appointments and approve policies related to Council-Controlled Organisations. | To approve the board appointment and remuneration policy | | | | | | | | | | | | | | | |
| Board intern programme [CCO Governance and External Partnerships] | In 2013, Auckland Council approved a director intern programme known as the board intern programme | To approve the appointment of five board interns for CCO's | | | | | | | | | | | | | | | |
| Tamaki Redevelopment Company [CCO Governance and External Partnerships] | Auckland Council is a joint shareholder with the Crown. Council has one director it is responsible for appointment, and jointly appoints with the Crown the other directors. | To approve appointments/reappointments To approve: <ul style="list-style-type: none"> reappointment of council director approve selection panel and criteria Progress to date: Link to decision | | | | | | | | | | | | | | | |

| Area of work and Lead Department | Reason for work | Committee role (decision and/or direction) | Expected timeframes | | | | | | | | | | | |
|---|---|--|--|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|-----|
| | | | Highlight the month(s) this is expected to come to committee in 2021 | | | | | | | | | | | |
| | | | Jan | Feb | Mar | Apr | May | Jun | Jul | Aug | Sep | Oct | Nov | Dec |
| Legacy CCOs Manukau Beautification Charitable Trust [CCO Governance and External Partnerships] | Director appointments | To approve appointments/reappointments Progress to date: To approve appointment of two trustees – 30 March 2021 | | | | | | | | | | | | |
| AWMM /MOTAT [CCO Governance and External Partnerships] | Auckland Council makes 5 appointments to the AWMM Board and 6 appointments to the MOTAT Board. The appointments are to replace or renew directors who's terms are expiring. | Reappointments/new appointments Progress to date: | | | | | | | | | | | | |
| CE Performance Objectives | Setting CE Performance Objectives CE review process | To approve the Chief Executives Performance Objectives Progress to date: Link to decision | | | | | | | | | | | | |

Item 11
Attachment A