

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

Date: Tuesday, 03 May 2022
Time: 2.00pm
Meeting Room: This meeting will be held remotely and a recording of the meeting will be available on the Auckland Council website:
Venue: <https://www.aucklandcouncil.govt.nz/about-auckland-council/how-auckland-council-works/meetings-council-bodies/Pages/webcasts-council-meetings.aspx>

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

OPEN AGENDA

MEMBERSHIP

Chairperson

Hon Phil Goff, CNZM, JP

Deputy Chairperson

Cr Christine Fletcher, QSO

Members

Cr Josephine Bartley

Cr Pippa Coom

Cr Angela Dalton

Cr Chris Darby

Cr Alf Filipaina, MNZM

Cr Richard Hills

IMSB Chair David Taipari

Ex-officio

Deputy Mayor Cr Bill Cashmore

(Quorum 4 members)

Duncan Glasgow

Kaitohutohu Mana Whakahaere /

Governance Advisor

28 April 2022

Contact Telephone: (09) 890 2656

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Website: www.aucklandcouncil.govt.nz

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.

Code of conduct

For information relating to Auckland Council's elected members code of conduct, please refer to this link on the Auckland Council website - <https://www.aucklandcouncil.govt.nz/about-auckland-council/how-auckland-council-works/elected-members-remuneration-declarations-interest/Pages/elected-members-code-conduct.aspx>

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, 5 April 2022, 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 and Performance Review Committee Forward Work Programme - 03 May 2022

File No.: CP2022/04350

Item 8

Te take mō te pūrongo Purpose of the report

1. To note the progress on the forward work programme appended as Attachment A.

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 March 2022 to October 2022.

Ngā tūtohunga Recommendation/s

That the Appointments and Performance Review Committee:

- a) note the progress on the forward work programme appended as Attachment A of the agenda report.

Ngā tāpirihanga Attachments

No.	Title	Page
A	Forward Work Programme	11

Ngā kaihaina Signatories

Author	Duncan Glasgow - Kaitohutohu Mana Whakahaere / 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 2022

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](#):

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 2022												
			Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
CCO Director Appointments and Reappointments 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 • reappointment • vacancy/skill set/ • panel members 		As and when required											
Māngere Mountain Education Trust (MMET)	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 appointments													
Manukau Beautification Charitable Trust	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 appointments													
City Rail Link Limited (CRL)	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 appointments Progress to date: Update provided in confidential 5 April 2022													
Museum of Transport and Technology (MOTAT)	Auckland Council makes 5 appointments to the AWMM Board and 6 appointments to the MOTAT Board. The appointments are to replace or renew directors whose terms are expiring.	To approve appointments													
Auckland War Memorial Museum	Auckland Council makes 5 appointments to the AWMM Board and 6 appointments to the MOTAT Board. The appointments are to replace or renew directors whose terms are expiring.	To approve appointments													

Item 8

Attachment A

Item 8

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 2022													
			Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec		
Tamaki Redevelopment Company	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 Progress to date: Update provided in confidential 5 April 2022														
Community Education Trust Auckland, Te Hononga Akoranga (COMET)	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 appointments														
CE Performance Objectives Group Services	CE review process	Half-yearly review of Chief Executives Performance Objectives. Progress to date: Update provided on 5 April 2022 .														

Completed

Area of work	Committee Role (decision and/or direction)	Decision
Tamaki Redevelopment Company	To approve reappointments.	Decision on director reappointments in confidential 2 March 2021, decision released 3 August 2021 Link to decision .
Director Appointments to CCO's – Panuku	To approve director appointments.	Decision on director appointments in confidential 4 May 2021, decision released 3 August 2021 Link to decision .
Manukau Beautification Charitable Trust	To approve director appointments	Decision on director appointments in confidential 30 March 2021, decision released 3 August 2021 Link to decision .
Auckland Regional Amenities Funding Board	To approve director appointments.	Decision on director appointments in confidential 15 June 2021, decision released 3 August 2021 Link to decision .
Director Reappointments to CCOs	To reappointment directors	Decision on director reappointments in confidential 15 June 2021, decision released 16 December 2021 Link to decision .
Community Education Trust Auckland, Te Hononga Akoranga (COMET)	To reappoint trustees	Decision on trustee reappointments in confidential 15 June 2021, decision released 16 December 2021 Link to decision .

Area of work	Committee Role (decision and/or direction)	Decision
Māngere Mountain Education Trust (MMET)	To reappoint trustees	Decision on trustee reappointments in confidential 15 June 2021, decision released 16 December 2021 Link to decision .
Director Appointments to CCO's – Auckland Unlimited	To approve director appointments	Decision on director appointments in confidential 15 June 2021, decision released 3 August 2021 Link to decision .
Appointments to the Contemporary Arts Foundation	To approve trustee appointments to the Contemporary Arts Foundation.	Decision on trustee appointments in confidential 3 August 2021, decision released 16 December 2021 Link to decision .
Museum of Transport and Technology (MOTAT)	To replace or renew directors whose terms are expiring.	Decision on appointments in confidential 31 August 2021, decision released 16 December 2021 Link to decision .
Director Appointments to CCO's – Auckland Transport	To approve director appointments.	Decision on appointments in confidential 28 September 2021, decision released 16 December 2021 Link to decision .
Auckland War Memorial Museum	To replace or renew directors whose terms are expiring.	Decision on appointments in confidential 28 September 2021, decision released 16 December 2021 Link to decision .
Director Appointments to CCO's – Watercare	To approve director appointments	Decision on appointments in confidential 2 November 2021.
Board intern programme	To approve the appointment of five board interns for CCO's	Decision on appointments in confidential 2 November 2021, decision released 16 December 2021 Link to decision .
CE Performance Objectives	To approve the Chief Executives Performance Objectives	Decision in confidential 2 November 2021, to be released by Governing Body.
Director Reappointments to CCOs	To reappointment directors	Decision on director reappointments in confidential 1 March 2022.
Te Motu a Hiaroa Management Trust	To approve a council staff appointment.	Decision on appointment made on 1 March 2022, Link to decision .
Strategic Workforce Planning	To endorse the proposed plan for further strategic workforce planning implementation across Auckland Council.	Decision to endorse made on 5 April 2022, link to decision .

Process for reappointments to council appointed boards and update on Tāmaki Redevelopment Company appointments

File No.: CP2022/04800

Item 9

Te take mō te pūrongo

Purpose of the report

1. To receive information about the process for reappointing board members and to receive an update on the process to appoint new directors to the board of Tāmaki Redevelopment Company which will be considered in the confidential part of this meeting.

Whakarāpopototanga matua

Executive summary

2. Confidential reports on this agenda seek decisions regarding:
 - reappointments to the boards of the Manukau Beautification Charitable Trust (MBCT) and Māngere Mountain Education Trust (MMET)
 - reappointments to the board of the Auckland War Memorial Museum (the Museum)
 - the position description for recruiting new directors to the board of the Tāmaki Redevelopment Company (TRC).
3. Appointments to MBCT, MMET and the Museum are at the discretion of council, while the appointments to TRC are made jointly with the Crown.

Ngā tūtohunga

Recommendation/s

That the Appointments and Performance Review Committee:

- a) note the information contained in this report
- b) note that the reports in the confidential section of the agenda seek decisions regarding the reappointment of board members of council organisations
- c) note that these reports are confidential due to the personal information that they contain.

Horopaki

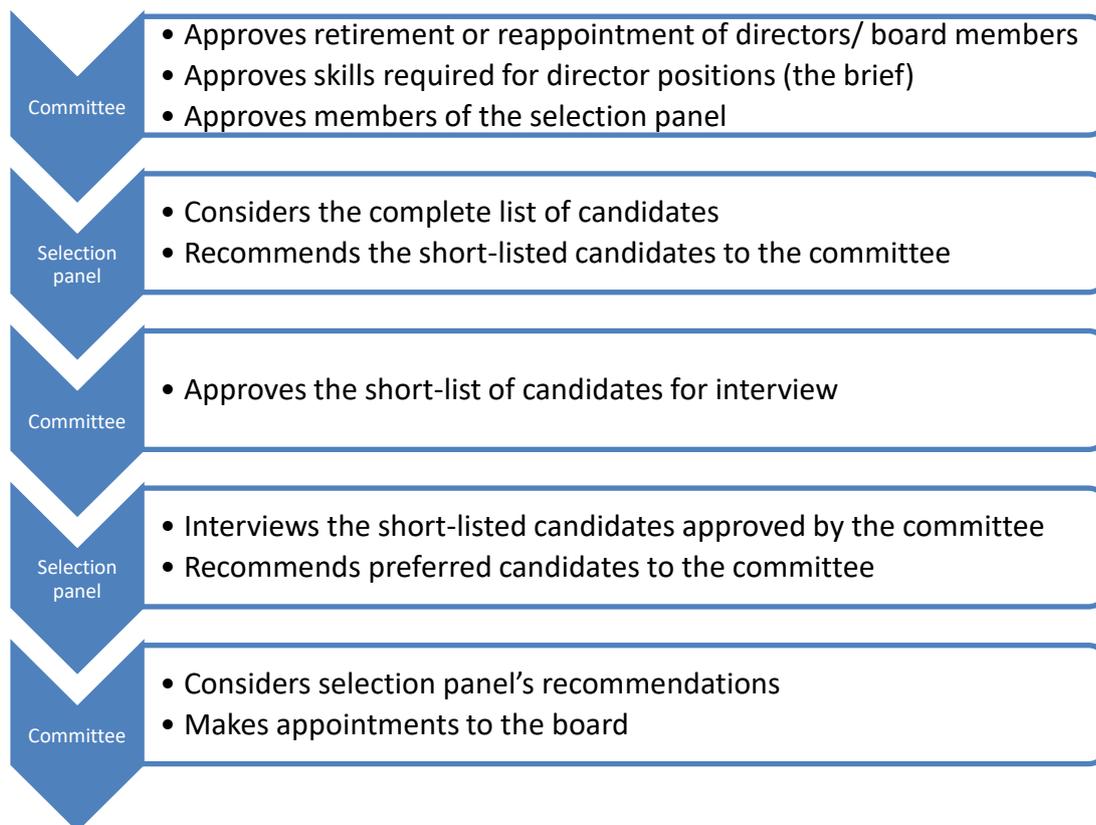
Context

4. Reports in the confidential section of this meeting seek decisions regarding the:
 - reappointment of trustees to the boards of two council-controlled organisations (CCOs), the Manukau Beautification Charitable Trust and Māngere Mountain Education Trust
 - reappointment of directors to the board of the Auckland War Memorial Museum
 - position description for appointments of new directors to the Tāmaki Redevelopment Company.
5. Council makes appointments to council organisations in accordance with the Appointment and Remuneration Policy for board members of council organisations. Individual organisations may have specific rules that must be followed in their trust deed, constitution or in legislation.
6. Where decision making is the joint responsibility of multiple agencies, the policy is used as a reference rather than to set procedure for these appointments. This is the case for appointments to the board of the TRC which must be agreed between the Crown and council.

7. The general appointments process is described in Figure 1 below:

Figure 1: Appointment process.

Item 9



Tātaritanga me ngā tohutohu Analysis and advice

8. Decisions regarding appointments is at the discretion of this committee. Appointments are recommended based on the skills, knowledge, and experience that the board requires with regard to the benefits of diversity on the board.
9. The general advantages and disadvantages to making reappointments are set out in Table 1 below.

Table 1: Options analysis

Option	Advantages	Disadvantages
Council does not reappoint a board member whose term is expiring	Creates an opportunity to bring new skills and perspectives to the board	Can create gaps in institutional knowledge and risk of inconsistent leadership. New board members may take some time to fully understand the organisation and make their full impact.
Council reappoints a director whose term is expiring	Retains institutional knowledge and consistency of leadership. This is often desirable in situations where there is significant change.	The skills that a director brings may no longer be relevant or desirable to the organisation. This may be inconsistent with council policy, trust deeds or constitutions if tenure is extended beyond limits set for the board.

Tauākī whakaaweawe āhuarangi **Climate impact statement**

10. Auckland Council's Te Tāruke-ā-Tāwhiri: Auckland's Climate Plan was adopted in July 2020 and sets out the priority action areas to deliver our goals to reduce emissions and adapt to the impacts of climate change.
11. While council cannot compel independent organisations like the Museum and TRC to meet actions set by Te Tāruke-ā-Tāwhiri, both organisations are taking steps that align with the objectives of the plan. These include the development of a Green Museum Sustainability Action Plan by the Museum and TRC's work to achieve mode shift for Tāmaki by promoting public and active transport options.

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

12. The appointment of the best possible directors to boards of the organisations considered in the confidential part of the meeting will have a positive effect on the council.

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

13. Appointments to the boards of CCOs and entities such as the Museum and TRC are the role of the Governing Body. Local Boards can participate in the nomination process for vacancies.

Tauākī whakaaweawe Māori **Māori impact statement**

14. Kia ora Tāmaki Makaurau sets a Mahi objective that: "Mana whenua and Māori are active partners and participants at all levels of the council group's decision making". This objective is considered as part of the decision making for each of the confidential items on the agenda.
15. Independent Māori Statutory Board members are involved in appointment processes as 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.
16. 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.

Ngā ritenga ā-pūtea **Financial implications**

17. There are no financial implications from the decisions recommended in the confidential reports.

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

18. There are risks common to all board appointments. These include:
 - Reputational risk of appointing candidates without appropriate skills or governance experience. To mitigate this potential risk, a thorough due diligence process is in place.
 - Governance risk of creating an unbalanced board where too many new members causes a loss of institutional knowledge which impacts decision-making. Conversely, retaining board members for too long can mean the board lack innovation and fresh thinking.

Ngā koringa ā-muri

Next steps

19. Next steps for the confidential items are noted in each report.

Ngā tāpirihanga

Attachments

There are no attachments for this report.

Ngā kaihaina

Signatories

Author	James Stephens - Senior Advisor
Authorisers	Alastair Cameron - Manager - CCO Governance & External Partnerships Phil Wilson - Director, Governance & CCO Partnerships

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: Auckland War Memorial Museum appointments 2022

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 regarding candidates for appointment	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: Criteria for appointing directors to Tāmaki Redevelopment Company

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 regarding board members of Tāmaki Redevelopment Company	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.

C3 CONFIDENTIAL: Reappointments to non-substantive Council-controlled organisations 2022

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 regarding board members of 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.