



Te Pūkenga Extraordinary Council Meeting

Date	Monday, 8 August 2022	
Time	4.30 pm	
Venue	Zoom	
Council Members	Murray Strong (Chairperson)	Kim Ngārimu (Deputy Chairperson)
	Maryann Geddes	Kathy Grant
	Sam Huggard	Tania Hodges
	John Brockies	Tagaloatele Peggy Fairbairn-Dunlop
	Teorongonui Josie Keelan	Heath Sawyer
	Jordan Gush	

Open Agenda

1. Welcome/Apologies/Notices
2. Register of Interests
3. Council Sub-Committee Appointments
4. Formal motion for moving into Committee

Closed Agenda

5. **Strategy**
 - 5.1. Action Plan for Quarter 3 2022
 - 5.2. Proposed Organisation Structure
 - 5.3. ITP Transition Plan
 - 5.4. International Fees
 - 5.5. Correspondence - Submission on Fees Regulations
 - 5.6. TTAF Response Report
 - 5.7. Changes to Banking Authorisations
6. **Any Other Business**

Formal motion for moving out of Committee

1. Welcome/Apologies/Notices

2. Administration



Te Pūkenga Council

Register of Interests as at 8 August 2022

Name	Interest	Nature of Interest
Murray Strong Chairperson	Centre of Digital Excellence	Chairperson
	Tai Poutini Polytechnic Limited	Director
	The Open Polytechnic of New Zealand Limited	Director
	Southern Lakes Events Investment Panel	Independent Chairman
	Work Based Learning Limited (Te Pūkenga Subsidiary)	Director
	Digital Transformation Programme Board, New Dunedin Hospital, Southern District Health Board	Independent Chairman
Kim Ngārimu Deputy Chairperson	Medical Council of New Zealand	Council member
	Waitangi Tribunal	Member
	Te Māngai Pāhō Māori Broadcasting Funding Agency	Board member
	NTK Limited and Tāua Ltd	Director and shareholder
	Herewini Te Koha, CE of Te Rūnanganui o Ngāti Porou, signatory to regional submissions on RoVE	Husband
	Northland Polytechnic Limited (NorthTec)	Director
	Eastern Institute of Technology Limited (EIT)	Director
	Tairāwhiti DHB Laundry Services	Chair
	NZ Healthcare Bidco and NZ Healthcare Holdco, operating as Evolution Health (from 30 June 2022)	Director
Mary-Ann Geddes Member	ServiceIQ	Director
	Ara Institute of Canterbury Limited (Ara)	Director
	Otago Polytechnic Limited	Director
	Southern Institute of Technology Limited (SIT)	Director
	Work Based Learning Limited (Te Pūkenga Subsidiary)	Director
Kathy Grant Member	Leslie Groves Home & Hospital	Person closely related Board member
	Dunedin Diocesan Trust Board	Person closely related Chair
	Nelson Marlborough Institute of Technology Limited (NMIT)	Director
	Wellington Institute of Technology Limited and Whitireia Community Polytechnic Limited	Director
	Central Lakes Trust (as from 1 December)	Trustee
	Southern Cross Health CLT Limited	Director
	Waitaki District Health Services Limited (from 1 March 2022)	Director
	OP Auckland International Campus Ltd (from 1 July 2022)	Director
Sam Huggard	350 Aotearoa Charitable Trust	Trustee
	Tai Poutini Polytechnic Limited (TPP)	Director



Te Pūkenga

Name	Interest	Nature of Interest
	Western Institute of Technology at Taranaki Limited (WITT)	Director
	Lottery Grants Board Community and Outdoor Safety Committees	Member
	Trade for All Ministerial Advisory Group	Member
	Universal College of Learning (UCOL) Limited	Member (ex Officio)
	NZEI Te Riu Roa	Employee
Tania Hodges Member	Digital Indigenous Ltd	Managing Director and Shareholder
	Whanau.com Trust	Trustee
	Waikato Tainui Koiora Strategy Panel	Independent Member
John Brockies Member	Branz Inc, Branz Ltd, Branz Pty Ltd	Director
	Resolve Group Ltd	Director
	Walworth Ltd	Director
	Waiari Project Advisory Board (Tauranga City Council)	Chair
	Civic Centre Group (Tauranga City Council)	Independent Chair
	Te Maunga Project Advisory Board (Tauranga City Council)	Chair
	Northland Polytechnic Limited (NorthTec)	Director
	Work Based Learning Limited (Te Pūkenga Subsidiary)	Director
Tagaloatele Dr Peggy Fairbairn-Dunlop Member	UNESCO National Commission	Commissioner
	Vinepa Trust	Director
Heath Sawyer Member	Nil	
Jordan Gush Member	Nil	
Teorongonui Josie Keelan Member	Unitec Institute of Technology	Student Supervisor (Masters) & Thesis Examiner



Te Pūkenga

Interests Declaration – All Members

Name	Interest	Nature of Interest	Date Notified
All Members	Deed of Indemnity executed on behalf of the Company (in the form approved by NZIST Council on 1 April 2020) indemnifying each Director in respect of the matters stipulated in the Deed.	Indemnified person, as defined in the Deed	1 April 2020

Pūrongo Kaunihera a Te Pūkenga

Council Report

8 August 2022

Title:	Council Sub-Committees
Provided by:	Mary-Anne Geddes, Chair of Appointment and Remuneration Committee
For:	Approval

Recommendation

It is recommended that the Council:

a.	Approves John Brockies and Kim Ngārimu be appointed to the Risk and Audit Committee; and
b.	Approves John Brockies and Teorongonui Josie Keelan be appointed to the Finance and Capital Investment Committee; and
c.	Approves John Brockies be appointed to the Transformation Committee; and
d.	Approves Teorongonui Josie Keelan, Heath Sawyer, and Tagaloatele Peggy Fairbairn-Dunlop be appointed to the Health, Safety and Wellbeing Committee (and notes that Kim Ngārimu will step down from her current role on this Committee); and
e.	Notes the Council Chair proposes to appoint John Brockies as Chair of the Risk and Audit Committee subject to a. above; and
f.	Notes that the Appointment and Remuneration Committee considered these recommendations at their meeting of 1 August 2022 and endorse to Council for approval.

Te pūtake o tēnei pūrongo | Purpose of this report

1. To formally approve the recommendations to repopulate various Council sub-committees with Council members.

Ngā Tāpirihanga | Appendices

Council Sub-Committees Membership Review

Tā Te Pūkenga Komiti Pūrongo

Te Pūkenga Appointment and Remuneration Committee

1 August 2022

Title	Council Sub-Committees Membership Review
Provided by	Marina Matthews, Chief Advisor
Author	Simon Karipa, Kaikōkiri Governance
For	Decision

Te Taunaki | Recommendation(s)

It is recommended that the Appointment and Remuneration Committee (the Committee):

a.	Recommend to Council that John Brockies and Kim Ngārimu be appointed to the Risk and Audit Committee; and
b.	Recommend to Council that John Brockies and Teorongonui Josie Keelan be appointed to the Finance and Capital Investment Committee; and
c.	Recommend to Council that John Brockies be appointed to the Transformation Committee; and
d.	Recommend to Council that Teorongonui Josie Keelan, Heath Sawyer, and Tagaloatele Peggy Fairbairn-Dunlop be appointed to the Health, Safety and Wellbeing Committee (and notes that Kim Ngārimu will step down from her current role on this Committee); and
e.	Notes the Council Chair proposes to appoint John Brockies as Chair of the Risk and Audit Committee subject to a. above.

Te pūtake o tēnei pūrongo | Purpose of this report

1. To formally approve recommendations to be put to Council to repopulate various Council sub-committees with Council members.

Te Tāhuhu Kōrero | Background

2. The Council Chair has discussed with Council members (and in particular, members of the Appointment and Remuneration Committee) the repopulation of several of the Council's sub-committee in light of, amongst other things, the appointment of Peter Winder to the role of Acting Chief Executive.
3. This paper formalises these discussions and seeks Committee approval to recommend the various appointments to Council for its decision.

Risk and Audit Committee

4. The Terms of Reference for the Risk and Audit Committee provides that:
- (a) [t]he objective of the Committee is to assist the Council in fulfilling its financial and compliance responsibilities through oversight of:
- the internal control environment
 - the risk management framework
 - the internal and external audit functions
 - the annual report and financial statements
 - the legislative & organisational compliance framework
 - Group audit, risk, and compliance issues; and
- (b) [t]he membership of the Committee shall be comprised of up to 5 members, with a minimum of 3 members (and may include up to 2 members who are independent of Council and management); the Council Chair as an ex-officio member; and members who collectively demonstrate expertise in governance, public sector management, internal control environments and frameworks and financial matters; and
- (c) the Council Chair makes recommendations to Council regarding members and appoints the Committee Chair.
5. The Committee's current membership is Kathy Grant, Sam Huggard and Murray Strong.
6. The Committee has considered the objectives of the Risk and Audit Committee and the required expertise required as noted above and accordingly recommends to Council that John Brockies and Kim Ngārimu be appointed to the Risk and Audit Committee. Further, the Committee notes the Council Chair's recommendation that John Brockies become the Chair of the Risk and Audit Committee.

Finance and Capital Investment Committee

7. The Terms of Reference for the Finance and Capital Investment Committee provides that:
- (a) [t]he objectives of the Committee are to recommend to Council the approval of the finance strategy for Te Pūkenga and maintain oversight of its implementation and review; monitor the finances of Te Pūkenga so as to satisfy Council that they are managed in a way that:
- (i) maintains solvency at all times;
- (ii) minimises the risk of external intervention in the affairs of Te Pūkenga;
- (iii) promotes achievement of Te Pūkenga annual budget, mission and strategic objectives; and
- assists the Council in fulfilling its strategic, financial and compliance responsibilities through oversight of the capital assets and infrastructure of Te Pūkenga and its Subsidiaries (the Group); and
- (b) [t]he membership of the Committee shall be comprised of up to 5 members, with a minimum of 3 members (and may include up to 2 members who are independent of Council

and management); the Council Chair as an ex-officio member; and members who collectively demonstrate expertise in financial management, capital asset management, internal control environments and frameworks; and

(c) the Council Chair makes recommendations to Council regarding members and appoints the Committee Chair.

8. The Committee's current membership is Kathy Grant, Tania Hodges and Murray Strong.
9. The Committee has considered the objectives of the Finance and Capital Investment Committee and the expertise required as noted above and accordingly recommends to Council that John Brockies and Teorongonui Josie Keelan be appointed to the Finance and Capital Investment Committee.

Transformation Committee

10. The Terms of Reference for the Transformation Committee provides that:

- (a) [t]he purpose of the Committee is to support and strengthen the Council to complete the Horizon One Transformation mahi on time so that Te Pūkenga is best positioned to operate under the new operating model across the motu from 1 January 2023. More specifically, the Committee's purpose is to guide decision-making and the design thinking behind the transformation programme and monitor its implementation; and
- (b) [t]he membership of the Committee shall be comprised of up to 5 members, with a minimum of 3 members, and must be comprised of:
 - (i) members who are seasoned governors with a deep understanding of the role of Te Pūkenga as a component of RoVE, the Charter of Te Pūkenga and the interdependencies needed to integrate subsidiary functions into the unified entity; and
 - (ii) members who have experience in large scale transformation, including programme success and execution; and
 - (iii) a member who understands the manner in which arranging training activities of Work Based Learning Limited (WBL) are carried out so that the role of work-based learning (and the future dissolution of WBL) is represented at the Committee level; and
- (c) [t]he Council Chair appoints the Committee Chair and makes recommendations to the Council regarding Committee members.

11. The Committee's current membership is Murray Jack, Sir Brian Roche, Kim Ngārimu, and Murray Strong.

12. The Committee has considered the objectives of the Transformation Committee and the expertise required as noted above and accordingly recommends to Council that John Brockies be appointed to the Transformation Committee.

Health, Safety and Wellbeing Committee

13. The Terms of Reference for the Health, Safety and Wellbeing Committee provide that:

- (a) [the] objective of the Committee is to assist the Council to provide leadership and policy in discharging its wellbeing and safety management governance responsibilities by:

- (i) guiding the strategic direction, culture, and expectations in relation to best practice wellbeing and safety including Te Whare Tapa Rima;
 - (ii) ensuring that these give effect to Te Tiriti o Waitangi to embed and uphold this in all that Te Pūkenga does;
 - (iii) monitoring the implementation, effectiveness and consistency of health and safety systems, including hazard and risk management and worker and participation engagement, including in respect of each subsidiary company of Te Pūkenga (Subsidiary);
 - (iv) reviewing performance of the wellbeing and safety systems and policies and recommending to the Council any necessary changes; and
 - (v) providing guidance to Subsidiaries in relation to wellbeing and safety legislative and organisational compliance.
- (b) The membership of the Committee shall be comprised of up to 6 members, with a minimum of 3 members; the Council Chair as an ex-officio member; and members who collectively demonstrate expertise in legislative and regulatory compliance (including auditing and monitoring concepts), governance, application of bi-cultural practices and policies reflective of commitments to Te Tiriti o Waitangi and public sector management in respect of health, safety and wellbeing matters; and
- (c) [t]he Council Chair makes recommendations to the Council regarding Committee members and the Chair of the Committee.
14. The Committee's current membership is Sam Huggard, Kim Ngārimu, Maryann Geddes and Murray Strong.
15. The Committee has considered the objectives of the Health, Safety and Wellbeing Committee and the expertise required as noted above and accordingly recommends to Council that Tagaloatele Peggy Fairbairn-Dunlop, Teorongonui Josie Keelan, and Heath Sawyer be appointed to the Health, Safety and Wellbeing, and that Kim Ngārimu will step down from the Committee.

Ngā tino raru ka heipu mai | Key risks

16. There are no identifiable risks from implementing the recommendations in this paper.

Te Ahunga Ki Mua | Next steps

17. The next step is to seek Council's endorsement of the recommendations.



Te Pūkenga Council Meeting

PUBLIC EXCLUDED AGENDA

It will be moved by the Chair that the public be excluded from the meeting. This resolution will be made in reliance on section 48(1) of the Local Government Official Information and Meetings Act 1987 (**LGOIMA**) and the particular interests protected by section 9 of the Official Information Act 1982 which would be prejudiced by the holding of the relevant parts of the proceedings of the meeting in public. The general subject of each matter to be considered while the public is excluded, the reason for passing the resolution in relation to each matter and the specific grounds under section 48(1) of LGOIMA for the passing of the resolution are as follows:

General Subject of matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
<p>Agenda Item 5.1</p> <p>Action Plan for Quarter 3 2022</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
<p>Agenda Item 5.2</p> <p>Proposed Organisation Structure</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
<p>Agenda Item 5.3</p> <p>I TP Transition Plan</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under</p>

	<p>any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
<p>Agenda Item 5.4 International Fees</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
<p>Agenda Item 5.5 Correspondence - Submission on Fees Regulations</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
<p>Agenda Item 5.6 TTAF Response Report</p>	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>

<p>Agenda Item 5.7</p> <p>Changes to Banking Authorisations</p>	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
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The Chair will also move that certain employees from Te Pūkenga be permitted to remain at the meeting because of their specific knowledge in relation to the above items. This knowledge, which will be of assistance in relation to the matters above to be discussed, is relevant to those matters because they have assisted in the progression of such matters.