

# Appointment and Remuneration Committee 31 March 2025



Venue: Microsoft Teams videoconference

Members: Sue McCormack, Bill Moran, Sam Huggard

Heamana | Chair: Bill Moran

In attendance: Gus Gilmore (Chief Executive), Kara Hiron (Legal Director, item 2)

Ngā meneti | Minutes: Rebecca Donne (Council Secretary)

31 March 2025 08:30 AM - 09:30 AM

Agenda Topic	Presenter	Time	Page
<a href="#">Karakia timatanga</a>			3
1. Administration	Bill Moran	08:30 AM-08:40 AM	4
1.1 Welcome/apologies			
1.2 <a href="#">Register of interests</a>			4
1.3 <a href="#">Schedule of committee dates for 2025</a>			5
1.4 <a href="#">Delegations</a>			6
1.5 <a href="#">Resolution to exclude the public</a>			7
1.6 <a href="#">Committee workplan</a>			10
1.7 <a href="#">Minutes of the meeting held 28 November 2024</a>			11
1.8 <a href="#">Minutes of the e-meeting held 23 January 2025</a>			19
1.9 <a href="#">Action list</a>			21
2. Routine shareholder administration			22
2.1 <a href="#">Subsidiary AGMs</a>	Kara Hiron	08:40 AM-08:50 AM	22
3. Other responsibilities			46

Appointment and Remuneration Committee 31 March 2025 - Agenda

3.1	<a href="#">Appointment of independent member to Finance, Risk and Audit Committee</a>	Sue McCormack	08:50 AM-08:55 AM	46
3.2	Verbal update on key personnel risks	Gus Gilmore	08:55 AM-09:05 AM	
4.	Any other business			
5.	Committee only time		09:05 AM-09:15 AM	
	<a href="#">Karakia whakakapi</a>			48

Next meeting: Thursday 26 June 2025 (Wellington)

# Karakia timatanga

Tēnā tātou here are some useful phrases you can use to introduce opening karakia next time you are asked to lead it.

**Māku e huaki te wānanga nei.**

I'll open our shared space.

**Kia huakina te wānanga nei ki te karakia.**

May our shared space be opened with karakia.

**Kāti anō kia karakia e manawa ora ai te wānanga nei.**

It's only fitting that we begin with karakia so we may strengthen our shared space together.

## Karakia tīmatanga Opening incantation

**Whakarongo rā e Rongo  
ki Te Pūkenga  
te manawa nei  
ki te rongo taketake,  
te whiwhia, te rawea  
te whiwhi-ā-nuku  
whiwhi-ā-rangi  
i takea mai i te kāhui o ngā ariki.  
kia tūturu ka whakamau ai kia  
tina,  
Tina! (everybody)  
Hui e?  
Tāiki e!**

Listen o Rongo  
to Te Pūkenga  
offering gratitude  
for the peace and harmony  
that allows us to enjoy  
he gifts of the earth  
and the heavens  
bequests of a higher order.  
And bind it firmly,  
firmly!  
Do we all concur?  
We concur!

When someone has led karakia to open a hui, it is seen as respectful for someone else to then thank them for carrying out that duty. Here are some mihi to the kaikarakia you can try next time.

**Tēnā koe i tō karakia mai.**

Thank you for delivering karakia.

**Ka nui te mihi o te manawa ki a koe, i tō karakia mai.**

With heartfelt gratitude, thank you for delivering karakia.

**Kia waiho mā ēnei kupu e kawē atu te whakamiha ki a koe, i tō karakia mai. Nāu oti, e manawa ora nei te wānanga.**

May these words convey my sincerest appreciation to you for delivering karakia. Because of you, our shared space is now strengthened.



# Te Pūkenga Council Appointment and Remuneration Committee Register of Interests

**20 March 2025**

Name	Interest	Nature of Interest
<b>Bill Moran</b> Committee Chair	WorkSafe NZ	Deputy Chair
	Chamber Music at the World's Edge Foundation USA	Chair
	Chamber Music at the World's Edge Foundation NZ	Chair
	At the World's Edge Music Foundation UK	Trustee
	Parliamentary Education Trust	Trustee
	Iti Kōpara Charitable Trust	Trustee
	Hoops and Life Awhi Trust	Trustee
	New Zealand Qualifications Authority	Deputy Chair
	Pioneer Energy	Director
	Pioneer Energy Renewables GP	Director
	Pioneer Energy Group GP	Director
	TAB New Zealand	Director
	Queenstown Lakes District Council Audit, Finance and Risk Committee	Independent Member
<b>Sue McCormack</b> Member	Kiwirail	Deputy Chair
	Canterbury Earthquakes Insurance Tribunal	Judicial Officer
	University of Canterbury	Past Chancellor
	Dress for Success	Honorary solicitor
<b>Sam Huggard</b> Member	New Zealand Educational Institute Te Riu Roa	Employee



## 2025 Schedule of Te Pūkenga Appointment and Remuneration Committee meetings

As at 19 March 2025

### Appointment and Remuneration Committee

Name	Role	Meeting dates	Venue
1. Bill Moran	Chair	Monday 31 March	Online
2. Sam Huggard	Member	Thursday 26 June	Wellington (venue TBC)
3. Sue McCormack	Member	Friday 28 November	Online



**A3: Council Delegations to the Appointment and Remuneration Committee**

Ref	Subject	Description	Power to Sub-Delegate?
1.	Appointment of Trustees to Trusts where Te Pūkenga has a power of appointment.	The power to appoint trustees to charitable trusts where the relevant governing documentation provides for such appointments to be made by Council.	Yes – to the Chief Executive where the appointment is due to an incumbent resigning from their position at Te Pūkenga or from their role as a trustee of the Trust and a Te Pūkenga employee is being appointed as the replacement.
Ref	Subject	Description	Power to Sub-Delegate?
2.	Appointment of Directors to subsidiaries held by Te Pūkenga	The power to appoint directors to subsidiaries held by Te Pūkenga.	Yes – to the Chief Executive where the appointment is due to an incumbent resigning from their position at Te Pūkenga or from their role as a director of the subsidiary and a Te Pūkenga employee is being appointed as the replacement.
3.	Grant shareholder approval	The power to approve routine / administrative shareholder compliance matters on behalf of Council.	Yes – to the Chief Executive at the discretion of the Chair of the Appointment and Remuneration Committee.
4.	Terms and conditions and salary changes	The power to authorise any changes to terms and conditions or salary increase to the Chief Executive or to any ELT member in accordance with guidance issued by Te Kawa Mataaho (Public Services Commission). Must inform Te Kawa Mataaho of the Chief Executive’s remuneration.	No



# Te Pūkenga Council Appointment and Remuneration Committee Meeting

## 1.5 Resolution to exclude the public

It will be moved by the Chair that the public be excluded from the whole of the proceedings of this meeting. This resolution will be made in reliance on section 48(1) of the Local Government Official Information and Meetings Act 1987 (LGOIMA) (noting Te Pūkenga Council is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies) and the particular interests protected by section 9 of the Official Information Act 1982 (OIA) 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 and the reason for passing the resolution in relation to each matter are as follows:

Item	General subject of each matter to be considered	Section(s)
<b>1.</b>	<b>Administration</b>	
1.6	Committee workplan	Section 9(2)(b)(ii) OIA Section 9(2)(g)(ii) OIA Section 9(2)(i) OIA
1.7.	Minutes of the meeting held 28 November 2024	Section 9(2)(a) OIA Section 9(2)(b)(ii) OIA Section 9(2)(g)(ii) OIA Section 9(2)(i) OIA Section 9(2)(j) OIA
1.8.	Minutes of e-meeting held 23 January 2025	Section 9(2)(j) OIA
1.9.	Action list	Section 9(2)(b)(ii) OIA Section 9(2)(g)(ii) OIA Section 9(2)(i) OIA
<b>2.</b>	<b>Routine shareholder administration</b>	
2.1.	Subsidiary AGMs	Section 9(2)(i) OIA

Item	General subject of each matter to be considered	Section(s)
<b>3.</b>	<b>Other responsibilities</b>	
3.1.	Appointment of independent member to Finance, Risk and Audit Committee	Section 9(2)(a) OIA Section 9(2)(g)(ii) OIA
3.2	Verbal update on key personnel risks	Section 9(2)(a) OIA
4.	Any other business	Section 9(2)(a) OIA Section 9(2)(b)(ii) OIA Section 9(2)(g)(ii) OIA Section 9(2)(i) OIA Section 9(2)(j) OIA
5.	Committee only time (if required)	Section 9(2)(a) OIA Section 9(2)(b)(ii) OIA Section 9(2)(g)(ii) OIA Section 9(2)(i) OIA Section 9(2)(j) OIA

### Interests

Section	Interest
Section 9(2)(a) OIA	To protect the privacy of natural persons, including that of deceased natural persons.
Section 9(2)(b)(ii) OIA	To protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information.
Section 9(2)(g)(ii) OIA	To maintain the effective conduct of public affairs through the protection of such Ministers, members of organisations, officers, and employees from improper pressure or harassment.
Section 9(2)(i) OIA	To enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities.



Section	Interest
Section 9(2)(j) OIA	To enable the organisation to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations).

The Chair will also move that certain employees from Te Pūkenga be permitted to remain at the meeting, after the public has been excluded, 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.