

# The New Zealand Institute of Skills and Technology (NZIST)

## Minutes of a meeting of the Council of NZIST (the Council)

Tuesday 1 September 2020 at 9.00am

### Minutes

These are the minutes of a meeting of the NZIST Council held on 1 September 2020 at Ara Institute of Canterbury in Christchurch.

### Present

**Members' present:** Murray Strong (Chair), Kim Ngārimu, Kathy Grant, Maryann Geddes, Peter Winder, Sam Huggard, Tania Hodges and John Brockies.

Murray Strong Chaired the meeting.

**In attendance:** Stephen Town (Chief Executive), Chris Collins (9am – 11.05am), Alex Cabrera (Interim DCE), Merran Davis (DCE Transformation and Transition) Gillian Hamilton (Executive Assistant/Council Secretariat), Heather Geddes (PMO Lead), Michelle Teirney (Interim COO/CFO), William Workman, Denise Mackay (Communications Manager), Angela Harford (Partner, Bell Gully), Michael Gilchrist and Sandra Grey (both TEU; 11am – 11.30am), Peter Joseph and Shelley Weir (both TIASA; 10.55am – 11.30am).

### Quorum

The Chair noted that a quorum of members was present at the meeting and declared the meeting open.

### Karakia (Agenda Item 1)

Member Tania Hodges opened the meeting with the NZIST karakia.

### Welcome/Apologies/Notices (Agenda Item 2)

The Chair welcomed Merran Davis, DCE Transformation and Transition to her first Council meeting.

The Chair welcomed other attendees of the meeting, including the members of the public in attendance.

No apologies were received.

### **Minutes of the meeting held on 4 August 2020 (Agenda item 3)**

The Members noted the minutes from the open section of the 4 August 2020 Council meeting.

#### ***Resolution***

*Moved by Peter Winder, seconded by Kathy Grant*

The Council resolved that the minutes from the open section of the 4 August 2020 Council meeting are approved as a true and accurate record.

### **Register of Interests (Agenda Item 4)**

Members confirmed that all interests were recorded in the Council interests register in the Council meeting papers.

### **Appointment and Remuneration Committee Minutes from 18 August 2020 (Agenda Item 5)**

The Members noted and received the minutes from the Appointment and Remuneration Committee from 5.05pm on 18 August 2020.

In particular, Members:

- Noted work is underway to confirm a process to review Subsidiary director performance that doesn't create an increase in workload but gears towards what is required for regional governance in the future; and
- Noted Subsidiaries will be contacted to see if there is already a suitable process in the network that could be used.

### **Academic Board Report (Agenda Item 6)**

The Members discussed the Academic Report and Minutes from the Academic Board meeting held on Wednesday 12 August.

In particular, Members:

- Noted the August meeting was shortened due to the COVID-19 alert level changes;
- Discussed the language in the *Regulating for Excellence* report from the Chair of the Regulations for Excellence Project (included in the Council papers) and how change is emphasised. Members noted the principles are not optional; and
- Requested a review of the Academic Reports when the DCE Delivery and Academic is in place to investigate whether they are amended to a major initiatives report.

## **Incoming Correspondence (Agenda Item 12)**

### **12.2 - Letter from the TEU National President on the Poari Akoranga Terms of Reference on 27 August 2020**

The Members received a letter from the TEU National President setting out a submission on the Poari Akoranga Terms of Reference. Michael Gilchrist, National President of the TEU, spoke briefly to the Council regarding the submission, including that TEU had considered the Terms of Reference from two tiers.

In particular, Members:

- Received the letter and noted that Poari Akoranga would consider the contents at the September meeting; and
- Noted that the DCE Academic and Delivery would be involved in this workstream once she commences.

## **CE Verbal Update (Agenda Item 7)**

The Members received a verbal update from the Chief Executive.

In particular, Members:

- Noted the incoming DCEs start dates range from 31 August to 2 November, with the DCE Operations next to begin on Monday 5 October.

## **Recommended Changes to Delegations Policy (Agenda Item 8)**

The Members noted proposed changes to the Delegations Policy.

In particular, Members:

- Requested that a review of the Delegations Policy is scheduled within 12 months once a risk review has been completed; and
- Noted that the Terms of Reference of the NZIST Council Capital Asset Management and Infrastructure Committee (**CAMIC**) provided as a separate paper to Council reflect the delegations to the CAMIC referred to in section A of Appendix 1 of the Updated Delegations Policy.

### ***Resolution***

*Moved by Murray Strong, seconded by Peter Winder*

The Council:

- Resolved that the updated NZIST Delegations Policy included in the Council papers (**Updated Delegations Policy**) is approved;

- Resolved that the Chair is authorised to provide a written notice of delegation and consent to sub-delegation to Stephen Town based on the Updated Delegations Policy, as required by the Updated Delegations Policy and sections 73(1) and 74 (1)(b) of the Crown Entities Act; and
- Resolved that the Chair and any other Council Member are authorised to sign any documents required to appoint Stephen Town as NZIST’s attorney in accordance with sections 127(2) and 129 of the Crown Entities Act for the purposes of entering into deeds (as contemplated by Appendix 1 of the Updated Delegations Policy).

**Resolution**

*Moved by Kathy Grant, seconded by Peter Winder*

The Council resolved that the Chair is authorised to provide a written notice of delegation to the CAMIC to reflect those delegations pursuant to section 73(1) of the Crown Entities Act.

**Requested Changes to OFP Direction from NZIST Subsidiaries (Agenda Item 9)**

The Members noted proposed changes to the OFP Direction following feedback from Subsidiaries.

In particular, Members:

- Confirmed that any lease or licence (including any rights of renewal) in excess of three years requires NZIST’s approval, regardless of the amount payable under the lease or licence;
- Noted certain additional changes to the OFP Direction to be included from the version included in the Council papers; and
- Requested the updated OFP Direction is sent to each Subsidiary by Stephen Town.

**Resolution**

*Moved by Peter Winder, seconded by Kathy Grant*

- The Council resolved to approve the requested changes to the OFP Direction received by NZIST from NZIST Subsidiaries’ CEs, CFOs and HR Directors with the following amendments:
  - The second bullet point under 1(g) under Financial Leases which is confirmed as “which is for a term (including any right of renewal) in excess of three years”; and
  - The addition of “participate in any NZIST group transition programme that exists” to 3(g) under Restructurings.

**Capital Asset Management and Infrastructure Committee Draft Minutes from 18 August 2020 and Terms of Reference (Agenda Item 10)**

The Members noted the draft minutes from the Capital Asset Management and Infrastructure Committee from 11.30am on 18 August and the Committee Terms of Reference.

In particular, Members:

- Noted the draft minutes; and
- Noted the Terms of Reference will be added to the website.

### **Resolution**

*Moved by Murray Strong, seconded by Kathy Grant*

Members resolved to approve the Terms of Reference for the Capital Asset Management Infrastructure Committee.

## **Partnership and Equity (PAE) Workstream (Agenda Item 11)**

The Members discussed the Partnership and Equity Workstream update and proposed next steps.

In particular, Members:

- Noted on 2 June the Council agreed in principle, to a draft Te Tiriti o Waitangi framework, subject to further refinement and internal considerations. Since 2 June work has continued;
- Noted Te Pae Tawhiti establishes two overarching outcome statements and five goals for NZIST and Subsidiaries to pursue; and requires each entity to engage in self-reflective practices to determine their progress towards those outcomes and goals;
- Noted Te Pae Tawhiti is non-prescriptive - each Subsidiary will develop a response relative to its own unique operating context;
- Noted consultative work has been undertaken with the wider network of Māori Executive staff, and formal feedback has been received and drawn upon to improve Te Pae Tawhiti;
- Noted the Māori Executive Management Team (a grouping of four senior Māori staff established within the NZIST Partnership and Equity Workstream) agree Te Pae Tawhiti is ready for enactment within the NZIST network;
- Noted the Māori Executive Management Team will act as NZIST kaitautoko (support team) to assist each Subsidiary to implement Te Pae Tawhiti - and equally each Subsidiary will also be required to appoint a senior staff member to embed this work;
- Noted other limited internal consultation has also occurred, however wider discussion and consultation with NZIST Te Tiriti partners (Māori learners and their whānau, communities hapū and iwi) will need to be undertaken to give full effect to Te Pae Tawhiti;
- Noted given the need for authentic Māori input to be developed it is advised that Te Pae Tawhiti be reviewed by December 2022, to incorporate a stronger collaborative and partnership approach;
- Requested an amendment to the framework from 'better outcomes' to 'achieve equity';

- Approved Te Pae Tawhiti as a working draft document to be distributed to all Subsidiaries to invite feedback once it has been first shared with (a) tangata whenua on Subsidiary boards, and (b) Te Taumata Aronui;
- Agreed to dispatch correspondence to the Subsidiary Chairs once amendments are made notifying them of the working draft document and requesting Subsidiaries discuss with appropriate iwi and start working on self-reflective process. The letter will also inform Subsidiaries of the upcoming engagement with Māori communities in relation to the size and composition of the Māori Advisory Committee;
- Agreed that work should start in relation to consulting with Māori communities on the size and composition of the Māori Advisory Committee;
- Agreed that a discussion should occur prior to the end of the year in relation to NZIST's general approach to pursuing relationships with Te Tiriti partners; and
- Congratulated the team on the great piece of work.

## **Incoming Correspondence (Agenda Item 12.1)**

### **12.1 - Letter from Education NZ (ENZ) Chief Executive dated 25 August 2020**

The Members noted a letter from the Education NZ Chief Executive dated 25 August 2020 following the Chair and CE's discussion with the ENZ Board.

In particular, Members:

- Noted the internationalisation meeting scheduled for early September will now take place at the end of September.

## **Resolution to Exclude Public in accordance with the Public Excluded Agenda (Agenda Item 13)**

### ***Resolution***

*Moved by Murray Strong, seconded by Tania Hodges*

The Council resolved that the public be excluded from the remainder of the meeting 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:

Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
15.	Minutes from public excluded meetings	Section 9(2)(b)(ii) of the Official Information Act - 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	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).
16.	CE Verbal Update	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities  Section 9(2)(b)(ii) of the Official Information Act - 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	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).
17.	Subsidiary Board Verbal Update	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	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).
18.	Subsidiary Financial Report 30 June 2020	Section 9(2)(b)(ii) of the Official Information Act - 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	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).
19.	Subsidiary Budget Assumptions	Section 9(2)(b)(ii) of the Official Information Act - 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	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

Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
			LGOIMA, as a body to which LGOIMA applies).
20.	NZIST Parent Financial Results 31 July 2020	Section 9(2)(b)(ii) of the Official Information Act - 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	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).
21.	Risk and Audit Supplier Selection	Section 9(2)(b)(ii) of the Official Information Act - 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)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	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).
22.	NZIST Intra-Group Funding Strategy	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	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).
23.	Request from NZIST Subsidiaries for NZIST Approval to Reserved Matter	Section 9(2)(b)(ii) of the Official Information Act - 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)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	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).



Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
24.	Discussion with TEU and TIASA Unions	<p>Section 9(2)(a) of the Official Information Act – protect the privacy of natural persons</p> <p>Section 9(2)(k) of the Official Information Act – prevent the disclosure or use of official information for improper gain or improper advantage</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).
25.	Items to be moved to Open Agenda for next Council meeting	Section 9(2)(b)(ii) of the Official Information Act - 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	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).

The NZIST Council resolved that NZIST employees Stephen Town, Alex Cabrera, Heather Geddes, Michelle Teirney, Merran Davis, Denise Mackay, William Workman, Gillian Hamilton, Chris Collins along with Angela Harford of Bell Gully 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. The NZIST Council also resolved that Sandra Grey, Michael Gilchrist (both TEU) and Peter Joseph and Shelley Weir (both TIASA) be permitted to join the meeting for item 24 because of their specific knowledge in relation to that item.

### **Whakatuwhera and close of open part of meeting (Agenda Item 14)**

The open part of the NZIST Council meeting was closed at 10.25am after a Karakia Whakatuwhera by the Chairman.

The public excluded session commenced at 10.50am, with a short break between 12.30pm and 1.00pm.

### **Public Excluded Agenda**

The minutes relating to the Public Excluded Agenda are set out in Schedule 1 to these minutes.

## **Karakia Whakatuwhera**

There being no further business the Chair declared the NZIST Council meeting closed at 3.05pm following a Karakia Whakatuwhera by the Chairman.

**Dated: 22 October 2020**

Signed as a correct record

A handwritten signature in black ink, appearing to read 'Murray W. Strong', written in a cursive style.

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**Murray W. Strong**  
**Chairman**