



Te Pūkenga

Te Pūkenga Council Meeting

Date	Tuesday 2 March 2021
Time	9.00am – 12.00pm
Venue	Otago Polytechnic, Dunedin
Council Members	Murray Strong (Chairperson), Kim Ngārimu (Deputy Chairperson), Maryann Geddes, Kathy Grant, Tania Hodges, Sam Huggard, Peter Winder, John Brockies

OPEN AGENDA

Item	Subject
1.	Karakia
2.	Welcome/Apologies/Notices
3.	Minutes from 2 February 2021 (open part of meeting)
4.	Register of Interests
5.	Te Poari Akoranga report
6.	CE Verbal Update
7.	Recommended changes to Appointment and Remuneration Committee Terms of Reference
8.	Recommended changes to Risk and Audit Committee Terms of Reference
9.	Approval for new Treasury bank accounts and signatories
10.	Items for information <ul style="list-style-type: none">• Appointment of interim co-chair, Te Poari Akoranga
11.	Resolution to Exclude Public in accordance with the Public Excluded agenda
12.	Close of open part of meeting

PUBLIC EXCLUDED AGENDA

It will be moved by the Chair that the public be excluded from the remainder of 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:

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
13.	Minutes from public excluded meeting from 2 February 2021	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).
14.	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).
15.	Te Pae Tawhiti – Tiriti Partnerships	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.	Subsidiary Reserved Matters	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	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
		carry out, without prejudice or disadvantage, commercial activities	
17.	Subsidiary Board Member Appointments	Section 9(2)(a) of the Official Information Act – To protect the privacy of natural persons	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.	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 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.

Te Pūkenga - New Zealand Institute of Skills and Technology (Te Pūkenga)

Minutes of a meeting of the Council of Te Pūkenga (the Council)

Tuesday 2 February 2021 at 9.00am

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Minutes

These are the minutes of a meeting of the Te Pūkenga Council held on Tuesday 2 February 2021 at Waikato Institute of Technology in Hamilton.

Present

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

Kim Ngārimu Chaired the meeting.

In attendance: Stephen Town (Chief Executive), Merran Davis (DCE Transformation and Transition) Angela Beaton (DCE Delivery and Academic), Warwick Quinn (DCE Employer Journey and Experience), Tania Winslade (DCE Learner Journey and Experience), Ana Morrison (DCE Partnerships and Equity), Gillian Hamilton (Executive Assistant/Council Secretariat), Phillip Jacques (Interim Director Finance), Graham Bethune (Director, Communications and Marketing 9am – 12.30pm), Fiona Kingsford, (Capability Lead – TITO Transition 10.25am – 10.55am), Josephine Fok (Senior Associate Bell Gully 10.55am – 11.20am).

Quorum

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

Karakia (Agenda Item 1)

Member Kathy Grant opened the meeting with the Te Pūkenga karakia.

Welcome/Apologies/Notices (Agenda Item 2)

The meeting Chair welcomed Graham Bethune (Director Communications and Marketing) to his first Council meeting.

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

Minutes of the meeting held on 1 December 2020 (Agenda item 3)

The Members noted the minutes from the open section of the 1 December 2020 Council meeting.

Resolution

Moved by Kathy Grant, seconded by Tania Hodges

The Council resolved that the minutes from the open section of the 1 December 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; and
- Member Tania Hodges removed item 'Board Member, Whānau Ora reference group'.

Te Poari Akoranga Report (Agenda Item 5)

The Members discussed the Poari Akoranga report and minutes from the meeting held on Wednesday 9 December 2020.

In particular, Members:

- Noted the update from the meeting held via zoom on Wednesday 9 December 2020;
- Noted the Terms of Reference will be submitted to the March Council meeting and Academic Regulations will be submitted to the April Council meeting; and
- Noted as a network it has been decided that for new online offshore delivery, subsidiary ITPs will seek accreditation to deliver already approved programmes from within the network.

CE Verbal Update (Agenda Item 6)

The Members received a verbal update from the Chief Executive.

In particular, the Chief Executive:

- Noted there has been very little movement with international students.

Update on the co-design process for the Te Pūkenga Operating model (Agenda Item 7)

The Members considered an update on the Operating Model co-design process.

In particular, Members:

- Noted the approach to co-design that is being used to develop the Te Pūkenga operating model uses a tight co-design team comprising learners, employers, thought leaders and independent members;
- Noted that the candidates for the tight co-design team have been confirmed and that Te Pūkenga is working to achieve at least 50% of Māori members on the team;

- Noted the role of reference groups in the co-design process will be to provide feedback and engage on concepts throughout the process primarily via a digital platform;
- Noted that the first co-design wānanga will commence on 11 February 2021; and
- Requested a paper to come to Council on Tiriti partnerships.

Changes to GAAP Policy for 31 December 2020 Financial year (Agenda Item 8)

The Members considered a request to approve an amended GAAP Policy.

Resolution

Moved by John Brockies, seconded by Peter Winder

The Council resolved that the changes to the GAAP policy for the 31 December 2020 financial year are approved.

Incoming Correspondence (Agenda Item 9)

The Members received a letter from the Tertiary Education Union regarding English Language Literacy. The letter was verbally discussed at the December 2020 Te Pūkenga Council meeting.

Resolution to Exclude Public in accordance with the Public Excluded Agenda (Agenda Item 10)

Resolution

Moved by Kim Ngārimu, seconded by Sam Huggard

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
14.	Minutes from public excluded meeting from 1 December November 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).

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.	Appointment of co-chair, Te Poari Akoranga	Section 9(2)(a) of the Official Information Act – To protect the privacy of natural persons	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.	Work-based Learning Subsidiary and TITO Transition Plan	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.	Group Debt Financing Arrangements	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).
18.	Subsidiary Reserved Matters	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).
19.	Subsidiary Board Membership Verbal update	Section 9(2)(a) of the Official Information Act – To protect the privacy of natural persons	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

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
			specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
20.	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 Council resolved that Te Pūkenga employees Stephen Town, Merran Davis, Ana Morrison, Tania Winslade, Warwick Quinn, Angela Beaton, Phillip Jacques, Graham Bethune and Gillian Hamilton 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 Te Pūkenga Council also resolved that Fiona Kingsford be permitted to join for item 14 and Josephine Fok be permitted to join for item 15 because of their specific knowledge in relation to these items.

Whakatuwhera and close of open part of meeting (Agenda Item 11)

The open part of the Te Pūkenga Council meeting was closed at 9.50am.

The public excluded session commenced at 9.50am with a short break between 10.05am and 10.20am.

Public Excluded Agenda

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

Whakatuwhera

There being no further business the meeting Chair declared the Te Pūkenga Council meeting closed at 1.00pm.

Dated: March 2021

Signed as a correct record

Murray W. Strong
Chairman



Te Pūkenga

Register of Interests

	Member	Chairperson/ Deputy Chairperson / Member
1.	Murray Warren Strong	Chairperson
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Chairperson Centre of Digital Excellence Trustee GRŌW Ō Tautahi, Christchurch Director National Infrastructure Service, Wellington Chairman Christchurch Multi Use Arena Director Tai Poutini Polytechnic Limited (TPP) Director The Open Polytechnic of New Zealand Limited Independent Chairman - Southern Lakes Events Investment Panel - effective 1 November</p>	
2.	Mereana Kim Ngārimu	Deputy Chairperson
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Council member Medical Council of New Zealand Member Waitangi Tribunal Board member Heritage NZ Council member Māori Heritage Council Board member Te Māngai Pāhō Māori Broadcasting Funding Agency Director and shareholder NTK Limited and Tāua Ltd Husband Herewini Te Koha, CE of Te Rūnanganui o Ngāti Porou, signatory to regional submissions on RoVE. Chair Tairāwhiti DHB Director Northland Polytechnic Limited (NorthTec) Director Eastern Institute of Technology Limited (EIT) Chair Gisborne DHB Laundry Services – effective December 2020</p>	
3.	Maryann Lillian Geddes	Member
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Director ServiceIQ Director Ara Institute of Canterbury Limited (Ara) Director Otago Polytechnic Limited</p>	

	Member	Chairperson/ Deputy Chairperson / Member
	Director Southern Institute of Technology Limited (SIT)	
4.	Kathleen (Kathy) Grant	Member
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Deputy Chair and member Dunedin City Holdings Limited</p> <p>Deputy Chair and member Dunedin City Treasury Limited</p> <p>Deputy Chair and member Dunedin Stadium Property Limited</p> <p>Person closely related Board member Leslie Groves Home & Hospital</p> <p>Person closely related Chair Dunedin Diocesan Trust Board</p> <p>Director Nelson Marlborough Institute of Technology Limited (NMIT)</p> <p>Director Wellington Institute of Technology Limited and Whitireia Community Polytechnic Limited</p> <p>Director Dunedin Railways Limited</p> <p>Trustee Central Lakes Trust (as from 1 December)</p>	
5.	Tania Lee Hodges	Member
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Managing Director and Shareholder Digital Indigenous Ltd</p> <p>Trustee Whanau.com Trust</p> <p>Director Waikato Institute of Technology Limited (Wintec)</p> <p>Director Toi Ohomai Institute of Technology Limited</p> <p>Independent Member Waikato Tainui Koiora Strategy Panel</p>	
6.	Peter David McGredy Winder	Member
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Director McGredy Winder & Co</p> <p>Committee member Member, State Services Commission Risk and Audit Committee</p> <p>Trustee McGredy Winder Family Trust</p> <p>Director Sound of Music Education Ltd</p> <p>Director Unitec New Zealand Limited (Unitec)</p> <p>Director Manukau Institute of Technology Limited (MIT)</p>	
7.	Sam Huggard	Member
	<p><u>Disclosure of Member's Interests (if any) in relation to matters being considered by the Council under these resolutions</u></p> <p>Trustee 350 Aotearoa Charitable Trust</p>	

	Member	Chairperson/ Deputy Chairperson / Member
	<p>Consumer Representative Utilities Disputes Ltd Energy Complaints Scheme Advisory Committee</p> <p>Advisory Board Member Centre for Labour, Employment and Work, School of Management, Victoria University of Wellington</p> <p>Director Tai Poutini Polytechnic Limited (TPP)</p> <p>Director Western Institute of Technology at Taranaki Limited (WITT)</p> <p>Employee E tū union</p> <p>Member Lottery Grants Board Community and Outdoor Safety Committees</p>	
8.	John Charles Brockies	Member
	<p>Director Branz Inc, Branz Ltd, Branz Pty Ltd</p> <p>Director Resolve Group Ltd</p> <p>Director Walworth Ltd</p> <p>Chair Waiari Project Advisory Board (Tauranga City Council)</p> <p>Chair Te Maunga Project Advisory Board (Tauranga City Council)</p> <p>Trustee Natomi Family Trust</p> <p>Director Northland Polytechnic Limited (NorthTec)</p>	



Te Pūkenga

Te Pūkenga Council Meeting

2 March 2021

Agenda item number:	5
Provided by:	Dr Angela Beaton, DCE Delivery and Academic
Title:	Te Poari Akoranga report
For:	Approval

Recommendation

1. It is recommended the Council:
 - a) note the academic report from Te Poari Akoranga meeting held via zoom on 17 February 2021 (minutes attached); and
 - b) resolve to approve the proposed Terms of Reference (ToR) for Te Poari Akoranga as it is presented.

Key points

- Te Poari Akoranga welcomed Dr Shane Edwards to his first meeting. Dr Edwards brings a strong understanding of Te Ao Māori and extensive experience in the application of mātauranga Māori in an academic context.
- The final review of Te Poari Akoranga Terms of Reference was completed for submission to Te Pūkenga Council for approval (attached for Council consideration).
- Work is underway to clarify the role of existing local academic committees (Komiti akoranga-a-rohe) and how these will work and interface with Te Poari Akoranga through 2021 and 2022 to meet our current delegated roles and functions requirements, and to ensure the most effective use of network capability and capacity.
- Te Poari Akoranga provided input and feedback to inform the project and engagement plans for four key delivery and academic workstreams:
 - Regulating for Excellence (development of key academic regulations, policies, processes, and key forms to support the academic regulations);
 - Ako Learning and Teaching Directions;
 - Product Development; and
 - Communities of Practice.
- ITP quality managers and academic leaders have been engaged to identify champions to work with us on the regulating for excellence policy and process development and pave the way for implementation.
- Work to design and implement Te Pūkenga quality assurance approach and academic quality management system is currently being scoped, working alongside NZQA.

Te Poari Akoranga

MINUTES

17 February 2021 from 10 am – 2 pm, via Zoom

(Note: changed to online via Zoom due to COVID-19 alert level change)

WELCOME AND ATTENDANCE

Karakia timatanga

Chair welcomed everyone to the online meeting held via Zoom. Special welcome to Dr Shane Edwards who has been appointed as an interim member and co-chair of Te Poari Akoranga, and to the guests in attendance at this meeting.

Whanaungatanga

Present

Dr Angela Beaton (Co-Chair), Dr Shane Edwards (Co-Chair), Greg Durkin, Lorna Gillespie, Jeanette Grace, Oonagh McGirr, Kieran Hewitson, Nita Hutchinson, Sue Smart, Deborah Young, Glynnis Brook, Natalie Waran.

In Attendance

Phil Alexander-Crawford (Te Pae Tawhiti Internal Integration & QA Lead, Te Pūkenga), Fionna Moyer (Quality and Academic Advisor, Te Pūkenga), Julie Thorburn (Capability Lead – Product Development, Te Pūkenga), Kirsty Owen (Project Coordinator, Te Pūkenga), Shelley Wilson (Executive Dean – Learner Success, Wintec), Kelly Hynes (Minute taker).

Apologies

Neil Carroll, Luana Te Hira

1. Minutes of the Previous Meeting

1.1 Scheduled Meeting

Scheduled Meeting – 9 December 2020

1.2 Resolution

Moved by Deborah Young, seconded by Greg Durkin

Te Poari Akoranga resolved that the minutes of Te Poari Akoranga meeting held on 9 December 2020 were approved as a true and accurate record.

Matters Arising – Previous Action Items

	Detail	Owner	Status
0720-1	Confirm timeline for the Regulating for Excellence project <i>Phil Ker and Te Urikore Biddle are working on Te Pūkenga Academic Regulations. Final draft of Academic Regulations expected for end of March. Fionna Moyer and Kirsty Owen have commenced work on the policies and processes relating to the Academic Regulations.</i>	AB	Complete
0720-3	Determine principles and framework for an audit/stock take of current subsidiary and ITO programmes <i>Work has begun on a stocktake and transition plan as part of the Product Development and Communities of Practice workstream. Data from NZQA being collated and will be</i>	All	Complete – Product Development workstream



	Detail	Owner	Status
	<i>distributed to check for currency.</i>		
0820-2	Communications to CEs, Academic Managers and Subsidiary Academic Committees to establish interim staff and learner voice <i>Planning for interim forums starting in 2021 and how to ensure a strong Māori voice from the subsidiaries.</i>	KH/AB	In progress
0920-2	ITO Learner nominations – Interim staff and student voice. <i>ITOs are transitioning at different rates. Currently no mechanism for exploring what representation could look like. Suggestion from ITO members to put on hold and pick up when Transitional ITOs are part of Te Pūkenga.</i>	LG/GD	On hold
0920-6	Accountancy pilot for common programme <i>Representatives were put forward from ITPs to support a collaborative approach. Meetings have started.</i>	SS/AB	Complete – Product Development workstream
1220-1	Relevant people to be invited to a future meeting to discuss collaboration between Te Pūkenga and WDCs.	AB	Later in 2021
1220-2	Te Reo Māori translations in Poari Akoranga Terms of Reference to be checked with Whireia te reo Māori experts.	JG	Complete
1220-2	Draft Poari Akoranga Terms of Reference to be revised. Previous draft and revised draft to be shared. <i>Agenda item for the February meeting.</i>	DY/JG/ PA- C/AB	Complete

2. December Academic Report to Te Pūkenga February Council Meeting

Council received the December Te Poari Akoranga report. The key updates for Council from the December Te Poari Akoranga meeting were noted including:

- Te Poari Akoranga Terms of Reference expected to be submitted to Te Poari Akoranga in February and Council in March,
- Te Pūkenga academic regulations (Ngā tikanga akoranga-a-motu) expected to be completed by 31 March 2021 and a detailed workplan is being prepared for the associated academic policy and process development,
- Te Poari Akoranga endorsement of the 2020-2022 delivery and academic portfolio work plan and associated 2021 Te Poari Akoranga forward work plan, planning underway for three Q1 workstreams: (1) Quality Assurance approach and Quality Management System; (2) Ako (Teaching and Learning) Directions for Te Pūkenga, including capability development needs; and (3) Product Development Excellence Framework, and that
- Work is underway to clarify the interim role of existing academic committees (Komiti akoranga-a-rohe) as Poari Akoranga extends.

3. Draft Poari Akoranga Terms of Reference

Revised draft Te Poari Akoranga Terms of Reference tabled. Acknowledgement of the depth of thought and input by members into this important document.

Discussion and feedback included:

- Fix to punctuation page 1 – missing comma, and grammar fix page 4
- Updating Tikanga section to emphasise governance focus
- Amendments to wording in Mematanga section
- Consider broadening term work-based learning to include work-integrated learning
- Addition of work-based learning in Whakaingoatia specialist criteria section
- Include more explicitly that members for sub-committees will be drawn from across the network (noted that the sub-committee Terms of Reference will include this)



- Te Poari Akoranga Terms of Reference review date proposed for 2022, for review once the operating model and frameworks are confirmed.

Action: Te Poari Akoranga Terms of Reference to be amended further to feedback from this meeting and recirculated for email voting for endorsement from Te Poari Akoranga, with expected submission for March Te Pūkenga Council meeting (AB).

4. Project brief – Regulating for Excellence (development of key academic regulations, policies, processes, and key forms)

Fionna Moyer and Kirsty Owen presented and sought feedback from Te Poari Akoranga on the plan for unifying policies, procedures and key forms that will support the Te Pūkenga Academic Regulations (under development). Feedback and discussion included:

- IRSA (Identify, Review, Share, Apply), a Knowledge Management approach will be used, to sprint toward a set of commonly used documents that support the new Stature across network partners
- Interdependencies across the various academic and delivery workstreams
- Suggested informing and/or training as part of implementation phase will be needed (for staff and learners)
- Communication will be key throughout this project
- Involvement of champions from all subsidiaries and including genuine opportunities for input from across the network
- Consultation with external accreditation bodies to be included
- Inclusion of the opportunity to provide real time feedback during the Share stage of the process
- Ensure Māori voice heard
- Application of Te Pae Tawhiti framework
- Te Poari Akoranga supportive of utilising Academic Regulations steering and reference groups for this workstream

Action: To provide a monthly update to Te Poari Akoranga on the Regulating for Excellence workstream (KO/FM).

5. Project brief – Ako Learning and Teaching Directions – Project plan (scope, process, timeline)

Oonagh McGirr and Angela Beaton led a brainstorming session to gather ideas and feedback from Te Poari Akoranga to inform the Ako Learning and Teaching Directions project approach. Discussion points included:

- What are the key terms (in the Academic and Delivery space) that need to be defined for the Te Pūkenga Ako Teaching and Learning Directions?
- What might be the key principles that should be adopted to guide Ako Teaching and Learning Directions?
- What potential modes of delivery should be included (with seamless transition between for learners)?
- What are the key pedagogical approaches needed under each mode to apply into practice?

The importance of a wide range of engagement throughout the project was emphasised.



Proposed next steps for this workstream were outlined:

- Collate and theme data
- Use the data to inform the project brief, project plan and engagement plan
- Share findings and plan next steps

Action: To provide a monthly update to Te Poari Akoranga on the Ako Learning and Teaching Directions workstream (OM/AB).

6. Workstream overview – Product Development and Communities of Practice

Julie Thorburn and Angela Beaton presented a Product Development and Communities of Practice workstream update and discussion. Feedback was sought from Poari Akoranga to help inform project briefs, project plans and engagement plans.

Four key product development outputs outlined: Product Development Excellence Framework, Stocktake and Transition Plan, link to Capability Development, and Workplan for Pilots.

Feedback sought from Te Poari Akoranga to gather data to inform the Product Development approach and provision, including:

- What does good development look like?
- What does good delivery look like?
- What components should the Product Development Excellence Framework include?

Stocktake of current provision across Te Pūkenga being carried out.

Consideration of capability needs alongside development and delivery frameworks being included, working with Te Pūkenga People and Culture in this planning.

Workplan development plans being developed for Wave 1, which includes accounting, social work, and animal care programmes.

Communities of practice output outlined: Communities of Practice are designed and applied across the network.

A range of forums will be required to fulfil these functions. Feedback sought from Te Poari Akoranga:

- What might be the various functions and forums required?

Action: To provide a monthly update to Te Poari Akoranga on the Product Development and Communities of Practice workstreams (JT/KO/AB).

7. General Business

Phil Alexander-Crawford provided an update on Te Pae Tawhiti subsidiary reports and the Operating Model design mahi.

Each subsidiary completed reports, submitted end 2020. Acknowledgement of the cooperation from subsidiaries and the level of work that was put into the reports. The reports provide details on current Te Tiriti / Māori relationships using the self-reflective questions, and future direction and actions. Reports are being analysed using a Kaupapa Māori approach. Subsidiaries have requested more guidance in a range of areas and for examples of best practice. Individual reports for each subsidiary are being prepared, as well as an overall/themes report.

It was recommended that Te Poari Akoranga to review the Te Pae Tawhiti framework and provide



feedback as a group following the application of the framework as a self-reflective tool, with a view to incorporating Te Pae Tawhiti into future external evaluative review processes with NZQA.

Operating Model co-design processes are underway. There is a very diverse co-design group, who have started to wānanga and will provide thought leadership over the next 3 months. Input will be sought from subsidiaries and reference groups, including Poari Akoranga.

Action: Operating Model – future agenda item (PA-C). Te Pae Tawhiti overall/themes report – future agenda item (PA-C).

8. Information to include in the February Poari Akoranga Pānui

Key points for inclusion in Te Poari Akoranga February Pānui noted: Summary of the main workstreams underway for quarter 1, acknowledging the collaborative efforts and gains to date, and introducing Dr Shane Edwards as co-chair of Te Poari Akoranga.

CLOSE AND NEXT MEETING

March meeting – 10 March 2021, Nelson, NMIT

Karakia mutunga

Actions from this meeting

	Detail	Owner	Due Date
0221-3	Te Poari Akoranga Terms of Reference to be amended further to feedback from this meeting and recirculated for email voting for endorsement from Te Poari Akoranga, before submission to Te Pūkenga Council.	AB	March Council meeting
0221-4	To provide a monthly update to Te Poari Akoranga on the Regulating for Excellence workstream.	KO/FM	From March meeting
0221-5	To provide a monthly update to Te Poari Akoranga on the Ako Learning and Teaching Directions workstream.	OM/AB	From March meeting
0221-6	To provide a monthly update to Te Poari Akoranga on the Product Development and Communities of Practice workstream.	JT/KO/AB	From March meeting
0221-7	Operating Model – future agenda item.	PA-C	March meeting
0221-8	Te Pae Tawhiti overall/themes report – future agenda item.	PA-C	April meeting



Te Pūkenga Poari Akoranga (Academic Board) Terms of Reference

Current Version Draft	Previous Reviews	Next Review 2022
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1 Whakapapa

Te Poari Akoranga¹ is delegated by the Council of Te Pūkenga (the Council) to give effect to the Charter by providing a national framework to enable and monitor excellence in Akoranga, in particular, educational teaching, learning, research and delivery supporting work based, learning, courses of study or training, awards and other academic matters.

Poari Akoranga was established April 2020 pursuant to section 222K of the Education Act 1989.

The Education Act 1989 was subsequently replaced by the Education and Training Act 2020 (the Act). Section 324(2) of the Act provides that the council... must “establish an academic board... to (a) advise it on matters relating to work-based learning, courses of study or training, awards, and other academic matters; and (b) exercise powers delegated to it by the council”.

2 Kaupapa

The Education and Training Act 2020 defines the operating context for Te Pūkenga, which is to provide:

- Learners with the education they need to participate in the labour market, society, and their communities;
- Education opportunities that support the wellbeing of learners;
- Education of high quality; and
- Education that honours Te Tiriti o Waitangi.

Likewise, the Act sets out specific functions for Te Pūkenga, to:

- Provide, arrange and support vocational, foundation and higher-level education, training and related research;
- Respond to the needs of regions, learners, industries, employers and communities;
- Improve the consistency of vocational education and training;
- Improve educational outcomes; and
- Improve outcomes for Māori learners in partnership with Māori communities.

Te Pūkenga has established five key priorities to fulfil these legislative functions, to:

- Maintain relentless focus on equity and ensuring participation – we honour and uphold Te Tiriti o Waitangi in all we do;
- Deliver customised learning approaches that meet the needs of learners and trainees wherever they are;
- Use our size and scale to strengthen the quality and range of education delivery throughout Aotearoa;
- Offer services that meet the specific regional needs of employers and communities; and

¹ The importance of seeking an appropriate name for the academic board that reflects a holistic and inclusive approach consistent with the intent of Te Pūkenga charter has been recognised. Poari is the decision-making body of an organisation; Akoranga is all encompassing, referring to learning, subject, discipline, profession, school, educational course, academic programme, academic course, teaching, class, and lesson and includes circumstances of learning, time of learning and place of learning.

- Transition educational services in a smooth and efficient manner.

Poari Akoranga has a central role within Te Pūkenga to give effect to the Charter. In doing so, Poari Akoranga is guided by the values of Te Pūkenga.

3 Tikanga

The Council delegates to Te Poari Akoranga “matters relating to work-based learning, courses of study or training, awards, and other academic matters”, to “exercise powers delegated to it by the council.” (Education and Training Act 2020, Section 324(2)).

Specifically, Te Poari Akoranga will fulfil the primary function of providing assurance and confidence in the network of provision and to ensure all kaupapa are met, including:

- Provide assurance and confidence that the quality and academic infrastructure, including policies, procedures and frameworks, are fit for purpose; and approve academic direction, statutes and practices to be applied throughout the network to ensure the goals of Te Pūkenga are met and continuous improvement is achieved and sustained.
- Provide assurance and confidence of the effectiveness of teaching, learning and research within the network with a focus on outcomes.
- Foster and facilitate effective relationships and collaboration across the network and with other groups, such as with Workforce Development Councils (WDCs), regulatory bodies, Regional Skills Leadership Groups, and other organisations to ensure kaupapa are met.
- Quality assure and approve the development of new or re-developed packages of learning and delivery models, to ensure kaupapa continue to be met and sustained.
- Provide assurance and confidence that Kāwanatanga (governance) responsibilities are upheld, whilst respecting the Tino rangatiratanga (absolute self-determination) of Iwi and Māori partners, in order to achieve Ōritetanga (equitable outcomes for Māori learners and their whānau).
- Provide assurance and confidence that Mātauranga Māori is applied throughout all packages of learning developed and delivered by Te Pūkenga; contribute to a partnership approach to policies and decisions affecting Mātauranga Māori; and create space for kaitiaki to exercise kaitiakitanga over Mātauranga Māori.
- Provide assurance and confidence that work-based learning is applied throughout packages of learning developed and delivered by Te Pūkenga (where relevant), contribute to a partnership approach to policies and decisions affecting work-based learning and create space for employers.
- Establish and provide assurance and confidence that ohu whakahaere, (national subcommittees of Te Poari Akoranga) strengthen academic leadership in key areas of focus. Receive advice and evidence (real time and retrospective) from ohu whakahaere, and other relevant sources, to ensure:
 - a purposeful and responsive mix of provision matched to need, with a relentless focus on equity, access, participation to support a culture of equity and diversity where all learners are included and valued;
 - holistic selection policies promote and facilitate academic equity for learners from under-represented groups, who have the potential to succeed academically, and who have applied via the application process; and
 - prioritised accessible support that acknowledges barriers and actively encourages learners to participate, engage, and achieve academic equity.
- Provide and facilitate strategic direction and thought leadership on a range of education matters, including teaching and learning and applied research and scholarship, with oversight of funding allocation, planning and ethics.
- Grant awards of Te Pūkenga.

- Consider and report to the Council on any other academic matters, which are referred to it by the Council or the Chief Executive Te Pūkenga, or which Te Poari Akoranga believes are of significance, including commissioning reviews and research.

In completing these functions, Te Poari Akoranga will be cognisant of Te Pae Tawhiti Te Tiriti o Waitangi Excellence Framework 2020-2025² and will use it as a tool to assist in making decisions when exercising these powers.

4 Mematanga

Section 324(2) of the Education and Training Act 2020 provides that the council of Te Pūkenga must "establish an academic board consisting of its chief executive and members of the staff and students of Te Pūkenga..."

Appointments to Te Poari Akoranga will be made by the Council following input, advice and direction with Māori as our Te Tiriti o Waitangi Partner. Appointments will comprise the following:

- Tangata Whenua member (co-Chair)
- Deputy Chief Executive, Delivery and Academic (co-Chair)
- Two (2) enrolled learners
- Two (2) members from the Māori Advisory Committee of Te Pūkenga established in accordance with section 325(1) of the Act
- Two (2) members from the staff committee of Te Pūkenga established in accordance with section 325(1) of the Act
- Deputy Chief Executive, Partnerships and Equity or delegate
- Chief Executive of Te Pūkenga or delegate
- Ohu Whakahaere (national sub-committee) Chairs or delegates

Members of Te Poari Akoranga are expected through the contribution of their expertise, experience and perspectives to be cognisant of, and reflect where appropriate, the broad range of interests within their respective networks. All decisions must be taken with the paramount driving force to support Te Pūkenga to achieve its Charter. If consensus cannot be reached, decisions will be taken by the co-chairs of Te Poari Akoranga.

At the discretion of Te Poari Akoranga, and with the approval of Council, further members may be co-opted or seconded to Te Poari Akoranga. Non-voting observers/understudies from within the network may attend hui unless otherwise stipulated. Te Poari Akoranga retains the right to determine whether this is with or without speaking rights.

5 Whakaingoatia

Council will aim to achieve a balanced representation when appointing new members to Te Poari Akoranga. Membership should reflect a broad skills-based approach and the appointment of members will be based on the following core criteria:

- Commitment to educational quality and learner achievement;
- Commitment to Ōritetanga and the success of all learners at risk (with a specific focus on Māori, Pacific and disabled learner achievement); and an
- Ability to apply both a local and global view to academic issues.

In addition, the following specialist criteria may be applied when appointing members:

- Demonstrated knowledge and experience, and a commitment to Mātauranga Māori;
- Demonstrated knowledge and experience in addressing inequities in tertiary education provision related to gender, sexuality, age, disability, and ethnicity;

² As approved at Te Pūkenga council hui of 1 September 2020

- Demonstrated innovation in ako (specifically teaching, learning and research) with up-to-date specialist knowledge, skills and experience in academic quality, programme development and delivery; and
- Broad sector and systems delivery knowledge and demonstrated experience, including work-based, work-integrated, distance, kanohi ki te kanohi, blended delivery and regional competencies and experience.

Members will be appointed for either one or two years as determined by the Council with the option of renewal for one further year, with any decision as to renewal to be made by the Council. Membership of Te Poari Akoranga may be revoked by either the Te Pūkenga Council or the appointed member at any time by giving four weeks' written notice in writing.

6 Ohu whakahaere o te Poari Akoranga

Te Poari Akoranga will establish standing ohu whakahaere (national subcommittees of Te Poari Akoranga) to undertake specified on-going tasks. From time to time it may also be necessary for Te Poari Akoranga, with the approval of Council, to appoint ad-hoc ohu whakahaere to undertake short-term mahi of significance.

Te Poari Akoranga intends to establish ohu whakahaere to focus on:

- i. **Academic Quality**, to provide leadership in academic evaluation and quality assurance; and ensure quality improvement by overseeing and monitoring the consistent application of the academic quality assurance system, including developing and recommending to Poari Akoranga approval of policies and operating procedures.
- ii. **Ōritetanga**, to give effect to Te Tiriti o Waitangi by providing strategic direction, advice and assurance to Poari Akoranga that the principles of ōritetanga are embodied in all academic practices to meet the relevant outcomes of the Charter; to ensure Kāwanatanga responsibilities are upheld, whilst respecting the Rangatiratanga of our iwi and Māori partners, in order to achieve Ōritetanga; and, in particular, to assess and monitor the implementation of Māori (and, based on need, Pacific and disabled) learner success strategies and outcomes.
- iii. **Ako**, to:
 - Develop and support a Mana Ōrite based strategic direction for teaching, learning and research;
 - Ensure an overarching pedagogical coherence for seamless transition for learners between modes of delivery, including work-based, and across regions, for all vocational, applied and professional programme delivery at all levels of the New Zealand Qualification Framework (Levels 1-10); and
 - Ensure the needs of work-based learners, employers and 'workplace' learning environments are represented in all academic decisions, policies and processes.
- iv. **Approvals**, to develop and direct a purposeful and responsive mix of provision matched to need, with a relentless focus on equity, access, participation to support a culture of equity and diversity where all learners are included and valued; and to recommend to Poari Akoranga the approval of education and training packages (for example, programmes of study, training schemes and micro-credentials, or equivalent), and associated changes in accordance with approved delegations.
- v. **Appeals**, to receive unresolved learner complaints or appeals that have already been determined (in line with relevant appeals policies and processes); support the resolution, settlement and/or withdrawal of such unresolved complaints or appeals; and if necessary, make recommendations about policies, procedures or the provision of services.
- vi. **Rangahau Māori, Research and Postgraduate**, to support, monitor and lead rangahau Māori, research and innovation activity; to help determine and support the strategic directions and approaches for rangahau Māori, research and postgraduate provision; and to provide oversight of rangahau Māori and research planning, funding and ethics.

Each ohu whakahaere will consist of members drawn from across the network with relevant, demonstrated skills and experience. Appointments to each ohu whakahaere will be made by Te Poari Akoranga in accordance with the terms of reference for the ohu, reflecting the value of appropriate geographical spread of representation. All chair appointments will be made by Te Poari Akoranga.

7 Tuku mana

From time to time, Te Poari Akoranga may formally delegate specific tasks and/or responsibilities to nominated groups, committees and/or other ohu whakahaere. In doing so, it requires:

- Any policies related to the responsibilities are formally approved by Te Poari Akoranga
- Minor changes to academic procedures, within academic policy, are delegated to the Chair, Ohu Whakahaere (Quality)
- Major decisions made by the body receiving the delegation are reported to Te Poari Akoranga.

All formal delegations will be included in the Academic Delegations Register which will be updated at least annually.

8 Kōrama

Half the current membership plus one member of Te Poari Akoranga constitutes a quorum.

If the requirement for a quorum is not met, the hui can proceed, with any recommended actions/motions requiring endorsement by a quorum before they become binding.

9 Hui

Poari Akoranga will determine the frequency with which it meets, with no fewer than six hui per academic year. Hui will be open to the public unless there is a need to protect the rights of persons or organisations. In such circumstances, the hui will 'go into committee' and the public will be excluded.

Each ohu whakahaere will determine the frequency with which it meets and will be responsible for maintaining adequate records for reporting to Poari Akoranga. Hui will be conducted according to the schedule agreed on by Poari Akoranga, appropriate to its tasks and delegations.

Te Poari Akoranga will meet with representatives from Workforce Development Councils (6), NZQA, TEC, Te Pūkenga and other organisations, as required, to fulfil the functions of the committee.

10 Pūrongo

Te Poari Akoranga will report monthly in writing to Te Pūkenga Council and as agreed to Te Tiriti partner. Engagement with Te Tiriti partners will be based upon Te Pūkenga Te Pae Tawhiti Te Tiriti o Waitangi Excellence Framework 2020-2025.



Te Pūkenga

Te Pūkenga Council Meeting

2 March 2021

Agenda item number:	7
Provided by:	Stephen Town, Chief Executive
Title:	Recommended changes to Appointment and Remuneration Committee Terms of Reference
For:	Approval

Recommendation

1. It is recommended the Council:
 - a) resolves that the terms of reference (**Terms of Reference**) of the Te Pūkenga Council Appointment and Remuneration Committee (**Committee**) attached to this paper, with updates identified in tracked changes (the **Updated Terms of Reference**), is approved.

Purpose

- The purpose of this paper is to seek approval for amending the Terms of Reference to:
 - enable the Committee to recommend to the Council of Te Pūkenga proposed appointees for chairpersons (**Chairs**) and deputy chairpersons (**Deputy Chairs**) of the board of each Te Pūkenga subsidiary; and
 - update references to refer to "Te Pūkenga – New Zealand Institute of Skills and Technology", as enacted by the Education (Name Change for NZIST) Order 2020 on 21 September 2020.

Background

- In connection with the recent appointment of new Chairs at Otago Polytechnic Limited and Nelson Marlborough Institute of Technology, it is recommended that certain updates be made to the Terms of Reference to authorise the Committee to recommend candidates to be appointed as Chairs and Deputy Chairs of the boards of Te Pūkenga Subsidiaries.
- This paper has been prepared with assistance of Bell Gully.

Changes to Terms of Reference

- The key proposed changes to the Terms of Reference, as set out in the Updated Terms of Reference are attached to this paper.

DRAFT

Appointment and Remuneration Committee - Terms of Reference

<u>Current Version</u>	<u>Previous Reviews</u>	<u>Next Review</u>
<u>V2 Draft (2 March 2021) for Council Approval</u>	<u>V 1 – approved by Council on 5 May 2020</u> <u>V 2 – amended to reflect ability to recommend appointments to subsidiary Board positions</u>	<u>2022</u>

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1. Objective and Authority

- (a) The Appointment and Remuneration Committee (**Committee**) shall be a committee of the Council of the New Zealand Institute of Skills and Technology (**NZISTe Pūkenga**), established by the NZISTe Pūkenga Council. Pursuant to section 73 of the Crown Entities Act 2004, the Council of NZISTe Pūkenga may delegate any of the functions or powers of NZISTe Pūkenga or the Council, either generally or specifically, to a committee by resolution and written notice (other than functions or powers specified in the legislation as not being capable of delegation).
- (b) The objective of the Committee is to oversee the effective management of (1) the appointment and remuneration of the Chief Executive (**CE**) and their direct reports (**Tier 2 Employees**), (2) some aspects of the appointment of the Tier 2 Employees; and (3) the appointment, removal and replacement of directors of NZIST's the wholly-owned subsidiaries of Te Pūkenga (**NZISTe Pūkenga Subsidiaries**), and fees for those directors.
- (c) The Committee has authority to review any matters within its scope of responsibility.
- (d) The Committee is a sub-committee of the Council and has no executive powers, other than those set out in these Terms of Reference, or those powers expressly delegated to it by the Council in accordance with section 73 of the Crown Entities Act.

2. Membership

- (a) The Committee should be at least three but not more than five members. Normally, the Council Chair will be Chair of the Committee. The Council Chair proposes and appoints Committee Members (who are all Council Members). If the Council Chair does not chair the Committee, they will appoint a chair. Membership of the Committee shall be reviewed every three years or earlier if circumstances dictate. Periodic rotation of the Committee Members is to be encouraged.



- (b) Subject to the remainder of this paragraph (b), the Chief Executive may attend meetings of the Committee but shall not be a Committee Member. The Chief Executive should not be present when their own remuneration or terms and conditions are being discussed, but should be present during discussions on the remuneration framework for Tier 2 Employees. The Chief Executive may be present during discussions on the fees for directors of ~~NZIST~~Te Pūkenga Subsidiaries.
- (c) A person must not be appointed as a member of the Committee unless, before appointment, he or she discloses to the Council the details of any interest the person may have if he or she were a member of such Committee.
- (d) The Council Secretary or other person nominated by the Chair of the Committee shall be secretary to the Committee.

3. Meetings

- (a) The Committee will meet at least two times per year. Additionally, the Chair of the Committee can convene further meetings as the Chair deems necessary. ~~{All Council Members shall be entitled to attend Committee meetings.}~~
- (b) Meetings may be conducted by teleconference, videoconference or in person.
- (c) A notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each Committee member. This would normally be a week prior to the date of the meeting but may be shorter as determined by the Chair of the Committee. The notice for Committee members will include relevant papers for the agenda items to be discussed.
- (d) A quorum is defined as the majority of the appointed members of the Committee. No business shall be transacted at a Committee meeting in the absence of a quorum.
- (e) Minutes shall be authorised as an accurate record of Committee meetings and retained for record. Minutes shall be made available to the Council. Agenda and supporting materials shall be circulated to Committee Members in advance of meetings.

4. Responsibilities

The Committee's responsibilities are to:

- (a) Complete the process for recommending appointment of the CE to the Council, including the remuneration and terms of employment contract.
- (b) Determine the process for reviewing the CE performance and undertake both six monthly and annual performance reviews.
- (c) Report to the Council the results of its CE performance review and recommend to Council the CE remuneration for the next year.
- (d) Reviewing the remuneration and terms of employment contract for the Tier 2 Employees.

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- (e) Determine the process for reviewing the performance of directors of [NZISTe Pūkenga](#) Subsidiaries and undertake performance reviews at a frequency to be determined by the Committee.
- (f) Propose any recommended changes to fees for directors of [NZISTe Pūkenga](#) Subsidiaries (based on the Cabinet Fees Framework).
- (g) Recommend to the Council proposed candidates for the role of director of a [NZISTe Pūkenga](#) Subsidiary when vacancies occur or additional directors are otherwise required.
- (h) Recommend to the Council proposed candidates for the role of chairperson and deputy chairperson of the board of a Te Pūkenga Subsidiary.

5. Council Reporting Obligations

- (a) The Committee Chair will report to the Council using the Council's agenda framework to prioritise those strategic and key issues that most concern the Council. The full minutes of the meetings of the Committee will be available to all Council members and the Committee Chair will respond to Council members' questions.

6. Accountability

- (a) The Committee will:
 - self-assess its performance against these Terms of Reference on an annual basis.
 - confirm annually that all responsibilities outlined in these Terms of Reference have been carried out.
 - at its discretion, determine the requirement for an independent review, including the frequency and scope of such a review, to assess its performance against these Terms of Reference.

7. Review of the Terms of Reference

- (a) The Committee shall, on an annual basis, review and if appropriate, update these Terms of Reference for consideration and approval by the Council.

Approved by the [NZISTe Pūkenga](#) Council on

[March](#)~~May~~ 2021~~0~~

Murray Strong
Council Chairperson





Te Pūkenga

Te Pūkenga Council Meeting

2 March 2021

Agenda item number:	8
Provided by:	Phillip Jacques, Interim Director Finance
Title:	Recommended changes to Risk and Audit Committee Terms of Reference Group Debt Financing Arrangements
For:	Approval

Recommendation

1. It is recommended the Council:
 - a) resolves that the terms of reference (**Terms of Reference**) of the Te Pūkenga Council Risk and Audit Committee (**Committee**) attached to this paper, with updates identified in tracked changes (the **Updated Terms of Reference**), is approved.

Purpose

- The purpose of this paper is to seek approval for amending the Terms of Reference to:
 - refer to the Group Treasury Policy (and the specific role afforded to the Committee, as contemplated within the Group Treasury Policy), as adopted by Te Pūkenga at its Council meeting on 2 February 2021; and
 - update references to refer to "Te Pūkenga – New Zealand Institute of Skills and Technology", as enacted by the Education (Name Change for NZIST) Order 2020 on 21 September 2020.

Background

- In connection with the intragroup funding strategy of Te Pūkenga and the appointment of Westpac New Zealand Limited as the new debt financing and transactional banking services partner to Te Pūkenga and its Subsidiaries, a Group Treasury Policy was adopted by the Council on 2 February 2021. The Group Treasury Policy specifies the role of the Committee in relation to treasury related tasks and responsibilities. To ensure alignment with the Group Treasury Policy, it is recommended that certain updates be made to the Terms of Reference of the Committee.
- This paper has been prepared with assistance of Bell Gully.

Changes to Terms of Reference

- The key proposed changes to the Terms of Reference, as set out in the Updated Terms of Reference are:
 - a) **Access to, and communication:** providing that the Committee members shall have unrestricted access to, and direction communication with (among others), the Deputy

Chief Executive, Operations and the Director, Finance in carrying out the functions of the Committee; and

- b) **Functions in respect of Group Treasury Policy:** outlining the specific roles that the Committee shall have in respect of the Group Treasury Policy, which are set out in paragraph 5(i) of the Updated Terms of Reference



Risk and Audit Committee - Terms of Reference

<u>Current Version</u>	<u>Previous Reviews</u>	<u>Next Review</u>
<u>V2 Draft (2 March 2021) for Council Approval</u>	<u>V 1 – approved by Council on 5 May 2020</u> <u>V 2 – amended to reflect Group Treasury Policy</u>	<u>2022</u>

1. Objective

- (a) The Risk and Audit Committee (**Committee**) shall be a committee of the Council of Te Pūkenga – ~~the~~ New Zealand Institute of Skills and Technology (~~NZIST~~Te Pūkenga), established by the Council.
- (b) The 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; ~~and~~
 - Group audit, risk and compliance issues; and
 - the Group Treasury Policy and treasury activities.

2. Powers and Authority

- (a) Pursuant to section 73 of the Crown Entities Act 2004, the Council of ~~NZIST~~Te Pūkenga may delegate any of the functions or powers of ~~NZIST~~Te Pūkenga or the Council, either generally or specifically, to a committee by resolution and written notice (other than functions or powers specified in the legislation as not being capable of delegation).
- (b) The Committee has authority to review any matters within its scope of responsibility.
- (c) The Committee is a committee of the Council and has no executive powers, other than those set out in these Terms of Reference, or those powers expressly delegated to it by the Council in accordance with section 73 of the Crown Entities Act.
- (d) The Committee members, where necessary to carry out the functions of the Committee, shall have unrestricted access to and direct communication with the ~~Chief Financial Officer/Internal Audit Manager (position to be confirmed)~~, the Chief Executive, the Deputy Chief Executive, Operations, the Director, Finance, and external auditors through the Risk and Audit Committee Chair and obtain external legal or other professional advice, if considered necessary to meet its responsibilities.

3. Membership

- (a) The membership of the Committee shall be comprised of:
- up to 5 members, with a minimum of 3 members;
 - members who are independent of 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.

- (b) The Council Chair appoints the Committee Chair and makes recommendations to the Council regarding Committee members. The Council Chair cannot be the Committee Chair.
- (c) The Committee Chair will:
- represent the Committee to the full Council (including reporting back to the full Council with the recommendations and decisions of the Committee at each Council meeting immediately following a Committee meeting)
 - ensure the effectiveness and integrity of the governance process of the Committee
 - maintain regular dialogue with the Chief Executive over operational matters, to the extent necessary and appropriate to carry out their duties
 - consult with the remainder of the full Council promptly over any matter that gives cause for major concern
 - act as facilitator at meetings of the Committee to ensure that appropriate discussion takes place
- (d) Membership of the Committee shall be periodically assessed with at least one member of the Committee being rotated annually.
- (e) A person must not be appointed as a member of the Committee unless, before appointment, he or she discloses to the Council the details of any interest the person may have if he or she were a member of such Committee.
- (f) The Council Secretary or other person nominated by the Chair of the Committee shall be secretary to the Committee.

4. Meetings

- (a) The Committee shall meet at least four times each year in line with ~~NZIST's~~the reporting and audit cycle of Te Pūkenga. Meetings may be conducted by teleconference, videoconference or in person. Additional meetings may be held if determined necessary by the Chief Executive or Committee, including executive sessions and private meetings with the auditors and the Council Chair. A special meeting may be convened by a member of the Committee at any time. ~~{All Council Members shall be entitled to attend Committee meetings.}~~
- (b) The ~~CFO/Internal Audit Manager (positions to be confirmed)~~Deputy Chief Executive, Operations, shall service the Committee meetings.
- (c) Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. This would normally be a week prior to the date of the meeting but may be shorter as determined by the Chair of the Committee. Minutes of the meetings shall be prepared, retained and distributed to Committee members, management and external auditors, as well being made available to the Council.
- (d) The Committee may request the attendance of representatives from management and external auditors to assist particular agenda items.
- (e) A quorum shall consist of a majority of Committee members, which must include (at a minimum) no less than three Committee members. No business shall be transacted at a Committee meeting in the absence of a quorum.

5. Responsibilities and Duties

In order to assist the Council in fulfilling its responsibilities and to oversee the areas outlined in the objectives, the Committee shall:

(a) **Annual Report, including Financial Statements**

- review the annual financial and non-financial statements; consider whether they are complete, consistent with information known to Committee members, comply with law and reflect appropriate accounting principles, and recommend their signing by the Council.
- review all significant accounting policy changes.
- review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- satisfy itself that ~~NZIST~~Te Pūkenga has appropriate mechanisms in place to review and implement, where appropriate, relevant external audit reports and recommendations.

(b) **Internal Control Environment**

- Review, maintain and monitor the robustness and comprehensiveness of management's policy framework, including the delegations framework.

(c) **Internal Audit Function**

- review the internal audit charter to ensure appropriate organisational structures, authority, access, independence, resourcing and reporting arrangements are in place.
- review the internal audit plan, confirm it is risk-based and aligned to the business plan.
- approve any changes to the internal audit plan.
- review significant matters reported by the internal audit function and how management is responding to them.
- satisfy itself that the internal audit function has appropriate mechanisms in place to monitor audit issues and the implementation of audit recommendations.
- if necessary, meet separately with the Internal Audit Manager (position to be confirmed) to discuss any matters that the committee or internal audit believes should be discussed privately.

(d) **External Audit**

- review the external audit plan, including the nature and scope of the audit, timetable, coordination with Internal Audit, and ensure that no management restrictions are placed on the auditors.
- review the extent of non-audit services provided by external auditors in relation to their independence.
- review audit reports and provide advice to the Council on significant issues identified in audit reports and action taken on issues raised, including identification and dissemination of good practice.
- satisfy itself on action taken by management on high/significant issues raised, and implementation of external audit recommendations.
- if necessary, meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

(e) **Legislative & Organisational Compliance**

- ensure there is a system for monitoring compliance with relevant laws and regulations.
- review the findings of any examinations by regulatory agencies, and any auditor observations.

- review the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.

(f) **Risk Management**

- ensuring that management is implementing the NZIST's risk management plan/framework and policies of Te Pūkenga
- monitoring of risk assessments and the internal controls instituted
- ensuring that these assessments, policies and controls adequately cover key risk areas
- reporting to the Council on any incident involving fraud or other breakdown of ~~NZIST's~~the internal controls of Te Pūkenga
- reviewing the insurance program and making recommendations to the Council (including in relation to the annual renewal of policies), having regard to the business of ~~NZIST~~Te Pūkenga and the insurable risks associated with its business

(g) **Internal Reporting**

- report to the Council about committee activities, issues, and related recommendations.
- provide an open avenue of communication between internal audit, the external auditors, and the Council.

(h) **Group audit, risk and compliance issues**

Ensuring ~~NZIST~~Te Pūkenga is able to identify and act as necessary on risks and issues that may arise from subsidiaries through:

- oversight of subsidiary audit reports and recommendations, and monitoring the progress of subsidiaries in addressing audit recommendations
- oversight of subsidiary compliance issues
- oversight of subsidiary risks and risk mitigation
- reporting to Council on emerging subsidiary and ~~NZIST~~Te Pūkenga group audit, risk and compliance issues.

(i) Group Treasury Policy

- review, maintain and monitor the robustness and comprehensiveness of the Group Treasury Policy, including the delegations framework therein
- review and monitor the implementation of the Group Treasury Policy through receiving regular treasury reports
- receive and review issues raised by auditors (both internal and external) in respect of any significant weaknesses in the treasury function
- receive submissions from the Director, Finance notifying any matters of non-compliance with the Group Treasury Policy and reporting these to Council for review/approval
- annually receive the internal review of the Group Treasury Policy and recommend any changes to Council for approval
- receive the two yearly fundamental Policy review report and recommend any Group Treasury Policy changes to Council

(+)(i) Other Responsibilities

- perform other activities related to this Terms of Reference as requested by the Council.
- oversee special investigations as needed.

6. Council Reporting Obligations

- (a) The Committee Chair will report to the Council using the Council's agenda framework to prioritise those strategic and key issues that most concern the Council. The full minutes of the meetings of the Committee will be available to all Council members and the Committee Chair will respond to Council members' questions.

7. Approval

- (a) The Committee Chair shall approve any expenses incurred by the Council Chair.

8. Accountability

- (a) The Committee shall:
- self-assess its performance against these Terms of Reference on an annual basis.
 - confirm annually that all responsibilities outlined in these Terms of Reference have been carried out.
 - at its discretion, determine the requirement for an independent review, including the frequency and scope of such a review, to assess its performance against these Terms of Reference.

9. Review of the Terms of Reference

- (a) The Committee shall, on an annual basis (or as otherwise necessary), review and if appropriate, update these Terms of Reference for consideration and approval by the Council.

Approved by the ~~NZIST~~ Council of Te Pūkenga on ~~5 May 2020~~ March 2021

Murray W. Strong
Council Chairman

Signed: ~~20 May 2020~~ [insert]

DRAFT



Te Pūkenga

Te Pūkenga Council Meeting

2 March 2021

Agenda item number:	9
Provided by:	Phillip Jacques, Interim Director Finance
Title:	Approval for new Treasury bank accounts and signatories
For:	Approval

Recommendation

1. It is recommended the Council resolve to approve:
 - a) the establishment of bank accounts with the following banks for the purpose of placing term deposits in accordance with Te Pūkenga Treasury Policy:
 - i. ANZ Bank New Zealand Limited
 - ii. ASB Bank Limited
 - iii. Bank of New Zealand
 - iv. Westpac New Zealand Limited
 - v. The Honkkong and Shanghai Banking Corporation
 - vi. Kiwibank Limited
 - vii. Rabobank New Zealand Limited
 - b) the Chief Executive, Deputy Chief Executive Operations and Interim Director Finance be appointed as signatories to the above accounts.

Purpose

- The purpose of this paper is to provide the Council with supporting information for the request to open accounts with approved banks in order to manage the treasury function for Te Pūkenga group.

Background

- Te Pūkenga Treasury Policy was approved at the 2 February 2021 Council meeting.
- In order to manage group treasury term deposits within the parameters set in this policy Te Pūkenga will need to open deposit accounts with banks for the purpose of managing term deposits.

- As of January 2021, Te Pūkenga has the following approved bank counterparties:

Bank	S&P Credit Rating
ANZ Bank New Zealand Limited	A-1+/AA-
ASB Bank Limited	A-1+/AA-
Bank of New Zealand	A-1+/AA-
Westpac New Zealand Limited	A-1+/AA-
The Hongkong and Shanghai Banking Corporation	A-1+/AA-
Kiwibank Limited	A-1/A
Rabobank New Zealand Limited	A-1/A





Te Pūkenga

Te Pūkenga Council Meeting

2 March 2021

Agenda item number:	10.1
Provided by:	Gillian Hamilton, Council Secretariat
Title:	Approval from February 2021 meeting - Appointment of interim co-chair, Te Poari Akoranga
For:	Information

Recommendation

1. It is recommended the Council:
 - a) note the paper approved at the February 2021 meeting.

Situation

- The attached paper was approved at the February 2021 meeting. The Council requested this paper be added to the public agenda for the March meeting.



Te Pūkenga

Te Pūkenga Council Meeting

2 February 2021

Agenda item number:	13
Provided by:	Dr Angela Beaton, DCE Delivery and Academic
Title:	Appointment of interim co-chair, Te Poari Akoranga
For:	Approval

Recommendation

- It is recommended the Council:
 - a) approve the appointment of Dr Shane Edwards as a member and interim co-chair of Te Poari Akoranga.

Background

- Te Poari Akoranga advises Council on matters relating to work-based learning, courses of study or training, awards and other academic matters. Council may also delegate certain powers for Academic Board to exercise.
- This memo presents a recommended membership appointment to Te Poari Akoranga arising primarily from the need to appoint an interim co-chair with a strong understanding of Te Ao Māori and extensive experience in the application of mātauranga Māori in an academic context.
- Dr Edwards has been employed (fixed term, part time) as a Senior Quality and Academic Advisor during the transition and transformation phase.
- The following areas of speciality and knowledge were utilised to assess the suitability of prospective Poari Akoranga members:
 - In depth understanding of a range of vocational contexts and/or delivery modes.
 - Ability to partner positively and constructively with Māori
 - Commitment to and understanding of Mātauranga Māori
 - Ability to create an environment that pursues equitable outcomes
 - Ability to create mutually advantageous stakeholder relationships
 - Expertise in design and/or delivery of programmes of study or training packages or academic regulatory design experience (technical working experience)
 - Intra- and inter-institutional collaboration
 - Meeting external requirements
 - Regional experience and expertise
 - Post graduate expertise
 - Research and innovation
 - Regulatory body understanding
- Dr Edwards has extensive knowledge and experience across all nominated areas of speciality.