



## Te Pūkenga Work Based Learning Limited Board Meeting

|                                    |   |  |
|------------------------------------|---|--|
| <b>Date</b>                        | Tuesday, 22 February 2022   |  |
| <b>Time</b>                        | 12.30 – 3.30pm  |  |
| <b>Venue</b>                       | Zoom  |  |
| <b>Board Members</b>               | John Brockies (Chair)<br>Murray Strong<br>Grant Florence<br>Bryn Thompson<br>Maryann Geddes                   | Brian Warren<br>Mike King<br>Vanessa Eparaima<br>Andrew Clearwater |
| <b>Apologies<br/>In Attendance</b> | Toby Beaglehole (WBL Chief Executive)<br>Vaughan Payne (DCE Operations)<br>Lyn Butler (WBL Board Secretariat) |  |

### Opening Karakia

| Timings         | Open Agenda |  |
|-----------------|-------------|--|
|                 | 1.          | <b>Governance</b>  |
| 12.30 – 12.35pm | 1.1.        | Welcome & Apologies  |
|                 | 1.2.        | Register of Interests  |
|                 | 1.3.        | Register of Specific Interests   |
|                 | 1.4.        | Director’s Declaration of Interests – Andrew Clearwater (for approval) |
| 12.35 – 12.50pm | 1.5.        | Board Member Introduction – Andrew Clearwater                          |
|                 | 2.          | <b>Board Minutes</b>   |
| 12.50 – 12.55pm | 2.1.        | Minutes of the Open Board Meeting – 13 December 2021                   |
|                 | 2.2.        | Action Items Register - Open   |
|                 | 3.          | <b>Decision Items</b>  |
| 12.55 – 1.05pm  | 3.1.        | WBL Audit Committee Draft Terms of Reference                           |
|                 | 4.          | <b>Performance Reporting</b>   |
| 1.05 – 1.15pm   | 4.1.        | Chief Executive’s Verbal Update  |
| 1.15 – 1.25pm   | 4.2.        | People Wellbeing & Safety Report                                       |
|                 | 5.          | <b>Information</b>   |
|                 | 5.1.        | Te Pūkenga Supplemental Letter of Expectations                         |
|                 | 6.          | <b>General Business</b>  |
| 1.25 – 1.30pm   | 6.1.        | 2022 Meeting Venues  |
|                 | 7.          | <b>Formal motion for moving into Committee</b>                         |



Te Pūkenga

| Timings                     | Closed Agenda |   |
|-----------------------------|---------------|---|
|                             | 8.            | <b>Board Minutes</b>  |
| 1.30 – 1.40pm               | 8.1.          | Minutes of the Closed Board Meeting - 13 December 2021                    |
|                             | 8.2.          | Actions Items Register - Closed   |
|                             | 8.3.          | Ratification of Circular Resolution – 18 January 2022                     |
|                             | 9.            | <b>Decision Items</b>   |
| 1.40 – 1.45pm               | 9.1.          | BCITO Tenancy (Jason Hungerford)  |
|                             | 10.           | <b>Performance Reporting</b>  |
| 1.45 – 1.55pm               | 10.1.         | Chief Executive’s Verbal Update and KPIs                                  |
| 1.55 – 2.10pm               | 10.2.         | Quarterly Financial Reporting – Q4 2021 (Sean Kirk)                       |
| <b>Break: 2.10 – 2.15pm</b> |               |   |
|                             | 11.           | <b>Information/Discussion</b>   |
| 2.15 – 2.45pm               | 11.1.         | Business Division Review – Verna Niao, MITO                               |
| 2.45 – 2.55pm               | 11.2.         | Stage Gating Methodology & Integration Activity Summary (Toby Beaglehole) |
| 2.55 – 3.15pm               | 11.3.         | TITO Risk Management & Mitigations (Toby Beaglehole)                      |
| 3.15 – 3.20pm               | 11.4.         | TITO Transition Summary (Toby Beaglehole)                                 |
| 3.20 – 3.30pm               | 11.5.         | Te Pūkenga Treasury Function (Vaughan Payne/Phillip Jacques)              |
|                             | 12.           | <b>General Business</b>   |
|                             | 13.           | <b>Formal motion for moving out of Committee</b>                          |

**Closing Karakia**

## 1.1. Welcome & Apologies



Te Pūkenga

## Te Pūkenga Work Based Learning Board

### Register of Interests as at 22 February 2022

| Name  | Interest  |
|---|---|
| <p><b>John Brockies</b><br/>Chairperson</p> | <p><b>Director</b> Branz Inc, Branz Ltd, Branz Pty Ltd<br/> <b>Director</b> Resolve Group Ltd<br/> <b>Director</b> Walworth Ltd<br/> <b>Chair</b> Waiari Project Advisory Board (Tauranga City Council)<br/> <b>Chair</b> Te Maunga Project Advisory Board (Tauranga City Council)<br/> <b>Trustee</b> Natomi Family Trust<br/> <b>Director</b> Northland Polytechnic Limited (NorthTec)<br/> <b>Director</b> Te Pūkenga Council<br/> <b>Member</b> Australian Institute of Directors<br/> <b>Chair</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Independent Chair</b> Civic Centre Group (Tauranga City Council)</p> |
| <p><b>Murray Strong</b><br/>Member</p>      | <p><b>Chairperson</b> Centre of Digital Excellence<br/> <b>Director</b> National Infrastructure Service, Wellington<br/> <b>Director</b> Tai Poutini Polytechnic Limited (TPP)<br/> <b>Director</b> The Open Polytechnic of New Zealand Limited<br/> <b>Independent Chairman</b> Southern Lakes Events Investment Panel<br/> <b>Chairperson</b> Te Pūkenga Council<br/> <b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Independent Chairman</b> Digital Transformation Programme Board, New Dunedin Hospital, Southern District Health Board</p>  |
| <p><b>Mary-Ann Geddes</b><br/>Member</p>    | <p><b>Director</b> ServiceIQ<br/> <b>Director</b> Ara Institute of Canterbury Limited (Ara)<br/> <b>Director</b> Otago Polytechnic Limited<br/> <b>Director</b> Southern Institute of Technology Limited (SIT)<br/> <b>Director</b> Te Pūkenga Council<br/> <b>Member</b> Te Pūkenga Work Based Learning Limited Board</p>  |
| <p><b>Bryn Thompson</b><br/>Member</p>      | <p><b>Principal &amp; Director</b> Metalcraft Engineering Company Ltd<br/> <b>President</b> NZMEA<br/> <b>Principal</b> Cassem Holdings<br/> <b>Chair</b> Mancan<br/> <b>Shareholder &amp; Director</b> Avid Group Ltd<br/> <b>Chair &amp; Trustee</b> Canterbury Manufacturing Trust<br/> <b>Director</b> Ara Canterbury Institute Ltd<br/> <b>Chair</b> Ara Property Development Committee<br/> <b>Trustee</b> Otautahi Education Trust<br/> <b>Member</b> Te Pūkenga Work Based Learning Limited Board</p>   |
| <p><b>Brian Warren</b><br/>Member</p>       | <p><b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Director</b> Rock and Pillar Ltd<br/> <b>Board Member</b> Civil Trades Board (Division of CCNZ)</p>   |

|  |   |
|--|---|
| <p><b>Grant Florence</b><br/>Member</p>    | <p><b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Chief Executive</b> NZ Certified Builders Association<br/> <b>General Manager</b> Industry Training Association Building Incorp<br/> <b>Director</b> Building and Construction Training Fund<br/> <b>Managing Director</b> Halo Guarantees Limited</p>  |
| <p><b>Mike King</b><br/>Member</p>         | <p><b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Principal Shareholder &amp; Director</b> A2B Project Management Ltd<br/> <b>Employee &amp; Shareholder</b> Summerset Management Group<br/> <b>Director (Chair)</b> Building and Construction Training Fund<br/> <b>Member</b> New Zealand Institute of Building<br/> <b>Member</b> New Zealand Institute of Directors</p>   |
| <p><b>Vanessa Eparaima</b><br/>Member</p>  | <p><b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Member</b> Forestry and Wood Processing Industry Transformation Advisory Group<br/> <b>Director</b> Tuaropaki Power Company<br/> <b>Director</b> TPC Holdings<br/> <b>Director</b> Tuaropaki Kaitiaki Limited<br/> <b>Director</b> Te Pūia Tāpapa GP Limited<br/> <b>Trustee</b> Tuaropaki Trust<br/> <b>Member, Chair</b> Te Wānanga O Aotearoa<br/> <b>Director</b> Raukawa Asset Holding Company Limited<br/> <b>Director, Co-Chair</b> Cni Iwi Land Management Limited<br/> <b>Director</b> Cni Iwi Holdings Limited<br/> <b>Trustee</b> Cni Iwi Holdings Trust<br/> <b>Director, previous Chair</b> Raukawa Iwi Development Limited<br/> <b>Director</b> Eparaima Rental Limited<br/> <b>Director</b> Whakatika Limited<br/> <b>Director</b> Aroha Nui Properties Limited<br/> <b>Trustee, Secretary</b> Peggy Hapi Whānau Trust</p> |
| <p><b>Andrew Clearwater</b><br/>Member</p> | <p><b>Member</b> Te Pūkenga Work Based Learning Limited Board<br/> <b>Chair, Director</b> MITO<br/> <b>Trustee</b> MITO Charitable Trust</p>  |



# Poari o Te Pūkenga Work Based Learning Board Purongo I Report

22 February 2022

|                    |   |
|--------------------|---|
| <b>Title</b>       | <b>Director's Declaration of Interests Form – Andrew Clearwater</b> |
| <b>Provided by</b> | Lyn Butler, Board Secretary   |
| <b>For</b>         | Approval  |

## Te Taunaki | Recommendation(s)

It is recommended that the WBL Board:

|    |  |
|----|--|
| a. | Approve the Director's Declaration of Interest Form for Andrew Clearwater. |
|----|--|

## Background

Approval is sought for the attached signed Director's Declarations of Interest Form.

Directors' interests will be reported and updated at each Board Meeting with any changes notified to the Board Secretary as they occur.

Each member will be asked to complete and sign a declaration of interests to be formally approved by the Board on an annual basis.

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## Te Pūkenga Work Based Learning Limited Board

### Declaration of Interests Form

|                  |                   |
|------------------|-------------------|
| <b>Name:</b>     | Andrew Clearwater |
| <b>Position:</b> | Director          |

#### Declaration of Interests

Please complete and sign this form which seeks essential information on your personal and professional interests.

Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, or those of your close family and business partners to be identified and managed proactively.

**Actual conflict** of interest arises in a situation where financial or other personal or professional considerations compromise your objectivity, professional judgement, professional integrity and/or ability to perform your responsibilities.

**Potential or perceived conflict** of interest exists in situations where there is a close relationship, a financial interest, personal relationship or professional association with a third party such that your activities could appear to be biased against the organisation by the interest or the relationship.

The Board Secretariat is responsible for holding the Register of Interests which is available to the public. You will be asked to formally update and sign your declaration annually, however, under the principle of continuous disclosure, it is your responsibility to declare any further interests as they arise and ensure that your declaration is current. Ongoing responsibility for declaring and managing interests always rests with the individual.





**Notes on completing the form:**

**Name:** of company, partnership, body or organisation

**Nature of Interest** for instance are you an owner, shareholder, patron, employee, contractor, trustee, director, donor, or member

**Whose interest?** Please answer 'self' or 'other' – i.e. yourself, your immediate family or business partner

**Nature of Involvement:** Please answer whether the nature of your interest is a financial or non-financial one.

**Date:** what was the approximate date that the interest began

| Name                                     | Nature of Interest | Whose interest | Nature of involvement | Date       |
|--|--------------------|----------------|-----------------------|------------|
| Te Pūkenga Work Based Learning Limited   | Director           | Other          | Non-financial         | 01/01/2022 |
| MITO                                     | Chair & Director   | Other          | Non – financial       | 01/07/2016 |
| MITO Charitable Trust<br>(To be renamed) | Trustee            | Other          | Non - financial       | 01/02/2020 |
|  |                    |                |                       |            |
|  |                    |                |                       |            |
|  |                    |                |                       |            |

| Name              | Nature of Interest                                  | Nature of involvement                      | Date       |
|-------------------|---|--|------------|
| Andrew Clearwater | Deed of Indemnity executed on behalf of the Company | Indemnified person, as defined in the Deed | 01/01/2022 |

**Declaration & Agreement**

|  |  |                |
|--|--|----------------|
| <b>Declaration</b>   |  |                |
| I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith. If at any time following the submission of this declaration, I become aware of any actual or potential/perceived conflict of interest I will promptly advise the Chair and Board Secretariat. I understand that if the information is later found to be false, I may be subject to disciplinary proceedings. |  |                |
| Andrew Clearwater  |  | 15 / 12 / 2021 |



TePūkenga

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| Approved and signed by the Board Chair or in the case of the Chair, the Council Chair |           |       |  |
|---|-----------|-------|--|
| Print Name  | Signature | Date: | Further action required to mitigate the risk?<br>Yes                  No |

## 1.5. Board Member Introduction - Andrew Clearwater



# Te Pūkenga Work Based Learning Limited

## Minutes of Board Meeting Monday, 13 December at 9.00am

### Minutes

These are the minutes of a meeting of the Te Pūkenga Work Based Learning Board held on Monday, 13 December 2021 via Zoom.

### Present

|                      |                       |                  |
|----------------------|-----------------------|------------------|
| <b>Board Members</b> | John Brockies (Chair) | Mike King        |
|                      | Murray Strong         | Grant Florence   |
|                      | Bryn Thompson         | Vanessa Eparaima |
|                      | Brian Warren          |                  |

**Apologies** Maryann Geddes

**In Attendance** Toby Beaglehole (WBL CEO)  
Vaughan Payne (Deputy Chief Executive Operations, Te Pūkenga)  
Lyn Butler (WBL Board Secretariat)

### Quorum

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

### Open Agenda

### Karakia

The Chair opened the meeting with a karakia.

#### 1. Governance

##### 1.1 Welcome/Apologies/Notices

Apologies noted from Maryann Geddes, due to a longstanding commitment prior to this meeting being scheduled.

##### 1.2 Directors' Register of Interests

Brian Warren advised that he has now retired as a Director of Ashburton Contracting.

##### 1.3 Directors' Register of Specific Interests

Noted.

##### 1.4 Board Member Introduction – Vanessa Eparaima

Vanessa Eparaima provided a summary of her background including her strong connection to the marae and extensive travel locally and overseas for cultural group performances. Professional career includes working for IRD, tourism and marketing and joining TWoA in 2015.

Future opportunities include enhanced learning for students, and working alongside fellow Board members.



## Te Pūkenga

TWoA have spread and scale and are there for the whole of Aotearoa. Relationships and connections are critical for greater wellbeing for communities and seeking opportunities to work together. Pastoral care is also a key element and providing wrap around services as required. Critical that employers understand importance of early assistance for apprentices.

Social, cultural, location and access barriers are apparent. Generations of loss and resistance to Crown exists in many families, with the Treaty settlement process being extremely important to move people forward.

The Chair thanked Vanessa for her introduction and opportunity to link with TWoA in the future.

## 2 Board Minutes

### 2.1 Confirmation of Minutes of the Open Board Meeting held on 25 November 2021

Mike King advised that the amendment he requested at the last meeting should have been raised under the Closed Minutes rather than Open. This will be corrected accordingly.

#### **Resolved**

The WBL Board approved the Minutes of the Open Board Meeting of Work Based Learning Limited held on 25 November 2021 as a true and correct record of the meeting.

**Moved:** Mike King

**Seconded:** Bryn Thompson

**CARRIED**

### 2.2 Matters Arising from Previous Open Board Meeting

Noted.

## 3 Performance Reporting

### 3.1 Chief Executive's Verbal Update

The Chief Executive provided a verbal update on the WBL ELT recruitment process, acknowledging that any external appointments require Board approval, though there were none at this stage.

#### **Resolved**

The WBL Board received the Chief Executive's verbal update.

**Moved:** Mike King

**Seconded:** Brian Warren

**CARRIED**

### 3.2 People, Wellbeing & Safety Report

EAP usage and turnover was noted. The Board recommended that WDC data be excluded from future reporting.

#### **Resolved**

The WBL Board received the People, Wellbeing & Safety Report for November.

**Moved:** Grant Florence

**Seconded:** Brian Warren

**CARRIED**

## 4 General Business

None.

## 5 Resolution to Exclude Public in accordance with the Public Excluded Agenda.

It was 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



**Te Pūkenga**

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 noted 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  |
|------|--|---|--|
| 6.   | <b>Board Minutes</b>                                     |   |  |
| 6.1. | Minutes from Public Excluded Meeting of 25 November 2021 | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(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</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 that Te Pūkenga I is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 6.2. | Matters Arising from Previous Public Excluded Meeting    | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(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</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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).   |
| 7.   | <b>Decision Items</b>                                    |   |  |
| 7.1. | COVID-19   | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty   | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).   |
| 7.2. | WBL Board Committees                                     | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression   | That the public conduct of this item would be likely to result in the disclosure of information for which good reason for  |



Te Pūkenga

| 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  |
|------|---|--|--|
|      |   | of opinion by or between members of any organisation or employees of any organisation in the course of their duty  | withholding would exist under section 9 (noting that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).   |
| 7.3. | Integration Investment                          | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 8.   | <b>Performance Reporting</b>                    |  |  |
| 8.1. | Chief Executive's Update                        | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 9.   | <b>Information</b>                              |  |  |
| 9.1. | Service IQ Transfer Agreement                   | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 9.2. | TITO Transition Summary                         | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any   | 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 that Te Pūkenga is specified, in   |



**Te Pūkenga**

| 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  |
|---|---|---|--|
|   |   | organisation in the course of their duty<br><br>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities  | Schedule 2 of LGOIMA, as a body to which LGOIMA applies).  |
| 10.   | <b>General Business</b>                         |   |  |
| 10.1.   | Ideas & Opportunities                           | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty<br><br>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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| <p>The Chair also moved that certain employees from Te Pūkenga Work Based Learning Limited, namely Toby Beaglehole, Vaughan Payne and Lyn Butler 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.</p> <p>Moved: John Brockies<br/>           Seconded: Mike King</p> |   |   |  |

\_\_\_\_\_  
**John Brockies, Chair**

\_\_\_\_\_  
**Date**



## Te Pūkenga Work Based Learning Limited Board

### Open Action Items as at 22 February 2022

| Action # | Meeting Date | Agenda Item                           | Action   | Responsible        | Due Date        | Status                           |
|----------|--------------|---------------------------------------|--|--------------------|-----------------|----------------------------------|
| #6       | 27/10/21     | People Wellbeing & Safety Report      | <ul style="list-style-type: none"> <li>Preparation of further KPIs in areas of transition, key risk management and indicators relating to safety to be provided. (Sick Leave &amp; Employee Engagement will be included in future reporting).</li> </ul>   | Amanda Herron-Quan | February/ March | <b><i>On Agenda/ Ongoing</i></b> |
| #8       | 25/11/21     | People Wellbeing & Safety Report      | <ul style="list-style-type: none"> <li>The Board requested high level reporting of incidents and accidents, as well as alignment on critical risk exposures from Business Divisions. Consideration should also be given to pastoral care code implications, which Te Pūkenga are currently reviewing.</li> </ul> | Amanda Herron-Quan | February        | <b><i>On Agenda</i></b>          |
| #9       | 13/12/21     | Directors' Declaration of Interests   | <ul style="list-style-type: none"> <li>Brian Warren advised that he has now retired as a Director of Ashburton Contracting.</li> </ul>   | Board Secretary    | February        | <b><i>Complete</i></b>           |
| #10      | 13/12/21     | Open Board Minutes – 25 November 2021 | <ul style="list-style-type: none"> <li>Mike King advised that the amendment he requested at the last meeting should have been raised under the Closed Minutes rather than Open. This will be corrected accordingly.</li> </ul>   | Board Secretary    | February        | <b><i>Complete</i></b>           |
| #11      | 13/12/21     | People Wellbeing & Safety Report      | <ul style="list-style-type: none"> <li>The Board recommended that WDC data be excluded from future reporting.</li> </ul>   | Amanda Herron-Quan | February        | <b><i>Complete</i></b>           |

## Poari o Te Pūkenga Work Based Learning Board Purongo I Report

22 February 2022

|                    |   |
|--------------------|---|
| <b>Title</b>       | <b>WBL draft Audit Committee Terms of Reference</b> |
| <b>Provided by</b> | Sean Kirk, WBL Chief Financial Officer              |
| <b>For</b>         | <b>Approval</b>                                     |

### Te Taunaki | Recommendation(s)

It is recommended that the WBL Board:

|    |  |
|----|--|
| a. | Note that the draft WBL Audit Committee Terms of Reference are in alignment with the Te Pūkenga Governance Framework |
| b. | Approve the draft WBL Audit Committee Terms of Reference, noting that membership is to be confirmed                  |

### Background

WBL Board approved the establishment of a WBL Audit Committee at their December meeting and requested that Terms of Reference and proposed membership be considered at this meeting

The Board is also required to appoint a Committee Secretary.

## Te Pūkenga Work Based Learning Limited

### External Audit Committee Draft Terms of Reference

#### 1. Constitution

1.1. The Audit Committee shall be a committee of the Board established by the Board.

#### 2. Objective

2.1. The objective of the committee is to assist the Board in carrying out its duties in regard to financial reporting and legal compliance.

#### 3. Membership

3.1. Members of the committee shall be members of the Board. The committee will be three members, all of them, where possible, non-executive directors. The Chief Executive shall not be a member of the committee.

3.2. The Board shall appoint a non-executive director as Committee Chair, and this shall not be the Board Chair.

#### 4. Secretarial and Meetings

4.1. The secretary of the committee shall be appointed by the Board.

4.2. A quorum of members of the committee shall be two.

4.3. The committee may invite management including the Chief Financial Officer, and the external auditors, as it considers necessary to provide appropriate information and explanations.

4.4. All directors shall be entitled to attend meetings of the committee unless the committee chooses to hold a meeting without any company executives present. This means that executive directors cannot attend.

4.5. Reasonable notice of meetings and the business to be conducted shall be given to the members of the committee, all other members of the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditors.

4.6. Meetings shall be held not less than twice a year having regard to the company's reporting and audit cycle. Any member of the committee, the Chief Executive Officer, the Chief Financial Officer or the external auditors may request a meeting at any time if they consider it necessary.

4.7. Minutes of all meetings shall be kept.

#### 5. Responsibilities

- The responsibilities of the committee are as follows:
- liaison with external auditors;
- review of the annual audit plan with the external auditors;
- assessment of the performance of financial management;
- review of audit findings and the annual financial statements;
- review of interim financial information;
- review of accounting policies;

- oversight of compliance with statutory responsibilities relating to financial and other requirements;
- supervision of special investigations when requested by the Board.

In addition, the committee shall examine any other matters referred to it by the Board.

## **6. Authority**

- 6.1. The committee is authorised by the Board to investigate any activity within its Terms of Reference. It is authorised to seek any information it requires from any employee and all employees will be directed to co-operate with any request made by the committee.
- 6.2. The committee is authorised by the Board to obtain, at the expense of the company, outside legal or other independent professional advice and to arrange for the attendance at meetings, at the expense of the company, of outside parties with relevant experience and expertise if it considers this necessary.

## **7. Review of the Committee**

- 7.1. The committee shall undertake an annual self-review of its objectives and responsibilities.
- 7.2. Such objectives and responsibilities shall also be reviewed by the Board, the Chief Executive Officer, the Chief Financial Officer and any other person the Board considers appropriate.

## **8. Reporting Procedures**

- 8.1. The committee shall maintain direct lines of communication with the external auditors, the Chief Executive Officer, the Chief Financial Officer, and with management generally.
- 8.2. The Chief Executive Officer and the Chief Financial Officer shall be responsible for drawing to the committee's immediate attention any material matter that relates to the financial condition of the company, any material breakdown in internal controls, and any material event of fraud or malpractice.
- 8.3. After each committee meeting the Chairman shall report the committee's findings and recommendations to the Board.
- 8.4. The minutes of all committee meetings shall be circulated to members of the Board, the Chief Executive Officer, the Chief Financial Officer, the external auditors and to such other persons as the Board directs.
- 8.5. The Chairman shall present an annual report to the Board summarising the committee's activities during the year and any related significant results and findings.

## 4.1. Chief Executive's Verbal Update

## Poari o Te Pūkenga Work Based Learning Limited Pūrongo I Report

22 February 2022

|                    |  |
|--------------------|--|
| <b>Title</b>       | <b>People, Wellbeing &amp; Safety Report - January</b> |
| <b>Provided by</b> | Amanda Herron-Quan, WBL GM People & Culture            |
| <b>For</b>         | Review   |

### Te Taunaki | Recommendation(s)

It is recommended that the WBL Board:

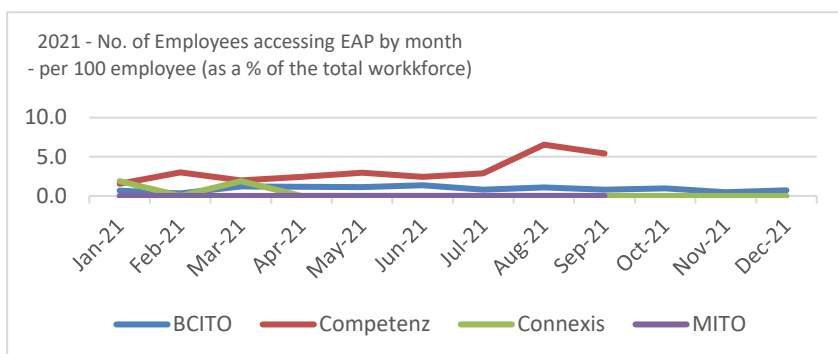
|    |   |
|----|---|
| a. | Receive the People, Wellbeing and Safety Report for January 2022. |
|----|---|

## Te Whare Tapa Whā

### Taha hinengaro

Mental & emotional

#### EAP Usage

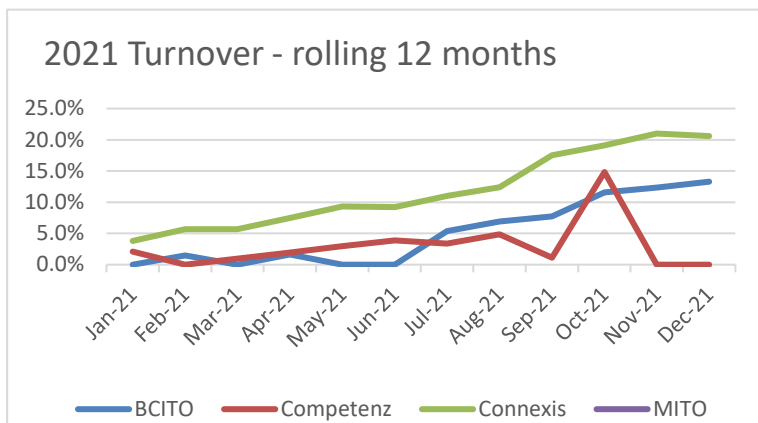


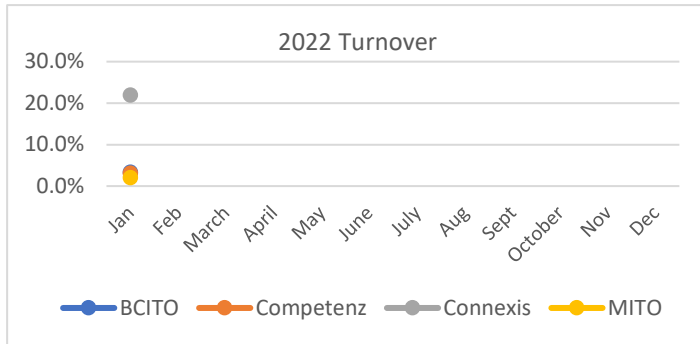
For the majority of WBL divisions, EAP usage remained steady through 2021, and into the start of 2022. This will be carefully monitored as we progress through the year.

### Taha tinana

Physical

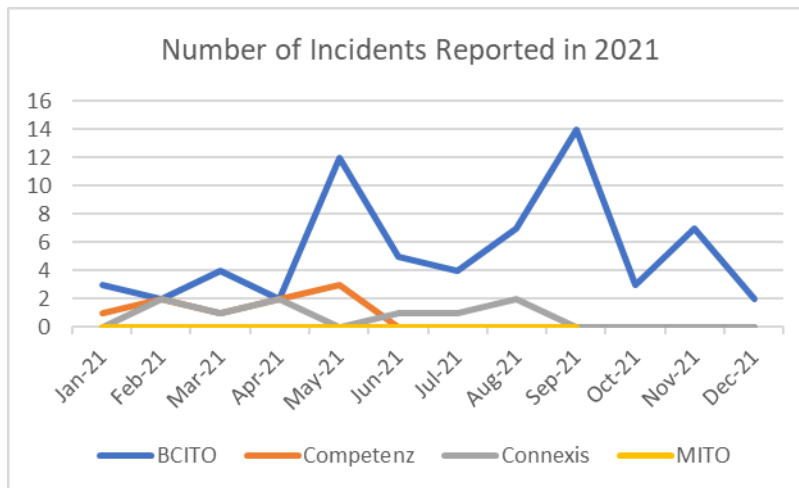
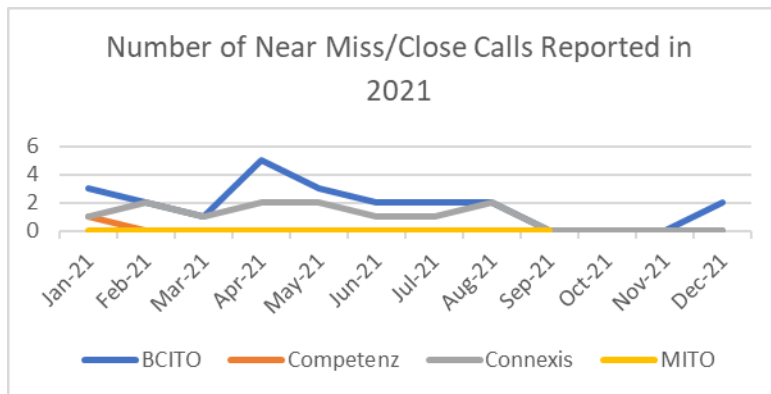
#### Turnover





Turnover of employees across WBL is generally at similar levels and on par with previous years. The spike in movement with Connexis this year, has been attributed to further movement across to the WDC and a tight labour market, particularly in Wellington.

### Incident and Close Call reporting



In this report we have provided a summary across the divisions of Close Call/Near Miss and Incidents.

### Covid-19 Update

Following the implementation of the WBL Covid Vaccination Policy, WBL employees had to the 1 February 2022 to provide evidence of their COVID Vaccination status. As of 2 February, 25 employees had not provided this information and were deemed to be unvaccinated, as per the policy. Directors of Divisions along with P&C, are currently working through individual processes with each of these employees. These will focus on the impact that their unvaccinated status has on their position.

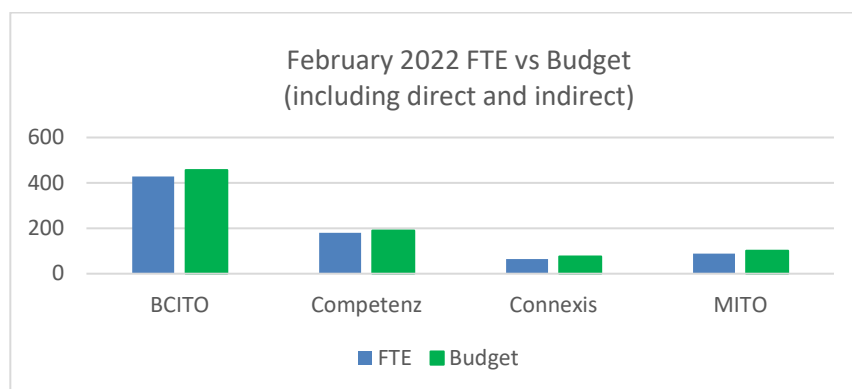
The work currently completed has illustrated a great collaboration across the divisions to develop a shared process, which will be important as we move forward.

### Critical Risks

Full details of identified W&S Critical Risks, their controls, and monitoring of these across the WBL are provided in the appendices of this report. There is some minor variation in the controls and mitigation activities across the divisions.

### Employee Numbers

The following graph provides details of employee numbers across each of the divisions. All divisions are currently actively engaged in recruitment activities for new employees.



### OTHER COMMENTARY

- We have begun development of the WBL People & Culture Work Plan, aligning with the Te Pūkenga People & Culture strategy and Workplan
- WBL GM P&C is now part of the wider Te Pūkenga HR Director Network and WBL H&S representatives have joined the Te Pūkenga Wellbeing, Health & Safety group. These are all important in ensuring the voice of WBL is part of these groups and supports our work to align to Te Pūkenga
- We are currently developing a WBL Employee survey to provide baseline reporting on employee engagement which will align with the Te Pūkenga employee survey



## Appendix 1: Wellbeing & Safety Critical Risks

| Critical Risk                               | Preventative controls  | Mitigating Controls   | Monitored by  |
|---|--|---|---|
| <b>Covid-19 positive person</b>             | <ul style="list-style-type: none"> <li>• Vaccinations / Booster (if required)</li> <li>• Good personal hygiene practices</li> <li>• Staying home when unwell</li> <li>• Face masks</li> <li>• Physical distancing</li> <li>• Traffic Light process/system</li> <li>• Signage and Comms</li> <li>• Isolation and WFH</li> </ul>   | <ul style="list-style-type: none"> <li>• Vaccinations / Booster (if required)</li> <li>• Testing- PCR</li> <li>• Isolating</li> <li>• Office Hygiene</li> <li>• Physical distancing</li> <li>• Traffic Light process/system</li> <li>• EAP</li> </ul>   | <ul style="list-style-type: none"> <li>• COVID Cases</li> </ul>   |
| <b>Loss of control of a vehicle</b>         | <ul style="list-style-type: none"> <li>• 5-Star safety ANCAP rated vehicles</li> <li>• Drivers license status and monitoring of this</li> <li>• Driving to the conditions</li> <li>• Wearing a seatbelt</li> <li>• Vehicles with ABS and 4WD Traction Control</li> <li>• Vehicles fitted with bluetooth/hands-free capability</li> <li>• Advanced Driver training</li> <li>• Specific online driver training modules</li> <li>• Regular servicing and WOF</li> <li>• 6-monthly visual audits as per Audit policy</li> <li>• Snow chains</li> <li>• day time running lights on vehicle</li> <li>• leased vehicle policy</li> <li>• Use of maps function on phone</li> <li>• Safe Driving Policy</li> <li>• Close call, Incident and Notifiable Event policy</li> <li>• Code of conduct policy</li> </ul>  | <ul style="list-style-type: none"> <li>• 5-Star safety ANCAP rated vehicles</li> <li>• Airbags</li> <li>• GPS roll over alert</li> <li>• Safety Cage</li> <li>• Vehicles with ABS and 4WD Traction Control</li> <li>• Wearing a seatbelt</li> <li>• Advanced Driver training</li> <li>• Specific online driver training modules</li> <li>• First Aid training</li> <li>• Good Sam First Aid app</li> <li>• Mobile phone</li> <li>• Vehicle fitted with immobiliser</li> <li>• Loss of Licence Policy</li> </ul> | <ul style="list-style-type: none"> <li>• GPS Reporting Monthly Reporting</li> <li>• Close Call &amp; Incident reporting</li> <li>• Driver Complaints</li> <li>• Overduration</li> </ul> |
| <b>Loss of control of a worksite hazard</b> | <ul style="list-style-type: none"> <li>• Visit virtually</li> <li>• Call ahead re PPE requirements / hazards on site</li> <li>• Perform 5x5 hazard identification</li> <li>• Site induction</li> <li>• Visiting a worksite Policy</li> <li>• Site Safe Training</li> <li>• Difficult Conversations training</li> <li>• Communication training</li> <li>• Personal Protective Equipment (PPE) Policy</li> <li>• Unsafe Site Policy</li> <li>• Sick leave can be used for mental health day</li> <li>• Talk with your manager</li> <li>• 1737 counsellor</li> <li>• GoodYarn training</li> <li>• Language Training e.g. Te Reo, Mandarin</li> <li>• Translator app</li> <li>• Emergency Management Policy</li> <li>• Stress management and EAP policy</li> <li>• Use road cone and hazard lights</li> <li>• Support phone lines and conversation starter documents</li> <li>• Performance and Training and Development Policies</li> </ul> | <ul style="list-style-type: none"> <li>• Trained first aiders</li> <li>• Talk with your manager</li> <li>• Call 111 or work</li> <li>• Working alone policy</li> <li>• Close call, Incident and Notifiable Event Policy</li> <li>• Rehabilitation Policy</li> <li>• Leave policies</li> <li>• Stress Management and EAP Policy</li> <li>• 1737 Counsellor</li> <li>• EAP services</li> <li>• PPE Policy</li> <li>• Site Safe Training</li> <li>• First Aid Kit policy</li> <li>• Code of conduct</li> </ul>     | <ul style="list-style-type: none"> <li>• Close Call &amp; Incident Reporting</li> </ul>   |
| <b>Loss of control of wellbeing</b>         | <ul style="list-style-type: none"> <li>• Conversations with Manager / Peers</li> <li>• Check-in 3 times a year</li> <li>• Mental Health Awareness Training for Managers</li> <li>• GoodYarn workshops for all</li> <li>• Access to EAP Services or alternative support</li> <li>• Resources on Waka Huia and W&amp;S Wellbeing support page incl 1737</li> <li>• Comms from top town about expectations and support</li> <li>• Pulse Check and W&amp;S Culture survey</li> <li>• Team events</li> <li>• Wellness Benefit</li> <li>• Wellbeing Initiatives</li> <li>• Sick leave can be used for mental health day</li> </ul>   | <ul style="list-style-type: none"> <li>• Access/referral to medical professional in addition to EAP Services</li> <li>• Wellness Benefit</li> <li>• Sharing work-load/ re-allocation of work</li> <li>• Drug &amp; Alcohol Policy</li> <li>• Rehabilitation plan</li> <li>• Ceasing Smoking policy</li> <li>• Annual leave</li> <li>• Support from manager and peers</li> </ul>   | <ul style="list-style-type: none"> <li>• Close Call &amp; Incident Reporting</li> <li>• EAP Usage</li> <li>• Sick Leave Levels</li> </ul>   |



**Te Pūkenga**

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11 February 2022

**For the attention of:**

The Board of Directors and Management of each Te Pūkenga subsidiary

Tēnā koutou

## **Supplemental Letter of Expectations (#1)**

We hope you enjoyed your well-deserved break over the holiday period.

At the outset, we would like to thank all board members for their ongoing willingness to perform this governance leadership role as part of the transformation of vocational education. We would also like to thank the management team in each subsidiary for their continued dedication and commitment to this sector, particularly in the current climate.

The purpose of this letter is to expand on the expectations set out in the 8 June 2021 Letter of Expectations (**June 2021 LoE**). From a governance perspective, this letter should be read in conjunction with the June 2021 LoE (which, in turn, should be read in conjunction with your subsidiary's company Constitution, the Operational and Financial Parameters Direction and any other direction issued by Te Pūkenga).

As you know, we are now on the final leg of the transition period over which we will complete the groundwork required to really start implementing the transformation envisaged by RoVE. By this time next year, we will be a single unified entity delivering vocational education and training<sup>1</sup>. In simple terms, our focus is on providing seamless integration of work-based, provider-based and online training that is well connected with the needs of industry and meets the outcomes of our Charter.

We acknowledge the ongoing collective effort, commitment and mahi from staff and stakeholders across the sector. We look forward to providing clarity on the future structure of Te Pūkenga and the Operating Model by mid-2022. We are aware of the pressing need to respond to and address the uncertainty that we know many across the network are experiencing during this period of change.

In the June 2021 LoE we said that a further LoE would be issued once the Operating Model was finalised, together with guidance as to the steps necessary to implement the governance transition needed to prepare for 31 December 2022 (paragraph 1.8). That intention remains the same.

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<sup>1</sup> With the exception of Te Pūkenga Work Based Learning Limited (WBL) which will continue as subsidiary entity until mid to late 2023. At the time of writing, the arranging training activities of four TITOs have been transferred into WBL; a commitment to transfer is in place with two further TITOs; there is commitment to transfer specific sectors and programmes from a further TITO and negotiations are underway with an eighth TITO.



However, as you know, the Operating Model is still being designed and the organisational chart is unlikely to be finalised until towards the end of Quarter 2 2022. We appreciate the need to provide a degree of clarity and so we are issuing this first supplemental letter of expectations now with the intention of issuing further supplemental letters of expectations / guidance as we move through 2022.

This letter elaborates on our current expectations in relation to priority number 5: **Transition educational services in a smooth and efficient manner**. In preparation for the integration of subsidiary operations over 2022, these supplemental expectations are targeted towards collaboration across all the enabling functions, risk management generally and relationship management in the international space.



## 1. Priority 5 - Transition educational services in a smooth and efficient manner

|      | Subject matter   | Context  | Expectation   |
|------|--|--|---|
| 1.1. | Resources to ensure the enabling functions are operationally ready to receive the ITPs at the time of dissolution. | <p>By the end of 2022, we need to have aligned the enabling functions across the network. This is to ensure processes are in place and we are prepared for network delivery from 1 January 2023. The efficient operation of the enabling functions (and the retention of staff within these functions) is critical to achieving a smooth and efficient transition of subsidiaries into Te Pūkenga. To ensure the enabling functions are best placed to support integration, management are designing a structure that could potentially accelerate the integration of some of the enabling functions into Te Pūkenga.</p> <p>The enabling functions currently being considered for “acceleration” (design and possible execution) are:</p> <ul style="list-style-type: none"> <li>a) Finance</li> <li>b) People and Culture</li> <li>c) Information Technology</li> <li>d) Marketing and Communications</li> <li>e) Legal and Risk</li> </ul> <p>The scope of the functions under review may change. Any acceleration will be subject to consultation and management at Te Pūkenga will work alongside the affected teams within your subsidiary to ensure they are supported in their</p> | <p>It will take time to complete the design of the enabling functions and effect the transfer of those functions into Te Pūkenga.</p> <p>Pending the formal integration of the enabling functions, the management of each subsidiary is expected to support and direct the enabling function resources within their subsidiary (by such name as they may be referred to) to engage constructively with the relevant Te Pūkenga lead and collaborate with them. The expectation is that these functions (as may be amended) will operate over 2022 in a manner that aligns with the strategic objectives set by Te Pūkenga for that function at a national level.</p> <p>To achieve this, each subsidiary is asked to include collaboration as a key performance indicator for relevant personnel.</p> <p>Details as to the form of collaboration and the requirements will be communicated separately by each function.</p> |



|      | Subject matter   | Context  | Expectation   |
|------|--|--|---|
|      |  | <p>journey into Te Pūkenga and understand the context, purpose, and opportunity that acceleration presents for them.</p> <p>A component of any acceleration will be to ensure that the needs of the subsidiary continue to be met through the new structure. It is not anticipated (at the time of writing) that any functions will be accelerated before the start of Quarter 2 2022.</p> |   |
| 1.2. | Contractual arrangements / commitments that post date 31 December 2022 | On dissolution of each subsidiary, Te Pūkenga will assume all rights and liabilities of each subsidiary.   | <p>To manage the risk of having multiple contracts with the same supplier / inconsistent contractual commitments, each subsidiary is expected to comply with the following:</p> <p>a) <b>International agreements (agents and institutional partners)<sup>2</sup></b>: a subsidiary must <b>not</b> enter into any of the following agreements without the approval of the Deputy Chief Executive Delivery and Academic or such person as delegated;</p> <p>i. any agency agreement in relation to the recruitment of international learners where the expiry date is beyond 31 December 2022. All agents will be asked to enter into a standard form agency agreement with Te Pūkenga from 1 January 2023 (there may be exceptions for brokers attached to specific institutional agreements. However, any deviation from the standard form agreement will be by exception only and again will require approval of the Deputy Chief Executive Delivery and Academic or such person as delegated);</p> <p>ii. any new institutional agreements;</p> |

<sup>2</sup> Please see section 1.3 below which sets out intended work in this space from a due diligence perspective.



|      | Subject matter                           | Context   | Expectation   |
|------|--|---|---|
|      |  |   | <p>iii. renewal of any existing institutional agreement beyond 31 December 2022.</p> <p>b) <b>Contracts / partner arrangements:</b> Each subsidiary is expected to enter into legal agreements that extend beyond 31 December 2022 only where it is in the best interests of Te Pūkenga to do so. What is in the best interests of Te Pūkenga can be determined by having regard to this Council’s five educational priorities as set out in the June 2021 LoE.</p> <p>c) <b>All of Government Agreements:</b> No further All of Government Agreements should be entered into without approval of the Head of the Finance function at Te Pūkenga.</p> <p>d) <b>National agreements:</b> Te Pūkenga is negotiating national agreements with certain suppliers / providers in order to enhance efficiency and leverage off our size. For example, a Master Relationship Agreement with New Zealand Defence Force (NZDF) is close to finalisation. Each subsidiary who provides services to NZDF is expected (and required by NZDF) to enter into the Master Relationship Agreement and provide services in the context of the agreement. Further national agreements will be agreed over 2022 and communicated to subsidiaries.</p> |
| 1.3. | Due Diligence in the International Space | Engagement and effective communication with international institutional partners of each subsidiary is paramount. An ITP International Forum has been established to ensure a consistent approach in this area. It is critical that Te Pūkenga completes a stock take of the relationships that need to be managed post 31 December 2022. | Each subsidiary is expected to support the completion of a spreadsheet that will be shared shortly by Te Pūkenga. The purpose of this is to compile information on all agreements with overseas institutions – this includes pathway agreements, agreements in relation to offshore delivery, study abroad and exchange agreements. The objective is to create a database of all international agreements and understand the impact of any pathway / articulation agreements on the unification of  |



|      | Subject matter       | Context   | Expectation  |
|------|----------------------|---|--|
|      |                      |   | programmes workstream and timing.  |
| 1.4. | Governance framework | Preparing for integration by 31 December 2022 at the latest and handing over of governance function in a manner to be confirmed by the ongoing work with the Operating Model and organisational chart.  | <p>At all times a subsidiary must comply with the requirements of the OFP Direction. It is not proposed that the March 2021 OFP is amended over the course of 2022. However, subsidiaries are asked to refer to and comply with the requirements of the updated Governance Framework Document <b>attached</b> in 2022 and adhere to the thresholds set out in that document in relation to capital spend.</p> <p>All Boards and management are expected to collaborate constructively with Te Pūkenga to ensure the Board’s strategic plan, and issues under review over 2022, are effectively communicated. The formal process to support this collaboration will be communicated over the course of 2022.</p>      |
| 1.5. | Risk management      | As stated in the June 2021 LoE, each subsidiary is expected to engage with us openly and early – No surprises, either way. The roll out of the Risk Framework has been successful to date and we thank you all for supporting your Risk Champions in supporting and leading the ongoing work in this space. | <p>Te Pūkenga has entered into a licence agreement for Protecht, an enterprise risk management software platform. Each subsidiary is expected to support and encourage the roll out of training of certain staff on Protecht, with the training being coordinated and managed by Te Pūkenga Risk team.</p> <p>We also reiterate the expectation that any actual or alleged fraud of corruption within a subsidiary is reported immediately to Te Pūkenga. This is to ensure that there is a central understanding of such risk and how it is being managed. As you know, any issues at subsidiary level pose a reputational risk to Te Pūkenga and so Te Pūkenga needs to be aware of those risks as they arise.</p> |



## 2. National policies

Finally, we would like to take the opportunity to respond to queries that have been raised as to the timing of Te Pūkenga adopting national policies that will support the functions and processes across Te Pūkenga from 1 January 2023 (and which will have an impact on operational change in the subsidiaries). To provide clarity, we confirm that:

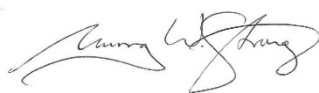
- 2.1. it is intended for a suite of national policies to be approved over time;
- 2.2. it is not possible for all policies to be standardised before 1 January 2023;
- 2.3. a grandparenting policy will be adopted by Te Pūkenga prior to 1 January 2023 which, in broad terms, will provide that if an issue arises in relation to a matter within the operations of a former subsidiary, the policy that will apply in the absence of a national policy is the policy of the former subsidiary immediately prior to it being dissolved;
- 2.4. where the policy of the former subsidiary does not provide adequate guidance for decision-making or the information is no longer applicable/workable in the new environment, a process will be put in place to connect with Te Pūkenga to ensure support is provided;
- 2.5. a “bible of national policies” will be maintained to ensure clarity over what national policies have been adopted and where the grandparenting policy applies.

## 3. Conclusion

The expectations set out in this letter are supplemental to those set out in the June 2021 LoE.

We again thank you all for your ongoing mahi and dedication to the reform. We look forward to working with you over 2022 to overcome the challenges and celebrate the successes that lie ahead. As mentioned above, we will issue further supplemental letters of expectation over the course of 2022.

Ngā manaakitanga, nā



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Murray W. Strong  
**Chair**



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Stephen Town  
**Chief Executive**

**Cc. Tim Fowler, Chief Executive, Tertiary Education Commission**





## 6.1. 2022 Meeting Venues (Verbal Item)

## Te Pūkenga Work Based Learning Limited

### Board 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  |
|------|---|---|--|
| 8.   | <b>Board Minutes</b>                                  |   |  |
| 8.1. | Minutes from Closed Board Meeting of 13 December 2021 | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(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</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 that Te Pūkenga I is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 8.2. | Action Items Register - Closed                        | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(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</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 that Te Pūkenga 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  |
|-------|---|---|--|
| 8.3.  | Ratification of Circular Resolution - 18 January 2022 | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(a) To protect the privacy of natural persons, including that of deceased natural persons</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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 9.    | <b>Decision Items</b>                                 |   |  |
| 9.1.  | BCITO Tenancy   | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 10.   | <b>Performance Reporting</b>                          |   |  |
| 10.1. | Chief Executive's Update & KPIs                       | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(a) To protect the privacy of natural persons, including that of deceased natural persons</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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 10.2. | Quarterly Financial Reporting                         | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty   | 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 that Te Pūkenga 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  |
|-------|---|--|--|
|       |   | Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities   |  |
| 11.   | <b>Information</b>                                      |  |  |
| 11.1. | Business Division Review                                | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 11.2. | Stage Gating Methodology & Integration Activity Summary | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 11.3. | TITO Risk Management & Mitigations                      | <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 11.4. | TITO Transition Summary                                 | Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by  | That the public conduct of this item would be likely to result in the disclosure of information for which good reason for  |

| 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  |
|-------|---|--|--|
|       |   | <p>or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> | <p>withholding would exist under section 9 (noting that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>  |
| 11.5. | Te Pūkenga Treasury Function                    | 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 that Te Pūkenga is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies). |
| 12.   | <b>General Business</b>                         |  |  |

The Chair will also move that certain employees from Te Pūkenga Work Based Learning Limited 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.