

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON FRIDAY
13 APRIL 2018**

C1 DIRECTOR RE-APPOINTMENT

A report advised that the term of Keith Cooper, one of the current directors of Dunedin City Holdings Limited (DCHL) and Dunedin City Treasury Limited (DCTL), was due for renewal and recommended the re-appointment of Mr Cooper for a term of 30 months until 30 September 2020.

Moved (Cr Mike Lord/Cr Doug Hall):

That the Council:

- a) **Re-appoints** Keith Cooper to the Board of Dunedin City Holdings Limited and the Board of Dunedin City Treasury Limited until 30 September 2020.

Motion carried (CNL/2018/037)

DIRECTOR RE-APPOINTMENT

Department: Finance

REASONS FOR CONFIDENTIALITY

Grounds:	S48(1)(a) - The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7.
Reason:	S7(2)(a) - The withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person.
In particular:	This report is confidential because the appointment of director is made public once the applicant has been notified of the decision.

EXECUTIVE SUMMARY

- The term of Keith Cooper, one of the current directors of Dunedin City Holdings Limited (DCHL) and Dunedin City Treasury Limited (DCTL), is due for renewal. This report recommends the re-appointment of Mr Cooper for a term of 30 months until 30 September 2020.

RECOMMENDATIONS

That the Council:

- Re-appoints** Keith Cooper to the Board of Dunedin City Holdings Limited and the Board of Dunedin City Treasury Limited until 30 September 2020.

BACKGROUND

- On an annual basis a review is carried out of the Board of DCHL. Changes can arise through retirements, as well as the normal rotation of Directors as required under the constitutions of the company.
- The terms of the other four directors of the Board are as below:

Director	Current term expires	Current term number
Graham Crombie (Chair)	17 October 2018	2 of possible 3
Kathy Grant	17 October 2018	2 of possible 3
Linda Robertson	30 June 2019	2 of possible 3
Quentin Hix	30 December 2020	1 of possible 3

- When considering appointments, an assessment is undertaken looking at the skill set required on the Board, actual skill set on the Board, performance of the Board and tenure of the Board members.

- 5 Keith Cooper was appointed to the Boards of DCHL and DCTL on 2 February 2015. He has completed his first term as a director of these companies.
- 6 The constitutions of DCHL and DCTL note that directors may be re-appointed at the expiry of their term of appointment, provided that no director may be appointed for more than three consecutive terms.

DISCUSSION

- 7 Keith Cooper was appointed to the Board of DCHL and DCTL in February 2015. Mr Cooper has only served one three year term and continues to make positive contributions to both companies.
- 8 Discussions have been held with Mr Graham Crombie, Chair of both companies, regarding the skill set required and the performance of the DCHL and DCTL Boards.
- 9 There was also a discussion about the need to stagger appointments to the Boards of DCHL and DCTL, so that no more than two of the five director terms are due to expire in any one calendar year. Two further DCHL and DCTL director terms are due to expire later in 2018. This report therefore recommends appointing Mr Cooper for a 30 month term, until 30 September 2020.
- 10 A September expiry date also allows DCHL's and DCTL's 2019-2020 financial year reporting to be completed before the expiry of the director term.

OPTIONS

Option One – Re-appoint Keith Cooper to the Boards of DCHL and DCTL for 30 months until 30 September 2020 (Recommended Option)

Advantages

- Provides ongoing continuity of operations for DCHL and DCTL.
- The company constitutions of DCHL and DCTL permit a shorter term of reappointment.
- Ensures that no more than two of the five DCHL and DCTL director terms expire in any one calendar year (assuming that future director appointments are for three year terms).
- Allows companies' 2019-2020 financial year reporting to be completed before the expiry of the director's term.

Disadvantages

- A 30 month term for a director may not be in line with Council's wishes.

Option Two – Re-appoint Keith Cooper to the Boards of DCHL and DCTL for a further three year term, the maximum provided by the constitution

Advantages

- Provides ongoing continuity of operations for DCHL and DCTL.
- The company constitutions of DCHL and DCTL permit a term of up to three years.

Disadvantages

- The expiry of the three year term would mean three of the five director terms would expire in 2021 (assuming that future director appointments are for three year terms).

Option Three – Do not reappoint Keith Cooper to the Boards of DCHL and DCTL

11 If this is the preferred option, then a reappointment process will be undertaken.

NEXT STEPS

12 If Council approve the recommended option, Mr Cooper and the DCHL and DCTL Boards will be advised in writing of the appointment for a 30 month term to 30 September 2020.

Signatories

Author:	Dave Tombs - General Manager Finance and Commercial
Authoriser:	Sue Bidrose - Chief Executive Officer

Attachments

There are no attachments for this report.

SUMMARY OF CONSIDERATIONS

Fit with purpose of Local Government

This report relates to providing an administrative function for the continuing operation of the Board of Dunedin City Holdings Limited and the Board of Dunedin City Treasury Limited.

Fit with strategic framework

	Contributes	Detracts	Not applicable
Social Wellbeing Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Economic Development Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Environment Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Arts and Culture Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3 Waters Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Spatial Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Integrated Transport Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Parks and Recreation Strategy	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Other strategic projects/policies/plans	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

There is no contribution to the Strategic Framework.

Māori Impact Statement

There are no known impacts for tangata whenua.

Sustainability

There are no known implications for sustainability.

LTP/Annual Plan / Financial Strategy /Infrastructure Strategy

There are no implications.

Financial considerations

There are no financial implications.

Significance

Not applicable – reporting only.

Engagement – external

There has been no external engagement.

Engagement - internal

There has been internal engagement with the Chief Executive Officer and Chair of Dunedin City Holdings Ltd and Dunedin City Treasury Ltd.

Risks: Legal / Health and Safety etc.

There are no identified risks.

Conflict of Interest

There are no conflicts of interest.

Community Boards

There are no implications for Community Boards.