

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON TUESDAY  
26 MARCH 2019**

**C4 APPOINTMENT OF DEPUTY CHAIR TO DUNEDIN CITY HOLDINGS LIMITED/DUNEDIN CITY  
TREASURY LIMITED**

A report from Finance advised that Council's recently approved *Procedure for Appointment and Remuneration of Directors to Dunedin City Holdings Limited* ("the Procedure") required Council to appoint a director of Dunedin City Holdings Limited ("DCHL") to the position of Chair and another to the position of Deputy Chair of the DCHL Board.

Mr Keith Cooper had been appointed to the position of Chair of DCHL in February 2019. The report recommended that Ms Kathy Grant be appointed to the position of Deputy Chair of DCHL for the remainder of her current term as a director of DCHL (ending 16 July 2021).

The report noted that Dunedin City Treasury Limited ("DCTL") currently did not have a Deputy Chair and it was recommended that Ms Kathy Grant also be appointed to the position of Deputy Chair of DCTL for the remainder of her existing term as director of DCTL, (ending 16 July 2021).

The General Manager Finance and Commercial (Dave Tombs) and Chief Executive Officer (Sue Bidrose) spoke to the report and responded to questions. Mr Tombs advised that the recommendation should also include that Ms Grant be appointed to the position of Deputy Chair of Dunedin Stadium Property Limited.

Moved (Cr Andrew Whiley/Cr Mike Lord):

That the Council:

- a) **Appoints** Ms Kathy Grant to the position of Deputy Chair of the Boards of Dunedin City Holdings Limited, Dunedin City Treasury Limited and Dunedin Stadium Property Limited until 16 July 2021.
- b) **Notes** that future changes of Board membership may result in DCHL asking for these appointments to be reviewed.

**Motion carried (CNL/2019/071)** with Cr Vandervis recording his vote against

## APPOINTMENT OF DEPUTY CHAIR TO DUNEDIN CITY HOLDINGS LIMITED/DUNEDIN CITY TREASURY LIMITED

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.

### EXECUTIVE SUMMARY

- 1 Council's recently approved *Procedure for Appointment and Remuneration of Directors to Dunedin City Holdings Limited* ("the Procedure") requires Council to appoint a director of Dunedin City Holdings Limited ("DCHL") to the position of Chair and another to the position of Deputy Chair of the DCHL Board.
- 2 Mr Keith Cooper was appointed to the position of Chair of DCHL in February 2019. This paper recommends that Ms Kathy Grant be appointed to the position of Deputy Chair of DCHL for the remainder of her current term as a director of DCHL (16 July 2021).
- 3 Dunedin City Treasury Limited ("DCTL") currently does not have a Deputy Chair and the recommendation of this paper includes appointing Ms Kathy Grant to the position of Deputy Chair of DCTL for the remainder of her existing term as director of DCTL, ending 16 July 2021.

### RECOMMENDATIONS

That the Council:

- a) **Appoints** Ms Kathy Grant to the position of Deputy Chair of the Boards of Dunedin City Holdings Limited and Dunedin City Treasury Limited until 16 July 2021.
- b) **Notes** that future changes of Board membership may result in DCHL asking for these appointments to be reviewed.

### BACKGROUND

- 4 The position of Deputy Chair of DCHL is currently vacant and is required to be filled.

## DISCUSSION

- 5 In accordance with the Procedure, the DCC Advisory Group (being the Mayor, Chair of Finance and CCO Committee, CEO and General Manager of Finance and Commercial) has considered and recommends the appointment of Ms Kathy Grant to the position of Deputy Chair of the Board of DCHL.
- 6 The appointment of Ms Kathy Grant to the position of Deputy Chair is also the preferred option of the DCHL Board.
- 7 Ms Kathy Grant has been a DCHL director since July 2012. In August 2018, Council voted to offer her a third term as DCHL director until 16 July 2021.
- 8 Work has commenced on filling a director vacancy that currently exists on the DCHL Board. Once the new director has been appointed the DCHL Board may reassess whether a change in Deputy Chair would be beneficial.
- 9 The table below shows the appointment, current terms and term expiry dates of current directors:

Director	First appointed	Current term	Term expires
Keith Cooper (Chair)	2 February 2015	2 <sup>nd</sup> term	30 September 2020
Kathy Grant	17 July 2012	3 <sup>rd</sup> term	16 July 2021
Linda Robertson	17 October 2013	2 <sup>nd</sup> term	30 June 2019
Quentin Hix	1 January 2018	1 <sup>st</sup> term	31 December 2020

## OPTIONS

### **Option One – Recommended Option: Appoints Ms Kathy Grant to the positions of Deputy Chair of the Boards of Dunedin City Holdings Limited and Dunedin City Treasury Limited until 16 July 2021**

#### *Advantages*

- Provides an experienced director to the positions of Deputy Chair of DCHL and DCTL.

#### *Disadvantages*

- This would be Ms Grant's last term and so the opportunity for succession planning is not taken.

### **Option Two – Appoints an alternative DCHL director to the positions of Deputy Chair of the Boards of Dunedin City Holdings Limited and Dunedin City Treasury Limited**

#### *Advantages*

- Provides an experienced director to the position of Deputy Chair of DCHL and DCTL.

#### *Disadvantages*

- Would result in the DCC Advisory Group preferred candidate not becoming Deputy Chair of DCHL and DCTL.
- Is contrary to the preference of the rest of the DCHL/DCTL Board.

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## **NEXT STEPS**

10 Council's decision will be advised to the relevant parties in writing.

## **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 direct contribution to the Strategic Framework. However, a poorly performing Holding Company would have significant negative consequences for Council.

***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***

A poorly performing Holding Company would have significant negative financial consequences for Council.

***Significance***

This decision is considered low in terms of Council's Significance and Engagement Policy.

***Engagement – external***

This recommendation has been discussed with the Chair of DCHL.

***Engagement - internal***

There has been internal discussion between the Mayor, Chair of Finance and CCO Committee, CEO and General Manager of Finance and Commercial.

***Risks: Legal / Health and Safety etc.***

There are no identified risks.

***Conflict of Interest***

There are no known conflicts of interest.

***Community Boards***

There are no known implications for Community Boards.