

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON TUESDAY
11 DECEMBER 2018**

C3 DUNEDIN CITY HOLDINGS GROUP APPOINTMENTS AND RE-APPOINTMENTS

A report from Dunedin City Holdings Ltd outlined the process undertaken to re-appoint two Directors to the Board of Dunedin Railways Ltd, a subsidiary of Dunedin City Holdings Ltd.

The General Manager Dunedin City Holdings (Jemma Adams) and General Manager Finance and Commercial (Dave Tombs) spoke to the report and responded to questions on the re-appointment process.

Moved (Cr Lee Vandervis/Cr Mike Lord):

That the Council:

- a) **Notes** the re-appointment of Geoff Thomas as Chair of Dunedin Railways Ltd, for a twelve month term commencing 14 December 2018; and
- b) **Notes** the re-appointment of Hon Stan Rodger as a Director of Dunedin Railways Ltd, for a twelve month term commencing 14 December 2018.

Motion carried (CNL/2018/158)

DUNEDIN CITY HOLDINGS GROUP APPOINTMENTS AND RE-APPOINTMENTS

Department: Dunedin City Holdings Ltd

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 This paper outlines the process to re-appoint two Directors to the Board of Dunedin Railways Ltd, a subsidiary of Dunedin City Holdings Ltd (DCHL).
- 2 The re-appointments are presented to Council for noting.

RECOMMENDATIONS

That the Council:

- a) **Notes** the re-appointment of Geoff Thomas as Chair of Dunedin Railways Ltd, for a twelve month term commencing 14 December 2018; and
- b) **Notes** the re-appointment of Hon Stan Rodger as a Director of Dunedin Railways Ltd, for a twelve month term commencing 14 December 2018.

DISCUSSION

- 3 The terms of Geoff Thomas (Chair) and Hon Stan Rodger (Director) on the Board of Dunedin Railways Ltd (DRL) are due to expire on 14 December 2018.
- 4 Mr Thomas and Mr Rodger are both currently serving their second terms, and are eligible for re-appointment.
- 5 DRL's constitution provides that two of the company's directors are appointed by Dunedin City Holdings Ltd (DCHL), two are appointed by the Otago Excursion Train Trust (OETT), the other shareholder of the company, and the final two are appointed jointly by DCHL and OETT.
- 6 Mr Thomas was appointed by DCHL, and Mr Rodger was appointed jointly by DCHL and OETT.

- 7 The Chair and General Manager of DCHL have held discussions with Mr Thomas, the Otago Excursion Train Trust, and the Board of DCHL, giving consideration to the following points:
- a) Performance of Directors and the needs of their Board as a whole;
 - b) Whether the skills of the Director add value to the work of the Board;
 - c) Whether there are other skills which the Board needs;
 - d) The maturity of the Board, and succession planning.
- 8 DRL is currently considering options for future development and business direction, and is engaging with both shareholders on potential investment opportunity. A shorter term than the three year maximum allowed by the constitution was therefore considered appropriate.
- 9 The DCHL Board resolved to re-appoint Mr Thomas, and DCHL and OETT resolved to jointly re-appoint Mr Rodger, to the Board of DRL for twelve month terms commencing 14 December 2018.
- 10 These re-appointments are presented to the Council for noting.

OPTIONS

- 11 Not applicable.

NEXT STEPS

- 12 Not applicable.

Signatories

Author:	Jemma Adams - General Manager, Dunedin City Holdings Ltd
Authoriser:	Dave Tombs - General Manager Finance and Commercial

Attachments

There are no attachments for this report.

SUMMARY OF CONSIDERATIONS***Fit with purpose of Local Government***

This report relates to a Council Controlled Trading Organisation.

Fit with strategic framework

	Contributes	Detracts	Not applicable
Social Wellbeing Strategy	☐	☐	☒
Economic Development Strategy	☐	☐	☒
Environment Strategy	☐	☐	☒
Arts and Culture Strategy	☐	☐	☒
3 Waters Strategy	☐	☐	☒
Spatial Plan	☐	☐	☒
Integrated Transport Strategy	☐	☐	☒
Parks and Recreation Strategy	☐	☐	☒
Other strategic projects/policies/plans	☐	☐	☒

There is no specific contribution.

Māori Impact Statement

There are no known impacts for tangata whenua.

Sustainability

There are no known impacts for sustainability.

LTP/Annual Plan / Financial Strategy / Infrastructure Strategy

Not applicable – reporting only.

Financial considerations

Not applicable – reporting only.

Significance

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

Engagement – external

There has been no external engagement outside DCHL and DIAL.

Engagement - internal

There has been no internal engagement.

Risks: Legal / Health and Safety etc.

There are no known risks.

Conflict of Interest

There are no known conflicts of interest.

Community Boards

There are no known implications for Community Boards.