

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

C6 DUNEDIN CITY HOLDINGS GROUP APPOINTMENTS AND RE-APPOINTMENTS

A report from Dunedin City Holdings Ltd provided an outline on the process used to appoint one new Director, and re-appoint four Directors, to subsidiary and associate companies of the Dunedin City Holdings Ltd (DCHL) Group.

Dunedin City Holdings Ltd Director (Keith Cooper), General Manager, Dunedin City Holdings Ltd (Jemma Adams) and the General Manager Finance and Commercial (Dave Tombs) spoke to the report and responded to questions on the appointment process.

Moved (Cr Andrew Whiley/Cr Chris Staynes):

That the Council:

- a) **Notes** the appointment of Jonathan Cameron to the Board of Dunedin International Airport Ltd, for a three year term commencing 31 October 2018;
- b) **Notes** the re-appointment of John Gallaher as Chair of City Forests Ltd, for a three year term commencing 1 November 2018;
- c) **Notes** the re-appointment of Michael Horne as a Director of City Forests Ltd;
- d) **Notes** the re-appointment of Trevor Kempton as a Director of Delta Utility Services Ltd; and
- e) **Notes** the re-appointment of Kevin Winders as a Director of Dunedin Venues Management Ltd.

Motion carried (CNL/2018/121)

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 appoint one new Director, and re-appoint four Directors, to subsidiary and associate companies of the Dunedin City Holdings Ltd (DCHL) Group.
- 2 The appointment and re-appointments are presented to Council for noting.

RECOMMENDATIONS

That the Council:

- a) **Notes** the appointment of Jonathan Cameron to the Board of Dunedin International Airport Ltd, for a three year term commencing 31 October 2018;
- b) **Notes** the re-appointment of John Gallaher as Chair of City Forests Ltd, for a three year term commencing 1 November 2018;
- c) **Notes** the re-appointment of Michael Horne as a Director of City Forests Ltd;
- d) **Notes** the re-appointment of Trevor Kempton as a Director of Delta Utility Services Ltd; and
- e) **Notes** the re-appointment of Kevin Winders as a Director of Dunedin Venues Management Ltd.

BACKGROUND

- 3 The Dunedin City Holdings Ltd Board holds responsibility for appointing Directors to its subsidiaries and associate companies.
- 4 In 2018 Director terms were due to expire at City Forests Ltd, Delta Utility Services Ltd (Delta), Dunedin Venues Management Ltd (DVML), Dunedin International Airport Ltd

(DIAL), Dunedin Stadium Property Ltd (DSPL), Aurora Energy Ltd (Aurora Energy) and Dunedin Railways Ltd (DRL).

- 5 This paper outlines appointments and re-appointments made to the Boards of City Forests Ltd, Delta, DVML and DIAL.
- 6 DSPL appointments were addressed in June 2018, when Council appointed Kathy Grant, Keith Cooper, Linda Robertson and Quentin Hix, and re-appointed Graham Crombie, to the Board of DSPL (CNL/2018/066).
- 7 Aurora Energy and DRL appointments will be addressed in coming weeks, and will be reported to Council for noting.

DISCUSSION

- 8 Stuart McLauchlan's term as a Director of Dunedin International Airport Ltd (DIAL) is due to end at DIAL's Annual General Meeting on 31 October 2018.
- 9 DCHL has sole responsibility to appoint a new Director to the Board, in accordance with DIAL's constitution, under which DCHL and the Crown each appoint two Directors. Treasury, as the Crown's representative, have been kept informed throughout the process.
- 10 DCHL engaged Sheffield to manage the process to recruit a new Director. The role was advertised online and in the *Otago Daily Times*. Applications were open for approximately two weeks and closed on 29 July 2018.
- 11 58 applications were received for the role. Long list and short list interviews were undertaken in August. Jonathan Cameron was identified as the preferred candidate.
- 12 Mr Cameron brings significant relevant experience and expertise to the DIAL Board. His background includes roles in the airline sector, corporate finance, and strategy. Mr Cameron is a former Head of Corporate Development and Planning – Corporate Finance at Air New Zealand, and has also held corporate finance roles at PwC and Ernst & Young. Mr Cameron is also a Board Member of Great Lake Taupō.
- 13 Reference and probity checks have been completed, and Mr Cameron has undertaken his due diligence.
- 14 The DCHL Board resolved to appoint Mr Cameron as a Director of DIAL on 20 September 2018, for a three year term effective from 31 October 2018.
- 15 The DIAL Board are responsible for appointing the Chair and Deputy Chair of the company, in accordance with the DIAL constitution. These appointments will be the first item of business at the company's next Board meeting following 31 October 2018.

Re-appointments to City Forests, Delta, and DVML

- 16 The terms of John Gallaher (Chair, City Forests Ltd), Mike Horne (City Forests Ltd), Trevor Kempton (Delta) and Kevin Winders (DVML) were also due to expire in late 2018.
- 17 Mr Gallaher, Mr Horne, Mr Kempton and Mr Winders are all eligible for re-appointment. Mr Gallaher, Mr Horne and Mr Kempton are currently serving their second terms. Mr Winders is currently serving his first term.
- 18 The Chair of DCHL held discussions with relevant Chairs and Board members regarding the contributions of Mr Gallaher, Mr Horne, Mr Kempton and Mr Winders, and reported back to the DCHL Board. Consideration was given 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.
- 19 The DCHL Board resolved to re-appoint Mr Gallaher, Mr Horne, Mr Kempton and Mr Winders to their respective Boards, all for three year terms commencing 1 November 2018.
- 20 These re-appointments, and the appointment of Mr Cameron outlined above, are presented to the Council for noting.

OPTIONS

- 21 Not applicable.

NEXT STEPS

- 22 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	☐	☐	☒

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.