

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON
WEDNESDAY, 30 JUNE 2021**

C8 DUNEDIN CITY HOLDINGS GROUP: DIRECTOR APPOINTMENTS AND RE-APPOINTMENTS

A report from Civic appended a Dunedin City Holdings Ltd report which provided an update on the appointment and reappointment of directors to the board of Aurora Energy Ltd; Dunedin Venues Management Ltd and Dunedin International Airport Ltd.

The Chair Dunedin City Holdings (Keith Cooper) spoke to the report and responded to questions.

Moved (Cr Mike Lord/Cr Rachel Elder):

That the Council:

- a) Notes the appointment of Simon Clarke to the board of Aurora Energy Ltd for a two- year term commencing 1 July 2021.
- b) Notes the appointment of Stephen Lewis to the board of Aurora Energy Ltd for a three- year term commencing 1 July 2021.
- c) Notes the re-appointment of Wendie Harvey to the board of Aurora Energy Ltd for a three-year term commencing 1 November 2021.
- d) Notes the re-appointment of Dylan Rushbrook to the board of Dunedin Venues Management Ltd, for a three-year term commencing 1 November 2021.
- e) Notes the re-appointment of Jonathan Cameron to the board of Dunedin International Airport Ltd, for a three year term commencing 1 November 2021.

Motion carried (CNL/2021/151)

DUNEDIN CITY HOLDINGS GROUP: DIRECTOR APPOINTMENTS AND RE-APPOINTMENTS

Department: Civic

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 The attached report from Dunedin City Holdings Ltd (DCHL) includes recommendations, and associated background information, for Council to note the appointment and re-appointment of directors.
- 2 These recommendations are in relation to:
 - the noting of two new appointments to the board of Aurora Energy Ltd; and
 - the noting of three re-appointments of Directors to DCHL Group Companies for a three-year term commencing 1 November 2021.

RECOMMENDATIONS

That the Council:

- a) **Notes** the appointment of Simon Clarke to the board of Aurora Energy Ltd for a two-year term commencing 1 July 2021.
- b) **Notes** the appointment of Stephen Lewis to the board of Aurora Energy Ltd for a three-year term commencing 1 July 2021.
- c) **Notes** the re-appointment of Wendie Harvey to the board of Aurora Energy Ltd for a three-year term commencing 1 November 2021.
- d) **Notes** the re-appointment of Dylan Rushbrook to the board of Dunedin Venues Management Ltd, for a three-year term commencing 1 November 2021.
- e) **Notes** the re-appointment of Jonathan Cameron to the board of Dunedin International Airport Ltd, for a three year term commencing 1 November 2021.

Signatories

Author:	Clare Sullivan - Manager Governance
Authoriser:	Sandy Graham - Chief Executive Officer

Attachments

	Title	Page
A	Dunedin City Holdings Group Appointments and Re-appointments	

SUMMARY OF CONSIDERATIONS

Fit with purpose of Local Government

This decision enables democratic local decision making and action by, and on behalf of communities.

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	☐	☐	☒

This decision has no direct impact on the Strategic Framework. Group companies do however, contribute to the framework as noted in their Statements of Intent.

Māori Impact Statement

There are no known impacts for tangata whenua.

Sustainability

There are no significant direct implications for sustainability.

LTP/Annual Plan / Financial Strategy /Infrastructure Strategy

There are no significant direct implications for the LTP, Annual Plan, Financial Strategy or Infrastructure Strategy.

Financial considerations

There are no financial implications.

Significance

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

Engagement – external

The board of DCHL have discussed these recommendations with the individuals concerned, other shareholders of subsidiary companies and Chairs of subsidiary companies as appropriate.

Engagement - internal

No internal engagement has been deemed necessary.

Risks: Legal / Health and Safety etc.

No risks have been identified as a result of accepting these recommendations.

Conflict of Interest

No conflicts of interest have been identified.

SUMMARY OF CONSIDERATIONS
<i>Community Boards</i> No implications for Community Boards have been identified.



DUNEDIN CITY HOLDINGS LIMITED

Report

TO: Dunedin City Council

FROM: Keith Cooper, Chair
Jemma Adams, General Manager

DATE: 14 June 2021

SUBJECT: Dunedin City Holdings Group Appointments and Re-appointments

SENSITIVITY **IN CONFIDENCE**

SUMMARY

This paper outlines the process to appoint two new directors to the board of Aurora Energy Ltd, and to re-appoint directors to the boards of Aurora Energy Ltd, Dunedin Venues Management Ltd and Dunedin International Airport Ltd.

The appointments and re-appointments are presented to Council for noting.

RECOMMENDATIONS

- 1 Dunedin City Holdings Ltd recommends that the Council **notes**:
 - a) the appointment of **Simon Clarke** to the board of Aurora Energy Ltd, for a two-year term commencing 1 July 2021;
 - b) the appointment of **Stephen Lewis** to the board of Aurora Energy Ltd, for a three-year term commencing 1 July 2021;
 - c) the re-appointment of **Wendie Harvey** to the board of Aurora Energy Ltd, for a three-year term commencing 1 November 2021;
 - d) the re-appointment of **Dylan Rushbrook** to the board of Dunedin Venues Management Ltd, for a three-year term commencing 1 November 2021; and
 - e) the re-appointment of **Jonathan Cameron** to the board of Dunedin International Airport Ltd, for a three-year term commencing 1 November 2021.

BACKGROUND

- 2 The Dunedin City Holdings Ltd (DCHL) board holds responsibility for appointing directors to its subsidiary and associate companies.
- 3 A diagram setting out terms of DCHL group directors is attached at Appendix 1.

DISCUSSION

New appointments to the board of Aurora Energy Ltd

- 4 A director vacancy arose at Aurora Energy Ltd this year due to the end of Brenden Hall's term on the board, and there was a further existing vacant position. This vacancy had been maintained since the last director recruitment for Aurora in 2018, when only one suitable candidate was identified. Filling the vacancy was not pursued further while Aurora focussed on preparing its CPP application.
- 5 An open application process was held for the role in March-April 2021, supported by Stimulus Consulting. 36 applications were received and four candidates interviewed by a panel comprising the Chair and Deputy Chair of DCHL, the Chair of Aurora Energy and Simon Telfer from Stimulus Consulting.
- 6 The panel identified **Simon Clarke** and **Stephen Lewis** as preferred candidates and recommend both be appointed to the Aurora Energy board. [REDACTED]
- 7 The DCHL board considered the panel's recommendation and appointed Mr Clarke and Mr Lewis to the Aurora Energy board, subject to the appointments being noted by Council.
- 8 The DCHL board believes Mr Clarke and Mr Lewis are strong candidates for the brief of technology, engineering and infrastructure asset management knowledge and experience, and believes they will bring new thinking and innovative skills to the Aurora board.
- 9 The DCHL board appointed Mr Clarke for two years, and Mr Lewis for three years, to fit with Aurora's existing term expiries and DCHL's Procedure preference that board appointments be staggered. Both directors will be eligible for re-appointments totalling a maximum of nine years' service under current policy settings.
- 10 Reference and probity checks have been completed for both candidates. Both candidates have also completed due diligence.

Re-appointments to the boards of Aurora Energy Ltd, Dunedin Venues Management Ltd and Dunedin International Airport Ltd

- 11 Three re-appointments have also been made across the DCHL Group for the 2021 calendar year, and are set out below for Council's information:
- 12 The DCHL board resolved to re-appoint:

Company	Director	First appointed	Re-appointment
Aurora Energy	Wendie Harvey	November 2018 (currently serving first term)	Three years commencing Nov 2021
Dunedin Venues Management Ltd	Dylan Rushbrook	August 2019 (currently serving first term)	Three years commencing Nov 2021
Dunedin International Airport Ltd (DIAL)	Jonathan Cameron (Chair)	November 2018 (currently serving first term)	Three years Commencing Nov 2021

- 13 DCHL considered each potential re-appointment with regard to the following factors, in accordance with policy:
 - a) number of years served;

•

- b) performance of the director and the needs of the board as a whole (including results of recent director or board performance evaluations);
- c) consultation with the Chair of the board;
- d) whether the skills of the director add value to the work of the board;
- e) whether there are other skills which the board needs;
- f) whether the director is a potential candidate for future Chair;
- g) whether the process offers an opportunity for increasing board diversity;
- h) succession planning; and
- i) whether knowledge of tikanga Māori may be relevant to the governance of the company.

NEXT STEPS

- 14 DCHL will provide a further update to Council on other DCHL Group appointments / re-appointments later in the calendar year.

APPENDICES

- 1. DCHL Group Director Terms Table (Includes appointments and re-appointments noted in this report)





DUNEDIN CITY HOLDINGS LIMITED

DCHL Group Director Terms

As at June 2021



DUNEDIN CITY HOLDINGS LIMITED

Dunedin City Treasury Ltd

2021	2022	2023	2024
Linda Robertson – Apptd 2013 Term 3 ends Jun 2022			
Chris Hopkins – Apptd 2019 Term 1 ends Jun 2022			
Richard Thomson – Apptd 2020 Term 1 ends Jun 2023			
Keith Cooper (C) – Apptd 2015 Term 3 ends Sep 2023			
Susie Johnstone – Apptd 2021 Term 1 ends Feb 2024			



DUNEDIN RAILWAYS

**DUNEDIN STADIUM
PROPERTY LTD**

**dunedin
venues**

**dunedin
AIRPORT**

Steve Thompson (C) – Apptd 2016 Term 2 ends Jun 2022			
Margaret Devlin – Apptd 2017 Term 2 ends Jul 2023			
Simon Clarke – Apptd 2021 Term 1 ends Jul 2023			
Stephen Lewis – Apptd 2021 Term 1 ends Jul 2024			
Wendie Harvey – Apptd 2018 Term 2 ends Oct 2024			
J Gallaher (C)			
Scott Mason – Apptd 2019 Term 1 ends Oct 2022			
Tim Mephram – Apptd 2013 Term 3 ends Nov 2022			
Alison Posa – Apptd 2019 Term 2 ends Oct 2023			
T Kempton			
Brian Wood (C) – Apptd 2016 Term 3 ends Oct 2022 (prior service at DCHL 2013-2017)			
Steven Grave – Apptd 2017 Term 2 ends Jul 2023			
Tony Allison – Apptd 2017 Term 2 ends Oct 2023 (other service at DIAL, CFL)			
DCHL directors as per terms above			
William Cockerill (C) – Apptd 2016 Term 2 ends Jun 2022			
DCHL directors as per terms above			
Adam La Hood – Apptd 2019 Term 1 ends Aug 2022			
Joanne Conroy – Apptd 2018 Term 2 ends Dec 2023			
Raewyn Lovett (C) – Apptd 2015 Term 3 ends Dec 2023			
Dylan Rushbrook – Apptd 2019 Term 2 ends Nov 2024			
Darin Cusack – Apptd 2019 Term 1 ends Oct 2022			
Jonathan Cameron – Apptd 2018 Term 2 ends Oct 2024			

■ new appointment will be required
under current policy settings