

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON
WEDNESDAY, 27 APRIL 2022**

C4 DIRECTOR VACANCY - DUNEDIN CITY HOLDINGS LIMITED

A report from the Executive Leadership Team sought approval to reappoint a current director for Dunedin City Holdings Limited while the process of recruiting a replacement was completed.

The Chief Executive Officer (Sandy Graham) and Chief Finance Officer (Gavin Logie) spoke to the report and responded to questions.

Moved (Cr Andrew Whiley/Cr Mike Lord):

That the Council:

- a) **Approves** the reappointment of Linda Robertson as a director of Dunedin City Holdings Limited (DCHL), Dunedin Stadium Property Limited (DSP) and Dunedin City Treasury Limited (DCTL) from 1 July 2022 to no later than 16 October 2022.
- b) **Notes** that the reappointment end date may be brought forward pending recruitment of a suitable replacement.
- c) **Notes** that this will be the final term for Ms Robertson as she would have completed a nine-year tenure as a director of DCHL and DCTL.
- d) **Notes** that recruitment of a replacement would commence immediately following agreement of the required skills and background by the appointment panel.

Motion carried (CNL/2022/023)

DIRECTOR VACANCY - DUNEDIN CITY HOLDINGS LIMITED

Department: Executive Leadership Team

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

- 1 This report seeks approval to reappoint a current director for Dunedin City Holdings Limited (DCHL) while the process of recruiting a replacement is completed.

RECOMMENDATIONS

That the Council:

- a) **Approves** the reappointment of Linda Robertson as a director of Dunedin City Holdings Limited (DCHL), Dunedin Stadium Property Limited (DSP) and Dunedin City Treasury Limited (DCTL) from 1 July 2022 to no later than 16 October 2022.
- b) **Notes** that the reappointment end date may be brought forward pending recruitment of a suitable replacement.
- c) **Notes** that this will be the final term for Ms Robertson as she will have completed a nine-year tenure as a director of DCHL and DCTL.
- d) **Notes** that recruitment of a replacement will commence immediately following agreement of the required skills and background by the appointment panel.

BACKGROUND

- 2 DCHL director Linda Robertson was appointed to the Board of DCHL on 17 October 2013.
- 3 The most recent reappointment was approved by Council at its meeting on Tuesday 26 March 2019.

Moved (Cr Andrew Whiley/Cr Mike Lord):

That the Council:

- a) **Approves** the reappointment of Linda Robertson as a director of Dunedin City Holdings Limited, Dunedin Stadium Property Limited and Dunedin City Treasury Limited for three year terms ending 30 June 2022.

Motion carried (CNL/2019/001)

- 4 The DCHL constitution includes the following clauses:
- 10.3 No person may be appointed as a Director for a term of more than three years.
 - 10.4 No person may be a director for more than 9 years (whether consecutive or not) unless resolved otherwise by Special Resolution.
- 5 Based on clause 10.4 Ms Robertson's tenure would end on 16 October 2022.
- 6 This will create a vacancy on the Board of Dunedin City Holdings Limited, (as well as Dunedin City Treasury Limited and Dunedin Stadium Property Ltd) as directors of DCHL also sit on the respective boards of these companies.
- 7 The process to recruit a replacement will commence immediately. In the meantime the proposed short term reappointment will allow board continuity while recruitment activities are completed.

DISCUSSION

- 8 The current board of DCHL is:

Keith Cooper (Chair)	Appointed 2 February 2015
Linda Robertson	Appointed 17 October 2013
Christopher Hopkins	Appointed 25 June 2019
Richard Thomson	Appointed 1 July 2020
Susie Johnstone	Appointed 1 March 2021

- 9 The main skills, knowledge and experience previously used for vacant director positions included:
- experienced director with strong understanding of governance roles
 - strategic focus
 - accounting and commercial experience
 - portfolio investment experience
 - links with iwi
 - knowledge of tikanga Maori and
 - leadership.
- Consideration may also be given to:
- Treasury and/or financing experience being skills of the incumbent
 - Diversity of membership of the Board.
- 10 The recruitment process, in accordance with the Procedure for Appointment and Remuneration of Directors of Dunedin City Holdings Limited policy, will be governed by the following panel:
- Mayor (or nominee)
 - Chair of Finance and CCO Committee
 - Chief Executive of DCC and
 - Chair of DCHL.
- 11 An external agency will be engaged to assist in the recruitment process, including providing guidance on shortlisting of candidates.
- 12 On completion of the recruitment process, a confidential recommendation report asking DCC to appoint a Director to the board will be prepared by the Chief Executive Officer based on information provided by the recruitment agency and will include:
- a summary of the agreed considerations,
 - a copy of the CVs of all shortlisted applicants and
 - the recommended candidate for appointment.

Option One – Recommended Option

- 13 Extend Linda Robertson's appointment through to 16 October 2022 while recruitment activities for a replacement are completed.

Advantages

- Provides continuity on the board while recruitment is carried out, including maintaining a membership of five directors
- Allows sufficient time for the recruitment process to be completed and a preferred candidate identified
- Allows for contingency if the new director is unable to start before the end of Ms Robertson's current tenure (30 June 2022).

Disadvantages

- None identified.

Option Two

- 14 Allow the number of directors to reduce to four while recruitment activities for a replacement for Linda Robertson are completed.

Advantages

- None identified.

Disadvantages

- Reduction in board membership including loss of skill set around Treasury and Financing functions.

NEXT STEPS

- 15 The recruitment panel will finalise candidate requirements and recruitment activities will commence.
- 16 A report will come to a future meeting of Council with a recommendation to appoint.

Signatories

Author:	Gavin Logie - Chief Financial Officer
Authoriser:	Sandy Graham - 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 Dunedin City Holdings Limited.

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, although the criteria for appointment could include consideration of relationships with iwi and knowledge of Tikanga Maori.

Sustainability

There are no implications for sustainability.

LTP/Annual Plan / Financial Strategy /Infrastructure Strategy

There are no direct implications.

Financial considerations

There are no direct financial implications.

Significance

This decision is considered low significance with regards the Council's Significance and Engagement Policy.

Engagement – external

Candidate advertising occurred through a number of forums.

Engagement - internal

The interview panel for this appointment will include: Mayor (or nominee), Chair of Finance and CCO Committee, Chief Executive of DCC and Chair of DCHL.

Risks: Legal / Health and Safety etc.

There are no identified risks.

SUMMARY OF CONSIDERATIONS***Conflict of Interest***

Members of the interview panel may have experience working with the preferred candidates but not in a way that created a conflict of interest.

Community Boards

There are no known implications for Community Boards.