

**MINUTE EXTRACT FROM THE NON-PUBLIC MINUTES OF THE COUNCIL MEETING HELD ON
THURSDAY, 30 JUNE 2022**

C4 DUNEDIN CITY HOLDINGS GROUP: DIRECTOR APPOINTMENTS AND RE-APPOINTMENTS

A report from Dunedin City Holdings Ltd included recommendations, and associated background information, for Council to note the appointment and re-appointment of Directors.

The Chairperson, Dunedin City Holdings Ltd (Keith Cooper) spoke to the appointments and responded to questions.

Moved (Cr Sophie Barker/Cr Christine Garey):

That the Council:

- a) Notes the appointment of Janice Fredric to the Board of Aurora Energy Ltd, for a term of two years and eight months commencing 1 July 2022.
- b) Notes the appointment of Peter Carnahan to the Board of Delta Utility Services Ltd, for a term of three years commencing 1 August 2022, and to Chair the company from 16 October 2022.
- c) Notes the appointment of Kate Bromfield to the Board of City Forests Ltd, for a term of two years commencing 1 September 2022.
- d) Notes the re-appointment of Scott Mason to the Board of City Forests Ltd, for a three-year term commencing 1 October 2022; and to Chair the company from 1 September 2022.
- e) Notes the re-appointment of Steve Thompson as the Chair of Aurora Energy Ltd, for a three-year term commencing 1 June 2022.
- f) Notes the re-appointment of William Cockerill as the Chair of Dunedin Stadium Property Ltd, for a three-year term commencing 1 June 2022.
- g) Notes the re-appointment of Adam La Hood to the Board of Dunedin Venues Management Ltd, for a three-year term commencing 27 August 2022.

Motion carried (CNL/2022/064)

DUNEDIN CITY HOLDINGS GROUP: DIRECTOR APPOINTMENTS AND RE-APPOINTMENTS

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.

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 three new appointments to the DCHL Group Companies; and
 - the noting of four re-appointments of Directors to DCHL Group Companies.

RECOMMENDATIONS

That the Council:

- a) **Notes** the appointment of Janice Fredric to the Board of Aurora Energy Ltd, for a term of two years and eight months commencing 1 July 2022.
- b) **Notes** the appointment of Peter Carnahan to the Board of Delta Utility Services Ltd, for a term of three years commencing 1 August 2022, and to Chair the company from 16 October 2022.
- c) **Notes** the appointment of Kate Bromfield to the Board of City Forests Ltd, for a term of two years commencing 1 September 2022.
- d) **Notes** the re-appointment of Scott Mason to the Board of City Forests Ltd, for a three-year term commencing 1 October 2022; and to Chair the company from 1 September

2022.

- e) **Notes** the re-appointment of Steve Thompson as the Chair of Aurora Energy Ltd, for a three-year term commencing 1 June 2022.
- f) **Notes** the re-appointment of William Cockerill as the Chair of Dunedin Stadium Property Ltd, for a three-year term commencing 1 June 2022.
- g) **Notes** the re-appointment of Adam La Hood to the Board of Dunedin Venues Management Ltd, for a three-year term commencing 27 August 2022.

Signatories

Author:	Gavin Logie - Chief Financial Officer
Authoriser:	Sandy Graham - Chief Executive Officer

Attachments

	Title	Page
A	Dunedin City Holdings Ltd Group Director Appointments and Re-appointments	
B	DCHL Group Director Terms as at 30 June 2022	

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

There are no known conflicts of interest.

Community Boards

There are no known implications for Community Boards.



DUNEDIN CITY HOLDINGS LIMITED

Report

TO: Dunedin City Council

FROM: Keith Cooper, Chair
Jemma Adams, General Manager

DATE: 22 June 2022

SUBJECT: Dunedin City Holdings Ltd Group Director Appointments and Re-appointments

SENSITIVITY **IN CONFIDENCE**

SUMMARY

This paper outlines the process Dunedin City Holdings Ltd (DCHL) has followed to appoint three new directors, and re-appoint four existing directors, to DCHL group companies. The appointments and re-appointments are presented to Council for noting.

RECOMMENDATIONS

- 1 Dunedin City Holdings Ltd (DCHL) recommends that the Council **notes**:
 - a) the appointment of **Janice Fredric** to the board of Aurora Energy Ltd, for a term of two years and eight months commencing 1 July 2022;
 - b) the appointment of **Peter Carnahan** to the board of Delta Utility Services Ltd, for a term of three years commencing 1 August 2022, and to Chair the company from 16 October 2022;
 - c) the appointment of **Kate Bromfield** to the board of City Forests Ltd, for a term of two years commencing 1 September 2022;
 - d) the re-appointment of **Scott Mason** to the board of City Forests Ltd, for a three-year term commencing 1 October 2022; and to Chair the company from 1 September 2022
 - e) the re-appointment of **Steve Thompson** as the Chair of Aurora Energy Ltd, for a three-year term commencing 1 June 2022;
 - f) the re-appointment of **William Cockerill** as the Chair of Dunedin Stadium Property Ltd, for a three-year term commencing 1 June 2022; and
 - g) the re-appointment of **Adam La Hood** to the board of Dunedin Venues Management Ltd, for a three-year term commencing 27 August 2022.

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

- 4 The following vacancies arose at DCHL group companies this year:
- a) A director vacancy at Aurora Energy Ltd (Aurora Energy), following the resignation of current director Margaret Devlin [REDACTED]
 - b) A Chair vacancy at Delta Utility Services Ltd (Delta), as current Chair Brian Wood has reached the maximum nine years' service within the DCHL Group;
 - c) A director vacancy at City Forests Ltd (City Forests), as current director Tim Mephram has reached the maximum nine years' service within the DCHL Group.
- 5 Open application processes were held for these roles in April / May. The table below sets out some data relating to those processes:

Company	Ad views	Applicants	Interviewed
Aurora Energy	988	10 <i>Of which 4 were women and 0 lived in Dunedin.</i> <i>75% of direct approaches made by our recruiter were to women.</i>	3
Delta	660	7 <i>Of which 2 were women, 0 lived in Dunedin</i> <i>60% of direct approaches made by our recruiter were to women.</i>	4
City Forests	1092	12 <i>Of which 4 were women, 3 lived in Dunedin</i> <i>36% of direct approaches made by our recruiter were to women.</i>	3

- 6 Shortlisted candidates were interviewed by a panel comprising the DCHL Chair Keith Cooper, another DCHL director Susie Johnstone, and the Chair of the relevant company, assisted by [REDACTED] Stimulus Consulting. The DCHL Chair and DCHL director then made recommendations to the DCHL board who made the appointment decisions.

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Re-appointments and transitions

- 9 Four re-appointments have also been made across the DCHL Group for the 2022 calendar year. The DCHL board has resolved to re-appoint:

Company	Director	First appointed	Re-appointment
Aurora Energy	Steve Thompson (Chair)	June 2016 (currently serving second term)	Three years commencing 1 Jun 2022
City Forests	Scott Mason To take over Chair role from 1 September (see below)	October 2019 (currently serving first term)	Three years Commencing 1 Oct 2022
Dunedin Stadium Property Ltd	William Cockerill (Chair)	June 2016 (currently serving second term)	Three years Commencing 1 Jun 2022
Dunedin Venues Management Ltd	Adam La Hood	August 2019 (currently serving first term)	Three years commencing 27 Aug 2022

- 10 DCHL considered each potential re-appointment with regard to the following factors, in accordance with policy:
- number of years served;
 - performance of the director and the needs of the board as a whole (including results of recent director or board performance evaluations);
 - consultation with the Chair of the board (where applicable);
 - whether the skills of the director add value to the work of the board;
 - whether there are other skills which the board needs;
 - whether the director is a potential candidate for future Chair;
 - whether the process offers an opportunity for increasing board diversity;
 - succession planning; and
 - whether knowledge of tikanga Māori may be relevant to the governance of the company.

City Forests Ltd Chair transition

- 11 In October 2021 Council approved the re-appointment of John Gallaher as Chair of City Forests. [REDACTED]
- 12 Mr Gallaher's re-appointment was proposed on the basis that Mr Gallaher would work with the DCHL board to identify the skillsets required and agree a replacement Chair and transition programme.
- 13 This has now been completed, and the DCHL board has appointed existing director Scott Mason to take over as Chair from 1 September. Mr Gallaher will remain a director of the company to allow a smooth transition before he retires from the company on 31 October.
- 14 Following the retirements of Mr Gallaher and Mr Mephram the City Forests board will return to its usual state of four directors.

NEXT STEPS

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

Keith Cooper	Jemma Adams
Chair, DCHL	General Manager, DCHL

APPENDICES

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

[REDACTED]



DUNEDIN CITY HOLDINGS LIMITED

DCHL Group Director Terms

As at 30 June 2022

Company	Director	Appointed	Term #	2022					2023					2024					2025									
				J	A	S	O	N	D	J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	
 DUNEDIN CITY HOLDINGS LIMITED Dunedin City Treasury Ltd	Chris Hopkins	24.06.2019	1																									
	Linda Robertson	17.10.2013	4																									
	Richard Thomson	01.07.2020	1																									
	Keith Cooper (C)	02.02.2015	3																									
	Susie Johnstone	01.03.2021	1																									
	Margaret Devlin	01.07.2017	2																									
	Simon Clarke	01.07.2021	1																									
	Stephen Lewis	01.07.2021	1																									
	Wendie Harvey	01.11.2018	2																									
	Steve Thompson	20.06.2016	3																									
	Janice Fredric	01.07.2022	1																									
	John Gallaher	26.10.2012	4																									
	Tim Mephram	09.12.2013	3																									
	Allison Posa	01.10.2019	2																									
	Phil Melhopt	01.02.2022	1																									
	Scott Mason	01.10.2019	2																									
	Kate Bromfield	01.09.2022	1																									
	Brian Wood* (C)	12.12.2016	3																									
	Steven Grave	01.07.2017	2																									
	Tony Allison*	01.11.2017	3																									
	Jane George	01.11.2021	1																									
	Peter Carnahan (C)	01.08.2022	1																									
	DUNEDIN RAILWAYS		DCHL Directors	As above																								
DUNEDIN STADIUM PROPERTY LTD		William Cockerill	07.06.2016	3																								
		DCHL Directors	As above																									
	Joanne Conroy*	01.01.2018	2																									
	Raewyn Lovett	01.01.2015	3																									
	Dylan Rushbrook	27.08.2019	2																									
	Adam La Hood	27.08.2019	2																									
		Darin Cusack	01.11.2019	1																								
Jonathan Cameron		31.10.2018	2																									

* has previously served at other DCHL group companies

= new appointment will be required under current policy settings