

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

C5 DIRECTOR VACANCY - DUNEDIN CITY HOLDINGS LIMITED

A report from Finance summarised the outcome of the process followed by the DCC Advisory Group regarding the appointment of a director to one of the vacant director positions at Dunedin City Holdings Limited, Dunedin City Treasury Limited, Dunedin Stadium Property Limited, and Dunedin Railways Limited.

The Mayor, Aaron Hawkins and the Chief Executive Officer, Sandy Graham spoke to the report and responded to questions.

Moved (Cr Mike Lord/Mayor Aaron Hawkins):

That the Council:

- a) **Approves** the appointment of Mr Tim Loan to the Boards of Dunedin City Holdings Limited, Dunedin City Treasury Limited, Dunedin Stadium Property Limited, and Dunedin Railways Limited, effective from Monday 3 October 2022, for a period of three years.
- b) **Confirms** that Linda Robertson will come off the boards of the companies on 16 October 2022.
- c) **Notes** that the DCC Advisory Group will revisit recruitment for the remaining vacancy over the next six months.

Division

That the Council

Votes by division.

For: Crs Sophie Barker, David Benson-Pope, Rachel Elder, Christine Garey, Carmen Houlahan, Marie Laufiso, Mike Lord, Jules Radich, Lee Vandervis, Steve Walker, Andrew Whiley and Mayor Aaron Hawkins (12).

Against: Nil

Abstained: Nil

The division was declared CARRIED by 12 votes to 0

Motion carried (CNL/2022/076)

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 summarises the outcome of the process followed by the DCC Advisory Group regarding the appointment of a director to one of the vacant director positions at Dunedin City Holdings Limited, Dunedin City Treasury Limited and Dunedin Stadium Property Limited.

RECOMMENDATIONS

That the Council:

- a) **Approves** the appointment of Mr Tim Loan to the Boards of Dunedin City Holdings Limited, Dunedin City Treasury Limited, and Dunedin Stadium Property Limited, effective from Monday 3 October 2022, for a period of three years.
- b) **Confirms** that Linda Robertson will come off the boards of the three companies on 16 October 2022 as per the resolution of Council (CNL/2022/023).
- c) **Notes** that the DCC Advisory Group will revisit recruitment for the remaining vacancy over the next six months.

BACKGROUND

- 2 A director position on the Boards of Dunedin City Holdings Limited (DCHL), Dunedin City Treasury Limited (DCTL) and Dunedin Stadium Property Ltd (DSPL) became vacant earlier this year following the resignation of Mr Chris Hopkins effective 24 June 2022.
- 3 Another director position on the Boards of DCHL, DCTL and DSPL will be vacant with Linda Robertson due to come off the boards in October 2022. This follows the resolution approved by Council at its meeting on 27 April 2022:

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/2022/001)

- 4 The DCC Advisory Group has identified and is recommending a candidate for Council to consider.

DISCUSSION

- 5 The current board of DCHL is:

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

- 6 In addressing the need to fill the vacant director positions, and in accordance with Council's Procedure for Appointment and Remuneration of Directors of DCHL:
- The DCC Advisory Committee comprising the Mayor, Chair of the Finance and CCO Committee, and DCC Chief Executive considered the skills, knowledge and experience required by Council for the vacant positions; and

- independent of the Council discussions, the Chair of DCHL consulted with the DCHL board to identify the skills, knowledge and experience they felt were required from the vacant position.
- 7 The main skills identified for the recruitment included:
- experienced director with strong understanding of governance roles,
 - general commercial acumen accompanied by a strategic focus,
 - understanding and commitment to DCC's obligations to Te Tiriti o Waitangi,
 - treasury/banking experience being the skills of Linda Robertson,
 - Local Body and/or regulated experience,
 - high standard of personal integrity,
 - an ability to work collaboratively and effectively,
 - clear communication skills,
 - sound judgement and decision making, and
 - links with iwi,
 - the position description also confirmed that DCHL and its shareholder DCC are advocates for diverse boards.
- 8 The DCC Advisory Group engaged [REDACTED] Stimulus Consulting Limited, to assist with the recruitment process. [REDACTED] is contracted by DCHL to assist with group director recruitment and has a working knowledge of the structure and operation of DCHL and its group companies.
- 9 The Procedure for Appointment and Remuneration of Directors of Dunedin City Holdings Limited policy sets out how the recruitment process will be managed. In line with the policy, a group was established, consisting of:
- Mayor
 - Chair of Finance and CCO Committee
 - Chief Executive of DCC and
 - Chair of DCHL.
- 10 The DCC Advisory Group received and reviewed 23 applications and agreed a short list of three candidates for interview. [REDACTED] supported the interview process.
- 11 [REDACTED] undertook reference and background checks on the preferred candidates, and all were satisfactory.
- 12 Following the interview process, the DCC Advisory Group is recommending the appointment of Mr Tim Loan to the Boards of DCHL, DCTL and DSPL. Mr Loan is the ex Deputy Chair of Invercargill City Holdings Ltd and ex Chief Financial Officer of SBS Bank. He has knowledge and experience required for the role, including accountancy, treasury, local government and governance experience.

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Option One – Recommended Option

- 13 Appoint Mr Tim Loan to the Boards of DCHL, DCTL and DSPL for a three year period effective from Monday 3 October 2022.

Advantages

- Fills one of the vacancies currently on the Boards of DCHL, DCTL and DSPL, with a strong candidate who has the skills and meets the criteria for these Board positions.
- Mr Loan provides a succession option.
- The recommended candidate is available for an immediate start.

Disadvantages

- None identified.

Option Two

- 14 Allow the number of directors to reduce to three and complete another recruitment process.

Advantages

- None identified.

Disadvantages

- The vacancy would need to be readvertise and a new recruitment process undertaken.
- There would be a reduction in board membership to an unsustainable level.

NEXT STEPS

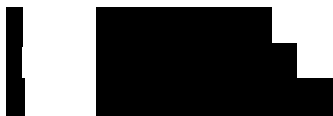
- 15 If approved by Council, the candidate will be formally offered the appointment and DCHL advised.
- 16 The DCC Advisory Group will consider next steps to fill the remaining vacancy on the boards.

Signatories

Authoriser:	Sandy Graham - Chief Executive Officer Aaron Hawkins - Mayor
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Attachments

Title	Page
	



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 included 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

An external consultant was engaged to assist in the recruitment process. Candidate advertising occurred through a number of forums.

Engagement - internal

The interview panel for this appointment included the Mayor, Chair of Finance and CCO Committee, Chief Executive of DCC and Chair of DCHL.

SUMMARY OF CONSIDERATIONS***Risks: Legal / Health and Safety etc.***

There are no identified risks.

Conflict of Interest

There are no known conflicts of interest.

Community Boards

There are no known implications for Community Boards.