



Unitec New Zealand Limited
(the Company)

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
(the Board)

Thursday, 25 February 2021 at 11.30 am

Minutes of the meeting of the Board of the Company held on Thursday, 25 February in the Boardroom at Unitec, 139 Carrington Road, Mt Albert, Auckland.

DIRECTORS

Peter Winder, Chair Robert Reid Ziena Jalil Andrew Lesa Steven Renata

APOLOGIES

Peter Parussini Monique Cairns

IN ATTENDANCE

Gus Gilmore - Chief Executive Simon Nash – DCE Learner Experience and Success
Michelle Teirney - DCE Operations Nick Sheppard – DCE Schools and Performance
Peseta Sam Lotu-liga - DCE Pasifika, Partnerships & Support Martin Carroll – DCE Academic
Kirsten Sargent – Interim DCE People & Culture (MIT) Jacky McManus – Interim DCE People & Culture (Unitec)
Antoinette Wood – Board Secretary (MIT) Lynnette Brown - Board Secretary (Unitec)
Wiremu Manaia – DCE Maori (MIT) Items 1 - 4.

OPEN SESSION

Karakia – Wiremu opened the meeting with a karakia

1. **Welcome & Apologies**

The apologies for absence were received from Peter Parussini and Monique Cairns.

The Chair welcomed everyone to the meeting and, on behalf of the Board thanked the Executive for their willingness to engage and provide leadership at this difficult and challenging time. The Board were reminded that, in the context of the changes, provision of vocational education for learners that benefit them, their whanau and community is at the core of all decision-making. He encouraged the Executive to participate in the meeting through frank and open dialogue, valuing their contribution to the decision-making process.

1.1. **Disclosure of Interests Register**

No conflicts with matters on the agenda were declared.

Peter Winder declared changes to his interests as follows:

Addition: Operating Theatre Trust aka Tim Bray Productions - Trustee

Ziena Jalil declared changes to her interest as follows:

Remove: Auckland Tourism, Events and Economic Development (ATEED)

Addition: DNA Designed Communications Ltd – Director

1.2. **Meeting Schedule 2021**
The meeting noted the Meeting Schedule for 2021

1.3. **Committees of the Board**
The meeting noted the Committees of the Board

2. **Minutes of the meeting held 26 November 2020**
The Board noted the minutes.

Resolved:

The Board approved the minutes of the Unitec NZ Ltd Open Board Meeting held on 26 November as a true and accurate record of the meeting.

Moved: P Winder

Seconded: Z Jalil

CARRIED

2.1. **Matters arising**
There were no matters arising

3. **Action List**
There were no items on the action list.

4. **Chief Executive's Report (Verbal Update)**
The Chief Executive provided a verbal update to the meeting, in particular:

1. Recognised the efforts of both institutes for the year-end financial result which was better than budgeted.
2. Enrolments for 2021 remain strong.
3. The apology made to all staff and copy of the Te Pūkenga pledge was tabled in response to the issues in respect of co-governance, co-leadership, and ELT integration.
4. Further to the apology the ELT have been meeting with the schools and service centres, noting that the engagements to date have engendered a genuine response from staff and this process will follow with engagement with MIT staff.

The Chair noted that this is the first formal meeting of the Board since the recent events unfolded, and therefore it is important that the Board reaffirm their commitment to Te Noho Kotahitanga (TNK). It is entirely appropriate that the Board endorse the apology from the Chief Executive and re-affirm its commitment to upholding the Te Tiriti obligations and the values of Te Noho Kotahitanga, and formally endorse the Pledge and the undertakings that were made by Te Pūkenga on the Board's behalf as part of that process. Further, the Board reinforced that this is not a matter of symbolism, but a very sincere apology and reaffirmation to the commitment. On this basis the following resolution was proposed and agreed.

Resolved:

The Board:

1. Endorsed, supported, and associated itself with the apology from the Chief Executive to staff; and
2. Reaffirmed its commitment to the values of Te Noho Kotahitanga; and
3. Endorsed and committed itself to the Pledge of Te Pūkenga.

Moved: P Winder

Seconded: A Lesa

CARRIED

The Board discussed the draft Tāmaki Makaurau Strategy and noted that recent events had meant that progress on this had slowed. The Chief Executive confirmed his commitment to getting consultation on the draft Strategy underway and noted the interest from the Regional Skills and Leadership Group. The Board encourages and expects wide-ranging robust discussion, engagement, and feedback as part of the consultation process.

Resolved:

The Board received the verbal update from the Chief Executive.

Moved: P Winder

Seconded: S Renata

CARRIED

5. **Health and Safety Report**

Management provided a verbal update on activities related to the Covid-19 lockdown and confirmed that Unitec will continue to operate within Ministry of Health and Ministry of Education guidelines. The Board requested further information in respect of the gender balance and pay equity, and a report is to be provided at its April meeting.

The Board noted the cultural safety concerns raised during recent activities.

Resolved:

The Board received the Health and Safety report.

Moved: P Winder

Seconded: A Lesa

CARRIED

Action 1: Reports on gender balance and ethnic diversity of staff, and pay equity to be provided to the Board at the April meeting.

6. **Reports and Minutes from Committees**

6.1. **Unitec Academic Committee Report & Minutes from the Meetings Held 4 Nov & 2 Dec 2020**

The Board received the update from the Academic Committee and specifically the questions arising out of the committee's discussions on the ELT Integration.

In response the Board:

1. Committed to the process of communicating to staff following each meeting to provide transparency to the key decisions and discussions; and
2. Advised that Te Tumu position, the Rūnanga, and the co-leadership model is unable to be progressed at this time due to the absence of dialogue with those that are key to the decision-making e.g. Te Rōpu Mataara; and
3. Reaffirmed its commitment and willingness to engage on these matters in an open and transparent manner that will enable progress; and
4. Advised that five candidates have been nominated by mana whenua across Auckland for the Board vacancy and this is progressing towards the final stage - the appointment to the Unitec Board is one that is made by Te Pūkenga Council.

The Chair further stated that, in the spirit of engagement and transparency, he and others of the Board as their availability allows, commit to attending the next meeting of the Academic Committee on 24 March for a free and frank expression of current and future-planned activities.

Management provided an update to the current situation in respect of micro-credentials.

Resolved:

The Board received the Academic Committee Minutes for 4 Nov and 2 Dec 2020 and updates from February 2021 meeting

Moved: P Winder

Seconded: A Lesa

CARRIED

Action 2: Extend invitation to the Board to attend the next hui of the Academic Committee on 24 March

6.1.1. Unitec Changes to Academic Committee Terms of Reference

The Board received the paper.

Resolved:

The Board approved the changes to the Academic Committee Terms of Reference.

Moved: P Winder

Seconded: S Renata

CARRIED

6.2. Unitec/MIT Student 2020 EPI Summary

The Board sought further information around actions and plans to address the falling course completion rates. The sharing of best practice and initiatives across both MIT and Unitec should go some way to addressing this area, noting that course completion rates provide the best measure of success.

The Board has asked that the Māori Success Report (2018-2022) and Pacifica Success report (2018 – 2022) be included in future board papers.

Resolved:

The Board noted the information in the Unitec/MIT Student 2020 EPI Summary report.

Moved: P Winder

Seconded: Z Jalil

CARRIED

7. For Information

7.1. Correspondence

Resolved:

The Board received the following correspondence:

- Unitec Email – Pouroto Ngaropo – Ngā Kaitiaki
- Office of the Auditor General – Resignation

Moved: P Winder

Seconded: R Reid

CARRIED

8. *Formal Motion for Moving into Closed Session*

As Chair, I move that the public be excluded from the remainder of the meeting. This resolution will be made in reliance on section 48(1) of the Local Government Official Information and Meetings Act 1987 (**LGOIMA**) and the particular interests protected by section 9 of the Official Information Act 1982 which would be prejudiced by the holding of the relevant parts of the proceedings of the meeting in public.

The general subject of each matter to be considered while the public is excluded, the reason for passing the resolution in relation to each matter and the specific grounds under section 48(1) of LGOIMA for the passing of the resolution are as follows:

Agenda Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
11.	Confidential Minutes of the meeting held 26 November 2020	Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).

Agenda Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
		to prejudice the commercial position of the person who supplied or who is the subject of the information	
11.1.	Matters Arising	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
12.	Action List	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
13.	Chief Executive’s Report	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
14.	Financial Reports		

Agenda Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
14.1.	Financial Reports – December 202 and January 2021	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
14.2.	Going Concern	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
15.	Items for Approval		
15.1.	Group Debt Financing and Transactional Banking	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
15.1.1.	Group Debt Financing Resolutions	Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting

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		<p>course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
15.2.	Capital Expenditure Budget Shift – B108 Project	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
15.3.	Electricity Supply Contracts 2021 - 2024	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
15.4.	Unitec - Southern Cross Agreement	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>

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16.	Reports and Minutes from Committees		
16.1.	Audit and Compliance Committee Minutes of the meeting held 18 June 2020	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
16.2.	Approval: Audit and Compliance Committee Terms of Reference	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
16.3.	MIT Academic Committee Closed Minutes of the meeting held 3 February 2021	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
17.	For Information		

Agenda Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
17.1.	Capital Projects	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
17.1.1.	Unitec Property Update (Verbal)	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
17.2.	ConCOVE Report	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).

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		Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty	
17.2.1.	ConCOVE Annual Plan Report	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
17.3.	Enrolment Update	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
17.4.	MIT Status of Audit Recommendations	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting

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		<p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	<p>the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>

And that Chief Executive Gus Gilmore and members of the Executive Leadership Team be permitted to remain at the meeting. after the public has been excluded, because of their knowledge in relation to the above items, together with Lynnette Brown and Antoinette Wood for their support of the activities of the Board. This knowledge, which will be of assistance in relation to the matters above to be discussed, is relevant to those matters because they have assisted in the preparation of such matters.

Moved: P Winder
 Seconded: R Reid
CARRIED

The open session concluded at 1.00 pm.
Nick Sheppard and Jacky McManus left the meeting.
 The public excluded session commenced at 1.30pm and concluded at 3pm.



Peter Winder, Chair 25 March 2021