



**Inaugural Meeting of the
Board of Directors of
Unitec New Zealand Limited**

Thursday, 2 April 2020

Unitec New Zealand Limited

(the Company)

MEETING OF THE BOARD OF DIRECTORS

Date: 2 April 2020
Time: 11.25 am
Venue: By Zoom Video Conferencing

Directors:

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

OPEN AGENDA

Item	Subject
1.	Karakia
2.	Welcome/Apologies/Notices
3.	Register of Interests
4.	Call for and discussion of minor items not on the Agenda
5.	Discussion of items under "Noted" in proposed First Board Meeting Resolutions
6.	Decision Items – Resolutions in proposed First Board Meeting Resolutions <ul style="list-style-type: none"> • Company administration matters (First Board Meeting Resolution 1) • Directors' matters (First Board Meeting Resolutions 2 to 9) • Existing Statutes and Regulations (First Board Meeting Resolution 10) • Confirmation and Updating of Existing Delegations (First Board Meeting Resolution 11) • Academic Committee (Resolution 12) • Board Committees/Sub-Committees (Resolution 13) • Execution of resolutions by electronic signature and counterparts (Resolution 14)
7.	Information Items
7.1.	<ul style="list-style-type: none"> • Covid-19 Status Report • Update • Action Plan

	<ul style="list-style-type: none"> Incident Management Team
7.2.	Property Update
7.3.	Health and Safety Report
8.	Appendices
	Unitec NZ Ltd Constitution
	Operational and Financial Parameters
	Notice of Approval
	Letter of Support
	Closing Karakia



Karakia Timatanga

Manawa mai te mauri nuku
Manawa mai te mauri rangi
Ko te mauri kai au
He mauri tipua
Ka pakaru mai te pō
Tau mai te mauri
Haumi e, Hui e, Taiki e!

Opening Prayer

Embrace the power of the earth
Embrace the power of the sky
The power I have
Is mystical
And shatters all darkness
Cometh the light
We are united, progressing forward!

Notices of Meeting

On Unitec website and Newspaper circulation

Unitec New Zealand Limited

Unitec New Zealand Limited – Notice of 2 April Meeting

NOTICE IS HEREBY GIVEN that a meeting of the Unitec New Zealand Limited Board will be held on 2 April 2020, at 11.25am at Mt Albert Campus, Carrington Road, Entry 4, Building 110.

Lynnette Brown
BOARD SECRETARY

First Published on 24 March 2020

Unitec New Zealand Limited – Updated Notice of 2 April Meeting – Audio Visual

As at 1 April 2020, Unitec Institute of Technology will become a limited liability company (to be known as Unitec New Zealand Limited) and wholly-owned subsidiary of the New Zealand Institute of Skills and Technology (NZIST). In light of Covid-19 the 2 April Board meeting will now be held by Zoom commencing at 11.25am. Please contact Lynnette Brown lbrown@unitec.ac.nz if you would like to attend, and log-in details will be provided to you. The agenda and associated reports for the 2 April Board meeting can be inspected at least two working days beforehand by emailing Lynnette Brown. In light of Covid-19, they will not be available for inspection at our offices.

First Published on 26 March 2020

Unitec New Zealand Limited Board Membership



Disclosure of Interest Register as at April 2020

Name	Interest	Nature of Interest	Date
Peter Winder	McGredy Winder & Co Ltd	Director / Shareholder	2010
	The Sound of Music Education Ltd	Director / Shareholder	2004
	Manukau Institute of Technology Ltd	Director and Chair	1 April 2020
	Unitec New Zealand Ltd	Director and Chair	1 April 2020
	State Services Commission, Risk and Audit Committee	Member	August 2015
	McGredy Winder Family Trust	Trustee & Beneficiary	2012
	Council of NZ Institute of Skills and Technology	Member	1 April 2020
Peter Parussini	ANZ Bank New Zealand Limited	Employee	2011
	Southern Cross Campus	Chair	2010
	Southern Cross Campus	Trustee	2008
	Australian Institute of Company Directors	Member	2017
	Radio New Zealand	Governor	2019
	Latisana Family Trust	Trustee & Beneficiary	2017
	Lignano Ltd	Shareholder & Director	2019
Monique Cairns	The New Zealand Home Loan Company Limited	Deputy Chair	May 2018
	Lotto NZ	Independent Director	May 2017
	SPCA Auckland	Independent Director	March 2016
	The Northern Club	Committee Member	June 2018
	Caribou Consulting Limited	Executive Director	December 2015
	New Zealand Institute of Directors	Member	February 2013
	Australian Institute of Company Directors	Member	February 2020
	Auckland Art Gallery	Member	Self
	Monstar Trust	Trustee & Beneficiary	Self
	The Almo Trust	Trustee & beneficiary	Self, family
	The Kaihere Trust	Trustee	Family
	Cairns Family Trust	Beneficiary	Self, family
BoatCo R3500-5 Limited	Shareholder	Self	
Robert Reid	FIRST Union	President	2011
	Forest Industry Safety Council	Board member	2016
	The Southern Initiative (Auckland Council)	Consultant	2018
	Service IQ	Board member	2013
	Workforce Development Council Design Process	Reference Group	2020
	Pillars Inc	Auckland Manager	2018
Ziena Jalil	Auckland Tourism, Events and Economic Development (ATEED)	Director	Nov 2019
	Cancer Society Auckland Northland	Trustee	Sept 2019
	New Zealand Asian Leaders	Advisory Board Member	Feb 2016
	Athene Collaborative Limited	Director / Shareholder	Feb 2018
	New Zealand Institute of Directors	Member	July 2016
	Global Women	Member	Aug 2019
Fale (Andrew) Lesa	Auckland Conservation Board	Member	
	Child & Youth Mortality Review Committee	Member	

Unitec New Zealand Limited Board Meeting - Register of Interests

	Oranga Tamariki	Senior Advisor	
	Philanthropy New Zealand	Member	
Steven	Kiwa Digital	Co-Owner/Chief Executive	2016
Renata	INNOV8HQ	Co-Owner/Director	2016
	New Zealand Defence Industry Association	Member	2019
	Mangaiti Marae	Trustee	2018



Unitec New Zealand Limited Declaration of Interests Form

Name:	Peter David McGredy Winder
Position:	Chair and Director

Please complete and sign this form which seeks essential information on your personal and professional interests. Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, and those of Unitec to be identified and managed proactively. Responsibility for declaring and managing interests always rests with the individual.

The secretary is responsible for holding the Register of Interests, which is available to the public, and considered at each Unitec New Zealand Board meeting. You will be asked to formally update and sign your declaration annually, however, under the principle of continuous disclosure, it is your responsibility to declare any further interests as they arise and ensure that your declaration is current.

For further information on managing and declaring your interests please see Unitec's Conflict of Interest Policy.

Explanation:

Name/Entity: *Company, partnership, body or organisation*

Nature of Interest: *Owner, shareholder, patron, employee, contractor, trustee, director, donor or member*


Whose interest: *Self, your immediate family, or business partner*

Date: what was the approximate date that the interest began?

Name/Entity	Nature of Interest	Whose Interest	Date
McGredy Winder & Co Ltd	Director & Shareholder	Self	June 2010
Council of New Zealand Institute of Skills and Technology	Council member	Self	1 April 2020
Manukau Institute of Technology Ltd	Director and Chair	Self	1 April 2020
Unitec New Zealand Ltd	Director and Chair	Self	1 April 2020
State Services Commission Risk and Audit Committee	Member	Self	August 2015
The Sound of Music Education Ltd	Director & Shareholder	Self	2004
McGredy Winder Family Trust	Trustee & Beneficiary	Self	Jan 2012



Declaration & Agreement

Declaration		
I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:		Date: 31 March 2020



Unitec New Zealand Limited Declaration of Interests Form

Name:	Robert Reid
Position:	Board Member

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Explanation:

Name/Entity: *Company, partnership, body or organisation*

Nature of Interest: *Owner, shareholder, patron, employee, contractor, trustee, director, donor or member*


Whose interest: *Self, your immediate family, or business partner*

Date: what was the approximate date that the interest began?

Name/Entity	Nature of Interest	Whose Interest	Date
FIRST Union	President	Self	2011
Forest Industry Safety Council	Board member	Self	2016
The Southern Initiative (Auckland Council)	Consultant	Self	2018
Service IQ	Board member	Partner	2013
Workforce Development Council Design Process	Reference Group	Partner	2020
Pillars Inc	Auckland Manager	Partner	2018



Declaration & Agreement

Declaration I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:		Date: 1 April 2020



Unitec New Zealand Limited Declaration of Interests Form

Name:	Steven Renata
Position:	Board Member

Please complete and sign this form which seeks essential information on your personal and professional interests. Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, and those of Unitec to be identified and managed proactively. Responsibility for declaring and managing interests always rests with the individual.

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For further information on managing and declaring your interests please see Unitec's Conflict of Interest Policy.

Explanation:

Name/Entity: *Company, partnership, body or organisation*

Nature of Interest: *Owner, shareholder, patron, employee, contractor, trustee, director, donor or member*

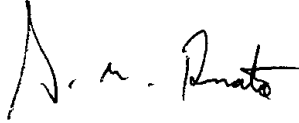
Whose interest: *Self, your immediate family, or business partner*

Date: what was the approximate date that the interest began?

Name/Entity	Nature of Interest	Whose Interest	Date
Kiwa Digital	Co-Owner/Chief Executive	Whanau	2016
INNOV8HQ	Co-Owner/Director	Whanau	2016
New Zealand Defence Industry Association	Member	Company	2019
Mangaiti Marae	Trustee	Whanau	2018



Declaration & Agreement

Declaration I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:		Date: 30 March 2020



Unitec New Zealand Limited Declaration of Interests Form

Name:	Ziena Nitasha Jalil
Position:	Director

Please complete and sign this form which seeks essential information on your personal and professional interests. Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, and those of Unitec to be identified and managed proactively. Responsibility for declaring and managing interests always rests with the individual.

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For further information on managing and declaring your interests please see Unitec's Conflict of Interest Policy.

Explanation:

Name/Entity: *Company, partnership, body or organisation*

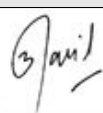
Nature of Interest: *Owner, shareholder, patron, employee, contractor, trustee, director, donor or member*

Whose interest: *Self, your immediate family, or business partner*

Date: what was the approximate date that the interest began?

Name/Entity	Nature of Interest	Whose Interest	Date
Auckland Tourism, Events and Economic Development (ATEED)	Director	Self	1 Nov 2019
Cancer Society Auckland Northland	Trustee	Self	12 Sept 2019
New Zealand Asian Leaders	Advisory Board Member	Self	25 Feb 2016
Athene Collaborative Ltd	Director / Shareholder	Self	28 Feb 2018
NZ Institute of Directors	Member	Self	July 2016
Global Women	Member	Self	Aug 2019

Declaration & Agreement

Declaration		
I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:		Date: 31 Mar 2020



Unitec New Zealand Limited Declaration of Interests Form

Name:	Peter Parussini
Position:	Director

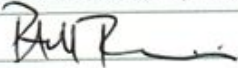
Please complete and sign this form which seeks essential information on your personal and professional interests. Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, and those of Unitec to be identified and managed proactively. Responsibility for declaring and managing interests always rests with the individual.

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For further information on managing and declaring your interests please see Unitec's Conflict of Interest Policy.

Name/Entity	Nature of Interest	Whose Interest	Date
ANZ Bank New Zealand Ltd	Employee	Self	2011
Southern Cross Campus	Chair	Self	2010
Southern Cross Campus	Trustee	Foundation	2008
Australian Institute of Company Directors	Member	Self	2017
Radio New Zealand	Governor	Self	2019
Latisana Family Trust	Trustee & Beneficiary	Self & family	2007
Lignano Ltd	Shareholder & director	Self & wife	2019

Declaration & Agreement

Declaration	
I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.	
Signature:	
	Date: 1/4/2020



Unitec New Zealand Limited Declaration of Interests Form

Name:	Monique Cairns
Position:	Board member

Please complete and sign this form which seeks essential information on your personal and professional interests. Public declaration of your interests allows those actual or perceived conflicts that may arise from time to time between your interests, and those of Unitec to be identified and managed proactively. Responsibility for declaring and managing interests always rests with the individual.

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For further information on managing and declaring your interests please see Unitec's Conflict of Interest Policy.

Explanation:

Name/Entity: *Company, partnership, body or organisation*

Nature of Interest: *Owner, shareholder, patron, employee, contractor, trustee, director, donor or member*


Whose interest: *Self, your immediate family, or business partner*

Date: what was the approximate date that the interest began?

Name/Entity	Nature of Interest	Whose Interest	Date
The New Zealand Home Loan Company Limited	Deputy Chair	Self	May 2018
Lotto NZ	Independent Director	Self	May 2017
SPCA Auckland	Independent Director	Self	March 2016
The Northern Club	Committee Member / Officer	Self	June 2018
Caribou Consulting Limited	100% Shareholder, Executive Director	Self	December 2015
New Zealand Institute of Directors	Member	Self	February 2013
Australian Institute of Company Directors	Member	Self	February 2020
Auckland Art Gallery	Member	Self	May 2016
Monstar Trust	Trustee & Beneficiary	Self	2006
The Almo Trust	Trustee & beneficiary	Self, family	February 2019
The Kaihere Trust	Trustee	Family	2005
Cairns Family Trust	Beneficiary	Self, family	TBC
BoatCo R3500-5 Limited	Shareholder	Self	October 2018



Declaration & Agreement

Declaration		
I confirm that the above details are correct to the best of my knowledge and I make this declaration in good faith.		
Signature:		Date: 01/04/2020



**Unitec New Zealand Limited
Board Meeting Dates 2020**

Date	Day	Where	Time
30 April	Thursday	Unitec / Zoom	
28 May	Thursday	MIT	
25 June	Thursday	Unitec	
30 July	Thursday	MIT	
27 August	Thursday	Unitec	
24 September	Thursday	MIT	
29 October	Thursday	Unitec	
26 November	Thursday	MIT	

Unitec New Zealand Limited

(the Company)

Board Resolutions

Passed as written resolutions of the board of directors pursuant to the Companies Act 1993 (the **Act**)

NOTED

Background

The Education (Vocational Education and Training Reform) Amendment Act 2020 (the **Amendment Act**) has been enacted as part of the Reform of Vocational Education (**RoVE**), one of the four major reviews in the Government's Education Work Programme. The Amendment Act amends the Education Act 1989 (**Education Act**). The purpose of RoVE is to create a cohesive vocational education system in New Zealand with employers, learners, regions and communities at its centre.

The Amendment Act establishes the New Zealand Institute of Skills and Technology (**NZIST**) as a tertiary education institution under the Education Act and as a Crown entity under the Crown Entities Act 2004 (**CE Act**). The Amendment Act also converts the 16 current Institutes of Technology and Polytechnics, including Unitec New Zealand Limited (an **Existing Polytechnic**) to wholly-owned Crown entity subsidiary companies of NZIST (each, an **NZIST Subsidiary**).

The Company was incorporated pursuant to the Education Act on 1 April 2020 (the **Commencement Date**) as an NZIST Subsidiary, and the Registrar of Companies issued a certificate of incorporation for the Company on 1 April 2020. The Company wishes to deal with certain preliminary matters in relation to its incorporation.

Incorporation and administrative matters

Company details

- A. The Company was incorporated pursuant to the Amendment Act on 1 April 2020. The Registrar of Companies issued a certificate of incorporation for the Company on 1 April 2020.
- B. The Company has notified the Registrar that the registered office and address for service of the Company is:

139 Carrington Road, Mt Albert, Auckland
- C. Pursuant to section 41(3) of the Financial Reporting Act 1993, the balance date of the Company is fixed as 31 December, the last day of the academic year, as defined in section 159(1) of the Education Act.

Companies Act 1993 compliance obligations

- D. The Company authorises the Company's Senior Legal Counsel to update the Company's statutory records, as further described in these resolutions.

Shareholder

- E. NZIST consented to act as sole shareholder (the **Shareholder**) of the Company in accordance with section 12(1)(d)(i) of the Companies Act 1993 (the **Companies Act**) and was named as Shareholder in the application for registration of the Company (the **Application**).
- F. Pursuant to section 41(a) of the Companies Act, the Company has issued to the Shareholder the number of shares specified in the Application, being the number of shares to be issued to the Shareholder pursuant to clause 29(1)(c) of Part 10 of Schedule 1 of the Education Act (being 100 shares).

- G. In accordance with section 87 of the Companies Act, the name, the number of shares and the other required details of the Shareholder have been or will be entered in the share register of the Company.

Constitution

- H. Pursuant to section 12(1)(f) of the Companies Act, the Application included a constitution of the Company (the **Constitution**), which was accordingly adopted by the Company on incorporation. The provisions of the Constitution:
- (i) include a list of "Reserved Matters" in Schedule 2 which require approval by the Shareholder as the parent company; and
 - (ii) allow the Shareholder as the parent company to issue Operational and Financial Parameters Directions (**OFP Directions**) from time to time, which the Company must comply with. The Company has received an OFP Direction dated 1 April 2020 from the Shareholder (the **Initial OFP Direction**).

Directors

- I. Pursuant to sections 152 and 153(1) of the Companies Act, the persons listed at Appendix A (the **Directors**, and each a **Director**):
- (i) have consented to act as Directors of the Company; and
 - (ii) were named as such in the Application and accordingly hold office as Directors of the Company.
- J. The Company has received the Shareholder's approval of the amount of director's fees payable to each Director of the Company for each financial year, which has been determined by the Shareholder in accordance with the Fees Framework (as defined in the Crown Entities Act 2004) (the **Directors' Fees Approval**). The Fees Framework also provides that each Director is entitled to be paid for all reasonable travel, accommodation and other expenses incurred by him or her in connection with his or her attendance at meetings, or otherwise in connection with the Company's business.
- K. In accordance with clause 12.5 of the Constitution, the Shareholder has appointed Peter Winder as Chairperson of the Board.

Rights, assets and liabilities of Existing Polytechnic

- L. Pursuant to clause 36 of Part 10 of Schedule 1 of the Education Act, on and after 1 April 2020:
- (i) the rights, assets and liabilities of the Existing Polytechnic vest in the Company; and
 - (ii) unless the context requires otherwise, every reference to the Existing Polytechnic in any enactment (other than the Education Act), or instrument, agreement, deed, lease, application, notice or other document before 1 April 2020 must be read as a reference to the Company.

Same person for purposes of Inland Revenue Acts

- M. Pursuant to clause 37 of Part 10 of Schedule 1 of the Education Act, for the purposes of the Inland Revenue Acts (as defined in section 3(1) of the Tax Administration Act 1994), the Company must be treated as the same person as the Existing Polytechnic.

Employees of Existing Polytechnic

- N. Pursuant to clause 38 of Part 10 of Schedule 1 of the Education Act, on and after 1 April 2020, every employee of the Existing Polytechnic becomes an employee of the Company on the same

terms and conditions that applied to that person immediately before they became an employee of the Company.

Chief Executive

- O. Pursuant to clause 38 of Part 10 of Schedule 1 of the Education Act, the Chief Executive of the Existing Polytechnic becomes the Chief Executive of the Company.

Existing Statutes and Regulations

- P. Clause 44 of Part 10 of Schedule 1 of the Education Act provides that, unless the context requires, a reference to the Existing Polytechnic in any enactment (other than the Education Act) must be read as a reference to the Company.
- Q. All existing statutes and regulations enacted by the Existing Polytechnic pursuant to section 194 of the Education Act will therefore continue to apply (to the extent that such statutes and regulations are not inconsistent with the provisions of the Education Act as amended by the Amendment Act).

Existing delegations, rules, policies, procedures and other documents of Existing Polytechnic

- R. The Company proposes to (and will procure that all and any Crown entity subsidiaries of the Company will) comply with, and confirm the continued application of, all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic, to the extent they are not inconsistent with:
- (i) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (ii) the Companies Act 1993; and
 - (iii) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any OFP Direction provided by NZIST to the Company as contemplated by the Constitution, including the Initial OFP Direction.
- S. The Company proposes to (and will procure that all and any Crown entity subsidiaries of the Company will) update and amend all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic as required to reflect:
- (i) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (ii) the Companies Act 1993; and
 - (iii) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any Operational and Financial Parameters Direction provided by NZIST to the Company as contemplated by the Constitution, including the Initial OFP Direction.

Academic Board [and Academic Board Sub-Committees]

- T. The Company proposes that the former:
- (i) Academic Board of the Existing Polytechnic continues as the Academic Committee of the Board. The Company proposes that the former members of such Academic Board will continue as the members of the new Academic Committee.; and
 - (ii) Academic Board Sub-Committees of the Existing Polytechnic continue as Academic Committee Sub-Committees of the Board. The Company proposes that the former members of such Academic Board Sub-Committees will continue as the members of the new Academic Committee Sub-Committees.

Existing Council Committees and Sub-Committees

- U. The Company proposes that the following Committees of the Commissioner (and former Council) of the Existing Polytechnic continue as committees of the Board with the purposes set out below:
- (i) Fono Faufautua Pacific Committee
- V. The Board will appoint the new members of each committee and/or subcommittee (as the case may be) at the next Board meeting.

Indemnities and insurance

- W. The Company proposes to enter into a deed of indemnity in respect of its Directors. Clause 14 of the Constitution provides for the Company to indemnify its directors for any costs referred to in section 162(3) of the Companies Act and any liability or costs referred to in section 162(4) of the Companies Act, subject to the Company obtaining the approval of its Shareholder and the directors of the Company (the **Indemnity Approval**).
- X. Pursuant to a meeting of the NZIST Council of 1 April 2020, the Shareholder has approved the form of deed of indemnity the Company proposes to enter into (the **Deed of Indemnity**), a copy of which has been circulated to the Directors.
- Y. Pursuant to a meeting of the NZIST Council of 1 April 2020, the Shareholder resolved to effect directors' and officers' insurance cover for the board of the Company under a group insurance policy, with effect from 1 April 2020. A summary of the terms of that cover is set out in the letter from Marsh dated 31 March 2020, which has been circulated to the Directors.

Disclosure of interests

- Z. The Directors have declared their interests (for the purposes of sections 139 and 140 of the Companies Act) to the Board in relation to the above matters (including the grant of the indemnity and the effecting of insurance referred to in paragraphs X to Y above) and generally in respect of other relationships that give rise to an interest (the **Directors' Interests**) and have directed that the nature and extent of their interests be entered into the Company's interests register.

Execution of written resolutions and approved documents by counterpart and electronic signature

- AA. It is proposed that these Board Resolutions and any other documents approved in such Board Resolutions which require signature by one or more directors (**Approved Documents**) may be signed:
- (i) through the application of an individual signatory's electronic signature, where the individual has expressly authorised such use of his or her electronic signature; and/or
 - (ii) in any number of counterparts, including by PDF copy, each of which is be deemed to be an original and, when taken together, constitutes the same document.

RESOLVED (as a resolution in writing) that:

Incorporation and administrative matters

Company administration matters

1. The Nominated Individual is authorised to update the Company's statutory records, as further described in these resolutions.

Directors' matters

2. In accordance with section 161(1) of the Companies Act, the Board is satisfied that the payment by the Company of the Directors' fees as set out in the Directors' Fees Approval is fair to the Company.
3. The Directors are authorised to sign a certificate for the purposes of section 161(4) of the Companies Act, in the form attached as Appendix B.
4. The Company will pay the Directors' fees as set out in the Directors' Fees Approval and any reasonable travel, accommodation and other expenses incurred by each Director in connection with their attendance at meetings, or otherwise in connection with the Company's business, and the Nominated Individual be authorised to enter the particulars of such payments into the interests register of the Company.
5. The Company enter into, execute, deliver and perform its obligations under the Deed of Indemnity, and any two or more members of the board be authorised to execute the Deed of Indemnity.
6. The Nominated Individual be authorised to enter particulars of the Deed of Indemnity in the interests register in accordance with section 162(7) of the Companies Act and report this to the Shareholder for the purposes of section 152(1)(E) of the CE Act.
7. The Nominated Individual be authorised to enter in the Company's interests register any interests declared by the Directors in writing to the Board in relation to the matters the subject of this meeting.

Existing Statutes and Regulations

8. The Company will (and will procure that all and any Crown entity subsidiaries of the Company will) comply with, and confirms the continued application of, all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic, to the extent they are not inconsistent with:
 - (iii) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (iv) the Companies Act 1993; and
 - (v) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any OFP Direction provided by NZIST to the Company as contemplated by the Constitution.

Existing delegations, policies, etc.

9. The Company will (and will procure that all and any Crown entity subsidiaries of the Company will) update and amend all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic as required to reflect:
 - (i) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (ii) the Companies Act 1993; and
 - (iii) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any OFP Direction provided by NZIST to the Company as contemplated by the Constitution.

Academic Committee and Academic Board Sub-Committees

10. The former:
- (i) Academic Board of the Existing Polytechnic will continue as the Academic Committee of the Board, and the former members of such Academic Board will continue as the members of the new Academic Committee; and
 - (ii) Academic Board Sub-Committees of the Existing Polytechnic will continue as Academic Committee Sub-Committees of the Board. The Company proposes that the former members of such Academic Board Sub-Committees will continue as the members of the new Academic Committee Sub-Committees.

Board committees/sub-committees

11. The Committee of the Council of the Existing Polytechnic listed in paragraph U above will continue as committees of the Board with the name(s) and purposes set out in that paragraph, on the basis that the Board will appoint the new members of each committee and/or subcommittee (as the case may be) at the next Board meeting.

Execution of written resolutions and Approved Documents by counterpart and electronic signature

12. These resolutions and the Approved Documents may be signed:
- (i) through the application of an individual signatory's electronic signature, where the individual has expressly authorised such use of his or her electronic signature; and/or
 - (ii) in any number of counterparts, including by PDF copy, each of which is deemed to be an original and, when taken together, constitutes the same document.

Appendix A - Directors of the Company

	Name of Director
1.	Peter Winder
2.	Andrew (Fale) Lesa
3.	Monique Cairns
4.	Peter Parussini
5.	Robert Reid
6.	Steven Renata
7.	Ziena Jalil

Appendix B – Certificate

Unitec New Zealand Limited

(the Company)

Directors' certificate relating to payment of remuneration or benefits to directors

(Section 161(4) Companies Act 1993)

Payment of remuneration or benefits to directors

The persons named below, being all of the directors of the Company who voted in favour of resolutions dated on or about the date of this certificate (the **Board Resolutions**) authorising, amongst other things, the Company to pay directors fees as follows (with effect from 1 April 2020 for each financial year):

	Name of Director	Remuneration
1.	Peter Winder	\$39,855 per annum
2.	Andrew (Fale) Lesa	\$19,925 per annum
3.	Monique Cairns	\$19,925 per annum
4.	Peter Parussini	\$19,925 per annum
5.	Robert Reid	\$19,925 per annum
6.	Steven Renata	\$19,925 per annum
7.	Ziena Jalil	\$19,925 per annum

certify that, in their opinion the provision of such remuneration is fair to the Company, upon the following grounds:

- (a) the remuneration has been determined by the Shareholder in accordance with the Fees Framework (as defined in the Crown Entities Act 2004) and has been approved by the Shareholder;
- (b) the remuneration is reasonable and fair to the Company and is appropriate;
- (c) the fees appropriately reflect the time and effort devoted to the Company by the directors, taking into account their role on the board;
- (d) the directors have extensive expertise and experience in the industry in which the Company operates, or otherwise relevant to the industry in which the Company operates; and
- (e) it is beneficial to the Company and its shareholders to remunerate and incentivise directors to encourage and motivate performance by the directors, and align individual director goals with Company goals.

Execution of certificate by counterpart and electronic signature

This certificate may be signed:

- (a) through the application of an individual signatory's electronic signature, where the individual has expressly authorised such use of his or her electronic signature; and/or

- (b) in any number of counterparts, including by PDF copy, each of which is deemed to be an original and, when taken together, constitutes the same document.

DATED

Signed

Chairperson

Director

Director












Director

Director

Director

Director

(being all the directors of the Company)

Covid-19 Management Status Report		
Theme	Focus Area	Status
 Progress as expected  Some delay to progress  Progress not on track		
Hygiene and Health	Basic hygiene and ongoing education for staff and students	
Student Success	Digital poverty, hardship, student welfare and support	
Learning and Teaching	Ability to deliver sustainably for several weeks	
Information Technology	Robustness of devices, systems and processes	
Human Resources	Employment terms and conditions, Unions, staff wellbeing	
Communications	Timeliness, central messaging across a range of platforms	
Financial	Enrolments, impact on budget	
Campus Lockdown	Essential services, management of infrastructure	



For Information

To	Board – Unitec NZ Ltd	From	Mary Johnston, Executive Director – People and Infrastructure
Title	Covid-19 Update	Date	24 March 2020

Purpose

The purpose of this paper is to provide the Establishment Board with an update on the activities around the management of COVID-19 at the Unitec Institute of Technology

Background

On 28th January 2020 Unitec stood up its Incident Management Team (IMT) for the COVID-19 emergency. Key members of the IMT are trained in the Critical Incident Management System (CIMS) and have met regularly over the last two years in preparation for a major event. Staff members have been seconded to join the IMT as required for their specialist expertise. See the attached IMT Action Plan for details of all work to date.

Key areas of Focus

Hygiene and Health

- From early February posters were placed around campus on basic hygiene practices and these were supported by screensavers and videos to be shown to students at the beginning of classes.
- Early bulk orders of hand sanitisers and anti-bacterial wipes were delivered but now have dried up. With global shortages of these products Unitec has created their own anti-bacterial solution under the guidance of Dr Dan Blanchon. The 'Unitec Special', a solution of 70% alcohol Isopropyl in spray bottles is being distributed currently.
- The AlSCO Cleaners contract was cancelled and City Cleaning have replaced them and implemented their Pandemic Cleaning Plan. There is a noticeable improvement in the standard of cleaning across the campuses and positive feedback from staff.
- New red STOP posters are now in place to highlight staying away when unwell and staff and students were actively encouraged to stay away.
- Wellbeing plans for working remotely and also coping with added stress are underway and starting to be communicated.
- The 2-metre line has been installed at Te Puna Waiora (Unitec Wellness Centre) as per the ProCare requirements.
- 900 flu vaccines that were ordered several weeks ago are now stored in the new fridge in Te Puna Waiora. Communications have been sent to all staff prioritising vulnerable workers for their flu vaccination. We are also liaising with local medical centres who have run out of vaccines to use some of these for vulnerable people in the community. Some priority students are being vaccinated such as 24 student nurses going to the DHBs on placement.

Communications

- The mass text system was tested on 18th March for emergency communications and was then used on the 23rd March when the country was moved to Alert level 3 and 4.



For Information

- Detailed briefings to extended leadership team and various teams across both campuses took place from 23rd March.
- Key mass email communications continue daily to staff and students plus several smaller communications to students and other stakeholders that are aligned. Email, Nest, Moodle, Yammer and Facebook are used daily.
- The 'Plan on a page' for the Campus closure process has been written and communicated and phone trees are in place as another emergency contact mechanism.
- Communications on etiquette around working from home have been carried out and there is a continued focus on health and wellbeing during the shutdown.

Learning and Teaching

- Gatherings of more than 100 people has been addressed with the move to live stream from our lecture theatres. Student Council helped identify/mark seats in the lecture theatres that are available to sit in to ensure there is plenty of physical distance between students.
- The 'Course Spreadsheet' was sent out and details for over 2,000 courses requested last Tuesday - nearly 100% returned by Thursday deadline. All Course Coordinators are currently completing an online learning plan for their particular course. Zoom training is underway and we are prioritizing any online training from tomorrow.
- Some guidelines are being drawn up around assessments and what they look like.
- Online learning has been broken into two phases. Phase 1 – is to get everything going working with students, i.e. issues with bandwidth, choppy performance, etc. Phase 2 – evolving and refining while making ongoing improvements

Information Technology Audit

- Audit of Desktop use and requirements for laptops is completed along with need for Virtual Private Networks (VPN). The majority of this information has come back so that extra devices can be assigned to those who do not have computers at home.
- Documentation around working remotely has been completed and posted on the intranet.
- Digital champions for all schools and teams have been nominated and IT and Te Puna Ako (TPA) are liaising with these key contacts.
- TPA have been trained on some of the technology and they are now training staff. Any outstanding training and will be completed online.
- There are concerns around student digital poverty and alternatives are being investigated. We may be able to connect to the government school's initiative.
- More licenses have been purchased for Zoom and we are constantly monitoring capacity on our networks.
- Several staff and small teams have been trialing working remotely over the last few weeks to iron out any systems' challenges.



For Information

- Nest updates are complete with the rolling banner and information around network alerts
- We are trying to acquire Wi-Fi dongles for people who don't have internet but there is a queue for these. Instead we are trying to get SIM cards for a Wi-Fi dongle.
- We are in the process of going through VPN access at the moment and analysing how many people need it. This will be completed over the coming days and people can be sent the links remotely.
- The process for laptop swap is in process. Users have been coming and getting a laptop from the IT team. In terms of re-imaging, we took the deep freeze software off, which resets everything every time. This is a robust tactical solution and all security patches are on.
- If people have a hardware issue there will be a pool of 10 laptops that will be held with Security where they can swap out their laptop.

Academic Operations and Enrolments

- The Enrolment & Academic Operations Group have had the majority of staff working remotely from the 23rd of March.
- 3 Graduation team members, who work in a large isolated room, worked on the 24th to process the certificates for our Graduands in light of Graduation being cancelled.
- 82 out of 84 staff are able to work from home with the same degree of access. 2 do not have a home PC or internet – a remote solution is being progressed for them and is looking to be in place by the end of Friday 27th March
- There were 5 at risk staff released to work from home on Friday the 20th and first thing on Monday 23rd (including two pregnant staff members).

Pastoral care for International Students

- We are contacting international students explaining again about what self-isolation means and sharing messages about teaching, as well as ways to keep healthy.
- They are being encouraged to check on Moodle for questions about their courses and then with their course coordinator.
- We will be recording their attendance as authorized absence.
- The Visa team will come out to them within the next couple of days.

HR Audit

- Information has been gained on every staff member and whether they can work remotely from home or if there is no work for them (mainly an issue with some of the support staff). Approximately 880 employees can work remotely and 300 do not have work that can be carried out remotely.
- Pay scenarios have been reviewed and communicated with staff. All staff are being paid until April 21st at which time further information will be shared. We expect guidance from government on this, particularly around staff who do not have work that can be carried out remotely.



For Information

- We met with the TEU to share the Covid-19 plan and they gave us some good suggestions, some of which have been implemented. TIASA and TEU will receive a copy of our latest communications.

Student Voice

- Students are being communicated with on a daily basis across all platforms and the Student Council have been actively engaging on campus.
- A Student Survey for gauging digital needs has gone out so we can ascertain where there is digital poverty.

Concentrix

- An agreement with Concentrix about services they will be providing remotely and from where has been made and extra laptops provided to Concentrix staff.

Security

- Security are essential staff and have completed their pre-check list for shut down. Waitakere campus will be locked down with no access. 24-hour security remains on the Mt Albert Campus and a risk assessment has been carried out. A register for approved staff to enter campus for critical functions will be with the Team Leader and a process has been agreed.
- The Sports Centre has been closed and members fees suspended during the emergency.
- Te Puna Retailers have shut down and been given rent relief during the emergency period.
- Cleaners have been identified as essential staff and may be onsite to ensure that hygiene levels are maintained over the shutdown period

Financials

- February 2020 financial reporting shows that Unitec International EFTS for Semester 1 are 115 unfavourable to budget (\$1m revenue). This variance will change as VOE's (variations to enrolment) are processed.
- Work undertaken by the International Student Success team indicates that 78 of these EFTS are students who had applied to re-enrol at Unitec but were unable to enter the country due to the Coronavirus. There will be other "new" international students who had intended to enrol at Unitec for Semester 1, but did not do so due to Coronavirus. It is estimated that there may have been 37 students in this category (115 budget variance less the 78 known re-enrolling students based on the assumption that the actual new domestic enrolment numbers were greater than budget).
- The International Student Success team is working with those students who were not able to enter the country for Semester 1 to enable them to defer their study to 2020 Semester 2 or 2021 as required.
- Whilst we are planning to continue to provide education on-line for a variety of reasons there may be some students who are unable to complete their Semester 1 course, such as:



For Information

- At-risk students who do not have the IT capability to be able to access the on-line delivery model;
 - Students who need support to study and no longer have access to their support staff members due to self-isolation;
 - Students who contract Covid-19 or are supporting family who have contracted Covid-19;
 - Students who are overwhelmed by the impact of Covid-19 and not sufficiently mentally prepared to continue their study.
- For Unitec this will have a significant impact on our ability to achieve EPI's and evidence the improvements that we are required to have made in order to achieve a return to Category 2 in the scheduled October 2020 EER audit review.
 - Unitec has sufficient cash flow to cover its expenditure in the short to medium term. Over the next four weeks as the future impact of Covid-19 becomes more certain, Finance will update its financial forecasts (earnings and cash flow) to estimate the likely impact of Covid-19 in the medium to long-term.

Summary

With the activation by Government to Alert Level 3 and 4, Unitec has moved from the 'Preparedness Phase' into 'Incident Management and Recovery Phase'. The roles of the Incident Management Team have shifted somewhat and the Executive Leadership will be focusing on Operations and Recovery. (See attached diagram)

Unitec is now in lockdown, staff in preparation and support mode anticipating the move to fully online learning Monday, 30th March 2020. As the weeks go by in self-isolation we will be addressing daily challenges, anticipating what comes next and working toward the long-term recovery of the Institute.

Attachments

1. Unitec Critical Incident Management Team
2. Incident Management Team Action Plan

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

Date of Action	Action	Responsible	Status
28 January 2020	Initial meeting to discuss the Coronavirus and the current guidelines available from the Ministry of Health.	Annette Pitovao, Marion Blundell, Clint Hill, Ruth Marsters, Tahreem Zia, Beth Henderson, Katie Dobbin, and Vivienne Merito	Completed – 28 January 2020
28 January 2020	Incident Management Team formally stood-up.	Mary Johnston (Executive Director – People and Infrastructure) Dan Brady (Director – Enrolments and Academic Operations) Clint Hill (Director – Infrastructure Operations) Annette Pitovao (Director – Student Success) Cathy Tyler (Executive Assistant) Kate Dobbin (Contractor – Corporate Relations) Hamish Martin (Director – IT) Tracy Chapman (Director – International Student Success) Louise Coburn (Senior Communications Advisor) Vivienne Merito (Director – Marketing and Communications) Erin Hughes (Health and Safety Administrator)	Completed – 29 January 2020
28 January 2020	Two Unitec guidelines presented: Any Unitec staff or student who has returned from China will work or study from home for 14 days from point of entry into New Zealand. No Unitec staff will travel to China for foreseeable future.	Mary Johnston	Completed – 29 January 2020
28 January 2020	IMT roles assigned: Incident Controller: Mary Johnston Communication Manager: Kate Dobbin Welfare Manager: Tracy Chapman Operations Manager: Annette Pitovao Administration Manager: Erin Hughes	IMT	Completed – 29 January 2020
28 January 2020	Tidy up the initial Communications plan and	Communication Manager – Kate Dobbin	Completed – 29 January 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

	send out to staff and students.		
28 January 2020	Organise signage for around campus advising actively unwell people to remain at home.	Nick Hanvey (Infrastructure Operations Manager – FM)	Completed – as of 04 February 2020
28 January 2020	Additional hand sanitizers to be ordered for all areas of campus, both Mt Albert and Waitakere, in addition the ones that are already all across Te Puna.	Nick Hanvey (Infrastructure Operations Manager – FM)	Completed – 27 February 2020
29 January 2020	Internal staff communications to go up on the Unitec Intranet, (The Nest), with the heading: Coronavirus: What you need to know to protect yourself and our students.	Communication Manager – Kate Dobbin	Completed – 29 January 2020
29 January 2020	Broad communication regarding the Coronavirus guidelines to go out to all Unitec students enrolled in Semester 1.	Operations Manager – Annette Pitovao	Completed – 30 January 2020
30 January 2020	200 further emails to be sent out to re-enrolled and newly enrolled Chinese international students advising of the guidelines to remain home from Unitec for 14 days from point of entry into New Zealand.	Welfare Manager – Tracy Chapman	Completed – 30 January 2020
30 January 2020	Follow-up communications to be sent to any students requiring the 14-day stand-down period advising of Unitec's late-start information.	Welfare Manager – Tracy Chapman	Completed – 12 February 2020
30 January 2020	Relevant Schools to be notified of any late-starters.	Welfare Manager – Tracy Chapman	Completed – 12 February 2020
30 January 2020	Register to be created of all Chinese international students and their current status regarding the stand-down period.	Welfare Manager – Tracy Chapman	Completed – 30 January 2020
30 January 2020	Individual conversations to be had with late-starters.	Welfare Manager – Tracy Chapman	Completed – 20 March 2020
31 January 2020	Second Incident Management Team meeting formally stood-up.	Mary Johnston (Executive Director – People and Infrastructure) Dan Brady (Director – Enrolments and Academic Operations)	Completed – 31 January 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

		Annette Pitovao (Director – Student Success) Kate Dobbin (Contractor – Corporate Relations) Tracy Chapman (Director – International Student Success) Louise Coburn (Senior Communications Advisor) Erin Hughes (Health and Safety Administrator)	
31 January 2020	Q&A regarding Coronavirus to be updated and extend our monitoring service while keeping an eye on all of the sites for any new information.	Communication Manager – Kate Dobbin	Ongoing – as of 20 March 2020
31 January 2020	Track students coming out of the 14-day stand-down period who are returning to Unitec.	Unitec Health Centre (Te Puna Waiora)	Completed – 19 March 2020
31 January 2020	Meeting to be held with homestay accommodation service to provide updates.	Operations Manager – Annette Pitovao	Completed – 03 February 2020
31 January 2020	Internal communications to be updated to reflect that the 14-day stand-down period is mandatory not required or requested.	Communication Manager – Kate Dobbin	Completed – 03 February 2020
31 January 2020	Communications around the Coronavirus to be provided to the agents Unitec looks after in China.	Communication Manager – Kate Dobbin	Completed – 03 February 2020
31 January 2020	Extended Leadership Team to be updated of current status on Monday, 03 February 2020.	Incident Controller – Mary Johnston	Completed – 03 February 2020
31 January 2020	Daily stand-up meetings of the IMT to be booked.	Administration Manager – Erin Hughes	Completed – 03 February 2020
03 February 2020	Crockers to be contacted regarding Unitec supporting renting 1-2 apartments for any displaced students already in NZ.	Operations Manager – Annette Pitovao	Completed – 03 February 2020
04 February 2020	Merran Davis to have conversation with Crockers regarding utilizing their empty accommodation.	Incident Controller – Mary Johnston	Completed – 12 February 2020
04 February 2020	Conversation to be held with the University of Auckland regarding partnering with their housing options.	Operations Manager – Annette Pitovao	Multiple attempts to get in touch with Auckland Uni have been made with no

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

			response from them, as of 11 February 2020.
04 February 2020	Continued communications with students regarding their housing statuses.	Welfare Manager – Tracy Chapman	Completed – 12 February 2020
04 February 2020	Care package planning for Unitec students that will need to be in quarantine.	Marion Blundell (Te Puna Waiora Manager)	Completed – 10 February 2020
04 February 2020	Conversation with Vodafone NZ regarding a short-term data deal for Unitec students that will need to be in quarantine.	Operations Manager – Annette Pitovao	Completed – 2 Degrees have donated SIM cards as of 11 February 2020.
04 February 2020	Check in with Head of Creative Industries regarding the Beijing dancers that are currently delayed in China.	Lisa Simperingham (Academic Advisor – Digital Learning)	Completed – 04 February 2020
04 February 2020	Monitoring of student pōwhiris.	Incident Controller – Mary Johnston	Completed – 20 February 2020
04 February 2020	Ensure hygiene signage and hand-washing facilities are up and running in the new UPC space with discussion with Andrea Thumath.	Incident Controller – Mary Johnston	Completed – 05 February 2020
04 February 2020	Discussion with Linda Aumua regarding student orientation at Waitakere.	Operations Manager – Annette Pitovao	Completed – 12 February 2020
04 February 2020	Hygiene signage to go up around Waitakere campus as well.	Nick Hanvey (Infrastructure Operations Manager – FM)	Completed – as of 04 February 2020
04 February 2020	Quantifying financial impact with Executive Leadership Team.	Incident Controller – Mary Johnston	Completed – 12 February 2020
05 February 2020	Register of affected students to be extended to Unitec staff.	Welfare Manager – Tracy Chapman and Fred Pau (Health and Safety Advisor)	Completed – 10 February 2020
05 February 2020	Follow up with Concentrix staff to ensure they have received all of Unitec's communications.	Dan Brady (Academic Operations Manager)	Completed – 12 February 2020
05 February 2020	Follow up with contractors on campus to ensure they have received all of Unitec's communications.	Fred Pau (Health and Safety Advisor)	Completed – 05 February 2020
05 February 2020	Discussion to be held around other Unitec staff members wanting to require a medical	Incident Controller – Mary Johnston	Completed – 12 February 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

	certificate to come out of self-isolation.		
05 February 2020	Planning to be held around different late-start scenarios for students.	Welfare Manager – Tracy Chapman and James Oldfield (Digital Learning Lead)	Completed – 05 March 2020
05 February 2020	Checking in with cleaners to ensure there is plenty of soap in dispensers around campus.	Fred Pau (Health and Safety Advisor)	Completed – 10 February 2020
05 February 2020	Video screens in Te Puna to reflect hygiene videos and messages.	Fred Pau (Health and Safety Advisor) and Ruth Marsters (Student Event and Communication Manager)	Completed – 11 February 2020
05 February 2020	Short PowerPoint presentation to be put together on hygiene for lecturers to show their students on the first day of classes.	Fred Pau (Health and Safety Advisor)	Completed – 10 February 2020
05 February 2020	Student Moodle page to be updated to reflect communications.	Lisa Simperingham (Academic Advisor – Digital Learning)	Completed – 10 February 2020
10 February 2020	Follow up with Welfare Manager how many students we are working with now re construction block course.	James Oldfield (Digital Learning Lead)	Completed – 12 February 2020
10 February 2020	Follow up with Paul/APM regarding recording courses is a directive.	Tracy Chapman/James Oldfield/Lisa Simperingham	Completed – 12 February 2020
10 February 2020	Moodle access override follow up.	Dan Brady (Academic Operations Manager)	Completed – 11 February 2020
10 February 2020	Converting PowerPoint and adding to the comms.	Communication Manager – Kate Dobbin	Completed – 11 February 2020
10 February 2020	Ensuring hand sanitizers have been put out and in their brackets.	Fred Pau (Health and Safety Advisor)	Completed – 12 February 2020
10 February 2020	Photos to be taken of care packages.	Operations Manager – Annette Pitovao	Completed – 11 February 2020
11 February 2020	Care packages for students in self-isolation to be completed by 12 February by noon.	Operations Manager – Annette Pitovao	Completed – 12 February 2020
11 February 2020	Finalize communications that will be coming from Merran Davis regarding Lecturers being required to present the Health and Safety hygiene PowerPoint in their classes.	Communication Manager – Kate Dobbin	Completed – 12 February 2020
11 February 2020	Follow up with Te Puna Ako regarding what type of access override overseas students can have for Moodle.	Lisa Simperingham (Academic Advisor – Digital Learning)	Completed – 12 February 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

11 February 2020	Health and Safety PowerPoint to be checked and finalized and be linked to Moodle and the Nest.	Communication Manager – Kate Dobbin and Fred Pau (Health and Safety Advisor)	Completed – 11 February 2020
11 February 2020	Ensuring hand sanitizers are prevalent around Te Puna.	Fred Pau (Health and Safety Advisor)	Completed – 11 February 2020
11 February 2020	Note to be made to Unitec staff at Aronui regarding the H&S hygiene presentation to be done by Lecturers in classes.	Merran Davis (Chief Executive)	Completed – 11 February 2020
12 February 2020	Soap amounts to be checked to ensure we have plenty.	Fred Pau (Health and Safety Advisor)	Completed – 13 February 2020
12 February 2020	Get quote from IT for some new mics for recording classes.	James Oldfield (Digital Learning Lead)	Completed – 18 February 2020
12 February 2020	IT to add an option of self-isolation as reason of absence in SEATs.	Welfare Manager – Tracy Chapman	Completed – 24 February 2020
12 February 2020	Resources from Diversity and Inclusion to be gathered from Julie McGregor.	Incident Controller – Mary Johnston	Completed – 20 February 2020
12 February 2020	Te Puna Waiora to ensure we have enough flu vaccines for upcoming flu season.	Operations Manager – Annette Pitovao	Completed – 18 February 2020
12 February 2020	Discussion to be held with cleaners to ensure they are being thorough in the toilet and handwashing areas.	Clint Hill	Completed – 13 February 2020
14 February 2020	Quotes from students receiving care packages to be sent to the Communication Manager.	Operations Manager – Annette Pitovao	Completed – 27 February 2020
14 February 2020	List to be cross-checked of students needing to register that they have travelled.	Operations Manager – Annette Pitovao	Completed
14 February 2020	Liaising with Student Finance team regarding the fees override in order to access Moodle.	Welfare Manager – Tracy Chapman	Completed – 24 February 2020
17 February 2020	Emails to be finalized and to go out to 120 teachers that will have students affected enrolled in their classes.	James Oldfield (Digital Learning Lead)	Completed
17 February 2020	Follow-up with MIT to see what they are doing around late-starts for students.	Operations Manager – Annette Pitovao	Completed – 18 February 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

17 February 2020	Fred to catch-up with BAs around assisting with extra bathroom checks.	Fred Pau (Health and Safety Advisor)	Completed – 17 February 2020
18 February 2020	Quantify how much it would cost to partially fund student flu vaccines.	Marion Blundell (Te Puna Waiora Manager)	Completed – 20 February 2020
18 February 2020	Summary to go out in next communications explaining student pōhiri process.	Communication Manager – Kate Dobbin	Completed – 20 February 2020
19 February 2020	Follow-up with IT team regarding best practice of wiping down computer keyboards.	Fred Pau (Health and Safety Advisor)	Completed – 21 February 2020
19 February 2020	Follow-up with student requiring assistance with accommodation.	Marion Blundell (Te Puna Waiora Manager)	Completed – 22 February 2020
20 February 2020	Follow-up on hand washing stickers to go up around campus.	Fred Pau (Health and Safety Advisor)	Completed – 21 February 2020
21 February 2020	Hygiene and Coronavirus info flyers to be printed and go out around Te Puna and B110, and to be sent to Waitakere staff to print out.	Administration Manager – Erin Hughes	Completed – 21 February 2020
21 February 2020	Confirmation of two hand sanitizers at the Whareniui and Wharekai.	Operations Manager – Annette Pitovao	Completed – 24 February 2020
21 February 2020	Check if the SEMs can assist with change-swapping courses if this option becomes necessary.	James Oldfield and Dan Brady	Completed
24 February 2020	Wipes to be ordered for the 50 computer labs.	Administration Manager – Erin Hughes	Completed – 24 February 2020
24 February 2020	Info from Timetabling to be gathered regarding which classes will be using the computer labs in order for communications about the wipes to go out.	Health and Safety Advisor – Fred Pau	Completed – 27 February 2020
24 February 2020	Unitec's Pandemic Management Plan to be circulated around the IMT.	Administration Manager – Erin Hughes	Completed – 24 February 2020
24 February 2020	Check-in to be held with Te Puna retailers.	Clint Hill	Completed – 24 February 2020
25 February 2020	Unitec's Emergency Management Plan to be circulated around the IMT.	Administration Manager – Erin Hughes	Completed – 25 February 2020
26 February 2020	Comms to be drafted for lecturers to hurry along with	Communication Manager – Kate Dobbin	Completed – 27 February 2020

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

	drafting their plans for overseas students.		
27 February 2020	Cross-check that hygiene flyers have gone up at Waitakere campus.	Operations Manager – Annette Pitovao	Completed – 28 February 2020
27 February 2020	Follow-up with Ali Sarginson regarding a hand sanitizer contact.	Administration Manager – Erin Hughes	Completed – 28 February 2020
27 February 2020	Presentation to the IMT on Monday, 02 March 2020 regarding late start student plans.	James Oldfield	Completed – 02 March 2020
27 February 2020	Additional order of flu vaccines to be placed to take the number up to 900.	Operations Manager – Annette Pitovao	Completed – 28 February 2020
28 February 2020	Pandemic plan to be shared with childcare centre.	Operations Manager – Annette Pitovao	Completed – 06 March 2020
28 February 2020	Tracker of staff APM plans for late starters to be shared at next ExELT meeting on Monday, 02 March 2020.	James Oldfield	Completed – 02 March 2020
28 February 2020	Check to be done on new hand sanitizers to ensure they are secure and won't disappear.	Fred Pau	Completed – 03 March 2020
02 March 2020	Contact EAP to see what they have in place regarding support.	Clint Hill	Completed – 03 March 2020
02 March 2020	Pandemic Plan to be sent to Infrastructure and H&S Advisors	Erin Hughes	Completed – 03 March 2020
03 March 2020	Summary to be completed of what IMT has done regarding the cut off date for late starters and to be signed off by ELT.	Welfare Manager – Tracy Chapman	Completed
03 March 2020	FAQ to be completed for students regarding the late start cut-off date.	Welfare Manager – Tracy Chapman	Completed – 09 March 2020
03 March 2020	Communications to be held with MIT, NorthTec, and Otago regarding their plans.	Annette and James	Completed – 05 March 2020
03 March 2020	Unitec's TPW number to be added to the poster that informs people to avoid medical centres if they have symptoms. These posters to be put up outside of TPW.	Operations Manager – Annette Pitovao	Completed

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

04 March 2020	\$1000 student grant to be researched further.	Operations Manager – Annette Pitovao	Completed – was not applicable to students based on feedback.
04 March 2020	Communications regarding cut-off start date to be finalized.	Tracy, James, and Kate	Completed – 04 March 2020
04 March 2020	Update from Immigration NZ to be circulated to IMT.	Administration Manager – Erin Hughes	Completed – 04 March 2020
05 March 2020	Communications to be held with the 14 students currently in transit through a third country.	Welfare Manager – Tracy Chapman	Completed – 09 March 2020
05 March 2020	Representative from IT to be added to the IMT meetings.	Administration Manager – Erin Hughes	Completed – 05 March 2020
05 March 2020	Conversation to be started with Andrea Thumath regarding Polyfest.	Incident Controller – Mary Johnston	Completed
05 March 2020	Number of staff that do not have laptops to be confirmed.	Hamish Martin	Completed – 06 March 2020
05 March 2020	Confirmation of what staff travel is currently booked.	Incident Controller – Mary Johnston	Completed
05 March 2020	Pandemic Plan to be sent to Ex ELT.	Incident Controller – Mary Johnston	Completed
06 March 2020	Full summary of all communications to students and what we have received back from teachers to be sent to Incident Controller (Mary Johnston).	James Oldfield	Completed
06 March 2020	Lists of students to be finalized regarding late starters for Ex ELT.	James Oldfield	Completed
09 March 2020	Messaging to be cross-checked with what has been sent through to students from support teams.	James Oldfield	Completed
09 March 2020	Delegating authority – Merran to Tracy to approve students who will arrive right after the cut-off date of 23 rd March.	Welfare Manager – Tracy Chapman	Completed – 19 March 2020
09 March 2020	List of 28 teachers who did not respond by the cut-off date last Friday re-plans to be sent to Mary.	James Oldfield	Completed
09 March 2020	Draft response for APMs regarding domestic students questioning studying from home and withdrawing.	Communication Manager – Kate Dobbin	Completed

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

09 March 2020	Table to be put together outlining how long each IT task would take and cost estimate.	Hamish Martin	Ongoing – as of 20 March 2020
09 March 2020	Leave report to be collated of all staff annual, PD, and sick leave.	Incident Controller – Mary Johnston	Ongoing – as of 20 March 2020
10 March 2020	Discussion to be held with Director of HR Operations regarding getting assistance with compiling staff department lists for IT.	Incident Controller – Mary Johnston	Completed
11 March 2020	Details of the NZ Scholar student to be sent to James regarding supporting them with their Masters of Business study.	Operations Manager – Annette Pitovao	Ongoing – Tracy has followed up, as of 20 March 2020
11 March 2020	Read-through of Ministry of Education's Pandemic Plan to check for alignment with ours.	Fred Pau	Completed – 12 March 2020
11 March 2020	Planning of sub-group of Academics.	James Oldfield	Completed
12 March 2020	Verifying all team details, including contact details.	Hamish Martin and Erin Hughes	Completed – 17 March 2020
12 March 2020	Additional IMT session to be held on 13 March 2020 to build a PowerPoint presentation for staff next week regarding working from home and more of a recap of what we are and have been doing.	Administration Manager – Erin Hughes	Completed – session has been set up.
12 March 2020	Placeholders to be set up for 1-hour session updates for Heads of Schools and Directors next week.	Administration Manager – Erin Hughes	Completed – full session update held on 16 March 2020
13 March 2020	Recommendations for staff returning from overseas to be written up and approved by Merran.	Communication Manager – Kate Dobbin	Completed – 16 March 2020
13 March 2020	Graduation to be discussed further with Merran.	Incident Controller – Mary Johnston	Completed
13 March 2020	Definition of VDI/VPN functionality to be added to the PowerPoint presentation for Heads of Schools and APMs on the 16 th of March.	Hamish Martin	Completed
16 March 2020	Email to be circulated to Directors regarding what	Clint Hill	Completed

Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

	functions are critical that need to remain on site in case of closure.		
17 March 2020	Staff text message system to be tested.	Dan Brady	Completed – 18 March 2020
17 March 2020	Alternative options to be explored for hand sanitizers and wipes.	Fred Pau	Completed – 20 March 2020
17 March 2020	All classes in lecture theatres with over 50% capacity to be highlighted.	Dan Brady	Completed – 18 March 2020
17 March 2020	Camera in Red Lecture Theatre to be checked.	Hamish Martin	Completed
17 March 2020	Discussion around staff leave situations to be held with Director HR Operations.	Dan Brady	Completed – 18 March 2020
17 March 2020	Follow up with Simon Tries regarding offshore students' queries around NZQA requirements.	Welfare Manager – Tracy Chapman	Ongoing – as of 20 March 2020
18 March 2020	"STOP!" posters to be designed and placed up outside of main campus buildings.	Fred Pau	Completed – 19 March 2020
18 March 2020	Additional resource to be sourced to assist with staff self-isolation register.	Tracy and James	Completed – 20 March 2020
18 March 2020	Student Council engagement around IMT tasks.	Helen Vea	Completed
18 March 2020	Student portal utilization to be checked.	Hamish Martin	Ongoing – as of 20 March 2020
18 March 2020	Meeting to be set up regarding communications with Marketing team members.	Erin Hughes	Completed – 18 March 2020
18 March 2020	Article re advice for schools and camps from Education NZ to be circulated.	Fred Pau	Completed – 18 March 2020
18 March 2020	Daily meetings to be extended to 1 hour.	Erin Hughes	Completed – 19 March 2020
19 March 2020	Two scenarios regarding lecture streaming to be drafted up.	James Oldfield	Completed
19 March 2020	Emergency AB meeting to be held to discuss graduation in absentia.	Annette and Dan	Completed 20 March 2020
19 March 2020	Student communications meeting to be held.	Erin Hughes and Kate Dobbin	Completed – 20 March 2020

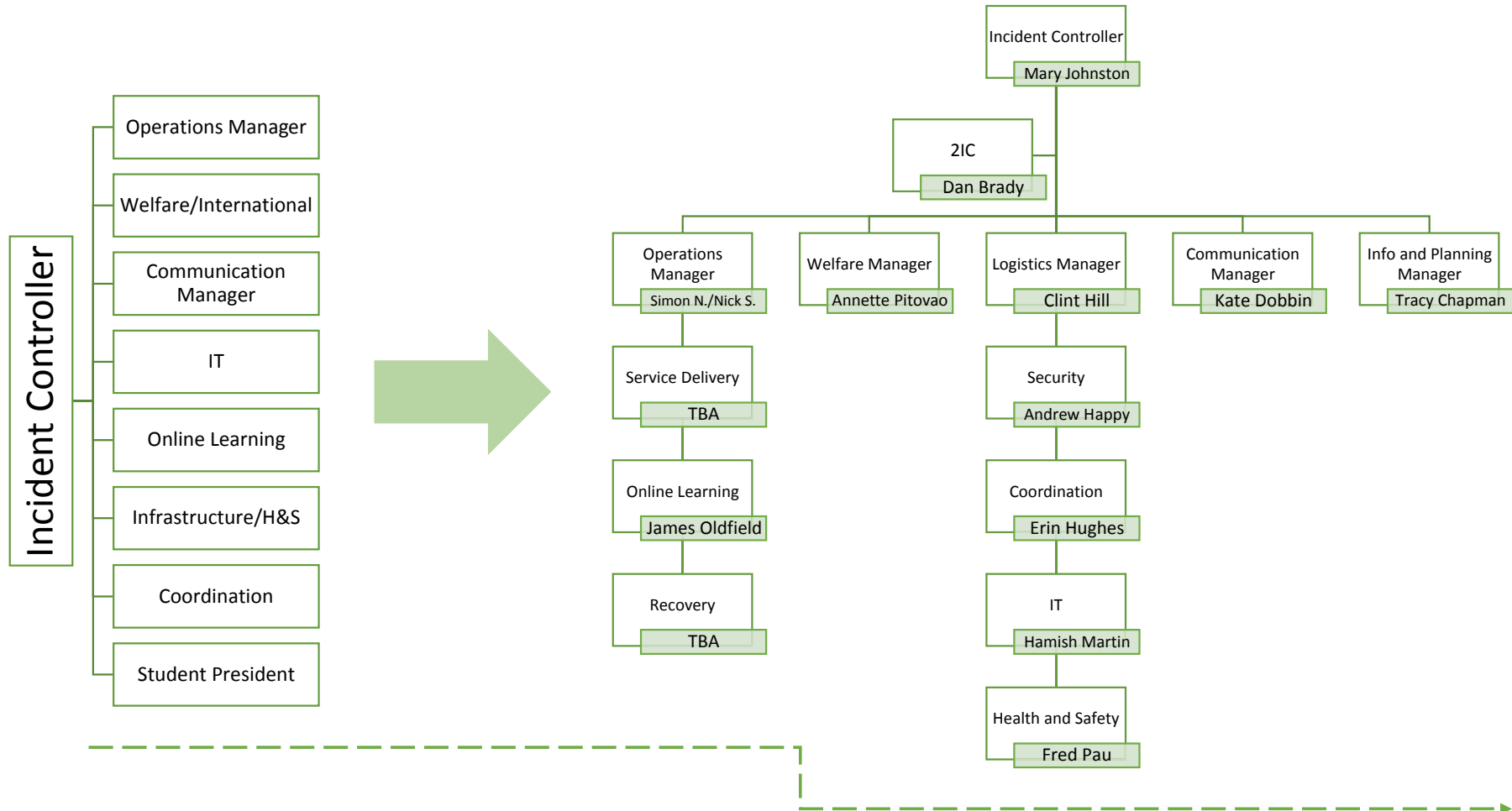
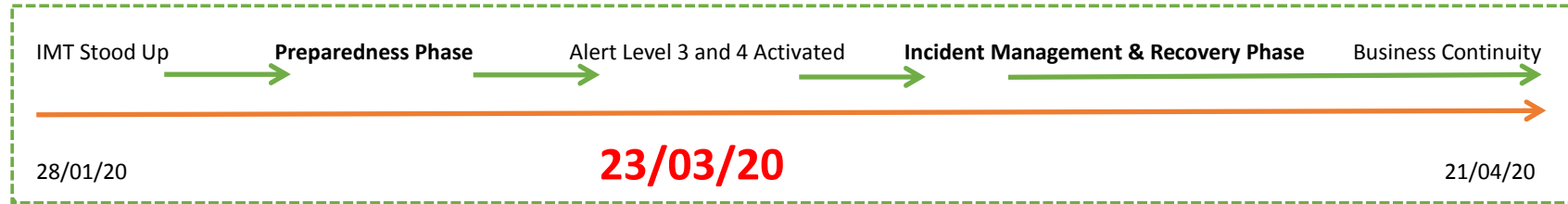
Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

20 March 2020	Encouragement for staff to take Easter leave as appropriate.	Mary Johnston	Completed – 24 March 2020
20 March 2020	IT poverty – follow up on what it would look like to leave Waitakere campus library open.	Annette Pitovao	Completed – 23 March 2020
20 March 2020	Flowchart of communications to be drawn up.	Kate Dobbin/Erin Hughes	Completed – 20 March 2020
20 March 2020	Info to be put together regarding staff wellbeing.	Maja Zidov	Ongoing – as of 24 March 2020
23 March 2020	Incident Management Team to join Executive Leadership Team meeting on 23 March 2020.	IMT	Completed – 23 March 2020
23 March 2020	Communications to go out to all staff and students regarding the closure of campus, self-directed learning for the rest of this week, and online learning from next week.	Kate Dobbin	Completed – 23 March 2020
24 March 2020	Skype meeting sessions for IMT to be booked.	Erin Hughes	Completed – 24 March 2020
24 March 2020	Student survey regarding IT devices to be sent out.	James Oldfield	Completed – 24 March 2020
24 March 2020	More staff comms to be sent out in the afternoon regarding further closure information and HR queries.	Kate Dobbin	Completed – 24 March 2020
25 March 2020	Students who have requested a laptop to be followed up with to get further details about what other IT they currently have and what they need.	Annette Pitovao	Completed – 25 March 2020
25 March 2020	List of critical workshops to be sent to James to work out Zoom licenses.	Annette Pitovao	Completed – 25 March 2020
25 March 2020	Security team to provide a weekly summary report regarding any incidents.	Clint Hill	Ongoing – weekly
25 March 2020	All to keep a bullet point list of what's going on in each area.	All IMT	Ongoing – weekly
26 March 2020	Quantified details around the student IT poverty to be sent to Mary.	Annette Pitovao	Ongoing

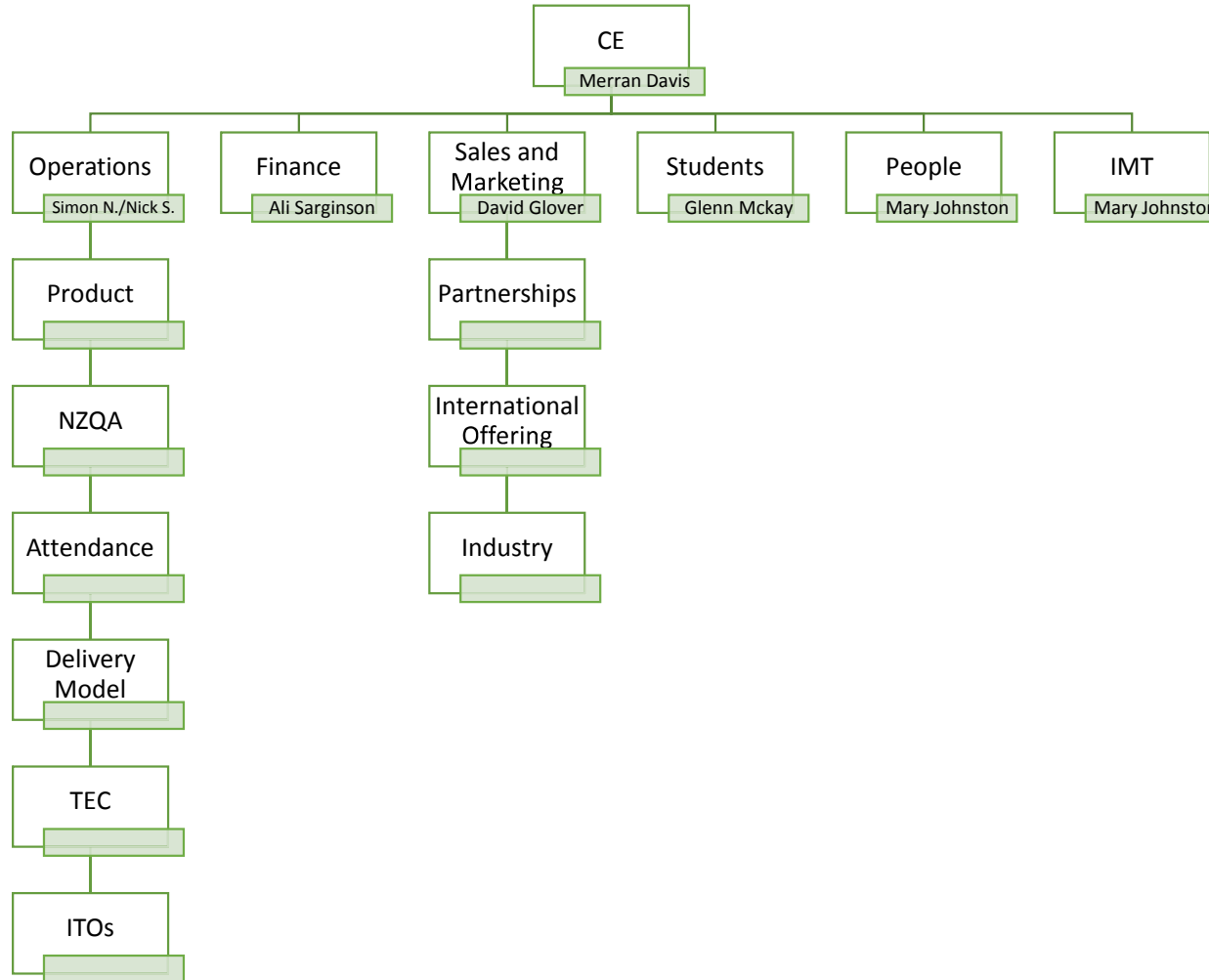
Unitec Coordinated Incident Management System (CIMS) Action Plan – Novel Coronavirus

26 March 2020	Piece to be drawn up around what we would need from the government in terms of digital poverty for our students and clear questions around this.	James/Annette	Ongoing
26 March 2020	Discussion to be had around putting up a Perspex screen up in TPW.	Clint and Annette	Completed – 27 March 2020
26 March 2020	Skype IMT meetings to be extended to 1 hour.	Erin Hughes	Completed – 26 March 2020
27 March 2020	Putting up “danger” caution tape around certain central campus buildings to be investigated.	Clint Hill	Completed – 30 March 2020 – deemed not currently necessary.
27 March 2020	All to send bullet point list of key things worked on for this week to Erin to collate for Mary.	All IMT	Completed – 27 March 2020
31 March 2020	Information regarding Unitec staff flu vaccines to be followed up on.	Annette Pitovao	Ongoing
31 March 2020	Meeting to be held regarding the students that we know do not have access to devices.	Annette, Hamish and James	Ongoing

Unitec Incident Management Team (IMT)



Unitec Recovery Team



*Guidance around Recovery will be given by NZIST and Government Agencies.



For Information

To	Board – Unitec NZ	From	Mary Johnston, Executive Director – People and Infrastructure
Title	Property Update	Date	20 th March 2020

Purpose

To provide an update on the progress against the goals within the Unitec Property Strategy 2019-2022.

Goal 1: Continue to develop the Mt Albert and Waitakere campuses

Objectives:

1. Consolidate campus within the core area
2. Complete deferred maintenance on buildings within the core campus.
3. Upgrade the Waitakere campus following completion of new Waitakere Strategy.

We continue to have been busy with the 'Moves' programme over the last several weeks as follows;

Student Council

- These works have now been completed and the Student Council has moved into the new space. Extra storage has been built for this team in the old dairy in B112 for student sports equipment, barbecues and other regularly used equipment.

Security

- Works are well underway in B112 for the new Security facility in the heart of the campus. It is anticipated that the work will be completed by mid-April and Security will move from the northern precinct by the end of April.

Ngā Wai a te Tūi

- Refurbishment of this space commences at the end of March and is expected to be completed by mid-April.

B108

- The Photography studio has been completed along with a Ceramics makerspace. The kiln room is near completion with the extraction system to be finalized. We expect to move the Ceramics equipment by the end of April and close the barn.
- An Exposure room and Darkroom are under construction and estimated to be completed by mid-April.
- The Print Studio is now complete.
- All the workshops are now operational and being used by students.



For Information

Waitakere

- Administration staff and Security have now been relocated into the old Free4U space and the old administration area has been demolished and is currently being made good. Students will soon enjoy a mini Te Puna experience at Waitakere.

Birkenhead Premises

- We continue to look for a tenant for the Birkenhead premises and have opened up the agency.

Puukenga

- The recladding of Puukenga is complete and there is a very positive response from the staff. We were very pleased with the performance of Legacy Construction who managed this more complex and specialised refurbishment project.

Wharekai (Manaaki)

- Our Wharekai is now being oiled and general maintenance carried out. With the completion of this work all of the Marae buildings will have been refurbished to a high standard.

Extension to Building 48

- The 2,000 square metre extension was approved for Building 48 to permanently house the Design and Contemporary Arts team and also provide some more space for the School of Architecture. Currently the Preliminary Design is complete and further costings are underway now that the design is further developed. Consultation with the schools and other stakeholders is planned and starts shortly. A resource consent is at pre-application stage.

Goal 2: Partner with Industry to provide training and educational opportunities for students

Objectives:

1. *Enter into concurrent educational and lease agreements with an elder care provider for lot BP1*
 2. *Enter into concurrent educational and lease agreements with VSA for lot BP 3.*
 3. *Enter into concurrent educational and lease agreements with other aligned organisations.*
- Unitec has continued to pursue opportunities for educational partnerships with a number of organisations.
 - After 2 expressions of interest from the retirement industry for BP1 this activity is paused due to a significant conflict of interest and breach of confidentiality by one of the senior leaders working in both the retirement industry and at MHUD. We await a solution out of Wellington for the issue we have here.



For Information

- We are partnering with local organisations at Waitakere to lease them space in our old B500 building.
 - As part of The Western Initiative, Kura Waka have now signed the lease on level 4 of B500. They carry out the following;
 - Provide after school I.T skills programme for young people
 - Employment training
 - Collective Kura Kaupapa hui, and classes
 - The delivery of the digital readiness curriculum for schools
 - Creative

Kura Waka will pay their full outgoings along with a peppercorn rent due to the state of the building.

Goal 3: Dispose of Surplus Land and reinvest proceeds

Objectives:

1. *Enter into sale and purchase agreements with the Crown for the sale of surplus lots F3 and F6.*
 2. *Negotiate with the Crown the potential sale of lots F1, F2 and F4, subject to the Crown resolving Unitec's parking issues.*
 3. *Maximise the value for any surplus land to reinvest in facilities and pay down the loan as responsible stewards.*
- Sales of the F lots continue to remain on hold and discussions are being held in Wellington around these sales and the on-going car parking issue.
 - The sales and purchase agreement from Panuku for #10 Trading Place, Waitakere has now gone unconditional at \$1.2M. Due diligence from Unitec's perspective is now being completed with the easement being formally put in place.
 - Having been stalled on going to market by the Crown for a long-term lease on BP1 we continue to await the outcome of talks in Wellington between the various Crown entities to resolve the issue. Meanwhile Unitec continues to work on educational opportunities for this land.



For Information

Goal 4: Develop and implement a holistic Travel Plan

Objectives:

1. *Reduce reliance on car transport by introducing parking charges, investing in alternative modes of transport and educating staff and students on these alternative options.*
- As part of the Sustainability and Wellbeing Strategies Unitec continues to educate staff and students around alternative transport options. With the COVID-19 pandemic there is an avoidance of public transport by some staff and students.
 - In partnership with Auckland Transport:
 - Sign-ups are under way for the March HOP card trials
 - In partnership with Big Street Bikers:
 - Engaged 86 students and staff during Kai & Ride event at Waitakere campus
 - Offering exclusive discounts for rent to own scheme - 8 new leads
 - In partnership with our teachers:
 - UniWaka Carpooling app moved to coding stage. IT students are working on it as their Capstone Project.
 - The next step is to test the app (planned for Q3)
 -
 - Unitec Bike Fleet, in the last 6 weeks, had been used by 38 staff.
 - Customised journey plans will be offered to all new staff (70% progress on updating sustainability induction which includes this offer).



Health, Safety and Wellbeing Monthly Report

February 2020



Health and Safety Report

Coronavirus Update

Incident Management Team (IMT) continues to meet daily to monitor, assess and provide recommendations and guidelines to staff and students. All information is being posted on the Nest and Student Portal.

At 28 February the Pandemic Management Plan was at **Phase 3 – Managing the Initial Impact And Providing Business Continuity**

Phase	Step	Action
Phase 1	Preparation	The preparation of this plan, including the establishment of the Incident Management Team (IMT) is part one in the Ministry's strategy (alert code white) as set out in Schedule 1.
Phase 2	Standby	Part two of this plan includes the preparatory steps that each person/group should begin to undertake immediately as a part of the Ministry's strategy (alert code yellow) as set out in Schedule 1.
Phase 3	Managing the Initial Impact and Providing Business Continuity	<p>If the IMT notifies an escalation to alert code red, (stage 2), Unitec will need to monitor the health of its staff and students closely.</p> <p>The following steps will be taken in this phase:</p> <ol style="list-style-type: none"> 1. The Chief Executive or his or her delegate(s) make a decision regarding activation of this plan in conjunction with the IMT and external or internal medical advice. 2. The IMT will meet and begin operating. 3. At the direction of the IMT Incident Controller, the communications strategy developed by Communications will be immediately implemented. 4. The Incident Controller and all staff will implement the containment measures set out in Schedule 2.
Phase 4	Managing a Closedown	<p>If the Ministry requires Unitec to close or the IMT Incident Controller decides to close Unitec:</p> <ol style="list-style-type: none"> 1. The closedown measures developed by Facilities Management will be implemented. 2. The plans developed by the Director of Enrolments & Academic Operations for enrolments, fees payment and refunds, tutorials and lectures, exams, graduations, and programme suspension will be implemented as appropriate.
Phase 5	Recovery and Normalisation	Steps for recovery and normalisation will be communicated by the IMT during the pandemic and will be implemented upon receipt of notice from the Ministry of Health that Phase 5 - alert code green, as set out in Schedule 1, has begun.



Health and Safety Report

Coronavirus Update



Initial Activities

- All Staff have been reminded that EAP services can be utilised for any stress or anxiety relating to COVID19
- Cleaning contractors have now implemented their Pandemic Cleaning Standards
- Approved antibacterial screen wipes have been placed in all computer labs for learners to use
- Antibacterial hand sanitizers have been secured in all Common Areas with cable ties
- Handwashing messages and reminders disseminated throughout both Campuses



Coronavirus Update (cont)

- Flu vaccine order has been tripled and new storage fridge ordered and delivered. The plan is to give vaccines in April.
- Extra signage now in place to warn about going home if unwell
- Homemade sanitiser now being made with the assistance of Environmental Sciences as there is now a global shortage





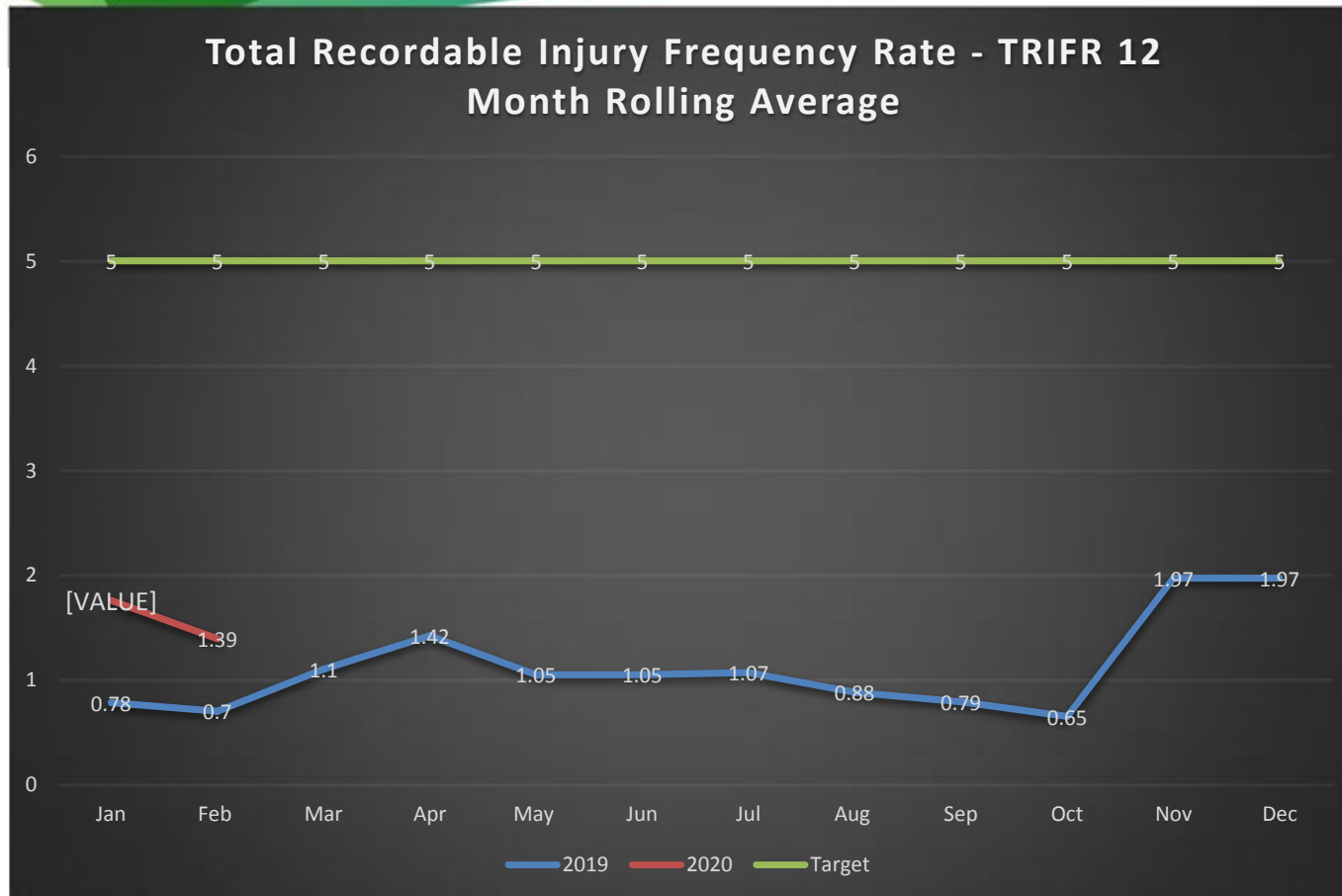
Health and Safety Report

There were no injuries this month, so the TRIFR has decreased.

	Month February	Previous Month	Target 2020
Notifiable Incidents/Injuries	0	0	0
Lost Time / Medical Treatment Injuries (Employees)	0	1	<30
TRIFR (Employees) <i>(12 month rolling average)</i>	1.39	1.76	<5
TRI (Contractors)	0	0	



Total Recordable Injury Frequency Rate (TRIFR) 12 Month Rolling Average

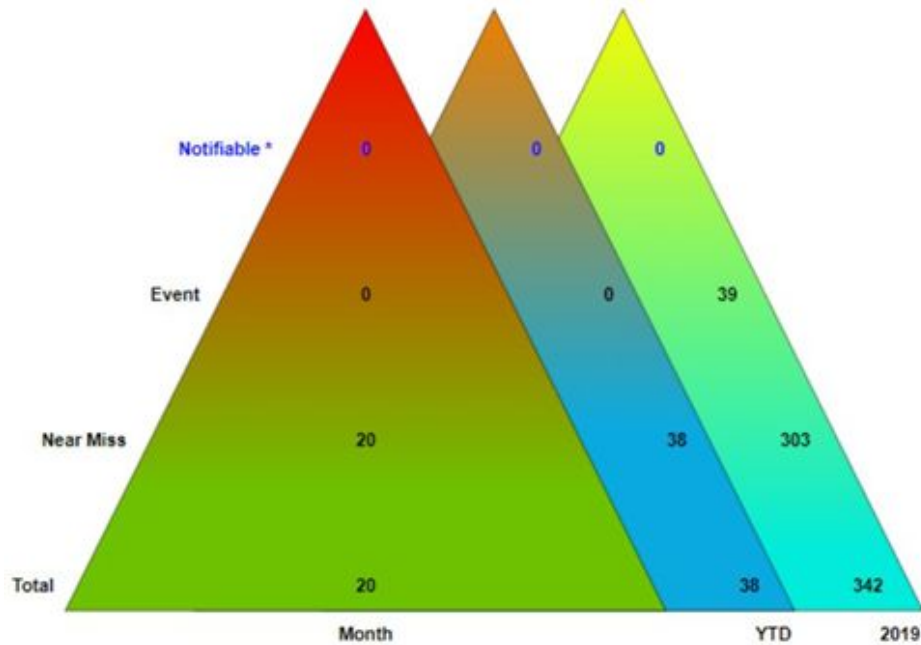


***Note: there were no Lost Time Injuries this month, hence the TRIFR has lowered to 1.39 from January when it was at 1.76.**

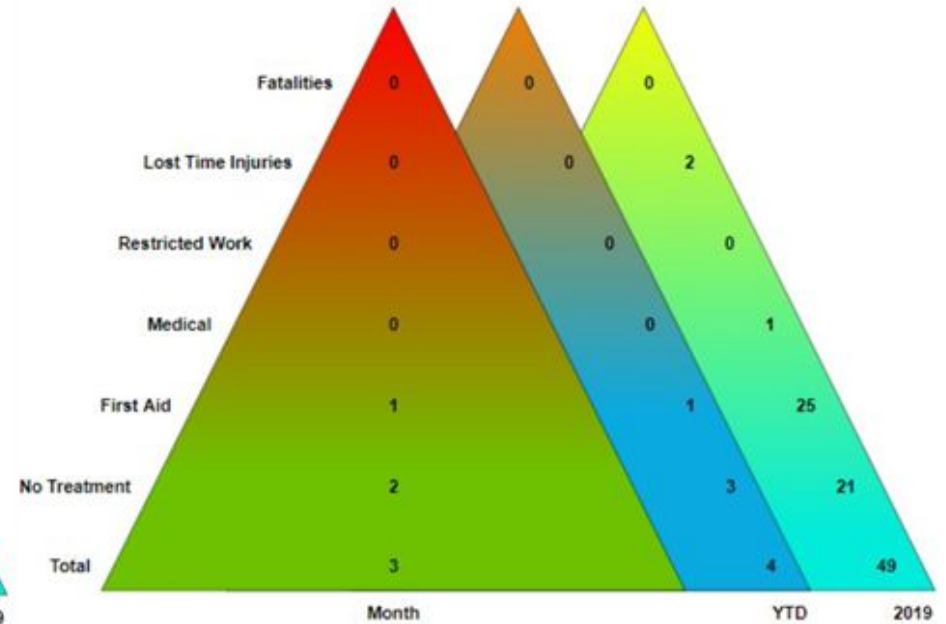


Reporting Statistics

Near Misses/Incidents



Injuries





Health and Safety Online Inductions – Tracking

Support Service/School	Present % Completed	January % Completed
ELT/ExLT	92.1%	89.7%
Te Puna Ako	92.9%	92.9%
Te Korowai Kahurangi	75%	75.0%
UPC, Maori, & Pacific	81.8%	81.0%
Student Success	75.9%	75.6%
Marketing, Comms, & IWD	66.7%	66.7%
HR Operations	94.7%	94.7%
Information Technology	82.9%	82.9%
Infrastructure Operations	85%	85%
Academic Operations	86.8%	86.7%
Finance & Commercial	46.7%	46.7%
Mataaho	45%	45.0%
Research & Enterprise	52.9%	52.9%
Applied Business	71.4%	67.6%
Architecture	48.6%	41.7%
Bridgepoint	74.3%	73.1%
Building Construction	50.0%	50.0%
Community Studies	77.8%	77.8%
Computer Science	63.6%	63.6%
Creative Industries	32.4%	32.4%
Engineering & Applied Technology	70.7%	70.7%
Environmental & Animal Sciences	87.5%	87.5%
Healthcare & Social Practice	74.5%	68.6%
Trades & Services	61.4%	46.2%

Red indicates no change, Green indicates improvement, leaders have been engaged to remind staff to complete the induction.

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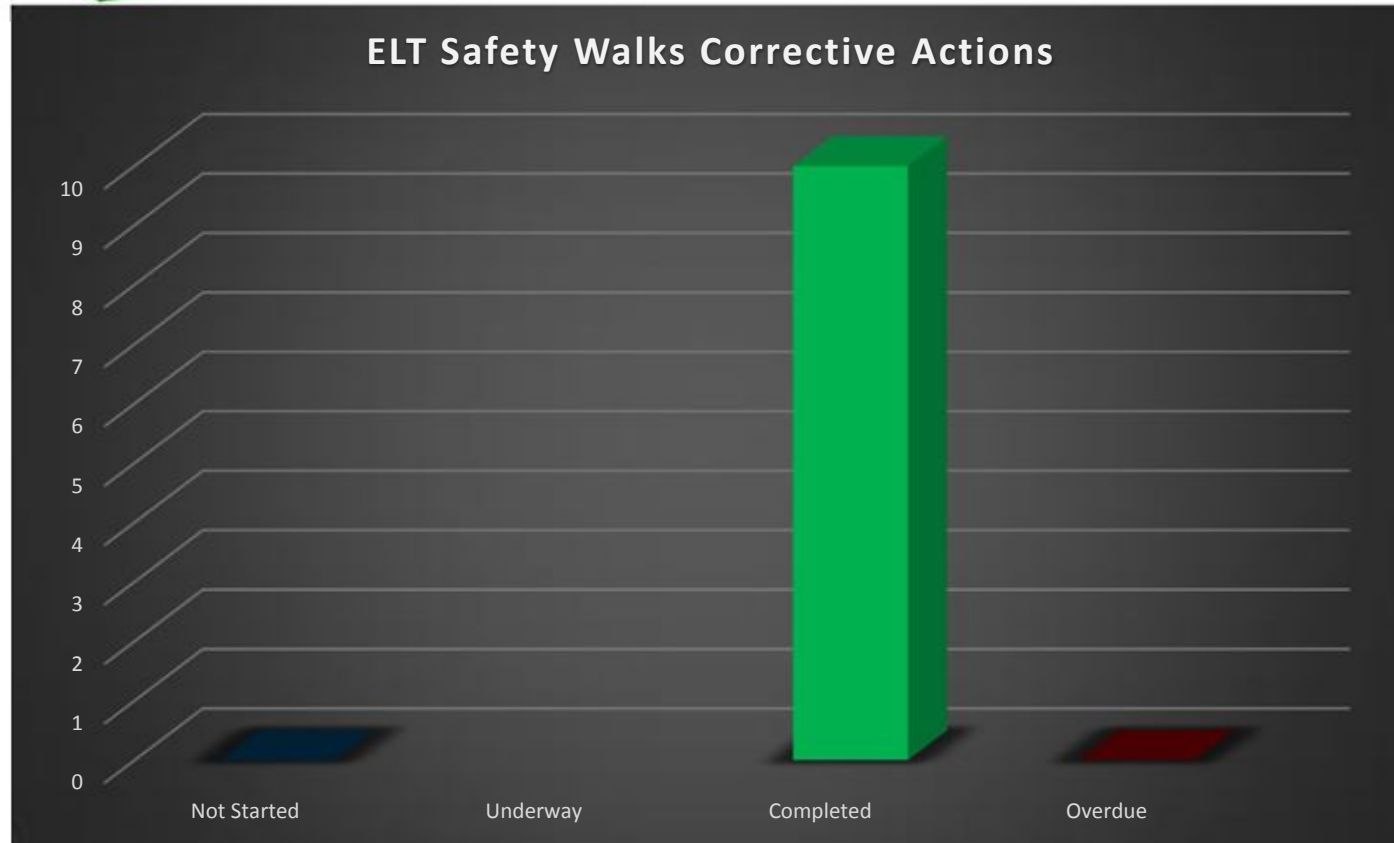


ELT Safety Walks

ELT Member	Safety Walks This Month	Year to Date
Merran Davis	1	2
Mary Johnston	2	4
David Glover	1	2
Glenn McKay	2	2
Alison Sarginson	1	1
Nick Sheppard	1	1
Simon Nash	1	1



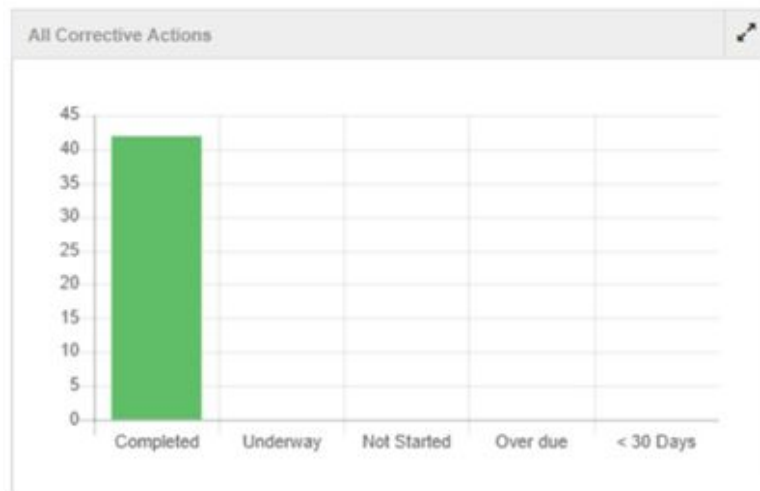
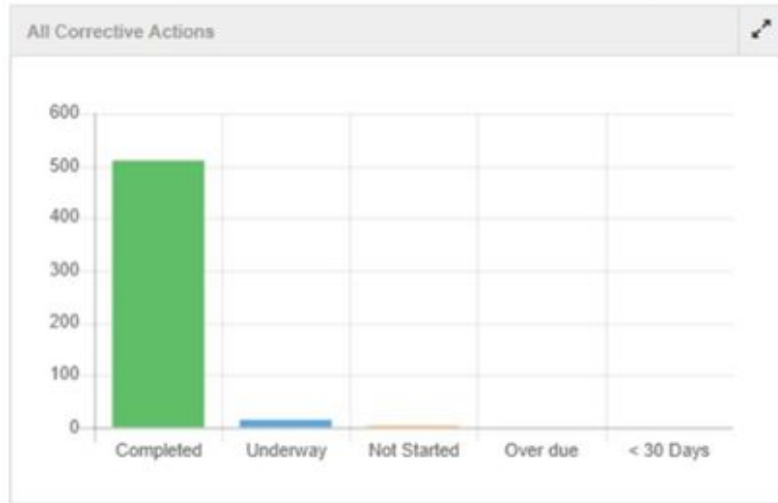
ELT Actions Report – January 2020



Not Started	Underway	Completed	Overdue
0	0	11	0



Unitec Actions Report



Underway	Not Started	Overdue
18	0	0

Underway: 18 underway actions are progressing.

Not Started Actions: 0

Overdue: No actions are overdue.



Drug and Alcohol Tests/Medical Assessments 2020

Type of Assessment	Numbers for February 2020
Pre-employment Drug and Alcohol Tests	10
Communications with Staff – Emails/Phone/Bookings	3
Workstation Assessments and Training – Ergonomics	11
Health Monitoring – High Exposure Areas (Lung Function & Hearing Tests)	0
Medical Assessment Requests/Specialist Referrals	0
Health Counselling/Mental Health	0
Meetings	1
Injury Review/Return to Work	7
Health Monitoring Follow Ups	0



Health & Safety Risk Assurance

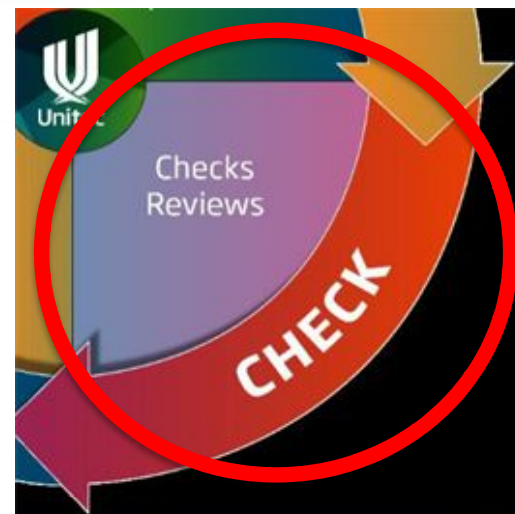
February 2020

Lead (Proactive) Indicators:

- Applied Business, Architecture, Academic Operations, Finance and Information Technology have reviewed and confirmed their Risk Registers as current.
- Trades and Services has commenced the H&S risk register review.
- 8 x HOS / Director safety walks of their business have been planned.
- 7 x assurance activity meetings will be scheduled with APMs and administrators.

Lag (Reactive) Indicators:

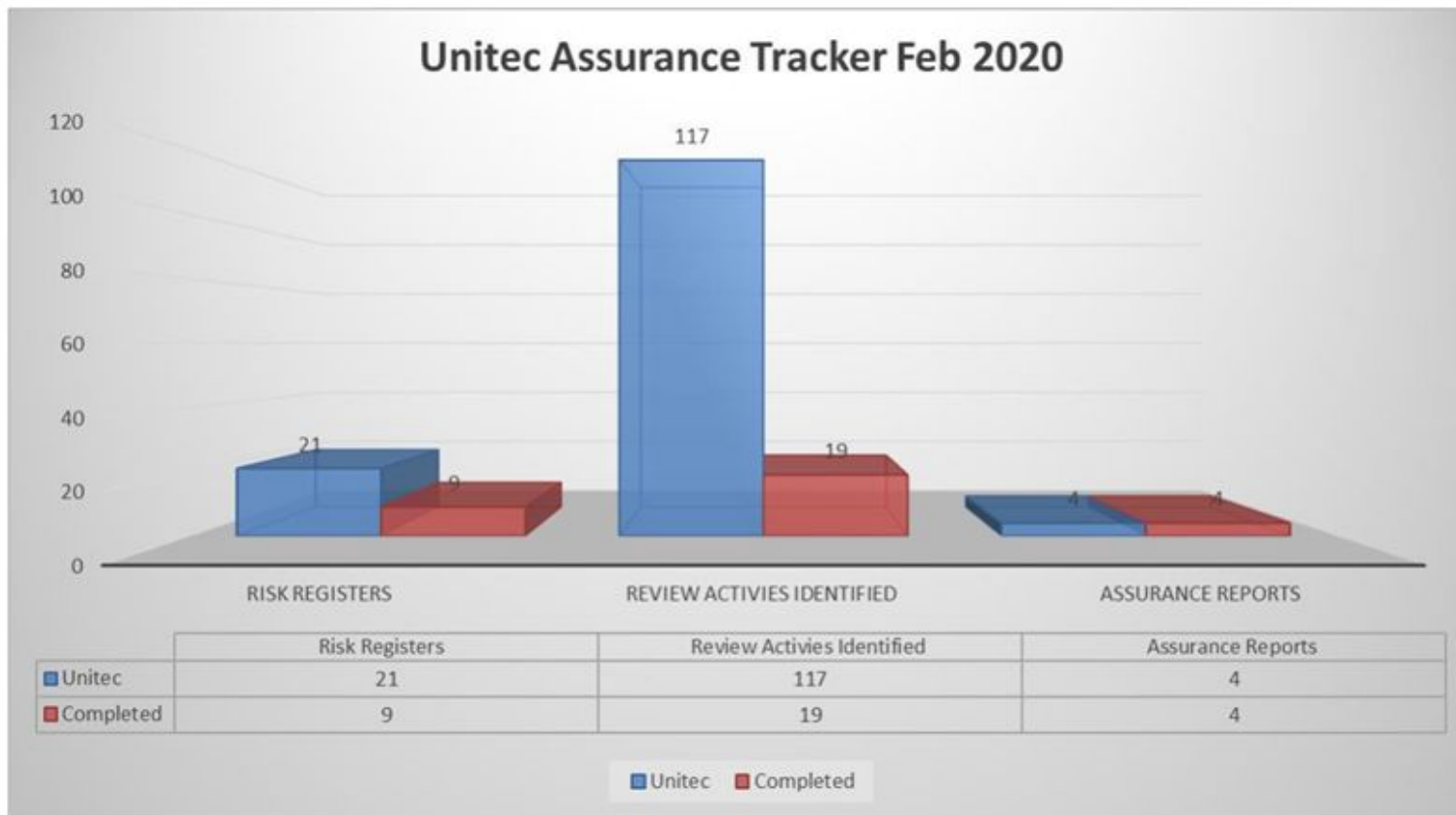
- ***Work related stress was assessed as high for the IT team due to time pressure on both projects and service delivery.***
- No lost work days
- No corrective actions from an incident/accident investigation
- 11 corrective actions from ELT walks and near misses





Assurance Project

Summary of the current actions for this month:





Wellbeing updates

Wellness programme

- 12 initiatives offered in the weekly schedule of activities
- Engagement focused on the active commute team challenge of the month: the Bike Challenge
- 68 staff participated, 26 of which were new to cycling
- Unitec Bike fleet gained 7 new users and as a result we came first in the Education industry category, and fifth in the Auckland region for 500 – 1999 staff category



Mental health – Staff training

Mental distress workshops

Sessions held	5
Part 1 attendance	45
Part 2 attendance	27

Supporting distressed students

Sessions held	1
Attendance	14*

De-escalation techniques training

Sessions held	0
Attendance	0



Sustainability Projects – monthly update

As per Sustainability and Wellbeing team action plan, these are the four focus areas for 2020

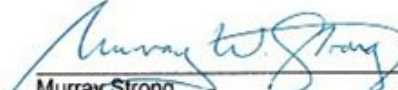
Zero Waste	Low Carbon	Sustainable Food	Kaitiakitanga Strategy
<p>Disposable coffee cups 3 sustainability club members met with Yavaan from Long Black to trouble shoot the Cup library and discuss additional initiative. Agreed on actions to implement over next two months.</p> <p>Recyclers site visit Planned for 2nd week of April. More information coming soon.</p> <p>Food composting Out of 36 new members signed up during student club sign up days, 5 joined the food composting action group.</p>	<p>In the process of collecting and comparing quotes for:</p> <ul style="list-style-type: none"> • EV charging stations • Safe outdoor racks for e-bikes <p>Journey plans for staff 70% progress on updating sustainability induction, which once completed, among other things, will provide all new staff with custom made journey plan.</p>	<p>International cook up event</p> <ul style="list-style-type: none"> • Planned for May • In the process of finalising the concept and forming an action team 	<p>Pending</p>

Constitution

Unitec New Zealand Limited (a wholly-owned subsidiary of New Zealand Institute of Skills and Technology)

This document is the Constitution of Unitec New Zealand Limited, as certified as such on 26 March 2020 by Murray Strong, the Applicant for registration of the Company pursuant to the Companies Act 1993.

Certified as the Constitution of the Company.


Murray Strong
Applicant

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TEL 64 9 916 8800 FAX 64 9 916 8801

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Constitution of Unitec New Zealand Limited

1. Interpretation

1.1 Definitions

In this Constitution, unless the context otherwise requires:

Alternate Director means a person appointed as an alternate of a Director pursuant to clause 9.5;

Board means Directors who number not less than the required quorum acting together as the board of directors of the Company;

Companies Act means the Companies Act 1993;

Company means Unitec New Zealand Limited;

Constitution means this constitution, as amended from time to time;

Crown Entities Act means the Crown Entities Act 2004;

Crown Entity has the meaning given in the Crown Entities Act;

Crown Entity Subsidiary has the meaning given in the Crown Entities Act;

Director means a person appointed as a director of the Company;

Education Act means the Education Act 1989;

Fees Framework has the meaning given to it in the Crown Entities Act;

Interested has the meaning set out in section 139 of the Companies Act (and **Interest** shall be interpreted accordingly);

LGOIMA means the Local Government Official Information and Meetings Act 1987;

NZIST means New Zealand Institute of Skills and Technology, a tertiary education institution and Crown entity formed under the Education Act;

NZIST's Charter means NZIST's Charter as set out in Schedule 22 of the Education Act, which at the date that this Constitution is adopted is as set out in Schedule 3 to this Constitution;

Operational and Financial Parameters Direction has the meaning given in clause 7.2 of this Constitution;

Reserved Matter means a matter specified in Schedule 2;

Secretary has the meaning given in the Education Act;

Share means a share issued, or to be issued, by the Company; and

Shareholder means the sole holder of the Shares in the Company, NZIST.

1.2 Construction

In this Constitution, unless the context otherwise requires:

- (a) the headings appear as a matter of convenience and shall not affect the construction of this Constitution;
- (b) in the absence of an express indication to the contrary, references to clauses or paragraphs are to clauses and paragraphs of this Constitution;
- (c) a reference to any statute, statutory regulations or other statutory instrument includes the statute, statutory regulations or instrument as from time to time amended or re-enacted or substituted;
- (d) the singular includes the plural and vice versa and one gender includes the other genders;
- (e) the words written and writing include facsimile communications and any other means of communication resulting in permanent visible reproduction;
- (f) the word person includes any association of persons whether corporate or unincorporate, and any state or government or department or agency thereof, whether or not having separate legal personality; and
- (g) words or expressions defined in the Companies Act have the same meaning in this Constitution.

2. Companies Act 1993

2.1 Effect of Constitution

The Company, the Board, each Director and the Shareholder each have the rights, powers, duties and obligations set out in the Companies Act except to the extent that they are negated or modified by the Constitution. This Constitution has no effect to the extent it contravenes the Companies Act, or is inconsistent with it. The Shareholder may alter or revoke this Constitution by special resolution.

3. Company a Crown entity

3.1 Crown entity

- (a) The Company is a Crown Entity for the purpose of the Crown Entities Act. The capacity, rights, powers and privileges of the Company are no broader than those of NZIST, and the Company must not carry on or undertake any business or activity, do any act, or enter into any transaction that is outside the functions of NZIST as set out in the Education Act.
- (b) Without limiting the generality of clause 3.1(a), as a Crown Entity Subsidiary of NZIST, the Company:
 - (i) must not do anything that NZIST does not have the power to do;

BELL GULLY

- (ii) must act consistently with any letter of expectations provided by NZIST to the Company from time to time and with NZIST's objectives and current statement of intent (to the extent they relate to the Company);
- (iii) must exercise its powers only for the purpose of performing, or assisting NZIST to perform, NZIST's functions;
- (iv) must not contravene the Crown Entities Act or the Education Act to the extent it relates to the Company;
- (v) must comply with a direction given by a relevant Minister to NZIST (to the extent the direction relates to the Company);
- (vi) may pay remuneration to its directors only at a rate and a kind determined by NZIST in accordance with the Fees Framework;
- (vii) must not pay directors of the Company any compensation or other payment or benefit, on any basis, for ceasing for any reason to hold office (and section 161(1)(b) of the Companies Act shall not apply to the Company);
- (viii) must not perform any of NZIST's statutorily independent functions;
- (ix) must comply with the statutory requirements as to employees that apply to NZIST;
- (x) must not have a member of Parliament as a director; and
- (xi) must perform its functions:
 - (A) efficiently and effectively;
 - (B) in a manner consistent with the spirit of service to the public; and
 - (C) in collaboration with other public entities (within the meaning of that term in the Public Audit Act 2001) where practicable.

3.2 Crown Entity Act obligations

For as long as the Company remains a Crown Entity Subsidiary, it shall be subject to, must comply with, and shall not contravene, the Crown Entities Act to the extent that such Act applies to the Company.

3.3 Education Act obligations

The Company is a corresponding NZIST subsidiary for the purposes of the Education Act. It shall be subject to, must comply with, and shall not contravene, the Education Act to the extent that such Act applies to the Company.

3.4 Delegations and policies

- (a) The Company must comply with, and give effect to any written notice of delegation by NZIST of its functions or powers pursuant to section 73 of the Crown Entities Act.
- (b) The Company must comply with, adopt and give effect to any NZIST policies and procedures as notified by NZIST to the Company from time to time.

4. Company to give effect to NZIST's functions and Charter

The Company must, to the extent practicable, give effect to:

- (a) NZIST's Charter; and
- (b) NZIST's functions as set out in section 222B of the Education Act, which are as follows (at the date that this Constitution is adopted):
 - (i) to provide or arrange, and support, a variety of education and training, including vocational, foundation, and degree-level or higher education and training;
 - (ii) to conduct research, with a focus on applied and technological research;
 - (iii) to be responsive to and to meet the needs of the regions of New Zealand and their learners, industries, employers, and communities by utilising NZIST's national network of tertiary education programmes and activities;
 - (iv) to improve the consistency of vocational education and training by using skill standards and working in collaboration with workforce development councils;
 - (v) to improve outcomes in the tertiary education system as a whole, including (without limitation) by making connections with schools and other organisations involved in tertiary education and by promoting and supporting life-long learning;
 - (vi) to improve outcomes for Māori learners and Māori communities in collaboration with Māori and iwi partners, hapū, and other stakeholders; and
 - (vii) to carry out any other functions consistent with NZIST's role as a tertiary education institution.

5. Rights attaching to Shares in the Company

5.1 Shares to be held by NZIST

Every Share in the Company must be held by NZIST.

5.2 Rights attaching to Shares

The Shares at the date of certification of this Constitution will be issued to NZIST. Each Share confers on NZIST the right to:

- (a) one vote on a poll at a meeting of the Shareholder on any resolution;
- (b) an equal share in dividends authorised by the Board; and
- (c) an equal share in the distribution of the surplus assets of the Company.

The sole Shareholder has the right to receive notice of and attend every meeting of the Shareholder.

6. Issue, consolidation, subdivision and repurchase of Shares

6.1 Issue of new Shares

Neither the Board nor any other person may issue further Shares in the Company (including different classes of Shares), or securities convertible into Shares, or options to acquire Shares in the Company unless the issue (including the terms of the issue) is expressly authorised in writing by NZIST.

6.2 Consolidation and subdivision of Shares

The Board may, with the prior approval of NZIST in writing:

- (a) consolidate and divide the Shares in proportion to those Shares; or
- (b) subdivide the Shares in proportion to those Shares.

7. Exercise of powers of Shareholder

7.1 Matters to be determined by sole Shareholder

In addition to any approval requirements under the Companies Act, each Reserved Matter shall require the prior written approval of NZIST. The Company shall seek such written approval for any Reserved Matter from the Chief Executive of NZIST.

7.2 Power of Shareholder to issue written directions

NZIST may from time to time issue to the Company a written operational and financial parameters direction (**Operational and Financial Parameters Direction**), which specifies:

- (a) the applicable thresholds or financial limits for categories of transactions or actions which require approval by NZIST as Reserved Matters;
- (b) restrictions or parameters applicable to the Company in respect of operational matters; and/or
- (c) matters in respect of which the Company must give NZIST reasonable notice, consult with NZIST and have due regard to NZIST's comments.

Each Operational and Financial Parameters Direction issued by NZIST shall be binding on the Company, until it is revoked by NZIST or superseded by another Operational and Financial Parameters Direction.

7.3 Methods of holding meetings

A meeting of the Shareholder may be held by the sole Shareholder (who constitutes a quorum):

- (a) assembling at the time and place appointed for the meeting; or
- (b) if determined by the Board:
 - (i) participating in the meeting by means of audio, audio and visual, or electronic communication; or

- (ii) by a combination of both of the methods described in clauses 7.3(a) and 7.1(b)(i).

7.4 **Exercise of powers by meeting, written resolution or written notice**

A power reserved to the Shareholder by the Companies Act or by this Constitution may be exercised either:

- (a) at a meeting of the Shareholder; or
- (b) by a resolution in writing signed by the Shareholder in accordance with section 122 of the Companies Act; or
- (c) with respect to shareholder powers set out at clauses 7.1 and 7.2, by written notice to the Company.

7.5 **Powers of Shareholder**

Unless otherwise specified in the Companies Act or this Constitution, any power reserved to the Shareholder may be exercised and any approval of the Shareholder may be given by ordinary resolution.

8. **Meetings of the Shareholder**

8.1 **Annual meetings**

Subject to clause 8.4, the Company must hold an annual meeting not later than:

- (a) six months after the balance date of the Company; and
- (b) fifteen months after the previous annual meeting.

The Company need not hold its first annual meeting in the calendar year of its registration but shall hold that meeting within 18 months of its registration.

8.2 **Time and place of annual meeting**

Each annual meeting must be held at such time and place as the Board appoints.

8.3 **Majority required to approve a special resolution**

For the purposes of the Companies Act, a "special resolution" of the Company may be passed by NZIST as the sole Shareholder voting on the resolution.

8.4 **Resolution in lieu of annual meeting**

It is not necessary for the Company to hold an annual meeting if everything required to be done at the meeting (by resolution or otherwise) is done by resolution in writing signed in accordance with section 122 of the Companies Act.

8.5 **Special meetings**

All meetings other than annual meetings are to be called special meetings.

8.6 Calling of special meetings

A special meeting of the Shareholder:

- (a) may be called by the Board at any time; and
- (b) by NZIST as the sole Shareholder.

8.7 Meeting procedures

The provisions of the First Schedule to the Companies Act govern proceedings of meetings of the Shareholder, provided that clause 1 and clause 12 of the First Schedule of the Companies Act does not apply to the Company. The Shareholder present may appoint a person to be Chairperson at a meeting of the Shareholder.

9. Appointment and removal of Directors

9.1 Board composition

Subject to the Education Act:

- (a) the number of Directors must not at any time be less than four or more than eight; and
- (b) at least half of the persons appointed as Directors from time to time must reside in the region in which the Company predominantly operates.

9.2 Initial Directors

On registration of the Company, the first Directors are the persons named as Directors in the application for registration of the Company.

9.3 Appointment and removal of Directors

Subject to clause 9.1, NZIST may, from time to time by notice in writing delivered to the Company, appoint, remove and replace any Director.

9.4 Vacation of office

A Director will cease to hold office as a Director if the Director:

- (a) becomes bankrupt or makes an arrangement or compromise with the Director's creditors generally; or
- (b) becomes disqualified from:
 - (i) being a Director pursuant to section 151 of the Companies Act; or
 - (ii) being appointed as a member of a statutory entity under section 30 of the Crown Entities Act; or
 - (iii) being appointed as a member of the council of an institution pursuant to section 171A of the Education Act,

being, as at the date of the adoption of this Constitution, as summarised in Schedule 1;

- (c) resigns from office by notice in writing to the Company; or
- (d) is removed from office pursuant to this Constitution, the Companies Act or any other Act.

9.5 Appointment and removal of Alternate Directors

NZIST may, by notice in writing to the Company, appoint any person to be an Alternate Director of a Director and may by notice in writing to the Company remove or replace any Alternate Director. The appointment of the Alternate Director is automatically revoked when the Director in whose place the Alternate Director acts vacates office.

9.6 Rights of Alternate Director

Each Alternate Director will be entitled to:

- (a) receive notices of all meetings of the Board if the Director for whom he or she is an Alternate Director is known to be either outside of New Zealand or otherwise unavailable to attend meetings;
- (b) attend and vote at any such meeting at which the Director for whom he or she is an Alternate Director is not personally present; and
- (c) in the absence of the Director for whom he or she is an Alternate Director, perform all the functions, and exercise all the powers, of that Director.

10. Powers of Directors

10.1 Management of Company

Except as provided in this Constitution, the business and affairs of the Company must be managed by, or under the direction or supervision of, the Board.

10.2 Exercise of powers by Board

Subject to the provisions of this Constitution, the Board may exercise all the powers of the Company which are not required, either by the Companies Act or this Constitution, to be exercised by the Shareholder.

10.3 Delegation of powers

The Board may delegate to a committee of Directors, a Director, the Chief Executive, an employee of the Company or to any other person approved by NZIST, any one or more of its powers by resolution and written notice to the person or persons, other than:

- (a) a power set out in the Second Schedule to the Companies Act;
- (b) any functions or powers specified in the Education Act as not being capable of delegation; and
- (c) the general power of delegation.

10.4 Appointment of attorney

Subject to the provisions of this Constitution, the Company may exercise the power conferred by section 181 of the Companies Act to appoint a person as its attorney, either generally or in relation to a specified matter. Any such power of attorney may contain such provisions for the protection of persons dealing with the attorney as the Board thinks fit, and may also authorise any attorney to delegate all or any of the powers, authorities and discretions vested in the attorney.

10.5 Ratification by Shareholder

Subject to the provisions of section 177 of the Companies Act (relating to ratification of directors' actions), the Shareholder, or any other person in whom a power is vested by this Constitution or the Companies Act, may ratify the purported exercise of that power by a Director or the Board in the same manner as the power may be exercised. The purported exercise of a power that is ratified under this clause is deemed to be, and always to have been, a proper and valid exercise of that power.

11. Proceedings of the Board

11.1 Methods of holding meetings

A meeting of the Board may be held either:

- (a) by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- (b) by means of audio, or audio and visual, communication by which all the Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

11.2 Notice of meeting

A Director or, if requested by a Director to do so, an employee of the Company approved by the Board for this purpose, may convene a meeting of the Board. Notice of a meeting of Directors must be:

- (a) given to every Director who is in New Zealand;
- (b) given to any Alternate Director who is in New Zealand who is an Alternate Director of a Director who is known to be either outside of New Zealand or otherwise unavailable to attend the meeting; and
- (c) publicly notified by the Board in accordance with the requirements of Part 7 of the LGOIMA.

11.3 Waiver of irregularity

An irregularity in a notice of meeting is waived if all the Directors entitled to receive notice of the meeting attend or participate in the meeting without protest as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

11.4 Quorum

A quorum for a meeting of the Board shall be a majority of the Directors that are entitled to vote at that meeting.

11.5 Chairperson and Deputy Chairperson

- (a) NZIST may appoint one of the Directors as chairperson of the Board and determine the period for which the chairperson is to hold office. If no chairperson is appointed, or if at any meeting the chairperson is not present within five minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number to be chairperson of the meeting.
- (b) In addition to the appointment of a chairperson of the Board, NZIST may elect to appoint one of the Directors as a deputy chairperson of the Board and determine the period for which that deputy chairperson is to hold office.

11.6 Votes

Every Director has one vote. In the case of an equality of votes, the chairperson does not have a casting vote. A resolution of the Board is passed if it is agreed to by all Directors present without dissent or a majority of the votes cast on it are in favour of it. A Director present at a meeting of the Board is presumed to have agreed to, and to have voted in favour of, a resolution of the Board unless that Director expressly dissents from or expressly abstains from voting on, or votes against, the resolution.

11.7 Resolutions in writing

A resolution in writing, signed or assented to by a majority of the Directors, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents (including PDF, facsimile or other similar means of communication) in like form, each signed or assented to by one or more Directors. A copy of any such resolution must be entered in or kept with the records of Board proceedings. The Company must within seven days after any resolution is passed in accordance with this clause, send a copy of the resolution to each Director who has not signed or assented to the resolution but failure to do so will not invalidate the resolution.

11.8 Minutes

The Board must ensure that minutes are kept of all proceedings at meetings of the Board, having regard to Part 7 of the LGOIMA.

11.9 Validity of acts

All acts done by any meeting of the Board or of a committee of Directors or by any person acting as a Director are valid notwithstanding:

- (a) any defect in the appointment of any Director or person acting as a Director; or
- (b) that they or any of them were disqualified; or
- (c) any irregularity in a notice of meeting.

11.10 Application of the Local Government Official Information and Meetings Act 1987

The Company is a local authority for the purposes of Part 7 of the LGOIMA. The requirements of Part 7 of the LGOIMA apply to meetings of the Board, including the following provisions:

- (a) section 46, which provides that meetings of the Board shall be publicly notified in accordance with the requirements of that section;

- (b) section 46A, which provides that agendas and reports for a Board meeting shall be made available for inspection by the public, subject to specified exceptions;
- (c) sections 47 and 48, which provide that every Board meeting shall be open to the public, unless the public may be excluded (in whole or in part) in accordance with section 48;
- (d) section 49, which sets out provisions that apply where all or part of the Board meeting is open to the public;
- (e) section 50, which sets out provisions for the maintenance of order at a Board meeting;
- (f) section 51, which provides that members of the public may inspect the minutes of a Board meeting in accordance with the provisions of that section;
- (g) section 51A, which sets out provisions relating to resolutions passed at extraordinary or emergency meetings; and
- (h) sections 52 to 54.

11.11 Other procedures

Except as set out in this clause 11 and subject to the provisions of Part 7 of the LGOIMA, the Board may regulate its own procedure. The provisions of the Third Schedule of the Companies Act do not apply to proceedings of the Board except to the extent that those provisions are included in this Constitution.

12. Directors' Interests

12.1 Disclosure of Interests

A Director must comply with the provisions of section 140 of the Companies Act (relating to disclosure of Interests of directors) but failure to comply with that section does not affect the operation of clause 12.2.

12.2 Personal involvement of Directors

Notwithstanding any rule of law or equity to the contrary, but subject to sections 107(3) and 141 of the Companies Act (relating to avoidance of transactions in which a director is Interested) and section 36 of the Financial Reporting Act 2013 (prohibiting a director of a company from acting as auditor of that company), a Director may:

- (a) contract with the Company in any capacity;
- (b) be a party to any transaction with the Company;
- (c) have any direct or indirect personal involvement or Interest in any transaction or arrangement to which the Company is a party or in which it is otherwise directly or indirectly interested or involved;
- (d) become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be directly or indirectly interested as a Shareholder or otherwise; and
- (e) retain any remuneration, profit or benefits in relation to any of the foregoing,

and no contract or arrangement of any kind referred to in this clause may be avoided by reason of a Director's Interest.

12.3 Interested Directors must not vote

- (a) Subject to clause 12.3(b), a Director who is Interested in a transaction entered into, or to be entered into, by the Company must not:
- (i) vote on any matter relating to the transaction;
 - (ii) attend a meeting of the Board at which any matter relating to the transaction arises and be included among the Directors present at the meeting for the purposes of a quorum;
 - (iii) sign a document relating to the transaction on behalf of the Company; and
 - (iv) do any other thing in his or her capacity as a Director in relation to the transaction.
- (b) The Director who is Interested in a transaction entered into, or to be entered into, by the Company under clause 14 may take any action set out in clauses 12.3(a)(i) to 12.3(a)(iv) as if the Director were not Interested in the transaction.

12.4 Interests of NZIST

For as long as the Company is a wholly owned subsidiary of NZIST, any Director may, when exercising powers or performing duties as a Director, act in a manner which he or she believes is in the best interests of NZIST, even though it may not be in the best interests of the Company.

13. Directors' remuneration and other benefits

13.1 Remuneration and benefits

- (a) The Board may, with prior written approval of NZIST, authorise the payment of remuneration or the provision of other benefits by the Company to a Director for services as a Director or in any other capacity in accordance with the Fees Framework, provided that no Director will be entitled to any compensation or other payment or benefit on any basis for ceasing for any reason to hold office.
- (b) Subject to clause 13.1(a), the Board may exercise the power conferred by section 161 of the Companies Act to authorise any payment or other benefit of the kind referred to in that section (other than a payment as compensation for loss of office described in section 161(b)) with the prior written approval of NZIST.

13.2 Expenses

Each Director is entitled in accordance with the Fees Framework to be reimbursed, out of the funds of the Company, for actual and reasonable travelling and other expenses incurred by the Director in carrying out the office as Director.

14. Indemnity and insurance for Directors and employees

14.1 Indemnity for Directors

Subject to obtaining the prior written approval of NZIST, every Director may be indemnified by the Company for any costs referred to in section 162(3) of the Companies Act and any liability or costs referred to in section 162(4) of the Companies Act.

14.2 Indemnities and insurance

In addition to the indemnity set out in clause 14.1, the Company may, with the prior written approval of NZIST and the Board:

- (a) indemnify a director or employee of the Company or a related company for any costs referred to in section 162(3) of the Companies Act;
- (b) indemnify a director or employee of the Company or a related company in respect of any liability or costs referred to in section 162(4) of the Companies Act; and
- (c) effect insurance for a director or employee of the Company or a related company in respect of any liability or costs referred to in section 162(5) of the Companies Act.

14.3 Interpretation

Words given extended meanings by section 162(9) of the Companies Act have those extended meanings in this clause 14.

15. Dividends

The Board may, subject to the Companies Act and this Constitution, authorise the payment of dividends by the Company at times, and of amounts, and in such form as it thinks fit and may do everything which is necessary or expedient to give effect to the payment of such dividends. Prior to authorising the payment of a dividend, the Board must be satisfied on reasonable grounds that the Company will immediately after payment of the dividend satisfy the solvency test.

16. Notices

All notices, reports, accounts or documents required to be sent to a Shareholder must be sent in the manner set out in section 391 of the Companies Act. Notices to any other person must be sent in the same manner as if that person was a Shareholder.

17. Dissolution

17.1 Education Act to apply

On the dissolution of the Company, the relevant provisions of the Education Act shall apply.

18. Method of contracting

18.1 Deeds

A deed which is to be entered into by the Company may be signed on behalf of the Company, by:

- (a) two or more Directors; or
- (b) one or more attorneys appointed by the Company.

18.2 Other written contracts

An obligation or contract which is required by law to be in writing, and any other written obligation or contract which is to be entered into by the Company, may be signed on behalf of the Company by a person acting under the express or implied authority of the Company.

18.3 Other obligations

Any other obligation or contract may be entered into on behalf of the Company in writing or orally by a person acting under the express or implied authority of the Company.

Schedule 1: Director appointment disqualification criteria

To be eligible for appointment as a director of the Company, a person must not be disqualified from appointment under:

- section 151 of the Companies Act 1993;
- section 30 of the Crown Entities Act 2004; or
- section 171A of the Education Act 1989.

As at the date of adoption of this Constitution, a person is disqualified from being appointed as director of the Company for the purposes of those provisions if the person is:

- (a) under 18 years of age;
- (b) an undischarged bankrupt;
- (c) prohibited from being a director or promoter of a company, or being concerned or taking part in the management of a company, due to being convicted of certain offences or crimes involving dishonesty specified in the Companies Act 1993, disqualified by the Court or prohibited by the Registrar of Companies or the Financial Markets Authority;
- (d) prohibited from being a general partner or promoter of a limited partnership, or being concerned or taking part in the management of a limited partnership, due to being convicted of certain offences or crimes involving dishonesty specified in the Limited Partnerships Act 2008, disqualified by the Court or prohibited by the Registrar of Companies or the Financial Markets Authority;
- (e) prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Financial Markets Conduct Act 2013 or the Takeovers Act 1993;
- (f) in the case of a company that is an employer, prohibited from being an officer of an employer under sections 142M and 142N(1)(b) of the Employment Relations Act 2000;
- (g) prohibited from 1 or more of the following under an order made, or a notice given, under a law of a prescribed country, State, or territory outside New Zealand:
 - (i) being a director of an overseas company;
 - (ii) being a promoter of an overseas company; or
 - (iii) being concerned or taking part in the management of an overseas company;
- (h) prohibited from 1 or more of the following under an order made, or a notice given, under a law of a prescribed country, State, or territory outside New Zealand:
 - (i) being a general partner of an overseas limited partnership;
 - (ii) being a promoter of an overseas limited partnership; or
 - (iii) being concerned or taking part in the management of an overseas limited partnership;
- (i) a person who is subject to a property order under the Protection of Personal and Property Rights Act 1988;

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- (j) a person in respect of whom a personal order has been made under the Protection of Personal and Property Rights Act 1988 that reflects adversely on the person's –
 - (i) competence to manage his or her own affairs in relation to his or her property; or
 - (ii) capacity to make or to communicate decisions relating to any particular aspect or aspects of his or her personal care and welfare;
- (k) a person who has been convicted of an offence punishable by imprisonment for a term of 2 years or more, or who has been sentenced to imprisonment for any other offence, unless that person has obtained a pardon, served the sentence, or otherwise suffered the penalty imposed on the person;
- (l) a member of Parliament;
- (m) a person who is disqualified under any other Act from being a member of a statutory entity; or
- (n) a person who has at any time after the commencement of section 7 of the Education Amendment Act 2015 been removed as a member of the council of any institution of any kind.

Schedule 2: Reserved Matters

Without limitation to the other matters in this Constitution or under any enactment which require the approval of NZIST or any other person, the Company must obtain the prior written consent of NZIST for the following matters, or agreeing to or committing to such matters:

Restricted Thresholds

- (a) **expenditure:** the incurring by the Company (in a transaction, or series of related transactions) of any expenditure in excess of the thresholds and/or financial limits specified in its current Operational and Financial Parameters Direction;
- (b) **new borrowings:** the incurring by the Company of any new borrowing or any other indebtedness or liability in the nature of borrowing (including entering into any finance leases) in excess of the thresholds and/or financial limits specified in its current Operational and Financial Parameters Direction;
- (c) **drawdown on existing debt facilities:** drawing-down from any debt or borrowing facilities (in a transaction, or series of related transactions) in excess of the thresholds and/or financial limits, or in advance of the budgeted draw-downs, in each case as specified in its current Operational and Financial Parameters Direction;
- (d) **disposal of assets:** the leasing or sale, assignment, gifting, transfer (including to any trust), lending or any other disposal of assets, or interests in assets, by the Company (in a transaction, or series of related transactions) in excess of the thresholds and/or financial limits specified in its current Operational and Financial Parameters Direction;
- (e) **charging of assets:** the mortgaging or otherwise charging of assets, or interests in assets, by the Company (in a transaction, or series of related transactions) in excess of the thresholds and/or financial limits specified in its current Operational and Financial Parameters Direction;
- (f) **leases and licences:** the entry of the Company into any lease or licence that exceeds the thresholds and/or financial limits specified in its current Operational and Financial Parameters Direction;

Restricted Actions

- (g) **receipt of gifts:** the receipt of any gift of the following types: land, interests in land, buildings, easements, licences, shares, securities convertible into shares, options to acquire shares, interests in any partnership, joint venture or other association of persons, beneficial interests in a trust or any other asset, real property or personal property that has material or long-term operating or capital costs or liabilities (including contingent liabilities);
- (h) **annual academic programme:** any development of, or changes to, any qualifications, programmes or related course material outside of any annual academic programme agreed with NZIST from time to time;
- (i) **change of name of Company:** changing the name of the Company;
- (j) **acquiring shares or interests:** acquiring shares in any company or acquiring an interest in any partnership, joint venture or other association of persons, or an interest in a company other than in its shares;
- (k) **trusts:** settling or being or appointing a trustee of, a trust;
- (l) **subsidiary companies:** the incorporation, establishment or acquisition of a subsidiary company;

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- (m) **ring-fenced amounts:** expending, drawing-down or otherwise dealing with any amounts that have been ring-fenced by the Company in accordance with any ring-fencing policy of NZIST;
- (n) **borrowing limits:** the approval of new borrowing limits in relation to any existing debt or borrowing facilities;
- (o) **Director remuneration:** the approval of Director remuneration;
- (p) **asset management plans:** the approval of an asset management and utilisation plan for the Company;
- (q) **budget guidelines:** the adoption of budget guidelines;
- (r) **annual budget:** the approval of an annual budget and funding and delivery proposal in respect of the financial years / academic years on and from 1 January 2021;
- (s) **out of scope transactions and activities:** the approval of any transaction (or series of related transactions) or activity which is inconsistent with the scope and/or nature of the Company's activities set out in the approved annual budget and funding proposal; and
- (t) **operational matters:** a decision on any operational matter which is specified to be a Reserved Matter in an Operational and Financial Parameters Direction, from time to time.

Schedule 3: NZIST's Charter

1. The New Zealand Institute of Skills and Technology (NZIST) exists to perform the functions set out in section 222B of the Education Act.
2. NZIST will be responsive to the needs of all regions of New Zealand, their learners, industries, employers, and communities.
3. To meet the needs of regions throughout New Zealand, NZIST must—
 - (a) offer in each region a mix of education and training, including on-the-job, face-to-face, and distance delivery that is accessible to the learners of that region and meets the needs of its learners, industries, and communities; and
 - (b) operate in a manner that ensures its regional representatives are empowered to make decisions about delivery and operations that are informed by local relationships and to make decisions that meet the needs of their communities; and
 - (c) ensure that international learners are attracted to train and study in regions throughout New Zealand; and
 - (d) ensure that there is collaboration across its national network; and
 - (e) maintain a high-quality coherent network of infrastructure that meets regional skills needs.
4. NZIST must operate in a way that allows it to—
 - (f) empower students and staff on academic, non-academic, and well-being matters and matters relating to the organisation's practices and services; and
 - (g) develop meaningful partnerships with—
 - (i) industry across the country, including Māori and Pacific employers, smaller employers, and those operating in niche sectors; and
 - (ii) communities at a local level, including hapū and iwi, and Pacific communities; and
 - (h) use the insights gained through partnerships to—
 - (i) develop and provide vocational education and training that meets short-term and long-term skills needs; and
 - (ia) expand industry training into smaller employers and niche sectors; and
 - (ii) align education and training delivery to support the unique social and economic goals of local communities;
 - (iii) work towards equity for learners and staff of different genders, ethnicities, cultures, and abilities; and
 - (i) reflect Māori-Crown partnerships in order to—
 - (i) ensure that its governance, management, and operations give effect to Te Tiriti o Waitangi; and

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- (ii) recognise that Māori are key actors in regional social, environmental, and economic development; and
 - (iii) respond to the needs of and improve outcomes for Māori learners, whanau, hapū and iwi, and employers; and
 - (j) hold inclusivity and equity as core principles, recognising and valuing the diversity of all of its learners, and providing the unique types of support different learners need to succeed; and
 - (k) meet the needs of all of its learners, in particular those who are under-served by the education system, including, but not limited to, Māori, Pacific, and disabled learners; and
 - (fa) promote equitable access to learning opportunities for learners across all regions; and
 - (l) have culturally responsive delivery approaches, whether on campus, in the workplace, online, or otherwise; and
 - (m) work collaboratively with schools, wānanga, and other tertiary education organisations (including workforce development councils) to improve the outcomes of the education system as a whole, including the transition of learners into employment.
5. In giving effect to clause 4, NZIST must ensure that—
- (n) students and employers can transition seamlessly between delivery sites and educational modes, including between workplaces and other forms and places of learning; and
 - (o) programmes of study and qualifications are portable and consistent, yet flexible enough to meet local needs; and
 - (ba) the academic integrity of the education and training programmes it delivers is protected; and
 - (p) New Zealand's reputation as a quality study destination for international learners is sustained; and
 - (q) the range of education and training options available to learners and employers is appropriately broad and current; and
 - (r) future skill needs are anticipated and quickly responded to; and
 - (s) teaching and learning is supported by research, evidence, and best practice; and
 - (t) learning pathways provide learners with a range of opportunities to progress to higher levels of education and training, and also into employment; and
 - (u) the needs of adult and second-chance learners are afforded high priority.

**New Zealand Institute of Skills and Technology
(NZIST)**

Operational and Financial Parameters Direction - Unitec New Zealand Limited

(the **Company**)

(Clause 7.2 of the constitution of the Company)

Dated **1 April 2020** **(Effective Date)**

Introduction

- A. The Company is a wholly-owned subsidiary of the New Zealand Institute of Skills and Technology (**NZIST**).
- B. Pursuant to clause 7.2 of the constitution of the Company (the **Constitution**), NZIST may from time to time issue to the Company a written Operational and Financial Parameters Direction (an **OFP Direction**), which specifies:
- (i) the applicable thresholds or financial limits for categories of transactions which require approval as Reserved Matters (as that term is defined under the Constitution) by NZIST as the sole shareholder of the Company;
 - (ii) restrictions or parameters applicable to the Company in respect of operational matters; and/or
 - (iii) matters in respect of which the Company must give NZIST reasonable notice, consult with NZIST and have due regard to NZIST’s comments.
- C. This OFP Direction has been prepared by NZIST in the context of the open, transparent and continuous reporting and ongoing communication expected between the Company and NZIST, as further set out in the letter of expectations from NZIST to the Company dated 1 April 2020.

OFP Direction

NZIST hereby gives notice to the Company that with effect on and from the Effective Date:

Financial Parameters

1. In accordance with clause 7.2(a) and paragraphs (a) to (f) of Schedule 2 of the Constitution, where the Company proposes to make a decision on any of the following matters (including agreeing to or committing to do such matters), it must first obtain the prior written consent of NZIST (and where consent of the Secretary (as defined in the Education Act 1989 (the **Secretary**)) is also required for the relevant matter, NZIST will seek consent from the Secretary for and on behalf of the Company if NZIST considers it is appropriate to give its prior written consent to the relevant matter):

	Decision	Threshold Amount	Relevant Reserved Matter
(a)	<p>Capital expenditure</p> <p>The incurring by the Company (in a transaction, or series of related transactions) of any capital expenditure:</p> <ul style="list-style-type: none"> • which will, or is likely to, result in the Company 	An amount equal to or greater than the threshold amount (or level of risk) set by the Secretary pursuant to section 222N of the Education Act	Schedule 2, paragraph (a) of the Constitution

	Decision	Threshold Amount	Relevant Reserved Matter
	<p>exceeding its capital expenditure budget in the annual budget; and/or</p> <ul style="list-style-type: none"> • if the cost of, or level of risk of, the capital project is equal to or above the Threshold Amount specified in the next column and: <ul style="list-style-type: none"> i. the capital project is not within a capital plan of NZIST approved in writing by the Secretary; or ii. NZIST has not already obtained the written consent of the Secretary for the capital project. 		
(b)	<p>New Debt</p> <p>The incurring by the Company of any new borrowing or any other indebtedness or liability in the nature of borrowing (including entering into any finance leases) in excess of the Threshold Amount specified in the next column.</p>	Zero	Schedule 2, paragraph (b) of the Constitution
(c)	<p>Drawdown on existing debt facilities</p> <p>The Company drawing-down on any debt or borrowing facilities (in a transaction, or series of related transactions) in:</p> <ul style="list-style-type: none"> i. advance of the budgeted draw-downs for the academic year; and/or ii. excess of the budgeted debt draw-downs for the academic year by the Threshold Amount specified in the next column. 	An amount equal to or greater than 5% of total budgeted debt draw-downs for the academic year	Schedule 2, paragraph (c) of the Constitution
(d)	<p>Disposal of property assets</p> <p>The leasing or sale, assignment gifting, lending, transfer (including to any trust) or any other disposal (including any demolition of a building) of property assets or interests in property assets (in a transaction, or series of related transactions) by the Company where the value</p>	An amount equal to or greater than the property asset disposal threshold determined by the Minister of Education pursuant to section 192(5) of the Education Act. See further: https://www.tec.govt.nz/teo/working-with-teos/tei/asset-management-teis/land-buildings/	Schedule 2, paragraph (d) of the Constitution

	Decision	Threshold Amount	Relevant Reserved Matter
	of the property asset or interest exceeds the Threshold Amount specified in the next column.		
(e)	<p>Disposal of non-property assets</p> <p>The leasing or sale, assignment, gifting, lending, transfer (including to any trust) or any other disposal of non-property assets or interests in non-property assets (including cash and any other financial assets) in a transaction, or series of related transactions by the Company in excess of the Threshold Amount specified in the next column.</p>	<p>An amount equal to or greater than the threshold amount for disposals of plant and equipment and financial assets as determined by the Minister of Education pursuant to section 192(5) of the Education Act. See further: https://www.tec.govt.nz/teo/working-with-teos/tei/asset-management-teis/sale-plant-equipment-financial-assets/</p> <p><i>Note that the definition of “non-property asset” for the purposes of this paragraph 1(e) is wider than the definition of asset referred to in the TEC guidance noted above. The threshold amount calculated pursuant to that guidance applies to the wider definition of non-property assets under this paragraph 1(e).</i></p>	Schedule 2, paragraph (d) of the Constitution
(f)	<p>Charging of assets</p> <p>The mortgaging or charging of assets or interests in assets (in a transaction, or series of related transactions) by the Company in excess of the Threshold Amount specified in the next column.</p>	An amount equal to or greater than \$500,000	Schedule 2, paragraph (e) of the Constitution
(g)	<p>Leases and licences</p> <p>Entering into any leases or licenses of land or buildings or parts of buildings by the Company (either as grantor or grantee):</p> <ul style="list-style-type: none"> • where the annual rent payable or receivable is in excess of the Threshold Amount specified in the next column; or • which is for a term in excess of three years. 	An amount equal to or greater than \$400,000	Schedule 2, paragraph (f) of the Constitution

Operational Parameters

2. In accordance with clause 7.2(b) and paragraph (s) of Schedule 2 of the Constitution, where the Company proposes to make a decision on any of the following operational matters, it must first obtain the prior written consent of NZIST:

Chief Executive

- (a) approval of any change to the remuneration of the Company's Chief Executive;
- (b) approval of any remuneration for any new Company Chief Executive;
- (c) approval of any proposed changes to the terms and conditions of employment of the Company's Chief Executive or approval of any proposed terms and conditions of employment of a new Chief Executive of the Company;

MECA

- (d) negotiation and agreement of any Multi Employer Collective Agreement;

Business Systems

- (e) any decision relating to the change, development and implementation of business systems which is materially inconsistent with the guidelines and material transaction limits adopted by NZIST, as notified to the Company from time to time;

Student fees, academic policies and programme delivery

- (f) setting student fees outside of the annual budget agreed by the Company with NZIST;
- (g) adoption of any academic policies or student regulations and statutes that are inconsistent with any model academic policies or model student regulations and statutes notified by NZIST to the Company from time to time;
- (h) any decision to change the scope of regional delivery of programmes, including the delivery of programmes outside the region in which the Company predominantly operates or the delivery of programmes outside New Zealand;

Marketing

- (i) any decision relating to the design or implementation of regional or international marketing which is materially inconsistent with the brand standards and/or the marketing approach adopted by NZIST, as notified to the Company from time to time.

Matters requiring notice and consultation

3. In accordance with clause 7.2(c) of the Constitution, the Company must give NZIST reasonable notice, must consult with NZIST and must have due regard to NZIST's comments in relation to any of the following matters in advance of the relevant decision or fact, matter or circumstance occurring:

Expenditure and revenue

- (a) the Company being likely to exceed, or exceeding, 2% of its total budgeted operating expenditure for a financial year;
- (b) the Company being likely to receive less than, or receiving less than, 98% of total budgeted revenue for a financial year;

Appointment and Performance Review of Chief Executive

- (c) appointment of the Company's Chief Executive and the performance review of that Chief Executive;

Student regulations and statutes

- (d) except where additional consent requirements apply under paragraph 2(g) above, adoption of any new student regulations and statutes and/or amendment to any existing student regulations and statutes;

Statement of Strategic Intent

- (e) the development and adoption of the Company's statement of strategic intent;

Employment

- (f) initiating bargaining for, bargaining, and entering into any Collective Employment Agreement (other than a Multi Employer Collective Agreement, which requires NZIST approval pursuant to paragraph 2(f) above) with employees of the Company on the basis that:
 - (i) the Company is required to ensure that the terms of any concluded Collective Employment Agreement are within agreed parameters set by NZIST as notified to the Company from time to time, with approval required from NZIST if it is proposed to include terms in the Collective Employment Agreement which are not within the agreed parameters; and
 - (ii) the Company is required to advise NZIST if the parties are having difficulties in concluding a Collective Employment Agreement;
- (g) any proposed restructuring of the Company which would, if a decision was made to proceed, result in a reduced headcount at the Company, or a substantial change in roles at the Company;
- (h) any proposed changes to policies, employment agreement templates or the terms and conditions of employment of any employee of the Company where those changes would represent a material change to the policies or material departure from the standard terms and conditions of employment offered to other employees or the current terms and conditions of employment of the relevant employee.

Revocation of previous Operational and Financial Parameters Directions

- 4. Each Operational and Financial Parameters Direction previously issued by NZIST is revoked and replaced by this Operational and Financial Parameters Direction.

SIGNED for and on behalf of
New Zealand Institute of Skills and Technology
by:



Authorised signatory

Murray Strong, NZIST Council Chair

Name and position of authorised signatory



New Zealand Institute of Skills and Technology (NZIST)

Notice of Approval of Directors' Fees and Deed of Indemnity and Notification of Insurance Unitec New Zealand Limited (the Company) (the Notice)

Dated: 1 April 2020

Introduction

- A. The NZIST Council held its inaugural meeting at 9.30am on 1 April 2020 (the **First Council Meeting**).
- B. Clause 13 of the Company's Constitution (**Constitution**) provides that the Board of the Company may, with the prior written approval of NZIST, authorise the payment of remuneration or the provision of other benefits by the Company to a Director for services as a Director.
- C. Clause 14 of the Constitution provides that every Director of the Company may be indemnified by the Company as provided in that clause of the Constitution, subject to obtaining the prior written approval of NZIST.
- D. At the First Council Meeting, the NZIST Council resolved to effect directors' and officers' insurance cover for the board of the Company under a group insurance policy, with effect from 1 April 2020.

Approval of Directors' Fees and Deed of Indemnity and Notification of Insurance

1. The NZIST Council resolved at the First Council Meeting to approve, and NZIST hereby approves, the remuneration of each Director of the Company as follows:

\$39,855 per annum for the Chair; and

\$19,925 per annum for the other Directors of the Company,

for the purposes of clause 13 of the Constitution.

2. The NZIST Council resolved at the First Council Meeting to approve, and NZIST hereby approves, the form of the Deed of Indemnity circulated to the Director appointees of the Company by the NZIST Establishment Board on 19 March 2020 and attached to this Notice at Annexure 1 (**Deed of Indemnity**) for the purposes of clause 14 of the Constitution.

3. The NZIST Council resolved at the First Council Meeting to effect directors' and officers' insurance cover for the board of the Company under a group insurance policy, with effect from 1 April 2020. A summary of the terms of that cover is set out in the letter from Marsh dated 31 March 2020 attached to this Notice at Annexure 2.

Signed for and on behalf of the NZIST Council



Signed

1 April 2020

Date

Murray Strong
Council Chair
murray.strong@vocationaleducation.ac.nz

Annexure 1: Form of Deed of Indemnity

Deed of Indemnity

relating to

Unitec New Zealand Limited

Date 2 April 2020

BELL GULLY

This **Deed of Indemnity** is made by Unitec New Zealand **Limited** (the **Company**) on 2 April 2020

BACKGROUND

The Company wishes to indemnify each Indemnified Person within the limits permitted by its constitution and the Companies Act 1993 (the **Act**)

1. Definitions

1.1 In this Deed:

Director means a director of the Company and includes a person who was a director of the Company at any time after 1 April 2020 but who is no longer a director of the Company;

Excluded Act or Omission means an act or omission by an Indemnified Person in good faith and in performance or intended performance of the Company's functions;

Indemnities means the indemnities given under clauses 2 and 3;

Indemnified Person means each person who, at or after the date of this Deed, holds the office of Director of the Company;

NZIST means the New Zealand Institute of Skills and Technology, established in accordance with section 222A of the Education Act 1989; and

Related Company means at any time a company related to the Company within the meaning of section 2(3) of the Act.

1.2 In this Deed, words importing the singular include the plural and vice versa.

2. Indemnity for costs in proceedings

Subject to the other provisions of this Deed, to the maximum extent permitted by law, the Company will indemnify each Indemnified Person against any costs which that Indemnified Person incurs in any proceeding:

- (a) that relates to liability for any act done or omission made by the Indemnified Person after the date of this Deed in his or her qualifying capacity as an Indemnified Person; and
- (b) in which the Indemnified Person is acquitted, or has judgment given in the Indemnified Person's favour, or which is discontinued.

3. Indemnity for liabilities incurred

Subject to the other provisions of this Deed, to the maximum extent permitted by law, the Company hereby indemnifies each Indemnified Person against:

- (a) any liability the Indemnified Person incurs to any person other than the Company for any act done or omission made after the date of this Deed in his or her qualifying capacity as an Indemnified Person; and

- (b) all costs the Indemnified Person incurs in defending or settling any claim or proceeding relating to such liability.

4. Application of Indemnities

In respect of each Indemnified Person who occupies the position of Director as at the date of this Deed, the Indemnities shall apply with effect on and from 1 April 2020. For each new Indemnified Person who occupies the position of Director after the date of this Deed, the Indemnities shall apply with effect on and from the date that the Indemnified Person is appointed to occupy the position of Director.

5. Limitation on Indemnities

The Indemnities do not extend to:

- (a) any liability of the Indemnified Person arising out of or in connection with the Indemnified Person's:
 - (i) gross negligence or wilful default;
 - (ii) wilful or negligent failure to comply with any express instructions properly given by the Company, any Related Company or NZIST;
 - (iii) deliberate action outside the scope of his or her delegated authority;
 - (iv) material breach of his or her employment contract with the Company or any Related Company (if the Indemnified Person is an employee of the Company, any Related Company or NZIST); or
 - (v) acts or omissions that are not an Excluded Act or Omission;
- (b) criminal liability of the Indemnified Person;
- (c) in the case of liability incurred in the Indemnified Person's capacity as a Director, liability for breach of section 131 of the Companies Act;
- (d) in the case of liability incurred in the Indemnified Person's capacity as an employee, liability for breach of any fiduciary duty of loyalty or honesty owed to the Company, any Related Company or NZIST; or
- (e) any other liability of the Indemnified Person for which the giving of an indemnity is prohibited by law.

6. Notification, consultation and assistance

As a pre-condition to the application of the Indemnities, the Indemnified Person must have (unless the Company determines otherwise in its discretion):

- (a) notified the Company immediately upon the Indemnified Person becoming aware of any actual or threatened actions, proceedings, claims or demands, or any facts or circumstances likely to give rise to a claim against the Indemnified Person for which the Indemnified Person may be entitled to the Indemnities;
- (b) first fully consulted with the Company on the steps to be taken, if any, in defending such actions, proceedings, claims or demands; and
- (c) given the Company and its insurers and their respective representatives (including legal representatives) such information and assistance and co-operation as may reasonably be required, having regard to the interests of the Indemnified Person, the Company and the Company's insurers.

7. Defence and settlement

- 7.1 An Indemnified Person must not incur any defence costs for which Indemnities will be sought or for which insurance will be claimed, or make any settlement or compromise without first obtaining the Company's written consent, which consent will not be unreasonably withheld. The Company is not liable under the Indemnities for any defence costs or settlements or compromises to which it has not given its written consent.
- 7.2 If the Company makes any payment under this Deed in respect of any matter for which an Indemnified Person is entitled to indemnification in accordance with this Deed, then the Company is to be subrogated to all of that Indemnified Person's rights (including, without limitation, any rights of recovery) in relation to or arising out of the act done or omission made which gave rise to the Indemnified Person's right of indemnification under this Deed.

8. Termination of indemnity

The Company may terminate this Deed of Indemnity in respect of an Indemnified Person on giving that Indemnified Person at least seven days' written notice. However, the termination will not affect that Indemnified Person's right to be indemnified under clause 2 or clause 3 for any otherwise indemnified liability in respect of an act or omission before the date of termination.

9. Notices to the Company

- 9.1 Any notice or other communication given under this Deed by an Indemnified Person to the Company must be in writing addressed to the Company at the address or email from time to time notified by the Company to the Indemnified Person (provided that, in relation to the email address of the Company, if the person to whom the email address relates is no longer employed by the Company, the email address shall be deemed to be the email address of the Chief Executive or acting Chief Executive employed at the relevant time and, in such circumstances, the Company shall be deemed to have

notified each Indemnified Person of the new email address for the purposes of this clause 9).

9.2 For notification purposes, the current address and email of the Company is as follows:

Address:	139 Carrington Road Mt Albert Auckland 1025
Attention:	Chief Executive
Email:	governance@unitec.ac.nz

9.3 Delivery may be effected by hand, by post with postage prepaid, or by email:

- (a) a notice or other communication delivered by hand is deemed to have been received at the time of delivery;
- (b) a notice or other communication delivered by pre-paid post is deemed to have been received on the second day after posting; and
- (c) a notice or other communication sent by email is deemed to have been received on the date and time at which it enters the addressee's information system (as shown in a confirmation of delivery report from the sender's information system, which indicates that the email was sent to the email address of the addressee notified for the purposes of this clause).

10. General

- 10.1 **Severability:** If a court or administrative body decides that part of this Deed is illegal, void or cannot be enforced, that decision will not make the rest of this Deed invalid.
- 10.2 **Third party rights:** For the purposes of subpart 1 of Part 2 of the Contract and Commercial Law Act 2017, the Company acknowledges that the promises in this Deed confer a legally enforceable benefit on each Indemnified Person, subject to the other terms of this Deed.
- 10.3 **Governing law:** This Deed is to be governed by and construed in accordance with New Zealand law.

BELL GULLY

Execution

Executed and delivered as a deed.

Signed by Unitec New Zealand Limited by:

Director

Director

Print name

Print name

Annexure 2: Letter from Marsh



Richard Sheehan
Head of Corporate & Sales

Marsh Ltd
151 Queen Street
PO Box 2221, Shortland Street
Auckland 1140, New Zealand
Phone +64 9 928 3211
Fax +64 9 928 3001
richard.sheehan@marsh.com
www.marsh.co.nz

Murray Strong
Executive Director
NZIST
Via E-mail

31 March 2020

Dear Murray

Subject: New Zealand Institute of Skills and Technology- Directors & Officers Insurance

In line with New Zealand Institute of Skills and Technology's (NZIST) instructions we have placed a Directors & Officers policy with Vero Liability. This policy will cover New Zealand Institute of Skills and Technology's (NZIST) and therefore all subsidiary entities

Covered Entities

New Zealand Institute of Skills and Technology
Ara Institute of Canterbury Limited
Eastern Institute of Technology Limited
Nelson Marlborough Institute of Technology Limited
Northland Polytechnic Limited
Otago Polytechnic Limited
Southern Institute of Technology Limited
Tai Poutini Polytechnic Limited
Toi Ohomai Institute of Technology
Unitec New Zealand Limited
Universal College of Learning Limited
Waikato Institute of Learning Limited
Wellington Institute of Learning Limited
Western Institute of Technology at Taranaki Limited
Whitireia Community Polytechnic Limited
The Open Polytechnic of New Zealand Limited
Manukau Institute of Technology Limited

Limits

We have arranged this policy with the following limits

Policy \$10,000,000





Page 2
31 March 2020
Murray Strong
NZIST

Defence Costs \$ 2,000,000

The limit is in the annual aggregate and is provided across NZIST. Each individual ITP will therefore cease to have its own coverage with effect from 1st April and it will be replaced by this programme.

Run Off Coverage

Several differing run off options were reviewed and you have opted to include the run off cover within the programme limit of \$10,000,000. All ITPs will be included within this run off cover. This includes both Manukau Institute of Technology Limited and The Open Polytechnic of New Zealand Limited.

Policy Period

The initial period will be 1st April 2020 until 1st November 2020 to bring the policy in line with the renewal date of the main ITP insurance policies. The programme will then be placed annually.

We will review the sector insurance arrangements including the Directors & Officers coverage with you in the period running up to the next renewal date 1st November 2020 to ensure that adequate coverage and limits are provided.

The full policy wording will be provided shortly, but we have attached the endorsement confirming that coverage applies to all ITPs

I trust that this is in order but please advise if you require any further information.

Yours sincerely,

A handwritten signature in black ink, appearing to read "RSH", written over a light blue horizontal line.

Richard Shehean
Head of Corporate & Sales

The Directors
Unitec New Zealand Limited

1 April 2020

Dear Directors,

Letter of Support

The New Zealand Institute of Skills and Technology (**NZIST**) is the 100% shareholder of Unitec New Zealand Limited (the **Company**).

In accordance with a resolution of the NZIST Council of 1 April 2020, this letter is to advise that NZIST intends to provide financial support to the Company sufficient to ensure that:

- (a) the Company is able to pay its debts as they become due in the normal course of business; and
- (b) the business of the Company may be carried on in a manner that is not likely to create a substantial risk of serious loss to the Company's creditors being created as a consequence of the financial position of the Company.

Such financial support may take the form (at the discretion of NZIST) of loans or the subscription of further share capital in the Company by NZIST and/or such other financial support as NZIST regards as appropriate.

This letter is provided to you personally and is not provided for the benefit of or intended to be enforceable by any other person. This letter of support is not, and is not to be construed as, a guarantee, indemnity or similar obligation.

This letter of support is to be governed and interpreted by the laws of New Zealand and may be amended or revoked by NZIST from time to time, upon providing reasonable notice to the Company.

Yours faithfully



Murray Strong
Council Chair
murray.strong@vocationaleducation.ac.nz



Karakia Whakamutunga

Closing Prayer

Ka wehe atu tātou
I raro te rangimārie
Te harikoa
Me te manawanui
Haumi e, Hui e, Taiki e!

We are departing
Peacefully
Joyfully
And resolute
We are united, progressing forward!