

**Manukau Institute of Technology Limited and
Unitec New Zealand Limited**
MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
(Board)
31 March 2022 at 12.30pm

Open Session Minutes

These are the minutes of the open session of a meeting of the Board of the Company held on 31 March 2022.

DIRECTORS

Peter Winder, Chair	Robert Reid	Steven Renata	Marama Royal
Peter Parussini	Z Jalil		

IN ATTENDANCE

Gus Gilmore - Chief Executive	Keith Ikin – Pou Hautu
Simon Nash - DCE Learner Experience & Success	Michelle Teirney - DCE Operations
Kirsten Sargent - Interim DCE People & Culture (MIT)	Martin Carroll - DCE Academic
Chris Hutton - Interim DCE People & Culture (Unitec)	Matua Vince Hapi
Antoinette Wood - Board Secretary	Ali Ikram - Senior Communications Manager (MIT)

1. **Karakia** – The meeting was opened with a karakia

Welcome & Apologies

The Chair welcomed everyone to the meeting.
Apologies were received from A Lesa and M Cairns.
Z Jalil joined the meeting at 2pm.

Disclosure of Interests Register

No conflicts with the matters on the agenda were declared.

Meeting Schedule 2022

The Board noted the Meeting Schedule for 2022.

Committees of the Board

The meeting noted the Committees of the Board.

2. Minutes of the Open Board Meeting held 25 November 2021

Resolved:

The Board approved the minutes of the Unitec NZ Ltd and Manukau Institute of Technology Ltd ordinary Open Board Meeting held on 25 November 2021 as a true and correct record.

Moved: P Winder
Seconded: P Parussini

CARRIED

3. Action List

The Board noted the action list.

4. Chief Executive's Report

The Board received the report from the Chief Executive which highlighted areas of activity.

Resolved:

The Board noted the information supplied.

Moved: P Winder

Seconded: P Parussini

CARRIED

5. Safety, Wellbeing and Sustainability Report

Management updated the Board on the plan to return to campus post the COVID-19 peak. Risk assessments and COVID-19 policies have been reviewed. The intention following the review of the risk assessments, is for students and staff to begin the gradual return to campus from the morning of 5 April.

Resolved:

The Board received the Safety, Wellbeing and Sustainability report.

Moved: P Winder

Seconded: P Parussini

CARRIED

6. Reports and minutes from Committees

6.1 MIT Pacific Community Komiti Minutes

Resolved:

The Board received the minutes of the Pacific Community Komiti Meetings held 12 November 2021 and 4 February 2022

Moved: P Winder

Seconded: P Parussini

CARRIED

6.2 Unitec Fono Faufautua Committee Minutes

Resolved:

The Board:

1. Received the minutes of the Unitec Fono Faufautua Committee meeting held 17 November 2021; and
2. Approved the Fono Faufautua Committee Terms of Reference

Moved: P Winder

Seconded: P Parussini

CARRIED

6.3 Academic Committee Report and Minutes

Resolved:

The Board noted the report and received the minutes of the following academic committee meetings:

- Unitec Te Komiti Mātauranga: 08/12/2021, 28/01/2022 and 09/02/2022 (draft)
- MIT Academic Committee: and 28/01/2022 and 02/03/2022

Moved: P Winder

Seconded: P Parussini

CARRIED

Formal Motion for Moving into Closed Session

Resolution to exclude public in accordance with the Closed Session Agenda.

The Chair recommended that the public be excluded from the remainder of the meeting in reliance on section 48(1) of the Local Government Official Information and Meetings Act 1987 (LGOIMA) and the particular interests protected by section 9 of the Official Information Act 1982 which would be prejudiced by the holding of the relevant parts of the proceedings of the meeting in public.

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

Agenda Item	General subject of each matter to be considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
8.	Confidential Minutes of the meeting held 25 November 2021	Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
9.	Action List	Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
10.	Chief Executive's Report	Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between	That the public conduct of this item would be likely to result in the disclosure of information for which

		<p>members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
11.	<p>People and Culture</p> <p>11.1 Diversity & Pay Equity Reports</p> <p>11.2 2022 Remuneration</p> <p>11.3 Speak Up Reports</p>	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
12.	Enrolment Updates	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
13.	Financial Reports	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official</p>	<p>That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>

		Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	
14.	<p>Items for Information</p> <p>14.1 Building 108 Upgrade Project</p> <p>14.2 Unitec Land Sale Status</p> <p>14.3 Annual Report</p> <p>14.4 Annual Shareholder Resolution</p>	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
15.	<p>Audit & Risk</p> <p>15.1 Legislative Compliance Declarations</p> <p>15.2 Audit & Compliance Committee Papers</p>	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
16.	<p>Items for Approval</p> <p>16.1 Going Concern for Financial Statements ending 31 Dec 2021</p> <p>16.2 Delegated Authorities Policies</p> <p>16.3 Delegation of Authority Change for Westpac Banking Services</p>	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).

		of the information	
17.	Correspondence 17.1 Te Pūkenga Supplemental Letter of Expectations 17.2 Confirmation of non 'claw-back' funding for MIT & Unitec 17.3 Letter to Te Pūkenga	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).

And that certain employees from MIT and Unitec, namely Gus Gilmore, Keith Ikin, Michelle Teirney, Simon Nash, Martin Carroll, Peseta Sam Lotu-liga, Kirsten Sargent, Christine Hutton, Vince Hapi, Antoinette Wood and Ali Ikram, be permitted to remain at the meeting after the public has been excluded, because of their knowledge in relation to the above items. This knowledge, which will be of assistance in relation to the matters above to be discussed, is relevant to those matters because they have assisted in the progression of such matters.

Moved: P Winder

Seconded: R Reid

CARRIED

The open session concluded at 1pm.

The public excluded session commenced at 1pm and concluded at 2pm.

There being no further business the chairperson declared the meeting closed at 2.44pm.

Peter Winder, Chair 26 April 2022