

**Manukau Institute of Technology Limited
and
Unitec New Zealand Limited**

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

(Board)

29 July 2021 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 29 July 2021.

DIRECTORS

Peter Winder, Chair	Robert Reid	Steven Renata (online)	Marama Royal
Peter Parussini (online)	Andrew Lesa	Ziena Jalil (online)	Monique Cairns

IN ATTENDANCE

Gus Gilmore - Chief Executive	Simon Nash – DCE Learner Experience and Success
Michelle Teirney - DCE Operations	Nick Sheppard – DCE Schools and Performance
Kirsten Sargent – Interim DCE People & Culture (MIT)	Martin Carroll – DCE Academic
Marlene Krone – Acting Board Secretary	Wiremu Manaia – DCE Māori (MIT)
Ali Ikram – Senior Communications Manager (MIT)	Jacky McManus – Interim DCE People & Culture (Unitec)
Jonaan McLeod – Co-Chair MIT Rūnanga	Matua Vince Hapi
Eruera Morgan – Co-Chair MIT Rūnanga	

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

Welcome & Apologies

The Chair welcomed everyone to the meeting.

The Chair acknowledged Jacky McManus's last Board meeting attendance today. He thanked her, on behalf of the Board, for her hard work during her tenure at Unitec and wished her well in her future endeavours.

Disclosure of Interests Register

No conflicts with the matters on the agenda were declared.

Meeting Schedule 2021

The Board noted the Meeting Schedule for 2021.

Committees of the Board

The meeting noted the Committees of the Board.

2. Minutes of the Open Board Meeting held 24 June 2021

The Board noted the minutes.

Resolved:

The Board approved the minutes of the Unitec NZ Ltd and Manukau Institute of Technology Ltd ordinary Open Board Meeting held on 24 June 2021 as a true and correct record.

Moved: P Winder

Seconded: R Reid

CARRIED

3. Action List

The Board noted the action list, and in particular that the dashboard report on parity targets for priority groups will be presented at the August Board meeting.

4. Chief Executive's Report

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

Discussion was held around MIT's relationship with the Student Council, who play an important role in providing pastoral care to students. Of particular importance is providing access to online learning for students. This is a MIT initiative that is ongoing and the Board will be kept informed on progress.

Resolved:

The Board noted the information supplied.

Moved: P Winder

Seconded: P Parussini

CARRIED

5. Safety, Wellbeing and Sustainability Report

The Board requested that it would like to see the processes in place for treating and managing incidents relating to high school students, to be brought to the August Board meeting.

Resolved:

The Board received the Safety, Wellbeing and Sustainability report.

Moved: P Winder

Seconded: R Reid

CARRIED

6. Reports and minutes from Committees

6.1 MIT Academic Committee Report and Minutes

Management spoke to the report and highlighted that MIT and Unitec research schools are now fully compliant with the minimum requirement for research activity. In addition, the MIT Student Regulations annual review has started. Any changes will be kept to a minimum necessary for compliance or clarity rather than introducing substantive changes. An amendment to the effective date of the Te Pūkenga regulations was noted, to change it from 1 January 2022 to 1 January 2023.

Resolved:

The Board received the report from the MIT Academic Committee and the minutes of the open session of the meeting held 7 July 2021.

Moved: P Winder

Seconded: M Royal

CARRIED

6.2 Unitec Academic Committee Report and Minutes

Management spoke to the report.

Resolved:

The Board received the report from Te Komiti Mātauranga Academic Committee and the minutes of the meetings held 16 June and 30 June 2021.

Moved: P Winder

Seconded: M Royal

CARRIED

6.3 MIT Rūnanga Hui Minutes

The Co-chairs of Runanga J McLeod and E Morgan were invited to speak to the minutes. The Board noted that the term of the current membership had expired and needed to be renewed. It further noted that the appointment of B Green is made by Tainui, whereas the rest of the members are appointed by the MIT/Unitec Board.

Resolved:

The Board received

- a) the final Minutes of the Ordinary Rūnanga hui held on 27 May 2021; and
- b) the final Minutes of the Online Rūnanga hui held on 24 June 2021

Resolved: to re-appoint J McLeod, E Morgan, P Enari, T Arthur and W Tagi for a period until 31 December 2022.

Resolved: to ask the Chief Executive to engage further with Waikato Tainui regarding confirmation of the re-appointment of B Green.

Moved: P Winder

Seconded: P Parussini

CARRIED

7. Items for Information

7.1 Updated Contract Approval and Management Policies

Resolved:

The Board

- a) noted the changes to the MIT Contract Approval and Management Policy (LC1); and
- b) noted the adoption of the new Unitec Contract Approval and Management Policy.

Moved: P Winder

Seconded: Z Jalil

CARRIED

8. Items for approval

8.1 MIT Rūnanga Terms of Reference

The Board reviewed the proposed changes to the MIT Rūnanga Terms of Reference, and suggested a further change that one member is appointed by the Board on the nomination of Te Whakakitenga o Waikato, and one member appointed by the Board on the nomination of the Rūnanga from each of the remaining portfolios.

Resolved:

The Board approved, as amended, the proposed changes to the MIT Rūnanga Terms of Reference.

Moved: P Winder

Seconded: R Reid

CARRIED

8.2 MIT Rūnanga Fees

The Board received a paper from the MIT Rūnanga on their review of fees.

Resolved:

- a) the Board noted that the Rūnanga has requested a review and adjustment in the remuneration rates paid to Rūnanga members, which is currently \$200 per scheduled Rūnanga meeting; and
- b) approved the recommended increase in Rūnanga remuneration rates as follows:
 - \$400 per meeting for bi-monthly scheduled Rūnanga meetings
 - \$200 per meeting for bi-monthly online meetings
 - \$500 per all day meeting
 - An additional 10% in total payable to the Chair. Where there is more than one Chair nominated, the additional 10% shall be split equally between the co-Chairs
 - The total amount payable to any member or the Chair is limited to a maximum of \$9,962.50 in each financial year.

Moved: P Winder

Seconded: M Royal

CARRIED

8.3 Appointment of Marama Royal as a director of the Company

Resolved:

The Board resolved, as resolutions in writing, with Marama Royal abstaining, the matters set out in the resolutions attached as a schedule to these minutes.

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
9.	Confidential Minutes of the meeting held 24 June 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).
10.	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	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

		<p>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>specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).</p>
11.	Chief Executive's Report	<p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	<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 Update	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any</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>

		organisation in the course of their duty	
13.1	Financial Reports – June 2021	<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).
13.2	Unitec 2022 Budget Scenarios	<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).

14.1	Unitec Building 108 Project Report	<p>Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities</p> <p>Section 9(2)(g)(i) of the Official Information Act – maintain the effective conduct of public affairs through the free and frank expression of opinion by or between members of any organisation or employees of any organisation in the course of their duty</p> <p>Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information</p>	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
15.1	NZ Maritime School Lease Extension	<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).

And that the Chief Executive Gus Gilmore, and members of the MIT and Unitec Executive Team be permitted to remain at the meeting because of their knowledge in relation to issues

involved, together with Marlene Krone (Acting Board Secretary) and Ali Ikram for their support of the activities of the Board. This knowledge, which will be of assistance in relation to the matters above to be discussed, is relevant to those matters because they have assisted in the preparation of such matters.

E Morgan and J McLeod left the meeting at 1.30pm.

Moved: P Winder

Seconded: S Renata

CARRIED

The open session concluded at 1.30pm.

The public excluded session commenced at 1.30pm and concluded at 2.42pm.

There being no further business the chairperson declared the meeting closed at 2.42pm.

A handwritten signature in black ink, appearing to read 'P. Winder', followed by a horizontal line.

Peter Winder, Chair 26 August 2021