

Manukau Institute of Technology Limited
(the Company)
Minutes of a meeting of the Board of Directors
(Board)

27 August 2020 at 11.30am

Open Session Minutes

These are the minutes of the open session of a meeting of the Board of the Company held on 27 August 2020.

Present

Directors present: Andrew Lesa, Monique Cairns, Peter Parussini, Robert Reid, Steven Renata, Ziena Jalil.

Peter Winder chaired the meeting.

Other attendees present: MIT Executive Leadership Team - Michelle Teirney, Martin Carroll, Jenna Woolley, Kirsten Sargent, Stuart Middleton and Antoinette Wood (note taker).

Unitec Executive Leadership Team Merran Davis, David Glover, Mary Johnston, Alison Sarginson, Glenn McKay, Nick Sheppard, Simon Nash, Lynnette Brown (Board Secretary).

No apologies were received.

Administration

The Board noted the Register of Interests. Robert Reid noted that he has resigned from the Board of the Forest Industry Safety Council and requested that the register be updated accordingly. No conflict with items on the agenda were declared.

Preliminaries

2.1 Minutes of the Board Meeting Open Session held 30 July 2020

It was resolved that the Board confirm the minutes of the Board Meeting Open Session held on 30 July 2020 as a true and correct record.

Proposed: P Winder

Seconded: A Lesa

Carried

2.2 Minutes of the Academic Committee Open Session held on 5 August 2020

The EGM Academic and Provost brought two points to the Board's attention.

- The results of the review of MIT's ethics approval processes have recently been received, this will be reported on in more detail at the next board meeting.

- MIT will be submitting a self-assessment for ITE in December this year, with a view to the site visit being completed early March 2021. Corporate governance is no longer part of the scope, but the Board will be kept apprised of key issues as they are raised.

It was noted that NZQA has retained the position that, by participating in the ITE process, there will be no Category rating given. MIT have indicated to NZQA that we will continue to refer to our Category one rating until such time that all providers are on the same system.

It was resolved that the Board receive the minutes of Academic Committee Open Session held on 5 August 2020.

Proposed: P Winder

Seconded: Z Jalil

Carried

Items for approval

3.1 Granting of awards

It was resolved that the Board confirm the sealed awards granted by the Chief Executive under the delegated authority of the Board since the last Board meeting held 30 July 2020.

Proposed: P Winder

Seconded: P Parussini

Carried

3.2 Change of registered office

It was resolved that the Board approve the attached Resolution relating to updating MIT's registered office and address for service.

Each director expressly authorised the use of his or her electronic signature (as provided by the director) for the purposes of signing the approved Resolution.

Proposed: P Winder

Seconded: S Renata

Carried

Items for information

4.1 Updated policies for special board interest

It was resolved that the Board note the changes to the Institute Policy Framework (AM1).

Proposed: P Winder

Seconded: M Cairns

Carried

Regular reports

5.1 Chief Executive Open Session Report

The report updated the Board on relevant issues and opportunities. It was confirmed that the de-camp of the Student Village is still on schedule for December. There is a communications plan in place and affected students are well aware.

It was resolved that the Board receive the report.

Proposed: P Winder

Seconded: A Lesa

Carried

5.2 Health and Safety Report

The report was taken as read.

It was resolved that the Board receive the status report on Health and Safety at MIT for the month of July 2020.

Proposed: P Winder

Seconded: S Renata

Carried

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

It was resolved that 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:

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
6.1	Minutes of Board Meeting Closed Session held 30 July 2020	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies
6.2	Minutes of Academic Committee Closed Session held 5 August 2020	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies

		disadvantage, commercial activities	
7.1	Chief Executive Closed Session Report	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies
7.2	Sales Funnel Data	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies
7.3	Financial Report Detailed Commentary	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies
8.1	Status of Audit Recommendations	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies
8.2	Campus Masterplan	Section 9(2)(i) of the Official Information Act – enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities	The Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies

It was further resolved that members of the MIT Executive Team, Merran Davis (Unitec Interim CE) and Lynnette Brown (Unitec Board Secretary) remain at the meeting; and that members of the Unitec Executive Team be invited to join the meeting for the financial discussions, because their knowledge of the issues involved may be helpful to the Board.

Proposed: P Winder

Seconded: P Parussini

Carried

Close of open session

The open part of the meeting was closed at 11.50am. The meeting returned for the closed session at 11.50am and concluded at 12.54pm.

Closure

There being no further business the chairperson declared the meeting closed at 12.54pm.

Dated: 27 August 2020

Signed as a correct record:

Chairperson

Draft

Manukau Institute of Technology Limited

(the Company)

Board Resolutions

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

NOTED

Background

- A. The Company was incorporated pursuant to the Education Act on 1 April 2020. The Company notified the Registrar that the registered office and address for service of the Company is the corner of East Tamaki Road and Newbury Street, Otara, Auckland 2023. That address is the former location of the Company's main AskMe! Reception and is located on the Company's Otara South Campus ("**South Campus**").
- B. The Company has sold South Campus to the Ministry of Housing and Urban Development ("**Ministry**"), pursuant to a Sale and Purchase Agreement dated 19 August 2019. The Company remains in occupation of South Campus pursuant to a Deed of Lease dated 2 December 2019 with the Ministry ("**Lease**").
- C. The Lease is due to expire on 31 March 2021 (or such earlier date nominated by the Company in accordance with the Lease), and the Company is gradually relocating its South Campus operations to other sites. The main operations of the AskMe! Reception moved to the Company's Otara North Campus ("**North Campus**") on 9 August 2020, but a couple of pop-up desks remain at South Campus to service remaining students on site. The Company's back office corporate service teams will be relocated to ND Block on North Campus during August 2020.
- D. The registered office and address for service of the Company needs to be amended to reflect:
 - a. the relocation of the Company's operations to North Campus; and
 - b. that the Company's registered office and address for service should be located at the Company's corporate reception (not the student-facing AskMe! Reception).
- E. Sections 187 and 193 of the Act provide that the Board may change the registered office and address for service of the Company at any time, and that the Registrar must be notified no less than five (5) working days before the change takes effect.

RESOLVED (as a resolution in writing) that:

Change of addresses

- 1. In accordance with section 187 of the Act, the registered office of the Company be changed to 53 Otara Road, Otara, Auckland 2023.
- 2. In accordance with section 193 of the Act, the address for service of the Company be changed to ND Block, Gate 11, 53 Otara Road, Otara, Auckland 2023.

Effective date

- 3. The effective date of the change of registered office and change of address shall be seven (7) working days from the date of this resolution.

Company administration matters

4. The Company's Legal and Contracts Manager be authorised to update the Company's statutory records and notify the Registrar of the amended addresses recorded in this board resolution.

DATED 27th August 2020

Signed by



Chairperson



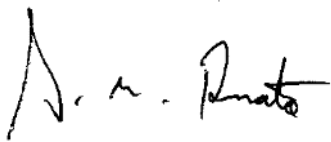
Director



Director



Director



Director



Director



Director