



## Manukau Institute of Technology Limited

(the Company)

### MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

(the Board)

Thursday, 25 February 2021 at 11.30 am

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

#### DIRECTORS

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

#### APOLOGIES

Peter Parussini      Monique Cairns

#### IN ATTENDANCE

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

#### OPEN SESSION

**Karakia** – Wiremu opened the meeting with a karakia

1. **Welcome & Apologies**

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

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

1.1. **Disclosure of Interests Register**

No conflicts with matters on the agenda were declared.

Peter Winder declared changes to his interests as follows:

Addition: Operating Theatre Trust aka Tim Bray Productions - Trustee

Ziena Jalil declared changes to her interest as follows:

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

Addition: DNA Designed Communications Ltd – Director

1.2. **Meeting Schedule 2021**

The meeting noted the Meeting Schedule for 2021

1.3. **Committees of the Board**

The meeting noted the Committees of the Board

2. **Minutes of the meeting held 26 November 2020**

The Board noted the minutes.

**Resolved:**

The Board approved the minutes of the Manukau Institute of Technology Ltd Open Board Meeting held on 26 November 2020 as a true and correct record of the meeting.

Moved: P Winder

Seconded: Z Jalil

**MOTION CARRIED**

2.1. **Matters arising**

There were no matters arising

3. **Action List**

There were no items on the action list.

4. **Chief Executive's Report (Verbal Update)**

The Chief Executive provided a verbal update to the meeting, in particular:

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

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

**Resolved:**

The Board:

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

Moved: P Winder

Seconded: A Lesa

**CARRIED**

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

**Resolved:**

The Board received the verbal update from the Chief Executive.

Moved: P Winder

Seconded: S Renata

**CARRIED**

5. **Health and Safety Report**

Management provided a verbal update on activities related to the Covid-19 lockdown and confirmed that MIT will continue to operate within the Ministry of Health and Ministry of Education guidelines.

The Board requested further information in respect of the gender pay equity, and a report is to be provided at its April meeting.

**Resolved:**

The Board received the Health and Safety report.

Moved: P Winder

Seconded: S Renata

**CARRIED**

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

6. **Reports and Minutes from Committees**

6.1. Academic Committee Reports and Minutes

6.1.1. **MIT Academic Committee Report and Minutes from the Meeting held 3 Feb 2021**

The Board noted the minutes.

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

**Resolved:**

The Board received the Open Session minutes of the meeting of the Academic Committee held on 3 February 2021.

Moved: P Winder

Seconded: R Reid

**CARRIED**

6.2. **MIT Pacific Community Komiti Minutes**

**Resolved:**

The Board received the MIT Pacific Community Komiti meeting minutes of 4 December 2020.

Moved: P Winder

Seconded: A Lesa

**CARRIED**

6.3. **Unitec/MIT Student 2020 EPI Summary**

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

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

**Resolved:**

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

Moved: P Winder

Seconded: Z Jalil

**CARRIED**

7. **Items for Approval**

7.1. **MIT Granting of Awards**

The Board received the paper.

**Resolved:**

The Board confirmed the sealed award granted by the Chief Executive under the delegated authority of the Board since the last Board meeting held 26 November 2020.

Moved: P Winder

Seconded: Z Jalil

**CARRIED**

**8. For Information**

**8.1. NZQA Targeted Evaluation Progress Report**

The Board received the paper and noted that, due to Covid-19, a new date of 19 April has been set.

**Resolved:**

The Board noted the progress report on MIT's Targeted Evaluation.

Moved: P Winder

Seconded: Z Jalil

**CARRIED**

**9. Correspondence**

**Resolved:**

The Board received the following correspondence:

1. MIT – NZQA Notice of Targeted Evaluation
2. MIT – Te Pūkenga TEC Investigation – MIT's Business School
3. Office of the Auditor General – Resignation

Moved: P Winder

Seconded: R Reid

**CARRIED**

**10. Formal Motion for Moving into Closed Session**

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

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

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

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

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

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



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

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

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

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

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

Moved: P Winder

Seconded: R Reid

**CARRIED**

The public excluded session commenced at 1.30pm and concluded at 3pm.

*Nick Sheppard and Jacky McManus left the meeting.*