



Otago Polytechnic Limited

BOARD PACK

for

Otago Polytechnic Limited (the Company) Meeting of the
Board - Open

Friday, 1 May 2020

9:00 AM

Held at:

Via Zoom

Link included in appointment

INDEX

Cover Page

Index

Agenda

Attached Documents:

1.3 a	Conflict of Interest.docx.....	6
1.3 b	Board Interests Register.docx.....	7
1.5 a	Minutes cover. docx.docx.....	10
1.5 b	Minutes : Otago Polytechnic Ltd (the Company) Meeting of Board of Directors - Open - 2	11
2.1 a	CEO Report cover.docx.....	14
2.1 b	Chief Executive's Report.docx.....	15
2.1 c	NZIST -Otago Polytechnic Shovel Ready Projects 22 April 2020.docx.....	17
2.1 d	Media report for Council March-April 2020.docx.....	20
2.2 a	COVID-19 cover.docx.....	22
2.2 b	Learnings from Covid-19.docx.....	23
3.1 a	Board Calendar cover.docx.....	25
3.1 b	Board Calendar.docx.....	26
3.2 a	ELT Interests Register cover.docx.....	28
3.2 b	ELT Interest Register.docx.....	29
3.3 a	Academic Committee Minutes cover.docx.....	32
3.3 b	A028.20 AC Virtual meeting minutes 7 April 2020.docx.....	33
3.4 a	Staff Subcommittee cover.docx.....	36
3.5 a	Student Council cover.docx.....	37

AGENDA



OTAGO POLYTECHNIC LIMITED (THE COMPANY) MEETING OF THE BOARD - OPEN

Name:	Otago Polytechnic Limited
Date:	Friday, 1 May 2020
Time:	9:00 AM to 10:30 AM
Location:	Via Zoom, Link included in appointment https://zoom.us/j/623791785 Remote Meeting only - Please join this meeting via the link above.
Board Members:	Paul Allison, Mike Collins, Karen Coutts, Maryann Geddes, Adam La Hood, Justin Lester, Megan Potiki
Attendees:	Tony Allison
Guests/Notes:	In Attendance: Convenor, Staff Subcommittee, Jeanette Corson (Company Secretary), Philip Cullen (Deputy Chief Executive Corporate Services), Megan Gibbons (Deputy Chief Executive, People and Performance), Janine Kapa (Deputy Chief Executive, Māori Development/Kaitohutohu, Phil Ker (Chief Executive), Nathan Laurie (Convenor, Student Council), Oonagh McGirr (Deputy Chief Executive, Learning and Teaching Services), Chris Morland (Deputy Chief Executive, Learner Experience).

1. PROCEDURAL

1.1 Karakia

1.2 Welcome/Apologies/Notices

1.3 Conflicts of Interest

Supporting Documents:

1.3.a	Conflict of Interest.docx	6
1.3.b	Board Interests Register.docx	7

1.4 Additional Agenda Items

1.5 Confirmation of Minutes

Supporting Documents:

1.5.a	Minutes cover. docx.docx	10
1.5.b	Minutes : Otago Polytechnic Ltd (the Company) Meeting of Board of Directors - Open - 2 Apr 2020	11

1.6 Matters Arising

2. REPORTS

2.1 Chief Executive

Supporting Documents:

2.1.a	CEO Report cover.docx	14
2.1.b	Chief Executive's Report.docx	15
2.1.c	NZIST -Otago Polytechnic Shovel Ready Projects 22 April 2020.docx	17
2.1.d	Media report for Council March-April 2020.docx	20

2.2 COVID-19 Update

Supporting Documents:

2.2.a	COVID-19 cover.docx	22
2.2.b	Learnings from Covid-19.docx	23

3. MATTERS FOR NOTING

3.1 Board Calendar

Supporting Documents:

3.1.a	Board Calendar cover.docx	25
3.1.b	Board Calendar.docx	26

3.2 Executive Leadership Team Interests Register

Supporting Documents:

3.2.a	ELT Interests Register cover.docx	28
3.2.b	ELT Interest Register.docx	29

3.3 Academic Board Minutes

Supporting Documents:

3.3.a	Academic Committee Minutes cover.docx	32
3.3.b	A028.20 AC Virtual meeting minutes 7 April 2020.docx	33

3.4 Staff Sub-committee

Supporting Documents:

3.4.a	Staff Subcommittee cover.docx	36
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3.5 Student Council

Supporting Documents:

3.5.a	Student Council cover.docx	37
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4. CLOSE MEETING

4.1 Close Meeting

Next meeting: Otago Polytechnic Limited (the Company) Meeting of the Board - Open - 5 Jun 2020, 1:30 PM

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 2 APRIL 2020
ITEM: CONFLICT OF INTEREST	
PURPOSE: Council members should declare any potential conflict (pecuniary or non-pecuniary) they may have regarding any item on the agenda, or in relation to any discussion during the meeting. These declarations will be recorded on a separate register as well as in the minutes.	
RECOMMENDATION: For noting.	

INTERESTS REGISTER

Board Member	Updated	Interest Disclosed	Nature of Potential Interest with the Otago Polytechnic
Paul Allison	01-04-2020	<ol style="list-style-type: none"> 1. Life Trustee – Halberg Disability Sport Foundation 2. Sports Commentator – NZME 3. Independent Director - University Bookshop (Otago) Ltd 4. Chair - Waitaki District Health Services Ltd 5. Chair – Waitaki District Health Services Trust 6. Chair – ORFU Board Appointment Panel 7. Independent Chair - Infinite Energy (design and installation of solar power) 8. South Island Regional Grants Committee – The Lion Foundation 9. Independent Contractor – The Lion Foundation 10. Independent Consultant - Impact Consulting 	<ol style="list-style-type: none"> 1 – 6 Nil 7 & 10 potential supplier 8 & 9 – potential funder
Tony Allison	01-04-2020	<ol style="list-style-type: none"> 1. Chair – Dunedin International Airport Ltd 2. Director – Delta Utility Services Ltd 3. Director – Smith City (Group) Ltd 4. Chair Advisory Board – Night ‘n Day Foodstores Ltd 5. Chair Advisory Board – MHC & MHCP Ltd 6. Chair Advisory Board - Edubits 7. Director – AA Cleaners (Otago) Ltd 8. Director – One House Away 9. Managing Director – Visionalli Ltd 	<ol style="list-style-type: none"> 1. Nil 2. Potential supplier 3. Potential supplier 4. Nil 5. Potential supplier 6. Otago Polytechnic business unit 7. Potential supplier 8. Nil 9. Nil

			Polytechnic
Michael Collins	01-04-2020	<ol style="list-style-type: none"> 1. Member Dunedin Centre of Digital Excellence (CODE) Steering Group 2. Chair IT Governance Group (SDHB) 3. Chair Health and Safety Executive Governance Committee (SDHB) 4. Board Member St Hilda's Board of Proprietors 5. Member Finance, Audit & Risk Exec Member (SDHB) 6. Advisor New Dunedin Hospital Southern Partnership Group (SPG) 7. Deputy Chair South Island Chief Digital and CIO Leads 8. Member National DHB CIO Leads 9. Contractor Otago Polytechnic Capable NZ Assessor 10. Chair Environmental Sustainability Committee (SDHB) 11. Staff member Southern District Health Board 	<ol style="list-style-type: none"> 1. Collaborative Partner with OP 2. Nil 3. Nil 4. Nil 5. Nil 6. Nil 7. Nil 8. Nil 9. Contractor to OP 10. Nil 11. Nil
Karen Coutts	02-04-2020	<ol style="list-style-type: none"> 1. Te Runanga o Moeraki Member, Te Runanga o Ngai Tahu 2. Transparency International NZ, Board Member 3. Treasurer, Te Runanga o Moeraki 4. Committee, Member, Institute of Directors Wellington Branch 5. Member, New Zealand Parole Board 6. Kaiwhakahaere, Ngai Tahu ki Te Whanganui-a-Tara taurahere roopu 7. Director, KDC & Assocs Ltd 8. Director, KBDRC Ltd 	
Maryann Geddes	02-04-2020	<ol style="list-style-type: none"> 1. NZIST - Council Member 2. Southern Institute of Technology - Director 3. ARA - Director 4. Service IQ- Director 5. Queenstown Resort College - Advisory Board member 	
Adam La Hood	02-04-2020	<ol style="list-style-type: none"> 1. Director – Dunedin Venues Management Ltd 2. Chief Financial Officer – Cook Brothers Construction 	<ol style="list-style-type: none"> 1. Collaborative Partner with OP

			2. Contractor to OP
Justin Lester	01/04/2020	<ol style="list-style-type: none"> 1. Chair – Weltec Whitireia Subsidiary Board 2. Chair – Storbie Ltd 3. Director – Kapaï New Zealand Ltd 4. Director – Welcome Home Ltd 5. Chair – Good Bitches Baking 6. Contractor – Dot Loves Data 7. Contractor – Fix & Fogg 8. Ambassador – Simplicity Kiwisaver 	<p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Potential Supplier</p> <p>Potential Supplier</p> <p>Potential Supplier</p>
Megan Potiki	01-04-2020	<ol style="list-style-type: none"> 1. Member of Te Runanga o Ōtākou 2. Employee of the University of Otago 3. Director of Arataki Associates Ltd – contracting entity involved in a wide range of Māori education, health and business. 	3. Potential supplier

OTAGO POLYTECHNIC LIMITED	
BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: MINUTES	
PURPOSE: The minutes of the open section of the meeting held on 2 April 2020 are attached.	
PRESENTED BY: Tony Allison	
RECOMMENDATION That the minutes of the open section of the meeting held on 2 April 2020 be approved as a true and correct record.	

MINUTES (in Review)



OTAGO POLYTECHNIC LTD (THE COMPANY) MEETING OF BOARD OF DIRECTORS - OPEN

Name:	Otago Polytechnic Limited
Date:	Thursday, 2 April 2020
Time:	1:30 PM to 2:00 PM
Location:	Via Zoom, Link included in appointment
Board Members:	Paul Allison, Mike Collins, Karen Coutts, Maryann Geddes, Adam La Hood, Justin Lester, Megan Potiki
Attendees:	Tony Allison
Guests/Notes:	In Attendance: Jeanette Corson (Board Secretary), Philip Cullen (Deputy Chief Executive Corporate Services), Megan Gibbons (Deputy Chief Executive, People and Performance), Janine Kapa (Deputy Chief Executive, Māori Development/Kaitohutohu, Phil Ker (Chief Executive), Oonagh McGirr (Deputy Chief Executive, Learning and Teaching Services), Chris Morland (Deputy Chief Executive, Learner Experience).

1. KARAKIA

1.1 Confirm Minutes

1.2 Karakia

Megan Potiki opened the meeting with a Karakia.

2. WELCOME/APOLOGIES/NOTICES

2.1 Welcome/Apologies/Notices

Welcome

Chair Tony Allison welcomed those present to the meeting.

Apologies

There were no apologies.

3. CONFLICTS OF INTEREST

3.1 Conflicts

No conflicts were declared in relation to the open agenda.

4. CALL FOR ADDITIONAL ITEMS

4.1 Call for and discussion of minor items not on the Agenda

There were no items arising other than those included on the agenda.

5. COVID-19

5.1 Update on COVID-19

Dr Gibbons, who had acted as Incident Controller over the past month, provided an update on the Polytechnic's response to COVID-19.

- Most programmes had provided a two week break, moving the holiday break forward and returning to teaching after Easter, apart from five programmes which were able to be taught wholly on line. There were 13 students in the Student Village, to whom the Functions Team were serving food every two days. A further 17 students (mainly international) were staying in the Cromwell Campus accommodation, with pastoral care being provided.
- The Dunedin Campus was undergoing a bio-clean
- One learner had tested positive as a result of a family member attending the Hereford Conference in Queenstown
- Staff were using Microsoft Teams as the main method of communication and there was a strong student support team working with learners around financial hardship, learning on line and other issues.
- There had been daily communications with staff, moving into a pattern of twice a week, with Tūhono as the main source of information.
- Academic areas were communicating with their own students.

6. FOR DISCUSSION

6.1 Proposed First Board Meeting Resolutions

The directors considered and discussed the items under "Noted" in the First Board Meeting Resolutions.

7. DECISION ITEMS

7.1 Resolutions in proposed First Board Meeting Resolutions



Resolutions

The directors resolved, as resolutions in writing, the matters set out in Resolutions 1 - 12 in the First Board Meeting Resolutions attached as a Schedule to these minutes.

Decision Date: 2 Apr 2020

Outcome: Approved

8. CLOSE MEETING

8.1 Meeting Closed

Next meeting: Otago Polytechnic Limited (the Company) Meeting of the Board - Open - 1 May 2020, 9:00 AM

Signature: _____

Date: _____

Otago Polytechnic 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 Otago Polytechnic (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:

95 Forth Street
North Dunedin
Dunedin 9016
- 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 appoints Jeanette Corson as Company Secretary of the Company.

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 Tony Donald Allison as Chairperson of the Board and Megan Kiri Potiki as Deputy 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:
- (iv) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (i) the Companies Act 1993; and
 - (ii) 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/subcommittees of the Council of the Existing Polytechnic continue as committees of the Board with the purposes set out below:

(i) Finance and Audit Committee

Financial Planning and Reporting

- Review and monitor the development of annual and longer term budgets and forecasts and recommend their adoption to the Board
- Review and monitor asset management planning processes
- Review and recommend to the Board business cases for major capital expenditure
- Review and recommend to the Board the Polytechnic's Investment Plan
- Monitor the financial performance and position of the Polytechnic against budget and forecasts through the review of monthly financial reports
- Review and recommend to the Board the Annual Report
- Review, update and recommend to the Board governance, accounting and finance policies
- Assess and monitor financial risks to the Polytechnic
- Monitor interaction with TEC and other key stakeholders

Audit

- Review and monitor the operation of the strategies and policies to mitigate against fraud
- Oversee the internal audit plan and processes
- Oversee the external audit planning and processes
- Receive the reports of the external auditors and review their findings.
- Meet with the external auditors at least annually with management excluded.
- Monitor the progress made by management implementing recommendations from internal and external audits.

Power to Act

- To conduct or authorise investigation into any matters within its area of responsibility. It is empowered to:
 - Retain outside counsel, accountants or others to advise the committee or assist in the conduct of an investigation.
 - Seek any information it requires of the Polytechnic's Chief Executive, or through the Chair of the Committee and the Chair of the Board, directly from the Polytechnic's employees
 - Meet external auditors or outside counsel as necessary.

Power to recommend

- The Finance and Audit Committee has the power to recommend to Management and to the Board any action that it considers relevant to the financial viability of the Polytechnic.

(ii) Executive Committee

This committee will be convened by the Board at its discretion in order to undertake and perform such tasks and responsibilities as shall be referred to it by the Board from time to time.

The minuted Board decision will include the committee's powers, function and duties, the date for the completion of the committee's work, and its interim and final report to the Board.

(iii) Komiti Kawanataka

- a. To provide a strong functional relationship between the Te Rūnanga o Moeraki, Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Hokonui Rūnanga Inc (kā Papatipu Rūnaka), the Board and management to ensure an effective Treaty relationship
- b. To assist the Board and the Chief Executive to maintain the relationship, ensure effective communication and monitor the implementation of the Memorandum of Understanding between Te Rūnanga o Moeraki, Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Hokonui Rūnanga Inc (kā Papatipu Rūnaka) and Otago Polytechnic, including the development and monitoring of the Strategic Plan.
- c. To ensure that Kai Tahutaka, as practiced by the Runaka, is the basis for all Maori activities, cultural and educational, within the Polytechnic.
- d. To ensure the implementation of, monitor and make recommendations for any revision of the Memorandum of Understanding between Te Rūnanga o Moeraki, Kāti Huirapa Rūnaka ki Puketeraki, Te Rūnanga o Ōtākou, Hokonui Rūnanga Inc (kā Papatipu Rūnaka) and Otago Polytechnic Limited
- e. To advise the Board and the Chief Executive.

Power to act

As delegated by the Board

Power to recommend

As delegated by the Board.

(iv) Staff Subcommittee

Area of responsibility

To consult widely with staff at large, so that a broad staff view is brought to bear on the matters about which the Committee offers advice

Power to act

As delegated by the Board

Power to recommend

The Committee shall advise the Board on matters considered to be of a governance nature. Advice may be by way of a recommendation, or by providing a range of diverse views that reflect the staff perspectives.

The Committee shall also provide advice to the Chief Executive on matters which should be addressed by the Polytechnic management; including any employment matters

(v) Student Council

Area of responsibility

To consult widely with students at large, so that a broad student view is brought to bear on the matters about which the Committee offers advice

Power to act

As delegated by the Board

Power to recommend

The Student Council shall advise the Board on matters considered to be of a governance nature. Advice may be by way of a recommendation, or by providing a range of diverse views that reflect the student perspectives.

The Student Council shall also provide advice to the Chief Executive on matters which should be addressed by the Polytechnic management.

- V. The Board will appoint the new members of each committee and subcommittee 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. With effect from the date of this resolution, Jeanette Corson be appointed as Company Secretary of the Company.

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 Company Secretary 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 Company Secretary 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 Company Secretary 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;
 - (iii) the Letter of Expectations; and
 - (iv) 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 committees/sub-committees of the Council of the Existing Polytechnic listed in paragraph U above will continue as committees of the Board with the names and purposes set out in that paragraph, on the basis that the Board will appoint the new members of each committee and subcommittee 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 to be deemed to be an original and, when taken together, constitutes the same document.

DATED 2 April 2020

Signed by

**Tony Donald Allison
Chairperson**

**Megan Kiri Potiki
Deputy Chairperson**

**William Paul Allison
Director**

**Karen Beverley Coutts
Director**

**Michael Brian Collins
Director**

**Adam Jude La Hood
Director**

**Justin Mark Lester
Director**

**Maryann Lillian Geddes
Director**

Appendix A - Directors of the Company

	Name of Director
1.	Tony Donald Allison
2.	Megan Kiri Potiki
3.	William Paul Allison
4.	Michael Brian Collins
5.	Karen Beverley Coutts
6.	Adam Jude La Hood
7.	Justin Mark Lester
8.	Maryann Lillian Geddes

Otago Polytechnic 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.	Tony Donald Allison	\$37,365 per annum
2.	Megan Kiri Potiki	\$23,350 per annum
3.	William Paul Allison	\$18,680 per annum
4.	Michael Brian Collins	\$18,680 per annum
5.	Karen Beverley Coutts	\$18,680 per annum
6.	Adam Jude La Hood	\$18,680 per annum
7.	Justin Mark Lester	\$18,680 per annum
8.	Maryann Lillian Geddes	\$18,680 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 be deemed to be an original and, when taken together, constitutes the same document.

DATED 2 April 2020

Signed

Tony Donald Allison
Chairperson

Megan Kiri Potiki
Deputy Chairperson

William Paul Allison
Director

Karen Beverley Coutts
Director

Michael Brian Collins
Director

Adam Jude La Hood
Director

Justin Mark Lester
Director

Maryann Lillian Geddes
Director

(being all the directors of the Company)

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: CHIEF EXECUTIVE'S REPORT	
PURPOSE: The Chief Executive's Report is attached.	
PRESENTED BY: Phil Ker	
RECOMMENDATION: That the Board receives the Chief Executive's report.	

CHIEF EXECUTIVE'S REPORT

Naming of Buildings

We have four buildings for which names were adopted by the previous Otago Polytechnic Council. Ceremonies for the naming were intended for May but were postponed as a consequence of COVID-19.

- H Block - Ōtākou
- G Block – Kaikarae
- Block – Ōwheo
- S Block – Tauraka Pipipi

Assuming that the Board endorses the decision of the OP Council, we will plan for naming ceremonies once we return to a Level 2 Alert under the COVID security levels.

Summarised Finance Report for the period ended 31 March 2020

The following table provides an overview of Otago Polytechnic's 2020 financial performance to date and compares this against the budget with variances.

March 2020	2020 Year to Date Actual	2020 Year to Date Budget	Variance
	(\$000s)	(\$000s)	(\$000s)
Revenue	\$ 23,585	\$ 24,327	\$ (742)
Expenditure	\$ 25,062	\$ 26,167	\$ 1,105
Net Surplus	\$ (1,477)	\$ (1,840)	\$ 363
Capital Expenditure	\$ 5,362	\$ 2,755	\$ (2,607)
Employment Cost as a percentage of revenue	57.8%	58.6%	0.8%
Student Fees as a % of revenue	34.7%	40.3%	5.5%
Government Funding as a % of revenue	39.7%	38.9%	(0.8)%
Working Capital	36.6%	38.7%	(2.1)%
Cash In/Cash Out	183.7%	174.8%	8.9%
Net Monetary Assets (000's)	\$ (3,456)	\$ 1,336	\$ (4,791)
Debt / Equity Ratio	4.5%	0.0%	(4.5)%
EFTS	4,327.3	4,369.1	(41.8)

Key Points:

- The net operating deficit of \$1,477k is favourable to budget by \$363k.
- Capex is higher than budget to date by a net \$2,607k mainly due to increased spend on building projects for 2020
- EFTS enrolments at 4,327 unfavourable to YTD budget by 42. This is favourable across various areas such as Vet Nursing, Design, Business but offset by other areas such as Sport, Midwifery and Community Development and Personal Wellbeing.

OP Foundation

I am very pleased to advise the appointment of an additional trustee to the OP Education Foundation, Sarah Simmers of Anderson Lloyd. The Foundation is now arms-length compliant as a charitable organisation.

Shovel Ready Projects

The Board will be aware that Government has called for shovel ready infrastructure projects which it will consider investing in in order to kick start the New Zealand economy. Attached is a list of projects submitted.

Media Report

Attached is a media report provided by Shane Gilchrist, Media Liaison.

External Liaison – April (via video link)

- Guest speaker, OP Business Transformation and Change class
- Conrad Herewini, Kim Ulberg, TEC
- World Federation of Colleges and Polytechnics Board
- Garry Fissenden, Diane Lithgow, Tony McKenna, Skills NZ
- NZIST CEO meetings x 3
- Brent Nielson, TEU
- Mark Oldershaw, CE WelTec and Whitereia
- Grant Klinkum, NZQA and Tony Gray, CE, Ara
- NZQA ITP Advisory Group
- Future Skills Board
- OPAIC Board
- Building Surveying Governance Group

Phil Ker
Chief Executive

Otago Polytechnic - Te Kura Matatini Ki Otago
Shovel Ready Projects
22 April 2020

ITP/sub	Project - New or Deferred Maintenance	Location	Project status - consented etc.	Total Indicative Cost	How funded? Partners?	Could start within 6 months?	Proposed benefits/link to NZIST future operating model/learner outcomes.	Risks
Otago	<p>Priority 1</p> <p>New Build</p> <p>Building & Construction Trade Training Centre</p> <p>This project is significant to the local and national Construction industry as major Contractors seek to recover from the economic impacts of the lock down. In addition, Otago Polytechnic is a major Training Provider for the construction trades, regional and nationally.</p>	<p>Forth Street Campus</p> <p>Dunedin City</p>	<p>Detail Design Completed</p> <p>Building & Resource Consents 6 – 8 weeks required</p>	\$31.7M	<p>CIP 80- 90 %</p> <p>OP 10- 20%</p> <p>(OP: \$4M already committed)</p>	<p>Yes. Construction activity can commence immediately upon building consent submission and approval. This could begin upon the move to Level 3 status, 27 April 2020.</p> <p>Update design 8- 10 weeks</p> <ul style="list-style-type: none"> Approval of resource and building consent 6-8 weeks (or sooner if fast tracked) . Within 3 months of approval Procure contractors Within 4 6 months of approval construction starts on site <p>Expected construction completion date.</p> <ul style="list-style-type: none"> 18-20 months from approval date circa mid 2022 	<p>The indirect benefits of this project is significant i.e. the supply of qualified tradespeople for the Construction industry. Future projects in Otago and Dunedin include the new Hospital and DCC and Otago University major construction and infrastructure projects planned for the next 10 years. All these will require a significant increase in qualified trades people, including those already in short supply. This includes trades not currently being taught e.g. Plumbing/Drain-laying and Gas-fitting.</p> <ul style="list-style-type: none"> The new building has been designed as a purpose-built facility to deliver building and construction trade training programmes. The Design models the best opportunities to provide enhanced learning, education and applied research project opportunities, within integrated and collaborative skills trade training facilities. 'Green build' components have been employed at the design phase. Due to costs consideration not all the recommendations have been included in the final design. Currently, the existing Building and Construction Trades programmes are delivered from leased buildings, off site, which do not provide students and staff with easy access to the main campus. The buildings are old prefab style requiring constant maintenance and now require reroofing if we are to stay. The new facility will be constructed on the main campus at Forth Street, thus greatly improving student access to services including student support services. <p>The proposed new building will :-</p> <ul style="list-style-type: none"> be an outstanding learning environment with contemporary learning spaces; provide an integrated and collaborative skills training facility be focused on educational excellence; offer modern learning facilities including common learning spaces, to meet industry and more sophisticated learner demands; provide for growth in Building & Construction trade student numbers and industry demand for existing and new programmes e.g. plumbing/drain-laying/gas-fitting provide for increase capacity for programme delivery to meet the recent changes to the New Zealand Institutes of Technology and Polytechnics (ITP) sector as they have been morphed into one institution - the new NZIST. Under the new structure Modern Apprenticeship Training Programmes (MAPS), will be transferred from Industry Training Organisations (ITOs) to the regional subsidiary, which in the case of the wider Otago Region this will be Otago Polytechnic. meet additional imperatives including the co-location of programmes; required changes to the facilities, infrastructure, services and technologies needed to support programme content and delivery, and the changing mix of trade programme provision. 	<p>Key barriers / risks to the project being 'shovel ready':</p> <ul style="list-style-type: none"> Prompt timing for Board and NZIST final approvals and signoff Timely Bank loan approvals Building and Resource consent approvals Tendering market and state of the construction industry at the end of the shutdown period Tender prices within Design Estimates Report (April 2019).

ITP/sub	Project - New or Deferred Maintenance	Location	Project status - consented etc.	Total Indicative Cost	How funded? Partners?	Could start within 6 months?	Proposed benefits/link to NZIST future operating model/learner outcomes.	Risks
Otago	<p>Priority 2</p> <p>New - Building Fit out</p> <p>Engineering & Related Trades Training Centre</p> <p>This project is significant to the local Construction, Mechanical & Engineering Services and Transport Industries as many Contractors seek to recover from the economic impacts of the Covid 19 lock down. In addition, Otago Polytechnic is a major Training Provider for the Engineering & Related Trades, regionally and nationally.</p>	Kaikorai Valley Dunedin City Co-location with Heavy Trade Training facility	<ul style="list-style-type: none"> Detail Design Completed Tender Awarded Building & Resource Consents 6 – 8 weeks required <p>AND:-</p> <ul style="list-style-type: none"> Procurement of sub- contractors by Tuatara with 2.3 weeks of approval that construction starts on site Expected construction completion date. 12 - 14 months from approval date - early 2021 	<p>Total \$7M OP \$3.7M Ohara Holdings Ltd \$3.3M.</p> <p>Of OP \$3.7M new build fitout:- the maximum level of borrowing would be 50% of the total costs of \$1.83M, leaving a shortfall of 50%. The optimal borrowing level would be 20- 30% with the balance of 70-80% funded as a result of the CIF application.</p>	This is a joint project with Ohara Holdings Limited who own the land and will invest \$3.3M to construct the 'shell', then lease back to OP. The application is for OP's contribution of \$3.7M to complete the fit-out. The new building will be adjacent to OP's Heavy Trade Automotive Engineering facility which leased from Ohara.	<p>Yes – start within 3 – 4 weeks The existing building has been demolished. Some site preparation have been undertaken. The Contractor has been appointed i.e Tuatara Structures Ltd. A Heads of Agreement has been signed by OP and Ohara Holdings Ltd. The project has been discussed and agreed in principle with DCC regarding resource and building consents. The documentation is currently detailed for building consent. For the project to progress within the next 3 - 4 weeks a review of the plans will be required to ensure they still meet with Otago Polytechnics needs and any updates will be incorporated into the building consent drawings and then building consent submission and tender. This project is in a unique position were construction works on site can commence within a 3 – 4 week, from client approval – or earlier for some re site preparation work not requiring consent</p>	<p>The indirect benefits of this project is the vital supply of qualified tradespeople for the industries which rely on the various Engineering trades. Future projects in Otago and Dunedin include the new Hospital and DCC and Otago University major construction and infrastructure projects planned for the next 10 years. All these will require a significant increase in qualified trades people, including those already in short supply across a number of the Engineering trades.</p> <ul style="list-style-type: none"> The new building has been designed as a purpose-built facility to deliver Engineering and related trade qualifications at Pre -Trades Level 3 and higher Levels 4 – 5, in the following trades; Mechanical Engineering, Welding & General Engineering, Automotive Engineering & Auto Electrical, Fitting & Turning and Light Fabrication metalwork. T This new facility will re-position the delivery of Engineering programmes from OP's Forth Street campus to Donald Street Kaikorai Valley, Dunedin, to sit alongside the Heavy Automotive Engineering programmes which were relocated to new purpose built facility at 10 Donald Street in late 2019. At 3,600 sqm the new facility will provide additional capacity for Otago Polytechnic to deliver Modern Apprenticeship Programmes (MAPS), supporting on job training with industry, supported by theory classes and block courses delivered from the new facility. This is an expanded activity that the Polytechnic will take responsibility for from 2021-22 onwards, as OP assumes the role of Industry Training Organisations (ITOs) as per the Government's ITO sector reforms and the formation of the new NZIST. <p>The proposed new building will :-</p> <ul style="list-style-type: none"> be an outstanding learning environment with contemporary learning spaces; provide an integrated and collaborative Engineering (Mechanical, Automotive and Related), skills training facility be focused on educational excellence; offer modern learning facilities including common learning spaces, to meet industry and more sophisticated learner demands; provide for growth in student numbers and industry demand for existing and new programmes meet additional imperatives including the co-location of programmes; required changes to the facilities, infrastructure, services and technologies needed to support programme content and delivery, and the changing mix of trade programme provision. The Design is a cost effective and models the best opportunities to provide enhanced learning, education and applied research project opportunities, within integrated and collaborative skills trade training facilities. <p>The current premises/facility are no longer fit for purpose, are dated and do not provided modern, purpose built and attractive learning and teaching facilities which support problem and project-based learning Current student numbers and staff exceed capacity and this capacity will be further compromised as existing programmes continue to grow and delivery of new programmes commence e.g. MAPS.</p>	<ul style="list-style-type: none"> Prompt timing for Board and NZIST final approvals and signoff Timely Bank loan approvals OP and Ohara to have lease agreement in place before commencing any works. Note Heads of Agreement already in place. Building and Resource consent approvals State of the construction industry (Tuatara Structures) at the end of the shutdown period Changes to tender prices including availability of staff/trades and delivery and supply of materials

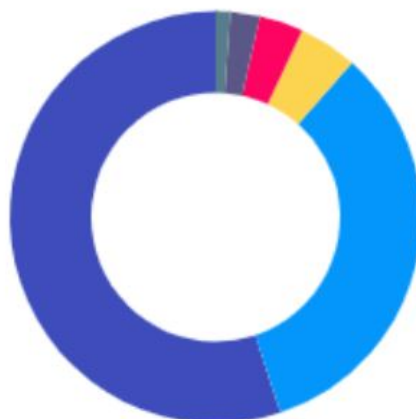
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**A summary of Otago Polytechnic external media activity, from 21 March-22 April 2020.
Produced by Shane Gilchrist, Senior Communications Advisor.**

- 89 news mentions
- Coverage reached a cumulative audience of 1.85 million
- Online News had the highest volume of coverage (48 news mentions)
- Newspapers reached the highest cumulative audience (1.01 million).
- The outlet with the highest volume was Otago Daily Times with a total volume of 29 mentions
- The outlet with the highest potential reach was Otago Daily Times with a total potential reach of 658,702

Media type overview (Mentions)



● Online (48 / 55.2%)
● FM Radio (3 / 3.4%)

● Newspaper (29 / 33.3%)
● TV (2 / 2.3%)

● Magazine (4 / 4.6%)
● Blogs (1 / 1.1%)

Key themes of coverage:

Coronavirus and its implications on tertiary sector dominated coverage themes. This is likely to continue. Otago Polytechnic's preparedness to transition to new phases (level-3, then level-2 etc) is likely to be a key subject of media interviews. Alongside these obvious themes, a series of "good news" media releases aimed at highlighting Otago Polytechnic's academic proactivity and pastoral care are being developed and will be pitched to media in May.

OP WEBSITE (NEWS AND EVENTS SECTION)

There were more than 149k page views in the past 2 months. New website visitors comprised 65% of traffic (the remainder were returning visitors); the average time spent per view was 2min19sec.

SOCIAL MEDIA

Social Media activity and engagement across all channels continues to be strong, benefiting from content that was specifically aimed at wellbeing and support in the context of Covid level-4 lockdown. Facebook followers have grown 1.5% month on month, to 13.5k.

INSTAGRAM

3.1k followers; this continues upward trend of previous months.

LINKEDIN

Otago Polytechnic's main LinkedIn page now has more than 13.7k followers, reflecting steady growth on this channel.

OTAGO POLYTECHNIC LIMITED	
BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM:	COVID-19 UPDATE
PURPOSE:	An update on Otago Polytechnic's response to COVID-19 is attached.
PRESENTED BY:	Megan Gibbons
RECOMMENDATION:	For noting.

Learnings from Covid-19

Paper to OP Ltd Board – Friday 1st May

The main learning from leading OP's response to the Covid-19 pandemic is the importance of clear, timely communication that creates one source of truth. Communication needs to show empathy and deliver the message. Other learnings are listed below:

Critical Incident Management Team

We quickly pulled together our CIMT when it became obvious this was not a flu strain that was going to miss our island nation. Our policy holds a few lines on Pandemic/Epidemic and what to do, including suggested membership of the CIMT, but we quickly realised that the policy wasn't sufficient. It became obvious this team needed strategic oversight and the members needed to be at at least Director level to ensure they understood the big picture and had teams that supported them to get things done. We removed the Safety and Wellbeing Manager from the team as he needed to be doing rather than discussing.

This team has been available from early morning to late in the evening, 7 days a week since mid-March, and have worked together tirelessly to ensure we identify and address issues, and support learners and staff. They have also been the link between national organisations like MOE, TEC and NZQA, and links to the wider community groups.

This group has also been a cross institution group and it has allowed for the quick understanding on the impacts across the organisation, and the correct allocation of tasks.

An action following the end of the pandemic will be to further review and refine our emergency/critical incident policy and plans.

Communications

Communication needs to be timely, regular, humanistic and have empathy. The points need to be clear and it needs to come from one source only. We had to be fast as staff often communicated with learners rapidly and this was in contradiction to what we had decided as an organisation. Within communications, link to other communication/information that is relevant but don't rewrite. We have succeeded in having fantastic communications for staff and learners because we have had our communications experts lead the drafting of them. Others from the CIMT have contributed to refining the communications, based on their areas of expertise, and the final message has been personalised from me as the person sending it. The learnings from the unreliability of the emergency comms channels was to be prepared to send messages across numerous platforms to ensure we reached as many people as possible (social media, email, website, intranet) This was very important for the learners. We set up a dedicated COVID-19 email address that has been used to receive information, questions and feedback from staff and learners as we move through this crisis. Only the CIMT administrator and I have access to that email address. This helped keep COVID-19 related information separate from my other work emails, and ensure we have a repository of information in one place.

Planning

Prior to Alert Level 4 the Critical Incident Management team met and worked through several scenarios. While they didn't all eventuate, it did provide us with good thinking to inform decision making and think through consequences. This high-level planning and discussion also meant we were quickly able to act as a team and trust each other, helped by having a rule that no idea is a dumb idea. Planning has also happened by the members of the CIMT around what changes in levels means for OP staff, learners and operations, and what needs to be done to ensure everyone knows and key points of influence/workflow.

Problem-Solving and Decision-making

Each issue raised with us has been unpicked, consequences thought through and a decision made. If it cannot be solved immediately then the person who raised it is notified of an expected timeframe for an answer.

People

Being kind and understanding people's circumstances is a key during critical incident management. The importance of clear communication and addressing queries quickly and clearly. We have also provided support articles online, home based exercise sessions and handy tips, as well as encouraging social interactions. It is important to acknowledge people's concerns and fears and help to address them.

The COVID-19 pandemic, and the lock down in particular, has really challenged the thinking about how possible it is to work productively from home, and to maintain connections with colleagues. At the time of writing this report, we are drafting a survey to go to staff to both check in on their wellbeing, but also get feedback from staff about what innovations or other ideas they have that have arisen from the lock-down that could be adopted by OP.

Learners

We have managed communications with our learners from a central comms space mainly, as well as from Facebook and Instagram. With our learners we needed more communication platforms to ensure the message was getting out to the audience. Key messages about learning have come from academic staff and key messages about support have come from student success. We have helped learners to cope with their changing world also.

Specific groups we have worked with include international learners, residents in our accommodation and then location specific groups like Central and OPAIC.

Communication with next of kin is also important. We needed to be inventive as the contact detail we hold is usually a cellphone number and so we needed to do a mass text to NOK and then refer them to the relevant part of the website.

Financial/Business

Need to show we care for our staff and learners as our first priority and then look at the implications around the needs for expenditure savings and impact on revenue. We have been lucky that we have been assured our government funding as this has allowed us to work in this manner. This will become more important in the next 2-6 months as we work through the different alert levels and how we operate.

Leadership and Delegation

Finally it has been really important to have trust in my leadership and the decisions we have made as a team. There has been clear leadership trust and delegation in the role of Incident Controller, if every decision point needed to go through the CE or ELT then it would have been a slower process. We were trusted as the CIMT to just get it done and this has been appreciated.

*Megan Gibbons – OP Incident Controller
DCE People and Performance*

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: BOARD CALENDAR	
PURPOSE: Attached for consideration is a draft Board calendar with shaded areas to be confirmed.	

BOARD CALENDAR 2020/21

Meeting/Event	May	June	July	Aug	Sept	Oct	Nov	Dec	Feb 2021	Mar	April
Audit Process											
Interim											
Signoff											
Forecast	1 May										
Budget						2 Oct					
Board Meeting Fridays	1 May	5 June	3 July	7 Aug Marae Visit?	4 Sept	2 Oct	6 Nov	4 Dec	5 Feb	5 Mar	1 April Thurs due to Easter
Function											
Photo		5 June									
Fees Set											
International										5 Mar	
Domestic			7 Aug								
Finance and Audit Ctee		4 June	2 July	6 Aug	3 Sept	1 Oct	5 Nov	3 Dec	4 Feb	4 Mar	1 April
Graduation								11 Dec		12 Mar	
Maori Pre-Grad								10 Dec		11 Mar	
Komiti Kawanataka Thurs at 12.30pm	30 April	4 June	2 July	6 Aug	3 Sept	1 Oct	5 Nov	3 Dec	4 Feb	4 Mar	1 April

Meeting/Event	May	June	July	Aug	Sept	Oct	Nov	Dec	Feb 2021	Mar	April
Investment Plan Draft											
Approval											
Report											
Risk Management Review Policy						2 Oct					
Safety, Health and Wellbeing walk around		5 June				2 Oct			5 Feb		
Strategy Workshop Approval											
OP Events							Student Showcase				

OTAGO POLYTECHNIC LIMITED	
BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: EXECUTIVE LEADERSHIP TEAM INTERESTS REGISTER	
PURPOSE: The Executive Leadership Team Interests Register is attached.	
RECOMMENDATION: For noting.	

Executive



OTAGO
POLYTECHNIC
Te Kura Matatini ki Otago

OTAGO POLYTECHNIC INTERESTS REGISTER – EXECUTIVE LEADERSHIP TEAM

Register to be maintained for the Executive Leadership Team and kept by the Chief Executive's office as per policy CP0012.06 Disclosure of Interest.

Date Updated	Name	Interest Disclosed	Nature of Potential Conflict of Interest with Otago Polytechnic	Pecuniary or non-pecuniary	Agreed approach to manage
1 February 2019	Philip Cullen	Cliffs Road Trading Board Member: – OP Auckland International Campus Ltd – Otago Polytechnic Education Foundation	Potential only		
5 July 2019	Megan Gibbons	Athletics Otago Board Otago Boys High School Board of Trustees Judge Otago Sports Awards Wildlife Hospital	Potential if fees assistance was requested OP is a sponsor		Ensure I am not involved if either of these organisations were in discussion with OP OP award chosen by Sport Otago and not judged on by judges

Date Updated	Name	Interest Disclosed	Nature of Potential Conflict of Interest with Otago Polytechnic	Pecuniary or non-pecuniary	Agreed approach to manage
21 April 2020	Janine Kapa	Board Member: – A3 Kaitiaki Ltd (Chair) – Kōkiri Training Centre – Otago Youth Wellness Trust – KUMA (Southern Māori Business Network) OP representative on Grow Dunedin Partnership Steering Group Member, Kāti Huirapa Rūnaka ki Puketeraki Partner, Kia Māia Bicultural Communications Brayden Murray, Director: Learner Services – partner	Potential only Potential for similar clientele Potential only Potential for bias Potential only Potential only Potential supplier Personal interest	Pecuniary Non-pecuniary Non-pecuniary Non-pecuniary Non-pecuniary Non-pecuniary Pecuniary Both	Proceed with: <ul style="list-style-type: none"> • caution & sensitivity • honesty & integrity • transparency
26 February 2018	Phil Ker	Board Member: – TANZ – TANZ eCampus Limited – OP Auckland International Campus Ltd – Postsecondary International Network – World Federation of Colleges and Polytechnics – JBA Limited – OPAIC Limited Partnership (Chief Executive of OP as Partner) – Convenor – selection panel for National Tertiary teaching Excellence Awards – Glenys Ker, Programme Leader Capable NZ - spouse	Possible competitor Potential supplier and competitor to OP Possible bias Personal interests	Non-pecuniary Both	Transparency Non participation re OP candidates OP Policy

Date Updated	Name	Interest Disclosed	Nature of Potential Conflict of Interest with Otago Polytechnic	Pecuniary or non-pecuniary	Agreed approach to manage
11 February 2019	Oonagh McGirr	Board Member: – Dunedin Fringe Arts Trust – The Malcam Trust – OERU Board			
2 February 2018	Chris Morland	SIGNAL ICT Grad School Ellen Morland, OP staff member spouse	Possible competitor Personal interest	Pecuniary Both	Transparency OP Policy
23 Oct 2019	Gagan Sachdeva	Tamanna Ahuja, Director of Search Experts Ltd., Spouse Other relatives employed at AIC: Seema Chawla, HoD Construction Rajeev Chawla, Lecturer, Business Kanika Hans – Technology Specialist	Supplier of Search Marketing and software development solutions to OP and OPAIC. Possible Bias	Both Non-Pecuniary	Transparency – relationship pre declared to OP colleagues and OPAIC Board. Transparency, Not directly involved in hiring / employment decisions or any matters arising in due course.

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: ACADEMIC COMMITTEE MINUTES	
PURPOSE: Attached are the minutes of the meeting of Academic Committee meeting held on 7 April.	
PRESENTED BY: Oonagh McGirr	
RECOMMENDATION For noting.	



Academic Committee

Minutes of the Academic Committee meeting held on 7 April 2020

Present: Oonagh McGirr (Chair), Paul Dixon, Sam Mann, Janine Kapa, Brayden Murray, Federico Freschi, Sue Thompson, Ian Crabtree, Trish Chaplin-Cheyne, Sally Baddock, Leoni Schmidt, Megan Gibbons, Ron Bull, Mark Doesburg

Apologies: Joanne Greatbanks, Nathan Laurie, Phil Ker

In attendance: Lynn Hunter (Secretary), Anna James, Mairead Fountain, Andy Kilsby

Quorum (10*) achieved 7 April 2020

* as per policy [AP0101 Academic Board](#)

Karakia, welcome, roll call and apologies noted.

1. Minutes for Approvals and any matters/actions arising

Recommendation A023.20: That the Academic Committee approves the minutes of 10 March 2020 as a true and correct record and notes updates of actions.

Approved: Oonagh McGirr / Sue Thompson

All present agreed.

Action Summary

EBT300240 / EBT300247 / EBT300234 / EBT300238 / EBT300236 / EBT300249 Sustainable Development Goals:

Sam has forwarded the email trail to Andy for his attention. Andy is working through the concerns/issues raised. Completed.

A014.20 Storage of Assessment Artefacts NZQA: A meeting was held and the NZQA obligations were discussed and clarified. Assessments should be kept for up to 2 years - at any point during 2020, access to 2019 assessments should be possible. It was agreed that NZQA have indicated that a common-sense approach should prevail, however, it important that we verify that OP is meeting its obligations in advance of our planned (pre-COVID-19) December EER deadline. Therefore Step 1 is to conduct an Internal Audit to check the extent of our compliance; Step 2 will be to work through the exceptions pragmatically and offer support; and Step 3 will seek to link this requirement to the Performance Excellence Portal for future ease of centralised quality compliance. The next planned update to Academic Board will be July 2020.

A015.20 Bachelor of Visual Arts Monitor Report: Chris/Brayden to look at the recommendations in the Monitor Report to ensure they are being followed up. Will be moved to the next meeting.

A015.20 BEngTech Monitor Report: Oonagh/Chris to work out a plan with the school and work through the recommendations highlighted. Discussions have been started and progressing. An update will be provided at the next meeting.

A015.20 Bachelor Leadership for Change Monitor Report: NZQA clarified that the alternate blank pages were a scanning error and a clean copy has been uploaded to Academic Board agenda and emailed to members. Completed.

A016.20b Certificate of Proficiency applications/enrolments (date range 07 February to 5 March 2020):

Clarification was provided to Sue and has confirmed this action is now completed.

A021.20 NZ2102 New Zealand Diploma in Cookery (Advanced) (Level 5): Second bullet point wording was changed to read "facilitated from COT for all OP learners". Completed.

EBT700164 – Work-Based Learning & EBT500166 Literacy for Tertiary Learners: Trish worked with EduBits to change the 138 templates with words "Evidence may include" changed and completed.

EBT500222 Academic Information Skills for Undergraduates: The writer has clarified the reviewing of the evidence and this has been reviewed and completed.

Library Access: Anna has emailed some Academic Board members the link on how to access graduate library at no extra cost. Completed.

Academic Board: Clarification for OP Academic Board post 1 April changeover. There is a name change to OP Limited and Academic Committee from 1 April 2020. Names of sub committees will need to be addressed. CapableNZ Committee will also need to be addressed.

2. **A24.20 Monitor for BAppMgt and Its Graduate Diplomas**

We have had some recent challenges with obtaining a suitably qualified and experienced person to be the Otago Polytechnic appointed monitor for the Bachelor of Applied Management and its Graduate Diplomas for all its delivery (AIC, SAB and CapableNZ). There was no monitoring visit in 2019 because of the resignation of the previous monitor, Dr James Dearnley, in 2019 when the visits were due to be organised. After consultation with some key people I approached Dr Clive Cornford who agreed to fulfil this role. His visit to AIC was organised to occur this week and SAB was planning for the Dunedin visit after Easter. However, the Covid-19 lock down has prevented that from happening. These visits will now occur later in the year. In the meantime we should note both Clive Cornford's appointment with his [CV attached](#) and the unavoidable delay to the monitoring visits to the next Academic Board meeting.

3. **A25.20 Type 1 Approvals, Concurrent Enrolment and Certificates of Proficiency enrolments**

A25.20a Type 1 Approvals up to 2 April 2020

OT4760 Bachelor of Occupational Therapy

Recommendation A25.20a: That Academic Committee approves the Type 1 Change as listed.

Approved: Sue Thompson / Chris Morland

All present agreed.

A25.20b Certificate of Proficiency applications/enrolments (date range: 03 Mar to 02 April 2020)

Recommendation A25.20b: That Academic Committee approves the individual Paths of Study for Certificate of Proficiency enrolments as listed.

Approved: Oonagh McGirr / Sue Thompson

All present agreed.

4. **A26.20 Programme Approval Committee (PAC) - Minutes of the 31 March PAC Meeting**

A26.20a Type 2 Changes to OT5066 Bachelor of Engineering Technology (PAC13/20)

Recommendation A26.20a: That Academic Committee approves the Type 2 changes to OT5066 Bachelor of Engineering Technology.

Approved: Oonagh McGirr / Marc Doesburg

All present agreed.

A26.20b OT5161 Certificate in Professional Practice for Registered Nurses (PAC14/20)

Recommendation A26.20b: That Academic Committee approves the training scheme OT5161 Certificate in Professional Practice for Registered Nurses.

Approved: Sue Thompson / Sally Baddock

All present agreed.

A26.20c EduBit EBT300272 OP Workplace Health, Safety and Wellbeing (PAC15/20)

Recommendation A26.20c: That Academic Committee notes the approval of the EduBit EBT300272 OP Workplace Health, Safety and Wellbeing.

Approved: Oonagh McGirr / Sue Thompson

All present agreed.

A26.20d OT4765 Bachelor of Information Technology (PAC12/20)

The Academic Committee noted the recommendation from Programme Approvals Committee to Academic Committee will be presented at the 12 May Academic Committee meeting - to allow the developers time to address PAC concerns.

Action: Lynn to add OT4765 Bachelor of Information Technology to agenda of the next meeting.

5. **A27.20 EduBits for Approval**

Andy and Mairead provided a brief for each of the EduBits. Query on the title of Be YES Ready. Andy clarified that this is an MSD funded programme. Contingent on Andy providing the clarification that the branding has no potential conflict of interest around wording of "Be YES Ready".

Recommendation A27.20: That Academic Committee approves the EduBits as listed.

Approved: Oonagh McGirr / Trish Chaplin-Cheyne

All present agreed.

6. **Other Business**

National Academic Board – 9th April is the next Academic Board meeting. Megan Gibbons and Oonagh McGirr have been put forward to join the National Academic Board as the members. Decision has not been notified to date. We will move into a transitional phase but business as usual until further notification from the Academic Board.

Board Meeting – Janine provided a brief of the first Board meeting. Tony Allison chaired the meeting. A different feel of course by the board. Paul Allison and Megan Potiki our two original board members will be crucial moving forward. Good feedback was received by the Board on the high-quality provision of education across the institution. The Board requested further information and clarification from ELT on various aspects of business. It was also acknowledged that OP has been high performing, professional and we gave a good account of ourselves.

Naming Abbreviation – Question raised on abbreviation of OP Limited. It was noted that we change the name to OP Ltd.

Action Summary

Lynn	A26.20d OT4765 Bachelor of Information Technology: Liaise with Quality to add item to agenda.	12 May 2020
Andy	A27.20 EduBit “Be YES Ready”: Clarification that branding has no potential conflict of interest around wording of “Be YES Ready”.	12 May 2020

Meeting closed with Karakia 11.03 am

Next meetings

- 30 April 2020 – Academic Forum (tentative placeholder)
- 12 May 2020 – Academic Committee face-to-face meeting
- 9 June 2020 – Academic Committee face-to-face meeting
- 7 July 2020 – Academic Committee face-to-face meeting
- 6 August 2020 – Academic Forum (tentative placeholder)
- 11 August 2020 – Academic Committee face-to-face meeting

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: STAFF SUBCOMMITTEE	
PURPOSE: The staff sub-committee did not meet in April and are currently going through a process to elect a new Convenor. Three people have put their names forward, with voting closing on 24 April. The new convenor will be invited to attend the Board meeting on 1 May.	

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 1 MAY 2020
ITEM: STUDENT COUNCIL	
PURPOSE: The Student Council did not meet in April. Convenor Nathan Laurie will provide an update at the Board meeting.	



Otago Polytechnic Limited

BOARD PACK

for

Otago Polytechnic Ltd (the Company) Meeting of the
Board - Closed

Friday, 1 May 2020

10:30 AM

Held at:

Via Zoom

Link included in appointment

OTAGO POLYTECHNIC LIMITED	
BOARD PAPER	
CLOSED AGENDA	DATE: 1 MAY 2020
ITEM: RESOLUTION TO EXCLUDE THE PUBLIC	
RESOLUTION	
That under Section 48 (1) Local Government Official Information and Meetings Act 1987, and the Official Information Act 1982, with the exception of the Executive Leadership Team members and the convenors of the Student Council and Staff Subcommittee, the public be excluded from the meeting.	

The general subject of each matter to be considered while the public is excluded, under section 48 (1) of the Local Government Official information and Meetings Act 1987 and the Official Information Act 1982, and the reasons for passing this resolution in relation to each matter are as follows:

General subject of each matter:

Reasons for passing this resolution in relation to the agenda:

1. Conflicts of Interest
2. Additional Agenda Items
3. Confirmation of Minutes
4. Reporting Timeframes
5. Chief Executive's Report
6. Otago Brew School
7. EduBits
8. Executive Leadership Team Reports
9. Strategic Directions
10. Safety and Wellbeing
11. Building/Alterations/
Projects Update
12. Health and Safety
13. Financial Forecast
14. Governance Risk Matrix
15. AIC Risk Mitigation
16. Contracts
17. Use of the Common Seal

Enable the polytechnic holding the information to carry out, without prejudice or disadvantage, commercial activities.

Prevent the disclosure or use of official information for improper gain or improper advantage.