



Otago Polytechnic Limited

BOARD PACK

for

Otago Polytechnic Ltd (the Company) Meeting of Board of Directors - Open

Thursday, 2 April 2020

1:30 PM

Held at:

Via Zoom

Link included in appointment

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AGENDA



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 2:30 PM
Location:	Via Zoom, Link included in appointment
Board Members:	Tony Allison (Chair), Paul Allison, Mike Collins, Karen Coutts, Maryann Geddes, Adam La Hood, Justin Lester, Megan Potiki
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).

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4. CALL FOR ADDITIONAL ITEMS

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

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5.1 Update on COVID-19

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6.1 Proposed First Board Meeting Resolutions

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7. DECISION ITEMS

7.1 Resolutions in proposed First Board Meeting Resolutions

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8. CLOSE MEETING

8.1 Meeting Closed

Next meeting: No date for the next meeting has been set.

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.	

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 2 APRIL 2020
ITEM: COVID-19 UPDATE	
PURPOSE: Update on Otago Polytechnic's response to COVID-19	
PRESENTED BY: Dr Megan Gibbons	

OTAGO POLYTECHNIC LIMITED BOARD PAPER	
OPEN AGENDA	DATE: 2 APRIL 2020
ITEM: PROPOSED FIRST BOARD MEETING RESOLUTIONS	
PURPOSE: Discussion on the following resolutions: <ul style="list-style-type: none">• Company administration matters (First Board Meeting Resolution 1)• Directors' matters (First Board Meeting Resolutions 2 to 7)• Existing Statutes and Regulations (First Board Meeting Resolution 8)• Confirmation and Updating of Existing Delegations (First Board Meeting Resolution 9)• Academic Committee (Resolution 10)• Board Committees/Sub-Committees (Resolution 11)	
PRESENTED BY: Tony Allison	

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 Tahu, 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 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

Appendix B – Certificate**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: 2 APRIL 2020
ITEM: DECISION ITEMS – RESOLUTIONS IN PROPOSED FIRST BOARD MEETING RESOLUTIONS	
<p>PURPOSE:</p> <p>Approval of the following resolutions:</p> <ul style="list-style-type: none"> • Company administration matters (First Board Meeting Resolution 1) • Directors’ matters (First Board Meeting Resolutions 2 to 7) • Existing Statutes and Regulations (First Board Meeting Resolution 8) • Confirmation and Updating of Existing Delegations (First Board Meeting Resolution 9) • Academic Committee (Resolution 10) • Board Committees/Sub-Committees (Resolution 11) • Execution of written resolutions and Approved Documents by counterpart and electronic signature (Resolution 12) 	
PRESENTED BY: Tony Allison	



Otago Polytechnic Limited

BOARD PACK

for

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

Thursday, 2 April 2020

2:30 PM

Held at:

Via Microsoft Teams

Link included in appointment

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AGENDA

OTAGO POLYTECHNIC LTD (THE COMPANY) MEETING OF THE BOARD - CLOSED

Name:	Otago Polytechnic Limited
Date:	Thursday, 2 April 2020
Time:	2:30 PM to 4:30 PM
Location:	Via Microsoft Teams, Link included in appointment
Board Members:	Tony Allison (Chair), Paul Allison, Mike Collins, Karen Coutts, Maryann Geddes, Adam La Hood, Justin Lester, Megan Potiki
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. RESOLUTION TO EXCLUDE THE PUBLIC

1.1 Resolution

RECOMMENDATION

That under Section 48 (1), Local Government Official Information and Meetings Act 1987, with the exception of the Executive Leadership Team members, the public be excluded from the meeting.

AGREED.

2. CONFLICTS OF INTEREST

2.1 Conflicts

Supporting Documents:

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3. BRIEFING TO THE INCOMING BOARD

3.1 Briefing Paper

Supporting Documents:

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4. EXECUTIVE LEADERSHIP TEAM

4.1 Executive Leadership Team Priorities

Supporting Documents:

4.1.a Executive Leadership Team.docx

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5. CLOSE MEETING

5.1 Meeting Closed

Next meeting: No date for the next meeting has been set.