

APPOINTMENT OF DIRECTORS & TRUSTEES POLICY 2022

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PNCC documents reference	Oasis 15965168

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1. Introduction

Council makes appointments to a range of council organisations (COs), these include council-controlled organisations (CCOs) and council controlled trading organisations (CCTOs), community organisations, steering groups, advisory panels and selection panels. This Policy outlines the different appointments and explains the appointment process and remuneration for each.

The Local Government Act 2002 (s57) requires Council to have a policy on the skills required for appointment to, and remuneration of directors of COs.

The purpose of this Policy is to provide an objective and transparent process for the:

- Identification, consideration and creation of the skills, knowledge and experience required of directors of a CO;
- Appointment of directors to a CO; and
- Remuneration of directors of a CO

In addition to this Policy, COs’ trust deeds (or constitutions in the case of companies) often include provisions regarding appointments. In the event of a conflict, the deed/ constitution takes precedence over this Policy.

This Policy is in two parts – Part One explains the appointment of Board members to CCOs and CCTOs, and Part Two outlines Council appointment process to other COs.

2. Definitions

<p>Appointment Panel</p>	<p>For the purpose of this Policy the term Appointment Panel or panel is a group of elected members and/or Council officers which has been delegated responsibility for making appointments to CCOs and CCTOs.</p> <p>On occasion, the Panel may also include a member of the CCO Board and/or an independent industry expert.</p> <p>Standing Orders do not apply to panel meetings.</p>
<p>Board member</p>	<p>Includes directors, trustees, or office holders (however described by that organisation).</p>
<p>Candidate</p>	<p>Is a person who has been nominated, submitted a written application, or identified through search activities.</p>
<p>Council organisation (CO)</p>	<p>A council organisation (CO) is defined in section 6 of the LGA as an organisation in which the Council has a voting interest in, or the right to appoint a director, trustee or manager (however described). This is a broad term that covers a large number of bodies.</p>
<p>Council-controlled organisation (CCO)</p>	<p>A council-controlled organisation (CCO) is defined in section 6 of the LGA as an organisation in which the Council controls, directly or indirectly, 50% or more of the votes or has the right, directly or indirectly, to appoint 50% or more of the directors, trustees or managers (however described).</p>
<p>Council-controlled trading organisation (CCTO)</p>	<p>A council-controlled trading organisation (CCTO) is defined in Section 6 of the LGA as a CCO that operates a trading undertaking for the purpose of making a profit.</p>

PART ONE - Council Controlled-Organisations and Council Controlled Trading Organisations (CCOs and CCTOs)

3. Application

A CCO or CCTO is an organisation which Council (alone or with other councils) controls more than 50% of the voting rights or appoints more than 50% of directors or trustees. A CCTO has a trading function and is profit-driven.

This Policy applies to the appointment of board members for the following Council CCOs and CCTO:

- Te Manawa Museums Trust (five out of up to nine trustees appointed by Council)
- The Regent Theatre Trust (six out of up to nine trustees appointed by Council)
- The Globe Theatre Trust (five out of up to seven trustees appointed by Council)
- Palmerston North Performing Arts Trust (the Mayor and two trustees appointed by Council)
- Palmerston North Airport Limited (all six directors appointed by Council).

Council has two CCOs whose appointments are not covered by this Part.

- The Central Economic Development Agency (CEDA) (six out of up to nine directors appointed by Council) is jointly-owned with Manawatu District Council. Appointments of directors to CEDA are set out in the Appointment of Directors Policy of Central Economic Development Agency Ltd.
- The Manawatu-Wanganui Disaster Relief Fund (one out of up to eight trustees appointed by the Mayor) is jointly owned by the seven territorial authorities of the Manawātū-Whanganui region and Horizons Regional Council. Council's sole trustee is appointed alongside the community organisations at the beginning of the triennium (refer to Part Two).

4. Objectives

The objectives of Part One are to ensure:

1. That the process of appointing CCO or CCTO Board members is undertaken in an objective and transparent manner while protecting individual privacy.
2. That Board appointments:

- Are made on the basis of an assessment of skills, knowledge and experience of the current Board and having regard to the nature of scope of the organisation's objectives and activities.
- Consider the contribution that directors can make to the Board as a whole.
- Enable continuity through ensuring succession planning of Board chairs.

5. Board diversity and inclusion

Palmerston North City Council values and supports the benefits that diversity of thought, experience and skills bring to our CCO Boards. We recognise that increasing diversity and fostering inclusive Board culture is an essential element in supporting high performing Boards, driving long-term success and delivering better outcomes for the communities of Palmerston North City.

A diverse Board will include and make good use of differences in the skills, experience, perspectives, backgrounds, demographics and other qualities of directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately.

All Board appointments will be made to ensure that the skills, knowledge and experience allows the Board to be effective and continuous with due regard to the benefits of diversity on the Board.

Palmerston North City Council is committed to supporting and / or providing initiatives:

- That lead to an inclusive recruitment and selection process for Board appointments
- Support a diverse range of aspiring directors to develop skills, knowledge, Board room experience and to establish relationships and networks; and
- Build a diverse pool of experienced directors for Palmerston North City organisations and companies.

Board Competencies, Skills and Knowledge

Board members are expected to meet a number of core competencies as well as specialist skills or experience desired by that Board.

Core competencies expected of CCO/CCTO candidates are:

- Sound judgement and decision-making
- A high standard of personal integrity
- Clear communication skills and an ability to debate in a reasoned manner
- Ability to think strategically

- Appreciation of the wider public interest
- Understanding of governance issues
- An understanding and commitment to Council's obligation to Te Tiriti o Waitangi
- Effective teamwork and collaboration skills; and
- Risk assessment and contingency management

6. Eligibility for Appointment

The Council has a responsibility for monitoring performance of CCOs/CCTOs and so Elected Members of the Council should not serve on the Boards of CCOs/CCTOs, unless there is a compelling reason to do so. The reason would be needed to inform a council resolution to appoint such elected members.

Council officers are not normally eligible for appointment unless the nature of the appointment requires this. For example, the Local Government Funding Agency has Board positions which are required to be filled by officers of a local authority.

Board members should be independent from management and are not to be employed by the entity. In the event that a Board decides that one of its members should fill a staff vacancy the Board member must stand down from their position on the Board while filling the vacancy on a non-permanent basis. If they are to be permanently appointed as an employee then they are to resign their position before starting their permanent role.

7. Term of Appointment

Board members will normally be appointed for a term of up to three years from the date of appointment. Upon expiry of that three-year term, the Board member retires from the Board and may be eligible for re-appointment.

A Board member who is retiring may be re-appointed for a further term of up to three years if deemed appropriate by the Council.

8. Appointment Process

Appointment Process for Board Members appointed directly by the Council (CCO/CCTO)

Council's expectation is that all CCO and CCTO Board vacancies will be advertised unless there are exceptional circumstances to re-appoint a Board Member expressed by the Board Chair or council officers, that is accepted by the Council.

The Council will use the following process for appointing a new Board Member:

Notification to Boards of retiring trustees/directors

The Democracy & Governance Manager will inform CCO/CCTO Boards of which Board Members' terms are expiring and offer Boards the opportunity to request to Council the re-appointment of any retiring members.

If a Trust Board recommends re-appointment of a retiring member, officers will present a report to Council seeking the re-appointment. Council will decide whether to re-appoint the retiring member or to advertise the position.

Advertising the vacancies

Upon being notified of the upcoming board vacancies, the Appointments Panel (the Panel) will discuss with the relevant Board Chair and the Democracy and Governance Manager the skills, knowledge and experience required for the vacant position(s). These skills will form the basis of the advertisement for the Board Member vacancies.

Candidates may be sought through advertising of the position.

Current Board members who are re-applying will still be required to provide an updated CV. Board members should not be given any expectation that they will be offered a subsequent term on the Board.

Application Process

Prior to being interviewed for a position on a Board, candidates will be required to agree to a police check, provide two references and declare any relevant interests, so that the potential for a conflict of interest can be assessed. In considering any appointment or re-appointment, where a potential conflict of interest has been identified, the Council needs to be confident that any such conflict can be managed.

The Appointments Panel and their Role

The Panel is responsible for recommending the appointment of Board members to Council. This also applies where the trust deed identifies the Mayor as responsible for making appointments; because the Mayor is acting on behalf of the Council. The Panel will be administered by the Democracy and Governance Manager.

Where there are one or more candidates per position, a short-list (if applicable) and interview process will be undertaken. This will be undertaken by the Panel set up at the beginning of the triennium. The Panel will consist of:

- Mayor or Deputy Mayor (as Chair)
- Chair or Deputy Chair of Finance and Audit Committee (or relevant committee)

- Chair or Deputy Chair of Arts, Culture and Heritage Committee (or relevant committee); and
- The Chief Executive (or their representative)

At times the Panel may include a member of the CCO Board and/or an independent industry expert, if the Panel considers it appropriate to do so.

Assessment of candidates

The Panel will assess candidates against the required board competencies, skills and responsibilities listed above and will take into account other factors such as:

- Sector experience
- Alignment with the Council's objectives for that entity
- The capacity of candidates to attend regular Board meetings and fulfil other requirements;
- Chair and Deputy Chair succession planning; and
- Any particular skills identified by the Board and/or Panel as essential to the particular entity, including the relevance of tikanga knowledge

Finalisation of Appointments

Final approval of candidates will usually be made by Council in confidential session to protect the privacy of the individuals before releasing the decision publicly. The successful applicants will be sent a Letter of Appointment.

9. Appointments of Chair and Deputy Chair of the Board

Depending on the provisions of the trust deed or constitution, the Board of the CCO/CCTO will normally appoint the Chair and Deputy. The Chair will be expected to identify future successors, to provide for smooth transition in the event of a planned or unexpected retirement of an incumbent Chair.

10. Removal of Board Members

Council appointed Board members hold office at the pleasure of the Council and may be removed at any time by Council resolution.

Without limiting the rights of the Council, the likely reasons, which would justify removal of a Board member, would be where that Board member:

- Is regularly absent from Board meetings without good justification
- No longer has the confidence of the Board or the Council
- Has breached ethical standards

- Does not act in the best interests of the organisation
- Breaches the confidence of the Board in any way, including speaking publicly on Board issues without the authority of the Board
- Does not act in accordance with the principles of collective responsibility; and
- Is disqualified from being appointed or holding office as a director of a company under section 151(2) of the Companies Act 1993.

Where the Board has concerns regarding the behaviour of one of its members it should be considered by the Board in the first instance and, where necessary, the Board may recommend the removal of the Board member to the Council.

Palmerston North City Council will not make any payment by way of compensation to Board members who have been removed from Boards.

11. Board Members Standing for Political Office

Council appointed Board members who have been nominated to stand or be elected as a candidate in a local body or Parliamentary election should advise the Chair of their Board immediately.

Any Board member who is formally nominated to stand as a candidate for election at a local body or Parliamentary election, or placed on any political party's list, must stand down from his/her Board position from nomination day until the election results are notified or such earlier day as may be determined. This measure aims to ensure that governance of the organisation is not distracted by the Board member's election activity, and to prevent the possibility of any conflicts of interest – real or perceived. Any Board member who is subsequently elected to a local authority or the New Zealand Parliament shall resign from the Board of the CCO/CCTO.

12. Remuneration

Board members of CCOs are remunerated the following for their services to the Board:

CCO	Remuneration
The Globe Theatre Trust ¹	\$85 per meeting
The Regent Theatre Trust	\$85 per meeting
Te Manawa Museums Trust ² Board Members Chair	\$165 per meeting <i>plus</i> \$1000 for expenses per annum, OR \$5000 per annum

¹ Council Resolution 173-17 24 October 2017

² Council Resolution 64-00 28 August 2000

CCOs pay Board Members meeting fees through their own budget.

Remuneration of CCTO directors of the Palmerston North Airport Ltd is set annually by a resolution of Council in line with their constitution.

PART TWO - APPOINTMENTS TO COUNCIL ORGANISATIONS (COs)

13. Application

Council organisation (CO) is a broad term that encompasses a wide range of different groups that Council appoints elected members and other representatives to.

These can include appointments to:

- Community and not-for profit organisations;
- Project Steering Groups;
- Advisory Panels; and
- Selection Committees – for the distribution of grant funding

PART 2.1: Appointments to Community Organisations/ Steering Groups/ Advisory Panels

14. Required Skills and Experience

Any person appointed to a CO should have knowledge or experience relevant to the activities of the organisation and familiarity with Council policy, programmes and activities.

15. Terms of Appointment

Most appointments are made by Council for the triennium and will be re-considered at the beginning of the Council term.

16. Conflict of Interest

Elected Members appointed as council representatives to COs should not hold other interests in the organisation they have been appointed to. They should identify, notify Council of, and manage any actual or potential interests appropriately.

17. Resigning from a Council Organisation

Elected members can resign from a CO at any time in writing to the Mayor.

18. Appointment Process of Elected Members to Community Organisations/ Steering Groups/ Advisory Panels

When a vacancy arises on a community organisation, steering group or advisory panel, the Mayor will call for expressions of interest from elected members. The Mayor will nominate councillors to fill each vacancy and final approval of representatives will be made by Council.

An expression of interest should explain why the member has the experience and/or knowledge and interest to contribute to the group on behalf of the Council.

Review of Council Appointments

When vacancies arise or new organisations seek a Council representative on their governing body, Council will consider what benefit a council representative could offer to the group

before agreeing to appoint a representative. If Council agrees to filling a vacancy, the appointments process above will be followed.

19. Remuneration

No additional remuneration is paid to elected members who represent Council on community organisations, steering groups or advisory panels, however travelling costs might be claimed under the Elected and Appointed Members Expenses and Allowances Policy where applicable.

PART 2.2: Appointments to Assessment Committees

Council is responsible for appointing two selection committees³ to distribute grant funding for the Palmerston North Jaycee Trust Assessment Committee, and Creative Communities New Zealand/ Arts & Culture Fund Assessment Committee.

20. Palmerston North Jaycee Trust Assessment Committee

The Council is responsible for administering the Palmerston North Jaycee Trust. Every triennium, Council appoints the Jaycee Trust Assessment Committee to award two travelling grants of up to \$5,000 each per year to enable people to study, travel or engage in special projects abroad.

The Assessment Committee has delegated authority from Council to assess applications to the scheme and approve up to two travelling fellowships of not more than \$5,000 (including GST) each year, with discretion to grant more than two fellowships as long as the total amount of funding does not exceed \$10,000 per year.

Membership of the Jaycee Trust Assessment Committee will consist of the Chair of the Community Development Committee (or relevant committee) and two members of the public.

21. Eligibility and skills required of Appointments

Resident of Palmerston North city and involvement in the community sector.

22. Term of Appointment

The term of appointment will be for the Council triennium.

³ These are not council standing committees.

23. Appointment Process to the Jaycee Trust Assessment Committee

Advertising the vacancies

Candidates may be sought through advertising of the position.

New Appointments

The Appointments Panel is responsible for selecting two members of the public to sit on the Palmerston North Jaycee Trust Assessment Committee. The appointment panel comprises of:

- the Mayor,
- Chair of the Community Development Committee (or relevant committee chair) and
- Deputy Chair of the Community Development Committee (or relevant committee deputy chair)

The panel will interview applicants and recommends appointment based on criteria listed in the procedure above. Final approval of candidates will be made by Council.

24. Remuneration

No additional remuneration is paid to elected members who represent Council on the Jaycee Trust Assessment Committee, however travelling costs may be claimed under the Elected and Appointed Members Expenses and Allowances Policy where applicable.

Community Members are not remunerated for this role.

25. Creative Communities New Zealand/ Arts & Culture Fund Assessment Committee

On behalf of Creative New Zealand, Council is responsible for administering the Creative Communities Grant.

At the beginning of the triennium, Council sets up the CCNZ/ Arts & Cultural Fund Assessment Committee as a community-led body. The Assessment Committee is responsible for determining applications for the CCNZ/ Arts & Culture Fund annually.

26. Eligibility and Skills required for Appointment

Community members must reflect the diversity of the city. Candidates will have knowledge of the local art scene and communities of the city.

27. Term of Appointment

The term of appointment is for three years. Members can be appointed for a maximum of two consecutive terms.

28. Appointments Process

Council may appoint up to two elected members to the committee at the beginning of the triennium. Elected members must write an expression of interest to the Mayor, who will nominate two members to the Council for approval.

The remainder of the membership of the CCNZ/ Arts & Cultural Fund Assessment Committee will be appointed by the [appointment process](#) set out by Creative Communities New Zealand.

29. Remuneration

No additional remuneration is paid to elected members who represent Council on the Creative Communities New Zealand/ Arts & Culture Fund Assessment Committee, however travelling costs may be claimed under the Elected and Appointed Members Expenses and Allowances Policy where applicable.

Community Members are paid a meeting fee for attendance.

Appendix 1 List of organisations Council appoints to as of May 2022

(covered by Appointment of Directors and Trustees Policy)

Council Controlled Organisations

- Central Economic Development Agency (CEDA) (six out of nine trustees appointed by Council) jointly owned with Manawatū District Council.
- Te Manawa Museums Trust (five out of nine trustees appointed by Council)
- The Regent Theatre Trust (six out of nine trustees appointed by Council)
- The Globe Theatre Trust (five out of seven trustees appointed by Council)
- Palmerston North Performing Trust (The Mayor and two trustees appointed by Council) **exempted from the reporting requirement of the LGA until June 2025.**
- The Manawatū-Wanganui Disaster Relief Fund (one out of eight trustees appointed by the Mayor). Jointly owned by the seven territorial authorities and Horizons Region Council, **exempted from the reporting requirement of the LGA until August 2024.**

Council Controlled Trading Organisation

- Palmerston North City Airport Limited (two out of five directors appointed by Council)

Other Council Organisation

Community Organisations:

- Age Friendly Palmerston North
- Community Arts Palmerston North
- Disability Coalition
- Disabled Persons Assembly
- Manawatu Multicultural Centre Inc (Mayor +1)
- Palmerston North Community Services Council
- Palmerston North Neighbourhood Support Group
- Safety Advisory Board

Steering Groups

- Palmerston North City Housing Steering Group (HSG)
- Arena Masterplan Steering Group
- Hockey Turf Steering Group

Advisory Groups

- Victoria Esplanade User Group
- Kotahitanga Alliance
- Manawatū Community Athletics Track Advisory Committee
- Palmerston North Defence Heritage Advisory Group
- Design Working Party for Te Motu o Poutoa
- Consent Phase Project Reference Group (BPO Wastewater)

Community Trusts

Trusts:

- Wildbase Recovery Community Trust Board (one out of five trustees appointed by Council)
- Hoffman Kiln Trust (one out of seven trustees appointed by Council) – under the trust deed there is no obligation for Council to appoint to the Trust.

Grant Selection Committees

- Jaycee Trust Assessment Committee (Chair of Community Development and two panellists appointed by Council).
- Creative Communities New Zealand/ Arts & Culture Fund Assessment Committee (two elected members appointed by Council and community panellists selected according to Creative Communities NZ appointment criteria).

List of other external bodies Council appoints to as of March 2022

(NOT covered by Appointment of Directors and Trustees Policy)

Horizons Passenger Transport Committee

Horizons Regional Transport Committee

Manawatū River Accord

Manawatū – Whanganui Civil Defence Emergency Management Group

New Zealand Local Government Association (Zone 3) (5)

Palmerston North Public Transport Services Advisory Group (Mayor +2) (Horizons)

Te Apiti Governance Group (Mayor) (Horizons)