

## CONFIDENTIAL MEMORANDUM

**TO:** Council

**MEETING DATE:** 7 July 2021

**TITLE:** Rotation of Trustees/Directors on Council Organisations

**PRESENTED BY:** Hannah White, Democracy & Governance Manager

**APPROVED BY:** Sheryl Bryant, Assistant Chief Executive

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It is recommended that this report be considered with the public excluded, as permitted by the Local Government Official Information and Meetings Act 1987 under clause:

**s7(2)(a) Privacy - The withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person**

### **RECOMMENDATION FOR PUBLIC RELEASE**

The report and decisions, as outlined below, can be released from Part II following notification of appointments to trustees and Boards.

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### **RECOMMENDATION(S) TO COUNCIL**

- 1. That the report titled 'Rotation of Trustees/Directors on Council Organisations' presented to Council on 7 July 2021, and decisions, be released from Part II following notification of appointments to trustees and Boards.**

#### **Te Manawa Museums Trust Board**

- 2. That the Council reappoints trustee Ms Caroline Tate to the Te Manawa Museums Trust Board and commence an appointment process inviting persons to apply for one trustee position on the Te Manawa Museums Trust Board;**

**OR**

**That the Council commences an appointment process inviting persons to apply for two trustee positions on the Te Manawa Museums Trust Board.**

- 3. That it be noted that the Annual General Meeting of the Te Manawa Museums Trust Board is to be held on 30 September 2021.**

#### **Regent Theatre Trust Board**

- 4. That the Council reappoints trustees Mr David Lea and Ms Tania Kopytko to the Regent Theatre Trust Board;**

**OR**

**That the Council commences an appointment process inviting persons to apply for two trustee positions on the Regent Theatre Trust Board.**

- 5. That it be noted that the Annual General Meeting of the Regent Theatre Trust is to be held on 15 September 2021.**

#### **Globe Theatre Trust Board**

- 6. That the Council commences an appointment process inviting persons to apply for two trustee positions on the Globe Theatre Trust Board.**
- 7. That it be noted that the Annual General Meeting of the Globe Theatre Trust is proposed to be held on 30 September 2021.**

#### **Palmerston North Airport Limited Board**

- 8. That the Council reappoints director Mr Murray Georgel to the Palmerston North Airport Limited Board and commence an appointment process inviting persons to apply for one director position on the Palmerston North Airport Limited Board;**

**OR**

**That the Council commences an appointment process inviting persons to apply for two director positions on the Palmerston North Airport Limited Board.**

- 9. That it be noted that the Annual General Meeting of the Palmerston North Airport Limited is proposed to be held by entry in the Minute Book on 15 October 2021.**

#### **Caccia Birch Trust Board**

- 10. That the Council extends the term of the current trustees on the Caccia Birch Trust Board until 1 August 2022.**
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#### **1. ISSUE**

- 1.1 To inform the Council of the retirement/resignation of trustees/directors from the following respective Council Controlled Organisations (CCOs):  
Te Manawa Museums Trust – Ms Sarah Bell  
Globe Theatre Trust – Mrs Maxine Dale and Mr Gerard Hudson  
Palmerston North Airport Limited – Mr Jon Nichols**
- 1.2 And the retirement by rotation of:  
Te Manawa Museums Trust – Ms Caroline Tate  
Regent Theatre Trust – Mr David Lea and Ms Tania Kopytko  
Palmerston North Airport Limited – Mr Murray Georgel**
- 1.3 The Trust Deeds of the respective Trusts require annual rotation of a third of the Council-appointed trustees.**

1.4 The Appointment of Directors and Trustees Policy states that all vacancies will be advertised unless there are exceptional circumstances as accepted by Council. It also states that those who retire by rotation and make themselves available for reappointment may be reappointed for a further term of up to three years.

1.5 If the Council decides to advertise all positions, we have the following number of vacancies:

Te Manawa Museums Trust – two positions  
Regent Theatre Trust – two positions  
Globe Theatre Trust – two positions  
Palmerston North Airport Limited – two positions

1.6 On 2 June 2021, the Council resolved to bring the management of Caccia Birch House and gardens inhouse by 30 June 2022.

## **2. BACKGROUND**

2.1 Letters from Te Manawa Museums Trust Board, Regent Theatre Trust Board, Globe Theatre Trust Board and Palmerston North Airport Limited have been received by Council advising that their respective Board Members are due to retire by rotation, and outlining the retiring members availability for re-appointment (if any) (see attachments).

2.2 Officers recommend, in the case of the Regent Theatre Trust Board, that the Council take the request of the Trust Board into account and reappoint David Lea and Tania Kopytko to maintain stability of governance as the theatre recovers from the impact of COVID-19 and the change of General Manager.

2.3 Officers recommend, in the case of the Caccia Birch Trust Board, that the Council extend the term of the current trustees until 1 August 2022 to maintain stability of governance over the transition period.

2.4 Council-controlled Organisations are requested to advise the Council as soon as possible, but not later than three months prior to the date of expiry of a trustee's or director's term. Such advice should include the details of the trustees/directors who are due to retire and whether or not they wish to be considered for reappointment. The Council is entitled to appoint up to five members on the Te Manawa Museums Trust Board, six members on the Regent Theatre Trust Board, five members on the Globe Theatre Trust Board and five members on the Palmerston North Airport Limited Board.

2.5 In appointing directors/trustees, the Council will be seeking persons with relevant skills and ability to make a significant contribution to the successful operation of the organisation concerned.

### 3. NEXT STEPS

- 3.1 Respective Boards will be informed of reappointments and/or new appointments.
- 3.2 If the Council decides to advertise the positions, an appointment process will be set out as per the Appointment of Directors and Trustees Policy. The Appointment Panel will comprise of:
- The Mayor and/or Deputy Mayor
  - Chair of the Finance & Audit Committee
  - Chair of the Arts, Culture & Heritage Committee
  - The Chief Executive (or their representative)

### 4. COMPLIANCE AND ADMINISTRATION

Does the Council have delegated authority to decide?	<b>Yes</b>
Are the decisions significant?	<b>No</b>
If they are significant do they affect land or a body of water?	<b>No</b>
Can this decision only be made through a 10 Year Plan?	<b>No</b>
Does this decision require consultation through the Special Consultative procedure?	<b>No</b>
Is there funding in the current Annual Plan for these actions?	<b>Yes</b>
Are the recommendations inconsistent with any of Council's policies or plans?	<b>No</b>
The recommendations contribute to Goal 5: A Driven and Enabling Council	
The recommendations contribute to the outcomes of the Driven and Enabling Council Strategy	
Contribution to strategic direction and to social, economic, environmental and cultural well-being	By carefully considering appointments, Council will ensure that there is effective representation within the Council Organisations in which the Council has a financial interest or strategic interest. This will contribute to the desired outcome of an effective and responsible Council that excels in good governance.

### ATTACHMENTS

1. Letter - Te Manawa Museums Trust Board
2. Letter - Regent Theatre Trust Board
3. Letter - Globe Theatre Trust Board
4. Letter - Palmerston North Airport Limited

Palmerston North City Council  
PO Box 11-034  
Palmerston North

2 June 2021

The Mayor and Councillors,  
Palmerston North City Council  
Private Bag 11034  
Manawatu Mal Centre  
Palmerston North 4442

**RE: Te Manawa Trust Board Rotation of Trustees**

In accordance with the requirements of the Trust Deed, I advise that Sarah Bell is due to retire as a Trustee of the Te Manawa Trust Board in August 2021. Sarah has been a valued member of the Board; however, she has chosen not to request reappointment. Accordingly, her Trustee position will need to be advertised and an appointment made by Palmerston North City Council.

We are also required to offer up another Trustee for retirement. Caroline Tate has offered to be considered by PNCC. She has indicated a strong desire to be reappointed for a further term. The Trust Board has a succession plan in place due to my retirement next year as Chair. Caroline is currently Deputy Chair and has been endorsed by the Board to take on the role of Chair from my retirement. I strongly endorse this and so I would recommend that her term is extended for a further 3 years, to enable continuity for the Board and allow for a seamless transition to this next phase.

The AGM for Te Manawa will be held on 30 September 2021.

If you have any queries regarding the above, please contact the Trust Board Secretary, Catherine Parsons: [Catherine.Parsons@temanawa.co.nz](mailto:Catherine.Parsons@temanawa.co.nz) or DDI 06 3514495.

Yours faithfully



John Fowke

**7(2)(a) Privacy**



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Ref:7047

10 June 2021

The Mayor and Councillors

RETIREMENT BY ROTATION & ANNUAL GENERAL MEETING  
REGENT THEATRE TRUST BOARD

The Regent Theatre Trust Board will be holding its Annual General Meeting on Wednesday 15 September 2021, at which time two members of the Board are required to retire by rotation.

Mr David Lea was reappointed and Ms Tania Kopytko was appointed to the Board in August 2018. Due to the Trust Deed stating that at each AGM of the Board, at least one third of the Ordinary Trustees shall retire from the position of Trustee, and as they are the longest serving Trustees since their previous reappointments, they are due to retire by rotation in August 2021.

The Board ask that Council consider re-appointing both Trustees as allowed for under clause 9.2 of the Appointment of Directors and Trustees Policy. The Regent Theatre continues to recover from the impact of COVID-19 and the resignation in March 2021 of the General Manager, Kathiy Watson. It is vital there is stability at a governance level to manage the challenges ahead and hence the request to re-appoint both Trustees who have indicated they wish to remain on the Board.

Thank you for your consideration in this matter. Should you have any enquiries, please contact Mark Mabbett, Deputy Chairperson of the Board, on **7(2)(a) Privacy** or the Chairman David Lea by email **7(2)(a) Privacy**

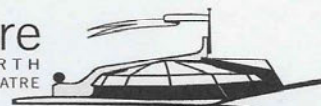
Yours faithfully

A handwritten signature in blue ink that reads 'Penny Odell'.

Penny Odell  
Secretary to the Board

P.O. Box 132, Palmerston North  
Phone: 06-351 4409  
Mobile: 027-449 3377  
Email: theglobe@inspire.net.nz

the globe theatre  
PALMERSTON NORTH  
MANAWATU'S HOME OF COMMUNITY THEATRE



The Mayor and Councillors  
P O Box 11-034  
Palmerston North City Council

22 June 2021

Dear Mayor and Councillors

**Globe Theatre Trust Board -Rotation of Trustees and AGM date**

In accordance with the requirements of the Trust Deed please find the names of the Trustees due to retire by rotation.

The members due to retire are Mrs Maxine Dale and Mr Gerard Hudson.

Neither are available for reappointment as Mr Hudson has relocated to Wellington and Maxine Dale at this stage is not available for another term.

We respectfully request that due consideration is given to at least one the replacements having financial skills and able to fill the vacancy of treasurer and we would also be appreciative of some younger board members perhaps some involved in the performing arts.

John Adams as the Chair of the Globe Theatre Trust will be our nominee in the right to participate in the appointment process (as identified in the Councils "Policy on Appointment of Directors and Trustees Policy").

We also agreed, but not yet confirmed, that we would like to combine our AGM with the Te Manawa Trust Board which is set down for 30<sup>th</sup> September. We will advise as soon as we have confirmation from Te Manawa's Chairperson

Thank you for your consideration in this matter. Should you have any enquiries, please contact me.

Yours sincerely

A handwritten signature in black ink, appearing to read 'John Adams', with a long horizontal flourish extending to the right.

Mr John Adams  
Board Chairperson



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9 June 2021

The Mayor and Palmerston North City Councillors  
Palmerston North City Council  
Private Bag 11034  
PALMERSTON NORTH

Copy to: Murray Georgel Board Chair - Palmerston North Airport Limited

**PALMERSTON NORTH AIRPORT LIMITED - ROTATION OF DIRECTORS 2021 & AGM Notice**

**Director Rotations**

The Palmerston North Airport Limited (PNAL) Board confirms that the following PNAL director will be eligible for re-appointment in December 2021.

Mr Murray Georgel (Board Chair) - appointed for three years to December 2021. Murray has advised that he wishes to seek reappointment.

Furthermore Jon Nichols will be stepping down from his role as director immediately after the 30 September 2021 Board meeting. I understand that Jon's resignation was communicated to Mayor Grant Smith in a letter dated 3 May 2021.

**Annual General Meeting**

I have been advised that PNAL's Annual Report will be considered at Council's Finance & Audit meeting on Wednesday 22nd September. Accordingly PNALs AGM is planned to be held after this meeting, with Friday 15<sup>th</sup> October 2021 the proposed date.

With Gerge Clark now retired please ensure any correspondence in relation to PNAL director rotations are directed to me in the first instance. ([david.lanham@pnairport.co.nz](mailto:david.lanham@pnairport.co.nz)).

Yours sincerely

A handwritten signature in blue ink, appearing to read "David Lanham", written over a light blue horizontal line.

David Lanham  
Chief Executive Officer  
Palmerston North Airport Limited