

CONFIDENTIAL MEMORANDUM

TO: Council

MEETING DATE: 24 June 2020

TITLE: Rotation of Trustees on Council Organisations

PRESENTED BY: Hannah White, Democracy & Governance Manager

APPROVED BY: Sheryl Bryant, General Manager - Strategy & Planning

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

REASON FOR CONFIDENTIALITY

The reason for this report to be confidential is
To protect the privacy of the individuals involved.

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.

RECOMMENDATIONS TO COUNCIL

1. That the report titled 'Rotation of Trustees on Council Organisations' presented to Council on 24 June 2020, and decisions, be released from Part II following notification of appointments to Trustees and Boards.

Te Manawa Museum Trust Board

2. That Council reappoint trustees Mr John Fowke and Mr Tyson Schmidt to the Te Manawa Museum Trust Board.

OR

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

3. That it be noted that the Annual General Meeting of the Te Manawa Museum Trust Board is to be held on 24 September 2020.

Globe Theatre Trust Board

4. That Council reappoint trustees Mr Gerard Hudson and Mr Russell Harris to the Globe Theatre Trust Board.

OR

That Council commence an appointment process inviting persons to apply for two trustee positions on the Globe Theatre Trust Board.

5. That it be noted that the Annual General Meeting of the Globe Theatre Trust is to be held on 21 September 2020.

Regent Theatre Trust Board

6. That Council reappoint trustee Ms Susan McConachy to the Regent Theatre Trust Board and commence an appointment process inviting persons to apply for one trustee position on the Regent Theatre Trust Board.

OR

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

7. That it be noted that the Annual General Meeting of The Regent Theatre Trust Board is yet to be determined.

Caccia Birch Trust Board

8. That Council reappoint trustee Ms Patricia Keiller to the Caccia Birch Trust Board and commence an appointment process inviting persons to apply for two trustee positions on the Caccia Birch Trust Board.

OR

That Council commence an appointment process inviting persons to apply for three trustee positions on the Caccia Birch Trust Board.

9. That it be noted that the Annual General Meeting of the Caccia Birch Trust Board is yet to be determined.

Palmerston North Airport Limited Board

10. That Council reappoint directors Mr Gerard Gillespie and Mr Jon Nichols to the Palmerston North Airport Limited Board.

OR

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

11. That it be noted that the Annual General Meeting of the Palmerston North Airport

Limited will be held by entry in the Minute Book at a date yet to be determined in October 2020.

Palmerston North Performing Arts Trust

12. That Council reappoint trustees Ms Sheridan Hickey and Ms Margaret May to the Palmerston North Performing Arts Trust.

OR

That Council commence an appointment process inviting persons to apply for two trustee positions on the Palmerston North Performing Arts Trust.

13. That it be noted that the Annual General Meeting of the Palmerston North Performing Arts Trust is to be held on 18 September 2020.

1. ISSUE

- 1.1 To inform the Council of the retirement/resignation of Trustees/Directors from the following respective Council Organisations:
Regent Theatre Trust – Mr Martin Carr
Caccia Birch Trust – Mr Jireeth Soni
- 1.2 And the retirement by rotation of:
Te Manawa Museums Trust – Mr John Fowke and Mr Tyson Schmidt
Globe Theatre Trust – Mr Gerard Hudson and Mr Russell Harris
Regent Theatre Trust – Ms Susan McConachy
Caccia Birch Trust – Ms Patricia Keiller
Palmerston North Airport Limited – Mr Gerard Gillespie and Mr Jon Nichols
Palmerston North Performing Arts Trust – Ms Sheridan Hickey and Ms Margaret May
- 1.3 If Council decides to advertise all positions, we have the following number of vacancies:

Te Manawa Museums Trust – two positions
Globe Theatre Trust – two positions
Regent Theatre Trust – two positions
Caccia Birch Trust – three positions
Palmerston North Airport Limited – two positions
Palmerston North Performing Arts Trust – two positions

2. BACKGROUND

- 2.1 Letters from Te Manawa Museums Trust Board, Regent Theatre Trust Board, Globe Theatre Trust Board, Caccia Birch Trust Board, the Palmerston North Airport Limited

and Palmerston North Performing Arts Trust 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 It is worth noting that Caccia Birch Trust are currently operating outside of their Trust Deed with only three current Trustees. The Board has therefore requested that Patricia Keiller be reappointed to maintain stability of operations.
- 2.3 Similarly, Regent Theatre Trust would be operating outside their Trust Deed if a replacement trustee were not successfully appointed. Due to the considerable disruption associated with COVID-19 and the other retiring Board member not seeking reappointment, the Board has requested that Susan McConachy be reappointed.
- 2.4 Council 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 or director's term. Such advice should include the details of the 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, six members on the Caccia Birch Trust Board, five members on the Palmerston North Airport Limited Board and two members on the Palmerston North Performing Arts Trust 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 Trust Boards will be informed of reappointments and/ or new appointments.
- 3.2 If 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 and 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?	Yes
Are the decisions significant?	No
If they are significant do they affect land or a body of water?	No
Can this decision only be made through a 10 Year Plan?	No
Does this decision require consultation through the Special Consultative procedure?	No
Is there funding in the current Annual Plan for these actions?	Yes
Are the recommendations inconsistent with any of Council's policies or plans?	No
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 Museum Trust Board
2. Letter - Globe Theatre Trust Board
3. Letter - Regent Theatre Trust Board
4. Letter - Caccia Birch Trust Board
5. Letter - Palmerston North Airport Ltd
6. Letter - Palmerston North Performing Arts Trust



Palmerston North City Council
P O Box 11-034
PALMERSTON NORTH

To Mayor and Councillors

**ROTATION OF TRUSTEES
TE MANAWA MUSEUMS TRUST BOARD**

In accordance with the requirements of the Trust Deed, I advise that I am to retire by rotation in August 2020. Mr Tyson Schmidt has agreed to be the second trustee to be rotated pursuant to rule 5.4 of the Trust Deed, notwithstanding that his term does not expire until 2021.

I am willing to offer myself for rotation should that be the council's wish, however I understand that the council will follow its usual process of advertising and interview prior to appointment. I can provide further information during that process.

With respect to Tyson Schmidt, during his time on the board, firstly as a seconded member and then as a PNCC appointee, he has proven to be a strong and key contributor. He brings a set of personal and professional skills that are invaluable to the board. Tyson has indicated that he is willing to be reappointed. I strongly endorse and recommend his reappointment.

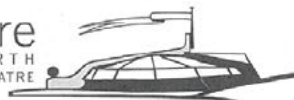
If you have any queries on any administrative matters please contact the Trust Board Secretary, Catherine Parsons on telephone 06 351 4495 (DDI) or by email at Catherine.Parsons@temanawa.co.nz.

I can further advise that the Te Manawa AGM will be held on 24 September this year.

Yours Faithfully



John Fowke
CHAIRPERSON



P O Box 11-034
Palmerston North City Council

16 June 2020

Dear Mayor and Councillors

Globe Theatre Trust Board -Rotation of Trustees

At the June Board meeting of the Globe Theatre it was agreed that the members due to retire are

- Russell Harris and Gerard Hudson

The Board wishes to recommend that Mr Russell Harris and Mr Gerard Hudson be reappointed for a further term of 3 years as they continue to make very valuable contributions of the Board and its objectives.

Please note Maxine Dale our Chairperson wishes to exercise her right to participate in the appointment process (as identified in the Councils "Policy on the Appointment of Directors on Outside Organisations").

We also wish to advise that the 2020 AGM for the Globe Trust Board will be held on Monday 21 September.

Thank you for your consideration in this matter. Should you have any enquiries, please contact me on [REDACTED] or by email [REDACTED]

Yours sincerely


Secretary to the Board



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12 June 2020

Palmerston North City Council
PO Box 11034
PALMERSTON NORTH

Dear Mayor and Councillors

**ROTATION OF TRUSTEES
REGENT THEATRE TRUST BOARD**

In accordance with the requirements of the Trust Deed please find following the details of the Trustee due to retire by rotation this year.

The member due to retire is Mr Martin Carr. In accordance with clause 5.5 of the Trust Deed, two members are required to rotate. Martin Carr is one trustee and he has indicated that he does not seek reappointment to the Board. The second Trustee to be considered for rotation is Susan McConachy.

Due to recent disruptions of COVID-19 with the theatre undergoing major disruption and Martin not seeking reappointment, the Board ask that Susan be automatically reappointed.

The Board requests that the members remain on the Board until appointments are made. The Chairperson would appreciate being involved in the appointment process in line with Council's "Appointment of Directors and Trustees Policy".

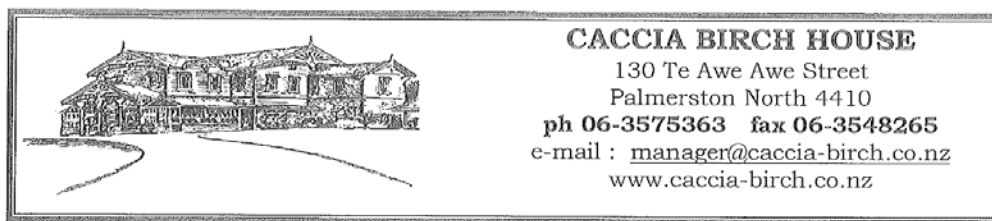
Thank you for your consideration in this matter. Should you have any enquiries, please contact [REDACTED] or by email [REDACTED]

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Julie Walker'.

Julie Walker
Acting Secretary





The Mayor and Councilors
Palmerston North City Council
PO Box 11034
Palmerston North

Date: 9th June 2020

Attention: Committee Administrator - Natalya Kushnirenko

Re Appointment of Ordinary Trustees to Caccia Birch Trust Board (Inc).

Dear Natalya,

The Caccia Birch Trust Board currently has a membership of three Council Appointed Trustees who are deemed to be Ordinary Trustees in accordance with the Trust Deed and two Board appointed Trustees appointed by the Trust Board at the Board's Annual General Meeting in Sept 2019. One, Jireeth Soni, has advised his intention to resign before the next AGM.

The following sections of the Constitution are included to assist Council with the process of appointment of Trustees to the Caccia Birch Trust Board as Trustee membership must be in accordance with the Constitution.

Section 5 (5.1) of the Trust Deed states that the Board shall consist of not less than five (5) or no more than six (6) Ordinary Trustees and not more than two (2) Trustees co-opted in accordance with rule 5.4 with the maximum number of Trustees being eight (8)

Section 5.2 Ordinary Trustees are appointed for a period of three (3) years however at the expiry of that term shall be eligible for reappointment.

Section 5.5 addresses the rotation of Trustees with at least one third of the Ordinary Trustees retiring at each Annual General Meeting. Any retiring Trustee shall hold office until such time as a replacement person is appointed unless the Trustee otherwise requires.

This requirement will be met by the resignations of Messrs McKenzie and Soni

It has become the practice of this Board to suggest to Council individuals who are available to fill vacant positions, as advertising for Trustees to the Caccia Birch Trust Board has proven unsuccessful. The present Trustees currently constitute a skill-based Board, and therefore vacancies on the Board need to be carefully selected.

Current status of Ordinary Trustees appointed by Council in 2020

Council Appointees	Appointed	Reappointed	Due to retire
Patricia Keiller	August 2012	September 2018	September 2021
Grant O'Donnell	September 2013	September 2019	September 2022
David Campbell	September 2019	-	September 2022
Board appointees			
Cushla Scrivens	September 2018		September 2019

Current status of Co-opted Trustees, appointed by the Trust Board

Currently only one of the Board appointed Trustee positions is filled but another Board appointment is pending. Rod McKenzie resigned March 2020.

2020 Resigning Trustees

Jireeth Soni (September 2020)

Trustees retiring and available for re-appointment

Patricia Keiller.

Please note that Ms Keiller's term does not expire until 2021, however the number of Trustees requires her to retire this to meet the terms of the Trust Deed.

The Board endorses the re-appointment of Patricia Keiller.

Continuing Trustees

Grant O'Donnell (Chair)

David Campbell

Cushla Scrivens

Summary

To ensure the Board has complementary skills we are especially interested in persons with financial and/or accounting training, and those with marketing experience.

The Board asks the Council to keep this in mind when seeking nominations from the public and considering applications.

The Board would also appreciate the opportunity to comment before any appointment is made.

Yours Sincerely



Nicky Birch
Manager

On Behalf of Grant O'Donnell
Chairperson
CC: Caccia Birch Trust Board



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8 June 2020

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

PALMERSTON NORTH AIRPORT LIMITED – ROTATION OF DIRECTORS

The Palmerston North Airport Limited (PNAL) Board confirms that the following PNAL directors will be eligible for re-appointment in December 2020.

Mr Gerard Gillespie - appointed for three years to December 2020.

Mr Jon Nichols - appointed for three years to December 2020.

The PNAL Chief Executive Officer – David Lanham will be managing this process on behalf of the Board. Please ensure all correspondence is directed to David in the first instance.
(david.lanham@pnairport.co.nz).

Yours sincerely

George Clark
Commercial Manager
Palmerston North Airport Limited



C/- Palmerston North City Council
Private Bag 11034
PALMERSTON NORTH

12 June 2020

Mayor and Councillors
Palmerston North City Council
PALMERSTON NORTH

Dear Mayor and Councillors

**PALMERSTON NORTH PERFORMING ARTS TRUST –
RETIREMENT BY ROTATION**

Two members of the Palmerston North Performing Arts Trust Board are required to retire by rotation.

Ms Sheridan Hickey and Ms Margaret May had their current terms as Trustees extended in May 2020 and are due to retire in September 2020.

The Board would like to recommend that Ms Sheridan Hickey and Ms Margaret May be reappointed as they continue to make a valuable contribution towards the Board achieving its objectives. Both Ms Hickey and Ms May have indicated their willingness to be reappointed to the Board.

If the Council choose otherwise, the Board requests that the members remain on the Board until alternative arrangements are made, and the Chairperson would appreciate being involved in the appointment process in line with Council's *"Appointment of Directors and Trustees Policy"*.

If you have any queries please contact me on telephone 356 8199 or email natalya.kushnirenko@pncc.govt.nz.

Yours faithfully

A handwritten signature in black ink, appearing to read "Natalya Kushnirenko".

Natalya Kushnirenko
Secretary to the Board

Oasis # 14362778