

**OPEN MINUTES OF A MEETING OF THE BOARD OF DIRECTORS  
HELD ON FRIDAY 25 JUNE 2021 AT THE WINDERMERE CAMPUS, TAURANGA**

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**PRESENT:**

**Board of Directors**

Cathy Cooney (Chair)

Ripeka Evans (Deputy Chair) – via Teams

Leith Comer

Tania Hodges

Niwa Nuri

Ngaroma Tahana

**Board support roles**

Anthony Robertson (Company Secretary)

Valda Bryson (Board Secretary)

**IN ATTENDANCE:**

**Executive Team**

Dr Leon de W Fourie (Chief Executive)

Patrick Brus

Dr Clarke Raymond

Huia Haeata

Following the opening of the meeting with a karakia, Ripeka Evans took the opportunity on behalf of all members of the Board, to extend congratulations to Cathy Cooney on being named as a Member of the NZ Order of Merit in the recent Queens Birthday Honours, for her commitment and dedication to health and the community.

**2. APOLOGIES**

All present.

**3. REGISTER OF INTERESTS/DECLARATION OF CONFLICTS**

Cathy Cooney – Remove West Coast DHB Hospital Development Partnership Group and Nelson Hospital Development Governance Group.

There were no declarations of any conflicts.

**4. CONFIRMATION OF THE AGENDA AND CALL FOR MINOR ITEMS NOT ON THE AGENDA**

The agenda was taken as tabled.

**5. CONFIRMATION OF MINUTES**

**Toi Ohomai Institute of Technology Ltd Subsidiary Board Meeting – 30 April 2021**

**Resolution: TOI21/30**

**RESOLVED** that the minutes of Toi Ohomai Institute of Technology Ltd Subsidiary Board meeting held on 30 April 2021 be approved.

**C COONEY / L COMER**

## 6. ACTIONS/MATTERS ARISING:

### Action 1:

*A letter of thanks to be sent on behalf of the Board to those involved with the Graduation Ceremonies, and in particular the Events Team.*

Letter sent to the Marketing Manager as per Agenda Item 7.

### Action 2:

*Management to develop an agenda for the 26 May Board of Directors Strategy Day that will focus on establishing and building the Board's relationships with key ROVE stakeholders. A draft agenda to be distributed for consideration to the Board by 14 May.*

Agenda was developed and confirmed and successful Strategy Day held 26 May.

### Action 3

*A report on the actions identified from the Board H&S Walk through the Engineering Department, Mokoia, to come back to a subsequent meeting.*

Actions taken following the Board of Director's H&S walk were detailed in the Health, Safety and Wellness report.

A further H&S walk to the Engineering Department at the Windermere Campus took place prior to the Board meeting on the 25<sup>th</sup> of June.

## 7. CORRESPONDENCE

Shareholder's Resolution April 2021 – written shareholder's resolution in lieu of Annual Meeting.

Technically, being a Company, we are required to hold an AGM. All Te Pūkenga subsidiaries however have been advised that this administrative task has been removed by the parent Company.

Letter to Marketing & Comms, 06.5.21 – re graduation ceremonies.

A copy of the letter sent to the Marketing team was received.

Letter from TEC, 28.04.21 – re approval for transfer & disposal of Crown Assets

This letter, confirming notification of approval for the transfer and disposal of Crown assets was also received by the Finance, Audit & Risk Committee. While there is nothing the Board is to do at this time, discussion took place on the paragraph in the letter that retention of the full net proceeds of sale of the Bongard Centre is subject to the proceeds being reinvested in capital asset projects identified in Toi Ohomai Institute of Technology's campus development plan and approved by its Board and the Te Pūkenga Council. Discussion continued on ensuring that the disposal process considered our treaty obligations. Whilst the Crown Asset disposal process does have treaty claims built in, it was recognised that as a good treaty partner that we involve local iwi. Dr Fourie outlined some of the discussions he has had with Tauranga Moana, iwi leaders, Trusts, and Maori business. It was agreed that once the Crown Asset disposal process stages were understood that we ensure that we have appropriate local iwi engagement.

## 8. REPORTS

### 8.1 Chair of Board

The Chair presented her report and spoke to the visit of Te Pūkenga on 10 June and the good level of positive staff engagement.

#### Te Pūkenga Items

##### 8.1.1 Te Pūkenga Council Meeting Update - 01 June 2021

A summary of the Te Pūkenga Council discussions and decision points was taken as read, noting it was good to see the focus on wellbeing. The Chair expressed her appreciation to

Management for providing Toi Ohomai relevant commentary/responses/impacts against the Te Pūkenga Council summary.

#### **8.1.2 Letter of Expectations from Council to Subsidiaries – 08 June 2021**

The updated letter of expectations (LoE) to Te Pūkenga subsidiaries was received. The resultant expectations on Toi Ohomai staff are significant and concern was raised by the Board on how the additional workload can be sustained. Discussions centred around how Toi Ohomai can reassess its current priorities and work programme to ensure ongoing performance and staff wellness. It was noted that in the closing statement of the LoE that no mention was made of people, but only financial.

Dr Fourie advised that the directional intent of the revised Letter of Expectations has not changed substantially, but provided for a greater emphasis on deliverables in achieving accessibility, consistency and equity across the major Te Pūkenga workstreams. Dr Fourie spoke briefly to 5 key deliverables to be landed by the end of 2022 to ensure a successful transition into Te Pūkenga. The challenge next year for Toi Ohomai will be centred on ensuring ongoing staff wellness and managing a larger deficit as a result of a further reduction in international student enrolments.

These issues, risks and proposed actions will be discussed at the July Strategy Day.

#### **Action 1:**

Toi Ohomai's likely deficit for 2022, together with wellness of staff, to be considered for discussion at the July Strategy Day.

#### **8.1.3 Letter from Te Pūkenga – 11 June 2021**

The Te Pae Tawhiti report was received and engagement with Ana Morrison on the self-reflection process took place. This has given the team time to consider feedback and revisit the action plan prior to resubmitting to Te Pūkenga by 9 July. Discussions centred around the importance of gaining an understanding from the regions where there is strong Mātauranga Māori support and best practice to uplift outcomes for Māori, and as a result where we are providing exemplary practice that could inform the rest of the network.

#### **8.1.4 Subsidiary Board Review – 04 June 2021**

In order to provide the Te Pūkenga Council with assurance that each Board subsidiary is discharging its obligations, the IOD will manage evaluations across all 16 subsidiary boards. To this end a questionnaire will be sent to each Board member.

### **8.2 Te Kāhui Mātauranga SLG Meeting Report**

Tania Hodges advised she had attended the Te Kāhui Mātauranga SLG meeting on behalf of the Board. The question was raised as to whether a Te Kāhui Mātauranga representative should be on the Board as well, although it was agreed it is how the Board engages with Te Kāhui Mātauranga that matters. This includes how Iwi want to engage with Te Pūkenga going forward, whether it be nationally or broken down by region. Further discussion on Te Pae Tawhiti to be considered to take place at the Board Strategy Day in July.

#### **Action 2:**

Te Pae Tawhiti and the direction of Te Pūkenga in terms of engagement so we have a consistent network approach, to be considered as part of the July Strategy Day Session.

### **8.3 Chief Executive Report**

Dr Fourie presented his report to the Board and spoke to the Bronze award the Communications Team received at the PRINZ Awards in Auckland for internal communications in response to the COVID 19 Pandemic and how proud everyone is of the team.

#### **Action3:**

A letter of congratulations to be sent to the Communications team on behalf of the Board re the PRINZ Awards.

Leon also briefly spoke to RoVE and partnership opportunities and what a good business unit looks like, with discussion on placing a 'Māori' gaze on the future looking at what we currently provide across the network and being creative, thinking outside the box and industries where Māori could lead as well as employ. Employers need to be actively involved in breaking the current moulds.

The Datacom Te Manuka Partnership is progressing with a trip to Adelaide planned early next month to better understand the TAFE South Australia education model.

The exceptional talent of Toi Ohomai culinary arts student, Samantha Warena, being crowned the North Island winner of the Nestle Gold Chef's Hat award, was also recognised.

### **8.4 Academic Committee**

The Academic Committee report was taken as read.

### **8.5 Financials**

The financial summary was taken as read, noting the forecast presents the same picture as last month with every effort being made to reduce the \$6m deficit by year-end.

Discussion then moved to considering 2022 and the likelihood that there will be a further reduction in international enrolments. While Toi Ohomai Institute of Technology is in a relatively good position with its cash balances, this is on the assumption of having international students in 2022, most of whom pay towards the end of 2021, which with the borders still closed, appears unlikely. Once a clearer position on 2022 budget and international students is formed then we will need to undertake some cashflow forecasting.

The discussion then moved onto how the current financial position of Toi Ohomai Institute of Technology, and a number of other subsidiaries, is a reflection of the high cost, and/or really lower margin, from regional delivery. Up until recently this has been masked by international income and with the drop in that income, this underlying position is being revealed. This issue needs to be addressed through the current development of the new unified funding model, as our footprint and regional delivery at Toi Ohomai models the future intent of RoVE and the direction set out by Te Pūkenga in the letter of expectations.

### **8.6 Health and Safety & Wellness**

The Health, Safety and Wellness report was received noting the work that has been undertaken at the Waipa Saw Mill and actions taken following the visit to the Mokoia Campus Engineering Workshop.

**Action 4:**

A letter of thanks to be sent to the Waipa Saw Mill team for all their hard work in responding successfully to the Work Safe notifications.

In order to align Toi Ohomai's safety focus to NZ best practice measures, including the setting of an agreed KPI target will be presented in a live dashboard within the next two months.

**Resolution: TOI21/31**

**RESOLVED** that the Chair's and Chief Executive's report and associated papers be received.

**C COONEY / T HODGES**

**9 BOARD OF DIRECTORS - WORK PLAN****9.1 Strategic Partnership Strategy**

The Strategic Partnership Strategy, initially approved by the Council in 2018, has since been refreshed to ensure it is focusing attention on the elements of the Regional Strategy, particularly business capability. Tania Hodges stated that given this strategy and others were approved by the previous Council, it would be prudent to reaffirm the Board wish to continue with the various strategies. It was agreed this would be good practice and Management will revisit the core of the Strategies to check the Board remains in agreement, and then refresh or redesign as part of the check in.

The Strategic Partnership Strategy was received.

**9.2 Campus Development Strategy**

The implementation update on the Campus Development Strategy, approved by the Council in March 2018, was received. Given the conversation previously about cost, the question was raised in regard to developing regional campuses and whether instead we could share existing buildings with others. The future in this regard is on the radar of Te Pūkenga and, while Toi Ohomai can't make any decision, a stocktake of what exists in the community could be undertaken. The question was also raised if Toi Ohomai has a philosophy of delivering closer to where people live which is definitely the case, to which Ripeka Evans stated it was good to see the institution moving early on this, noting the key pieces of work across Te Pūkenga and mindful of the new operating model.

The Campus Development Strategy was received.

**9.3 First Impressions Survey**

The Board noted it was pleasing to see the positive response but suggested it would be good to have enrolments compared to previous years reported and whether participation was from across the region. This will be taken on board for future reporting.

**Resolution: TOI21/32**

**RESOLVED** that the First Impressions Survey be received.

**N NURI / N TAHANA**

**10. GENERAL BUSINESS****10.1 Board Meeting Dates 2022**

Meeting Dates for 2022 were confirmed as follows:

Meetings will be on the last Friday of the month apart from June, which due to Matariki being a public holiday on the Friday, the Board meeting will be held on the Thursday. Finance, Audit & Risk Committee meetings will be held pre the Board meetings in April, June, August and November. These will be held 8.30am to 10.15am followed by a 30-minute Health and Safety Walk with the Board meeting commencing at 11am. Other months the Board meetings will commence at 9.30am. Meetings will alternate between the two main campuses.

The remaining Finance, Audit and Risk Committee meetings for 2021 (August and November), will also revert to pre the Board meeting.

**Board Meetings** – 9.30am – (if preceded by Finance Audit & Risk Committee the meeting will commence at 11am

February 25 <sup>th</sup>	- Board Meeting	July 29 <sup>th</sup>	- Strategy Session
March 25 <sup>th</sup>	- Strategy Session	August 26 <sup>th</sup>	- Board Meeting
April 29 <sup>th</sup>	- Board Meeting	September 30 <sup>th</sup>	- Strategy Session
May 27 <sup>th</sup>	- Strategy Session	October 28 <sup>th</sup>	- Board Meeting
June 23 <sup>rd</sup>	- Board Meeting	November 25 <sup>th</sup>	- Board Meeting

**Finance Audit & Risk Committee** – 8.30am – 10.15am

April 29 <sup>th</sup>	August 26 <sup>th</sup>
June 23 <sup>rd</sup>	November 25 <sup>th</sup>

#### **Action 5:**

Huia Haeata to confirm Te Kāhui Mātauranga SLG meeting dates for 2021.

### **10.2 Interim Staff Representation System**

Patrick Brus presented a paper outlining the new Te Pūkenga interim staff representation system with a recommendation that the successful staff member also join the Toi Ohomai Institute of Technology Board as an Adviser. The Board agreed in principle that the successful Staff Adviser to Te Pūkenga Council also sit in attendance at Toi Ohomai's Board meetings.

Patrick Brus to look at other Te Pūkenga Council representatives (Māori, Student), and whether they too should sit in attendance at Board meetings.

## **RESOLUTION TO EXCLUDE THE PUBLIC AND MOVE INTO THE CONFIDENTIAL AGENDA**

### **Resolution TO121/33**

**RESOLVED** that the public be excluded from the agenda items noted as confidential to ensure the board members can maintain effective conduct of public affairs through the free and frank expression of opinions; carry out commercially sensitive discussions and activities without prejudice or disadvantage; and prevent disclosure or use of information for improper gain or improper advantage.

It is further resolved that the minute taker and members of the Toi Ohomai Institute of Technology Limited executive and management who are in attendance at this board meeting be permitted to remain during the confidential section of the meeting because of their knowledge on the matters to be discussed or administered during the confidential section of the meeting.

This resolution is made in reliance of section 48(1)(a)(ii) Local Government Official Information and Meetings Act 1987 and sections 9(2)(g), 9(2)(i) and 9(2)(k) Official Information Act 1982.

**C COONEY / N NURI**

Chairperson: .....

Date: .....

**ACTIONS– 30 April 2021**

Action	Action	Responsibility
1	Toi Ohomai's likely deficit for 2022, together with wellness of staff, to be considered for discussion at the July Strategy Day	Anthony Robertson/Patrick Brus
2	Te Pae Tawhiti and the direction of Te Pūkenga in terms of engagement so we have a consistent network approach, to be considered as part of the July Strategy Day Session	Huia Haeata
3	A letter of congratulations to be sent to the Communications team on behalf of the Board re the PRINZ Awards	Patrick Brus/Cathy Cooney
4	A letter of thanks to be sent to the Waipa Saw Mill team for all their hard work in responding successfully to the Work Safe notifications	Patrick Brus/Cathy Cooney
5	Te Kāhui Mātauranga SLG meeting dates for 2021 to be confirmed	Huia Haeata