

OPEN
Nelson Marlborough Institute of Technology Limited
(the Company)

Minutes of a meeting of the Board of Directors
(Board)

12 February 2021 at 10.10am

These are the minutes of an OPEN meeting of the Board of the Company held on 12 February 2021 at NMIT Marlborough campus.

PRESENT

Board: Daryl Wehner (Chair), Tracy Johnston, Toni Grant, Patrick Smith, Charles Newton, Kathy Grant, Judene Edgar, Joanie Wilson.

In Attendance: Wayne Jackson (Chief Executive), Elizabeth Bean (Board Secretary), Brian Johnston (Company Secretary).

In Part Attendance: Grant Kerr (Executive Director) Olivia Hall (Executive Director).

Apologies

None.

Welcome and Karakia

P Smith opened the meeting with a karakia.

Board Only Time

Board Directors had discussions around: MRC management briefing paper in the agenda and the presentation from MRC; NMIT's reputation in Marlborough region; Chief Executive KPIs; and future review of the NMIT Board Sub-committee membership.

Governance

D Wehner confirmed that his last day as Chair is 28 February 2021 and that T Johnston will take over the Chair role. Te Pūkenga will manage the external communications and lead the process for recruiting a replacement Director and Deputy Chair. NMIT will manage internal communications and also communications with its external stakeholders and with Iwi.

Declaration of Interests and Disclosures Register

No conflicts were declared in relation to the open agenda.

The following addition was provided for the register of interests: add Kathy Grant: Central Lakes Trust, Trustee.

Minutes of NMIT Board Meeting 23 November 2020 – Open

RESOLVED:

That the minutes of the meeting held on 23 November 2020, as circulated and read by members, with minor amendment, be confirmed as a true and accurate record.

Action Items of NMIT Board Meeting 23 November 2020 – Open

W Jackson provided an update on action items.

A request was made for future reporting to provide commentary on the reasons for lack of academic achievement between Māori/ Pacific and other learners.

Items not on the Agenda

There were no items arising, other than those included on the agenda.

Risk Management

Safety, Health and Wellbeing

An update on activity for the period since the Board last met on 23 November 2020 was provided.

Directors observed that the KPIs have an on-campus focus and are mostly around the Nelson campus. W Jackson replied that this is not the reality and in the future reports will show more breadth. O Hall said off-campus activity is most likely the highest risk for NMIT. In response to a request from directors for future reports to provide additional commentary, O Hall said much information was operational and the culture was highly administrative.

The current review of Safety, Health and Wellbeing will be focus on prioritising effort on developing the S,H & W culture across the organisation, an integrated risk management system and adapted reporting to support this.

RESOLVED:

That the Board:

1. receive the safety, health and wellbeing report November – December 2020 for information; and
2. note an independent review of safety, health and wellbeing is being undertaken and presented back with recommendations at the next Board meeting.

Items for Approval

NMIT Academic Statute 2021

The Academic Statute is owned by the Board and is reviewed annually.

Directors noted that, in places, the Academic Statute doesn't reflect Te Pūkenga policy and future directions. They would like to see the Academic Statute emphasise a collaborative, rather than stand-alone, Institute. W Jackson said work is being done at Te Pūkenga level and that in turn the NMIT Academic Statute will be aligned with this.

RESOLVED:

That the Board:

1. receives the draft NMIT Academic Statute 2021; and
2. requests further review and that the Statute be presented back in March 2021 for approval.

Terms of Reference Remuneration & Appointments Committee

P Smith reported that a terms of reference has been put together for consideration by the full Board. After discussion by directors on guidelines around management matters, it was agreed the current terms of

reference should only refer to the appointment of the Chief Executive. If the role of the Committee is to change in the future, the terms of reference will be amended to reflect this.

On behalf of the Board D Wehner thanked P Smith for leadership provided to committee, including that of overseeing appointment of the Chief Executive.

RESOLVED:

That the Board approves the Terms of Reference - Remuneration & Appointments Committee.

NMIT Board Code of Conduct

T Johnston reported that the draft NMIT Board Code of Conduct has been aligned to the Te Pūkenga Code of Conduct.

Directors discussed whether the Board's expectations of the Chief Executive should be included in the Board Code of Conduct, and concluded that it should be.

RESOLVED:

That the Board approves the Code of Conduct - NMIT Board, subject to minor edits.

Te Pūkenga Group Debt Financing

It was agreed that discussions on the Te Pūkenga Group Debt Financing should be shifted to the In-Committee discussions, due to commercial sensitivity.

Performance Reporting

Key Performance Indicators

W Jackson provided an overview of the KPI report to 12 February 2021. He said management intended to re-cast KPIs in line with revised strategy, Te Pūkenga objectives and identify more clearly KPIs that are most meaningful to Directors for future reporting.

W Jackson noted that domestic enrolments are showing a 29% increase over 2020 and that modelling shows domestic student enrolments in 2021 will off-set the decrease in international enrolments.

Directors asked for clarification around student withdrawal figures for 2020. A specific question was around Te Toki Pakohe withdrawals - who are these learners and why do they withdraw?

RESOLVED:

That the Board note the current performance levels in the report to February 2021.

Common Seal Usage

RESOLVED:

That the Board receives the Common Seal Usage reports for 1 October – 31 December 2020.

Te Pae Tawhiti

Following feedback from directors on a draft response, the NMIT Te Pae Tawhiti Report was submitted to Te Pūkenga in January 2021.

Directors asked about the process for ensuring actions identified for 2021-22 will take place. W Jackson reported that understanding the reasons for the differences in education achievement, as well as meaningful delivery partnerships with Māori will be required. Actions associated with the Te Pae Tawhiti response will be included in the NMIT Strategic Plan.

RESOLVED:

That the Board notes the Te Pae Tawhiti Response to Te Pūkenga and that the priorities will be embedded into the strategy.

For Information

RESOLVED:

That the Board receives the following papers, for information:

1. SANITI Report to January 2021.
2. Board Calendar 2021

In Committee**RESOLVED:**

1. That members of the public and press be excluded from the remainder of the meeting and that the NMIT Board move In-committee; and
2. That the Chief Executive and Board Secretary and invited executives be permitted to remain at the meeting, after the public has been excluded, because of their knowledge in relation to specific agenda items. This knowledge, which will be of assistance in relation to the matters to be discussed, is relevant to those matters because they have assisted in the preparation of such matters.

This resolution is made in reliance on section 48(1) of the Local Government Official Information and Meetings Act 1987 (**LGOIMA**) and the particular interests protected by section 9 of the Official Information Act 1982 which would be prejudiced by the holding of the relevant parts of the proceedings of the meeting in public.

The general subject of each matter to be considered while the public is excluded, the reason for passing the resolution in relation to each matter and the specific grounds under section 48(1) of LGOIMA for the passing of the resolution are as follows:

General subject of each matter considered	Reason for passing resolution in relation to each matter	Grounds under section 48(1) for the passing of the resolution
Minutes from public excluded part of previous meeting on 23 November 2020	Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).
Strategy Risk management Te Pūkenga Group Debt Financing Performance Reporting	Section 9(2)(i) of the Official Information Act – enable the organisation holding the information to carry out, without prejudice or disadvantage, commercial activities Section 9(2)(b)(ii) of the Official Information Act - protect information where the making available of the information would be likely unreasonably to prejudice the commercial position of the person who supplied or who is the subject of the information	That the public conduct of this item would be likely to result in the disclosure of information for which good reason for withholding would exist under section 9 (noting the Board is specified, in Schedule 2 of LGOIMA, as a body to which LGOIMA applies).

The NMIT Board moved to an In-Committee session at 11.45am and returned to a public session at 2.30pm.

Closure

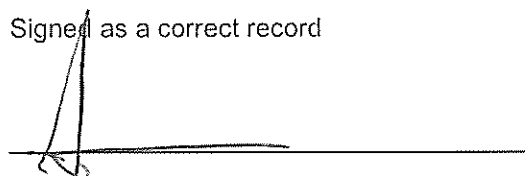
T Johnson thanked D Wehner for his contributions to both the NMIT Council and Board over the past 12 years. She commended his strong leadership and commitment to tertiary education. In response, D Wehner said it had been a privilege working in the tertiary sector and that he was appreciative of his time at NMIT, the people he had met, and the life lessons learnt.

There being no further business, the Chairperson declared the meeting closed at 3.40pm.

P Smith closed the meeting with a karakia whakamutunga.

Dated: 16 August 2021

Signed as a correct record

A handwritten signature, appearing to be 'P. Smith', is written over a horizontal line.

Chairperson

Confirmed

