Minutes of the Twenty-first Meeting
of The Open Polytechnic of New Zealand Limited Board
held
on 18 March 2022 at 11.00am
Teams meeting
PUBLIC BUSINESS

Present:

Vaughan Renner (Chair)
Dr Thérèse Arseneau
Jerry He
Breccan McLeod-Lundy
Murray Strong
Dr Karen Vaughan

In Attendance:

Dr Caroline Seelig, Chief Executive
Neil Carroll, Deputy CE & Executive Director Academic Services
Dr Alison Harrison, Executive Director Strategy
Murray Hill, Executive Director Financial Services
Shelley Fitzpatrick, Board Secretary

The meeting opened with the Polytechnic's karakia.

1.0 **Apologies**

There were no apologies

2.0 **Directors' Interests Register**

The Directors' Interests Register was noted.

There were no conflicts of interest received for today's meeting.

Motion **Moved from the Chair:**
That the Board notes the Directors' Interests Register.

Agreed

3.0 **Confirmation of the Minutes of the Public Meeting held on 18 February 2022**

Action: Amend item 5.0 Correspondence to read: ***Action:*** *Board to discuss how it would like to handle risk management moving forward given it is responsible for OPNZL, including the eCampus NZ division.*

Motion **Moved from the Chair:**
That the minutes of the Public Meeting held on 18 February 2022 be confirmed as a correct record, with the above amendment.

Agreed

4.0 Matters Arising from the Previous Meeting (and not listed elsewhere)

Action items were reviewed; it was noted that all actions are either complete or under action for future meetings.

If it's possible for the Board to meet face to face in April, R Tuileto'a will be invited to meet with the Board.

5.0 Correspondence

There was no correspondence.

6.0 Academic Committee

This report updated the Board on the recent Academic Committee meetings and was taken as read.

It was noted that "sufficient" was the highest rating possible from NZQA with respect to the Consistency Review outcome for the NZ Certificate in Pharmacy.

The linkage between Stakeholder Advisory Groups, subsidiaries and WDCs was queried. It was noted that the interactions between subsidiaries and WDCs are increasing and relationships are being developed, though this is still a work in progress. The Board also noted that the labour market is tight so more people are in work, with less in study. Management felt that it was good that Te Pūkenga had coordinated the initial interaction between the CEs of subsidiaries and WDCs. OPNZL has had contact from a couple of WDCs, which was initiated by those WDCs directly. Management will monitor how OPNZL operates this year with WDCs versus Te Pūkenga taking the lead to coordinate further subsidiary / WDC interaction. OPNZL will keep up to date on Te Pūkenga advice / action regarding WDCs and also keep Te Pūkenga updated on OPNZL's interactions with WDCs.

Motion **Moved from the Chair:**
That the Board notes the report and receives and notes the minutes of the Academic Committee meeting held on 28 January 2022.

Agreed

7.0 Safety and Wellbeing Update – March 2022

The Board received the update and it was taken as read.

The organisation's responses to COVID were noted.

It was noted that there are a significant number of changes in terms of mandates, etc. to come from Government.

Across Te Pūkenga network 12-16% of staff / learners have or are recently recovered from COVID; there has a big impact across the network. Te Pūkenga is keen to get the guidelines for mandates and next steps from the Crown.

Motion **Moved from the Chair:**
That the Board notes the Safety and Wellbeing update.

Agreed

8.0 Board Work Plan 2022

The Board reviewed its 2022 work plan.

The Board will meet face to face in April if possible; it was noted that the Annual Report will need to be approved at the April meeting.

9.0 General Business

9.1 Shareholder's resolution in lieu of Annual Meeting

Te Pūkenga proposed that the shareholder's written resolution be passed in lieu of an annual general meeting and that the Board notes item H:

(i) the Board must send to Te Pūkenga (the sole shareholder) a copy of the annual report (or a prescribed notice relating to how the shareholder may obtain the annual report by electronic means) within 20 working days after the date on which the annual report is prepared. Section 208 of the Companies Act provides that the Board must prepare that annual report withing 5 months after the balance date of the Company; and

(ii) over the course of 2022, the Board must provide specific information to Te Pūkenga in advance of dissolution and complete quarterly dashboards up to dissolution.

The Board noted the information and the dashboard are in draft form and will be provided to the Board no later than 2 May 2022.

It was noted that OPNZL, as a TEO under the Education Act, is also still required to provide the Annual Report to the public.

Motion **Moved from the Chair:**
That the Board agrees that no annual shareholder's meeting of the Company is to be held for the financial year ending on 31 December 2021; and the Board will comply with the requirements of H (i) send Te Pūkenga a copy of the 2021 annual report withing 20 working days after the date on which it is prepared and (ii) provide Te Pūkenga with specific information in advance of dissolution and complete quarterly dashboard up to dissolution.

Agreed

10.0 **Strategic Matters: Public Excluded Business**

Motion **Moved from the Chair:**
That the Board excludes the public from the remainder of the meeting.

The general subject of the matters to be considered while the public is excluded are:

PE 11.0	Apologies	s9(2)(a)
PE 12.0	Confirmation of PE Minutes 18 February 2022	s9(2)(a),(b), (g)(i), (i), (j)
PE 13.0	Matters Arising	s9(2)(a),(b), (g)(i), (i), (j)
PE 14.0	Correspondence	s9(2)(a),(b), (g)(i), (i), (j)
PE 15.0	eCampus NZ Board reports	s9(2)(a),(b), (g)(i), (i), (j)
PE 16.0	Organisational Dashboard	s9(2)(a),(b), (g)(i), (i), (j)
PE 17.0	Budget 2022 Final	s9(2)(a),(b), (g)(i), (i), (j)
PE 18.0	Subsidiary Collaboration	s9(2)(a),(b), (g)(i), (i), (j)
PE 19.0	ESA Publications Ltd Update	s9(2)(a),(b), (g)(i), (i), (j)
PE 20.0	2021 Annual Report	s9(2)(a),(b), (g)(i), (i), (j)
PE 21.0	General Business	s9(2)(a),(b), (g)(i), (i), (j)

This resolution will be made in reliance on s48(1) of the Local Government Official Information and Meetings Act 1982 and the particular interests protected by s9 of the Official Information Act 1982 which would be prejudiced by holding the proceedings of the meeting in public. The section of the Official Information Act which applies is shown beside each item to be considered while the public is excluded:

s9(2)(a) – To protect the privacy of natural persons, including that of deceased natural persons
s9(2)(b) – To protect information where the making available of the information
(i) would disclose a trade secret; or (ii) would be likely unreasonably to prejudice the commercial position of the person who supplied or who is subject of the information
s9(2)(g)(i) – To maintain the effective conduct of public affairs through the free and frank expression of opinions by or between or to members of an organisation and employees of any department or organisation in the course of their duty
s9(2)(h) – To maintain legal professional privilege

s9(2)(i) – To enable a Minister of the Crown or any department or organisation holding the information to carry out, without prejudice or disadvantage, commercial activities
s9(2)(j) – To enable a Minister of the Crown or any department or organisation holding the information to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)

a) Permit the following to remain at this meeting for items PE 11-21 after the public has been excluded, because of their specialist knowledge of the subjects:

- Dr Caroline Seelig, Chief Executive
- Neil Carroll, Deputy CE & Executive Director Academic Services
- Dr Alison Harrison, Executive Director Strategy
- Murray Hill, Executive Director Financial Services
- Shelley Fitzpatrick, Board Secretary

Agreed

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22 April 2022

Chair **Date**