Minutes of the Twelfth Meeting

of The Open Polytechnic of New Zealand Limited Board

held at

The Open Polytechnic of New Zealand Limited

on 21 May 2021 at 11.08am

PUBLIC BUSINESS

Present:	Vaughan Renner (Chair) Dr Thérèse Arseneau Jerry He Breccan McLeod-Lundy Murray Strong Sue Sutherland Dr Karen Vaughan
In Attendance:	Dr Caroline Seelig, Chief Executive 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.

Action: Add the following interest for M Strong: Director – Work Based Learning Ltd – Te Pūkenga subsidiary.

It was noted that Karen Vaughan has a short-term contract with Tertiary Education Commission; there is no conflict of interest.

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 16 April 2021**

Motion **Moved from the Chair:**
That the minutes of the Public Meeting held on 16 April 2021 be confirmed as a correct record.

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.

Update to action item 8, 16 April 2021 action list: Final version of The Board Membership, Meetings, Fees and Committees Statute to be emailed to Directors and uploaded to the key documents folder in the Board SharePoint site.

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.

The CE provided a verbal update on action item 7 from 16 April regarding whether OPNZL is required to inform, consult, or get approval from Te Pūkenga in order to close a programme. Approval to formally close a programme occurs at OPNZL's Academic Committee and is then transmitted to Te Poari Akoranga at Te Pūkenga. It was noted that OPNZL does not often close programmes and that it's important to think about RoVE implications when making decisions about programme closure.

OPNZL CE had a meeting with Sam White, CE of Addiction Practitioners Association of Aotearoa (daapanz), on 20 May. There is a huge demand for professionals in this field. The CE of daapanz is very supportive of working with polytechnics and encouraged OPNZL to look more broadly at common courses to support various strands of this area of study.

The network is in the early stages of determining how to select the "master" programmes from across Te Pūkenga. It's important to retain regional specialities and efficiency in course design and development. NZQA is going through simplification of qualifications and OPNZL staff have engaged in this process. Level 1-6 will soon morph into the WDC jurisdiction so there is a risk around wasted effort to develop courses at these levels in the meantime.

BusinessNZ is engaged in carbon zero activities, one of their biggest challenges is finding people with sustainability qualifications. There is an opportunity for vocational education in the sustainability area. The South Island Chairs are looking to pilot a sustainability programme in partnership with Iwi and have extended an invitation to the network to join; the next meeting is on 11 June.

Motion	**Moved from the Chair:** **That the Board notes the report and receives and notes the minutes of the Academic Committee meeting held on 09 April 2021.** **Agreed**

7.0 **Ōritetanga Progress Report, May 2021**

This paper provided the Board with an update on the progress of activities set out in the Ōritetanga Plan.

A great amount of work has already been achieved, though some things are not getting done as scheduled due to resourcing. OPNZL has gone to market to recruit 2 FTE to the team.

It was noted that the Ōritetanga Plan and Te Pae Tawhiti are completely aligned.

The Board commended the team on the report and progress to date.

Motion

Moved from the Chair:
That the Board notes the update and the Ōritetanga Progress Report, May 2021.

Agreed

8.0 **Shareholder's Resolution – Annual General Meeting**

At the April 2021 Te Pūkenga Council meeting, the Council authorised the issue of a written shareholder's resolution in respect of each ITP Subsidiary confirming each Subsidiary does not need to hold an annual general meeting for the financial year ending 31 December 2020.

The Board thanked Finance, Marketing & Communications, and all other teams for the work on the 2020 Annual Report.

Peter Winder had noted with thanks the work across the network on 2020 Annual Reports.

M Hill will complete the Auditor General survey on behalf of OPNZL Management. V Renner and B McLeod-Lundy will discuss the survey offline and one of them will complete the survey to provide a governance perspective for OPNZL.

Motion

Moved from the Chair:
That the Board notes the shareholder's resolutions in lieu of Annual General Meeting:

1. **No annual shareholder's meeting of the Company is to be held for the financial year ending on 31 December 2020;**
2. **The Company's solicitors, Bell Gully, be and is authorised to file the Company's annual return with the New Zealand Companies Office.**

Agreed

9.0 **Board Work Plan 2021**

The Board reviewed and provided feedback on its 2021 work plan.

Action: Work Plan to be updated as follows: July Board workshop to discuss the future role of OPNZL in Te Pūkenga; Management to generate straw-person scenarios for the workshop.

Action: Alex MacCreadie and Rebecca Tuileto'a to be invited to the July Workshop.

10.0 **General Business**

10.1 **Board Committee membership**

Motion

Moved from the Chair:
That the Board approves:

- **Jerry He will no longer be a member of the People and Performance Committee and will move to being a member of Audit, Finance and Risk Committee.**
- **Thérèse Arseneau will no longer be a member of the Audit, Finance and Risk Committee and will move to being a member of the People and Performance Committee.**

Agreed

10.2 **Glossary**

The Board thanked the team for the glossary of acronyms.

11.0 **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:

Item	Subject	OIA section(s)
PE 12.0	Apologies (PE meeting)	s9(2)(a)
PE 13.0	Confirmation of Public Excluded Minutes 16 April 2021	s9(2)(a),(b), (g)(i), (i), (j)
PE 14.0	Matters Arising	s9(2)(a),(b), (g)(i), (i), (j)
PE 15.0	Correspondence	s9(2)(a),(b), (g)(i), (i), (j)
PE 16.0	Organisational Dashboard	s9(2)(a),(b), (g)(i), (i), (j)
PE 17.0	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 12-17 after the public has been excluded, because of their specialist knowledge of the subjects:

- Dr Caroline Seelig, Chief Executive
- Dr Alison Harrison, Executive Director Strategy
- Murray Hill, Executive Director Financial Services
- Shelley Fitzpatrick, Board Secretary

Agreed

Chair

Date 18/6/21