

Ara Institute of Canterbury Limited
(the Company)

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

2 April 2020 at 1.00pm

Minutes

These are the minutes of a meeting of the board of the Company held on 2 April 2020 by videoconference (zoom).

1. Karakia

2. Welcome

Directors present: Thérèse Arseneau, Murray Bain, Jane Cartwright, Nettles Lamont, Andrea Leslie, Melanie Taite-Pitama and Bryn Thompson.

Thérèse Arseneau acted as chairperson of the meeting.

Other attendees present: Tony Gray (Ara Institute of Canterbury Ltd (Ara) Chief Executive), Darren Mitchell (Ara Chief Financial Officer/DCE), Murray Strong (Council Chair – NZIST part attendance from 1.30-1.45pm) and Christina Yeates (Ara Executive Officer); and Jill Millburn and Marlene Rohan (public attendees).

Apologies

Apologies were received for: Maryann Geddes.

Quorum

The Chairperson noted that a quorum of directors was present at the meeting and declared the meeting open.

3. Conflicts of interest

No conflicts were declared in relation to the open agenda.

4. Items not on the Agenda

The following items were raised and discussed:

- a) **Induction schedule for the new Board of Directors** – this is already in progress and phasing is different to encompass the CoVID-19 environment; currently rejigging the idea of physical site visits to each campus; dedicated software training on Diligent Board Books will be arranged; one-on-one meetings to be arranged via zoom for the Chair and individual board members and with key senior management colleagues.

- b) **Future meeting schedule for the new Board of Directors** – the Chair advised that the previous Ara Council met monthly and twice a year held workshops and “deep dives” which

were of strategic value and importance. It was agreed to follow a similar pattern and the board secretary would arrange these.

5. Items under “Noted” in First Board Meeting Resolutions

The directors considered and discussed the items under “Noted” in the First Board Meeting Resolutions attached as a Schedule to these minutes.

In particular, the directors made note of the following:

- a) That the Ara Executive Officer, as the Nominated Individual for the Company will act as the Board Secretary in conjunction with the Ara Chief Financial Officer to update the Company’s statutory records and fulfil the Company’s obligations.
- b) That the board members have not been through a full induction as yet and that to this end, confirmed they are comfortable with the proposed resolutions and that there were no queries raised to the Chief Executive or the Chief Financial Officer.
- c) The NZIST Council Chair provided assurance to the Board, Chief Executive and Chief Financial Officer that as of the 1 April 2020, all the current existing statutes, regulations and delegations remain in place to novate across from Ara Institute of Canterbury to the Ara Institute of Canterbury Ltd Board and Chief Executive of the Company. There is no difference to the existing delegated authorities for the Chief Executive.
- d) As indicated previously to the new Board members, the NZIST Council Chair confirmed that there will be future inductions planned throughout 2020 and that the NZIST parent company is there to support all subsidiaries.
- e) Existing Council Committees and Sub-Committees – the Board noted this list as detailed; the Chair signalled that these are to be reviewed in the future to ensure they are fit for purpose.
- f) Indemnities and Insurance – the NZIST Council Chair provided a brief overview of the group insurance scheme taken on by the Parent which covers all of the ITP subsidiaries.
- g) Disclosure of Interests – the Board noted that a template has been distributed for all members to return to the Board Secretary who will compile the central register.
- h) Each agreed that the First Board Meeting Resolutions and other documents approved in such First Board Meeting Resolutions which require signature by one or more directors (**Approved Documents**) may be signed through the application of an individual director’s electronic signature; and
- i) Each expressly authorised the use of his or her electronic signature (as previously provided by the director) for the purposes of signing the First Board Meeting Resolutions and the Approved Documents.

6. Resolved

The directors resolved, as resolutions in writing, the matters set out in Resolutions 1 to 12 in the First Board Meeting Resolutions attached as a Schedule to these minutes. The Board also resolved to approve Appendix A, Directors’ Certificate relating to payment of remuneration or benefits to directors; and the Form of Deed of Indemnity (Annexure 1) as provided for in the Notice of Approval from NZIST dated 2 April 2020.

7. CoVID-19 Update

- a) The Chief Executive provided a brief summary of the Ara response to CoVID-19 to date. This included information on the preparation for the Alert 4 lockdown and for the resumption of future activity, which would be led by the TKM and Incident Management Team (IMT):
- a significant number of colleagues across the Institute have been set up with the remote technology required for engaging in student learning and teaching/student support and are further developing programmes for on-line/distance and remote delivery;
 - regular communications with students, colleagues and stakeholders;
 - at the forefront of our thinking and work is supporting the wellbeing of colleagues and students;
 - managing engagement remotely with colleagues is taking place through each Deputy Chief Executive and Level 300 tier management – regular communications and follow up with colleagues is happening across all Departments and Divisions.
- b) The Chief Executive confirmed that one of the biggest areas of risk relates to the continued engagement of students for whom the face to face element is the main reason for wanting to study and that remote learning is not why they enrolled. There are also obvious issues to consider in terms of the practicalities of internships, work placement and clinical practice, in the immediate 'lockdown' and future COVID environment.
- c) EPI completions and funding were also discussed. The Chief Executive confirmed that Ara will receive the SAC funding guarantee for the 2020 academic year and EPI's are still being discussed; claw back will not occur in 2020. The Chief Executive advised he represents NZIST as a member of a Peak Bodies group set up in the sector and that the actions being followed up by the MoE, TEC and NZQA are now starting to make a difference.
- d) The impact to our learners and programmes from CoVID-19 was raised and discussed. The Chief Executive confirmed that, at the time of reporting, 70% of Ara programmes can be delivered remotely but will still require further and on-going development. Before the current lockdown, 15% of programmes were delivered wholly online which has now increased by a further 10%. Currently, learners are on the Easter term break which was bought forward. The aim is that Ara will be ready to deliver learning again on 15 April 2020.
- e) The IMT have now moved to the business continuity and resumption phase, which includes the move to new modes of delivery to achieve the delivery of Ara programmes as detailed above. The IMT meet every second day and TKM on days either side; it was agreed to continue to provide regular progress reports to the Board on a weekly basis, along with copies of communications to colleagues and students.

8. Question and Answer Session – these were incorporated into the queries as noted above in Item 7.

Closure

There being no further business the Chairperson declared the meeting closed at 2.15pm.

Dated: [insert date of next Board meeting] April 2020

Signed as a correct record

Chairperson

Schedule – First Board Meeting Resolutions

RESOLVED (as a resolution in writing) that:

Incorporation and administrative matters

Company administration matters

1. With effect from the date of this resolution, the Nominated Individual is authorised to update the Company's statutory records, as further described in these resolutions.

Directors' matters

2. In accordance with section 161(1) of the Companies Act, the Board is satisfied that the payment by the Company of the Directors' fees as set out in the Directors' Fees Approval is fair to the Company.
3. The Directors are authorised to sign a certificate for the purposes of section 161(4) of the Companies Act, in the form attached as Appendix B.
4. The Company will pay the Directors' fees as set out in the Directors' Fees Approval and any reasonable travel, accommodation and other expenses incurred by each Director in connection with their attendance at meetings, or otherwise in connection with the Company's business, and the Nominated Individual be authorised to enter the particulars of such payments into the interests register of the Company.
5. The Company enter into, execute, deliver and perform its obligations under the Deed of Indemnity, and any two or more members of the board be authorised to execute the Deed of Indemnity.
6. The Nominated Individual be authorised to enter particulars of the Deed of Indemnity in the interests register in accordance with section 162(7) of the Companies Act and report this to the Shareholder for the purposes of section 152(1)(E) of the CE Act.
7. The Nominated Individual be authorised to enter in the Company's interests register any interests declared by the Directors in writing to the Board in relation to the matters the subject of this meeting.

Existing Statutes and Regulations

8. The Company will (and will procure that all and any Crown entity subsidiaries of the Company will) comply with, and confirms the continued application of, all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic, to the extent they are not inconsistent with:
 - (i) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (ii) the Companies Act 1993; and

- (iii) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any OFP Direction provided by NZIST to the Company as contemplated by the Constitution.

Existing delegations, policies, etc.

- 9. The Company will (and will procure that all and any Crown entity subsidiaries of the Company will) update and amend all existing delegations, rules, policies, procedures and any other documents of the Existing Polytechnic as required to reflect:
 - (i) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (ii) the Companies Act 1993; and
 - (iii) the Constitution (including, in particular, the Reserved Matters in Schedule 2) and any OFP Direction provided by NZIST to the Company as contemplated by the Constitution.

Academic Committee

- 10. The former:
 - (i) Academic Board of the Existing Polytechnic will continue as the Academic Committee of the Board, and the former members of such Academic Board will continue as the members of the new Academic Committee.

Board committees/sub-committees

- 11. The **sub-Committees** of the Council of the Existing Polytechnic listed in paragraph U above will continue as committees of the Board with the name(s) and purposes set out in that paragraph, on the basis that the Board will appoint the new members of each committee and/or subcommittee (as the case may be) at the next Board meeting.

Execution of written resolutions and Approved Documents by counterpart and electronic signature

- 12. These resolutions and the Approved Documents may be signed:
 - (i) through the application of an individual signatory's electronic signature, where the individual has expressly authorised such use of his or her electronic signature; and/or
 - (ii) in any number of counterparts, including by PDF copy, each of which is be deemed to be an original and, when taken together, constitutes the same document.

DATED 2 April 2020

Signed by

Chairperson (D T Arseneau)

Deputy Chairperson (M Taite-Pitama)

Director (B Thompson)

Director (A Leslie)

Director (J Cartwright)

Director (N Lamont)

Director (M Bain)

Director (M Geddes)

Appendix A - Directors of the Company

| | Name of Director |
|----|--|
| 1. | <i>Dr Thérèse Arseneau (Chairperson)</i> |
| 2. | <i>Melanie Taite-Pitama (Deputy Chairperson)</i> |
| 3. | <i>Murray Bain</i> |
| 4. | <i>Jane Cartwright</i> |
| 5. | <i>Maryann Geddes</i> |
| 6. | <i>Nettles Lamont</i> |
| 7. | <i>Andrea Leslie</i> |
| 8. | <i>Bryn Thompson</i> |

Ara Institute of Canterbury Limited

(the Company)

Directors' certificate relating to payment of remuneration or benefits to directors

(Section 161(4) Companies Act 1993)

Payment of remuneration or benefits to directors

The persons named below, being all of the directors of the Company who voted in favour of resolutions dated on or about the date of this certificate (the **Board Resolutions**) authorising, amongst other things, the Company to pay directors fees as follows (with effect from 1 April 2020 for each financial year):

| | Name of Director | Remuneration |
|----|--|---------------------------|
| 1. | <i>Dr Thérèse Arseneau (Chairperson)</i> | <i>\$39,855 per annum</i> |
| 2. | <i>Melanie Taite-Pitama (Deputy Chairperson)</i> | <i>\$24,906 per annum</i> |
| 3. | <i>Murray Bain</i> | <i>\$19,925 per annum</i> |
| 4. | <i>Jane Cartwright</i> | <i>\$19,925 per annum</i> |
| 5. | <i>Maryann Geddes</i> | <i>\$19,925 per annum</i> |
| 6. | <i>Nettles Lamont</i> | <i>\$19,925 per annum</i> |
| 7. | <i>Andrea Leslie</i> | <i>\$19,925 per annum</i> |
| 8. | <i>Bryn Thompson</i> | <i>\$19,925 per annum</i> |

certify that, in their opinion the provision of such remuneration is fair to the Company, upon the following grounds:

- (a) the remuneration has been determined by the Shareholder in accordance with the Fees Framework (as defined in the Crown Entities Act 2004) and has been approved by the Shareholder;
- (b) the remuneration is reasonable and fair to the Company and is appropriate;
- (c) the fees appropriately reflect the time and effort devoted to the Company by the directors, taking into account their role on the board;
- (d) the directors have extensive expertise and experience in the industry in which the Company operates, or otherwise relevant to the industry in which the Company operates; and
- (e) it is beneficial to the Company and its shareholders to remunerate and incentivise directors to encourage and motivate performance by the directors, and align individual director goals with Company goals.

Execution of certificate by counterpart and electronic signature

This certificate may be signed:

- (a) through the application of an individual signatory's electronic signature, where the individual has expressly authorised such use of his or her electronic signature; and/or
- (b) in any number of counterparts, including by PDF copy, each of which is be deemed to be an original and, when taken together, constitutes the same document.

DATED 2 April 2020

Signed

Chairperson (D T Arseneau)

Deputy Chairperson (M Taite-Pitama)

Director (B Thompson)

Director (A Leslie)

Director (J Cartwright)

Director (N Lamont)

Director (M Bain)

Director (M Geddes)

(being all the directors of the Company)