



UCOL LIMITED BOARD MEETING

THURSDAY, 30th APRIL 2020 AT 10:00AM

Meeting to be held via Video Conferencing

Agenda (Part I)

Via Video Conferencing
10.00am

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SCHEDULE 2A, SECTION 48 LOCAL GOVERNMENT OFFICIAL INFORMATION AND MEETINGS ACT 1987

1. The Board Chair resolves that the public be excluded from the following parts of the proceedings of this meeting, namely, agenda items [12] to [20] listed in the table below.

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under Section 48(1) of the Local Government Official Information and Meetings Act 1987, and the interests protected under Section 9 of the Official Information Act 1982, for the passing of this resolution are as follows:

General subject of each matter to be Considered	Reason for passing this Resolution in relation to each matter	Ground(s) under Section 48(1) for the passing of this Resolution
Standing Matters <ul style="list-style-type: none">- Confirmation of Part II Minutes – 3 April 2020 and 20 April 2020- Matters Arising<ul style="list-style-type: none">• Outstanding Business – UCOL Council Action Register	For the reasons set out in the Part I minutes of 3 April 2020 held with public present.	
Information Papers <ul style="list-style-type: none">- Chief of Operations Report- Finance Report- Bi-Monthly Property Report- Chairperson's Report (<i>Verbal</i>)	Enable the institution to carry on without prejudice or disadvantage commercial activities	Section 48(1)(a)(ii) of the Local Government Official Information and Meetings Act 1987 and Section 9(2)(g); (i) and (j) of the Official Information Act 1982
Supplementary Matters	Identify and describe appropriate ground generally under Section 9 of the Official Information Act except Section 9(2)(g); (i) and (j)	Section 48(1)(a)(ii) of the Local Government Official Information and Meetings Act 1987 and Section 9(2)(g); (i) and (j) of the Official Information Act 1982
General Business	Enable the institution to carry on without prejudice or disadvantage commercial activities	Section 48(1)(a)(ii) of the Local Government Official Information and Meetings Act 1987 and Section 9(2)(g); (i) and (j) of the Official Information Act 1982

This Resolution is made in reliance on Section 48(1)(a) of the Local Government Official Information and Meetings Act 1987 and the particular interest(s) protected by Section 6 or Section 7 of that Act or Section 6 or Section 9 of the Official Information Act 1982, as the case may require, which would be prejudiced by the holding of the relevant part of the proceedings of the meeting in public (give particulars).

The Board Chair moves that the following members of the public remain for Part II being staff of the institution who are not Board members, namely: Lyal French-Wright, Brian Trott (Items 10 and 11 only), Carol Christison (Company Secretary) and Paula Birchall (Board Secretary).

Note: Section 48(4) of the Local Government Official Information and Meetings Act 1987 provides that every resolution to exclude the public shall be out at a time when the meeting is open to the public and the text of that resolution (or copies thereof) shall:

- (a) Be available to any member of the public who is present; and
- (b) Shall form part of the minutes of the local authority.

Register of Interests

NZIST Subsidiary Board of Directors of Universal College of Learning Limited As at 1st April 2020

Directors

NAME	INTEREST DECLARED	Date Effective	Date Ceased
Steve Maharey (Chairman)	<ul style="list-style-type: none"> Steve Maharey Ltd Pharmac (Chair) Education New Zealand (Chair) Wellington NZ (Director) Finance, Procurement and Information Technology (FPIM), Ministry of Health (Board Member) Atlantis Group of former Ministers of Education, Varkey Foundation (Member) Te Aho Tamaka – Manawatu Leaders Group 		
Katarina Hina	<ul style="list-style-type: none"> Te Runanga o Nga Wairiki Ngati Apa (Strategic Lead) Te Manu Atatu Maori Business Network (Board Member) 		
Lyal French-Wright	<ul style="list-style-type: none"> UCOL Council (Councillor) NZIHT (Director) WITT Ltd (Director) Taranaki Rigby Football Union (Vice President) 	2019 2020	Nov 2019
Mark Cleaver	<ul style="list-style-type: none"> Cleaver Family Trust (Trustee) Zena Elsie Orr Memorial Trust (Trustee) Zambezi Holdings Ltd (Director/Shareholder) Rawhitiroa Forest Partnership (Director/Shareholder) Aero Sports Protection Ltd (Shareholder) Cricket & Hockey Holdings Ltd (Shareholder) Narrative Muse Ltd (Nominee Shareholder) CompressTech Ltd (Director) Hyper-Analytics R&D (Director) Hyperceptions Ltd (Director) MVL Robotics Ltd (Director) SkillTracker Ltd (Director) 	2006 2012 1997 2008 2004 2014 2019 2017 2016 2018 2019 2016	
Verne Atmore	<ul style="list-style-type: none"> UCOL Council (Councillor) Equine Lifestyle Equipment Ltd (Director) Tru-Test Group (General Manager NZ) DC & VH Atmore Partnership (Partner) Agtrac Services Limited (Director) Datamars SA (VP Livestock Management Solutions) 	2015 2005 2008 Ongoing 2017 2019	2020 2018 2018

Lorraine Stephenson			
Linda Stewart	<ul style="list-style-type: none"> Economic Development New Zealand (Director) Central Economic Development Agency (Chief Executive) 		Current Current
Barry Jordan	<ul style="list-style-type: none"> Peachstone Limited (Shareholder and Director of commercial mediation business) Victoria University - Brian Picot Chair in Ethical Management (Advisory Board Member) (pro-bono) Southern Institute of Technology Limited (Director) Onslow College Hockey (Treasurer) (pro-bono) AMINZ (Board Advisory) (pro-bono) Deloitte (Forensic and Insolvency Partner) NZIST (Establishment Board Chair) Karori Junior Hockey Club (Treasurer) 	2008 2019 2017	Current Current Current Current Current 2018 2020 2020

Universal College of Learning Limited
(the Company)

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

3 April 2020 at 10:00am

Minutes

These are the minutes of a meeting of the board of the Company held on 3 April 2020 by Zoom.

Present

Directors present:

Steve Maharey, Mark Cleaver, Linda Stewart, Verne Atmore, Katarina Hina, Barry Jordan and Lorraine Stephenson.

Steve Maharey acted as chairperson of the meeting.

Other attendees present:

Lyal French-Wright (Chief of Operations)
Paula Birchall (Board Secretary)
Erin Lincoln (Staff Member)
Carol Christison (Staff Member)
Riki Anderson (Staff Member)
Christine Beech (Staff Member)

Introductions

Board members were welcomed by the Chairman. Each Board member introduced themselves and provided an overview of their background.

Apologies

There were no apologies received.

Quorum

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

Register of Interests

Board members were asked to send their interests to Paula Birchall, Board Secretary.

Items not on the Agenda

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

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.

Discussion took place around the appointment of a Company Secretary. A nomination was received for Ms Carol Christison, UCOL's Director Corporate Assurance and Risk. Board members agreed to the nomination.

Discussion took place around the appointment of a Deputy Chair. It was proposed to not appoint a Deputy Chair at this meeting and it was agreed that this be discussed and resolved at the Induction meeting on Monday 6th April. The Chairman asked Board members to put forward their interest to Paula Birchall, Board Secretary.

Academic Committee / Academic Structure – It was noted by the Board that the Academic Committee would continue in the same way it has been, it will be an Advisory Committee to the Board and not open to the public.

In particular, the directors:

- 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
- 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.

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.

Moved: Mark Cleaver
Seconded: Katarina Hina

Carried
Unanimous

Covid-19 Briefing

The Chief of Operations provided the Board with a briefing on UCOL's response to Covid-19. It was confirmed that there had been no Covid-19 cases relating to either staff or students of UCoL.

Christine Beech was commended for the quality of communications that have been sent out.

Discussion took place regarding international education. Barry Jordan noted for the benefit of other Board members that a decision has been made by the TEC and the Minister of Education that this year funding would be frozen and therefore there will be no clawbacks in 2020.

The Chairman thanked the Chief of Operations for the Covid-19 update.

The Chairman commented that there are two Committees that will require new membership. It was agreed that these be discussed and resolved at the Induction meeting on 6th April. The Chairman asked Board members to consider membership of the Audit and Risk Committee and the Personnel Committee and register their interest or put forward nominations to Paula Birchall, Board Secretary.

General Business

There were no items of general business.

Exclusion of the Public

The Chairman moved that the public be excluded from the following parts of the proceedings of this meeting.

The general subject of each matter to be considered while the public is excluded, the reason for passing this resolution in relation to each matter, and the specific grounds under section 48(1) of the Local Government Official Information and Meetings Act 1987 for the passing of this resolution are as follows:

General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
Chief Executive Discussion	The public conduct of the whole or the relevant part of the proceedings of the meeting would be likely to result in the disclosure of personal information.	Section 48(1)(a)(ii) and Section 7(2)(a) of the Local Government Official Information and Meeting Act 1987.

The Chairman thanked the members of the public for attending.

Dated:

Signed as a correct record

Chairperson

Schedule – First Board Meeting Resolutions

Universal College of Learning Limited

(the **Company**)

Board Resolutions

Passed as written resolutions of the board of directors pursuant to the Companies Act 1993 (the **Act**)

NOTED

Background

The Education (Vocational Education and Training Reform) Amendment Act 2020 (the **Amendment Act**) has been enacted as part of the Reform of Vocational Education (**RoVE**), one of the four major reviews in the Government's Education Work Programme. The Amendment Act amends the Education Act 1989 (**Education Act**). The purpose of RoVE is to create a cohesive vocational education system in New Zealand with employers, learners, regions and communities at its centre.

The Amendment Act establishes the New Zealand Institute of Skills and Technology (**NZIST**) as a tertiary education institution under the Education Act and as a Crown entity under the Crown Entities Act 2004 (**CE Act**). The Amendment Act also converts the 16 current Institutes of Technology and Polytechnics, including the Universal College of Learning (an **Existing Polytechnic**) to wholly-owned Crown entity subsidiary companies of NZIST (each, an **NZIST Subsidiary**).

The Company was incorporated pursuant to the Education Act on 1 April 2020 (the **Commencement Date**) as an NZIST Subsidiary, and the Registrar of Companies issued a certificate of incorporation for the Company on 1 April 2020. The Company wishes to deal with certain preliminary matters in relation to its incorporation.

Incorporation and administrative matters

Company details

- A. The Company was incorporated pursuant to the Amendment Act on 1 April 2020. The Registrar of Companies issued a certificate of incorporation for the Company on 1 April 2020.
- B. The Company has notified the Registrar that the registered office and address for service of the Company is:

19 Princess Street
Palmerston North 4442
- C. Pursuant to section 41(3) of the Financial Reporting Act 1993, the balance date of the Company is fixed as 31 December, the last day of the academic year, as defined in section 159(1) of the Education Act.

Companies Act 1993 compliance obligations

- D. The Company appoints Carol Christison as Company Secretary of the Company.
- E. NZIST consented to act as sole shareholder (the **Shareholder**) of the Company in accordance with section 12(1)(d)(i) of the Companies Act 1993 (the **Companies Act**) and was named as Shareholder in the application for registration of the Company (the **Application**).
- F. Pursuant to section 41(a) of the Companies Act, the Company has issued to the Shareholder the number of shares specified in the Application, being the number of shares to be issued to the Shareholder pursuant to clause 29(1)(c) of Part 10 of Schedule 1 of the Education Act (being 100 shares).

- G. In accordance with section 87 of the Companies Act, the name, the number of shares and the other required details of the Shareholder have been or will be entered in the share register of the Company.

Constitution

- H. Pursuant to section 12(1)(f) of the Companies Act, the Application included a constitution of the Company (the **Constitution**), which was accordingly adopted by the Company on incorporation.

The provisions of the Constitution:

- (i) include a list of "Reserved Matters" in Schedule 2 which require approval by the Shareholder as the parent company; and
- (ii) allow the Shareholder as the parent company to issue Operational and Financial Parameters Directions (**OFP Directions**) from time to time, which the Company must comply with. The Company has received an OFP Direction dated 1 April 2020 from the Shareholder (the **Initial OFP Direction**).

Directors

- I. Pursuant to sections 152 and 153(1) of the Companies Act, the persons listed at Appendix A (the **Directors**, and each a **Director**):
- (i) have consented to act as Directors of the Company; and
 - (ii) were named as such in the Application and accordingly hold office as Directors of the Company.
- J. The Company has received the Shareholder's approval of the amount of director's fees payable to each Director of the Company for each financial year, which has been determined by the Shareholder in accordance with the Fees Framework (as defined in the Crown Entities Act 2004) (the **Directors' Fees Approval**). The Fees Framework also provides that each Director is entitled to be paid for all reasonable travel, accommodation and other expenses incurred by him or her in connection with his or her attendance at meetings, or otherwise in connection with the Company's business.
- K. In accordance with clause 12.5 of the Constitution, the Shareholder has appointed Steve Maharey as Chairperson of the Board and Verne Atmore as Deputy Chairperson of the Board.

Rights, assets and liabilities of Existing Polytechnic

- L. Pursuant to clause 36 of Part 10 of Schedule 1 of the Education Act, on and after 1 April 2020:
- (i) the rights, assets and liabilities of the Existing Polytechnic vest in the Company; and
 - (ii) unless the context requires otherwise, every reference to the Existing Polytechnic in any enactment (other than the Education Act), or instrument, agreement, deed, lease, application, notice or other document before 1 April 2020 must be read as a reference to the Company.

Same person for purposes of Inland Revenue Acts

- M. Pursuant to clause 37 of Part 10 of Schedule 1 of the Education Act, for the purposes of the Inland Revenue Acts (as defined in section 3(1) of the Tax Administration Act 1994), the Company must be treated as the same person as the Existing Polytechnic.

Employees of Existing Polytechnic

- N. Pursuant to clause 38 of Part 10 of Schedule 1 of the Education Act, on and after 1 April 2020, every employee of the Existing Polytechnic becomes an employee of the Company on the same terms and conditions that applied to that person immediately before they became an employee of the Company.

Chief Executive

- O. Pursuant to clause 38 of Part 10 of Schedule 1 of the Education Act, the Chief Executive of the Existing Polytechnic becomes the Chief Executive of the Company.

Existing Statutes and Regulations

- P. Clause 44 of Part 10 of Schedule 1 of the Education Act provides that, unless the context requires, a reference to the Existing Polytechnic in any enactment (other than the Education Act) must be read as a reference to the Company.
- Q. All existing statutes and regulations enacted by the Existing Polytechnic pursuant to section 194 of the Education Act will therefore continue to apply (to the extent that such statutes and regulations are not inconsistent with the provisions of the Education Act as amended by the Amendment Act).

Existing delegations, rules, policies, procedures and other documents of Existing Polytechnic

- R. The Company proposes to (and will procure that all and any Crown entity subsidiaries of the Company will) comply with, and confirm 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, including the Initial OFP Direction.
- S. The Company proposes to (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 Operational and Financial Parameters Direction provided by NZIST to the Company as contemplated by the Constitution, including the Initial OFP Direction.

Academic Board and Academic Board Sub-Committees

- T. The Company proposes that the former:
- (i) Academic Board of the Existing Polytechnic continues as the Academic Committee of the Board. The Company proposes that the former members of such Academic Board will continue as the members of the new Academic Committee; and
 - (ii) Academic Board Sub-Committees of the Existing Polytechnic continue as Academic Committee Sub-Committees of the Board. The Company proposes that the former members

of such Academic Board Sub-Committees will continue as the members of the new Academic Committee Sub-Committees.

Existing Council Committees and Sub-Committees

- U. The Company proposes that the following committees of the Council of the Existing Polytechnic continue as committees of the Board with the purposes set out below:
- (i) Audit and Risk Committee with the purpose of assisting the Board to fulfil its responsibilities in relation to the oversight on strategic matters relating to:
 - a. financial planning and strategy;
 - b. financial control and integrity;
 - c. legal compliance
 - d. financial reporting; and
 - e. monitoring of risk and performance
 - (ii) Chief Executive Performance Review Committee, with the purpose of assisting the Board to fulfil its responsibilities in relation to the oversight of the performance and remuneration of the Chief Executive.
- V. The Board will appoint the new members of each committee and/or subcommittee (as the case may be) at the next Board meeting.

Indemnities and insurance

- W. The Company proposes to enter into a deed of indemnity in respect of its Directors. Clause 14 of the Constitution provides for the Company to indemnify its directors for any costs referred to in section 162(3) of the Companies Act and any liability or costs referred to in section 162(4) of the Companies Act, subject to the Company obtaining the approval of its Shareholder and the directors of the Company (the **Indemnity Approval**).
- X. Pursuant to a meeting of the NZIST Council of 1 April 2020, the Shareholder has approved the form of deed of indemnity the Company proposes to enter into (the **Deed of Indemnity**), a copy of which has been circulated to the Directors.
- Y. Pursuant to a meeting of the NZIST Council of 1 April 2020, the Shareholder resolved to effect directors' and officers' insurance cover for the board of the Company under a group insurance policy, with effect from 1 April 2020. A summary of the terms of that cover is set out in the letter from Marsh dated 31 March 2020, which has been circulated to the Directors.

Disclosure of interests

- Z. The Directors have declared their interests (for the purposes of sections 139 and 140 of the Companies Act) to the Board in relation to the above matters (including the grant of the indemnity and the effecting of insurance referred to in paragraphs X to Y above) and generally in respect of other relationships that give rise to an interest (the **Directors' Interests**) and have directed that the nature and extent of their interests be entered into the Company's interests register.

Execution of written resolutions and approved documents by counterpart and electronic signature

- AA. It is proposed that these Board Resolutions and any other documents approved in such Board Resolutions which require signature by one or more directors (**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 to be deemed to be an original and, when taken together, constitutes the same document.

RESOLVED (as a resolution in writing) that:

Incorporation and administrative matters

Company administration matters

1. With effect from the date of this resolution, Carol Christison be appointed as Company Secretary of the Company.

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 Company Secretary 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 Company Secretary 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 Company Secretary 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:
 - (iii) the Education Act and the CE Act (each as amended by the Amendment Act);
 - (iv) the Companies Act 1993; and
 - (v) 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 and Academic Board Sub-Committees

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; and
 - (ii) Academic Board Sub-Committees of the Existing Polytechnic will continue as Academic Committee Sub-Committees of the Board. The Company proposes that the former members of such Academic Board Sub-Committees will continue as the members of the new Academic Committee Sub-Committees.

Board committees/sub-committees

11. The 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 6 April 2020

Signed by

Chairperson

Deputy Chairperson

Director

Director

Director

Director

Director

Director

Appendix A - Directors of the Company

	Name of Director
1.	Steve Maharey (Chair)
2.	Verne Atmore (Deputy Chair)
3.	Katarina Hina
4.	Linda Stewart
5.	Lorraine Stephenson
6.	Mark Cleaver
7.	Lyal French-Wright
8.	Barry Jordan

Universal College of Learning Limited

(the Company)

Directors' certificate relating to payment of remuneration or benefits to directors and the cost of effecting the insurance

(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.	Steve Maharey (Chair)	\$33,490
2.	Verne Atmore (Deputy Chair)	\$20,931
3.	Katarina Hina	\$16,745
4.	Linda Stewart	\$16,745
5.	Lorraine Stephenson	\$16,745
6.	Mark Cleaver	\$16,745
7.	Lyal French-Wright	\$16,745
8.	Barry Jordan	\$16,745

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 6 April 2020

Signed

Chairperson

Deputy Chairperson

Director

Director

Director

Director

Director

Director

(being all the directors of the Company)

PART I MINUTES

Meeting was held via Zoom
The meeting started at 1.00pm

Present: Mr Steve Maharey (Chair), Ms Verne Atmore, Mr Mark Cleaver, Ms Katarina Hina, Ms Lorraine Stephenson, Mr Barry Jordan, Ms Linda Stewart.

In Attendance: Mr Lyal French-Wright (Chief of Operations), Ms Carol Christison (Company Secretary), Ms Paula Birchall (Board Secretary).

1. Update on Chief Executive

- The Chair provided a brief update on the Chief Executive.

2. Chief of Operations Update

- The Chair provided a brief update on the Chief of Operations.

3. Deputy Chair Position

- Ms Verne Atmore was nominated for the Deputy Chair position.

1/1 IT WAS MOVED (M. Cleaver) AND
SECONDED (B. Jordan) THAT MS VERNE
ATMORE BE APPOINTED AS DEPUTY
CHAIR FOR THE BOARD.

CARRIED
UNANIMOUS

4. Audit and Risk Committee

- The Chair noted that Ms Verne Atmore was the previous Chair of the Audit and Risk Committee and requested nominations.
- The Committee requires 4 members of the Board and 1 external member. The external member will be considered at a later date.
- Nominations were received from Mr Barry Jordan, Mr Mark Cleaver, Ms Linda Stewart and Mr Lyal French-Wright.

1/2 IT WAS MOVED (S. Maharey) AND
SECONDED (L. Stephenson) THAT THE
NOMINATIONS FOR THE AUDIT AND RISK
COMMITTEE BE ACCEPTED.

CARRIED
UNANIMOUS

1/3 IT WAS MOVED (V. Atmore) AND
SECONDED (L. French-Wright) THAT MR
BARRY JORDAN BE APPOINTED AS CHAIR
FOR THE AUDIT AND RISK COMMITTEE.

CARRIED
UNANIMOUS

5. Personnel Committee

- It was noted that the Board Chair, Mr Steve Maharey and the Deputy Chair, Ms Verne Atmore are elected members of this Committee.
- The Chair asked for 2 nominations from the Board. Nominations were received from Ms Katarina Hina and Ms Lorraine Stephenson.

1/4 IT WAS MOVED (L. Stewart) AND
SECONDED (B. Jordan) THAT THE
NOMINATIONS FOR THE PERSONNEL
COMMITTEE BE ACCEPTED.

CARRIED
UNANIMOUS

- The Chair put forward a suggestion and asked the Board to consider whether a People and Culture Committee should be established. The Committee would cover issues in relation to Health and Safety but would also take an interest in the people in the Institution and the changing culture of the Institution.

6. Board Meeting Dates

- The proposed meeting dates of 30 April, 28 May and 25 June were discussed.

7. General Business

There were no items of general business.

The meeting closed at 3.00pm.

Dated:

Signed as a correct record

Chairperson

Part I

Paper 03/20: Finance Report

1. Purpose

To present the summarised results for the period ended 29 February 2020.

2. Executive Summary

Summarised Finance Report

The 2020 financial year to date sees revenue that is negative to budget and expenses which are favourable to budget leading to a net deficit of \$4,104,000 which is behind budget by \$1,551,000.

February 2020	Note	2020 Year to Date Actual \$000	2020 Year to Date Budget \$000	Variance \$000
Revenue	1	\$3,328	\$5,778	(\$2,450)
Expenditure	2	\$7,432	\$8,331	\$899
Net Surplus	3	(\$4,104)	(\$2,553)	(\$1,551)
Capital Expenditure	4	\$1,330	\$2,243	\$913
Working Capital	5	68.9%	62.3%	6.6%
Cash In/Cash Out		178%	125%	53%
Current Monetary Assets (000's)	6	\$16,313	\$9,877	\$6,436
Debt/ Equity Ratio		4.0%	3.8%	(0.2%)

Notes:

1. Revenue is behind budget.
2. Expenditure is favourable to budget.
3. Net Surplus is behind budget due to a negative revenue variance.

4. CAPEX is behind budget for project timing reasons.
5. Working capital is favourable to budget due to current assets being greater than budget, the most significant item being Cash at Bank.
6. Cash is ahead of budget due to operating cash flows being ahead of budget and investing cash out flows being behind budget.

The Year End Finance Report that was presented at the last Council meeting is attached for information (Refer: [Appendix I](#)).

3. Recommendation

It is recommended that the Board:

1. **Receives** the Finance Report for the period ended 29 February 2020.

Brian Trott (Chief Financial Officer) on behalf of
Lyal French-Wright
Chief of Operations

Date: 22 April 2020

Attachments

Appendix I - Year End Finance Report (31 December 2019).

Part I

Paper 02/20: Year End Finance Report

1. Purpose

To present Council with the summarised results for the period ended 31 December 2019.

2. Executive Summary**Summarised Finance Report**

The 2019 financial year to date sees revenue that is negative to budget and expenses which are favourable to budget leading to a net deficit of \$1,191,000 which is behind budget by \$2,093,000.

December 2019	Note	2019 Year to Date Actual \$000	2019 Year to Date Budget \$000	Variance \$000
Revenue	1	\$46,275	\$48,774	(\$2,499)
Expenditure	2	\$47,458	\$48,024	\$566
Net Surplus	3	(\$1,191)	\$902	(\$2,093)
Capital Expenditure	4	\$3,448	\$5,542	\$2,094
Working Capital	5	86.7%	103.2%	(16.5%)
Cash In/Cash Out		101%	107%	(6%)
Current Monetary Assets (000's)	6	\$9,864	\$11,154	(\$1,290)
Debt/ Equity Ratio		4.0%	4.1%	0.1%

Notes:

1. Revenue is behind budget.
2. Expenditure is favourable to budget with a positive variance.

3. Net Surplus is behind budget due to a negative revenue variance.
4. CAPEX is behind budget.
5. Working capital is behind budget due to current assets being less than budget, the most significant item being Cash at Bank.
6. Cash is behind budget due to investing cash inflows being behind budget, the most significant item being a delay in the disposal of surplus property.

3. Background

Nil to report.

4. Current Issue

Nil to report

5. Options

Nil to report.

6. Recommendation

It is recommended that Council

1. **Receives** the Finance Report for the year ended 31 December 2019.

Brian Trott (Chief Financial Officer) on behalf of
Lyal French-Wright
Chief of Operations

Date: 9 March 2020

Part I

Paper 04/20: Safety and Wellbeing Report

1. Purpose

This report is provided to assist the Board in the discharge of their responsibilities enabling them to exercise their due diligence under the Health and Safety at Work Act 2015.

2. Executive Summary

Below is the monthly update for Risk Management, the Wellbeing Programme and Notifiable, Illnesses, Incidents and Events.

3. Background – Risk Management

3.1 Coronavirus (Covid-19):

Throughout March, Covid-19 became a rapidly evolving situation which required the activation of the full Incident Management Team. The team meet regularly to share information and track UCoL's readiness to respond should there be a confirmed case of Covid-19 on any of our campuses. Daily monitoring and updates from the Ministry of Health and MidCentral District Health Board allowed the Incident Management Team to make and implement decisions to ensure UCoL was meeting the Ministry of Health requirements.

When the World Health Organisation declared a worldwide pandemic and the New Zealand Government implemented their Level 3 and then 48 hours later took us to Level 4, UCoL had already started its planning for an eventual shutdown. The Alert Level 4 announcement meant all UCoL staff and students would move to working remotely from their home and academic staff prepared for online course delivery.

For the limited amount of lead-in time, UCoL was well prepared for the Level 4 lockdown with only a small amount of issues to address overall.

Once this event is over UCoL will be a different Tertiary provider in the way we deliver our programmes and interface with our students and staff. This will be our next challenge which will involve everyone (staff, students and contractors).

3.2 Notifiable Injuries, Illnesses, Incidents and Events

There have been no UCoL notifiable events over this month.

4. Current Issues

Covid-19 – management of situation and timely communications to staff, students and when required, contractors.

5. Options

Nil to report.

6. Recommendation

It is recommended that the Board:

1. **Receives** the Safety and Wellbeing Report for the period ended 31 March 2020.

Sylvie Hickton (Health and Safety Manager) on behalf of
Lyal French-Wright
Chief of Operations

Date: 22 April 2020

Part I

Paper 05/20: Academic Report

1. Purpose

This report will focus on educational delivery and outcomes in consideration of UCoL's key strategic story and the ongoing Continuous Quality Improvement initiatives that support the strategic story.

2. Executive Summary

Activities of the Education and Applied Research (EAR) and Quality teams for March and the first 3 weeks of April 2020 included: Ongoing planning for re-establishing operations at the Taratahi Campus, collaborating with key ITOs, establishing an Agreement for Delivery of Teaching and Learning with Western Institute of Technology and reviewing our EFTS position at the end of Semester 1 followed by planning for the remainder of 2020 to ensure we reach target. The end of March Covid-19 lockdown brought significant implications to our teaching and learning and over the last 3 weeks extensive planning, training, and resourcing has been required to quickly move to a blended delivery approach.

3. Background

Further work was undertaken by the consortia bidding to re-establish operations at the Taratahi campus with a half day meeting at the UCoL Manawātū campus on 3 March 2020 with the Primary ITO, Eastern Institute of Technology (EIT) and Steve Grevatt (Ex-Taratahi) attending. This related to a request from the liquidators to provide details around the financials to get the Campus fit for delivery and other costs related to recommencement of delivery not covered by SAC funding. There is an increasing level of uncertainty around the bid now and the Chief Executives of UCoL, EIT, and the Primary ITO are seeking advice from NZIST around how we proceed.

The Executive Director, Education and Applied Research and Executive Deans have met with 6 of the 10 key ITOs over March with another meeting scheduled in May. These meetings were to open the lines of communications as we move into the NZIST. The response to date has been very positive and there are already good links for many of our academic areas to these entities which we can build on.

The Healthcare and Social Assistance Project is progressing and we will be in a position to provide the Subsidiary Board with information at the next weight point when we are able to go out for tender bids to get a firm cost for consideration in May-June (subject to Covid-19 restrictions). This project has also gone forward to government as a 'shovel ready' project with an initial decision due at the end of April 2020 as to whether this has been selected for progressing to the next stage where a full application is to be provided.

An Agreement for Delivery of Teaching and Learning was established with Western Institute of Technology (WITT) to sub-contract them to deliver the New Zealand Certificate in Carpentry Level 4 with the revenue being split. This enabled delivery to commence in the Taranaki region whilst WITT awaited NZQA approval to deliver their own programme. This is a fantastic example of how ITPs are collaborating to ensure learners have a range of education and training opportunities across New Zealand in the way in which NZIST will have envisaged.

Meetings occurred in March to review our EFTS position at the end of Semester 1 and commence planning for the remainder of 2020. This included determining where we are sitting against our target EFTS, what shortfall we may have and measures we can put in place to minimise this, including increasing occurrences of well performing programmes, broadening our delivery or exiting programmes with low uptake and reforecasting costs against these programmes.

The Government's decision to move to Covid-19 alert level 4 brought significant implications as well as opportunities to our teaching and learning at UCoL. In the 48 hours proceeding the announcement to move to level 4 a Teaching and Emergency Response Plan was developed to enable planning and preparations to commence for moving to a fully online teaching approach (More on Moodle). To inform the planning three workshops were held with Executive Deans, Heads of Schools, Executive Directors and Learning Technologies personnel to analyse the programme portfolio for each Faculty, and achieve preliminary analysis of readiness for fully online delivery. This revealed the priority programmes where schools had preferred face to face teaching and where the greatest need would be for staff capability development and resource development. The resulting plan included an action list, relevant people to lead these actions, milestones required, resourcing gaps and how these gaps could be filled. A committee comprising of the Executive Director Education and Applied Research and Personal Assistant, Executive Director Quality, the Executive Deans and the Senior Administration Services Manager meet daily to determine how we are tracking, discuss further requirements, information and roadblocks and plan solutions to ensure content for online delivery is ready for a target date of 28 April 2020 when teaching fully online will begin. This will continue until the Incident Management Team determines this to be no longer required.

TANZ eCampus have reached out to the TANZ ITPs to further roll out our access to their resource repository, Equella. This was achieved in a very short time frame and with relative ease. The Learning Technologies Adviser balanced this set up work against time away from the More on Moodle initiative for a short period to achieve this. The resources are those used in the TANZ eCampus programmes of study (fully

online teaching) mostly in business, administration and ICT. UCoL tend to not offer the same programme face to face if it can be studied online. Nevertheless, there are expected to be some of the Equella resources that our teachers can use as they put more content and teaching in Moodle.

NZQA have made several just-in-time accommodations and interpretations within the NZQA rules for English language proficiency evidence, in response to the Covid-19 Level 4 lockdown and its impact on teaching, learning and the changes we are having to make to programmes of study. These have been technical and logical and provide for ongoing assurance of the quality of delivery. The ITP sector began exploring with NZQA very early in lockdown how we might teach online into other countries, for example programmes of study that have a pathway to a NZ bachelor's degree. The rules and processes for the latter remain complex and take a lot of time. Discussions on this with NZQA continue from the Chief Executive level of the ITPs.

The Te Atakura work of its coaches with teaching staff has made a transition to a virtual format using remote contact, phone, email, Moodle and Collaborate (synchronous online engagement with teachers). While challenging for a relationship-based initiative, coaches and staff alike report that they are finding new ways to complete communities of practice processes, sensitive feedback, and contribute to a maintenance of 'relationship' in the online teaching and learning space.

4. Current Issue

The unprecedented situation related to Covid-19 will provide some challenges in terms of assessing the effect on UCoL's learners and how they can progress in their studies. The institutional teaching and learning response has been phenomenal but we are limited in the discharge of some of our core functions that students rely on for supporting their studies that social isolation with no doubt exacerbate. This, combined with their own personal situations, may have an as yet undetermined effect on their ability to remain in study.

5. Options

In the words of Winston Churchill "never waste a good crisis"! This event has given UCoL from a teaching and learning perspective the option to grasp the online learning aspects of the blended learning intentions outlined in the Teaching and Learning Strategy (2018-2021) and staff have mostly done so exceptionally. There will be things learned from the Covid-19 response that will transfer to a) our revised Business Interruption Plans and b) (more importantly) be adopted as a Business as Usual approach to future delivery to our learners. This event will change the landscape for our future learners for the better.

6. Recommendation

It is recommended that the Board:

1. **Receives** the Academic Report.

Dr Jerry Shearman (Executive Director Education and Applied Research) and Gianetta Lapsley (Executive Director Quality) on behalf of
Lyal French-Wright
Chief of Operations

Date: 22 April 2020