

Appendix E: NZIST Subsidiary Directors

	Name of Director	Annual Fees	Chairperson / Deputy Chairperson / Director
1. Ara Institute of Canterbury Limited			
o ff	out of scope		
2. Eastern Institute of Technology Limited			
o ff	out of scope		
3. Manukau Institute of Technology Limited			
1.	Peter Winder	\$39,855	Chair
2.	Fale Andrew Lesa	\$19,925	Director
3.	Monique Cairns	\$19,925	Director
4.	Peter Parussini	\$19,925	Director
5.	Robert Reid	\$19,925	Director
6.	Steven Renata	\$19,925	Director
7.	Ziena Jalil	\$19,925	Director
4. Nelson Marlborough Institute of Technology Limited			
o ff of s c o p e			

	Name of Director	Annual Fees	Chairperson / Deputy Chairperson / Director
o ff of	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
5. Northland Polytechnic Limited			
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
6. Otago Polytechnic Limited			
o ff of	out of scope	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
7. Southern Institute of Technology Limited			
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
8. Tai Poutini Polytechnic Limited			
o ff of s c	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]

	Name of Director	Annual Fees	Chairperson / Deputy Chairperson / Director
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
9. The Open Polytechnic of New Zealand Limited			
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	out of [REDACTED]
10. Toi Ohomai Institute of Technology Limited			
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
11. Unitec New Zealand Limited			
1.	Peter Winder	\$39,855	Chair
2.	Fale Andrew Lesa	\$19,925	Director
3.	Monique Cairns	\$19,925	Director
4.	Peter Parussini	\$19,925	Director
5.	Robert Reid	\$19,925	Director
6.	Steven Renata	\$19,925	Director
7.	Ziena Jalil	\$19,925	Director
12. Universal College of Learning Limited			
o ff of s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]

	Name of Director	Annual Fees	Chairperson / Deputy Chairperson / Director
o ff s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	out of scope	[REDACTED]
13. Waikato Institute of Technology Limited			
o ff s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
14. Wellington Institute of Technology Limited			
o ff s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
15. Western Institute of Technology at Taranaki Limited			
o ff s c o p e	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]

	Name of Director	Annual Fees	Chairperson / Deputy Chairperson / Director
16. Whitireia Community Polytechnic Limited			
Office of Sec o p e r i t	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]

Appendix F: Form of Conditional Director Appointment Letter

Barry Jordan
Chair – NZIST Establishment Board
barry.jordan@istestablishment.ac.nz

[name]

By email: [emailaddress]

6 March 2020

Dear [name]

RoVE - Director's Conditional Letter of Appointment - [insert NZIST Subsidiary] Limited

On behalf of the Establishment Board, I would like to congratulate you on your appointment as a director (**Director**) [and [Chairperson][Deputy Chairperson]] of [insert NZIST Subsidiary] Limited (the **Company**). Thank you for agreeing to serve in this important role. We are very much looking forward to working with you to take the Company forward in this next stage of the Government's Reform of Vocational Education programme and welcome your expertise and experience.

This letter sets out the formal terms of your appointment as a Director, along with other background information relating to your new role. Further information will be provided at a formal induction day as detailed in this letter.

Background to appointment

The Company will be incorporated as a wholly-owned Crown entity subsidiary company of the New Zealand Institute of Skills and Technology (**NZIST**) on 1 April 2020 (the **Commencement Date**).

NZIST and the Company will be established under the provisions of the Education (Vocational Education and Training Reform) Amendment Act 2020 (the **Amendment Act**), which amends the Education Act 1989 (**Education Act**) and other relevant legislation. While the Amendment Act empowers NZIST to appoint Directors of the Company, NZIST and its Council will not legally exist until the Commencement Date. However, pursuant to the Companies Act 1993 (**Companies Act**), the Company must be incorporated with at least one Director and must also meet the Board composition requirements under the Amendment Act.

The Minister of Education has asked the NZIST Establishment Board (**Establishment Board**), pursuant to a Letter of Expectations to the Chair of the Establishment Board dated 28 August 2019, to undertake tasks required to give effect to the creation in legislation of NZIST and the conversion in legislation of the 16 current Institutes of Technology and Polytechnics (each an **Existing Polytechnic**) to subsidiary limited liability companies incorporated under the Companies Act, in advance of the NZIST Council coming into effect on the Commencement Date.

Accordingly, the Establishment Board wishes to offer you a conditional appointment as a Director of the Company upon the terms and conditions of this Conditional Letter of Appointment. Your appointment is subject to satisfaction of the conditions specified in this letter, including the NZIST Council resolving to ratify the Establishment Board's conditional appointment and give effect to your appointment on and from the Commencement Date.

1. Appointment

- 1.1 Subject to satisfaction of the conditions set out at paragraph 1.2, your appointment as a Director of the Company will commence upon 1 April 2020 and, unless terminated earlier, ends on the date that the Company is dissolved under the Education Act. The Amendment Act provides that the dissolution date is 31 December 2022, although that date may be extended by Order in

Council by the Governor General. NZIST's Council may also dissolve the Company prior to 31 December 2022 in accordance with the provisions of the Amendment Act.

- 1.2 Your appointment as a Director of the Company is contingent upon satisfaction of the following conditions:
 - (a) receipt of your written consent to be a Director of the Company and acceptance of these terms of appointment;
 - (b) ratification and approval of your appointment by resolutions passed by the NZIST Council on the Commencement Date. You should assume that unless the NZIST Council notifies you in writing otherwise on or shortly after 1 April 2020 that your appointment as a Director has been so ratified and approved by the NZIST Council; and
 - (c) there being no material change to your circumstances (e.g., that you continue to reside in the relevant region and/or do not become disqualified from becoming a director pursuant to the relevant sections of the Companies Act, Crown Entities Act 2004 (**CE Act**) or the Education Act).
- 1.3 Your appointment as a Director of the Company is subject to:
 - (a) the Constitution of the Company;
 - (b) the Companies Act, the CE Act, the Education Act and any other applicable legislation; and
 - (c) any policies adopted by NZIST or the Company in relation to governance, from time to time.
- 1.4 Your appointment as a Director is personal to you and you are not allowed to appoint an alternative to attend in your place.
2. **Background to NZIST and the Company**
 - 2.1 The Amendment Act provides that on the Commencement Date, NZIST will be established as a tertiary education institution under the Education Act. It will be a Crown entity for the purposes of the CE Act and is treated as a statutory entity for the purpose of applying the provisions of Part 2 of Schedule 4 of the CE Act and Part 2 of Schedule 13A of the Education Act.
 - 2.2 The main function of NZIST, as New Zealand's largest tertiary education provider, is to create a sustainable, national network of regionally accessible vocational education and training. On the Commencement Date, NZIST will bring together 16 existing Institutes of Technology and Polytechnics, which will convert to new Crown entity subsidiary limited liability companies (each, an **NZIST Subsidiary**). The Company will be an NZIST Subsidiary.
 - 2.3 The legislative framework provides that NZIST must:
 - (a) perform its functions and give effect to its charter efficiently and effectively, and in a financially responsible manner which maintains NZIST's long term viability;
 - (b) operate in a manner consistent with its functions and charter, current statement of intent, and current statement of performance expectations; and
 - (c) meet its statutory and other obligations, including public accountability.
 - 2.4 The Company, as an NZIST Subsidiary, will also be subject to obligations under a framework of legislation (including the Companies Act, CE Act and Education Act). The Company must:

- (a) act consistently with NZIST's functions and charter, current statement of intent and current statement of performance expectations;
 - (b) not do anything that NZIST itself does not have the power to do;
 - (c) exercise its powers only for the purpose of performing, or assisting NZIST to perform, NZIST's functions; and
 - (d) comply with obligations under its Constitution (including the requirement to give effect to NZIST's charter and obtain the approval of NZIST with respect to specified matters).
- 2.5 The Company will also be expected to comply with policies adopted by NZIST and meet the performance expectations set out in any Letter of Expectations issued by NZIST from time to time.

3. **Role of Board**

- 3.1 The Board as a whole is collectively responsible for management of the Company. Its Directors must ensure that the Company is operated in a financially responsible manner, complies with its statutory obligations, supports NZIST in the performance of its functions and gives effect to NZIST's charter.

4. **Induction**

- 4.1 It is important that you are able to participate fully and actively in Board decision-making at the earliest opportunity. As part of this, you will require knowledge about the Company and the environment and statutory context in which it operates.
- 4.2 As part of the director appointment process, the Establishment Board will arrange for you to take part in a formal, all-day induction, to enable you to gain an understanding of:
- (a) the role of NZIST and its subsidiaries (including the Company);
 - (b) the legislative framework applicable to the Company;
 - (c) the Constitution of the Company;
 - (d) the role and responsibilities of the NZIST Council, the Board of the Company, the Chief Executive of the Company and other senior executives; and
 - (e) your rights, duties and responsibilities as a director of a Crown entity subsidiary company.
- 4.3 This formal induction will take place on 19 March 2020 in Wellington. While further details will be provided to you separately, in the first instance you should contact your Existing Polytechnic's CE to co-ordinate your travel arrangements for the induction day.
- 4.4 Following your appointment, the Company will provide you with a separate Company-specific induction so you can meet with the Company's CE and other relevant senior management regarding the Company's financial, strategic, operational and risk management position.
- 4.5 On either 2 or 3 April 2020, the Company will hold its inaugural board meeting to pass resolutions and execute relevant documents. On receipt of this letter you should confirm with your Existing Polytechnic's CE which day you will be available to attend the inaugural board meeting.

5. **Remuneration and expenses**

- 5.1 You will be paid Directors' fees (in accordance with the Cabinet Fees Framework) in relation to your appointment as a Director. The amount of those fees has not been confirmed yet and you

will be notified once a decision has been made. Directors' fees are reviewed from time to time against the Cabinet Fees Framework, or after consultation with the responsible Minister.

5.2 In accordance with the Cabinet Fees Framework, the Company will reimburse you for actual and reasonable and properly documented expenses you incur in performing the duties of your office. Please provide your receipts to the Chief Financial Officer of the Company for reimbursement.

5.3 You will not be paid any compensation or other payment or benefit, on any basis, for ceasing for any reason to hold office.

6. **Time commitment**

6.1 You will be expected to devote appropriate time to the Company in order to be able to contribute to Board discussions, including review of all materials provided to you and to prepare sufficiently ahead of each Board meeting. Attendance at Board meetings will be expected, as well as attendance of occasional additional conference calls and briefings. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

6.2 If there are circumstances where you cannot attend a meeting, your apology should be noted with the Company Secretary.

7. **Directors' insurance and indemnity**

7.1 The Board of the Company will arrange a programme of directors' and officers' liability insurance to cover the term of your appointment.

7.2 This insurance cover will be supplemented by a deed of indemnification from the Company (**Deed of Indemnity**). The approved form of the Deed of Indemnity will be provided separately.

8. **Letter of Comfort**

8.1 All subsidiary companies of NZIST will face a degree of financial pressure and risk. In recognition of those risks and the challenging business environment, the Directors of the Company will be provided with a Letter of Comfort by NZIST as the Company's shareholder. The final form of the Letter of Comfort is yet to be determined, but it is expected to provide comfort to you as a Director that NZIST intends to provide appropriate financial support to the Company (if necessary) to enable it to pay its debts as they become due in the normal course of business.

9. **Outside interests**

9.1 It is accepted and acknowledged that you may have business or personal interests other than those of the Company and have declared any conflicts that are apparent at present pursuant to the Appointment Disclosure, Consent and Certification Form you provided to Penny Stonyer or Julie Saddington part of the director appointment process. Disclosure of interests is a continuing obligation.

9.2 If you become aware of any potential conflicts of interest these should be disclosed to the Chief Financial Officer and Company Secretary as soon as apparent. The agreement of the Board of Directors should be sought before accepting additional commitments involving a similar industry or potential conflict of interest.

9.3 You will not be entitled to vote on matters in which you have a material personal interest depending on the circumstances, unless the relevant resolution is one in respect of which all directors are required to sign a certificate or it relates to the granting of an indemnity or effecting of insurance under section 162 of the Companies Act and sections 122 and 123 of the CE Act.

10. **Independent professional advice**

- 10.1 Occasions may arise when you consider that you need professional advice in furtherance of your duties as a director. Circumstances may occur when it will be appropriate for you to seek advice from independent advisers at the Company's expense.

11. **Confidentiality**

- 11.1 All information required during your appointment is confidential to the Company and should not be released, either during your appointment or following termination (by whatever means), to third parties except for NZIST.

12. **Retirement**

- 12.1 You will, after your retirement as a Director of the Company for a period of seven years have access to Company Board minutes and papers that were tabled during the period that you served as a Director of the Company.

13. **Confidentiality until public announcement**

- 13.1 It is our intention to publicly notify all director appointments on 13 March 2020. Please keep your appointment confidential until the public announcement of all appointments.

14. **Conclusion**

- 14.1 I hope this letter provides a reasonable outline of the nature and terms of an appointment as a director of the Company. It is not intended to over-formalise the matter but rather to give a summary of the items that you need to be aware of before accepting the appointment.

15. **Acceptance of appointment**

- 15.1 Please confirm your acceptance of the terms of your appointment as a Director of the Company by:
- (a) completing and signing the enclosed Director consent form (note you only need to complete and sign the "Director's details" and "Director's consent" sections - please do not fill out any other information in relation to the Company);
 - (b) completing the enclosed additional Director information table;
 - (c) returning a copy of this letter, signed and dated where indicated below; and
 - (d) providing a 100 word bio that can be used in the media releases and other communications announcing your appointment (please provide this as a Word document, or in the body of an email so that it can be readily put into communications material). If you have any iwi affiliations, please ensure any details are also included.
- 15.2 Please email scanned PDF copies of the completed and signed Director consent form, completed additional Director information table and completed and signed copy of this letter, together with the 100 word bio (in a separate Word document or in the body of an email) to: pmo@istestablishment.ac.nz.
- 15.3 Please send these documents no later than **5pm on Tuesday 10 March 2020**.

15.4 On behalf of the Establishment Board, thank you for taking this opportunity and we look forward to working together.

For and on behalf of the NZIST Establishment Board

Yours sincerely

A handwritten signature in black ink, appearing to be 'BJ', with a long horizontal flourish extending to the right.

Barry Jordan

Chair - NZIST Establishment Board

barry.jordan@istestablishment.ac.nz

*I understand and accept the terms and conditions of my holding office as a Director set out above, and confirm my acceptance of them. I confirm and certify that the information, consent, certification and any disclosures provided by me to Penny Stonyer or Julie Saddington pursuant to my Appointment Disclosure, Consent and Certification Form (**Form**) as part of the director appointment process remain true and correct or I have otherwise enclosed updated information and/or disclosures. I consent to any disclosure of interests in Part 3 of my Form being provided to Bell Gully, the NZIST Council and the Company.*

Signed

Date

Additional Director Information

To complete the application for incorporation of the Company, we will require the following information from each Director:

	Additional Information	Response
1.	Date of Birth	
2.	Place of Birth	
3.	Residential address	

IMPORTANT! This document must be uploaded online **OR** faxed to 0508 266 736 (0508 CONSENT) or +64 9 913 4213
Please do not return this document by post.

Consent and certificate of director or directors of proposed company

Section 12(1) Companies Act 1993

Name of proposed company

Name reservation number

Proposed company number

IMPORTANT: Please ensure that you are not disqualified from being a director of this company before signing this consent form. Please read the disqualification details below.

Director's details (Please ensure your full legal name is provided. Initials are not allowed)

First name(s)

Surname

Full residential address

Director's consent

I consent to be a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature

.....

Name of signatory

Date

DISQUALIFICATION DETAILS

Please ensure that you are not disqualified from being a director for this company before signing this consent form.

1. A person who is not a natural person cannot be a director of a company.
2. A person cannot be a director of a company if he or she is any of the following:
 - > under 18 years of age
 - > an undischarged bankrupt
 - > prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company under any statutory provisions
 - > subject to a property order under section 30 or 31 of the Protection of Personal and Property Rights Act 1988
 - > not eligible because of requirements contained in the company's constitution (if any).

Prohibited persons

3. Persons prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company include, but are not limited to,—
 - > people who have been convicted of a crime involving dishonesty in the last five years
 - > people prohibited by the Registrar of Companies or the Financial Markets Authority from managing a company
 - > people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a director or promoter of, or being concerned or taking part in the management of, an overseas company
 - > people prohibited under section 103A, 103B, 103D, or 103E of the Limited Partnerships Act 2008 from being a general partner or promoter of, or being concerned or taking part in the management of, a limited partnership
 - > people prohibited under the laws of a prescribed country, State, or territory (outside New Zealand) from being a general partner or promoter of, or being concerned or taking part in the management of, an overseas limited partnership.

For more information refer to sections 151 and 382 to 385 of the Companies Act 1993. View a copy of the Act online for free at www.legislation.govt.nz.

Completed by

Name: s.9(2)(a) of the OIA

Postal Address:

Po Box 1291
Wellington
Wellington 6011
NZ