



MINUTES

**BOARD OF DIRECTORS OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED**

Date & time	Wednesday 27 September 9 00am – 4 30pm
Location	Airways Corporation, Auckland
Chair	Denise Church
Com	Fiona Shine, Head of Legal & Company Secretary
Directors	Mark Pitt (Deputy Chair) Darin Cusack John Holt Gavin Fernandez Terry Paddy Danny Tuato'o Lisa Jacobs
Attendees	James Young, CEO Erin Lee, Acting Chief Financial Officer Jamie Gray, General Manager People and Partnerships Kim Nichols, Head of Safety and Assurance James Evans, General Manager Air Traffic Services Sharon Cooke, CEO Airways International Limited Geoff Peck, Chief Information Officer (virtual)
Guests	Sally Williams, Manager HR Business Partnering and Employment Relations (virtual) s9(2)(a), CEO & Co-Founder, Presage s9(2)(a), SME Utilities, Presage s9(2)(a) Director of Analytics, Presage (virtual)

Apologies

Mark Hutchinson (Special leave of absence)

0.1 BOARD ONLY TIME

The Board and Chair met alone from approximately 9 00am - 9 30am

0.2 BOARD AND CEO ONLY TIME

The Board and CEO met alone from approximately 9 30am – 10 15am

s9(2)(g)(i), s9(2)(i)&s6(c)  
[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

0.3 Board Charter & Nominations Committee

Fiona Shine joined the meeting at 10 15am

The Board had a fulsome discussion on the Board Charter and associated documents and provided feedback for inclusion. The Board requested that the Board Charter and associated documents be updated in light of the feedback and the next iteration be presented to the November Board meeting. ACTION The Chair requested that any further feedback be provided to the Company Secretary within 7-10 days. ACTION

The Board discussed the recommendation to establish a Nominations Committee

**The Board approved the establishment of a Nominations Committee and appointed Gavin Fernandez, Danny Tuato'o and Denise Church as Committee Members.**

The Chair emphasised that, as for other Committees, any director may attend a Nominations Committee meeting

The Board endorsed, in principle, the Nomination Committee Terms of Reference but requested that the Nomination Committee hold an inaugural meeting in November and

give further consideration to the Terms of Reference and then refer them back to the Board for formal approval ACTION

#### 0.4 Strategic Risks and Opportunities

The Board noted that a fulsome discussion had taken place the night preceding the Board meeting and earlier on in the Board meeting during Board and CEO only time. The Board discussed the upcoming strategy day and requested that climate change and mitigations be included as a bullet points (in the questions and discussion section) and contributors be advised that this should form part of the discussions ACTION

The Board requested that the CEO determine whether Ben Girard can attend for the day virtually ACTION

The Board broke for morning tea at 10:40am and reconvened at 11am

#### 1.0 Board Matters

##### 1.1 Continuous Disclosure

s6(c),s9(2)(g)(i),s9(2)(i)&s9(2)(h)

##### 1.2 Register of Directors' Interests

The Board noted Darin Cusack's interest in Hawkes Bay Airport and agreed to consider at the time that that paper referencing Hawkes Bay Airport is discussed

**The Board noted the Register of Directors' Interests.**

##### 1.3 Minutes of Board Meeting 30 August 2023

**Subject to a minor amendment, the Board approved the minutes of the previous ACNZ Board meeting held on 30 August 2023 as a true and correct record of that meeting.**

##### 1.4 Matters Arising and Action Items

The Board noted that the customer survey action had evolved since the initial request and requested that the action be updated and management prepare a short form strategic update on customer relationships including anything arising from the customer survey ACTION

s6(c)&s9(2)(h)

**The Board noted the Matters Arising and Action Items from the 30 August 2023 Board meeting.**

## 1. Strategy Presentations

### 2.1 Collective Bargaining Update

Jamie Gray joined the meeting at 11 10am

Management presented the paper The Board had a fulsome discussion, including on the questions raised and provided feedback to management

The Board agreed that it was broadly comfortable with the direction being taken and requested that management provide updates in due course

**The paper was noted.**

Jamie Gray left the meeting at 11 40am

The Board broke for a break at 11 40am and reconvened at 11 50am

### 2.2 Presage – Safety Culture Programme Update

Kim Nichols, James Evans, Jamie Gray, s9(2)(a) joined the meeting

The Board noted that the business were at the end of the major work project undertaken with Presage s9(2)(a) presented the draft report and had a detailed discussion with the Board about the content and next steps to ensure that the positive momentum continues

**The paper was noted.**

The Board thanked s9(2)(a) for joining the meeting

The Board broke for lunch at 1 20pm

## 2. Health and Safety

### 3.1 Company Safety Report and Site Safety Site Visits – August 2023

The Board reconvened at 1 55pm Geoff Peck, Kim Nichols and James Evans joined the meeting

Management presented the Company Safety Report

The Board discussed potential next steps with regards to the Presage report The Board noted management's assurance that work was already underway to address matters raised in the draft report and that actions will be correlated with survey results to determine whether there are any residual matters Management advised that they will take time to reflect and debrief with the ELT and will re-survey internally, with a further external Presage Survey in 18-24 months

Management provided an update on the asbestos matter The Board noted that the Safety Committee had had discussions regarding the asbestos including historic exposure and requested that the Safety Committee consider whether, given the understanding of risk and

exposure, management should review historic advisories and communications on asbestos  
ACTION

The Board requested that management ensure that disclosure is made to Airports of any assets included in the APLE sale which contain asbestos ACTION

**The paper was noted.**

### 3. Performance Overview and Updates

#### 4.1 CEO Executive Summary and Company Performance – August 2023

Darin Cusack reported his interest in Hawkes Bay Airport for the purpose of discussion on APLE. The Board agreed that the nature of the discussions did not present a conflict and that Mr Cusack could be present for those discussions.

The CEO presented the CEO Report and highlighted the key points including

- s9(2)(g)(i)&s9(2)(i) [REDACTED]
- Crisis planning. The Board requested that management consider whether a crisis management exercise should be scheduled. ACTION

**The paper was noted.**

#### 4.2 Learnings from Recent Weather Events Update

Darin Cusack reported his interest in Hawkes Bay Airport. The Board agreed that the nature of the discussions did not present a conflict and that Mr Cusack could be present for those discussions.

Management advised that a further update would be provided in 6-8 months and that a review of national critical infrastructure should be included in the discussions on the ANSP Review.

**The paper was noted.**

#### 4.3 Update on Go Live

Management provided a verbal update reporting that

- Intention is to go live on 28 October,
- safety case complete and sent to CAA
- training is underway

- voice switch has passed all tests

**The Board noted the verbal update.**

Geoff Peck left the meeting at 2 40pm Jamie Gray joined at 2 40pm

4 4 Briefing to the Incoming Ministers

Management highlighted the key points in the paper noting that the purpose was to give the incoming Minister sufficient information to meet their needs The Board provided feedback for the final draft to be presented to the Board

**The Board**

- 1 approved in-principle the draft Briefing to Incoming Ministers.**
- 2 approved in-principle the draft cover letter to incoming Minister of Finance and Minister for State Owned Enterprises.**
- 3 noted the final cover letter and Briefing to Incoming Ministers will be presented at the October Board Meeting.**

4 5 AMEA Collective Bargaining Mandate

Sally Williams joined the meeting at 2 45pm

s9(2)(i)&s9(2)(j) [Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]







B s9(2)(i) [REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]

[REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]

[REDACTED]

[REDACTED]  
[REDACTED]

**It was noted that**

- 1 No Director is interested (as that term is defined in section 139 of the Companies Act 1993 (Companies Act)) in the s9(2)(i) [REDACTED]**
- 2 After making due enquiry and considering all relevant factors, it has been determined that the s9(2)(i) [REDACTED] does not constitute a “major transaction” for the purposes of section 129 of the Companies Act.**
- 3 The s9(2)(i) [REDACTED] does not include or involve any provision by the Company (directly or indirectly) of financial assistance (as a matter of New Zealand law) for the purpose of, or in connection with, the acquisition of a share issued or to be issued by the Company.**
- 4 No Director is aware of any proceedings or formal steps having been taken to appoint a receiver to the Company, nor of any liquidation or dissolution proceedings that have been commenced by any person against the Company, or that are intended or anticipated by the Company.**

**It was resolved that**

- 1 After due consideration and taking into account all relevant factors, it is the opinion of the Directors at the meeting that:**
  - 1.1 the Company is able to pay its due debts;**
  - 1.2 the Company will be able to pay its due debts when it enters into the s9(2)(i) [REDACTED];**
  - 1.3 by entering into the s9(2)(i) [REDACTED] and its obligations under it, the Company is not about (and does not intend) to incur debts, or believes (acting reasonably), that it is incurring debts, beyond its ability to pay;**
  - 1.4 the Company is not engaged, or about to engage, in a business or transaction for which the remaining assets of the Company are unreasonably small, within the meaning of section 346 of the Property Law Act 2007; and**

- 1.5 *the Company has, by entering into the s9(2)(i), no intention to prejudice any creditor (within the meaning of Part 6 of the Property Law Act 2007.*
- 2 *After due consideration and taking into account all relevant factors it is the opinion of the Directors present at the meeting that:*
  - 2.1 *the Company's entry into and performance of its obligations under the s9(2)(i) is in the best interests of the Company; and*
  - 2.2 *the Company has received, is receiving or will receive fair value under the s9(2)(i) and the obligations assumed under it.*
- 3 *Having taken into account all relevant factors, the Directors at the meeting are satisfied that the value of the consideration or benefit received, or to be received, by the Company under the s9(2)(i) is not less than the value of the consideration provided, or to be provided, by the Company.*
- 4 *After making due enquiry, each Director present at the meeting is exercising its powers, in relation to approving the s9(2)(i), for a proper purpose in accordance with section 133 of the Companies Act.*
- 5 *The s9(2)(i) is approved.*
- 6 *The Company enter into, execute and perform its obligations under the s9(2)(i)*
- 7 *Any two directors of the Company, acting together, are authorised to enter into the s9(2)(i) on behalf of the Company.*

The Board meeting paused at 3 55pm to convene an AIL Board meeting and reconvened at 4 50pm

## 5. Governance Planning and Review

### 7.1 Board Workplan 2023 and Proposed Topics for Future Meetings

**The paper was noted.**

### 7.2 Site Safety Visits Completed and Suggested Locations 2023

**The paper was noted.**

### 7.3 Board Development Update

The Board noted that this will be moved to the Nominations Committee meeting for November ACTION

**The paper was noted.**

### 7.4 Safety Sub Committee Minutes of Meeting – 17 May 2023

**The Board ratified the minutes of the Safety Sub Committee meeting held on 17 May 2023.**

### 7.5 End of Meeting Reflection

The Board reflected on the discussions of the day

Close of meeting

There being no further business, the formal Board meeting concluded at approximately 510pm

s9(2)(a)

A large black rectangular redaction box covers the majority of the text in this section. The text 's9(2)(a)' is visible in red at the top left corner of the redacted area.

.....  
Chair