



MINUTES

BOARD OF DIRECTORS OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED

Date & time	Tuesday 24 October 12 30pm – 5 15pm
Location	Rangitoto room, Airways Corporation Offices, Auckland
Chair	Denise Church
Minute Taker	Fiona Shine, Head of Legal & Company Secretary
Directors	Darin Cusack John Holt Gavin Fernandez Terry Paddy Danny Tuato'o Lisa Jacobs Mark Hutchinson
Executives	James Young, CEO Tim Poonan, Chief Financial Officer Jamie Gray, General Manager People and Partnerships Kim Nichols, Head of Safety and Assurance James Evans, General Manager Air Traffic Services Geoff Peck, Chief Information Officer
Guests	s9(2)(a) Have Your Say representative
Apologies	Mark Pitt (Deputy Chair)

0.1 Board Only Time

The Board and Chair met alone from approximately 12 30pm – 1pm

0.2 Board and CEO Only Time

The Board and CEO met alone from approximately 1pm – 1.45pm

s9(2)(i)&s(6)(c)

The Board agreed to reorder the agenda to cater for the attendance of the guest

1. Strategy Presentations

2.1 Have Your Say 2023 Outcomes

Jamie Gray and s9(2)(a) joined the meeting at approximately 1.45pm

s9(2)(a) highlighted the key points from the report including

- Reporting that a 10% increase is exemplary and a credit to the efforts undertaken by management;
- Air of positivity in free text responses that did not exist a year ago; and
- Highlighting some areas and teams that need focus and priority going forward

The Board noted the significant uplift in management's efforts in achieving this. The Board posed various questions to s9(2)(a) including on, how to increase participation, benchmarking of certain results, variations in participation and scores and suggestions for driving momentum forward. The Board noted that further reporting would be presented to the People and Capability Committee in November (including regarding bullying which was described as a moderate, rather than major, issue within the survey).

The Board thanked s9(2)(a) for attending the meeting.

s9(2)(a) left the meeting at 2.10pm.

The Board had a discussion with management on next steps and noted that management had released the high level results to the company and people leaders will shortly have access to their results. The Board acknowledged that the report had only just been received and that ELT would continue to work through and revert to the Board in November with a paper outlining next steps.

The Chair asked directors to provide any further post meeting feedback to the CEO and GM People and Capability by way of email.

The paper was noted.

Jamie Gray left the meeting at 2.10pm.

1. Board Matters

The Chair formally welcomed the new Chief Financial Officer to Airways

1.1 Continuous Disclosure

The Board noted the legal advice received from Chapman Tripp

1.2 Register of Directors' Interests

The Board noted the Interests Register and that Mr Paddy had advised the Chair and Company Secretary of a new interest

Mr Cusack reported that a previously reported interest regarding the World Bank was no longer a potential conflict

The Board noted the Register of Directors' Interests.

1.3 Minutes of Board Meeting 27 September 2023

Subject to some minor amendments, the Board approved the minutes of the previous ACNZ Board meeting held on 27 September 2023 as a true and correct record of that meeting.

1.4 Matters Arising and Action Items

The Board noted the actions and requested some minor amendments

The Board took a break from 2 20pm to 2 25pm

2. Health and Safety

3.1 Company Safety Report and Site Safety Site Visits – September 2023

Kim Nichols, James Evans and Geoff Peck joined the meeting at 2 25pm

Management presented the Company Safety Report

s9(2)(i)

[Redacted content]

The paper was noted.

Kim Nichols, James Evans and Geoff Peck left the meeting at 2 50pm

3. Performance Overview and Updates

4.1 CEO Executive Summary and Company Performance – September 2023

The CEO presented the CEO Report and highlighted the key points

Management updated the Board following a meeting with WIAL, plane sense representatives and others in Wellington s9(2)(g)(i)&s6(c)

The Board discussed and noted the proposed next steps

s9(2)(g)(i)&s9(2)(i)

The paper was noted.

4.2 Flight Information Officers Mandate

Jamie Gray joined the meeting and presented the paper

s9(2)(i)&s9(2)(j)

- [Redacted]

[Redacted]

- [Redacted]

- [Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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

4.3 ATS Workforce Planning

James Evans and Geoff Peck joined the meeting and presented the paper. The Board discussed the proposal and noted the purpose of the request was to improve resilience, ensure delivery of strategic initiatives and enhance operational safety and policy work and requested management revert if any capacity risks eventuate which might require an increase in headcount

The Board approved the additional cost of the proposed ATS workforce plan.

4.4 Sky-Line X, Go-Live Briefing

Management provided a verbal update on current status of the project. The Board noted that numerous detailed updates had been provided to the Board which have given the Board comfort and confidence that the project is well placed to go live on the planned date. The Board asked management to acknowledge and thank the staff for their tremendous efforts in the transition

James Evans and Geoff Peck left the meeting

The Board noted the verbal update.

4. Papers for Approval or Key Information

5.1 Airways COVID-19 Uncalled Capital Facility/Crown share buyback

s9(2)(i) [Redacted]

5.2 AGM Resolution

Management presented the paper

The Board resolved that:

- 2. ACNZ, as sole shareholder of Airways International Limited, pass the shareholder resolutions in lieu of the Annual General Meeting in the form attached; and**
- 3. any one director of ACNZ be authorised to sign the shareholder resolutions.**

5.3 Briefing for Incoming Ministers

Management presented the paper and the Board discussed and provided feedback for inclusion in the final version

The Board approved:

- 1. the Briefing to Incoming Ministers and cover letter.**
- 2. the provision of the Briefing to Incoming Ministers and cover letter to the Minister of Finance and Minister for State Owned Enterprises following their appointment ceremony.**

The Board broke for afternoon tea at 3 40pm and closed the meeting at 3 50m to convene an ALL Board meeting

The Board meeting opened at 5 15pm

7. 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.

Close of meeting

There being no further business, the formal Board meeting concluded at approximately 5 20pm

s9(2)(a)



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Chair