

Notice is hereby given that an Ordinary meeting of the Great South Joint Shareholders Committee will be held on:

Date: Friday, 9 May 2025
Time: 12:00 pm
Meeting room:
Venue: 42 Don Street, Invercargill

Great South Joint Shareholders Committee Agenda OPEN

MEMBERSHIP

Rob Scott, Mayor Southland District Council (Chair)	A class shareholder
Ben Bell, Mayor, Gore District Council	A class shareholder
Nobby Clark, Mayor, Invercargill City Council	A class shareholder
Nicol Horrell, Chair, Environment Southland	A class shareholder
Daryl Haggerty, Acting Chief Executive, Southern Institute of Technology	B class shareholder
Sheree Carey, Chief Executive Officer, Southland Chamber of Commerce	B class shareholder
Mark Paterson, General Manager, Maitava Licensing Trust	B class shareholder
Chris Ramsay, Chief Executive, Invercargill Licensing Trust	B class shareholder
Jackie Flutey, Chief Executive Officer, Community Trust South	Member

Note: The reports contained within this agenda are for consideration and should not be construed as Council policy unless and until adopted. Should Members require further information relating to any reports, please contact the relevant manager, Chairperson or Deputy Chairperson.

TABLE OF CONTENTS

ITEM	PAGE
PROCEDURAL	
1 Apologies	3
2 Leave of absence	3
3 Conflict of Interest	3
REPORTS	
7.1 Report left on the table - Great South Director terms expiring on 30 June 2025	5
PUBLIC EXCLUDED	
Procedural motion to exclude the public	11
C8.1 Information on Great South Director skills and experience	11

1 Apologies

At the close of the agenda no apologies had been received.

2 Leave of absence

At the close of the agenda no requests for leave of absence had been received.

3 Conflict of Interest

Joint Committee members are reminded of the need to be vigilant to stand aside from decision-making when a conflict arises between their role as a member and any private or other external interest they might have.

Report left on the table - Great South Director terms expiring on 30 June 2025

Record no: R/25/5/19610

Author: Michal Gray, Democracy advisor

Approved by: Vibhuti Chopra, Group manager strategy and partnerships

☒ Decision

☐ Recommendation

☐ Information

Purpose

- 1 The purpose of this report is for the Great South Joint Shareholders Committee (JSC) to make decisions on the number of director vacancies and how those vacancies will be filled.

Executive summary

- 2 Three of the current directors of Great South are on terms that will end on 30 June 2025, namely Jason Franklin, Jeffrey Grant and Ian Collier.
- 3 At this meeting staff presented a separate report that contains a proposed process for director appointments to Great South. If the JSC adopts that process it will apply now when making the director appointments.
- 4 Mr Franklin has indicated that he will not be seeking reappointment. Mr Collier and Mr Grant have advised that they will be seeking reappointment as directors for a new three year term commencing on 1 July 2025.
- 5 Staff suggest that at today's meeting the JSC makes the following decisions:
 - the number of directors it sees as appropriate for the board of Great South and therefore the number of director vacancies to be filled
 - whether or not to advertise the director vacancies before consideration of reappointments
 - whether or not to select an appointments panel to complete steps in the process
 - if an appointments panel is not appointed, whether the JSC will interview the directors seeking reappointment.
 - whether to direct staff to complete the assessment of the skills of the board of directors (excluding the director who is not seeking reappointment).

Recommendation

That the Great South Joint Shareholders Committee:

- a) receives the report titled “Report left on the table - Great South Director terms expiring on 30 June 2025”.
- b) determines that this matter or decision be recognised as not significant in terms of Section 76 of the Local Government Act 2002.
- c) determines that it has complied with the decision-making provisions of the Local Government Act 2002 to the extent necessary in relation to this decision; and in accordance with Section 79 of the act determines that it does not require further information, further assessment of options or further analysis of costs and benefits or advantages and disadvantages prior to making a decision on this matter.
- d) determines that from 1 July 2025 six directors will be required for the board of Great South.
- e) determines not to advertise the director vacancies while the reappointment of Ian Collier and Jeffrey Grant are considered.
- f) determines not to establish an appointments panel for the director vacancies.
- g) determines that the Joint Shareholders Committee will not interview the directors seeking reappointment, Ian Collier and Jeffrey Grant.
- h) directs staff to arrange for the board of directors’ skills and experience to be assessed and information be presented in a report to the Joint Shareholders Committee to consider the reappointments of Ian Collier and Jeffrey Grant.

Background

- 6 The Constitution of the Southland Regional Development Agency Limited (Great South) requires Great South to have a minimum of five directors and a maximum of seven directors. Great South currently has seven directors.
- 7 Three of the current directors terms will end on 30 June 2025:
 - Jason Franklin
 - Jeffrey Grant
 - Ian Collier.
- 8 At the meeting, staff have presented a separate report that contains a proposed process for director appointments to Great South. If the JSC adopts that process it will be the process used going forward.
- 9 Mr Franklin has indicated that he will not be seeking reappointment. Mr Collier and Mr Grant have advised that they will be seeking reappointment as directors for a new three year term commencing on 1 July 2025.

- 10 Mr Collier and Mr Grant are both currently in their second term of appointment. Each term of appointment is three years and when their current term ends they will have completed six years as directors. The process states that reappointments exceeding six continuous years are generally discouraged and are considered on a case by case basis.
- 11 Mr Collier is also the currently appointed chairperson on the board. The JSC appoints a director as chairperson of the board under section 21.1 of the Constitution of Great South. Once the appointments process is completed for the director vacancies, the JSC will also need to appoint a chairperson to the board of Great South.

Issues

Number of director vacancies

- 12 The JSC may decide not to fill all three director vacancies, and may instead decide that a board of five or six directors will meet the governance requirements of Great South.

Selecting an Appointments panel

- 13 The JSC is able to select an appointments panel to complete some aspects of the appointments process, or the JSC may complete the entire process. If the JSC decides to establish an appointments panel its membership is to be at-least two members from the A class shareholders and one from the B class shareholders. Members can also be the chairperson of the board or any person with particular knowledge or skills that would be beneficial.

Advertising the vacancies

- 14 The JSC must decide whether or not to advertise the vacancy or vacancies. In making this decision it can consider:
- the costs of any advertising and selection process
 - whether there is urgency of the appointment
 - the known availability of qualified candidates
 - if reappointment is proposed and it is appropriate that they be considered for reappointment.

Directors skills and experience

- 15 The JSC (or appointments panel) will need to identify the specific skills and experience required for the director vacancies. This includes:
- identifying the mix of skills and experience on the board (using the directors' skills and experience matrix)
 - encouraging diversity
 - considering the objectives of Great South as described in the SOI.
- 16 The identification of the mix of the skills on the board (and of the incumbent directors) will assist the JSC in making a deciding whether reappointment of either or both of the incumbent directors is appropriate. The JSC will also need to consider whether potential appointees-match the governance (including succession planning) requirements of Great South.

- 17 Staff suggest that as soon as possible the four remaining directors and the two incumbent directors seeking reappointment complete a self-assessment of their skills and experience, using the matrix contained in Schedule 1 of the process. This would enable strengths and any gaps to be identified, and a summary of this information can be included in future reports to the JSC on director reappointments. If an appointments panel is established then this information can be supplied to the panel.

Reappointments

- 18 If the JSC intends to consider the reappointment Mr Grant and Mr Collier it may decide that advertising is not required at this point, and it may decide not undertake interviews.

Decisions to be made at today's meeting

- 19 Staff suggest that at today's meeting the JSC makes the following decisions:
- the number of directors it sees as appropriate for the board of Great South and therefore the number of director vacancies to be filled
 - whether or not to advertise the director vacancies before consideration of reappointments
 - whether or not to select an appointments panel to complete steps in the process
 - if an appointments panel is not appointed, whether the JSC will interview the directors seeking reappointment.
 - whether to direct staff to complete the assessment of the skills of the board of directors (excluding the director who is not seeking reappointment).
- 20 Staff did consider whether the JSC could make a decision on the reappointment of the directors as this meeting but recommend that the JSC consider the reappointments after the skills and experience of the board is assessed.

Factors to consider

Legal and statutory requirements

- 21 Great South's Constitution sets out the minimum and maximum number of directors and enables the voting shareholders of Great South appoint directors by majority resolution.

Community views

- 22 No specific community views have been sought on this issue.

Costs and funding

- 23 If the number of directors is reduced there will be some decrease in Great South's expenditure.

Policy implications

- 24 The JSC does not hold a policy on director appointments.

Analysis

Options considered

- 25 Staff have identified the following options:

- Option 1 – reduce the number of directors on the board, choose not advertise the two vacancies or not conduct interviews and consider reappointments of the directors seeking reappointment at the next meeting on 23 May 2025.
- Option 2 – reduce the number of directors on the board, advertise the vacancies, select an appointments panel to complete a full process of interviewing and recommending appointments of directors to the JSC to be considered at a subsequent meeting.

Analysis of Options

Option 1 – reduce the number of directors on the board, choose not advertise the two vacancies or not conduct interviews and consider reappointments of the directors seeking reappointment at the next meeting on 23 May 2025.

<i>Advantages</i>	<i>Disadvantages</i>
<ul style="list-style-type: none">• reducing the number of directors on the board would reduce Great South's expenditure on directors fees• not advertising reduces time and expenditure• allows time for identification of the skills and experience on the board and of the directors seeking reappointment• allows time for staff to prepare a report providing information to the JSC on the matters than need to be considered in making reappointments of directors• follows a thorough reappointments process	<ul style="list-style-type: none">• other candidates who may be qualified for the roles will not be identified and considered• there would be no new idea skills and experience on the board

Option 2 – reduce the number of directors on the board, advertise the vacancies, select an appointments panel to complete a full process of interviewing and recommending appointments of directors to the JSC to be considered at a subsequent meeting.

<i>Advantages</i>	<i>Disadvantages</i>
<ul style="list-style-type: none">• reducing the number of directors would reduce Great South's expenditure on directors fees• completing a full process provides an opportunity for new candidates to be identified and considered	<ul style="list-style-type: none">• it will be difficult to complete the full process before the expiry of the directors terms on 30 June 2025, which may result in the Great South board having insufficient numbers to operate.• will require additional time and expenditure

Assessment of significance

- 26 Staff has assessed the recommended option as being not significant under the respective councils' significance and engagement policies and LGA since it is largely administrative and staff are not recommending the JSC make director appointments at this time.

Recommended option

- 27 Staff recommend Option 1 because it will allow time for the skills of the board to be assessed. Staff will include this information in a report to the JSC when reappointments considered on 23 May 2025:-

Next steps

- 28 The timeline below will apply if the JSC has adopted the proposed director appointment process presented earlier in the meeting and if the JSC chooses the option recommended by staff (Option 1).

Date	Action
April 2025	Self assessment of directors' skills and experience completed.
23 May 2025	JSC decides on the reappointment of the directors by considering the mix of skills on the board, governance requirements and succession planning.
23 May 2025	JSC appoints chairperson of the board.
1 July 2025	Appointed directors three year term commences.

Attachments

There are no attachments for this report.

Exclusion of the public: Local Government Official Information and Meetings Act 1987

Recommendation

That the public be excluded from the following part(s) 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:

C8.1 Information on Great South Director skills and experience

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
Information on Great South Director skills and experience	s7(2)(a) - the withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person.	That 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 information for which good reason for withholding exists.