

## 16. Rod Donald Banks Peninsula Trust - Trustee Appointments

Reference Te Tohutoro: 24/827799

Responsible Officer(s) Te Linda Gibb, Performance Advisor, Finance Group

Pou Matua: (linda.gibb@ccc.govt.nz)

Accountable ELT Bede Carran, General Manager Finance, Risk & Performance / Chief

Member Pouwhakarae: Financial Officer

### Confidentiality

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|--|--|
| <b>Section under the Act:</b>                        | The public conduct of the part of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists under section 7. |
| <b>Sub-clause and Reason:</b>                        | s7(2)(a) - The withholding of the information is necessary to protect the privacy of natural persons, including that of deceased natural persons.                      |
| <b>Plain English Reason:</b>                         | To protect the identities and reputations of the candidates.   |
| <b>Report can be reviewed for potential release:</b> | Immediately after the Committee has made its decisions and the appointees notified.  |

### 1. Purpose and Origin of the Report Te Pūtake Pūrongo

- 1.1 This report seeks the Finance and Performance Committee's approval of the appointment of two new trustees and the re-appointment of two incumbent trustees to the Rod Donald Banks Peninsula Trust (the Trust) each for a term of three years commencing 1 July 2024.
- 1.2 The report is written following receiving a report and recommendations from the Trust on 14 May 2024. The Trust's report is at **Attachment A**.

### 2. Officer Recommendations Ngā Tūtohu

That the Finance and Performance Committee:

1. Approves the appointment of the following new trustees to the Rod Donald Banks Peninsula Trust, commencing 1 July 2024 for a term of three years:
  - a) Ms Piper Pengelly; and
  - b) Ms Anna Cameron;
2. Approves the re-appointment of the following trustees to the Rod Donald Banks Peninsula Trust, commencing 1 July 2024 for a term of three years:
  - a) Ms Jenn Cowaniec (co-Chair); and
  - b) Ms Maureen McCloy;
3. Notes that the Rod Donald Banks Peninsula Trust has followed the due process expected in terms of meeting the obligations and requirements of its Deed of Declaration of Trust and the Council's expectations of best practice governance in the local government setting; and
4. Notes that the decisions in this report are assessed as of low significance based on the Christchurch City Council's Significance and Engagement Policy.

5. Agree that this report can be released immediately after the Committee has made its decisions and the appointees notified.

### 3. Executive Summary Te Whakarāpopoto Matua

- 3.1 The Council is the Settlor of the Trust, which was settled on 12 July 2010. The Deed of Declaration of Trust (Trust Deed<sup>1</sup>) sets out obligations for appointing trustees, including that there can be up to nine trustees, seven of whom are appointed by the Council and two who can be co-opted by the Trust.
- 3.2 There are four Trustee vacancies to be filled. The Trust conducted a recruitment process and assessed the candidates against a core skills and expertise matrix, and took into account diversity considerations which it actively sought in its advertising.
- 3.3 The Trust had a significant response to its advertisements of the vacant Trustee positions. Of the 18 applicants, nine were interviewed and five considered to be an optimal fit for the Trust. It is proposed that the Council appoints two, the Trust co-opts two and one is engaged as a Trustee advisor from 1 July 2024 to the end of December 2024. At the end of December 2024 it is proposed the Trustee advisor is either co-opted or recommended to Council for appointment to the Trust to replace a retiring Trustee.
- 3.4 The Trust has met the requirements of its Trust Deed. The Council's Policy for the Appointment and Remuneration of Directors of CCOs (the Policy) is an expression of the Council's views of good practice governance in the local government Council-controlled organisations (CCOs). While the Trust is not specifically covered, consistency with the Policy has nevertheless been assessed.
- 3.5 Staff recommend that the Council approves the Trust's recommendations in its report (refer **Attachment A**).

### 4. Background/Context Te Horopaki

#### Rod Donald Banks Peninsula Deed of Declaration of Trust

- 4.1 The process governing the appointment of Trustees is set out in Schedule 3 of the Trust Deed between the Council and the initial trustees. Of note:
  - there shall be up to nine trustees (clause 2.1);
  - the Settlor (the Council) appoints up to seven (clause 2.2(a)) and the trustees may co-opt from time to time persons from the region to serve as additional trustees (clause 2.4);
  - the Settlor will be mindful of the need to provide balanced representation among the Trust, including appropriate representation for relevant interest groups and compliance with its (i.e. the Council's) policy on the appointment of trustees to a CCO (clause 2.3); and
  - the term of each trustee is up to three years with a maximum of nine consecutive years (clause 4.1).

<sup>1</sup> <https://register.charities.govt.nz/CharitiesRegister/ViewCharity?accountId=63114b0f-29a4-df11-871d-00155d741101&searchId=d377ffe2-5062-4dbc-a7f5-6018accd56cd>

**Council's Policy for the Appointment and Remuneration of Directors of Council-controlled Organisations**

- 4.2 The Policy excludes the Trust. Staff consider that whether a CCO is subject to the Policy or not, the Policy is an expression of the Council's views of what constitutes good governance and provides guidance of the Council's expectations. However, members of the Council's trusts are volunteers which may impact the extent to which the Policy settings can be fully met. For example, the Policy provides that appointments to the governing bodies of CCOs will generally be for no more than two terms of three years each, unless the Council decides otherwise (clause 3.7 of part 3). For trusts where there is no remuneration it can be more challenging getting a pool of candidates who have the required skills.

**Skills, capabilities and diversity**

- 4.3 The Trust has undertaken a comprehensive exercise to secure appropriately skilled candidates for the vacant positions on its board. It received 18 applications for its vacant trustee positions.
- 4.4 If the five recommended appointments are approved, the Trust will have skills and expertise encompassing conservation, commercial/business, relationship management, legal, governance, fundraising, not-for-profits' management and governance, tourism, climate change including the emissions trading scheme, working with Treaty partners and communications.
- 4.5 At staff request, the Trust provided its skills and expertise matrix, against which it assessed the merits of the candidates:
- Mātauranga Māori and a commitment to Te Tiriti o Waitangi;
  - Governance and chairing;
  - Carbon neutrality, biodiversity and restoration;
  - Public access negotiation for recreation management;
  - Legal, finance, health and safety, audit, risk; and
  - Partnership, engagement, communications, grants, fundraising and marketing.
- 4.6 The advertisement for applicants placed by the Trust encouraged applications from women, tangata whenua, Pasifika, other ethnicities, younger members of the community, individuals with a disability and the LGBTQ community. The Trust advises that the applicants did not reflect as much diversity as the board would have liked. If the appointments are all made, diversity will include gender, age, local Banks Peninsula residents and non-resident land and property owners and others who participate in activities there on a regular basis.
- 4.7 The Trust engaged with mana whenua to ascertain whether it would like to propose an appointee to the board. The Trust has been holding a vacancy for a mana whenua representative for several years. While the offer has not yet been taken up, the parties will continue to engage in the ordinary course.
- 4.8 Of the 18 applicants, the board considered there were five of equal standing for four vacant trustee positions. Given the suitability of 5 candidates the Trust proposes the following:
- the Council appoints two candidates – Ms Piper Pengelly and Ms Anna Cameron;
  - the Trust co-opts two candidates – Mr Duncan Bright and Ms Francesca Brown; and
  - the Trust appoints one candidate, Ms Kamala Hayman as an advisor to the board, pending a trustee position becoming available at the end of 2024 with the retirement of co-Chair Mr Richard Suggate. This position is not paid and does not carry voting

rights. A key advantage of the appointment is to mitigate the risk that the candidate is no longer available to join the Trust in December.

4.9 In addition, it is proposed that the Council re-appoints the following trustees to the board:

- Ms Jenn Chowanec (co-Chair) for a second term of three years; and
- Ms Maureen McCloy for a third term of three years. Staff support a third term as Ms McCloy's knowledge of the recent history of the Trust including having led the major Te Ahu Pātiki project is important for sharing with the incoming trustees.

4.10 Staff consider the process undertaken by the Trust meets the Council's good governance expectations. The Trust's proposal to issue a third term to Ms McCloy is acknowledged as being reasonable.

#### **Options Considered Ngā Kōwhiringa Whaiwhakaaro**

4.11 The only practicable alternative option is to not appoint new trustees or re-appoint incumbent trustees to the Trust. This would not be consistent with the Council exercising good governance over a CCOs and no further consideration has been given to this.

### **5. Financial Implications Ngā Hīraunga Rauemi**

#### **Capex/Opex Ngā Utu Whakahaere**

5.1 There are no financial implications associated with this report.

### **6. Considerations Ngā Whai Whakaaro**

#### **Risks and Mitigations Ngā Mōrearea me ngā Whakamātautau**

6.1 The recommended appointments minimise governance risks and risks of the Trust not achieving its strategic objectives.

#### **Legal Considerations Ngā Hīraunga ā-Ture**

6.2 Statutory and/or delegated authority to undertake proposals in the report:

6.2.1 The Local Government Act 2002.

6.3 Other Legal Implications:

6.3.1 The recommendations in this report are consistent with the requirements of the Trust Deed dated 12 July 2010.

6.3.2 Regarding the appointment of an advisor to the board, the Trust sought legal advice which confirmed it is able to make such an appointment.

#### **Strategy and Policy Considerations Te Whai Kaupapa here**

6.4 The required decisions:

6.4.1 align with the [Christchurch City Council's Strategic Framework](#) by ensuring appropriate governance structures are in place to allow the Trust to achieve its strategic objectives;

6.4.2 are assessed as low significance based on the Christchurch City Council's Significance and Engagement Policy. The level of significance was determined by considering the extent to which the decisions may impact the community;

6.4.3 are consistent with Council's Plans and Policies insofar as the Council seeks good practice governance from its CCOs, as set out in its Policy for the Appointment and Remuneration of Directors of CCOs. Notwithstanding the Trust is excluded from the

Policy, it remains an expression of the Council's views of good practice governance in the local government setting.

- 6.5 This report does support the Council's Long Term Plan (2021 - 2031) to the extent good governance underpins performance and minimises risks of default in delivery.

### Impact on Mana Whenua Ngā Whai Take Mana Whenua

- 6.6 The decisions are in respect of governance appointments and do not directly involve a significant decision in relation to ancestral land or a body of water or other elements of intrinsic value. However the Trust has engaged with Mana Whenua including the five Papatipu Rūnanga on Banks Peninsula. Mana whenua has not yet taken up a position on the board, due to lack of capacity and has sought and received the Trust's agreement to continue to engage in the ordinary course. Therefore, the decisions will not impact on our agreed partnership priorities with Ngā Papatipu Rūnanga.
- 6.15 The decisions are made to ensure that delivery of activities and services relating to the land as defined in the Trust Deed are maintained.


### Climate Change Impact Considerations Ngā Whai Whakaaro mā te Āhuarangi

- 6.16 The proposals in this report are unlikely to contribute significantly to adaptation to the impacts of climate change or emissions reductions. This is because they are governance rather than operational decisions and are made to ensure there is appropriate governance of the Trust so delivery of its purposes can continue.

## 7. Next Steps Ngā Mahinga ā-muri

- 7.1 Not relevant.

## Attachments Ngā Tāpirihanga

| No.   | Title   | Reference | Page |
|---|---|-----------|------|
| A  | Rod Donald Banks Peninsula Trust - Trustee Appointments | 24/835584 | 20   |

In addition to the attached documents, the following background information is available:

| Document Name - Location / File Link |
|--------------------------------------|
| Not applicable                       |

## Signatories Ngā Kaiwaitohu

|             |   |
|-------------|---|
| Author      | Linda Gibb - Performance Monitoring Advisor CCO   |
| Approved By | Russell Holden - Head of Finance<br>Bede Carran - General Manager Finance, Risk & Performance / Chief Financial Officer |



**To:** Christchurch City Council – Finance and Performance Committee  
**From:** Rod Donald Banks Peninsula Trust  
**Re:** Recommendation and update on Trustee Appointments  
**Date:** 13 May 2024

## Executive Summary

The Christchurch City Council is the settlor of the Rod Donald Banks Peninsula Trust (the Trust). The Trust is governed by a group of up to nine Trustees. The Council appoints seven of these and the Trust has the ability to co-opt the other two. Trustees are generally appointed for three-year terms, and a maximum of three times (nine years). We understand Council's Policy for the Appointment and Remuneration of Directors of CCO's was amended last year recommending a reduction in the maximum number of terms from three to two, but we request the status quo of three terms is continued within our organisation to provide for us with long term continuity for our project work and partnerships, taking into account the long term nature of many of the Trust's projects.

The Trust engaged in a recruitment process in 2024. The goals of this recruitment process were to find five trustees to support succession planning and increase diversity on the Rod Donald Banks Peninsula Trust Board. Prior to commencing the recruitment process, the Trust engaged with Mana Whenua, regarding how Mana Whenua can be involved in the governance of the Trust. After these engagements, the Trust agreed to pursue a public and competitive recruitment process.

The purpose of this paper is to:

- inform the Committee of the current board composition;
- recommend that the Committee appoint two trustees Piper Pengelly and Anna Cameron to the Trust Board from 1 July 2024;
- recommend that the Committee re-appoint Maureen McCloy and Jenn Chowanec for a further term from 1 July 2024;
- inform the Committee of two trustees Duncan Bright and Francesca Brown the Trust will co-opt from 1 July 2024; and
- inform the Committee of an additional person, Kamala Hayman, who the Trust will appoint as a Special Trust Advisor from 1 July 2024 to 31 December 2024 and will then co-opt or recommend for appointment as Trustee from 31 December 2024.

## 1 Background

- 1.1 The Rod Donald Banks Peninsula Trust was formed in July 2010. The Trust Deed provides for up to nine Trustees, of which the Council has the power to appoint up to seven and the Trust to co-opt up to two. The Council has the power to remove co-opted Trustees.
- 1.2 The Trust Deed provides that the Term of each Trustee is up to three years from the date of appointment. Trustees may serve more than one term but not more than nine consecutive years.

## 2 2024 Recruitment Process

- 2.1 The Trust currently has four vacancies, arising from recent trustee retirements (Bob Frame, Bryan Storey and Andrew Turner) and one historic vacancy.
- 2.2 A fifth vacancy is anticipated from 31 December 2024 when current Trustee Richard Suggate will retire. The Trust chose to recruit for that vacancy now and to appoint that person as a Special trust Advisor for the period between 1 July and 31 December.
- 2.3 Prior to commencing the recruitment process, the Trust engaged with Mana Whenua, regarding how Mana Whenua can be involved in the governance of the Trust. Specifically, the Trust wrote to the Chairs of the five Papatipu Rūnanga on Banks Peninsula in September 2023, along Te Kahui Kahukura and the Councils Te Hononga Committee requesting the item of trust governance vacancies is added to their agendas. The Trust also raised the matter in conversations with different key people within our network with Mana Whenua.
- 2.4 After these engagements, where the feedback received was that the Trust should continue to engage with Mana Whenua but a Ngai Tahu appointment was not a necessity, the Trust agreed to pursue a recruitment process to fill the vacancies.
- 2.5 The Trust initiated a public and competitive recruitment process in February 2024 by advertising in local and national networks.
- 2.6 The goals of the recruitment process were to find five trustees to support succession planning and increase diversity on the Rod Donald Banks Peninsula Trust Board. The Trust considers Boards operate at their best when they display a diversity of competent thought, experience and capability.
- 2.7 The Trust was pleased to have a significant response to this and shortlisted nine applicants to interview. From these 9 interviewees, 5 were selected after reference checking.

## 3 Board composition

- 3.1 The Trust wishes to provide information on the current composition of the Board, assuming the recommendations are accepted, for the Council's records.
- 3.2 Trustees Richard Suggate and Jenn Chowanec will continue in their role as Co-chairs until 31 December 2024.
- 3.3 The chart below provides an overview of the Board, consisting of five current Trustees with terms and future intentions, along with those recommended for Council appointment and re-appointment and co-option by Rod Donald Banks Peninsula Trust, and information about recently retired Trustees as follows:

| Trustee         | Date appointed most recent (and originally) | Appointed by | Term expires | Intentions                                       |
|-----------------|---|--------------|--------------|--|
| Richard Suggate | 1 July 2023<br>(1 July 2017)                | CCC          | 30 June 2026 | Retiring 31 Dec 2024<br>Current Co-chair         |
| Jenn Chowanec   | 1 July 2021                                 | CCC          | 30 June 2024 | Continuing and current Co-chair                  |
| Maureen McCloy  | 1 July 2021<br>(1 July 2017)                | CCC          | 30 June 2024 | Continuing but maximum term ends on 30 June 2026 |

RDBPT Trustee appointment recommendation to CCC June 2024 2



|  |                              |                  |                          |  |
|--|------------------------------|------------------|--------------------------|--|
| <b>Paul McNoe</b>                                    | 1 July 2023<br>(1 July 2017) | CCC              | 30 June 2026             | Continuing but intends to retire during 2025                                     |
| <b>Tyrone Fields</b>                                 | 7 Dec 2022<br>(7 Dec 2022)   | CCC              | End of Council term 2025 | Continuing   |
| <b>Piper Pengelly</b>                                | 1 July 24                    | CCC              | 30 June 2027             |  |
| <b>Anna Cameron</b>                                  | 1 July 24                    | CCC              | 30 June 2027             |  |
| <b>Duncan Bright</b>                                 | 1 July 24                    | RDBPT            | 30 June 2027             |  |
| <b>Francesca Brown</b>                               | 1 July 24                    | RDBPT            | 30 June 2027             |  |
| <b>Kamala Hayman</b><br><b>Special Trust Advisor</b> | 1 January 25                 | To be determined | 31 December 2027         | Special Trust Advisor from 1 July 2024 until vacancy created on 31 December 2024 |
| <b>Recently retired Trustees</b>                     |                              |                  |                          |  |
| <b>Robert Frame</b>                                  | 1 July 2022<br>(1 July 2021) | CCC              | 30 June 2024             | Retired 12 Dec 23  |

- 3.4 The following gives a summary of the resultant balance of representation and skill mix on the Board on the basis of this recommendation:

| Trustee                     | Skills   |
|-----------------------------|--|
| Richard Suggate<br>Co-Chair | Richard retired in 2017 after 29 years with Department of Conservation, including as Manager of the North Canterbury area (including Banks Peninsula) and as a National Business Development Manager, forging relationships with corporate partners such as Fonterra. He brings his skills in business development and a deep understanding of Department of Conservation, Banks Peninsula and iwi. Richard lives in Diamond Harbour and active in recreation on Banks Peninsula. Richard represents the Trust on the Pest Free Banks Peninsula Project Management Group.  |
| Jenn Chowanec<br>Co-Chair   | Jenn lives in Christchurch. She has a legal background having worked as a lawyer for a number of years. She currently works in the philanthropic sector as the General Manager of the Wayne Francis Charitable Trust. She is the Chair of Kilmarnock Enterprises Ltd and a Chartered Member of the Institute of Directors.<br><br>Jenn is a keen ultra-distance runner, including on Banks Peninsula, and is strongly committed to her own bi-cultural development.  |
| Maureen McCloy              | Maureen was Chair of the Trust from July 2019 to February 2022, and successfully led the Trust through the most intensive and demanding period of its existence, developing its Strategic Plan, securing funding to ensure its ongoing future and leading its largest project to date - the purchase, crowd-fund and setting up of the new Te Ahu Pātiki park. Maureen was formerly Corporate Services Manager of YHA New Zealand and was recently elected as a Board Member of that organisation. YHA New Zealand began with a network of hostels on Banks Peninsula and shares goals with the Trust to get more young people active in the outdoors. Maureen was the first woman president of the Canterbury Mountaineering Club and national co-ordinator for Women |



|                 |  |
|-----------------|--|
|                 | Climbing. She brings experience with tourism and financial skills to the Board, and is a member of the Institute of Directors.   |
| Paul McNoe      | Paul retired as the Chief Executive of Red Bus in 2020 having previously worked as National Facilities Services Manager for City Care. He brings to the Board his skills in corporate and financial management and a good understanding of tourism. Paul owns a holiday home in Akaroa and spends time in the community there.   |
| Tyrone Fields   | Tyrone's family has lived in Lyttelton, Banks Peninsula for generations. He was elected in 2018 to Te Pātaka o Rākaihautū Banks Peninsula Community Board, and subsequently elected as the Christchurch City Councillor for the Banks Peninsula ward in October 2022. Tyrone has travelled extensively and worked in the UK as an analyst in the finance sector before retraining as a social worker. He brings these skills into local government, where he works towards the betterment of our environment and communities, and ensuring that public facilities and assets remain in public ownership. |
| Piper Pengelly  | Piper lives in Redwood and is in her early twenties. She is a student studying law and economics. She is a Trustee for Styx Living Laboratory Trust and an ambassador for Takahe restoration with the Sir Peter Blake Trust. Piper has had strategic and leadership roles in several youth organisations such as Youth Voice Canterbury. Piper has worked in the climate change sector at the Ministry for the Environment on the Emissions Trading Scheme and is able to support the Trust with its carbon neutrality journey. Piper enjoys recreation on Banks Peninsula.                              |
| Anna Cameron    | Anna lives in Mt Pleasant and has a property in Wairewa catchment that she is regenerating with her family. Anna has held several senior roles working in complex conservation projects and working with Treaty partners. She is experienced in governance and has worked alongside several voluntary recreational and conservation organisations. Anna enjoys spending time in nature on Banks Peninsula recreating with her young family.  |
| Francesca Brown | Francesca lives in Halswell and works in veterinary governance roles and has experience in chairing. She has demonstrated a commitment to understanding tikanga Māori and Mātauranga Māori. Francesca has walked, hiked, biked and camped on Banks Peninsula throughout her life.  |
| Duncan Bright   | Duncan lives in Governors Bay and is an architect, involved in complex projects such as the Scott Base redevelopment in Antarctica. He has volunteered for a range of recreation and conservation groups on Banks Peninsula and enjoys tramping, mountain biking and sea kayaking.   |
| Kamala Hayman   | Kamala lives in Huntsbury and is the Editor at The Press, with 30 years experience as a journalist. Kamala has communication skills and the ability to understand and reach target audiences. She was involved in The Press's support for the campaign to buy Te Ahu Pātiki. Kamala is a keen trail runner, walker and cyclist.  |

3.5 Bob Frame stood down from the Rod Donald Trust Board on 12 December 2023 after completing two and a half years of service as a Trustee. The Trust wishes to thank Bob for his commitment to the Trust and for continuing to provide advice and support about how to improve the Little River Rail Trail, one of the Trust's key projects.

3.6 The Trust would like to thank all its Trustees for the exceptional amount of work and voluntary hours they contribute.

#### 4 Recommendation

The Trust recommends that the Council:

1. Reappoints Maureen McCloy and Jenn Chowaniec as trustees to the Trust Board from 1 July 2024;
2. Appoints Piper Pengelly and Anna Cameron as trustees to the Trust Board from 1 July 2024 for an initial term of 3 years; and
3. Acknowledges the Trust's co-option of Duncan Bright and Francesca Brown as trustees of the Trust from 1 July 2024 for an initial term of 3 years; and
4. Acknowledges the Trust's appointment of Kamala Hayman as a Special Trust Advisor to the Trust from 1 July 2024 to 31 December 2024 and that the Trust will then either co-opt Kamala or recommend her for appointment as Trustee from 31 December 2024.

Item 16

Attachment A