

## 14. Christchurch City Holdings Ltd - Appointment of Director to Orion New Zealand Ltd

Reference / Te Tohutoro: 23/2043906

Report of / Te Pou Linda Gibb, Performance Advisor, Resources  
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Senior Manager / Russell Holden, Acting General Manager Resources/Chief Financial  
Pouwhakarae: Officer (russell.holden@ccc.govt.nz)

### Confidentiality

<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 reputation of the candidate.
<b>Report can be reviewed for potential release:</b>	As soon as the Council has made its decision and notified the candidate.

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

- 1.1 This report seeks the Council's approval of the appointment of a new director to the Orion New Zealand Ltd board.
- 1.2 The report has been written following receiving a report from Christchurch City Holdings Ltd (CCHL) proposing the new appointment on 12 January 2024.
- 1.3 CCHL's report at **Attachment A** sets out the appointment process that has been undertaken to fill the vacant director position on the Orion board. It proposes that Mr Venasio-Lorenzo Crawley be appointed for a term of three years commencing on 1 March 2024.
- 1.4 The process that CCHL has conducted meets the requirements of the Council's Policy for the Appointment and Remuneration of Directors of Council Organisations (Appointments Policy). Clause 7.15 of the Appointments Policy requires the inclusion of a skills matrix of the board's governance requirements and how the proposed mix of directors meets the requirements. This is included in CCHL's report. The report notes that Mr Crawley's skills and expertise address key gaps on the Orion board of digitisation/technology and transformation and customer understanding.
- 1.5 The decision in this report is of low significance in relation to the Christchurch City Council's Significance and Engagement Policy. The level of significance was determined by estimating the extent to which the recommendations might impact the community.

### 2. Officer Recommendations Ngā Tūtohu

That the Finance and Performance Committee:

1. Approves the appointment of Mr Venasio-Lorenzo Crawley to the Orion New Zealand Ltd board as a director for a term of three years, commencing 1 March 2024; and
2. Agrees to release this report to the public as soon as the candidate has been notified of the Council's decision.

### 3. Reason for Report Recommendations Ngā Take mō te Whakatau

- 3.1 CCHL has undertaken a process that meets the requirements of the Council's Appointments Policy.

### 4. Alternative Options Considered Ētahi atu Kōwhiringa

- 4.1 Not making an appointment to the Orion board is the only other viable option. This would leave the board with fewer directors than optimal to meet the set of skills and expertise the board needs (identified in the CCHL report). Ultimately this creates a risk to the achievement of best practice governance.

### 5. Detail Te Whakamahuki

- 5.1 The salient clauses in the Council's Appointments Policy are:
  - Clause 7.10 requires the establishment of an Appointments Committee to comprise the Chair of the CCHL board, an external commercial advisor with relevant experience and knowledge and up to two other members nominated by the Council;
  - Clause 7.12 requires taking into account encouraging diversity and succession planning, as well as the Council's objectives for CCHL and CCHL's relationship with the Council as sole shareholder;
  - Clause 7.13 records the skills, knowledge and experience required for directors of CCHL boards (e.g. sound judgement and decision making, public service ethos, commercial and governance experience, ability to think strategically and more); and
  - Clause 7.15 requires recommendations for appointments to be accompanied by a skills and expertise matrix of the board's governance requirements.
- 5.2 CCHL has met the above requirements.
- 5.3 The delay between the former director retiring from the board in 2022, and the new appointment being proposed in early 2024 reflects that in 2022 there was a new incoming Chair and two directors. The incoming Chair wanted to take time to consider the needs of the board based on the company's future strategy.

### 6. Policy Framework Implications Ngā Hiraunga ā- Kaupapa here

#### Strategic Alignment Te Rautaki Tīaroaro

- 6.1 This report is consistent with the Council's governance policy which reflects its views of good governance in the local government context. It is not specifically related to the [Council's Long Term Plan \(2021 - 2031\)](#).

#### Policy Consistency Te Whai Kaupapa here

- 6.2 The decisions sought are consistent with the Council's Plans and Policies. In particular, the requirements for director appointments contained in the Council's Appointments Policy.

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

- 6.3 The decision does not involve a significant decision in relation to ancestral land or a body of water or other elements of intrinsic value, therefore this decision does not specifically impact Mana Whenua, their culture and traditions.
- 6.4 The decision does not involve a matter of interest to Mana Whenua and will not impact on our agreed partnership priorities with Ngā Papatipu Rūnanga.
- 6.5 The need for an understanding and commitment to the Council's obligation to Te Tiriti o Waitangi and encouraging diversity including among other things Māori whakapapa are provided for in the Appointments Policy.

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

- 6.6 The recommendation in this report will not contribute to adaptation to the impacts of climate change or emissions reductions as it does not lead to any change in operational activity.

### Accessibility Considerations Ngā Whai Whakaaro mā te Hunga Hauā

- 6.7 Not relevant to this report.

## 7. Resource Implications Ngā Hīraunga Rauemi

### Capex/Opex Ngā Utu Whakahaere

- 7.1 As the proposed director is replacing a now retired director, there is no incremental cost arising from the recommendations in this report.

## 8. Legal Implications Ngā Hīraunga ā-Ture

### Statutory power to undertake proposals in the report Te Manatū Whakahaere Kaupapa

- 8.1 Local Government Act 2002.

## 9. Risk Management Implications Ngā Hīraunga Tūraru

- 9.1 Maintaining good governance practices are key to the value proposition of the CCHL group.

## 10. Next Steps Ngā Mahinga ā-muri

- 10.1 Not relevant.

## Attachments Ngā Tāpirihanga

No.	Title	Reference	Page
A	Christchurch City Holdings Ltd Report - Appointment of Director to Orion New Zealand Ltd	24/52095	15

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

Document Name – Location / File Link
Not applicable

Confirmation of Statutory Compliance Te Whakatūturutanga ā-Ture

Compliance with Statutory Decision-making Requirements (ss 76 - 81 Local Government Act 2002).

- (a) This report contains:
- (i) sufficient information about all reasonably practicable options identified and assessed in terms of their advantages and disadvantages; and
  - (ii) adequate consideration of the views and preferences of affected and interested persons bearing in mind any proposed or previous community engagement.
- (b) The information reflects the level of significance of the matters covered by the report, as determined in accordance with the Council's significance and engagement policy.

Signatories Ngā Kaiwaitohu

Author	Linda Gibb - Performance Monitoring Advisor CCO
Approved By	Russell Holden - Acting General Manager Resources/Chief Financial Officer

## Report for Council

**Date:** 9 January 2024

**To:** Mary Richardson, Acting CEO, Christchurch City Council

**From:** CCHL Appointments Committee

**Subject:** Recommendation of Director Appointment to Orion New Zealand Limited

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### Purpose

The purpose of this report is to:

- provide an overview to Council on the process to appoint and select a director for the Board of Orion New Zealand Limited (Orion); and
- recommend the appointment of Venasio-Lorenzo Crawley as independent director for the Orion Board.

### Background

At the August 2022 Orion AGM, Bruce Gemmell retired from the Orion Board, after serving two terms. At the time, it was decided that Orion would wait to make the replacement. The Orion Board has operated with five directors for the last 12 months, noting that the board had three recently appointed directors, Paul Munro (replacing Jane Taylor as Chair) in February 2022, and Mike Sang and Jen Crawford appointed in August 2021.

As detailed in previous appointments papers presented to Council September 2023, following a formal RFP process, CCHL appointed Propero Consulting to assist the CCHL Appointments Committee in attracting, interviewing, and evaluating candidates, before making recommendations to Council on the 2023 subsidiary director vacancies.

### Process

Appointments to the Board of Orion are governed by Council's policy on the Appointment and Remuneration of Directors of Council Organisations. Under that policy the Appointments Committee for CCHL subsidiaries is made up of the chair of CCHL, the chair of the relevant subsidiary board and up to two other members. For these appointments the Appointments Committee comprised Abby Foote, Sara Templeton, Paul Munro, as Chair of Orion and Matt Stanley from Propero as an external advisor to the Committee.

Propero, using the skills matrix developed by the Orion board, focussed on identifying potential director candidates with a background in marketing and future customer focus, understanding of commercial customers, experience in digitisation/technology and transformation, with knowledge of health and safety practices. (The Orion board skills matrix is attached below as **Attachment 1**.)

Propero identified a long list of candidates with the capabilities identified, drawing on their extensive networks, personal recommendations, and self-referrals. The Appointments Committee then considered that long list to identify a short list for interview.

### **Orion Independent Director Appointment**

The Orion Appointments Committee (including Orion Chair, Paul Munro) unanimously recommends the appointment of Venasio-Lorenzo Crawley to the board of Orion. The overview of this candidate by Propero Consulting is attached as **Attachment 2**.

**Venasio-Lorenzo Crawley** (Vena) has diverse expertise with deep experience in strategy, data, digital transformation, and customer centred design having experience across different sectors but notably within the electricity industry. Vena holds a number of governance roles, including as a director of NZX listed Summerset Group, a Board Member of Te Whatu Ora/Health New Zealand and the Chair of the Auckland University of Technology Business School Industry Advisory Board. Prior to his governance career, Vena was the divisional CEO and Chief Customer Officer at Contact Energy – with a broad remit including strategy, pricing, data analytics, people, digital, technology, and brand. This included developing the data strategy that underpinned the business turnaround metrics and enabled additional revenue and margin growth via monetisation of the data, and the ICT and digital strategy while rebasing the company to a digital first open source and open architecture platform. Vena has a track record of driving transformational change by chasing market leadership with customer focus, using data technology and digital as tools. Vena holds an MBA and BA from Steinbeis University in Germany and has completed an Executive Certificate programme from Virginia State University's Darden School of Business. Vena is based in Auckland.

During his interview, Vena spoke to his Samoan heritage and upbringing as an immigrant to New Zealand. The Committee was impressed by Vena's articulation of the way this informs his approach with there being a strong influence towards a focus on collaboration, creativity and people being at the heart, which translates into a strong customer perspective. The Committee believes that Vena will bring a valuable perspective to the CCHL Group.

The Appointments Committee believes Vena will bring a wide range of skills and diverse approach to the Orion board, with a wealth of industry specific knowledge, including a strong customer focus, and in-depth knowledge and experience of digital transformation and data strategy directly relevant to Orion's future strategy.

### **Summary**

CCHL has run a thorough and robust process to identify and recommend a director to fill the vacancy on the board of Orion. Orion has undertaken a robust process (set by CCHL) to prepare a skills matrix that assists in the identification of relevant skill set requirements for the board. The chair of Orion has been involved throughout the process and played a significant role in identifying the candidate who has been recommended for appointment. A significant number of potential candidates have been considered as part of this process. CCHL believes that Vena will make a strong contribution to governance within the Group. This recommendation also reflects CCHL's ongoing commitment to improve the diversity of the group.

CCHL has completed the required reference checking and probity checks.

### **Recommendation**

The Appointments Committee recommend the appointment of Venasio-Lorenzo Crawley as independent director of Orion effective from 1 March 2024.

Abby Foote  
**Chair CCHL**

### **Attachments:**

1. Orion Board skills matrix
2. Orion – Propero Consulting candidate overview



