

Entered by Board Secretary

## Board Committee Membership Review

### Aronga / Purpose

1. To seek approval for changes to membership of Auckland Transport (AT) Board (board) Committees (committees).

### Tuku mana / Delegation

2. Each of the committee charters indicate that any changes to membership and chairpersonship of committees will be undertaken by the board.

### Te tūtohunga / Recommendation

That the board:

- a) Approve the proposed membership changes to the Design and Delivery Committee (DDC), Finance and Assurance Committee (FAC), People and Culture Committee (PCC) and Safety Committee (SC) as outlined in this report.
- b) Note the retirement of Kylie Clegg as a director of the board and thank her for her contribution.

### Te whakarāpopototanga matua / Executive summary

3. With the appointment of Mark Darrow as acting chair and the retirement of Kylie Clegg from the board, it is timely to review membership of the committees to ensure appropriate allocation of experience, expertise and workload across the committees.
4. The following key changes are proposed:
  - a. Appointment of Raveen Jaduram as chair of DDC, replacing Wayne Donnelly.
  - b. Appointment of Mary-Jane Daly as a temporary independent chair of FAC, replacing Mark Darrow.
  - c. Appointment of Henare Clarke as chair of SC, replacing Kylie Clegg.
  - d. Appointment of Wayne Donnelly as chair of PCC until a new director is appointed.

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## Ngā tuhinga ō mua / Previous deliberations

Date	Report Title	Key Outcomes
August 2023	Board Committee Membership Review	Councillor Darby replaced Councillor Lee as a voting member of DDC.
June 2023	Board Committee Membership Review	Wayne Donnelly was appointed as chair of DDC. Raveen Jaduram became a voting member of DDC and the Finance and Assurance Committee. Henare Clarke became a voting member of DDC, the People and Culture Committee (PCC) and Safety Committee (SC).
March 2023	Board Committee Membership Review	Mark Darrow and Councillors Andy Baker and Mike Lee became voting members of DDC. Kylie Clegg was appointed as chair of PCC. Abbie Reynolds became a voting member of PCC and SC.

## Te horopaki / Background

- Auckland Council has not yet been successful in concluding a process to make a permanent appointment to the position of board chair.
- As a result, Mark Darrow has been appointed acting chair effective 1 November 2023, with Wayne Donnelly assuming the role of acting deputy chair, also effective 1 November 2023.
- Auckland Council will continue to undertake a recruitment process to fill the chair role on a permanent basis in the interim.
- Following completion of her term, Kylie Clegg will retire from the board effective 31 October 2023. A recruitment process to replace Ms Clegg is also underway.

## Te hononga ki te “Statement of Intent 2023 - 2026”/ Alignment to Statement of Intent 2023 - 2026

- An effective governance framework will ensure oversight of the organisation’s ability to deliver to the commitments outlined in the Statement of Intent 2023 – 2026.

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## Me mōhio koe / What you need to know

10. The following changes are proposed:

- a. Appointment of Raveen Jaduram as chair of DDC, replacing Wayne Donnelly. Aside from Kylie Clegg's departure, there are no additional changes proposed to DDC which retains its existing membership of all directors, save for Nicole Rosie.
- b. Appointment of Mary-Jane Daly as a temporary independent chair of FAC, replacing Mark Darrow.
- c. Appointment of Henare Clarke as chair of SC, replacing Kylie Clegg. Raveen Jaduram will also join this committee, with Wayne Donnelly remaining as a member.
- d. Mark Darrow will become a member of the PC. Henare Clarke will remain as the other member of the PC, with Wayne Donnelly replacing Kylie Clegg as chair until a new director is appointed.
- e. For clarity, and as noted in each of the committee charters, as acting chair, Mark Darrow is a member of DDC, FAC and PC in an ex-officio capacity.

11. Please refer to Attachment 1 for a full list and description of proposed board committee membership.

12. Of note, any director may attend any committee meeting, regardless of whether they are members of that committee. However only voting members of a committee may vote on issues raised at a committee meeting.

13. All directors have access to all board and committee reporting, regardless of whether they are members of a committee or not.

14. This proposal ensures that there is sufficient representation of directors on each of the committees, in order to enable them to best fulfil their respective roles and responsibilities, thus reducing risk to the governance effectiveness of the board as a whole.

## Ngā ritenga-ā-pūtea me ngā rauemi / Financial and resource impacts

15. N/A.

## Ka whaiwhakaaro ki te Tiakanga Taiao / Climate change and sustainability considerations

16. N/A.

## Ngā whakaaweawe atu anō / Other impacts

Relationship	Consulted Y/N	Views and Perspectives Received
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Māori	Yes: <input type="checkbox"/>	No: <input checked="" type="checkbox"/>	N/A.
Elected members	Yes: <input type="checkbox"/>	No: <input checked="" type="checkbox"/>	N/A.
Council Controlled Organisations	Yes: <input type="checkbox"/>	No: <input checked="" type="checkbox"/>	N/A.

## Ā muri ake nei / Next steps

17. Assuming board approval, the membership changes outlined will be effective immediately.

## Te whakapiringa / Attachment



Attachment number	Description
1	Board Committee Membership October 2023

## Te rārangi o ngā kupu whakatau / Decision checklist (for Board and Committee members)

Have the following matters and impacts on them been considered in decision making?	Considered Y/N	
Alignment to Statement of Intent 2023 – 2026 principles and statement of performance expectations	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Budget and fiscal constraints	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Climate change and sustainability (including contributing to the Transport Emissions Reduction Pathway)	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Customer and community engagement	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Equity of access to transport	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Māori outcomes	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>
Health, safety and wellbeing outcomes	Yes: <input checked="" type="checkbox"/>	No: <input type="checkbox"/>

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## Te pou whenua tuhinga / Document ownership

Submitted by	Andrew Downie <b>Governance Lead</b>	
Recommended by	Andrew Downie <b>Governance Lead</b>	
Approved for submission	Dean Kimpton <b>Chief Executive</b>	