

RELEASE OF INFORMATION

The attached decision/information was previously included in a confidential agenda/minutes of the Joint Shareholders Committee 16 April 2024

The reasons for withholding the information no longer apply, the information is therefore being made publicly available.

8.2 Tasman Bays Heritage Trustee Rotation

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Moved Councillor Sanson/Councillor Courtney

JSC24-04-1

That the Joint Shareholders Committee

- 1. receives the Tasman Bays Heritage Trustee Rotation report and its attachment; and**
- 2. notes the decision of the Appointments Committee to reappoint Darren Mark to the Tasman Bays Heritage Trust for a further three-year term, ending November 2027; and**
- 3. notes the decision of the Appointments Committee to appoint Andrew Wilson as a trustee of the Tasman Bays Heritage Trust for a three-year term, ending April 2027; and**
- 4. notes the decision of the Appointments Committee to appoint Venus Guy as a trustee of the Tasman Bays Heritage Trust for a three-year term, ending April 2027; and**
- 5. thanks Brendon Silcock and Stephen Broad Paul for their services as trustees of the Tasman Bays Heritage Trust; and**
- 6. agrees that the report and decision be made publicly available once the appointment process has been completed.**

CARRIED

2024

8.2 TASMAN BAYS HERITAGE TRUSTEE ROTATION - CONFIDENTIAL

Report To:	Joint Shareholders Committee
Meeting Date:	16 April 2024
Report Author:	Martin Croft, Strategic Advisor Community Services
Report Authorisers:	
Report Number:	RJSC24-04-3

This report is confidential in accordance with the Local Government Official Information and Meetings Act 1987 (s7(2)(a)) - The withholding of the information is necessary to protect the privacy of natural persons, including that of a deceased person.

1. Purpose of Report

- 1.1 To note the reappointment of Darren Mark as a trustee of Tasman Bays Heritage Trust (TBHT) for a further three-year term, beginning November 2024 and ending November 2027.
- 1.2 To note the decision of the TBHT Appointments Committee to appoint Andrew Wilson and Venus Guy as trustees.

2. Recommendation

That the Joint Shareholders Committee

1. receives the Tasman Bays Heritage Trustee Rotation report and its attachment; and
2. notes the decision of the Appointments Committee to reappoint Darren Mark to the Tasman Bays Heritage Trust for a further three-year term, ending November 2027; and
3. notes the decision of the Appointments Committee to appoint Andrew Wilson as a trustee of the Tasman Bays Heritage Trust for a three-year term, ending April 2027; and
4. notes the decision of the Appointments Committee to appoint Venus Guy as a trustee of the Tasman Bays Heritage Trust for a three-year term, ending April 2027; and
5. thanks Brendon Silcock and Stephen Broad Paul for their services as trustees of the Tasman Bays Heritage Trust; and
6. agrees that the report and decision be made publicly available once the appointments process has been completed.

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TASMAN BAYS HERITAGE TRUSTEE ROTATION**3. Background and Discussion**

3.1 TBHT is a joint Council Controlled Organisation, established in 2000 to manage and operate Nelson Provincial Museum Pupuri Taonga O Te Tai Ao.

3.2 The current trustees of TBHT are:

- Stephen Broad Paul: Chairperson, appointed April 2023
- Darren Mark: first appointed November 2015, term ends November 2024
- Jo Brady: first appointed in April 2022, term ends April 2025
- Emma Thompson: first appointed November 2015, term ends November 2025
- Kimiora McGregor: appointed in April 2023, term ends April 2026
- Derek Shaw: first appointed November 2015, term ends November 2026

3.3 Trustees are appointed by an Appointments Committee, following a process set out in the TBHT Trust Deed. This requires that the Trust has between five and seven trustees.

3.4 The Appointments Committee includes representatives from both Councils. Current members of the committee are Mayor Tim King (Chair) and Chief Executive Officer Leonie Rae (Tasman District Council); Councillors Mel Courtney and Kahu Paki Paki (Nelson City Council); Olivia Hall and Jane du Feu (iwi representatives).

3.5 The criteria for appointments of general trustees are mandated in the Trust Deed as follows:

The Appointments Committee shall appoint Trustees from the list of persons nominated and in making any appointment shall take into account the following criteria:

1. *Trustees should be interested in and able to promote the objectives of the Tasman Bays Heritage Trust.*
2. *Trustees should be persons known in the communities for their respective business acumen, competence in financial stewardship, or expertise and knowledge in heritage matters and issues.*
3. *Trustees should be familiar with and have or be willing and able to gain an appreciation of heritage issues, education, tourism and regional development issues, promotional interests and iwi perspective and a cultural awareness especially of issues relating to Māori taonga (clause 14.1(c)).*

3.6 The Councils also have a joint policy for appointments: Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (Joint Policy).

3.7 As the Appointments Committee is established by the Trust Deed, rather than by the two Councils, the Appointments Committee has authority to make appointments to the Trust. This Trust Deed is given precedence over the joint policy of the two Councils.

Reappointment of trustee

3.8 Darren Mark has served three terms as a trustee. His current term ends in November 2024, and he has confirmed interest in being reappointed for another term.

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3.9 The Trust Deed does not set out limits on the number of times a trustee can be reappointed. However, Councils' policy on Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations states:

No director/trustee may be reappointed for a fourth consecutive term unless there are special circumstances.

3.10 The TBHT Chair, Stephen Broad Paul, wrote to the Appointments Committee requesting that Darren Mark be reappointed for a subsequent term and included in the letter the special circumstances for his reappointment. (Attachment 1).

3.11 The Trust Deed sets out the process for reappointments, including that a public recruitment process is not required:

3.12 Provided that where the Appointments Committee is satisfied that a Trustee retiring pursuant to Clause 16.1 continues to meet the criteria in Clause 14.1(c), and is likely to be the best candidate for appointment, then the calling for nominations and advertising as required by Clause 14(b) shall not be required to fill the vacancy in respect of which the retiring Trustee seeks reappointment (clause 16.2).

3.13 Consistent with the Trust Deed, the Appointments Committee agreed this approach and unanimously confirmed that Darren Mark should be reappointed for three-year terms.

Trustee Appointment

3.14 In letters dated 31 January 2024, Stephen Broad Paul wrote to both mayors to inform them he was stepping down as Chair and leaving the board. He is expecting to move to Dunedin in April and is unable to continue the role long distance.

3.15 Brendon Silcock resigned his position on the board in September 2023.

3.16 In a letter to the Appointments Committee on 14 Feb 2024, the Trust confirmed it would like the Appointments Committee to recruit two new trustees to replace Brendon and Stephen, requesting one of the trustees be recruited for the position of Chair.

3.17 The key competencies requested by the board for each position were:

Chair:

- Outstanding leadership skills
- Strong governance experience
- Demonstrated community commitment
- Excellent local networks and reputation
- Experience in, and understanding of, fundraising for significant projects
- Financial acumen
- Commitment to the advancement of Te Taihu

Trustee:

- Governance for infrastructure experience
- Demonstrated community commitment
- Experience in, and understanding of, fundraising for significant projects
- Experience in construction/ project management

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- Financial acumen
 - Proven ability to work well as part of a team
 - Commitment to the advancement of Te Taihū
- 3.18 The Appointments Committee undertook a recruitment process, in keeping with the process set out in the Trust Deed. A recruitment company was appointed to assist with the process and both roles were advertised in newspapers and on several targeted online sites.
- 3.19 Applications were received from 10 candidates. Following shortlisting by the Appointments Committee, four suitably qualified candidates were chosen to be interviewed by three members of the Appointment Committee. Prior to the interviewing, all four candidates were reference checked by the recruitment company.
- 3.20 Interviews were carried out on 25 and 26 March, and 2 April 2024. This was followed by a final reference check by the recruitment company.
- 3.21 Based on the interviews and reference checking, the Appointments Committee agreed at a meeting held via Teams on 10 April 2024, to appoint Andrew Wilson and Venus Guy as trustees for a three-year term, ending in April 2027.
- 3.22 Mr Wilson has a governance career spanning the last 30 years, which includes community-based organisations, not-for-profits and commercial entities. He joined the board of the Nelson Tasman Housing Trust in 2020 and has been Chair for the last two years. He offers broad based management and governance experience, a strong understanding of business financials, and a strategic approach. He has expertise in infrastructure, capital-building projects, managing risk, and exposure to fundraising. He is retired and lives in Nelson.
- 3.23 Ms Guy has been building her governance career, joining the Institute of Directors (IoD) in 2016, and taking on various not-for-profit roles including Chair positions with early childhood, business, and sports organisations. Venus was the winner of the IoD – Mentoring for Diverse Emerging Director in 2021. She is currently the President of the Nelson Tasman Chamber of Commerce.

4. Conclusion and Next Steps

- 4.1 The Appointments Committee intend to write to the successful candidates to inform them of the decision.
- 4.2 Following confirmation of its acceptance, the Tasman District Council Mayor will write to the TBHT to advise it of the appointments.
- 4.3 Both appointments will be announced publicly at the TBHT's Annual General Meeting in November 2024, and prior to that via the Museum's online and social media channels.
- 4.4 The TBHT will elect a Chair at its next Board meeting.

5. Attachments

1. Letter to Appointments Committee re Darren Mark reappointment