

AGENDA

Ordinary meeting of the

Joint Shareholders Committee

**Friday 20 November 2015
Commencing at 1.30pm
Council Chamber
Civic House
110 Trafalgar Street, Nelson**

Membership: Her Worship the Mayor Rachel Reese (Chairperson), Deputy Mayor of Nelson Paul Matheson, Councillors Pete Rainey, Brian McGurk, Ian Barker, and Eric Davy, His Worship the Mayor of Tasman Richard Kempthorne (Chairperson), Councillors Tim King (Deputy Chairperson), Michael Higgins, Judene Edgar, Trevor Norriss and Stuart Bryant

Guidelines for councillors attending the meeting, who are not members of the Committee, as set out in Standing Orders:

- All councillors, whether or not they are members of the Committee, may attend Committee meetings (SO 2.12.2)
- At the discretion of the Chair, councillors who are not Committee members may speak, or ask questions about a matter.
- Only Committee members may vote on any matter before the Committee (SO 3.14.1)

It is good practice for both Committee members and non-Committee members to declare any interests in items on the agenda. They should withdraw from the table for discussion and voting on any of these items.

1. Apologies

Nil

2. Confirmation of Order of Business

3. Interests

3.1 Updates to the Interests Register

3.2 Identify any conflicts of interest in the agenda

4. Public Forum

5. Confirmation of Minutes

5.1 2 September 2015

6 - 11

Document number M1427

Recommendation

THAT the minutes of the meeting of the Joint Shareholders Committee, held on 2 September 2015, be confirmed as a true and correct record.

6. Review of Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations

12 - 21

Document number R4403

Recommendation

THAT the report Review of Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (R4403) and its attachments (A1449972 and A537882) be received;

AND THAT the reviewed and amended Policy for the Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (A537882) be adopted.

PUBLIC EXCLUDED BUSINESS

7. Exclusion of the Public

Recommendation

THAT the public be excluded from the following parts 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:

Item	General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
1	Joint Shareholders Committee Meeting - Public Excluded Minutes - 2 September 2015	Section 48(1)(a) The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7.	The withholding of the information is necessary: <ul style="list-style-type: none"> • Section 7(2)(a) To protect the privacy of natural persons, including that of a deceased person. • Section 7(2)(h) To enable the local authority to carry out, without prejudice or disadvantage, commercial activities. • Section 7(2)(i) To enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations).

Item	General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
2	Port Nelson Limited Proposed Constitution Changes	Section 48(1)(a) The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7	The withholding of the information is necessary: <ul style="list-style-type: none"> Section 7(2)(h) To enable the local authority to carry out, without prejudice or disadvantage, commercial activities

8. Re-admittance of the public

Recommendation

THAT the public be re-admitted to the meeting.

Minutes of a meeting of the Joint Shareholders Committee

**Held in the Council Chamber, Civic House, 110 Trafalgar Street,
Nelson**

On Wednesday 2 September 2015, commencing at 9.30am

Present: Her Worship the Mayor R Reese (Chairperson), Deputy Mayor of Nelson P Matheson, Nelson City Councillors P Rainey, B McGurk, I Barker, and E Davy, His Worship the Mayor of Tasman R Kempthorne, Tasman District Councillors M Higgins, J Edgar, T Norriss and S Bryant

In Attendance: Chief Executive Nelson City Council (C Hadley), Chief Executive Tasman District Council (L McKenzie), Group Manager Community Services (C Ward), Group Manager Corporate Services (N Harrison), Group Manager Infrastructure (A Louverdis), Manager Communications (P Shattock), Corporate Services Manager (M Drummond), and Administration Adviser (G Brown)

Apology: Deputy Mayor of Tasman T King

1. Apology

Resolved JSC/2015/003

***THAT an apology be received and accepted from
Deputy Mayor of Tasman T King.***

Her Worship the Mayor of Nelson/Edgar

Carried

2. Confirmation of Order of Business

There was no change to the order of business.

3. Interests

There were no updates to the Interests Register, and no interests with items on the agenda were declared.

4. Public Forum

There was no public forum.

5. Confirmation of Minutes

5.1 24 July 2015 - Extraordinary Meeting

Document number M1369, agenda pages 7 - 10 refer.

Resolved JSC/2015/004

THAT the minutes of the extraordinary meeting of the Joint Shareholders Committee, held on 24 July 2015, be confirmed as a true and correct record.

His Worship the Mayor of Tasman/Barker

Carried

5.2. Joint Shareholders Committee Minutes - 17 April 2015

Document number R4754, agenda pages 11 - 16 refer.

Resolved JSC/2015/005

THAT the minutes of the meeting of the Joint Shareholders Committee, held on 17 April 2015, be confirmed as a true and correct record.

Higgins/His Worship the Mayor of Tasman

Carried

6. Tasman Bays Heritage Trust Statement of Intent 2015/16

Document number R4237, agenda pages 17 - 45 refer.

Olivia Hall, Chairperson, and Terry Horne, Trustee, of Tasman Bays Heritage Trust, joined the meeting.

Group Manager Community Services, Chris Ward, presented the report.

It was discussed that some of the key Strategic Objectives in the Statement of Intent (SOI) had no targets identified. Ms Hall advised that the Tasman Bays Heritage Trust focussed on maintaining a simplified SOI, however she pointed out that on page 20 of the agenda SOI targets were illustrated.

It was highlighted that the SOI contained some minor grammatical errors which needed rectifying before being formally published.

Resolved JSC/2015/006

THAT the report Tasman Bays Heritage Trust Statement of Intent 2015/16 (R4237) and its

attachments (A1389167 and A1389171) be received;

AND THAT the Tasman Bays Heritage Trust Statement of Intent 2015/16 (A1389167) be approved for signing.

Davy/Bryant

Carried

7. Exclusion of the Public

Rob Evans and Paul Steere, of Nelson Airport Ltd, and Evzen Novak, of Studio Pacific Architecture, were to be in attendance for Item 4 of the Public Excluded agenda to answer questions and, accordingly, the following resolution was required to be passed:

Resolved JSC/2015/007

THAT, in accordance with section 48(5) of the Local Government Official Information and Meetings Act 1987, Rob Evans, Paul Steere and Evzen Novak remain after the public has been excluded, for Item 4 of the Public Excluded agenda Presentation from Nelson Airport Limited, as they have knowledge that will assist the Committee;

AND THAT, in accordance with section 48(6) of the Local Government Official Information and Meetings Act 1987, the knowledge that Rob Evans, Paul Steere and Evzen Novak possess relates to Nelson Airport Limited plans for the development.

Her Worship the Mayor of Nelson/Matheson

Carried

Daryl Wehner and Bronwyn Monopoli, of Port Nelson Ltd, were to be in attendance for Item 5 of the Public Excluded agenda to answer questions and, accordingly, the following resolution was required to be passed:

Resolved

THAT, in accordance with section 48(5) of the Local Government Official Information and Meetings Act 1987, Daryl Wehner, and Bronwyn Monopoli remain after the public has been excluded, for Item 5 of the Public Excluded agenda Port Nelson Ltd Draft Statement of Intent 2015/16 as they have knowledge that will assist the Committee;

AND THAT, in accordance with section 48(6) of the Local Government Official Information and Meetings Act 1987, the knowledge that Daryl Wehner and Bronwyn Monopoli possess relates to the Port Nelson Draft Statement of Intent 2015/16.

Barker/Higgins

Carried

Resolved JSC/2015/008

THAT the public be excluded from the following parts 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:

His Worship the Mayor of Tasman/Her Worship the Mayor of Nelson

Carried

Item	General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
1	Extraordinary Joint Shareholders Committee Meeting Minutes - Public Excluded - 24 July 2015	Section 48(1)(a) The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7.	The withholding of the information is necessary: <ul style="list-style-type: none"> Section 7(2)(i) To enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations). Section 7(2)(a) To protect the privacy of natural persons, including that of a deceased person.
2	Joint Shareholders Committee Meeting Minutes Public Excluded 17 April 2015	Section 48(1)(a) The public conduct of this matter would be likely to result in disclosure of information for which	The withholding of the information is necessary: <ul style="list-style-type: none"> Section 7(2)(a) To protect the privacy of natural persons, including that of a deceased person

Item	General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
		good reason exists under section 7	<ul style="list-style-type: none"> • Section 7(2)(h) To enable the local authority to carry out, without prejudice or disadvantage, commercial activities • Section 7(2)(i) To enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)
3	<p>Presentation from Nelson Airport Limited</p> <p>This presentation relates to plans for development</p>	<p>Section 48(1)(a)</p> <p>The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7</p>	<p>The withholding of the information is necessary:</p> <ul style="list-style-type: none"> • Section 7(2)(h) To enable the local authority to carry out, without prejudice or disadvantage, commercial activities
4	<p>Port Nelson Ltd Draft Statement of Corporate Intent 2015/16</p>	<p>Section 48(1)(a)</p> <p>The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7</p>	<p>The withholding of the information is necessary:</p> <ul style="list-style-type: none"> • Section 7(2)(i) To enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and industrial negotiations)
5	<p>Directors and Trustees Remuneration 2015/16</p>	<p>Section 48(1)(a)</p> <p>The public conduct of this matter would be likely to result in disclosure of information for which good reason exists under section 7</p>	<p>The withholding of the information is necessary:</p> <ul style="list-style-type: none"> • Section 7(2)(h) To enable the local authority to carry out, without prejudice or disadvantage, commercial activities • Section 7(2)(i) To enable the local authority to carry on, without prejudice or disadvantage, negotiations (including commercial and

Item	General subject of each matter to be considered	Reason for passing this resolution in relation to each matter	Particular interests protected (where applicable)
			industrial negotiations)

The meeting went into public excluded session at 9.38am and resumed in public session at 10.52am.

8. Re-admittance of the Public

Resolved JSC/2015/009

THAT the public be re-admitted to the meeting.

His Worship the Mayor of Tasman/Her Worship the Mayor of Nelson

Carried

There being no further business the meeting ended at 10.52am.

Confirmed as a correct record of proceedings:

_____ Chairperson _____ Date

Review of Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations

1. Purpose of Report

- 1.1 To consider the reviewed and amended Policy for the Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (the Policy).

2. Delegations

- 2.1 The Joint Shareholders Committee has responsibility for matters relating to jointly owned Council Controlled Organisations (CCO's) and Council Controlled Trading Organisations (CCTO's). The Committee has power to decide on matters relating to the appointment of directors and trustees.

3. Recommendation

THAT the report Review of Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (R4403) and its attachments (A1449972 and A537882) be received;

AND THAT the reviewed and amended Policy for the Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations (A537882) be adopted.

4. Background

- 4.1 The Policy covers the appointment and re-appointment process for directors/trustees of organisations such as Port Nelson Limited, Nelson Airport Limited and Tasman Bays Heritage Trust.
- 4.2 The Policy was most recently received and amended by the Joint Shareholders Committee in 2012, and was scheduled for review in July 2015.

4.3 The Nelson City Council Appointment of CCOs and CCTOs Policy was reviewed and adopted by the Governance Committee on 5 November 2015. The Policy for Joint Appointment of CCOs and CCTOs has been amended to align with changes made to the NCC Policy.

5. Discussion

5.1 The proposed amendments to the Policy are listed below. Further detail and explanation can be found in Attachment 1, and the revised policy is shown as Attachment 2.

- Corrections to officer titles and dates throughout the Policy
- Clauses 1.1 and 2.1: Replaced reference to Port Nelson Limited with Council Controlled Trading Organisations to ensure Policy covers all Joint CCTOs
- Clause 3.1: Replaced 'gender balance' with 'diversity'
- Clause 3.3.5: Changed 'company' to 'company/trust', and replaced 'business area' with 'activities'
- Clauses 4.1.1 and 5.2.1: Added detail on assessing if the appointment is necessary
- Clauses 4.1.3 and 4.2-4.5: Addition of reference to an interview panel
- Clause 4.4: Removed as Joint Shareholders Committee has full delegations to make decisions on directors/trustees.
- Clause 7.2 and 7.3: Added reference to staff members to clause 7.2. removed clause 7.3 to ensure no confusion between processes.
- Clause 8.2 (new): Added detail on varying procedures in the policy as necessary

6. Options

6.1 Adopt the Policy as reviewed and amended. This is the preferred option.

6.2 The Committee may choose to amend the Policy further before its adoption.

6.3 The Committee could choose not to change the current Policy. This would result in a less flexible and effective Policy.

7. Alignment with relevant Council policy

7.1 This recommendation is not inconsistent with any other Council policy or decision.

8. Assessment of Significance against the Council's Significance and Engagement Policy

- 8.1 This decision is not significant under Nelson City Council's Significance and Engagement Policy.
- 8.2 Under Tasman District Council's Significance Policy this decision is considered to be of low significance as it does not impact on levels of service or Council finances and is primarily of a technical nature.

9. Consultation

- 9.1 No consultation has taken place on this matter.

10. Inclusion of Māori in the decision making process

- 10.1 Maori have not been consulted on this matter.

11. Conclusion

- 11.1 The Policy for the Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations has been reviewed and amended and is presented to the Joint Shareholders Committee for adoption.

Chris Ward
Group Manager Community Services

Attachments

- Attachment 1: A1449972 - Table of Amendments to the Procedure for Joint Appointment of Directors/Trustees of CCOs and CCTOs
- Attachment 2: A537882 - Current Procedure for Joint Appointments of Directors/Trustees of CCOs/CCTOs

Amendments to the Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations

Clause	Heading	July 2015 version	November 2015 version	Notes
1.1	Introduction	Nelson City Council and Tasman District Council jointly control or have significant shareholdings in several Council Controlled Organisations and in Port Nelson Limited, a port company registered in accordance with the Port Companies Act 1988.	Nelson City Council and Tasman District Council jointly control or have significant shareholdings in several Council Controlled Organisations and Council Controlled Trading Organisations.	Broadening reference to all CCTOs.
2.1	Purpose	This Policy sets out the process for selection, appointment and review of Directors/Trustees jointly appointed to Port Nelson Limited,	This Policy sets out the process for selection, appointment and review of Directors/Trustees jointly appointed to Council Controlled Trading Organisations,	
3.1	Criteria for Selection of Directors/ Trustees	The Joint Shareholders Committee must have regard to the gender balance of each Governing Board when considering candidates for joint appointment or re-appointment.	The Joint Shareholders Committee must have regard to the diversity of each Governing Board when considering candidates for joint appointment or re-appointment.	Replacing the words 'gender balance' with 'diversity' ensures consideration of a range of factors such as background, age, ethnicity, and gender.
3.3.5		Relevant business experience and/or the ability to gain an in-depth understanding of the company and its business area;	Relevant business experience and/or the ability to gain an in-depth understanding of the company/trust and its activities;	Correcting company reference to company/trust. Using 'activities' instead of 'business area' due to the nature of organisations such as Tasman Bays Heritage Trust where applicants may not have a business background.

Clause	Heading	July 2015 version	November 2015 version	Notes
4.1.1	Process for Appointment of Directors /Trustees	Meet with the Chairperson of the relevant Governing Board to discuss specific requirements and to consider whether there is any need for any variation of procedure, under clause 8.1; and	Meet with the Chairperson of the relevant Governing Board to discuss specific requirements (including whether the appointment is necessary) and to consider whether there is any need for any variation of procedure under section 8; and	To ensure an assessment is made about whether the appointment is necessary.
4.1.3 (new)			Decide on the composition of the interview panel.	To allow greater flexibility for recruitment.
4.3, 4.4		<p>4.3 The Recruitment Consultant shall interview and carry out reference checks of persons on the list of candidates, having regard to the criteria listed in Section 3 above, and report a short list with recommendations to the Joint Shareholders Committee.</p> <p>4.4 Nelson City Council and Tasman District Council will make the final decision to appoint Directors/Trustees, on the recommendation of the Joint Shareholders Committee.</p>	<p>4.3 The Recruitment Consultant shall, in consultation with the interview panel, assist with any interview process and carry out reference checks of persons on the list of candidates, having regard to the criteria listed in Section 3 above, and report a short list with recommendations to the Joint Shareholders Committee.</p> <p>4.4 The interview panel will conduct interviews on the short list of candidates and recommend a preferred candidate (or in the case of multiple vacancies, candidates) to the Joint Shareholders Committee through the Group Manager Corporate Services and/or the Group Manager Community Services.</p>	<p>To align with the new clause 4.1.3 above.</p> <p>To remove original section 4.4 as Joint Shareholders Committee has delegation to make decisions regarding the appointment of directors/trustees</p>

Clause	Heading	July 2015 version	November 2015 version	Notes
5.2.1	Reappointment of Directors/ Trustees		Additional bullet point under 5.2.1: <ul style="list-style-type: none"> Whether an appointment is necessary. 	See 4.1.1 above
7.2, 7.3	Appointment of staff members or Elected Members as Directors/ Trustees	<p>7.2 Subject to clause 7.1, each Council may develop separate policies regarding the appointment of elected members as Directors/Trustees.</p> <p>7.3 The procedures outlined in sections 4 and 5 apply to the appointment or reappointment of a Director/Trustee who is also a staff member or elected member.</p>	<p>7.2 Subject to clause 7.1, each Council may develop separate policies regarding the appointment of elected members or staff members as Directors/Trustees.</p>	<p>Added reference to staff members to clause 7.2 for completeness.</p> <p>Removed clause 7.3 to ensure there was no confusion regarding which process is to be carried out for staff appointments.</p>
8.2 (new)	Variation of Procedure		<p>New clause: The Joint Shareholders Committee may decide to vary the procedures outlined in this policy as necessary, provided that such variation meets the requirements of the Local Government Act 2002, relevant trust deed, the company's constitution, and other relevant legislation e.g. the Port Companies Act.</p>	<p>This will allow the Committee greater flexibility in varying the process if necessary.</p>

Procedure for Joint Appointment of Directors/Trustees of Council Controlled Organisations and Council Controlled Trading Organisations

Joint Policy of Nelson City Council/Tasman District Council

Contact	Chris Ward, General Manager Community Services and Nikki Harrison, General Manager Corporate Services Nelson City Council
Approved by	Clare Hadley, Chief Executive Nelson City Council / Lindsay McKenzie, Chief Executive Tasman District Council
Date	November 2015
Review	November 2018

JOINT APPOINTMENT OF DIRECTORS/TRUSTEES

1. Introduction

- 1.1 Nelson City Council and Tasman District Council jointly control or have significant shareholdings in several Council Controlled Organisations and Council Controlled Trading Organisations. These are independent organisations, whose operations are governed by a Board of Directors or Trustees.

2. Purpose

- 2.1 This Policy sets out the process for selection, appointment and review of Directors/Trustees jointly appointed to Council Controlled Trading Organisations, and to the Governing Boards of Council Controlled Organisations as per section 57 of the Local Government Act 2002.

3. Criteria for Selection of Directors/Trustees

- 3.1. The Joint Shareholders Committee must have regard to the diversity of each Governing Board when considering candidates for joint appointment or re-appointment.
- 3.2 Any person jointly appointed a Director/Trustee of a Council Controlled Organisation or Port Nelson Limited must:
- 3.2.1 Have completed the Institute of Directors course; or
 - 3.2.2 Have equivalent experience.

- 3.3 The following qualities of candidates for joint appointment as Directors/Trustees must also be considered:
- 3.3.1 Demonstrated ability to think commercially and financially about strategies, projects and the intelligent deployment of resources;
 - 3.3.2 Articulate, and able to communicate in a concise and clear manner;
 - 3.3.3 Demonstrated leadership skills, and prepared to be counted on important matters;
 - 3.3.4 Commitment to, and understanding of, the responsibilities of Directorships;
 - 3.3.5 Relevant business experience and/or the ability to gain an in-depth understanding of the company/trust and its activities;
 - 3.3.6 Objectivity in decision making;
 - 3.3.7 Respect for colleagues and staff;
 - 3.3.8 High ethical standards;
 - 3.3.9 Proven commercial experience;
 - 3.3.10 Positive attitude to public ownership and the principles of good corporate citizenship;
 - 3.3.11 Financial acumen;
 - 3.3.12 Commitment to regional needs and priorities;
 - 3.3.13 Any other special considerations/requirements in respect of the specific organisation.

4. Process for Appointment of Directors/Trustees

- 4.1. The Joint Shareholders Committee will:
- 4.1.1. Meet with the Chairperson of the relevant Governing Board to discuss specific requirements (including whether the appointment is necessary), and to consider whether there is any need for a variation of procedure under section 8;
 - 4.1.2. Retain a recruitment consultant as required to advertise the vacancy and develop a list of candidates; and

- 4.1.3. Decide on the composition of the interview panel.
 - 4.2. The Joint Shareholders Committee may include on the list of candidates any persons recommended by the Chairperson of the Governing Board.
 - 4.3. The Recruitment Consultant shall, in consultation with the interview panel, assist with any interview process and carry out reference checks of persons on the list of candidates, having regard to the criteria listed in Section 3 above, and report a short list with recommendations to the Joint Shareholders Committee.
 - 4.4. The interview panel will conduct interviews on the short list of candidates and recommend a preferred candidate (or in the case of multiple vacancies, candidates) to the Joint Shareholders Committee through the Group Manager Corporate Services and/or the Group Manager Community Services.
- 5. Reappointment of Directors/Trustees**
- 5.1. No Director/Trustee may be reappointed for a fifth consecutive term unless there are special circumstances.
 - 5.2. Subject to the constitution of the organisation concerned, where a Director/Trustee's term of appointment is about to expire and they are offering themselves for reappointment, the Joint Shareholder's Committee:
 - 5.2.1 May make confidential enquiries from the Chairperson and other members of the Governing Board as necessary, including:
 - Whether the skills of the incumbent add value to the work of the Governing Board;
 - Whether there are other skills which the Governing Board needs;
 - Whether a change to the existing Directors/Trustees would compromise the Governing Board's ability to pursue a desired vision and long term strategy, or whether there is a need for new skills and ideas on the Board; and
 - Whether an appointment is necessary.
 - 5.2.2 Must consider any information obtained and form a view on the appropriateness of reappointment or making a replacement appointment; and

5.2.3 Must recommend to each Council whether reappointment is appropriate.

5.3. If reappointment is not appropriate, the appointment process outlined in Section 4 will be followed.

6. Remuneration of Directors/Trustees

6.1. Directors/Trustees shall receive fees in accordance with scales approved from time to time by each Council prior to the organisation's annual general meeting.

6.2. The Governing Board of the organisation will provide appropriate information and details of any proposal to request an increase in remuneration at least 3 months before the Council Controlled Organisation's Annual General Meeting.

7. Appointment of staff members or Elected Members as Directors/Trustees

7.1. No staff member or elected member of either Council may be jointly appointed as a Director/Trustee, except where good reason exists for doing so. Any report recommending the appointment or reappointment of a staff member or elected member of either Council must clearly explain the reasons for doing so.

7.2. Subject to clause 7.1, each Council may develop separate policies regarding the appointment of elected members or staff members as Directors/Trustees.

8. Variation of Procedure

8.1. The procedures outlined in this policy may be varied to meet the requirements of the Organisation's rules, constitution, trust deed or other guiding document, provided that such variation meets the requirements of the Local Government Act 2002.

8.2. The Joint Shareholders Committee may decide to vary the procedures outlined in this policy as necessary, provided that such variation meets the requirements of the Local Government Act 2002, relevant trust deed, the company's constitution, and other relevant legislation e.g. the Port Companies Act.