



Board Meeting Minutes	
Date & time	20 September 2013, 12.30 to 1.30pm
Location	By teleconference
Attendance	Patsy Reddy (Chair), Adrienne Young-Cooper, Alick Shaw, Chris Moller, Gill Cox, Jerry Rickman, Nick Rogers and Tony Lanigan
Apologies	None
NZTA staff in attendance	<p>Geoff Dangerfield (Chief Executive)</p> <p>Allan Frost (GM Organisational Support), Barbara Tebbs (Acting GM Planning & Investment), Celia Patrick (GM, Access & Use), Ernst Zöllner (GM Strategy, Communications & Performance; Board Secretary) and Sara Broadhurst (GM People & Capability).</p> <p>Brandon Mainwaring (National Manager, Trends & Performance) and Paul Helm (Chief Financial Officer)</p>
External invitees	None

1. Introduction and governance matters

1.1 Introduction

Patsy Reddy chaired the meeting on behalf of Chris Moller (refer below) and in particular welcomed Nick Rogers to his first Board meeting.

1.2 Apologies

Chris Moller's apologies for joining the meeting late were accepted; Chris had to join the Minister of State Owned Enterprises for a media briefing at 12 noon, and joined the Board meeting at 1 pm.

1.3 Confirmation and overview of the agenda

The agenda was accepted as circulated.

1.4 Declarations of conflicts of interest

The schedule of Board members' interests was noted as tabled.

2. 2012/13 Annual Reports

2.1 2012/13 NZTA and NLTF summary of service delivery and investment performance

Board paper 13/09/0753

Brandon Mainwaring presented an overview of service delivery and investment performance for the year ending 30 June 2013. Board members sought explanations from Group Managers for areas of significance variance from targets, focussing on transport planning programme delivery.

Board members noted that both annual reports are very upfront about where desired results were achieved, but also where they were achieved only in part - or not. While this could be seen as overly harsh self-assessment, the Board reconfirmed that it wants the Agency to set ambitious service delivery and investment targets, and then report transparently on progress. Board members commented that the 2012/13 annual reports fitted well with this approach.

Resolution 1	<p><i>The Board received and noted the summary and explanation of the 2012/13 service delivery and investment performance against the 2012/15 Statement of Intent.</i></p> <p>[Note: Nick Rogers abstained from voting on the resolution as this was his first meeting as a Board member]</p>
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2.2 Report from the 20 September Audit Risk & Assurance (ARA) Board Committee

Verbal update

As Chair of the ARA Committee Jerry Rickman described to the Board the extensive process that had been followed in the review of the 2012/13 financial and service delivery performance statements, which included the following:

- Presentation of the draft 2012/13 financial statements to the Board at its 16 August 2013 meeting;
- Jerry and Gill Cox meeting with Allan Frost and Paul Helm in Palmerston North on 6 September to provide detailed feedback on the draft 2012/13 financial statements;
- Jerry and Gill meeting with Audit NZ on 20 September (before the ARA meeting) to discuss their draft audit report in detail; and
- The ARA Committee meeting on 20 September, where both staff and Audit NZ answered questions on the accuracy and quality of the annual reports, and (as per usual practice) Audit NZ met with the Committee without staff present.

On the basis of this exhaustive process, as well as the assurances received from Audit NZ and staff, Jerry recommended to the Board that it adopts the 2012/13 annual reports. Jerry furthermore noted that Audit NZ has assessed the Agency's management control environment as 'very good'; the financial information systems and controls as 'good'; and the service performance information (and associated systems and controls) as 'very good'. Audit NZ considered that no improvement is necessary to the management control environment and service performance information, and outlined specific improvements to the financial information – none of which caused the ARA Committee any concern.

<p>Resolution 2</p>	<p><i>The Board received the assurance from the Audit Risk & Assurance Committee that the 2012/13 NZ Transport Agency and National Land Transport annual reports are true and accurate records of service delivery and investment performance for the year.</i></p> <p>[Note: Nick Rogers abstained from voting on the resolution as this was his first meeting as a Board member]</p>
<p>Requested action</p>	<p><i>That the Chief Executive extends to all relevant staff the Board’s appreciation and congratulations for achieving the highest possible quality grading for our management control environment and service performance.</i></p>

2.3 Adoption of the 2012/13 annual reports

Board paper 13/09/0754

The Board reviewed the draft annual reports and requested a small number of changes, including a greater focus on the Agency’s health and safety activities and results. On the understanding that these changes will be made, the Board adopted the annual reports.

<p>Resolution 3</p>	<p><i>The Board adopted the 2012/13 annual reports for the NZ Transport Agency and the National Land Transport Fund, and delegated the signing of the letters of representation to the Board Chair and Chair of the Audit Risk & Assurance Committee.</i></p> <p>[Note: Nick Rogers abstained from voting on the resolution as this was his first meeting as a Board member]</p>
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3. General business

No items of general business were raised.

Minutes approved by the Chair	<hr/>
Date	----/----/----