



Special Board Meeting Minutes	
Date & time	21 September 2018, 11:00am – 3:00pm
Location	Kauri Room, Level 11, HSBC House, 1 Queen Street, Auckland
Board Membership	Michael Stiassny (Chair), Dame Fran Wilde (Deputy Chair), Nick Rogers, Leo Lonergan, Mark Darrow and Vanessa van Uden
Apologies	Adrienne Young-Cooper and Chris Ellis
NZTA staff in attendance	Fergus Gammie (Chief Executive) Raewyn Bleakley (General Manager Governance, Stakeholders & Communications and Board Secretary), Howard Cattermole (General Manager Investment & Finance), Jenny Chetwynd (General Manager Strategy, Policy & Planning), Brett Gliddon (General Manager System Design & Delivery), John Coulter (Senior Manager Operational Policy, Planning and Performance) and Gavin Armstrong (Manager, Organisational Performance)
External attendees	Brent Manning (KPMG)

1. Introduction and governance matters

1.1 Apologies and welcome

The Chair welcomed Board Members to the meeting.

1.2 Confirmation and overview of the agenda

The agenda was accepted as circulated.

1.3 Declarations of conflicts of interests of Board Members

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

Nick Rogers noted his standing interest in Tonkin and Taylor.

1.4 Declarations of conflicts of interests of Senior Leadership Team Members

The schedule of Senior Leadership Team Members' interests was noted as tabled.

1.5 Audit, Risk and Assurance (ARA) Board Committee Report: 17 September 2018 Special ARA Board Committee meeting

Mark Darrow outlined the matters considered at the ARA Board Committee meeting on 17 September 2018.

Board Members acknowledged the summary letters prepared and circulated by the Audit, Risk and Assurance (ARA) Board Committee Chair regarding the 17 September 2017 Special ARA Board Committee meeting, the process followed for assurance purposes and the recommendations made with respect to the Annual Reports for the NZ Transport Agency and National Land Transport Fund

for the year ended 30 June 2018 (Annual Reports) – as well as the Transport Agency’s Statement of Intent (Sol) 2018-2022 and Amended Statement of Performance Expectations (SPE) 2018/19.

In terms of the Annual Reports, the ARA Board Committee Chair noted the ARA Board Committee had received sufficient assurance that the information provided in the reports fairly reflected the performance of the Transport Agency and the National Land Transport Fund (NLTF), and it complied with relevant legislation and best practice. He also noted the ARA Board Committee’s recommendation that the Board approves the financial statements set out in the Annual Reports for the NLTF and the Transport Agency.

With respect to the Sol and Amended SPE, the ARA Board Committee Chair noted the ARA Board Committee had focused on the level of assurance provided to the ARA Board Committee on how the content of the draft performance documents had been developed. He also noted the ARA Board Committee’s resolution to accept management’s assurances that the draft documents met legislative requirements, and where relevant, complied with generally accepted New Zealand accounting practice – as well as the ARA Board Committee’s recommendation to the Board that the documents be approved.

The Board asked Brent Manning if there were any other issues he wanted to raise. He summarised the situation with the state highway valuation and process, noting there is now a comprehensive disclosure included in the Annual Report on this matter. The Board noted that management should liaise closely with the Office of the Auditor General in advance next year to ensure a smooth process.

Brent Manning also noted the issue of effective reconciliation of the cash account for the NLTF and the need for management to ensure appropriate controls are in place. Management noted that they had written to Ministry of Transport (MoT) about this matter.

The Board thanked the auditors, ARA Board Committee and management team for the thorough and robust process to bring the audit to a satisfactory conclusion.

1.6 Progress on actions requested at previous meetings

Progress on all actions arising was noted - with the Board requesting a copy of the draft report from the University College of London, which is now complete.

The Board also emphasised the urgent need for action on road safety.

As well, the Board reiterated their expectation that health and safety and regulation would be given more focus in the organisation's structure, given safety is of paramount importance.

2. Confirming service and financial performance targets

2.1 Annual Reports for the NZ Transport Agency and the National Land Transport Fund for the year ended 30 June 2018

[Board paper 2018/09/1279](#)

Board Members noted that following the summary regarding the Transport Agency's performance in delivering on its key performance indicators and significant activities in August 2018, this paper outlines details concerning performance for the output class measures, which was positive.

No issues of significance were raised in respect of the information contained in the Annual Reports - although Board Members agreed to raise any minor issues offline with Transport Agency via the Board Secretary.

On the basis of the ARA Board Committee Chair's report back to the Board, the recommendations of the ARA Board Committee, the content outlined in the paper and a review of the "Annual Report Directors' Checklist", Board Members agreed that all major and relevant requirements relating to the preparation of the Annual Reports had been met. They also noted the inclusion of an enhanced Government Policy Statement on Land Transport (GPS) 2015/16 – 2024/25 section in the NLTF Annual Report that will address the GPS reporting requirements.

The Board then discussed the letters of representation, noting that they are standard letters provided by the Office of the Auditor General.

The key dates specific to the approval, signing off and publication of the Annual Reports were also acknowledged. It was noted that the delegations agreed as part of the resolutions, in terms of signing and approval of minor and editorial changes, will enable the deadlines to be met.

<p>Resolution</p>	<p><i>The NZ Transport Agency Board:</i></p> <ul style="list-style-type: none"> a) Noted the summary of the Audit, Risk and Assurance (ARA) Board Committee’s assurance on the Annual Reports for the NZ Transport Agency and National Land Transport Fund for the year ended 30 June 2018 provided to the Board by the Chair of the ARA Board Committee. b) Adopts the Annual Reports for the NZ Transport Agency and National Land Transport Fund for the year ended 30 June 2018. c) Delegates signing of the Transport Agency Board’s letters of representation in relation to the NZ Transport Agency, the scrutiny principle and the National Land Transport Fund to the Board Chair and Chair of the Audit, Risk and Assurance Board Committee. d) Delegates to the Board Chair approval of minor and editorial changes to the Annual Reports for the NZ Transport Agency and National Land Transport Fund, prior to publication. e) Notes that performance against the Government Policy Statement on Land Transport 2015/16 – 2024/25 is incorporated in the Annual Report for the National Land Transport Fund.
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	<i>f) Agrees to the release of a copy of this paper to the Ministry of Transport for the purpose of Crown Monitoring.</i>
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3. Setting sector and organisational direction

3.1 Statement of Intent 2018–2022 and Amended Statement of Performance Expectations 2018/19

Board paper 2018/09/1280

Jenny Chetwynd summarised the process for the development of the content for the draft Statement of Intent 2018–2022, and the draft Amended Statement of Performance Expectations 2018/19. She noted the input provided by Board Members on the changes to the Transport Agency strategy, including the new position statements that replace the focus areas.

Board Members confirmed the performance measures, key performance indicators (KPIs) and three-year target statements would be removed and where the measures rely on MoT's work, it will noted that performance measures, KPIs and the three-year target statements are under development and will be adopted directly from transport sector outcomes measures and GPS measures and rely upon the delivery of initial measures expected from the Ministry of Transport in December 2018.

No issues of significance were raised in respect of the information contained in the Sol and Amended SPE – although Board Members agreed to raise any minor issues offline with Transport Agency via the Board Secretary.

On the basis of the ARA Board Committee Chair's report back to the Board, the recommendations of the ARA Board Committee, the content outlined in the paper and a review of the "Annual Report Directors' Checklist", Board Members agreed that all major and relevant requirements relating to the preparation of the Sol and Amended SPE had been met.

The Board then discussed the letter of representation to be received from management.

Board Members discussed the importance of effective communication of the Transport Agency’s strategic intent, position statements and performance – both internally to staff, and externally, to the public and stakeholders.

Board Members noted the next steps in providing the draft Sol 2018–2022, and the draft Amended SPE 2018/19 to the Minister of Transport for his comment, noting that material issues raised by the Minister will be referred back to the Board for its consideration.

Resolution	<p><i>The NZ Transport Agency Board</i></p> <ul style="list-style-type: none">a) Endorsed the changes to the NZ Transport Agency Strategy, as outlined in this paper and integrated into the draft Statement of Intent 2018–22 and draft Amended Statement of Performance Expectations 2018/19; including the removal of Focus Areas from the strategic framework and their replacement with Position Statements.b) Noted the summary of the Audit, Risk and Assurance (ARA) Board Committee’s assurance on the draft Statement of Intent 2018–22 and draft Amended Statement of Performance Expectations 2018/19 provided to the Board by the Chair of the ARA Board Committee.c) Approved the draft Statement of Intent 2018–2022 (which incorporates the amended NZ Transport Agency Strategy) and the draft Amended Statement of Performance Expectations 2018/19 (including the NZ Transport Agency core operations budget and capital expenditure budget).d) Approves provision of the draft Statement of Intent 2018–2022 and the draft Amended Statement of Performance Expectations 2018/19 to the Minister of Transport.
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	<p>e) <i>Notes that some of the NZ Transport Agency Strategy Key Performance Indicators, baselines and targets require development and will be brought back, in due course, to the Board for approval.</i></p> <p>f) <i>Delegates responsibility to the Chairs of the Board and Audit, Risk and Assurance Board Committee to approve any subsequent amendments to the draft Statement of Intent 2018–2022 and the draft Amended Statement of Performance Expectations 2018/19, and in due course, to approve publication electronically.</i></p>
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4. General business

4.1 Draft agenda for 5 October 2018 Board meeting

Resolution	<i>The NZ Transport Agency Board noted the draft agenda for the 5 October 2018 Board meeting.</i>
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4.2 General business

Items of general business were raised and discussed.

This section of the Minutes of the 20 August 2018 Board Meeting (part pages 8 and 9) is withheld under section 9(2)(h) of the Official Information Act 1982 as there is a need to maintain legal professional privilege. The NZ Transport Agency has determined that the interests being maintained outweigh any public interest in making the information available.



Progress on the Orakei Basin Walkway project was discussed. Brett Gliddon confirmed an update was being finalised to go out to the community encouraging further feedback on the proposed improvements, thereby enabling a decision to be made in December 2018. It was confirmed Brett Gliddon would liaise with Mark Darrow over the final wording of the advertisement.

5. Board only session

A Board only session was held.

The Board Meeting closed at 2:41pm.

Minutes approved by the Chair	_____
Date	____/____/____