

Waka Kotahi NZ Transport Agency Board Minutes	
Date & time	29 July 2020, 1.00pm – 4.00pm
Location	Waka Kotahi NZ Transport Agency Boardroom, Level 2, 50 Victoria Street, Wellington
Board members in attendance	Sir Brian Roche (Chair), Catherine Taylor, Ken Rintoul, Cassandra Crowley, Patrick Reynolds, Victoria Carter, John Bridgman
NZTA staff in attendance	Nicole Rosie (Chief Executive) Robyn Fisher (Director Office of the Chief Executive) Brigit Stephenson (Lead Advisor) Matthew Walker (General Manager Corporate Support) Howard Cattermole (Chief Financial Officer) Mike Birchler (General Counsel Governance) Brett Gliddon (General Manager Transport Services) Andy Thackwray (Senior Manager Project Delivery) Neil Walker (Senior Manager, Journey Management) Lucy Riddiford (General Counsel Light Rail) Simon Penlington (General Counsel Litigation) Giles Southwell (General Manager Workplace & Technology) Anna Moodie (Group General Counsel & Board Secretary)
External attendees	Lorinda Kelly and Catherine Law, Deloitte (item 14)
Apologies	David Smol

Introduction and governance matters

1. Apologies, Minutes & Actions

David Smol gave his apologies.

The Chief Executive, General Manager Corporate Support and Group General Counsel & Board Secretary were present from the start of the meeting.

Draft Minutes

Resolutions	The Board confirmed the minutes of the special meeting of 11 June 2020 and the meeting of 18 June 2020.
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Actions Arising

The current actions list was noted.

2. Interests Register

Victoria Carter advised she was no longer a Director of VCB Investments.

Cassandra Crowley advised she was no longer a Director of Makatū Foods Limited.

Patrick Reynolds advised he is no longer a member of the Rotorua Economic Advisory Board.

Resolutions	The Board noted the Interests Register.
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3. Board and Chief Executive Only Session

A Board and Chief Executive Only Session was not held.

4. CE Report

s 9(2)(g)(i)



Resolutions	The Board noted the Chief Executive's report.
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Strategic Decisions/Matters

5. Government Policy Statement Update.

The Director Office of the Chief Executive and Lead Advisor joined the meeting, and spoke to the slides providing an overview of the draft GPS.

The Board discussed the fact that the NLTF was almost fully committed, and that there was a gap between the ambition of the GPS and the funding available. s 9(2)(g)(i)

Examples of the trade-off calls that will need to be made will be discussed with the Board in a workshop on the Waka Kotahi Investment Plan in September 2020.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> Noted that, as agreed at the Board's meeting with the Minister on 13 July, the Waka Kotahi Chair has written to the Minister to provide suggestions for potential changes to the draft GPS 2021 to increase flexibility to manage
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	<p>the National Land Transport Fund over the coming period.</p> <ul style="list-style-type: none"> • Noted that Waka Kotahi has provided additional feedback to the Ministry of Transport as part of the departmental consultation process. • Noted the Ministry of Transport’s advice to the Minister about potential changes to the draft GPS to reflect feedback from public engagement in March-May 2020, the impacts of COVID-19, and the ATAP 2021 update. • Delegated authority to the Chair of the Investment and Operations Committee to approve guidance to Approved Organisations to assist with their preparation of Regional Land Transport Plans to give effect to the GPS.
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The Director Office of the Chief Executive and Lead Advisor left the meeting.

6. (item deferred)

7. Draft Investment Prioritisation Method Consultation

The Chief Financial Officer joined the meeting and introduced the paper, noting that approval to consult on the proposed methodology had been deferred until the GPS had been finalised.

The Board discussed whether the methodology would help Waka Kotahi manage systemic issues such as deliverability and affordability, but recognised that the threshold for the methodology is set by the GPS. The Board encouraged Management to consider how deliverability and execution risks could be better managed.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> • Approved the release for consultation of the draft Investment Prioritisation Method. • Delegated to the Chief Executive a decision on the timing of release for consultation, which is subject to the timing for finalising the 2021 Government Policy Statement. • Delegated to the Chief Executive approval of any non-material changes to the Investment Prioritisation Method that may be required, e.g. to align to the final GPS or following consultation, and release of the final Investment Prioritisation Method.
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Actions	<p>Advise the Ministry and Minister of Transport in advance of consultation on the investment prioritisation method commencing.</p>
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9. Funding Update

The General Manager Corporate Support introduced the paper, noting that work was

underway to investigate alternative funding and financing of transport projects. The Board was supportive of this being investigated further, s 9(2)(g)(i)

Resolutions	The Board noted the update on the financial impact of COVID-19 on the National Land Transport Fund.
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The Chief Financial Officer left the meeting.

8. Review of Board & Committee Charters, Board Evaluations

The General Counsel Governance joined the meeting and the Group General Counsel & Board Secretary introduced the paper.

The Board asked Management to investigate other providers to undertake the periodic Board assessments, to ensure that the right supplier was identified. It was likely that the first assessment would need to start in early 2021.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> • Approved the amended Board Charter and Board Committee Terms of Reference set out in Attachment 1 of the paper. • Approved the amended Board Code of Conduct set out in Attachment 2 of the paper. • Approved new Board Expenses, Travel, Gifts and Hospitality Guidelines set out in Attachment 3 of the paper. • Noted the updated Board Conflict of Interest Guidelines. • Approved the proposed approach to Board, Board Committee and individual Board member evaluations.
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The General Counsel Governance left the meeting.

Decisions

10. Te Ahu a Turanga Manawatū Tararua Highway Project

The General Manager Transport Services and Senior Manager Project Delivery joined the meeting. The General Manager Transport Services introduced the paper, noting the cost increases were to address the mitigations arising from the consenting process.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> • Approved allocation of additional implementation phase funding of \$47m from the National Land Transport Fund State Highway Improvements Activity Class for the Te Ahu a Turanga project, increasing implementation phase
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	<p>funding from \$568m to \$615m (P50). The increase in funding covers increases in project costs and additional components relating to ecology, shared path and safety.</p> <ul style="list-style-type: none"> • Endorsed the signing of the Project Alliance Agreement, and the sub-delegation for the GM Transport Services.
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The Senior Manager Project Delivery left the meeting.

11. Christchurch Transport Operations Centre (CTOC) Operating Model

The Senior Manager, Journey Management joined the meeting and introduced the paper, noting the Wellington and Auckland Transport Operations Centres currently run 24/7 and the intention is to be able to switch between the centres for resilience purposes if needed. The CTOC was set up after the Christchurch earthquake to manage traffic during the rebuild. The consultation will be done jointly with Christchurch City Council.

Resolutions	The Board endorsed the proposal to undertake a consultation process with staff on the disestablishment of the Christchurch Transport Operations Centre and associated Joint Partnering Agreement on the terms set out in the paper.
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Actions	s 9(2)(j)
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The Senior Manager, Journey Management left the meeting.

12. Transmission Gully Update

The Senior Manager Project Delivery, General Counsel Litigation and the General Counsel Light Rail joined the meeting. The Deputy Chair assumed the role of Chair.

The General Manager Transport Services provided an overview of the current status of the Transmission Gully COVID-19 claim. s 9(2)(g)(i), s 9(2)(h), s 9(2)(j)

Resolutions	s 9(2)(g)(i), s 9(2)(h), s 9(2)(j)
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The Senior Manager Project Delivery, General Counsel Litigation, and the General Counsel Light Rail left the meeting.

General Business

13. Board Correspondence

Sir Brian Roche resumed the role of Chair.

The Board **noted** the correspondence.

14. Deloitte 'Zero Harm' Report

The General Manager Workplace & Technology and Deloitte joined the meeting. The Chief Executive noted her former role on CHASNZ, and given the potential for a perception of conflict of interest that she has not been involved in decision making in relation to the report.

The General Manager Workplace & Technology introduced the paper.

s 9(2)(g)(i), s 9(2)(a)

s 9(2)(g)(i), s 9(2)(a)



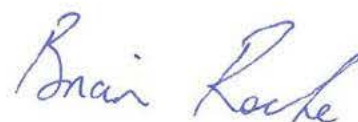
<p>Resolutions</p>	<p>The Board noted:</p> <ul style="list-style-type: none"> • The findings and recommendations of Deloitte Consulting's final report on Zero Harm – specifically the Zero Harm app; • The actions Waka Kotahi has taken in response to the report's recommendations; and • The approach of Waka Kotahi to the public release of the report.
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The General Manager Workplace & Technology and Deloitte left the meeting.

15. General Business

There was no further business.

The meeting concluded at 4.00pm



Minutes approved by the Board Chair

Brian Roche, 18/11/2020