

Waka Kotahi NZ Transport Agency Board Minutes	
<b>Date &amp; time</b>	20 April 2021, 9.00am – 4.45pm
<b>Location</b>	Waka Kotahi NZ Transport Agency Boardroom, Level 2, 50 Victoria Street, Wellington
<b>Board members in attendance</b>	Sir Brian Roche (Chair), Cassandra Crowley (Deputy Chair), Catherine Taylor, David Smol, John Bridgman, Ken Rintoul, Patrick Reynolds, Victoria Carter
<b>NZTA staff in attendance</b>	<p>*Nicole Rosie (Chief Executive)            Richard May (Director, Office of the Chief Executive)            Matthew Walker (General Manager Corporate Support)            Brett Gliddon (General Manager Transport Services)            Howard Cattermole (Chief Financial Officer)            Barbara Tebbs (National Manager Policy and System Planning)            Karen Jones (General Manager Engagement and Partnership)            Kane Patena (General Manager Regulatory Services and Director of Land Transport)            Greg Lazzaro (General Manager Safety, Health &amp; Environment)            Mike Birchler (General Counsel Governance)            David Darwin (Lead Advisor Investment Planning)            Mark Weeds (Activity Class Manager Local Road Maintenance)            Brenda O'Donoghue (Activity Class Manager)            Jan McCarthy (Practice Manager, Corporate Communications)            Kim Marshall (Manager Organisational Performance)            Lucy Riddiford (General Counsel Strategic Projects)            Yogesh Anand (Chief Technology Officer)            David Preece (Manager Design and Brand)            *Anna Moodie (Group General Counsel &amp; Senior Manager Risk &amp; Assurance)</p>
<b>External attendees</b>	Tommy Parker, Arup (item 11) Marcus Porter (item 12) Hon Michael Wood, Minister of Transport (item 23) David Lorrier, Private Secretary (item 23) Tom James, Press Secretary (item 23)
<b>Apologies</b>	None

*\*Present from start of meeting*

Agenda items were discussed in the following order: 1, 2, 3, 4, 5, 8, 10, 6, 14, 15, 7, 9, 13, 16, 17, 18, 12, 19, 11, 20, 21, 22, 23.

## Introduction and governance matters

### 1. Apologies, Minutes & Actions

There were no apologies.

**Draft Minutes**

<b>Resolutions</b>	The Board <b>confirmed</b> the minutes of the meeting of 25 March 2021 meeting.
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**Actions Arising**

The current actions list was noted and updated.

**2. Interests Register**

The Board Chair advised of the addition of two new interests from 24 February 2021; Marist Holdings (Greenmeadows) Limited and Winery Concert Holdings Limited.

<b>Resolutions</b>	The Board <b>noted</b> the Interests Register.
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The Chief Executive and Group General Counsel & Senior Manager Risk & Assurance left the meeting

**Strategic**

**3. Board and Chief Executive Only Session**

A Board only session was held.

**4. CE Report**

s 9(2)(g)(i)



s 9(2)(g)(i)



<b>Resolutions</b>	The Board <b>noted</b> the Chief Executive's report.
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s 9(2)(g)(i)



**5. NLTP Development Workshop**

The General Manager Corporate Support, General Manager Transport Services, Chief Financial Officer, National Manager Policy and System Planning, General Manager Engagement and Partnership, General Manager Regulatory Services and Director of Land Transport, General Manager Safety, Health & Environment, General Counsel Governance, Lead Advisor Investment Planning, Activity Class Manager Local Road Maintenance and Activity Class Manager joined the meeting.

The Chief Financial Officer introduced the paper, noting the funding constraints, which means that any discretionary funding will likely be directed at maintaining current levels of service, rather than network improvements. However, even at current funding levels the network has grown faster than the funding levels for road maintenance.

The Lead Advisor Investment Planning spoke to the presentation which will be added to the Board pack.

Amongst other things, the Board discussed:

- Including a number of base case scenarios in the NLTP that highlight the trade-offs and options if there is more funding available.
- The equity issues arising from significant funding going to ATAP and Let's Get Wellington Moving.
- The impact of consent conditions on the cost of projects.
- How carbon reduction will be factored into decision making on projects and programmes.

<b>Resolutions</b>	The Board <b>noted</b> the workshop at the 20 April meeting will guide development of the draft NLTP, with indicative allocation decisions to occur in May, ahead of the full NLTP being presented to the Board for consideration and adoption in August 2021.
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The National Manager Policy and System Planning, Lead Advisor Investment Planning, Activity Class Manager Local Road Maintenance and Activity Class Manager left the meeting.

## 8. Regulatory Fees and Funding

The General Manager Regulatory Services & Director Land Transport introduced the paper.

The Board discussed, amongst other things, that:

- It is imperative that the review is undertaken, given that there has been no review of fees and funding since 2008.
- There needs to be simplification of the process so that there can be more regular reviews going forward s 9(2)(g)(i)
- Any funding from the NLTF taken under s9(1A) of the Land Transport Management Act can only occur until the fees and funding review is complete. The fees and funding review should allow for full cost recovery without the need for additional top-up from the NLTF. This should be made clear to the Minister when submitting any proposal.
- The review should ensure that fees and levies reflect the value that people receive, including considering whether organisations get a commercial benefit from the use of our services (e.g. driver licence look-up).
- s 9(2)(g)(i)
- We need to be able to demonstrate that we can show that our regulatory function is efficient, and that the costs can be justified.

Resolutions	The Board:
	<ul style="list-style-type: none"> <li>• <b>Noted</b> the communications and engagement approach (as summarised in Attachment 1 of the paper).</li> <li>• <b>Noted</b> that consultation materials will be finalised once Ministerial and Cabinet approval to consult is obtained (expected in June/July 2021).</li> <li>• <b>Noted</b> the updated indicative Rate Card of fees and charges, and that a final Rate Card will be brought back to the Board before consultation commences.</li> <li>• <b>Endorsed</b> the proposal to use section 9(1A) of the Land Transport Management Act 2003 (the Act), which enables the use of Land Transport Revenue to fund regulatory activities, as part of the funding and fee consultation (subject to Minister and Cabinet approval) only as a one-off measure until the fees and funding review is complete.</li> </ul>

## 10. Road Safety Partnership Programme

The General Manager Safety, Health and Environment introduced the paper, noting that the programme needed to be submitted before the full NLTP process was complete.

Amongst other things, Management and the Board discussed the following:

- Concerns <sup>s 9(2)(g)(i)</sup> [redacted] that the partnership programme outcomes were not being achieved. Auckland Transport has also raised concerns <sup>s 9(2)(g)(i)</sup> [redacted].  
[redacted] The Minister is also aware that not all funding to date has been used to reduce deaths and serious injuries.
- The Ministry of Transport (via Martin Jenkins) is currently reviewing Police activities, which will include performance against agreed outcomes. Waka Kotahi can amend the programme based on the outcome of the Ministry of Transport review.
- Management is looking at ensuring that that the data provided by Police to measure progress is robust, and will use insights from the Ministry of Transport review to support this.
- While significant safety benefits could be achieved using the \$1.2bn of funding for infrastructure projects, the Police play a key compliance role in achieving safety outcomes under Road to Zero.
- The programme is subject to annual reviews.
- Consideration should be given to whether funding should reduce once Waka Kotahi takes over responsibility for safety cameras.

<b>Resolutions</b>	<p>The Board resolved to:</p> <ul style="list-style-type: none"> <li>• <b>Note</b> the Road Safety Partnership Programme (RSPP) 2021-2024 and investment meets the requirements of sections 18I, 18J and 18K of the Land Transport Management Act 2003 (LTMA), including consultation with the Commissioner of Police and the Secretary of Transport.</li> <li>• <b>Note</b> to the Minister of Transport that the RSPP be approved on the basis that it may be varied during 2021-24, in accordance with section 18M, to account for any agreed changes to the programme as a result of: <ul style="list-style-type: none"> <li>○ the operational implications of new Drug Impaired Driving legislation,</li> <li>○ the transfer of safety cameras from NZ Police to Waka Kotahi (note this includes consideration of transfer of associated infringement processing, administration and staff), and</li> <li>○ the outcome of the Ministry of Transport review into road safety investment and delivery including any changes to measures and targets.</li> </ul> </li> </ul>
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	<ul style="list-style-type: none"> <li>• <b>Endorse</b> the RSPP 2021-2024 and investment.</li> <li>• <b>Recommend</b> to the Minister of Transport that the RSPP be approved, in accordance with section 18L of the LTMA.</li> </ul> <p>s 9(2)(f)(iv)</p> <div style="background-color: #cccccc; height: 100px; width: 100%;"></div> <ul style="list-style-type: none"> <li>• <b>Note</b> the programme is proposed to be funded from the new Road to Zero activity class and represents 44% of the activity class maximum, and 49% of the activity class minimum.</li> <li>• <b>Note</b> the proposed investment reflects funding requested by NZ Police as necessary to deliver the programme, as set out in the NZ Police investment case</li> <li>• <b>Note</b> reduced investment in road policing could mean the Road to Zero target of a 40% reduction in DSI by 2030 is unlikely to be met.</li> <li>• <b>Note</b> the agreement with the Police will include a condition that the programme can be amended by Waka Kotahi following the Ministry of Transport Review and/or annual reviews of performance carried out by Waka Kotahi.</li> </ul>
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Cassandra Crowley and David Smol left the meeting to attend a Minister’s meeting.

## 6. NLTP Draft Storyboard

The Practice Manager, Corporate Communications joined the meeting. The General Manager Corporate Support introduced the paper.

The Board asked management to ensure that the following was included in the NLTP document:

- The trade-offs that have been made, and the different scenarios that have been considered.
- The context of how we are working with iwi partners.
- An overview of what has been achieved to date.
- To use videos where possible.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Approved</b> the 2021-24 NLTP publication storyboard attached to the paper.</li> </ul>
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	<ul style="list-style-type: none"> <li>• <b>Noted</b> that the audience for the NLTP publication is the New Zealand public to help generate understanding of how Waka Kotahi is giving effect to the Government Policy Statement on land transport (GPS) and the outcomes being sought in the shaping of the land transport system.</li> <li>• <b>Noted</b> that the 2021-24 NLTP will tell the wider land transport investment story, including that from other Crown-funded programmes.</li> </ul>
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The General Manager Corporate Support, General Manager Transport Services, Chief Financial Officer, General Manager Engagement and Partnership, General Manager Regulatory Services and Director of Land Transport, General Manager Safety, Health & Environment, General Counsel Governance and Practice Manager Corporate Communications left the meeting.

#### 14. Investment & Delivery Committee Report Back

The Investment & Delivery Committee Chair provided an overview of the Investment & Delivery Committee meeting, and the Board discussed the recommendations.

<b>Resolutions</b>	<p>The Board:</p> <p><b><i>Ara Tūhono – Pūhoi to Warkworth Tolling Proposal</i></b></p> <ul style="list-style-type: none"> <li>• <b>Approved</b> the submission of the Ara Tūhono – Pūhoi to Warkworth Tolling Proposal to the Minister of Transport.</li> </ul> <p><b><i>Takitimu North Link Stage 1 – Design and Construct Contract Award (Part A)</i></b></p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the cost increase for Takitimu North Link Stage 1, from the \$478m allocation in the Establishment Report to an updated cost estimate of \$655m (P50), with a P95 cost estimate of \$740m.</li> <li>• <b>Noted</b> the cost increase exceeds the interim thresholds endorsed by the NZUP Governance Group and Ministerial approval is required for Board to make a decision to progress the project and award the Design and Construct contract.</li> <li>• <b>Noted</b> a detailed briefing paper was submitted to the Minister 12 March 2021. This sought Ministerial approval for the Board to make a decision to progress the project and to award Takitimu North Link Stage 1 Contract A.</li> <li>• <b>Noted</b> the Joint Ministers approved to progress with Takitimu North Link Stage 1, excluding Snodgrass Rd extension on 14 April 2021.</li> <li>• <b>Noted</b> the NZUP Governance Group has endorsed a recommendation to the Board in April 2021 to award Takitimu North Link Stage 1 Contract A.</li> <li>• <b>Approved</b> the award of the of Takitimu North Link Stage 1 Design and Construct Contract (Part A) to Fulton Hogan / HEB for the value of \$74m:</li> </ul>
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	<ul style="list-style-type: none"> <li>○ subject to the satisfactory close out of contract pre-let negotiation between Waka Kotahi and Fulton Hogan / HEB, and delegating acceptance of this condition to the Waka Kotahi Chief Executive.</li> </ul> <p><b>Te Ara Tupua – Ngā Ūranga ki Pito-One section: Implementation funding approval</b></p> <ul style="list-style-type: none"> <li>• <b>Approved</b> funding to Waka Kotahi for the Ngā Ūranga ki Pito-One section of Te Ara Tupua at a total cost of \$197 million (P95 costs) at a 100% FAR (\$190 million from the NLTF and a \$7M contribution from Wellington City Council and Greater Wellington Regional Council) for the implementation phase from the Walking and Cycling activity class provided that the Chief Executive approves any funding beyond \$178 million (P50 costs).</li> <li>• <b>Noted</b> the funding pressures on the Walking and Cycling (W&amp;C) Activity Class for the 2021-24 NLTP and the limited availability of funds for other high priority W&amp;C Activity Class projects.</li> <li>• <b>Noted</b> the resource consent and notices of requirement have been approved by a Panel appointed under the COVID-19 Response (Fast-track Consenting) Act 2020 for the Ngā Ūranga ki Pito-One section of Te Ara Tupua. As a Fast-track Act project, there is a requirement to commence construction before resource consents expire in two years.</li> <li>• <b>Noted</b> Waka Kotahi will enter into an Interim Project Alliance Agreement with the successful Te Ara Tupua Alliance partner (Downer), once funding is approved and successful commercial negotiations are complete.</li> </ul> <p><b>Temporary Traffic Management</b></p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the approach to temporary traffic management and the improvements currently underway.</li> </ul> <p><b>Other</b></p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the papers below supplied to the Investment &amp; Delivery Committee on 19 April 2021:             <ul style="list-style-type: none"> <li>○ GM Overview and Transport Services Update</li> <li>○ Transmission Gully Monitor Report</li> <li>○ Opening the Auckland Harbour Bridge for Events</li> <li>○ NZ Upgrade Programme</li> </ul> </li> </ul>
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**15. Risk & Assurance Committee Report Back**

The Risk & Assurance Committee Chair provided an overview of the Risk & Assurance Committee meeting, and the Board discussed the recommendations.

<b>Resolutions</b>	<p>The Board:</p> <p><b>Statement of Intent 2021-26 and Statement of Performance Expectations 2021/22 (Assurance)</b></p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the assurance process undertaken by management and that management will provide the</li> </ul>
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	<p>Board Chair with a letter of representation as set out in Attachment 3 confirming (amongst other things) that:</p> <ul style="list-style-type: none"> <li>○ The draft SOI 2021-26 and SPE 2021/22 provided in the Resource Centre (including financial and non-financial measurement and performance expectations) meet legislative requirements and good practise, and</li> <li>○ The draft prospective financial statements in the SPE meet legislative requirements and comply with generally accepted accounting practices (GAAP) in New Zealand</li> </ul> <ul style="list-style-type: none"> <li>● <b>Noted</b> the non-financial performance measures and targets that need to be provided to the Ministry of Transport for the Estimates of Appropriation for Vote Transport 2021/22</li> <li>● <b>Noted</b> the Board will be asked to approve the draft SOI 2021-26 and SPE 2021/22 subject to a delegation to the Chairs of the Board and Risk and Assurance Board Committee to approve any further material amendments to those documents.</li> </ul>
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**7. SOI and SPE 2021/22**

The General Manager Corporate Support, Chief Financial Officer and Manager Organisational Performance joined the meeting. The Chief Financial Officer introduced the paper, s 9(2)(f)(iv), s 9(2)(g)(i)

The Board requested that the cover letter to the Minister be clear on the trade-offs that are being made as a result of funding pressures.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>● <b>Noted</b> the Risk and Assurance Board Committee has considered assurance on the drafts of the SOI 2021-26 and SPE 2021/22</li> <li>● <b>Approved</b> the draft of the SOI 2021-26 and the draft SPE 2021/22, including the Waka Kotahi operational budget as follows: <ul style="list-style-type: none"> <li>○ Operational expenditure: \$450.7 million</li> <li>○ Capital expenditure: \$18.8 million</li> </ul> </li> <li>● <b>Approved</b> the provision of the drafts of the SOI 2021-26 and SPE 2021/22 to the Minister of Transport</li> <li>● <b>Approved</b> the draft response to the Minister’s Letter of Expectation (Attachment 1) of the paper.</li> <li>● <b>Noted</b> the non-financial performance measures and targets that need to be provided to the Ministry of Transport for the Estimates of Appropriation for Vote Transport 2021/22 (Attachment 2)</li> </ul>
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	<ul style="list-style-type: none"> <li>• <b>Delegated</b> responsibility, with respect to Waka Kotahi’s SOI 2021-26 and SPE 2021/22, to the Chairs of the Board and Risk and Assurance Board Committee to approve:             <ul style="list-style-type: none"> <li>○ any further material amendments to the drafts of the SOI and SPE; and in due course</li> <li>○ publication electronically, on the Waka Kotahi website as soon as practicable after providing copies of the final versions of both documents to the Minister (which must be done by 30 June 2021).</li> </ul> </li> <li>• <b>Noted</b> that the drafts of the SOI and SPE will undergo a further proof-read and the designed versions of the documents will be aligned with the Waka Kotahi branding.</li> </ul>
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The Chief Financial Officer and Manager Organisational Performance left the meeting.

### 9. Legislative Impediments to Road to Zero

The General Manager General Manager Safety, Health & Environment and the General Manager Regulatory Services joined the meeting and introduced the paper.

Amongst other things, the Board discussed the breadth of the policy challenge for Waka Kotahi. They also discussed the broader regulatory system challenges across government. This includes regulation not being designed in a way that it can keep pace with industry change. Until these broader issues are addressed, any changes are simply patches to the wider problem.

The Board asked Management to do some further work looking at the challenge from a strategic regulatory system perspective, including what it would look like if we were to move to a principles and outcomes-based framework. Grounding the work in practical examples (e.g. when Uber entered the market) will help explain the challenge. There is an opportunity to join-up with other regulators on this work.

<b>Resolutions</b>	The Board: <ul style="list-style-type: none"> <li>• <b>Noted</b> the contents of the briefing attached to the paper.</li> </ul>
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Cassandra Crowley and David Smol re-joined the meeting.

## Culture

### 13. Safety, Health & Environment Update

The General Manager Safety, Health & Environment introduced the paper.

Amongst other things, the Board discussed:

- Whether some targets should be revisited to ensure that they align with outcomes in the new Road Safety Partnership Programme with Police.
- The Ministry of Transport review of Road to Zero, which is looking at both Waka Kotahi and the Police’s role.

- The interdependencies between work undertaken under different activity classes, and how they impact on safety.

<b>Resolutions</b>	The Board <b>noted</b> the update.
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The General Manager Safety, Health & Environment and General Manager Regulatory left the meeting.

## Operational

### 16. Wellington Accommodation Approval

The General Manager Corporate Support joined the meeting and introduced the paper.

The Board asked Management to continue to negotiate with Precinct to satisfy themselves that the Agency had received an appropriate contribution from Precinct given the total cost of the lease. The Board also asked Management to ensure that any make good costs on Chews Lane had been factored into the costs.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the need for Waka Kotahi to decide how to meet its future office premises needs in Wellington given the initial lease expiry date for Chews Lane of 30 January 2023; the seismic issues identified, and the poor condition of the current fit out.</li> <li>• <b>Noted</b> that a non-binding Heads of Agreement has been entered into for 44 Bowen Street to secure exclusivity while lease terms are finalised.</li> <li>• <b>Approved</b> the option to move from Chews Lane to 44 Bowen Street to secure exclusivity while lease terms are finalised.</li> <li>• <b>Approved</b> the delegation to the Chief Executive to execute the Agreement to Lease for 44 Bowen Street shortly after this Board meeting on the key terms set out in the paper.</li> <li>• <b>Approved</b> the delegation to the Chief Executive to execute the Deed of Lease on the terms set out in the Agreement to Lease on the key terms set out in the paper.</li> </ul>
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### 17. Financial Update

The Chief Financial Officer joined the meeting and provided an overview of the paper.

<b>Resolutions</b>	The Board <b>noted</b> the financial performance summary for Waka Kotahi and the National Land Transport Fund for the eight months ended 28 February 2021.
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### 18. Board Code of Conduct Update

The Group General Counsel provided an overview of the paper.

Amongst other things, the Board discussed:

- The Board would like to do an annual self-review of itself against the Code of Conduct.
- The Chair and Deputy Chair should be informed before any Board member undertook any public role where they are or could be perceived to be representing Waka Kotahi.
- Board members should advise the Board at the following Board meeting if they have had any engagement with significant public figures, such as Mayors or Ministers.
- In accordance with the Board Charter, requests for information or work by Waka Kotahi staff should be sent to the Chair or Board Secretariat in the first instance.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Approved</b> the amended Board Code of Conduct set out in Attachment 1 of the paper.</li> <li>• <b>Noted</b> the <i>Code of Conduct for Crown Entity Board Members</i> issued by the Public Service Commissioner set out in Attachment 2 of the paper.</li> </ul>
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The General Manager Corporate Support and Chief Financial Officer left the meeting.

## Strategic

### 12. Digital Risk Dashboard

Marcus Porter and The Chief Technology Officer joined the meeting and introduced the paper, noting in particular that the paper was focused on the risks in the current environment.

Amongst other things, the Board discussed ensuring that Waka Kotahi looked at off the shelf solutions wherever possible to replace existing systems. Other mitigations being considered include isolating systems so the impact of any issues is isolated and linking into work such as RealMe.

The Board requested regular updates on remediation work.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the current risk and impact assessments to Waka Kotahi, recognising that this is work in progress.</li> <li>• <b>Noted</b> that various risk remediation activities are underway to resolve key risks however these will take time.</li> <li>• <b>Noted</b> the controls that are currently in place and those that are being proposed to further mitigate the risks and their impact.</li> </ul>
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	<ul style="list-style-type: none"> <li>• <b>Endorsed</b> the framework and dashboard that has been proposed to understand/communicate our risk profile fully and identify mitigation strategies.</li> <li>• <b>Noted</b> that we will provide a regular update to the Board, and the Risk and Audit Committee, on these risks and ongoing remediations using this dashboard format.</li> <li>• <b>Noted</b> that ongoing risk remediation activities will be prioritised as part of the overall Waka Kotahi business planning process.</li> </ul>
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Marcus Porter and the Chief Technology Officer left the meeting.

## Operational

### 19. Brand Refresh

The General Manager Engagement and Partnerships and Manager Design and Brand joined the meeting and provided an overview of the brand refresh.

<b>Resolutions</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Noted</b> the approach taken to refresh the Waka Kotahi brand and provided feedback</li> <li>• <b>Noted</b> that the Statement of Performance Expectations and Statement of Intent will be designed in the new style and will include the icons and narrative that explains our roles</li> <li>• <b>Noted</b> that the full rollout of the brand refresh will happen progressively and will be managed within BAU and not incur any costs</li> <li>• <b>Noted</b> that the brand refresh does not make any changes to the Waka Kotahi logo.</li> </ul>
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The General Manager Engagement and Partnerships and Manager Design and Brand left the meeting.

## Strategic

### 11. City Centre to Māngere – Establishment Unit delegations

The General Counsel Strategic Projects and Tommy Parker joined the meeting. The General Counsel Strategic Projects introduced the paper.

The Board noted that the Establishment Unit reports to the Minister of Transport, Minister of Finance and the Mayor of Auckland, who are also the decision makers on the project. The Establishment Unit is funded from the NLTF. Waka Kotahi's only role is to provide resources.

The Board asked Management to ensure that the Establishment Unit was subject to the same oversight and scrutiny as other funded parties in terms of ensuring that public funds are being used in a fiscally prudent way.

The Board's expectation is that the Establishment Unit will set up appropriate controls for management of funds and assure itself that funding is being appropriately spent. Waka Kotahi does not need separate oversight of individual spending decisions once the Establishment Unit Chair is appointed.

Until the Establishment Unit Chair is appointed, decisions will be exercised by the Chief Executive of Waka Kotahi.

Tommy Parker provided an overview of work on the project to date, noting that the timeframes will be challenging.

The General Counsel Strategic Projects and Tommy Parker left the meeting.

s 9(2)(g)(i)



<p><b>Resolutions</b></p>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Subject</b> to the conditions set out below, <b>delegated</b> to the Project Director of the Establishment Unit (with the power to sub-delegate) the power to incur all expenditure out of the NLTF funding approved by the Waka Kotahi Board at its meeting on 29 March 2021 that the Project Director determines is necessary or desirable to enable the Establishment Unit to carry out the project in accordance with the Terms of Reference, including entering into contracts and all other things necessary to give effect to this delegation.</li> <li>• <b>Authorises</b> the Project Director to sub-delegate this power (but without any power of further sub-delegation) to any person within the Establishment Unit with the prior approval of the Waka Kotahi Chief Executive and subject to the same conditions.</li> <li>• <b>Notes</b> that this delegation is subject to the following conditions:             <ul style="list-style-type: none"> <li>○ The delegation is conditional on the approval of the Minister of Transport if this approval is required under section 73(1)(c) of the Crown Entities Act 2004;</li> <li>○ All expenditure must be incurred in a manner that is consistent with approved procurement procedures as set out in the Waka Kotahi NZ Transport Agency Procurement Manual, or as advised and approved by Waka Kotahi.</li> <li>○ The Establishment Unit will be subject to the same level of oversight as other organisations who receive NLTF funding.</li> </ul> </li> </ul>
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## General Business

### 20. Board Correspondence

The Board **noted** the correspondence.

### 21. Response to Climate Change Commission

<b>Resolutions</b>	The Board <b>noted</b> the response.
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### 22. General Business

The Board discussed the appointment of attorneys. With the General Manager Workplace and Digital leaving, the General Manager Corporate Support has taken over responsibility for property related matters. The terms of appointment will be the same as for other appointments. The appointment of the General Manager Corporate Support is subject to him holding the appropriate delegation for entering into any deed.

<b>Resolutions</b>	<p>The Board <b>agreed</b> to:</p> <ul style="list-style-type: none"> <li>• Revoke Giles Southwell's appointment as an attorney of the New Zealand Transport Agency, effective immediately.</li> <li>• Appoint Matthew Walker as an attorney of the New Zealand Transport Agency, effective immediately and authorises any two Board members to sign the deed of appointment.</li> </ul>
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## Minister Visit

### 23. Session with the Minister

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The meeting concluded at 4.45pm.

**Minutes approved by the Board Chair**

**Brian Roche, 27/05/2021**

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