

	<ul style="list-style-type: none"> • Endorsed the framework and dashboard that has been proposed to understand/communicate our risk profile fully and identify mitigation strategies. • Noted 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. • Noted that ongoing risk remediation activities will be prioritised as part of the overall Waka Kotahi business planning process.
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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.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> • Noted the approach taken to refresh the Waka Kotahi brand and provided feedback • Noted 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 • Noted that the full rollout of the brand refresh will happen progressively and will be managed within BAU and not incur any costs • Noted that the brand refresh does not make any changes to the Waka Kotahi logo.
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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.

The Board discussed the resourcing challenges for Waka Kotahi if staff move to the project. Requests for staff resources will need to come through the Executive Leadership Team. The Board also discussed the unresolved question as to whether the broader network design and planning work remains with Waka Kotahi or sits within the Establishment Unit. The Board also discussed the need to manage potential conflicts of interest within the project.

Resolutions	<p>The Board:</p> <ul style="list-style-type: none"> • Subject to the conditions set out below, delegated 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. • Authorises 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. • Notes that this delegation is subject to the following conditions: <ul style="list-style-type: none"> ○ 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; ○ 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. ○ The Establishment Unit will be subject to the same level of oversight as other organisations who receive NLTF funding.
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General Business

20. Board Correspondence

The Board **noted** the correspondence.

21. Response to Climate Change Commission

Resolutions	The Board noted the response.
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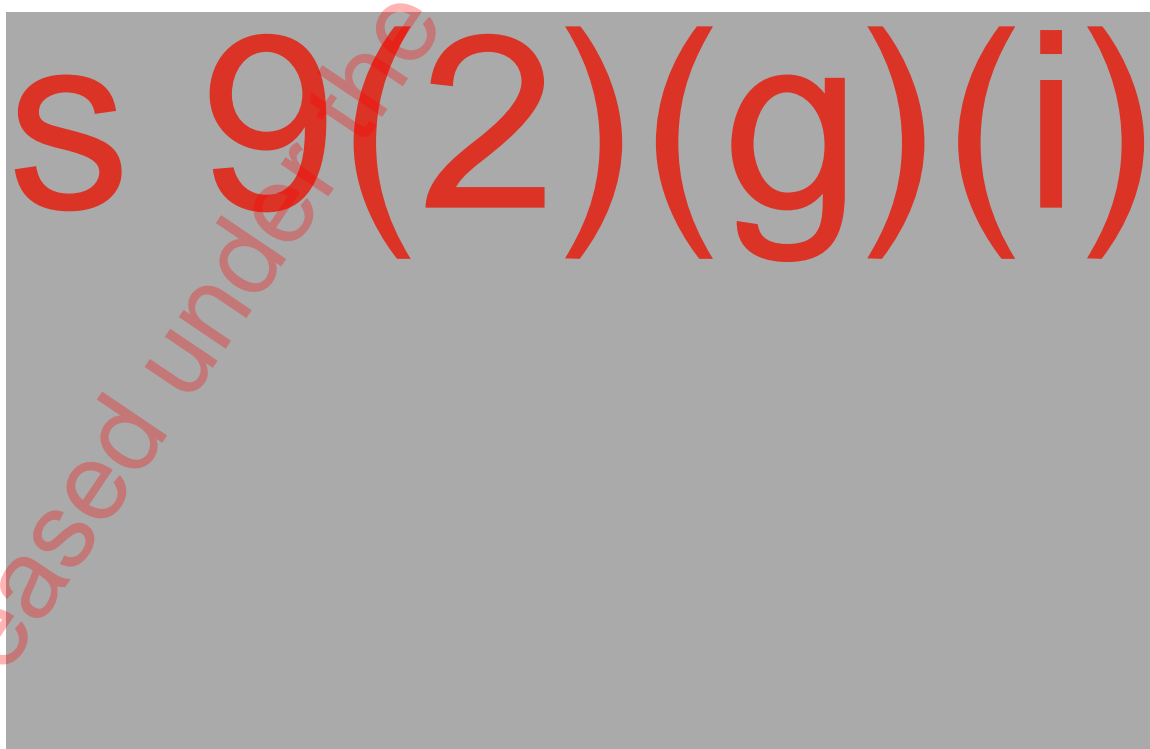
22. General Business

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.

Resolutions	The Board agreed to: <ul style="list-style-type: none"> • Revoke Giles Southwell's appointment as an attorney of the New Zealand Transport Agency, effective immediately. • 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.
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Minister Visit

23. Session with the Minister



s 9(2)(g)(i)

- The complexity of the new City Centre to Mangere process. From the Minister's perspective, success for the Establishment Unit in 6 months' time is that there is consensus on approach, there is social licence to progress the project and the best option (or options with trade-offs) have been identified. The Board noted its concerns about the achievability of the work within 6 months. The Board discussed its role, which is funder of the Establishment Unit but not overseer or decision-maker of the work. The Board also noted the challenges from an industry capacity perspective.

s 9(2)(g)(i)

The meeting concluded at 4.45pm.

Minutes approved by the Board Chair

Brian Roche