

Controlled Document – Refer to NMIT website or intranet for latest version

COUNCIL APPOINTMENT STATUTE

Section	Institute Governance and Management		
Approval Date	27.06.2019	Approved by	Council
Next Review	27.06.2021	Responsibility	Chief Executive
This review	27.06.2019	Key Evaluation Question	6

PREAMBLE

This Statute is made under section 194(1)(j) of the Education Act 1989 to comply with the requirements of Part 15A of that Act, as amended by the Education Amendment Act 2018, which came into force on 23 October 2018.

The Council of Nelson Marlborough Institute of Technology shall comprise:

- a) Four members appointed by the Minister;
- b) Four members appointed by Council in accordance with this Statute; and
- c) Two elected members in accordance with this Statute.

The Chair and Deputy Chair of Nelson Marlborough Institute of Technology Council shall be appointed by the Minister.

This Statute sets out the process by which the Nelson Marlborough Institute of Technology will appoint the four members of its Council and the election of the two members of its Council as required under Section 222 of the Act. The purpose of this Statute is to ensure that the Nelson Marlborough Institute of Technology:

- a) Complies with all statutory requirements of the Education Act 1989 and its amendments;
- b) Appoints members under Section 222 who can add value from a governance perspective; and
- c) Elects members under Section 222; and
- d) Includes members who are representative of the Nelson Marlborough Institute of Technology community, and is balanced concerning ethnicity, gender, experience, lifestyle, and place of residence.

All Council members, ministerial, appointed, representative and elected, are bound by the same rules and obligations and have a fiduciary duty to the Nelson Marlborough Institute of Technology Council. In particular, all members are required to make all decisions in the best interests of Nelson Marlborough Institute of Technology and are required to declare any conflicts of interest before discussion or decision on any matters. While we recognise that there may be an expectation for representative or elected members to report back on Council decisions, the confidentiality of Council decisions is paramount.

TITLE

1. This Statute may be cited as the Nelson Marlborough Institute of Technology Council Appointment Statute.

INTERPRETATION

2. In this Statute, unless the context otherwise requires:
 - a) 'The Act' means the Education Act 1989 and its amendments;
 - b) NMIT means Nelson Marlborough Institute of Technology;

- c) 'Council' means the Council of Nelson Marlborough Institute of Technology comprising those members appointed in accordance with this Statute and elected in accordance with the Council Elections Statute.

PART A: ELIGIBILITY

3. In accordance with Section 222AA (2), a person is not eligible for appointment or election as a member of the Council if:
- a) He or she is subject to a property order under the Protection of Personal and Property Rights Act 1988; or
 - b) There has been made under that Act a personal order that reflects adversely on his or her:
 - a. Competence to manage their own affairs in relation to their property; or
 - b. Capacity to make or communicate their own decisions relating to any particular aspect of their personal care and welfare; or
 - c) They are a bankrupt who has not obtained their order of discharge, or whose order of discharge has been suspended or is subject to conditions not yet fulfilled; or
 - d) At any time they have been removed from office as a member of a polytechnic council under Section 222AJ.

PART B: APPOINTMENTS

4. Appointments to Council under Section 222 of the Act must be appointed in accordance with this Part.
5. Council will appoint four persons to Council.
6. Appointments made by the Council under this Part must ensure that Council includes:
- a) A person who can represent the interests of Te Tau Ihu Iwi and Mata Waka;
 - b) A person enabling both Marlborough and Nelson regions to have at least one resident as a member of the Council.
 - c) A person(s) appointed by Council or the Minister to ensure that the Council has access to relevant experience, skills and knowledge as outlined in the appendix.
7. Once Council has made appointments, or Members have been appointed by the Minister, that satisfy the requirements of this Part, Council may co-opt a further member(s), provided such appointments comply with Parts C and D of this Statute.
8. In the event of a casual vacancy arising, Council may co-opt a member if the vacating member was an appointed member, either for the balance of the term of the member who created the casual vacancy or for a full term (up to four years). Council will ensure that such co-option complies with the requirements of Parts B, C and D of this Statute.

PART C: PERSONS TO BE APPOINTED BY COUNCIL

9. Relevant Knowledge, Skills, and Experience

The Council shall appoint as Members, only persons who, in the Council's opinion, formed after reasonable and prudent inquiries:

- e) Have relevant knowledge, skills, and experience as set out in the appendix; and
- f) Are likely to be able to fulfil their duties as members of the Council, and the functions, duties, and responsibilities of the Council, including the duties of members of polytechnic councils as specified in Section 222AH of the Education (Polytechnics) Amendment Act 2009.

PART D: OTHER MATTERS TO BE CONSIDERED BY COUNCIL

10. The council shall, when making any appointment, consider the nominee's ability:
- a) To act with honesty and integrity at all times;

- b) To act in good faith in the interests of NMIT as a whole, not to pursue his or her interests at the expense of the Council's interests, and to act in a manner that promotes the performance of functions characteristic of a strong polytechnic institution;
- c) To exercise the care, diligence and skill that a reasonable person would exercise in the circumstances, taking into account the nature of the Council functions, the nature of the action, the position of the member as a member of the NMIT Council, and the nature of the responsibilities undertaken by him or her;
- d) To retain confidential information likely to be prejudicial, if published, to the interests of the Council;
- e) To attend meetings of Council and other NMIT functions and events such as graduation ceremonies; and
- f) To undergo an induction to Council, to attend professional development governance courses, and to attend Tertiary Education Commission forums and conferences where appropriate.

PART E: ELECTIONS

- 11. Two members shall be elected onto Council under Section 222 of the Act in accordance with this Part and the Council Elections Statute.
- 12. Council must ensure that the elections include:
 - a) One permanent general or teaching staff member elected by the permanent members of the general and teaching staff to represent them; and
 - b) One enrolled student elected by the enrolled students of NMIT to represent them.
- 13. Council will facilitate the elections in accordance with the prescribed election procedure as adopted by Council.
- 14. Any member so elected is deemed in accordance with Section 222 AD (5) to meet the requirements of relevant knowledge, skills or experience.
- 15. Council cannot specify who is eligible to stand, notwithstanding the specifications of Section 222 AA (2) as outlined in Part A.
- 16. In the event of a vacancy arising due to the resignation of the staff member or the cessation of being an enrolled student, then the Council must run another election to seek a replacement.

PART F: TERMS OF OFFICE AND RE-APPOINTMENT

- 17. The term of office of an appointed member will be four years.
- 18. The term of office of an elected member will be one year.
- 19. Members shall retire from office on the fourth anniversary of their appointment.
- 20. Any elected member of the Council is eligible for re-election.
- 21. Any member of the Council can be reappointed for a further term up to a maximum of three terms.

PART G: CHIEF EXECUTIVE'S ATTENDANCE AT COUNCIL MEETING

- 22. The Chief Executive shall be entitled, on a non-voting basis, to attend all meetings of Council, except those concerning his or her performance or terms and conditions of employment, or sections of Council meetings determined by Council to be for Council Members only.

SKILLS, COMPETENCE, EXPERIENCE, AND ATTRIBUTES REPRESENTATION

NMIT Council has identified the following skills, competence, experience and attributes required of an effective NMIT Council:

- **Strong, “hard” governance skills, and experience as a director/trustee/member of Council.** We require that at least some of our Council satisfy our need for people with successful governance experience. The Chair needs support in the key role of guiding, nurturing and assessing our Chief Executive while respecting that we have empowered him/her to successfully deliver our agreed business plan outcomes within the constraints of our agreed budget.
- **“Soft” governance skills.** We require that each of the members of Council have the ability and desire to work together as a team, to be persistent in the pursuit of good outcomes and appropriate information for decision-making, and to collectively own the decisions reached by the Council after due consideration.
- **Successful business experience in governance/executive management.** NMIT is a complex, large and dynamic business. We require members who can provide governance oversight, connections, networks, support in areas such as law, human resources, information and disruptive technology, communications, environmental sustainability, health & safety, change management, asset management, and project management and knowledge of international vocational training and education markets, understanding of e- and blended learning.
- **Financial management and reporting experience in the sector and at a senior commercial level.** We recognise that we are the trustees of public funds and that we are a major business in terms of cash flow, resources, assets, and people. We, therefore, take seriously our governance, audit and risk management responsibilities.
- **Strategic planning abilities.** NMIT operates in a very competitive and rapidly changing environment. We seek members who can guide us through the process of developing a vision, strategic plan, annual business plans and supporting budgets, and the KPIs and assessment tools; people who can focus us on the longer term strategic opportunities and challenges, rather than the short term business detail of the moment.
- **Diversity.** Council requires a membership that reflects the ethnic and socio-economic diversity of the community it serves as well as gender and age representation and a balance and range of experience.
- **Commitment to regional and national economic development.** We require members who can help us understand the current and likely training needs of our region and our communities, who can help us to connect with local business, Iwi business, industry and employee associations, regional development groups, and management of local government agencies. These members will be committed to regional and national economic growth and will appreciate the crucial importance of training to this outcome.
- **Appreciation of industrial relations.** NMIT is one of the region’s largest employers, with staff able to be members of several unions, and working under a variety of employment contracts.
- **Education Alignment.** NMIT is committed to our alignment with secondary education, and with other training providers in the university, industry training organisation, and private training sectors. Collaboration with these organisations enables NMIT to achieve its objectives while contributing to the growth of our communities.
- **Local government expertise/connection.**
- **Understanding of the tertiary education sector.** The Council needs at least one member who has a good understanding of the processes of TEC, tertiary funding, and of the processes of government. It is desirable for members to have an understanding of pedagogy, effective teaching and learning, education systems, and stakeholder engagement.

- **Strong personal values.** Council is best served by Council members who demonstrate respect, integrity, transparency, commitment, sharing, and recognise success and celebrate NMIT around the table, and in the way they take NMIT back to their communities.

Representational Requirements

We recognise that our representational requirements might be met by Ministerial appointments, community appointments, and advisory boards. While there might be some reputational hang-ups around the process of representation, the key outcome is that our community needs to feel that it has an opportunity to have its say, is fairly consulted, does provide reliable, timely input as to their community needs, and is recognised as being an important stakeholder.

We see our representational requirements revolving around:

- **Te Tau Ihu Iwi.** NMIT is committed to ensuring that our Māori education responsibilities recognise the unique needs of our Iwi. The way we engage with them reflects that commitment.
- **Marlborough and Nelson.** We work for our communities in Marlborough and Nelson, delivering educational services on regional campuses, and by distance training. We are committed to our engagement with the Marlborough and Nelson communities.
- **The Users of our Services.** We referred to small, medium and large businesses and their associations, regional development agencies, Iwi business. These include local employers across a wide range of sectors and national employers who need our training expertise in areas where we are acknowledged leaders in curriculum development and delivery.
- **NMIT Community.** Students, staff, former students, and other people who make up the NMIT community.