

**Report 00.139**

2 March 2000

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Report to the Policy and Finance Committee  
from Stuart Macaskill, Chairman

**CentrePort – Director Vacancy**

1. **Purpose**

To advise the Committee of a vacancy on the CentrePort Board of Directors and to outline Council's normal process for appointment of a new Director.

2. **Background**

On 29 February 2000 I received advice verbally from the Chairman of CentrePort Ltd that Jenny Morel was resigning as a Director of CentrePort with effect from 31 March 2000. The Chairman of CentrePort also advised me that in his view, as there are no concerns with achieving a quorum, it is not necessary to make a temporary appointment while the shareholders decided on a replacement.

As the Directors meeting of Port Investments Ltd was held on that same day I was able to advise the Directors of Port Investments Ltd of the pending vacancy.

3. **Comment**

Appointments of new directors to the CentrePort Board were last made in 1996.

At that time the Council followed the process as outlined below:

- Delegation of the detailed process for selection of suitable candidates and timing of reappointment to a Screening Group comprising:

- Chairperson of Wellington Regional Council
  - Chairperson of Horizons MW (formerly Manawatu-Wanganui Regional Council)
  - Chairperson of CentrePort Ltd
- Identification of potential directors involved both advertisement and direct approach.
  - Screening of potential candidates including interviews conducted by the Screening Group seeking the following key attributes:
    - Independence
    - Integrity
    - Ability to analyse, question and apply judgement
    - Competence
    - Ability to devote time and attention to entity
    - Good personal skills
    - Leadership and strategic thought
    - Common sense
    - Previous experience as a director
  - Recommended appointee approved by both shareholders prior to appointment being made (In the case of the WRC that would include approval of both Port Investments Ltd Board of Directors and the Council).

I recommend that the Council agree to a similar process being followed in this case.

#### 4. **Recommendations**

- (1) *That the report be received and the contents noted.*
- (2) *That the process for appointment of a new Director to the Board of CentrePort include:*
  - (a) *That determination of the detailed process for selection of a suitable candidate be delegated to the Screening Group comprising:*
    - *Chairperson of Wellington Regional Council*
    - *Chairperson of Horizons MW*
    - *Chairperson of CentrePort Ltd*
  - (b) *That identification of potential directors be by both advertisement and direct approach.*
  - (c) *That the screening of potential directors (including conducting interviews) be conducted by the Screening Group seeking the following key attributes:*

- *Independence*
  - *Integrity*
  - *Ability to analyse, question, and apply judgement*
  - *Competence*
  - *Ability to devote time and attention to entity*
  - *Good personal skills*
  - *Leadership and strategic thought*
  - *Common sense*
  - *Previous experience as a director*
- (d) *That the Screening Group report its recommendations to both shareholders for approval prior to any appointment being made.*

STUART MACASKILL  
Chairman