

**AIRWAYS CORPORATION OF NEW ZEALAND LIMITED**  
**MINUTES OF BOARD OF DIRECTORS**  
**OF AIRWAYS CORPORATION OF NEW ZEALAND LIMITED**  
**BY ZOOM VIDEO CONFERENCE**  
**TUESDAY 18 NOVEMBER 2021 AT 9:00AM TO 1:40PM**

**Present:** Denise Church (Chair), Mark Pitt (Deputy Chair), Darin Cusack, John Holt, Lisa Jacobs, Paula Jackson, Mark Hutchinson and Nicola Greer

**Apologies:** Nil

**In attendance:** Graeme Sumner, Chief Executive Officer  
James Young, Chief Financial Officer  
Katie Bhreatnach, GM Customer and Regulatory Partnerships  
Phil O'Connell, Acting Head of Safety & Assurance

**BOARD ONLY TIME**

The Board met for Board only time from approximately 9:00AM to 10:30AM. The Board reviewed governance development options and agreed both to support continuing individual director development and to set up a series of governance webinars, where we invite in external commentators for presentation and discussion – initial suggestions for s9(2)(a) and s9(2)(a) John Holt to follow up. Agreed also to include an end of meeting reflection in all meetings.

The Board and CEO met without management present from approximately 10:30AM to 11:00AM, and noted the continuing challenges associated with Covid and the pressures these are placing people under.

**FORMAL BOARD AGENDA (commenced at approximately 11:15AM).**

**ITEM 1.0 STRATEGIC PAPERS AND PRESENTATION**

No matters were raised

**ITEM 2.0 BOARD MATTERS**

Item 2.1 **Continuous Disclosure**

No Matters raised

Item 2.2 **Register of Directors Interests**

The Board **noted** the amended Register of Directors' Interests.

Item 2.3 **Minutes of Board Meetings held 21-22 October 2021**

The Board **approved** the minutes of the previous board meeting held 21-22 October 2021 as a true and correct record of that meeting, (moved by Mark Hutchinson, seconded by Mark Pitt).

Item 2.4 **Matters Arising and Action Items from the October Meeting**

The Board **noted** the Matters Arising and Action Items from the August meeting. The Chair and CEO to review the matters arising and dates.

**ITEM 3.0 HEALTH AND SAFETY**

Item 3.1 **Board Company Safety Report**

The Board **noted** the Company Safety Report.

Phil O'Connell updated the Board on the COVID 19 vaccination survey and the risk management process. ATS and Tech safety forums have been moved through to February and March 2022, and the Airways Safety forum to May 2022. The Covid Taskforce, a collaboration across the organisation with seven sub-groups, has commenced its work with progress happening and engagement below the ELT level as we transition to BAU. Executive level safety engagement with Air NZ has been restabilised following restructuring within the airline and the appointment of a new safety lead.

s9(2)(g)(i)



The CEO noted that positive change has been occurring for instance at Auckland Tower where cultural advancement is happening by putting in place leadership that is supportive trying to change organisational culture.

The Chair noted that this is an area that the Board has intense interest in. Given that metrics only take us so far, the Chair queried how the Board will remain actively involved with all facets of this journey – in terms of both the presage work and the aligned work? Actively involved as flows into the Board making wise choices going forward informed by situational awareness. **ACTION:** John Holt and Mark Daldorf to discuss and ensure a disciplined active engagement through the PCC.

John Holt raised a query regarding the regularity of safety occurrences at Palmerston North highlighting the two reported incidents for the month. Phil noted that this is most likely a positive reflection of the level of safety reporting and engagement from the local Unit, that engagement and the quality of reporting varies across the business and that this has also been observed in the observations made by the Directors around culture. Phil will confirm that there are no latent or emerging safety issues at Palmerston North and provide an update through the Head of Safety and Assurance to next week's Safety Sub Committee.

The Board **noted** that the team is actively considering the safety risks associated with the resurgence of traffic, including in general aviation. Last year it was flagged that there were some complexities that came with that. **ACTION:** the Board wish to be kept updated on this, including the impact on our people.

Mark Pitt noted issues with systems, policies and procedures that require further attention and focus. **ACTION:** Mark Pitt will pick this up.

#### **ITEM 4.0 PERFORMANCE AGAINST BUSINESS PLAN**

##### **Item 4.1 *CEO Executive Summary and Company Performance Report***

The Board **noted** the CEO Executive Summary and Company Performance Report.

The CEO spoke to customer engagement, the MoT review (which is moving as we are inputting into the terms of reference with MoT Review being led by s9(2)(a)). We have mandated mask use, which has resulted in some strong reaction in some pockets of the organisations. The ATM Conference was a great opportunity to reconnect with customers, and the Board noted the potential for rapid recovery.

The Board noted that since the last meeting Graeme provided a number of updates and reports including on Sharon's visit to the world ATM Conference. The Board thanked Sharon for her updates.

**ACTION:** the Board wishes to understand further detail about what AIL needs to drive the AIL business. The Context is that the Board is extremely supportive of the work that is being done and the opportunities, to ensure that there is sufficient support.

**ACTION:** Graeme and Sharon to share the slides from their CANSO talks with the Board.

The Board would like to continue to be involved in the MoT Review.

John Holt asked whether there would be a lessons learnt and that a customer survey might be timely, given we are out there getting positive engagement off the back of our collaborative approach. Nic Greer queried the value of a survey at this time and raised a concern about the workload of management. The Voice of the Customer programme was discussed

Graeme asked what the objective of the survey would be as management have an engagement program in place. Directors acknowledged that any survey would need to be balanced with practicalities and resource implications. **ACTION:** Graeme to come back to the Board with what we might do and what the resourcing trade offs might be. This would not displace the voice of customer work which is further out. Customer team to present to the Board on plans around Voice of Customer, with optionality.

## **ITEM 5.0 PAPERS FOR APPROVAL / ENDORSEMENT**

### **Item 5.1 *Call on Capital***

The Board:

- a) **approved** a proposed call on Unpaid Shares of \$10 million for the quarter 1 January 2022 to 31 March 2022;
- b) **approved** the Chair to sign the Certificate of Director (Appendix A) confirming in respect of the relevant quarter that the Rolling Cash Forecast and Cash Reconciliation are true, accurate and not misleading, noting the CFO and CEO have prepared the cashflow based on all available information at the time; and
- c) **authorised** the CEO to sign and send the Call Notice if the Authorised Representative determines that a Trigger Event has occurred under the Subscription Agreement.

(moved by John Holt, seconded by Mark Pitt).

### **Item 5.2 *Risk Management Policy***

The Board **approved** the Risk Management Policy that has been through the Audit and Finance Committee in August. (moved by Lisa Jacobs, seconded by Darin Cusack).

The Board broke for lunch from 12:18PM – 12:55PM.

**ITEM 6.0 PAPERS FOR INFORMATION**

No matters raised.

**ITEM 7.0 PAPERS FOR DISCUSSION**

Item 7.1 *Pricing Options*

s9(2)(i)



**ITEM 8.0 OTHER MATTERS**

Item 8.1 ***Next Board Meeting Arrangements***

The next Board meeting will be held Tuesday, 14 December via Video Conference.

Item 8.2 ***Board Work Plan 2021***

The Board **noted** the work plan for 2021.

**CLOSE OF MEETING**

There being no further business, the meeting concluded at approximately 2:02 PM.

s9(2)(a)



Chair

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Date